By-Laws of the
Loudoun Literacy Council, Inc.
Amended March 2018
Article I. Organization

A. Name
The organization shall be called “Loudoun Literacy Council, Inc.”, herein after referred to as the “Corporation”.

B. Seal
The organization shall have a seal, which shall be in the following form:

![Seal Image]

C. Offices
The principal office of the organization shall be located at such place(s) within Loudoun County, Virginia, as may be established from time to time by the Board. On the date these Amended By-Laws are adopted, the principal office of the Corporation is located at:

199 Liberty Street, SW, 3rd Floor  
Leesburg, Virginia 20175

D. Changes
The organization may at its discretion, by a majority vote of the Board, change its name, seal, and/or office(s).

Article II. Purposes
The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In
furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws.

The Loudoun Literacy Council is focused on changing lives by improving literacy skills in Loudoun County. Specifically, following are the purposes for which this Corporation has been organized:

- Adult Literacy, to include:
  - Basic reading, writing and mathematics skills
  - English for Speakers of Other Languages (ESOL)
- Family Literacy, to include:
  - Early literacy enrichment for preschool children
  - Adult Literacy programs for the parents / legal guardians
- Jobsite Literacy, to include:
  - Basic reading, writing and mathematics skills
  - English for Speakers of Other Languages (ESOL)
  - Workplace-specific terminology / vocabulary skills

The Corporation may at its discretion, by a majority vote of the Board, amend the programs offered to best meet the needs of its community.

Article III. Membership

The Corporation shall have two classes of membership – voting members and non-voting members. A description of the membership is as follows:

A. Voting Members

Voting Members shall be the elected Board of Directors members.

B. Non-Voting Members

Non-Voting Members shall include tutors, volunteers, staff, Officers, Advisory Board members, and contributing community representatives.

Article IV. Board of Directors

The Loudoun Literacy Council Board of Directors has a duty of care, a duty of loyalty and a duty of obedience to the organization.
• **A Duty of Care** generally includes the discharge of duties in good faith utilizing a degree of diligence, care, and skill a person of prudence would exercise under similar circumstances.

• **A Duty of Loyalty** generally includes an allegiance to the organization, a level of confidentiality, a responsibility not to use the position for personal gain, and an obligation to act in the best interest of the organization at all times.

• **A Duty of Obedience** includes establishing the mission of the organization and remaining loyal to it, following the articles of incorporation and by-laws, and assuring the organization's compliance with law.

A. **Board Duties**

A Board of Directors, composed of no more than eleven (11) elected members and no less than three (3) elected members, shall conduct the oversight of the Corporation. The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by the Chair of the Board after due notice to all the Directors of such meeting.

The Board of Directors may at no point in time allow the Executive Director or any compensated employee of the Corporation to apply for or accept a Board of Directors position while under the employ of the Corporation.

General expectations of the board members are as follows:

• Make a good faith effort to regularly attend meetings and special events of the Corporation as scheduled;

• Actively serve on at least one Board committee;

• A minimum financial obligation to give or get $1,000 in annual contributions to the Corporation.
B. Election

Directors shall be elected to replace those whose terms are expiring or who have either resigned or have been removed. New Directors shall be elected by a majority vote of the Voting Members. Each Director shall have one vote.

C. Terms

The initial term of office for Directors shall be three (3) years from the time they are elected to the Board. A Director may be re-elected for a second, consecutive three-year term. Upon completion of serving two consecutive three-year terms, a Director must disengage from the Board of Directors for one year before becoming eligible once again for re-election.

D. Vacancies

Vacancies in officer positions on the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

E. Removal

Any one or more of the Directors may be removed either with or without cause, at any time, by a majority vote at any special meeting called for this purpose.

The Board of Directors may entertain charges against any Director. A Director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

F. Resignation

A Director may resign at any time by giving notice of such resignation to the Chair of the Board of Directors.

