

# **BYLAWS OF ADULT LITERACY JACKSON, INC.**

## **ARTICLE I – NAME, LOCATION AND OFFICES**

- 1.1 Name. The name of this corporation shall be Adult Literacy Jackson, Inc.
- 1.2 Registered Office and Agent. The corporation shall maintain a registered office in the State of Georgia and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.
- 1.3 Other Offices. The principal office of the corporation shall be located in Jackson County, State of Georgia. The corporation may have other offices at such place or places, within or without the State of Georgia, as the Board of Directors may determine from time to time or the affairs of the corporation may require or make desirable.

## **ARTICLE II – PURPOSES AND GOVERNING INSTRUMENTS**

- 2.1 Nonprofit Corporation. The corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.
- 2.2. Charitable and Educational Purposes.
  - a. The corporation is organized exclusively for charitable and educational purposes, including, for such purposes, to promote and foster education in Jackson County through the teaching of and aid to non-readers, beginning readers, for those whom English is not their native language, and those who need adult basic education and/or GED/High School Equivalency preparation; to engage in any lawful business or activities related thereto; to engage in any lawful act or activity for which corporations may be organized under the Georgia Non-Profit Corporation Code, and for all purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code (or corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of 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 organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal

Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of Jackson County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- b. The corporation Adult Literacy Jackson, Inc. is a voluntary association of individuals who are board members of Adult Literacy Jackson, Inc., the purposes of which, as set forth in the Articles of Incorporation, are exclusively charitable, within the meaning of section 501(c)(3) of the Internal Revenue Code.

2.3. Governing Instruments. The corporation shall be governed by its Articles of Incorporation and its Bylaws, subject to the Georgia Nonprofit Corporations Code and the limitations of Section 501(c)(3) of the Internal Revenue Code.

2.4 Tax-Exempt Status. The affairs of the corporation at all times shall be conducted in such a manner as to assure its status as a "publicly supported" organization as defined in section 509(a)(1) or section 509(a)(2) or section 509(a)(3) of the Internal Revenue Code, and so in other ways to qualify for exemption from tax pursuant to section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III – BOARD of DIRECTORS**

3.1. Authority and Responsibility. Adult Literacy Jackson, Inc. shall be governed by a Board of Directors. The Board of Directors shall determine its policies and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, the business of the corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an executive committee. Under no circumstances, however, shall the fundamental and basic purposes of the corporation, as expressed in the Articles of Incorporation, be amended or changed; and the Board of Directors shall not permit any part of the net earnings or capital to inure to the benefit of any member, directors, officer, or other private person or individual.

3.2 Manner of Election and Term of Office. The directors shall be elected at the annual meeting of the Board of Directors by a majority of the directors then in office, and each director shall continue in office for a term of two (2) years or until his or her successor shall have been elected and shall have qualified or until his/her death, resignation, or removal. There shall be a minimum of three (3) directors, and the Board of Directors is authorized to fix by resolution the exact number of directors from time to time. The Executive Director shall be an ex-officio member of the Board of Directors.

3.3 Removal. Any director may be removed either for or without cause at any special, regular, or annual meeting of the Board of Directors, by the affirmative vote of a majority of the directors then in office. A removed director's successor may be elected at the same meeting to serve the unexpired term.

3.4 Vacancies. Any vacancy in the Board of Directors arising at any time and from any cause, including the authorization of an increase in the number of directors, may be filled by an interim director elected to serve the remainder of the unexpired term at any meeting of the Board of Directors by a majority of the directors then in office. Each director so elected shall hold office until the election at the annual meeting of the Board of Directors and the qualification of his or her successor.

## ARTICLE IV – MEETINGS OF THE BOARD OF DIRECTORS

- 4.1 Annual Meeting; Notice. The annual meeting of the Board of Directors shall be held at the principal office of the corporation or at such other place as the Board of Directors shall determine on the fourth Wednesday of every June. Unless waived as contemplated in Section 5.2, notice of the time and place of such annual meeting shall be given by the secretary either personally or by telephone or by mail or by electronic mail not less than ten (10) nor more than fifty (50) days before such meeting.
- 4.2 Regular Meetings; Notice. Regular meetings of the Board of Directors shall be held a minimum of four (4) times each year at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the secretary either personally or by telephone or by mail or by electronic mail not less than seven (7) nor more than thirty (30) days before such regular meeting.
- 4.3 Special Meetings; Notice. Special meetings of the Board of Directors may be called by or at the request of the chairperson or by any two of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the secretary either personally or by telephone or by mail or by electronic mail at least twenty-four (24) hours before such meeting.
- 4.4 Waiver. Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called. See also Article Five ("Notice and Waiver").
- 4.5 Quorum. At meetings of the Board of Directors, a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. In no case, however, shall less than two (2) directors constitute a quorum.
- 4.6 Vote Required for Action. Except as otherwise provided in these bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment, and repeal of a Bylaw is provided for in Article Ten of these Bylaws.
- 4.7 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by a majority of the members of the Board of Directors. Such written consent or vote may be accomplished with electronic correspondence. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent or copies of email transmissions shall be placed in the minute book.
- 4.8 Telephone, Video and Similar Meetings. Directors may participate in and hold a meeting by means of conference telephone, video or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

