

Oklahoma Literacy Coalition, Inc.

# Bylaws

Revised September 2014

Color Key:

Dark Blue: Excerpts from Bylaws

Turquoise: Moving location, but not changing wording

Red: Actual Changes

## Article I: Name

The name of the organization will be the Oklahoma Literacy Coalition Inc., hereinafter referred to as the Coalition or the Oklahoma Literacy Coalition.

## Article II: Mission

Support literacy efforts statewide

## Article III: Objectives

The objectives of the Oklahoma Literacy Coalition are:

- To maintain a statewide coalition of representatives who are committed to a literate society and to encourage individual and group membership from the public and private sectors.
- To encourage establishment and continuance of literacy projects in Oklahoma.
- To provide a forum for sharing of ideas to improve the quality of literacy services in order to meet a wide range of educational needs.
- To plan, conduct, and participate in continuing education events for Oklahoma literacy providers and adult learners.
- To provide support, information, and technical assistance to individuals and organizations interested in receiving and providing literacy services in Oklahoma.
- To recognize individuals and organizations for their support of literacy in Oklahoma.
- To honor outstanding adult literacy learners.

## Article IV: Membership

**Section 1:** There are two categories of membership: individual and organizational. Any individual or organization committed to the purpose and objectives of the Oklahoma Literacy Coalition is eligible for membership. Individuals may be supporting members or voting members based on the application submitted.

**Section 2:** Any eligible individual or organization may become a member by paying annual membership dues. The amount of such dues will be established and reviewed annually by the Board of Directors.

**Section 3:** The organizational and individual membership year is defined as one year, dating from January 1 to December 31.

**Section 4:** There will be an Annual Meeting of the members of the Coalition at a time and place to be determined by the Board of Directors. Notice of the Annual Meeting will be made available by the most efficient means to all members no less than 10 days prior to the meeting date. Special meetings may be called by the President. Notices of such special meetings will be sent to all members at least 10 days prior to the scheduled date and will include the purpose for which the meeting is being called.

**Section 5:** A quorum will consist of members present at any general membership meeting called with proper notice.

**Section 6:** Each individual and organizational member present will be entitled to one vote. Organizational members will select a representative to cast their vote. If an individual member is also the organizational representative, he/she may cast two votes. No proxy votes will be allowed.

**Section 7:** Election of officers and Board of Directors will take place at the Annual Meeting. Elections will be decided by a plurality of votes on a secret ballot of only those names placed in nomination. If only one name has been placed in nomination for an office, the ballot may be dispensed with and a voice vote may be taken. Newly elected officers and board members will assume office at the close of this meeting with the exception of the Treasurer. The Treasurer will assume office upon transfer of appropriate bank accounts which will be accomplished by the end of the fiscal year after the election.

**Section 8:** All other matters brought to a vote during a regular or special general membership meeting will require a two-thirds affirmative vote of those present to pass.

## **Article V: Board of Directors**

**Section 1: Composition** - The Board of Directors will consist of a minimum of 14 and a maximum of 30 elected directors. Members of the coalition are divided into four regions to ensure equitable, state-wide representation. Each region will have at least two representatives. At least 50% of the board will be representatives from literacy organizations. The balance of the board may consist of representatives from any educational, business, or civic group; branches of the government; or individuals and groups concerned with literacy issues. Ex-officio members such as representatives from the Oklahoma State Department of Education, Oklahoma Career Technology, Oklahoma Department of Libraries, and student learners may be appointed as noted in Article VIII, Section 6. The past president may also serve as an ex-officio member.

To serve on the board of directors, individuals must be current members of the Coalition, promote literacy efforts, and agree to carry out OLC objectives as stated in Article III.

**Section 2: Terms of Office** - Board members will serve for three years. Members may be elected to serve additional three year terms. If an organization fails to pay the required dues, that organization will forfeit its position on the Board for the remainder of that term. In the event an organization's representative to the Board of Directors is unable to complete his/her term on the Board, a replacement representative will be appointed by that organization within one month.