G. Compensation

Directors shall receive no compensation for their services. However, the Board may authorize reimbursement to any Director for expenses actually and reasonably incurred on behalf of the Corporation.
Article V. Officers

A. Number

Officers of the Corporation shall be a Chair, a Vice-Chair, a Treasurer, a Corporate Secretary, a General Counsel, and an Executive Director. All Officers shall be active members of the Board of Directors, except the General Counsel who participates fully on the Board but does not have a voting right and serves as legal advisor and counsel to the board and corporation; and the Executive Director who is responsible for the daily operations of the organization, advises the Board on operational matters, and participates fully on the Board of Directors but does not have a voting right.

B. Election and Term

Officers shall be elected to replace those whose terms are expiring or who have either resigned or have been removed. A Succession Plan guides the replacement of Officers and Directors. New Officers shall be elected by a majority vote of the Voting Members. Each Officer shall hold office for a term of one (1) year with elections each January. Officers may be elected to succeed themselves. If the Board Chair’s second successive term on the board concludes during his/her term as Chair, his/her term is automatically extended until January when new officers are elected with an additional year as Past Chair added to the term.

C. Duties

The duties and powers of the Officers of the Corporation shall be as follows:

Chair

The Chair shall preside at all meetings of the Board and ensure the Board fulfills its fiscal and governance responsibilities. The Chair partners with the Executive Director to help the organization achieve its mission.

Vice-Chair

The Vice-Chair shall have such duties and powers as may be delegated by the Board and shall preside over meetings in the absence of the Chair.
Treasurer

The Treasurer has fiscal oversight of the Corporation. Whenever required by the Board, the Treasurer shall render a statement of the Corporation's cash account, provide a full and accurate record of all monies, and perform all duties incident to the position of Treasurer, subject to the control of the Board.

Corporate Secretary

The Corporate Secretary shall keep records of the meetings of the Board; shall serve as the archivist and custodian of the Articles of Incorporation, By-Laws, and other corporate documents; shall be responsible for the correspondence of the Board; shall assure that Directors receive proper notice of all meetings; and shall submit such reports as the Board may request.

General Counsel

The General Counsel advises the Directors and Staff on all matters of legal consequence.

Executive Director

The Executive Director oversees the daily operations of the Corporation and is guided by the Job Description as authorized by the Board.

Article VI. Committees

The Board has the power to create or dissolve such standing or special committees as it deems necessary and to assign the duties and responsibilities of such committees.

At the present time, the following standing committees are in place: Development Committee, Board Development & Governance Committee, Marketing and Communications Committee, and the Executive & Finance Committee. Committee goals are outlined in the corporation's Strategic Plan.

Article VII. Meetings

The Board of Directors may make such rules and regulations covering its meetings, to include location, meeting length, recurrence and any special meetings (e.g., Annual Meeting), as it may in its discretion determine necessary.
Article VIII. Quorum; Voting

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of one-third of the number of Directors or at minimum three voting directors, whichever is greater, prescribed for the organization pursuant to Article IV. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. For purposes of establishing a quorum or a majority, "present" shall mean that a Director attends the meeting in person or by telephone, video conference or any other means that the Board of Directors in its discretion deems to be appropriate and effective for contemporaneous discussions, exchanges of ideas, and actions.

Each board member is allowed one vote, and all votes may be cast by voice, email, mail, telephone or any means deemed appropriate by the Board of Directors. At any regular or special meeting, if a majority so requires, any vote may be cast by private ballot. At the conclusion of any and all balloting, the results shall be included in the minutes of that meeting.

The Board of Directors may take any action or transact any business with the unanimous written consent of Directors.

Article IX. Professional Staff

A. Executive Director

Upon approval of the Board, the Corporation will employ an Executive Director whose function will be to provide day-to-day administrative and operating guidance to the corporation and to provide long-term guidance and direction for the development, growth and best utilization of resources of the Corporation. The Executive Director shall be an Officer of the Board and be held accountable to the Board.

