

BY-LAWS OF THE VOLUNTEERS FOR LITERACY OF HABERSHAM COUNTY, INC.

001 **ARTICLE I. GENERAL**

002 **SECTION 1. Name.** The name of the organization shall be "VOLUNTEERS FOR LITERACY OF
003 HABERSHAM COUNTY, INC." and it shall be operated as a non-profit corporation.

004 **SECTION 2. Applicability.** These by-laws provide for the governance of the Volunteers for Literacy
005 of Habersham County, Inc.

006 **SECTION 3. Purpose.** The purpose of this organization shall be to increase the literacy levels of
007 the citizens of Habersham County in the following ways:

008 A. To promote and foster increased literacy awareness in Habersham County.

009 B. To create, establish, and maintain an active continuing educational program utilizing
010 the Certified Literate Community Program (CLCP).

011 **SECTION 4. Powers.** The business and property of the organization shall be vested in a "Board of
012 Directors" or "Board." The Board of Directors shall have the authority to manage the affairs and
013 exercise powers and privileges deemed expedient for the interests of the organization, subject to
014 limitations and legal requirements. Each member of the Board of Directors shall be entitled to
015 one vote. Members of the Board shall be referred to herein as "members" or "Board members."

016 **SECTION 5. Office.** The principal office for the transaction of business of the organization shall
017 be located in Habersham County at a place fixed by the Board of Directors.

018 **SECTION 6. Fiscal Year.** The fiscal year shall begin January 1 and end December 31.

019 **ARTICLE II. BOARD OF DIRECTORS**

020 **SECTION 1. Qualification and Number.** The Board of Directors shall be comprised of not less than
021 twelve (12) nor more than eighteen (18) members who represent the leadership, resources, and
022 cultural diversity of Habersham County. The Director of Adult Literacy from North
023 Georgia Technical College, the full-time Adult Literacy Instructor from the Adult
024 Learning Center, and the CLCP Director will be ex-officio members of the Board with full voting
025 privileges. The CLCP Director may be excluded from discussion concerning his/her position.

026 **SECTION 2. Election and Tenure.** Each year one-third of the members of the Board of Directors
027 shall be duly elected. Board members shall be elected for a term of three years. Upon election, each
028 Board member shall serve until his or her term expires, a successor is elected and qualified, or until
029 his or her resignation, removal, or death. A Board member may serve a maximum of two consecutive
030 terms. A Board member may return to the Board of Directors after a minimum of one year.

031 **SECTION 3. Vacancies.** All unexpired terms on the Board of Directors shall be filled by the
032 remaining Board members, at any regular or special meeting, by the majority vote of the members
033 present. If longer than one year of an unexpired term is served it shall be considered the same as
034 having served one full term.

035 **SECTION 4. Removal.** At any regular or special meeting of the Board, any member(s) may be
036 removed by the affirmative vote of a majority of the Board members present.

037 **SECTION 5. Meetings.** The Board of Directors shall hold quarterly meetings in January, July, April,
038 and October, on dates decided by its members. Special meetings of the Board may be called at any
039 time by the President or by any two members. Notice of a special meeting, including the purpose
040 of the meeting, shall be given to each Board member at least two days prior to said meeting.

041 **SECTION 6. Quorum.** A majority of the Board members shall constitute a quorum for the
042 transaction of business at any meeting. Unless otherwise required by law, the act of the majority
043 of the members present and voting at any properly convened meeting at which there is a quorum
044 shall be deemed the act of the Board.

045 **SECTION 7. Compensation.** Board members shall receive no stated salary for their services, but
046 shall serve as volunteers without pay.

047 **SECTION 8. Nominating Committee.** At the third quarterly meeting the President shall appoint a
048 Nominating committee of not less than three members of the Board. At the fourth quarterly
049 meeting the Nominating committee shall present (1) a slate of members to be considered for
050 election to a three-year term on the Board and (2) a slate of officers to be elected for the
051 following year.

052 **ARTICLE III. OFFICERS**

053 **SECTION 1. Selection.** Officers of the organization shall be President, President-Elect, Secretary,
054 and Treasurer. All officers must be members of the Board of Directors. Terms of office shall be
055 for one year, beginning January 1 and ending December 31. An officer who has served two
056 consecutive terms in one elected office may not serve in that office again until the expiration of
057 one year from the end of the second consecutive year in office. After serving two consecutive
058 terms in one office the Board member may be elected to serve a term in another office.

