

**BYLAWS OF  
IOWA LITERACY COUNCIL  
(September 2024)**

**ARTICLE I  
NAME AND PURPOSES**

**Section 1.01. Name.** The name of the organization is **IOWA LITERACY COUNCIL** (hereinafter referred to as “ILC”).

**Section 1.02. Purpose.** The ILC is exclusively organized and operated for charitable and educational purposes, including, for such purposes, the making of distributions, as available, to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. As part of the charitable and educational purposes for which the ILC is organized, the ILC specifically promotes the goal that every Iowan has the literacy skills to reach their personal and professional goals.

**ARTICLE II  
OFFICES**

**Section 2.01. Registered Office.** The ILC shall have and continuously maintain, in the state of Iowa, a registered office, as required by the Revised Iowa Nonprofit Association Act, Iowa Code section 504.501. The registered office is now located at PO Box 953, Des Moines, Iowa 50304. The registered office may be changed from time to time by the Executive Board.

**ARTICLE III  
INDIVIDUAL AND ORGANIZATIONAL MEMBERS**

**Section 3.01. Members.** Membership is open to any individual or organization interested in growth, advocacy, leadership, or participation in the fields of adult education, literacy, and other related areas.

**Section 3.01.1. Eligibility.** Membership is open to all persons and organizations/institutions engaged in or in support of lifelong learning.

**Section 3.01.2. Applications and Approval.** An individual or organization shall become a member of the Council upon approval of one’s application for membership by the Executive Board and the payment of one’s dues and special assessments.

**Section 3.02. Types Membership.** Individual membership is granted to eligible individuals who desire membership with the ILC and pay the appropriate dues. Membership includes selected

publications, conference registration at member rates, voting rights for the Executive Board, and other benefits as approved by the Board and listed in 3.03. An Organizational/Institutional membership is granted to eligible organizations that desire membership with the ILC.

**Section 3.03. Benefits of Membership.** All members in good standing shall be entitled to the following benefits:

- Professional Development
- Networking Opportunities
- Advocacy for Adult Education and Literacy
- Leadership Opportunities
- Scholarship and Incentive Grant Opportunities
- Adult Education Publications
- Professional Recognition through Awards
- State, Regional, and National Conference Opportunities
- Benefits with Participating Companies/Vendors
- Associated benefits with a COABE membership

Membership shall entitle the individual, organization/institution the right to attend ILC meetings and to be eligible for appreciation awards and all other entitlements so designated by the Board.

**Section 3.04. Dues.** The dues and due date for each individual and organizational/ institutional membership classification shall be determined by the Executive Board. Members in good standing can automatically renew membership by payment of the succeeding year's dues. The term of any membership shall be annual.

**Section 3.05 Active Membership.** An active member is a person whose dues are current. Lapsed membership may be reinstated upon payment of the membership dues.

## **ARTICLE IV EXECUTIVE BOARD OF DIRECTORS**

**Section 4.01. General Powers.** The affairs of the ILC shall be managed by its Executive Board of Directors.

**Section 4.02. Executive Board.** The number of members shall be a fixed number of up to nine members and four officers for a total of thirteen members. The Executive Board will represent

programs across the state and include an Iowa Workforce Development liaison (non-voting). Others will be invited to participate as needed.

The Officers will include President, Past President, Vice President (President elect), Treasurer, and Secretary.

**Section 4.03. Removal.** A director may be removed at any time at any special meeting of the Executive Board called for that purpose, provided that at least two days' written notice [as provided by Section 4.8] of the proposed action has been given to the entire Board of Directors then in office. This notice shall state that the purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at the meeting. At such meetings, the Majority Vote Rule shall remove a director as defined in Section 4.9.

**Section 4.04. Resignation.** Any director may resign at any time by filing a written resignation with the President or the Secretary. Resignation is effective at the time specified in the resignation, or if no time is specified, when the President or Secretary receives it. Acceptance of a resignation is not necessary to make it effective. A resignation is effective when the notice is delivered unless the notice specifies a later date. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

**Section 4.05. Increase in Number.** The number of directors may be increased by amendment to these bylaws by the Majority Vote Rule as defined in Section 4.9.

**Section 4.06. Regular Meeting.** A regular biannual meeting of the Executive Board of Directors shall be held. The Board may adopt a schedule of other regular meetings to be held throughout the year, and such scheduled meetings shall be held without further notice.

**Section 4.07. Special Meetings.** Special meetings of the Executive Board of Directors may be called by or at the request of the President or another director. Notice for special meetings will be provided (Section 4.8).