**Section 3: Duties** - The Board of Directors will establish priorities and conduct activities in furtherance of the objectives listed in Article III: Objectives. Members of the Board will serve on teams, recommend amendments to bylaws, develop policies and budget, and work toward the development of long and short-term goals.

**Section 4: Meetings** - The Board of Directors will meet at least four times per year. Special meetings may be called by the President or when requested by at least ten board members. Notice of all meetings will be sent to all board members and will include the date, time, and place of the meeting as well as the purpose of the meeting.

**Section 5: Voting** - Each officer and member of the Board, except the President, will be entitled to one vote on all matters brought to a vote during a regular or special meeting. The President will vote only when necessary to break a tie. No proxy votes will be allowed.

**Section 6: Quorum** - A quorum of the Board of Directors will consist of at least fifty percent of the total membership of the Board.

**Section 7: Attendance** - Each board member or his/her alternate is expected to attend every board meeting. Absences from two consecutive, regularly scheduled meetings will be cause to request that another representative from that organization be selected. If an organization fails to have a representative attend three consecutive meetings, that organization will forfeit its position on the Board for the remainder of the term.

**Section 8: Forfeiture** - In the event that an organization forfeits or resigns its position on the Board pursuant to sections 2 and 7 of this article and such forfeiture results in fewer than 75% of the board members being representatives of literacy organizations as required in Article V, Section 1, then the President will, within one month, select a replacement representative from a literacy organization of that same region to serve on the Board for the remainder of that term.

**Section 9:** In the event an organization other than a literacy organization resigns and does not fit the qualifications as noted in Article V, Section 8, the President, with the approval of the Executive Team, will appoint an organization from the same region to serve the remainder of that term.

## **Article VI: Officers**

**Section 1: Officer** - The officers will be, at minimum, a President, Vice President, Secretary, and Treasurer, and Immediate Past President. These individuals will serve as officers of the Coalition and Board of Directors. The officers and board members will govern and have supervision of affairs of the Coalition between its annual meetings. Officers may be elected from the coalition's general membership. Qualifications are current membership in OLC, acceptance of board member responsibilities and the Standards of Performance, and a willingness to fulfill the responsibilities of the office.

**Section 2: Terms of Office** -Officers will serve for a term of two years or until their successors have been elected. The President and Treasurer will be elected in odd-numbered years, the Vice President and Secretary will be elected in even-numbered years. To implement this change, the Vice President and Secretary will be elected for one-year terms in 2005. Officers may serve no more than two consecutive terms in the same capacity. Vacancies caused by resignation will be filled according to Article VII, Section 5.

**Section 3: Duties** - The duties of the officers will be:

**President:** The President will preside at all meetings of the Coalition and Board of Directors and perform other duties incident to the office, including but not limited to maintaining contact with national, state, and local literacy organizations. The President will be a member of a team as determined by the Executive Team and serve as a member of the Nominating Team. The President will appoint, from members of the Board, the chair and/or co-chair of all teams unless otherwise specified in these by-laws.

**Vice President:** The Vice President will perform the duties of the President in his/her absence, serve as a member of a team as determined by the Executive Team and such other duties as assigned by the President.

**Secretary:** The Secretary will keep an accurate record of all proceedings of the Coalition and Board of Directors meetings and have custody of the official minutes and records. The Secretary will notify any organizational member whose representative has missed two consecutive board meetings. The Secretary will keep records of correspondence and provide minutes of meetings to board members. The Secretary will serve on a team as determined by the Executive Team.

Treasurer: The Treasurer will supervise the funds of the organization and see that proper records are kept showing receipts, disbursements, and hard copy text of any on-line banking activities. Vouchers will be required to support any disbursement of funds to reimburse an individual for costs associated with doing business on behalf of OLC. Reimbursement is allowed only if the purchase was pre-approved by the treasurer. A Treasurer's report will be made at each meeting of the Board and/or general membership meeting. The Fiscal Year is established as January 1 through December 31 of each calendar year. The Treasurer will oversee the preparation and submission of financial documents to the Internal Revenue Service as required by that agency. Any and all prepared tax forms, schedules, and other documents related to or which support subject tax forms will be retained for a minimum of five years based on a calendar year. Destruction will be accomplished by the treasurer with one other board member present. Destruction will be by shredding prior to the first regularly scheduled board meeting after the expiration date. Destruction will be noted in the board minutes. No documents will be destroyed prior to their expiration date of five years. In order to maintain a 501(c)(3) status, the treasurer will oversee the required annual filing with the appropriate state agency according to the laws of Oklahoma. The Treasurer will serve on a team as determined by the Executive Team.

