**Bylaws - Board of Directors**

**Literacy Council of Montgomery County (LCMC)**

**July 1, 2019**

**Article I – Incorporation**

The Literacy Council of Montgomery County, Maryland, Inc. (LCMC) was incorporated by the State of Maryland as a nonprofit corporation on August 3, 1967.

**Article II – Mission**

The mission of LCMC is to enable adults to transform their lives and enrich our community through English literacy.

**Article III – LCMC Community**

LCMC serves adult learners primarily in Montgomery County, Maryland. The LCMC community includes current and former students, their instructors, volunteers, donors, and county leaders in the government, nonprofit, and business sectors. The Board of Directors, the Executive Director, and the LCMC staff provide the direction, structure, and programs of LCMC.

**Article IV – Board of Directors**

The LCMC Board of Directors is made up of volunteers. It is the governing body of the organization with responsibility for setting strategy, providing organizational and financial oversight, and supporting LCMC’s mission and programs. The Executive Director is responsible for day-to-day planning and operation of LCMC and reporting progress and issues to the Board.

1. The LCMC Board of Directors consists of four officers and up to six at-large members. The officers are the President, Vice President, Treasurer, and Secretary. The Treasurer also serves as the Chair of the Budget, Finance and Compensation Committee as defined in Article V, Section 3, below. The Executive Director of LCMC is a non-voting member of the Board of Directors.
2. Members of the Board of Directors (including Officers and at-large members) will be appointed by a majority vote of the existing members of the board.
3. Officers serve an initial term of two years and can be reappointed for one additional consecutive year by vote of a majority of the other members of the board. With board approval, officers may complete their term as an officer even if their term as a board member has otherwise expired.
4. After completion of the appointed two or three-year term, the President will serve one additional year on the Board of Directors in the role of Immediate Past President. The Immediate Past President will have the same rights and responsibilities as other board members.
5. At-large members of the Board of Directors serve three-year terms. At-large members may be appointed for a second three-year term but may serve no more than two consecutive terms, after which the individual may only be reappointed as a member of the board after an absence from the board of at least one year.
6. When possible, the at-large members’ terms will be staggered to allow for succession planning. The three-year term begins at the start of LCMC’s fiscal year.
7. Terms for officers and members-at-large begin at the start of the LCMC fiscal year. Vacancies that occur before the expiration of a term may be filled by vote of the remaining members of the board. An officer or board member elected to fill a vacancy will serve for the remainder of the unexpired term of his or her predecessor and will hold office until his or her successor is elected. Such interim members will have full voting rights. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled before the vacancy occurs but the new board member will not take office until the vacancy occurs.
8. The Board of Directors will meet at least six times per year. All board members are expected to attend the meetings. In the event that all members are not present, a majority of the voting members will constitute a quorum.
9. The meeting of the board in May of each year will constitute LCMC’s annual meeting. It will be open to the community as defined in Article III, above, and the general public. The annual meeting will include a statement on the current finances, programs, and governance of LCMC. LCMC will provide a minimum of a 30-day notice of the annual meeting to the public. The notice will be posted on LCMC’s website and sent to persons on LCMC’s email lists. The notice will include the names of new officers and board members and a proposed budget for the next fiscal year. The board may receive input from the public at the annual meeting prior to formalizing the appointment of new officers or members and approving the annual budget.
10. Each board member will contribute to, or obtain financial support for, LCMC in the amount agreed to by the board.