**Section 4.8. Notice.** Notice of any special meeting of the Executive Board shall be given at least two days in advance by written notice delivered personally or sent by email to each director, as shown by the records of the ILC. The notice shall be deemed to be delivered when sent by email to the recipient as shown by the sender's email sent confirmation. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the Executive Board need be specified in the notice or waiver of notice of the meeting, unless specifically required by these bylaws or Iowa law.

**Section 4.9. Quorum.** A majority of the Executive Board shall constitute a quorum for the transaction of business; but if less than a majority of directors are present at the meeting, a majority of the directors present may adjourn the meeting without any further notice.

**Section 4.10. Conflict of Interest.** A conflict of interest is a transaction or arrangement that benefits a director on a personal level. Those with a conflict (or who think they may have a conflict) are required to disclose the conflict/potential conflict and are prohibited from voting on any matter in which there is a conflict.

**Section 4.11. Action.** Voting on all matters, including the election of the Executive Board officers may be conducted by written or electronic ballot according to the nomination and election procedures authorized by the Executive Board.

**Section 4.12. Manner of Acting.** The act of the majority of the directors then in office present at a meeting at which a quorum is present at the time the vote is taken shall be the act of the Executive Board, unless the act of a greater number is required by law or by these bylaws. This manner of acting is referenced in these Bylaws as the “Majority Vote Rule” and shall bind the Board and the ILC to such act, resolution, or decision.

**Section 4.13. Vacancies.** Any vacancy occurring on the Executive Board and any directorship to be filled by reason of an increase in the number of directors may be filled by the Majority Vote Rule as defined in Section 4.9. A director so elected shall be elected for the un-expired term of his or her predecessor in office, or for the full term of the new directorship and until his or her successor is elected and has qualified, whichever period is longer. If a director ceases to be a director, the vacancy may be filled by the Executive Board in the absence of a contrary provision in the articles or the bylaws.

**Section 4.14. Compensation.** Directors shall not receive any stated salaries or compensation for their services. Nothing in these bylaws should be construed to preclude any Director from serving the ILC in any other capacity and receiving compensation for that service.

**Section 4.15. Informal Action by Directors.** Any action required to be taken at a meeting of directors, or any action which may be taken by directors, may be taken without a meeting and without voting if all the directors sign a consent in writing, setting forth the action taken.

**Section 4.16. Meeting by Conference Telephone.** Members of the Executive Board may participate in a meeting of the Board by conference telephone, Zoom, Skype, or similar communications methods. All persons participating in the meeting shall be able to hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at the meeting.

**Section 4.17. Presumption of Assent.** A director of the ILC who is present at a meeting of the Executive Board at which action on any corporate matter is taken shall be presumed to have

assented to the action taken. This is the case unless his or her dissent is entered in the minutes of the meeting.

## **ARTICLE V Committees**

**Section 5.01. Purpose of Committees.** The primary purpose of Committees will be to consider and recommend actions and propose policies in the functional areas under their jurisdiction, subject to final approval by the Council. Regardless of whether a responsibility has been assigned to a committee, the President of the Board may determine that a matter should be brought directly to the Board rather than referred to a committee. Where it is unclear which committee has responsibility over a matter, the President shall determine the committee(s) to which the matter should be referred. The Executive Board may adopt, reject or modify any recommendation or action of a committee.

**Section 5.02. Committee Participants.** Committees shall consist of no fewer than three voting members in good standing (excluding ex officio members). Each Committee will include the office of Chair and Vice Chair appointed by the Executive Board. The President of the Board may appoint to the office a voting or ex officio, non-voting member. No voting member may serve consecutively in the position of Committee Chair or in the position of Committee Vice Chair for more than four terms, each term is one year (January 1-December 31). Ex officio members do not have a term limit. The remaining members of the Committee are nominated by the Committee Chair and Vice Chair and approved by the Executive Board. Voting members of Committees shall be appointed for a term of one year and for up to four consecutive terms as determined by the Committee Chair to maintain continuity and stability within the Committee. Committees may also include non-voting advisory members (in addition to ex officio members) with expertise relevant to the work of the Committee.

**Section 5.03. Committee Chair Role.** The duties of a Committee Chair shall include (with assistance from Vice Chair):

1. Scheduling meetings
2. Preparing agendas
3. Presiding over meetings
4. Preparing an annual report of activities
5. Nominating Committee members in consultation with the Vice Chair to be approved by the Executive Board.
6. Performing other duties consistent with the efficient management of the Committee.