Immediate Past President: The Immediate Past President will serve as ex-officio member of the Board and advisor to the other officers.

## **Article VII: Elections**

**Section 1:** Election of officers and board members will occur at the Annual Meeting.

**Section 2:** The Nominations Team will present the slate of officers and board members to the Board at the meeting immediately preceding the Annual Meeting.

**Section 3:** The Nominations Team will forward the slate of officers and board members to all voting members of the Coalition immediately after the meeting referred to in Section 2 above, and will have copies available at the Annual Meeting for new members. Additional nominations may be accepted from the floor at the time of the Annual Meeting provided the nominees meet the qualifications in Article VI, Section 1, and nominees state they are willing to accept the nomination.

**Section 4:** The President will select volunteers from the general membership who will be asked to count the votes and report the results. A simple majority of members present and voting will decide election of officers and board members.

**Section 5:** In the event an officer cannot complete his/her term, a special election will be held at the next board meeting to fill the vacancy for the remainder of the term. An officer so elected will not be considered to have served a term of office in the context of Article VI, Section 2.

## Article VIII: Teams

**Section 1: Executive Team** - The officers of the Coalition, including the President, Vice President, Secretary, Treasurer, and Past President will comprise the Executive Team. The Team will meet as necessary to:

- a. Establish an agenda for the board meeting;
- b. Approve unbudgeted expenditures up to but not to exceed \$300.00.
- c. Address immediate concerns of the Coalition except for that which will require board approval.

This team will research and recommend changes to the bylaws. Recommendations with appropriate comments will be submitted to the Board for approval/disapproval. The team chair will present board approved amendments at the Annual General Membership meeting for a vote as required by Article X of these bylaws.

- d. This team will review the names of interested and qualified individuals to serve as officers of the Coalition. Those recommended must have been members of the Coalition for at least one year prior to nomination and must have consented to serve if elected.
- e. This team will insure that organizational candidates reflect appropriate regional diversity as defined in the OLC regional map.
- f. This team will complete duties as defined in Article VII, Sections 2 and 3.

**Section 2: Awareness Team** - This team is responsible for the development and execution of a public information program which will further the public understanding of the objectives of the Oklahoma Literacy Coalition Inc. and enhance the general public image of the Coalition.

This team will obtain and disseminate information regarding legislative action at the state and national levels that may impact literacy and develop strategies to influence legislation favorable to literacy.

This team will provide information to prospective members and encourage their active participation.

**Section 3: Education Team** - This team will be responsible for the planning, coordination, and execution of various projects designed to advance or continue the education of Coalition members.

The chairman of the Oklahoma Literacy Coalition Annual Conference will be a member of the Education Team. Other team members may assist him/her in coordination, planning, and execution of the conference.

**Section 4: Finance Team** –This Team will be responsible for oversight of the financial operations of the Oklahoma Literacy Coalition. While serving on the Finance Team, a member of the Team shall not: accept any consulting fee, advisory fee, or other compensation or benefits from the Oklahoma Literacy Coalition; or have participated in any other transactions with the Oklahoma Literacy Coalition in which he or she has a financial interest within the previous year.

**Section 5: Resources Team** - This team will have the responsibility of researching and recommending projects activities, and products that may generate revenue for the Coalition. The Board of Directors must approve each recommendation.

After Board approval, the team will have the further responsibility of implementation, including coordination with other teams and/or organizations and/or individuals to maximize revenue generation.

**Section 6: Other appointments** - The President may make Ad Hoc appointments as required and appointees will serve as ex-officio members of the board. Appointees may be individual coalition members. Such appointments will be for a term of one year.

