

**BYLAWS
OF
IOWA LITERACY COUNCIL**

**ARTICLE I
NAME AND PURPOSES**

Section 1.01. Name. The name of the organization is **IOWA LITERACY COUNCIL** (hereinafter referred to as "Corporation").

Section 1.02. Purpose. The Corporation is exclusively organized and operated for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. As part of the charitable and educational purposes for which the Corporation is organized, the Corporation's specifically promotes the goal that Every Iowan have the literacy skills to reach their personal and professional goals.

**ARTICLE II
OFFICES**

Section 2.01. Principal Office. The principal office of the Corporation in the state of Iowa shall be located at 521 East Locust Street Suite 202, Des Moines, IA 50309. The Corporation may have other offices, either within or outside the state of Iowa, as the Board of Directors may determine or as the affairs of the Corporation may require.

Section 2.02. Registered Office. The Corporation shall have and continuously maintain, in the state of Iowa a registered office, and a registered agent whose office is identical with the registered office, as required by the Revised Iowa Nonprofit Corporation Act, Iowa Code section 504.501. The registered office may be, but need not be, the same as the Corporation's principal office in the state of Iowa, and the address of the registered office or the registered agent at the registered office, or both, may be changed from time to time by the Board of Directors.

ARTICLE III MEMBERS

Section 3.01. Members. Membership is open to any individual or organization interested in growth, advocacy, leadership, or participation in the fields of adult education, literacy and other related areas. Members will have voting rights as defined in 3.03 for the purpose of electing the Board of Directors.

Section 3.01.1. Applications and Approval. An individual or organization shall become a member of the Council upon approval of one's application for membership by the Executive Committee and the payment of one's dues and special assessments.

Section 3.02. Benefits of Membership. All members in good standing shall be entitled to the following benefits and entitled to hold office:

- Professional Development
- Networking Opportunities
- Advocacy for Adult Education and Literacy
- Leadership Opportunities
- Scholarship and Incentive Grant Opportunities
- Adult Education Publications
- Professional Recognition through Awards
- State, Regional, and National Conference Opportunities
- Benefits with Participating Companies/Vendors
- Associated benefits with a COABE membership

Section 3.03. Types of Membership. Membership is limited to one type. An individual will only be included and counted as a single or an institutional member.

- Single Membership - Includes selected publications, conference registration at member rates, voting rights for the Board of Directors, and other benefits as approved by the Board.
- Institutional Membership -
 - Group 1 - Benefits for up to twenty-five staff include selected publications, conference fees at member rates, and other benefits as approved by the Board. Voting rights for the Board of Directors is limited to five designees of the group.
 - Group 2 - Benefits for unlimited staff include selected publications, conference fees at member rates, and other benefits as approved by the Board. Voting rights for the Board of Directors is limited to ten designees of the group.

Section 3.04. Action by Members. Voting on all matters, including the election of the Board of Directors or officers where they are to be elected by the members, may be conducted by written or electronic ballot according to the nomination and election procedures authorized by the Board of Directors.

Section 3.05. Dues. The dues and due date for each individual and institutional membership classification shall be determined by the Board of Directors.

Section 3.06. Term, Resignation, and Removal. The term of any membership shall be annual, provided, however, that any member may resign at any time upon written notification to the Executive Committee, and any member may be removed at any time, with or without cause, by a majority vote of the Board of Directors. However, members shall be given notice and an opportunity to respond prior to removal. Members in good standing can automatically renew membership by payment of the succeeding year's dues.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors.

Section 4.02. Number, Tenure and Qualifications. The number of directors shall be a fixed number of 5, 7 or 9 directors. Each Director will serve a 2 year term. The Board of Directors shall be elected in every odd numbered year. The initial term of the first Board of Directors shall extend to and expire at the 2019 Annual Meeting of the Board of Directors. At the 2019 Annual Meeting and each successive odd-numbered year Annual Meeting, the Directors shall be elected for a 2 year term or until their successors are elected and qualified, whichever is longer.

Section 4.03. Election. The directors are to be elected by the Majority Vote Rule as defined in Section 4.11.

Section 4.04. Removal. A director may be removed at any time at any special meeting of the Board called for that purpose, provided that at least two days' written notice [as provided by Section 4.09] of the proposed action has been given to the entire Board of Directors then in office. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting. At such meeting a director shall be removed by Majority Vote Rule as defined in Section 4.11.

Section 4.05. Resignation. Any director, member of a committee or officer may resign at any time by filing a written resignation with the Chair or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when it is received by the Chair or Secretary. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is effective unless the notice specifies a later date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

Section 4.06. Increase in Number. The number of directors may be increased by amendment to these bylaws by the Majority Vote Rule as defined in Section 4.11.