**Section 5.04. Planning and Voting.** Committee meeting dates, times and locations will be determined by each committee or its Chair or Vice Chair. A majority of the Committee's voting

members shall constitute a quorum. Any Committee member may participate in a meeting remotely. Minutes of all Committee meetings shall be taken, submitted to the Executive Board, kept by the Secretary, and be open to public inspection following approval. Two types of Committees may be formed, Standing Committees or Ad Hoc/Working Group Committees.

**Section 5.05. Standing Committees.** The following Standing committees are established and shall provide strategic direction and oversight on matters within their respective areas of responsibility, as described below.

**Strategic Planning Committee** - This standing Committee is charged with long-range planning and general oversight. The Vice President of the Executive Board will serve as chair of this committee.

*Responsibilities:*

- Develop or update an existing strategic plan and propose for the full board's approval.
- Monitor the implementation of the plan and report on its progress to the full board.
- Review current best practices and governance trends and make recommendations to the Executive Board.

**Nomination and Election Committee** - This standing Committee ensures that the Executive Board retains an appropriate structure, size and balance of skills to support the strategic objectives and values of the Council.

*Responsibilities:*

- Disseminate a Call for Nominations that includes needed professional and personal competencies for the current election cycle and provides a reasonable period of time for the submission of nominations.
- Encourage the membership to submit nominations for the Executive Board.
- Review the applications and select the candidates for the Executive Board guided by evidence of the candidate demonstrating leadership, vision, and collaboration; commitment to adult education and literacy; and a wide range of experiences.

**Advancement Committee:** This standing Committee will create and implement comprehensive strategies that engage donors, members, foundations, grant opportunities and funding sources to support the budget and ensure the on-going financial vitality of the Council. The Treasurer of the Executive Board will serve as Chair of this committee.

*Responsibilities:*

- Develop and maintain a database of possible strategic partners, determine the appropriate avenues for involvement, develop a systematic approach to soliciting support for shared areas of interest to support specific projects.
- Solicit financial support for activities and expenses by compiling a database of potential grant opportunities for the calendar year and advise the Board of same for their consideration, assign committee member(s) or exercise Committee authority to form ad hoc/working groups to focus on grant writing/applications.

**Marketing and Membership Committee:** This standing committee will create strategies to keep current members actively involved to preserve retention numbers and will develop strategies to attract new members. The Secretary of the Executive Board will serve as Chair of this committee.

*Responsibilities:*

- Organize membership drives or campaigns.
- Set up direct mail campaigns and social media campaigns and conduct membership surveys.
- Submit recommendations to the board concerning member benefits and establish dues for each category of membership. The Executive Board will approve the membership and due's structure.
- Develop and implement strategies to employ social media to raise awareness about the ILC.

**Professional Development Committee:** This standing committee will provide strategic leadership for professional development activities that address the needs of adult literacy as it relates to the governing legislation, federal and state, and the mission of the Council. A liaison with Iowa Workforce Development will lead this committee.

*Responsibilities:*

- Advocate for a culture of professional development within adult education and literacy providers to include a portfolio of activities that supports such a culture.
- Provide guidance, recommendations and direction to volunteers, staff and others on expanding opportunities for professional development.
- Collaboratively develop professional development opportunities with key stakeholders, Iowa Literacy Council, Iowa Workforce Development, Title II Workforce and Innovation Opportunity Act providers, community and faith-based organizations, and employers, as appropriate for volunteers, staff and leaders. The President of the Board will request that the State Director of Adult Education nominate a person to serve as a liaison between this Committee and Title II, Workforce Innovation and Opportunity Act; this liaison will serve as an ex officio member.

**Section 5.06. Ad Hoc and Working Group Committees.** Temporary Committees may be established by the Executive Board for the purpose of specializing in concerns relative to the mission of the ILC. These Committees can serve as part of a standing Committee or

independently and will be staffed with an appointed Chair and Vice Chair by the President of the Executive Board as well as subject matter experts relative to the purpose of the Committee. The Executive Board can remove ad hoc and working group Committee members, Chairs and Vice Chairs without prior notice and without cause. In addition, the Board may dissolve or decommission an ad hoc or working group Committee at any time with or without prior notice or cause.

## **ARTICLE VI OFFICERS**

**Section 6.01. Officers.** The officers of the Executive Board shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The Executive Board may elect or appoint the other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it may deem desirable, to have the authority and perform the duties prescribed by the Board. The same person may hold any two or more offices.