**Article V – Committees of the Board**

1. The Board of Directors will have four standing committees: Executive; Budget, Finance and Compensation; Governance, Recruitment, and Board Development; and Fundraising. The committees will meet as needed. Each committee must provide a report of its activities to the full board at its regular meetings. Each committee will function according to written guidelines that are prepared by the committee and reviewed by the full board.
2. The Executive Committee sets overall board direction and strategy and provides advice and guidance to the other committees. The Executive Committee members are the board President, Vice-President, and Treasurer. The Executive Director will attend Executive Committee meetings as a nonvoting participant if requested. The committee will coordinate recruitment and hiring of a new Executive Director should a vacancy occur. The Executive Committee can act in place of the board between meetings, if necessary, and will report its activities to the full board at every meeting.
3. The Budget, Finance and Compensation Committee is responsible for monitoring the income and expenditures of LCMC. Its responsibilities include coordination and oversight of all financial functions of the board. The Executive Director will be a member of the committee. The Chair of the committee will be the Treasurer of the Board of Directors. The committee will provide a formal report to the full board at every meeting. This report will include any financial or budgetary recommendations for the board to consider and vote on. In addition, the committee will submit a proposed budget for the next fiscal year to the Board of Directors at the end of the third quarter of the fiscal year.
4. The Governance, Recruitment, and Board Development Committee is responsible for establishing and maintaining board member responsibilities, monitoring the effectiveness of the board by establishing and implementing metrics for evaluation, establishing criteria and requirements for recruiting new board members, and training new board members. The committee will provide a formal report to the full board at every meeting.
5. The Fundraising Committee is responsible for developing, implementing, and revising as needed the board fundraising strategy to include events and community activities. The committee will work closely with the Executive Director and staff. The committee will provide a formal report to the full board at every meeting.
6. Each board member will be a member of a committee. In addition, a committee chair may appoint, with board approval, individuals who are not board members to participate in committee activities.
7. The board may establish additional standing committees or ad hoc committees as needed.

**Article VI - Duties of Officers**

1. The President is responsible for the general oversight of the mission and accomplishments of LCMC. The President is the chair of the Executive Committee and, in that capacity, sets the agenda and presides over the meetings of the Executive Committee and the meetings of the full board. The President oversees and supports the work of the other officers and the standing committees. In addition, the President supervises the Executive Director and coordinates the board’s annual performance evaluation of the Executive Director.
2. The Vice-President assists and supports the President in the general oversight of the mission and accomplishments of LCMC. The Vice-President assumes the responsibilities of the President upon request or in the absence of the President. The Vice-President also manages special projects on behalf of the board upon request of the President. The Vice-President may also be a member of one of the standing committees.
3. The Treasurer coordinates and oversees, in conjunction with the Executive Director, all of the financial responsibilities of LCMC. The Treasurer will serve as the Chair of the Budget, Finance and Compensation Committee. The Treasurer and Executive Director will jointly coordinate an outside audit conducted annually of LCMC’s financial records and transactions.
4. The Secretary keeps accurate records and minutes of all meetings of LCMC; makes available minutes of the previous meeting and distributes them in advance of each meeting; causes to be delivered all required notices of meetings; and maintains the minutes and a current listing, with contact information, of the board members of LCMC.

**Article VII – Executive Director**

1. The Executive Director is hired by the board and serves at its pleasure. The Executive Director has day-to-day responsibility for the operations of LCMC, including pursuit of the board’s goals and policies and implementation of the agreed-upon strategy. The Executive Director will attend all board meetings as well as Budget, Finance, and Compensation Committee meetings and will provide a written report to the board prior to its meetings on the progress of LCMC. The Executive Director will employ, discharge, supervise, and determine the compensation of LCMC staff, subject to the oversight and supervision of the President.

**Article VIII – Fiscal Year**

1. The fiscal year of LCMC is July 1 through June 30.

**Article IX – Distribution of Property on Dissolution**

1. In the event of dissolution of LCMC, all property (real, personal, or mixed) shall pass to one or more organizations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and whose purpose is compatible with LCMC. The Board of Directors will select the organization or organizations.

**Article X – Amendments**

1. These bylaws may be amended by a majority vote of the board.
2. These bylaws amend and replace the bylaws originally adopted in July 1973 as most recently revised in May 2011.

Approved by LCMC Board: December 6, 2018

Approved at LCMC Annual Meeting: May 23, 2019

Effective date: July 1, 2019