Section 4.07. Regular Meeting. A regular annual meeting of the Board of Directors shall be held the third Tuesday in January between the hours of 8:00 am and 5:00 pm. 1:00 pm. [starting in 2018] at the headquarters of the Corporation unless otherwise set by the Board. The Board may adopt a schedule of other regular meetings to be held throughout the year, and such scheduled meetings shall be held without further notice.

Section 4.08. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or any director. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state of Iowa, as the place for holding any special meeting of the Board called by them. Notice for special meetings will be provided according to Section 4.09.

Section 4.09. Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously by written notice delivered personally or sent by mail or email to each director at his or her address, or email address, as shown by the records of the Corporation. If mailed, the notice shall be deemed to be delivered: (a) when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid, (b) when sent by email to the recipient as shown by the sender's email sent confirmation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws or Iowa law.

Section 4.10. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

Section 4.11. Manner of Acting. The act of the majority of the directors then in office present at a meeting at which a quorum is present at the time the vote is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws. This manner of acting is referenced in these Bylaws as the “Majority Vote Rule” and shall bind the Board and the Corporation to such act, resolution, or decision.

Section 4.12. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the Majority Vote Rule as defined in Section 4.11. A director so elected shall be elected for the un-expired term of his or her predecessor in office, or for the full term of the new directorship, as the case may be, and until his or her successor is elected and has qualified, whichever time period is longer. If a director ceases to be a director, the vacancy may be filled by the board in absence of a contrary provision in the articles or the bylaws.

Section 4.13. Compensation. Directors as such shall not receive any stated salaries or compensation for their services. Nothing in these bylaws shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation for that service.

Section 4.14. Informal Action by Directors. Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all of the directors sign a consent in writing, setting forth the action taken.

Section 4.15. Meeting by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by conference telephone, Skype, or similar communications methods. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

Section 4.16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she files a written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of the meeting or forwards a dissent by registered mail to the Secretary of the Corporation promptly after the adjournment of the meeting. A director who voted in favor of an action may not dissent from the action.

Section 4.17. Committees. The primary purpose of Committees will be to consider and recommend actions and propose policies in the functional areas under their jurisdictions, subject to final approval by the Council. Regardless of whether a responsibility has been assigned to a Committee, the Chair of the Board may determine that a matter should be brought directly to the Board rather than referred to a Committee. Where it is unclear which committee has responsibility over a matter, the Chair of the Board shall determine the committee(s) to which the matter should be referred. The Board of Directors may adopt, reject or modify any recommendation or action of a Committee. Committees can elect to form a charter that sets forth the purpose and primary responsibilities of the committee. The charter shall be approved by the Board of Directors. The process of appointing committee membership, including ex officio members may not be modified by the charter. The charter for each Committee that is approved by the Board shall be attached as appendices to these Bylaws.

Committees shall consist of no fewer than five voting members in good standing (excluding ex officio members). Each Committee will include the office of Chair and Vice Chair appointed by the Chair of the Board. The Chair of the Board may appoint to the office a voting or ex officio, non-voting member. No voting member may serve consecutively in the position of Committee Chair or in the position of Committee Vice Chair for more than four terms, each term is one year (July 1 - June 30). Ex officio members do not have a term limit. The Chair and Vice Chair of the Board will serve as the Chair and Vice Chair of the Strategic Standing Committee however, the Chair of the Board will not concurrently serve as the Chair of any other Committee. The Council's Executive Director may serve as an ex officio member on one or more Committees at the discretion of the Chair of the Board.

The remaining members of the Committee are nominated by the Committee Chair and Vice

Chair and approved by the Board of Directors. Voting members of Committees shall be appointed for a term of one year and for up to four consecutive terms as determined by the Committee Chair to maintain continuity and stability within the Committee. Committees may also include non-voting advisory members (in addition to ex officio members) with expertise relevant to the work of the Committee.

The duties of a Committee Chair shall include:

1. Scheduling meetings
2. Preparing agendas
3. Presiding over meetings
4. Preparing an annual report of activities
5. Nominating Committee members in consultation with the Vice Chair to be approved by the Board of Directors
6. Performing other duties as consistent with the efficient management of the Committee.

Committee meeting dates, times and locations will be determined by each committee or its Chair.

A majority of the Committee's voting members shall constitute a quorum. Any Committee member may participate in a meeting remotely.

Minutes of all Committee meetings shall be taken, submitted to the Board of Directors, kept by the Secretary, and be open to public inspection following approval.