4.9 Adjournments. A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## **ARTICLE V – NOTICE AND WAIVER**

5.1 Procedure. Whenever these Bylaws require notice to be given to any director, the notice shall be given as prescribed in Article Four. Whenever notice is given to a director by mail, the notice shall be sent first-class mail by depositing the same in a post office or letter box in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the corporation; and such notice shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by electronic mail at the time stamped on the sent message.

5.2 Waiver. Whenever any notice is required to be given to any director by law, by the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## **ARTICLE VI – OFFICERS**

6.1 Number and Qualifications. The officers of the corporation shall consist of an Executive Director, who shall be the Chief Executive Officer, a Chair, a Vice Chair, a Secretary and a Treasurer. The Board of Directors may from time to time create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the organization, but the organization shall not be required to have at any time officers other than an Executive Director, a Chair, a Vice Chair, a Secretary, and a Treasurer.

6.2 Election and Term of Office. The officers of the corporation, other than the Executive Director, shall be elected by the Board of Directors and shall serve for terms of one (1) year and until their successors have been elected and qualified, or until their earlier death, resignation, removal, retirement, or disqualification. The Executive Director shall be an employee of the corporation and shall be appointed by the Board of Directors. The Board of Directors shall have the responsibility for the supervision and management of the Executive Director, and the Executive Director shall serve at the pleasure of the Board of Directors. The Executive Committee, as defined in Section 7.1 herein, shall also have the responsibility for the periodic evaluation of the Executive Director.

6.3 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

6.4 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever the Board of Directors determines, in its judgment, that the best interests of the organization will be served thereby. However, any such removal shall be without

prejudice to the contract rights, if any, of the officer or agent so removed.

6.5 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

6.6 Chief Executive Officer. The Chief Executive Officer shall be the principal executive officer of the organization and shall be known as the Executive Director. The Executive Director shall serve as an ex-officio (non-voting) member of the Board of Directors and of any and all committees of the Board of Directors. Subject to limitations imposed by the Board of Directors in writing, he or she shall be authorized to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the organization, and statements and reports required to be filed with governmental officials or agencies; and he or she shall be authorized to enter into any contract or agreement and to execute in the corporate name, any instrument or other writing; and he or she shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall have the right to supervise and direct the management and operation of the organization. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.7 Chair. The Chair shall preside at all meetings of the Board of Directors. The Chair shall also serve as a member, reserving the right to vote only to break a tie of the Board of Directors and as a voting member, ex officio, of any and all other committees of Board of Directors. The Chair shall have the right to make all decisions as to policy and otherwise which may arise between meetings of the Board of Directors and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

6.8 Vice Chair. The Vice Chair shall preside at meetings of the Board of Directors if the Chair is not present. The Vice Chair shall also serve as a member, with the right to vote, of the Executive Committee of the Board of Directors and as a voting member, ex officio, of any and all other committees of the Board of Directors. If the Chair is no longer able to serve in their elected capacity, the Vice Chair would serve the remainder of the fiscal year in the role of Chair.

6.9 Secretary.

- a. The Secretary shall attend all meetings of the Board of Directors and record all votes, actions and the minutes of all proceedings to be kept for that purpose and shall perform like duties for the Executive and other committees when required.
- b. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors.
- c. The Secretary shall keep in safe custody the seal of the organization and, when authorized by the Board of Directors, the Executive Director or the Chair, affix it to any instrument requiring it. When so affixed, it shall be attested by his or her signature.
- d. The Secretary shall be under the supervision of the Chair. He or she shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chair may from time-to-time delegate.

6.10 Treasurer

- a. The Treasurer shall have custody of the organization funds and securities and shall keep full and accurate accounts of receipts and disbursements of the organization and shall deposit all monies and other valuables in the name and to the credit of the organization into depositories designated

by the Board of Directors.

- b. The Treasurer shall ensure that written quarterly financial statements of receipts and expenditures are available at meetings and present a yearly financial statement at the annual meeting.
- c. The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate.

6.11 Accountant. To maintain internal financial controls, the corporation shall contract a professional bookkeeper or accountant, and the Treasurer and the bookkeeper will prepare financial statements each month or at such other intervals as the Board of Directors shall direct.