059 **SECTION 2. Removal and Vacancies.** Any officer of the organization may be removed from office
060 at any meeting of the Board of Directors. Any vacancy occurring in any office of the organization
061 may be filled by the Board.

062 **SECTION 3. President.** The President shall be the chief officer of the organization and shall
063 preside at all meetings of the Board of Directors. The President shall have, in his or her discretion,
064 power and authority to supervise all the affairs of the organization and acts and conduct of all the
065 officers. The President shall have such other duties as may be conferred by the Board of
066 Directors.

067 **SECTION 4. President-Elect.** The President-Elect shall act in the absence of the President and
068 shall have all powers, duties, and responsibilities provided for the President of the Board when so
069 acting. The President-Elect shall have such other duties as may be required, or assigned by the
070 Board or by the President of the Board. The President-Elect shall become the next President at
071 the completion of the current President's term(s) of office.

072 **SECTION 5. Secretary.** It shall be the duty of the Secretary to keep a record of the proceedings
073 of all meetings of the Board of Directors and to perform such other duties as may be prescribed
074 by the President, President-Elect, or Board of Directors.

075 **SECTION 6. Treasurer.** The Treasurer shall keep, or oversee the financial books and records of
076 the organization, and shall faithfully account for funds by keeping full and accurate records of all
077 receipts and disbursements. The Treasurer shall present written financial statements of funds
078 received and expended at the regular meetings of the Board of Directors, and shall prepare a
079 yearly financial report of all transactions that occurred during the year. He or she will serve on,
080 and may chair, the Standing Committee on Finance.

081 **ARTICLE IV. FINANCES**

082 **SECTION 1. Funds.** All money paid to the organization shall be received and administered by the
083 Board of Directors and placed in a general operating fund at a financial institution approved by the
084 Board of Directors.

085 **SECTION 2. Disbursements.** Upon approval of the general operating budget, the Treasurer is
086 authorized to make disbursements on accounts and expenses provided for in the budget. Other
087 expenses in excess of two hundred fifty dollars (\$250) must be approved by the Executive
088 Committee or the Board. Disbursements shall be by check with co-signatures as the Board may
089 determine.

090 **SECTION 3. Budget.** The Treasurer and Executive Director shall prepare the budget in detail with
091 assistance from the Executive Committee. The budget shall be approved by the Board of Directors.

092 **SECTION 4. Audit.** The financial records of the organization shall be audited annually by a
093 independent auditor and reported to the Board of Directors. The audit shall be available to the
094 Board as needed and filed in the office of the organization.

095 **ARTICLE V. COMMITTEES**

096 **SECTION 1. Authority.** At the discretion of the Board committees may be elected or appointed.
097 These committees shall have, and may exercise, such authority and perform such functions as the
098 Board may prescribe within the limitations by law.

099 **SECTION 2. Standing Committees.** There may be the following Standing Committees which shall be
100 directly responsible to the Board of Directors: Business-Labor-Industry; Public Relations;
101 Resources; Recruitment and Retention; Government Operations; Finance; and, Assessment and
102 Evaluation. The Standing Committee Chairpersons shall be members of the Board of Directors.
103 Members of the committees may be recruited from citizens in Habersham County.

104 **SECTION 3. Executive Committee.** The Executive Committee shall consist of the officers of the
105 Board of Directors. The President shall serve as Chairman and the President-Elect shall chair in the
106 absence of the President. Between meetings of the Board the Executive committee shall exercise
107 all power of the Board of Directors and management of the organization, except the power to fill
108 vacancies; amend by-laws and articles of incorporation; and, such other powers as are prohibited
109 to the committee by law. The Executive Committee shall keep regular minutes of its proceedings
110 and shall submit minutes for examination and approval at the next meeting of the Board of
111 Directors.

112 **ARTICLE VI. STAFF**

113 **SECTION 1. Executive Director.** The Director or Co-Directors shall serve at the instruction of and
114 be responsible to the Board of Directors; shall be responsible for the execution and implementation
115 of the policies, procedures and programs as determined by the Board; shall serve as a resource
116 and advisor to the Board and any committees formed by the Board; shall maintain records and
117 reports as necessary to maintain participant status in the Certified Literate Community Program;
118 and, shall serve as a representative of the organization in the community.