Two types of Committees may be formed, Standing Committees or Ad Hoc/Working Group Committees.

4.17.1. Standing Committees. The following Standing committees are established and shall provide strategic direction and oversight on matters within their respective areas of responsibility, as described below

Professional Development Committee - This standing committee will provide strategic leadership for professional development activities that address the needs of adult literacy as it relates to the governing legislation, federal and state, and the mission of the Council.

Responsibilities

- Advocate for a culture of professional development within adult education and literacy providers to include a portfolio of activities that supports such a culture.
- Provide guidance, recommendations and direction to volunteers, staff and others on expanding opportunities for professional development.
- Collaboratively develop professional development opportunities with key stakeholders, the Iowa Department of Education Division of Community College and Workforce Preparation, Title II Workforce and Innovation Opportunity Act providers, community and faith-based organizations, and employers, as appropriate for volunteers, staff and leaders.

The Chair of the Board will request that the State Director of Adult Education nominate person to serve as a liaison between this Committee and Title II, Workforce Innovation and Opportunity Act will serve as an ex officio member.

Resource Development Committee - This standing Committee will create and implement comprehensive development strategies that engage donors, members, foundations and funding sources to support the budget and ensure the on-going financial vitality of the Council.

Responsibilities

- Develop and maintain a database of possible strategic partners, determine the appropriate avenues for involvement, develop a systematic approach to soliciting support for shared areas of interest to support specific projects.
- Solicit financial support for activities and expenses by compiling a database of potential grant opportunities for the calendar year and advise the Board of same for their consideration, assign committee member(s) or exercise Committee authority to form ad hoc/working groups to focus on grant writing/applications.
- Create strategies to keep current members active and involved in order to preserve their retention numbers; organize membership drives or campaigns, set up direct mail campaigns and conduct membership surveys; submit recommendations to the board concerning member benefits and establish dues for each category of membership.

Nomination and Election Committee - This standing Committee ensures that the Board and Executive Committee retain an appropriate structure, size and balance of

skills to support the strategic objectives and values of the Council.

Responsibilities

- Disseminate a Call for Nominations that includes needed professional and personal competencies for the current election cycle and provides a reasonable period of time for the submission of nominations.
- Encourage the membership to submit nominations for the Board of Directors.
- Review the applications and select the candidates for the Board of Directors guided by evidence of the candidate demonstrating leadership, vision, and collaboration; commitment to adult education and literacy; and a wide range of experiences.

Strategic Planning Committee - This standing Committee is charged with long-range planning and general oversight.

Responsibilities

- Developing or updating an existing strategic plan for the full board's approval.
- Monitoring the implementation of the plan and report on its progress to the full board.
- Review current best practices and governance trends and make recommendations on those the Board should consider adopting.

4.17.2. Ad Hoc and Working Group Committees. These temporary Committees may be established by the Board of Directors for the purpose of specializing in concerns relative to the mission of the Council. These Committees can serve as part of a standing Committee or independently and staffed with an appointed Chair and Vice Chair by the Chair of the Board as well as subject matter experts relative to the purpose of the Committee.

The Board of Directors can remove ad hoc and working group Committee members, Chairs and Vice Chairs without prior notice and without cause. In addition, the Board of Directors may dissolve or decommission at any time with or without prior notice or cause an ad hoc or working group Committee.

ARTICLE V OFFICERS

Section 5.01. Officers. The officers of the corporation shall be a Chair, a Vice-Chair, a

Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board of Directors. Any two or more offices may be held by the same person. The officers may be, but need not be, members of the Board of Directors.

Section 5.02. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors. Officers shall be elected to two year terms. Elections of officers shall take place during odd-numbered years at the Regular Annual Meeting of the Board of Directors. If the election of officers is not held at such meeting, it shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for two years or until his or her successor is elected and has qualified, or until his or her death, resignation or removal.

Section 5.03. Resignation and Removal. Any officer, agent or appointee elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Removal of an Officer appointed or elected by the Board of Directors may be removed at any time without cause by a Majority Vote of the Board of Directors then in office. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the corporation.

Section 5.04. Delegation of Authority. To the full extent allowed by law, the Board of Directors may delegate to any officer any powers possessed by the Board of Directors.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the non-expired portion of the term.

Section 5.06. Chair. The Chair shall be the principal executive officer of the Corporation

and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors if present at the meeting. He or she may sign and execute alone in the name of the Corporation any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of Chair and any other duties that the Board of Directors prescribes. At the end of their term, he or she shall assist the upcoming Chair during the transition period.

