

# **Rogers County Literacy Council By-Laws**

## **ARTICLE I – Name**

The name of the corporation is ROGERS COUNTY LITERACY COUNCIL.

## **ARTICLE II – Purpose**

The purpose of the ROGERS COUNTY LITERACY COUNCIL is as set out in Article 4 of the Articles of Incorporation.

## **ARTICLE III – Membership**

Membership in the Council shall be open to all persons willing to further its purposes.

## **ARTICLE IV – Dues for Membership**

The dues for membership shall be set by the Board of Directors and changed from time to time by the Board of Directors.

## **ARTICLE V – Executive Committee**

The President, Vice-President, Secretary, and Treasurer and one Board member appointed by the President shall comprise the Executive Committee.

## **ARTICLE VI – Board of Directors**

The Board of Directors shall consist of the following:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Other members of the community nominated by the Board and elected at the annual meeting.
6. The board shall consist of between eight and fifteen members, including those listed in Article VI, Sections 1 through 6, above, and shall be elected at the annual meeting for a term of one year.
7. Upon the resignation of an officer or a board member, the President, with the approval of a majority of the Board members present at the next meeting, may fill such vacancy by appointment.
8. Upon the vacancy of the office of President, the Vice President will assume the role and duties of the President until the end of term. The Vice President may, after consultation with the Board, call a Special Meeting (Article IX para 4) to elect new officers for the duration of the term.

A list of nominees of for all elected positions shall be sent to the general membership by the Management Committee Chairman at least seven (7) days before the annual meeting.

## **ARTICLE VII – Officers**

The President, Vice-President, Secretary and Treasurer shall be elected at the annual meeting of the Council for a term of one (1) year.

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## **ARTICLE VIII – Duties of the Officers**

The duties of the officers of the Council shall be determined from time to time by the Board of Directors.

## **ARTICLE IX – Meetings**

Council business shall be conducted at the following meetings:

1. Annual meeting – The annual meeting shall be held in November of each year for the primary purpose of electing officers and members of the Board and to transact other business which comes before the general membership.
2. Board meetings – The Board shall meet monthly. Additional meetings shall be at the call of the President or by a majority vote of the Board to transact routine Council business not subject to general membership review and approval.
3. Special meetings – Upon written request of at least ten (10) Council members, or by a two-thirds (2/3) majority of the Board, a special meeting shall be called.
4. Executive Committee – The Executive Committee shall meet at the call of the President.

## **ARTICLE X – Quorum**

A quorum for the transaction of business shall be determined as follows:

1. Annual meeting – A number at least equal to two-thirds (2/3) of the Board
2. Board meetings – At least five (5) members including at least one (1) officer
3. Special meetings – A majority of the members in attendance.
4. Committee meetings – A majority of the committee members in attendance.

## **ARTICLE XI – Amendments**

The By-Laws may be amended by the membership at any annual meeting of the Council by a vote of at least two-thirds (2/3) of the voting attendees.

The By-Laws may be amended at any regular business meeting of the Council by a two-thirds (2/3) vote, provided that notice and content of such amendments have been given to the general membership with the call to meeting at least seven (7) days prior to the meeting and provided that the proposed amendments have been recommended by the Board or by seven (7) or more Council members.

The proposed amendments shall be made available to the Board no less than fourteen (14) days before the annual meeting.

The proposed amendments shall not be considered unless the Board, or at least seven (7) members, not members of the Board, recommend the amendment.

## **ARTICLE XII – Authority**

The Board of Directors shall have the authority and responsibility for carrying out the purposes and policies of the Council.

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## **ARTICLE XIII – Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Council may adopt.

Amended March 8, 2005.

Amended August 12, 2008.

Amended March 10, 2009.