119 **SECTION 2. Duties.** The Director shall have the responsibility for the supervision of any paid staff
120 and shall perform such duties as necessary to manage the daily operations of the organization.

121 **ARTICLE VII. PROCEDURES**

122 **SECTION 1. Use of Funds.** The organization shall use its funds to accomplish the purpose specified
123 in these by-laws.

124 **SECTION 2. Notice of Meetings.** Notice of regular meetings of the Board of Directors and
125 Executive Committee shall be mailed to members at least seven (7) days prior to the meeting.

126 **SECTION 3. Parliamentary Authority.** Robert's Rules of Order shall be the final source of authority
127 in all questions of parliamentary procedures.

128 **ARTICLE VIII. AMENDMENTS**

129 **SECTION 1.** The Articles of Incorporation or the By-Laws may be amended or altered by the Board
130 of Directors with two-thirds vote at any regular or special meeting with a quorum present, provided
131 the proposed amendment has been submitted in writing to the members at least seven days prior
132 to said meeting.

133 **SECTION 2.** Changes in the Articles of Incorporation must be filed with the Georgia Secretary of
134 State. Newly conformed copies of altered Articles of Incorporation or of the By-Laws must be
135 filed as part of the annual tax return (form 990) with the Internal Revenue Service by May 15 each
136 year. Copies of changes must also be sent to Habersham County United Way.

137 **ARTICLE IX. NONDISCRIMINATION**

138 **SECTION 1.** Being an organization formed to promote increased literacy among all people of its
139 service area, it shall observe a policy and practice of nondiscrimination on the basis of gender, race,
140 color, religion, national origin, political belief, age, disability or veteran status, under law. This policy
141 shall govern the Board of Directors, its employees, volunteer participants, and persons served.

142 **ARTICLE X. DISSOLUTION**

143 **SECTION 1.** In the event of dissolution of Volunteers for Literacy of Habersham County, Inc. any
144 residual assets or remaining funds will be turned over to one or more regularly organized,
145 qualified charitable organizations, which are exempt as organizations in Section 501 (c) (3) of

146 the Internal Revenue Code of 1954, or corresponding sections of any prior or future law.
147 Dissolution and distribution of assets will be by majority vote of the Board of Directors.

148 **ARTICLE XI. NON-HARASSMENT**

149 It is VFL's policy that all employees, volunteers and students in VFL sponsored programs should be
150 able to enjoy a work and educational environment that is free from all forms of harassment,
151 including sexual harassment.

152 By definition, harassment is any unwanted attention or action prohibited by law by someone in the
153 workplace that creates an intimidating, hostile, or offensive work environment, including sexual
154 harassment. Specifically, the U.S. Department of Education defines sexual harassment as: verbal
155 or physical conduct of a sexual nature imposed on the basis of sex, by an employee or student that
156 denies, limits, provides different or conditions the provision of aid, benefits, services or
157 treatment protected under Title IX. Prohibited conduct is that which:

- 158 1. Is sexually motivated or of a sexual nature when that conduct creates an intimidating,
159 hostile, or offensive environment;
- 160 2. Is used as a factor in employment or academic decisions;
- 161 3. Unreasonably interferes with an individual's work or academic performance.

162 Harassment is an unlawful practice under Federal Law and is a form of discrimination that is
163 specifically prohibited in programs at VFL. **Any employee, volunteer or student in a VFL
164 sponsored program who violates this policy will be subject to legal action.**

165 The procedure for reporting and dealing with this very sensitive issue is as follows:

166 If you feel that you have been harassed, confront the harasser and let him/her know that their
167 behavior is inappropriate and that you want it to stop. Alert the Executive Director of the
168 situation.

169 If you do not feel comfortable in confronting the harasser, or if your request has been ignored,
170 then contact the Executive Director, or if not appropriate, the Board of Directors Chair.

171 Any complaint of harassment will be reviewed by the Board of Directors and they will take the
172 necessary actions to resolve the problem.

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174 President: Etta L. Johnson
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176 President: Etta L. Johnson
177 Revised: January 22, 2001
178 President: Audrey R. Milo
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180 President: Lynn Kilpatrick
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182 President: Lynn Kilpatrick
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184 President: Debbie Holcomb