## **ARTICLE VII – COMMITTEES OF DIRECTORS**

7.1 Executive Committee. Elected officers of the Board of Directors, namely the Chair, Vice Chair, Secretary, Treasurer, and one or more members-at-large, as well as the Executive Director, will constitute the Executive Committee, which, to the extent provided in such resolution, shall have and exercise the authority of Board of Directors in the management of the affairs of the organization; but the designation of any such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon him or her by law.

7.2 Other Committees of the Board of Directors. Other committees, each consisting of two (2) or more Directors, may be designated by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. Such committees shall not have or exercise the authority of the Board of Directors in the management of the corporation. Except as otherwise provided in a resolution creating such committees, members of each such committee shall be appointed by the Chair of the corporation. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

7.3 Advisory and Other Committees. The Board of Directors may provide for such other committees, including committees, advisory groups, boards of governors, etc., consisting in whole or in part of persons who are not Board of Directors, as it deems necessary or desirable, and discontinue any such committee at its pleasure. It shall be the function and purpose of each such committee to advise the Board of Directors; and each such committee shall have such powers and perform such specific duties or functions, not inconsistent with these bylaws, as may be prescribed for it by the Board of Directors. Appointments to and the filling of vacancies on any such other committees shall be made by the Chair of the organization unless the Board of Directors provides otherwise. Any action by each such committee shall be reported to the Board of Directors at its meeting next succeeding such action and shall be subject to control, revision, and alteration by the Board of Directors, provided that no rights of third persons shall be prejudicially affected thereby.

7.4 Term of Appointment. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

- 7.5 Chair. One member of each committee shall be appointed chair of such committee thereof by a majority vote of the members of such committee.
- 7.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
- 7.7 Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum; and the act of a majority of members present at a meeting at which a quorum is present shall be the act of the committee.
- 7.8 Rules. Each committee may adopt rules for its own government, so long as such rules are not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## **ARTICLE VIII – CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

- 8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the corporation. Such authority must be in writing and may be general or confirmed to specific instances.
- 8.2 Checks, Drafts, Notes, Etc. All checks, drafts or other 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 agent of the corporation and in such other manner as may from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Executive Director, Chair, Secretary, or Treasurer. The Board of Directors, by resolution, may authorize staff members to sign checks to perform the daily business of Adult Literacy Jackson, Inc.
- 8.3 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
- 8.4 Gifts. The Board of Directors 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.

## **ARTICLE IX – INDEMNIFICATION AND INSURANCE**

The organization shall indemnify any individual made a party to a proceeding because such individual is or was a director, officer, employee or agent of the organization against liability incurred in the proceeding, if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the organization and, in the case of any criminal proceeding, such individual had no reasonable cause to believe such individual's conduct was unlawful, to the maximum extent permitted by, and in the manner provided, by the Georgia Nonprofit organization Code. This provision is intended to incorporate by reference the provisions of § 14-3-850 through 14-3-858 of the Georgia Nonprofit organization Code.

## ARTICLE X – AMENDMENTS

- 10.1 Power to Amend Bylaws. The Board of Directors shall have the power to alter, amend or repeal these bylaws or adopt new bylaws.
- 10.2 Conditions. Action by the Board of Directors with respect to bylaws shall be taken by the affirmative vote of a two-thirds majority of all Directors then holding office.

## ARTICLE XI – MISCELLANEOUS

- 11.1 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.
- 11.2 Corporate Seal. The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.
- 11.3 Fiscal Year. The fiscal year is fixed as beginning on July 1 and ending on June 30 of each calendar year. The Board of Directors may vote to change the fiscal year upon the recommendation of an auditor.
- 11.4 Internal Revenue Code. All references in these bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.
- 11.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these bylaws shall be held invalid or unenforceable, the remainder shall continue in full force and effect.
- 11.6 Relation to Articles of Incorporation. These Bylaws are subject to and governed by the Articles of Incorporation.
- 11.7 Philosophy. Basic to the philosophy of the organization is the concept that each person, prospective student and volunteer is of equal worth. The organization will recruit, train, supervise and support contracted teachers, staff, tutors, and volunteers using approved professional teaching techniques.
- 11.8 Compensation of the Executive Director. Compensation of the Executive Director shall be recommended by the Executive Committee and approved by the Board.
- 11.9 Non-Discrimination. Adult Literacy Jackson, Inc. shall observe a policy and practice of non-discrimination on the basis of race, color, religion, age, sex, national origin, disability status, genetics, protected veteran status, sexual orientation, gender identity or expression, or any other characteristic protected by federal, state or local laws, applicable to persons served, to its employees, and to members of its governing board and other volunteer participants.