In addition to having immediate and overall supervision of the operations of the Corporation and directing the day-to-day business of the Corporation, the Executive Director shall maintain the properties of the Corporation and supervise the Corporation’s staff.

No member of the Board may individually instruct the Executive Director or any other employee. The Executive Director shall make reports at meetings as
required by the Chair or the Board and shall be an ad-hoc member of all committees.

The Executive Director may not be related by blood or marriage/domestic partner within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters of members present at any meeting of the Board.

B. Additional Staff

In consultation with the Chair and Treasurer, the Executive Director may employ additional personnel as are necessary to fill staff positions to carry forth the daily operations of the corporation. Such personnel shall be accountable to the Executive Director, who shall hire, discharge, determine the duties and responsibilities of each person, create titles, and fix and modify compensation.

C. Compensation

The Board of Directors will take steps to ensure the annual Executive Director’s rate of compensation remains competitive with comparable organizations.

Article X. Indemnification

The Corporation shall indemnify any Director or Officer or former Director or any persons who may have served at its request as a Director or Officer of another Corporation, whether for-profit or not-for-profit, against expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which he/she is made party by reason of holding or having held such position, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for fraudulent, dishonest or criminal acts in the performance of a duty. The Corporation may indemnify any employee to the same extent as a Director or Officer by action of the Board. Such indemnification shall not be deemed exclusive of any other rights to which such Director, Officer or employee may be entitled under these Amended By-Laws or any agreement or vote of the Board or voting members, or otherwise.
Article XI. Fiscal Affairs

A. Term

The fiscal year shall be July 1 to June 30 of each year. The Board may choose to change from a fiscal year to a calendar year if deemed more appropriate for tax purposes.

B. Operations

An annual operating budget for the Corporation and non-budgeted expenditures shall be approved by a majority vote of the Board of Directors at a meeting duly called and convened. The annual operating budget shall be approved prior to the start of the coming fiscal year. The Executive Director shall sign all checks under $2,000.00. All checks for expenditures over $2,000.00 or more require the approval and signature of the Treasurer or another Officer of the Board should the Treasurer be unavailable.

Article XII. Dissolution

A. Use of Funds

The Corporation will use its funds only to accomplish the objectives and purposes specified in these Amended By-Laws and no part of these funds will inure or be distributed to members of the organization.

B. Dispersion of Funds

Should the Corporation be dissolved, any funds remaining after payment of all debts and liabilities will be divided or donated as decided by majority voting of the Board of Directors.

Article XIII. Conflict of Interest

The purpose of the Conflicts of Interest article is to ensure that the deliberations and decisions of the Corporation are made in the interests of the Loudoun Literacy Council community as a whole, and to protect the interests of the Corporation when it is contemplating entering into a transaction, contract, or arrangement that might benefit the private interest of an Interested Director, as
defined for the organization pursuant to Article IV. An Interested Director may not use his or her position with respect to the Corporation, or confidential corporate information obtained by him or her relating to the Corporation, in order to achieve a financial benefit for himself or herself or for a third person, including another nonprofit or charitable organization. This article is intended to supplement but not replace any applicable laws governing conflicts of interest in nonprofit and charitable corporations.

Article XIV. Amendments
The Corporation may at its discretion, by a majority vote of the Board – as defined in Article VIII - amend, alter, repeal or add to the Amended By-Laws to best meet the needs of the organization. Amendments to the By-Laws become effective immediately.

Article XV. Parliamentary Procedure
Any rules of procedure not covered by the Amended By-Laws shall be governed by the latest edition of Robert’s Rules of Order, provided, however, that the Directors may in their discretion waive any rules of procedure in the latest edition of Robert’s Rules of Order for purposes of transacting business and taking actions without undue delay.

Upon motion duly made and seconded, these Amended By-Laws were adopted this 22nd day of the month of March, in the year 2018.

Lise Rybowski
Chair, Lise Rybowski

Attest:

Margaret Brown
Vice Chair, Margaret Brown