Section 5.07. Vice-Chair. In the absence of the Chair or in event of his or her inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to any restrictions upon the Chair. Any Vice-Chair shall perform any other duties that the Chair or the Board of Directors assign to him or her.

Section 5.08. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety that the Board of Directors determines. He or she shall render to the Chair and the Board of Directors at the regular meetings of the Board of Directors, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; keep full and accurate account of receipts and disbursements in books belonging to the Corporation; disburse the funds of the Corporation as may be ordered by the Board of Directors or the Chair, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the Corporation in the banks, trust companies or other depositaries as are selected in accordance with the provisions of article VI of these bylaws; and in general perform all the duties incident to the office of Treasurer and any other duties that the Chair or the Board of Directors assign to him or her.

Section 5.09. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these bylaws or as required by law but if the Secretary is absent, or refuses or neglects to give such notice, any notice may be given by any person who is directed to give notice by the Chair, or by the directors upon whose requisition the meeting is called as provided in these bylaws; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provisions of these bylaws and in general perform all duties incident to the office of Secretary and any other duties that the Chair or the Board of Directors assign to him or her.

Article VI CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS

Section 6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.02. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.03. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as may be determined by resolution of the Board of Directors. In the absence of a determination by the Board of Directors, the instruments shall be signed by the Treasurer of the Corporation.

Section 6.04. Deposits. All funds of the Corporation shall be deposited to the credit of the

Corporation in the banks, trust companies or other depositaries as the Board of Directors may select, and items for deposit shall be presented for deposit as soon as convenient, by not more than 2 business days after receipt.

Section 6.05. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

Section 6.06. Gifts. The Board of Directors or the Chair may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

Section 6.07. Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of the loan until it is repaid.

ARTICLE VII BOOKS AND RECORDS

Section 7.01. Corporate Records to be Maintained - Generally. The Corporation shall keep as permanent records minutes of all meetings of the Board of Directors, a record of all actions taken by Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The Corporation shall also maintain appropriate accounting records. All records shall be maintained in written form or in another form capable of conversion into written form within a reasonable amount of time. Unless otherwise directed by the Board of Directors, the Secretary of the Corporation shall maintain and be the custodian of all its records.

Section 7.02. Specific Records to be Maintained. In addition to the foregoing, the Corporation shall keep a copy of all of the following records: (1) its Articles of Incorporation, Amended and Restated Articles of Incorporation and all amendments to

them currently in effect; (2) its Bylaws, Restated Bylaws and all amendments to them currently in effect; (3) all resolutions adopted by its Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members; (4) the minutes of all meetings of the Board of Directors and of all actions approved by the Board; (5) all written communications within the past ten years, including the financial statements and 990 tax returns for the past seven years; (6) a list of the names and business or home addresses of its current directors and officers; and (7) its most recent Biennial Report delivered to the Iowa Secretary of State.

Section 7.03. Inspection of Records by Directors. Each Director is entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in this Section 7 upon reasonable notice and upon payment of any reasonable copying charges.

Section 7.04. Inspection of Records by Directors. A director of the Corporation is entitled to inspect and copy the books, records and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the Corporation.

ARTICLE VIII **MISCELLANEOUS PROVISIONS**

Section 8.01. Corporate Seal. The Corporation shall have no corporate seal.

Section 8.02. Fiscal Year. The fiscal year of the Corporation shall end at the close of business on the last day of December of each year.

Section 8.03. Voting of Stocks Owned by the Corporation. In the absence of a resolution of the Board of Directors to the contrary, the Chair of the Corporation is authorized and empowered, on behalf of the Corporation, to attend, vote and grant discretionary proxies to be used at any meeting of shareholders or stockholders of any corporation in which this Corporation holds or owns shares of stock and in that connection, on behalf of this Corporation, to execute a waiver of notice of any such meeting. The Board of Directors

shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other corporation in which this Corporation may own or hold shares of stock.

**ARTICLE IX
WAIVER OF NOTICE**

Whenever any notice is required to be given to any director of the Corporation or to any member of a committee of the Corporation under the provisions of the Iowa Nonprofit Corporation Act or under the provisions of the articles of incorporation or bylaws of the Corporation, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

**ARTICLE X
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by Majority of the Board then in office, *provided* that each Director is given at least seven (7) days' prior written notice that the matter will be voted upon at the meeting. The written notice must also state that the purpose of the meeting, or that one of the purposes of the meeting, is to consider a proposed amendment to alter, amend or repeal or to adopt new Bylaws at the meeting, and it must be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

The undersigned certify that these Bylaws have been adopted at the corporate organizational meeting on the _____ day of _____ 2019, by a unanimous affirmative vote and consent of the Board of Directors.

By _____
Secretary