**Section 7: Team Membership** - Chairpersons and the President will be responsible for selecting persons to serve on Teams. Nominating team members will be selected as per Article VIII, Section 4 of these by-laws. Teams will meet at such times as deemed necessary to conduct the business of the team.

**Section 8: Team Budget** - Each team chairperson will submit a recommended subsequent year budget to the Treasurer by the first meeting following the annual Board retreat.

#### **Article IX: Parliamentary Authority**

The rules contained in the current edition of Robert’s Rules of Order Newly Revised will govern the Oklahoma Literacy Coalition in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

#### **Article X: Amendments**

These bylaws may be amended at any general membership meeting by two-thirds vote of the members present providing that the proposed amendments have been submitted in writing at the previous regular meeting of the Board of Directors and the general membership notified of proposed changes



immediately thereafter. Copies of the proposed amendments will be made available at the Annual General Membership meeting.

## **Article XI: Indemnification**

**Section 1: Indemnification** - The Coalition as a corporation will have the power to indemnify any person who was or is a party, or is threatened to be made a party, to a proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a director, advisor, officer, employee, or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the corporation.

**Section 2: Authorization of Indemnification** - Any indemnification will be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, advisor, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination will be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or if such quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or by the general membership.

**Section 3: Insurance** - The Corporation will have the power to purchase and maintain insurance on behalf of any person who is a director, advisor, officer, employee, or agent of the corporation.

**Section 4: Whistleblower Policy** - No retaliatory acts will be taken by the Oklahoma Literacy Coalition against any employee or other persons who report OLC actions or activities to any governmental entity in a "whistleblower" capacity.

## **Article XII: Legal Incorporation**

**Section 1:** This Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 2:** No part of the net earnings of the corporation will inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons except that the corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. No substantial part of the activities of

the corporation will be the carrying of propaganda, or otherwise attempting to influence legislation, and the corporation will not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office. OLC abides by a Conflict of Interest Policy as stated in the Policy and Procedures of OLC. No board officer or board member nor any member of a board officer's or board member's immediate family may acquire any material or financial gain through association with OLC. Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501c3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 3:** Upon dissolution of the corporation, the Board of Directors and Trustees will, after paying or making provision for the payments of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such educational, religious, or scientific purposes as will at the time qualify as an exempt organization or organizations under 501(c)(3) Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors/Trustees will determine. Any such assets not so disposed of will be disposed of by a Court of Law in the county where the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court will determine, which are organized and operated for such purposes.

## Revisions

Adopted as Revised: Sept. 9, 1989

Amendments: Sept.7, 1990; Sept. 29, 1991; Sept. 11, 1992; Sept. 17, 1993

Adopted as amended and revised: October 14, 1994

Adopted as revised: October 28, 1995

Adopted as revised: October 31, 1996

Adopted as revised: October 10, 1997

Adopted as amended and revised: September 26, 1998

Adopted as amended and revised: September 24, 1999

Adopted as amended and revised: September 25, 2001

Adopted as amended and revised: October 4, 2002

Adopted as amended and revised: October 8, 2004

Adopted as amended: September 23, 2005

Adopted as revised: September 22, 2006: Art VII, Sec

Adopted as revised: September 20, 2008: Art V, Sec 2

Adopted as amended and revised: September 26, 2009: Art VI, Sec 3, Art VIII, Sec 1, 5, 8, Art XI, Sec 4

Adopted as amended and revised: September 30, 2010: Art IV, Sec 1, 4, 6, Art XII, Sec 2

Adopted as amended and revised: September 28, 2012: Art II; Art III; Art IV, Sec 4; Art V, Sec 1,4,8,9; Art VI, Sec. 3;  
Art VIII, Sec. 1, 2, 3, 4, 7

Adopted as amended and revised: September 21, 2014: Art V, Sec 1; Art VI, Sec 1; Art VII, Sec 3

Adopted as amended and revised: **October 5, 2020**: Art V111, Sec 1 and Sec 4 Moved job description of  
Governance Team and added it to Executive Team. Added Finance Team.