**Section 6.02. Election and Term of Office.** The officers of the Executive Board shall be elected by members of the ILC. Officers shall be elected to two-year terms. Nominations may be offered by any ILC member in good standing. Nominations will be announced by email to the membership at least one month before voting. The Executive Board Members holding the following offices: President, Treasurer shall be elected in every odd numbered year and are to be elected by the Majority Vote Rule as defined in Section 4.09. Vice President (President elect) and Secretary will be elected in every even numbered year. The Nomination Committee (See Section 5.05) will oversee the election process. Each officer shall hold office for two years or until his or her successor is elected and has qualified, or until his or her death, resignation, or removal.

**Section 6.03. Resignation and Removal.** Any officer, agent or appointee elected or appointed by the Executive Board may be removed by the Executive Board whenever, in its judgment, the best interests of the ILC would be served by his or her removal, but removal does not prejudice the contract rights, if any, of the person removed. Removal of an Officer appointed or elected by the membership may be removed at any time without cause by a Majority Vote of the Executive Board then in office. Election or appointment of an officer or agent does not of itself create contract rights. Further, an officer may resign at any time by delivering notice to the Executive Board.

**Section 6.04. Delegation of Authority.** To the full extent allowed by law, the Executive Board may delegate to any member any powers possessed by the Executive Board.

**Section 6.05. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the non-expired portion of the term.

**Section 6.06. President.** The President shall be the principal executive officer of the ILC and



shall in general supervise and control all business and affairs of the ILC. He or she shall preside at all meetings of the Board if present at the meeting. He or she may sign and execute alone in the name of the ILC any deeds, mortgages, bonds, contracts, or other instruments which the Executive Board has authorized to be executed, either generally or specifically, except in cases where the signing and execution has been expressly delegated by the Board or by these bylaws or by statute to some other officer or agent of the ILC; and in general he or she shall perform all duties incident to the office of President and any other duties that the Board prescribes. At the end of their term, he or she shall assist the incoming President during the transition period.

**Section 6.07. Vice President.** In the absence of the President or in event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to any restrictions upon the President. The Vice President shall perform any other duties that the President or the Executive Board assign to him or her. The Vice President will work closely with the President during his/her first year in office and will transition to the position of President following the end of the President's term of office. The Vice-President will chair the Strategic Planning Committee.

**Section 6.08. Treasurer.** If required by the Executive Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety determined by the Executive Board. He or she shall render to the President and the Board of Directors at the regular meetings of the Executive Board, or whenever they request, an account of all his or her transactions as Treasurer and of the financial condition of the ILC. He or she shall have charge and custody of and be responsible for all funds and securities of the ILC; keep full and accurate account of receipts and disbursements in books belonging to the ILC; disburse the funds of the ILC as may be ordered by the Executive Board or the President, taking proper vouchers for the disbursements; receive and give receipts for moneys due and payable to the ILC from any source whatsoever, and deposit or cause to be deposited all such moneys in the name of the ILC in the banks, trust companies or other depositories as are selected in accordance with the provisions of article VI of these bylaws; and in general perform all the duties incident to the office of Treasurer and any other duties that the President or the Board of Directors assign to him or her. The Treasurer will chair the Advancement Committee.

**Section 6.09. Secretary.** The Secretary shall keep the minutes of the meetings of the Board; see that all notices are given in accordance with the provisions of these bylaws or as required by law. If the Secretary is absent, refuses, or neglects to give such notice, any notice may be given by any person who is directed to give notice by the President or by the directors upon whose requisition the meeting is called as provided in these bylaws. The Secretary will be custodian of the corporate records and in general perform all duties incident to the office of Secretary and any other duties that the President or the Executive Board assign to him or her. The Secretary will chair the Marketing and Membership Committee.

## **Article VII**

### **CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS**

**Section 7.01. Contracts.** The Executive Board may authorize any officer or officers, agent or agents of the ILC in addition to the officers authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ILC, and such authority may be general or confined to specific instances.

**Section 7.02. Loans.** No loans shall be contracted on behalf of the ILC, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

**Section 7.03. Checks, Drafts, etc.** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the ILC, shall be signed by such officer or officers of the ILC and in such manner as may be determined by resolution of the Executive Board. In the absence of a determination by the Executive Board, the instruments shall be signed by the Treasurer of the ILC.

**Section 7.04. Deposits.** All funds of the ILC shall be deposited to the credit of the ILC in the banks, trust companies or other depositories as the Executive Board may select, and items for deposit shall be presented for deposit as soon as convenient, by not more than two business days after receipt.

**Section 7.05. Investments.** The funds of ILC may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Executive Board may deem desirable.

**Section 7.06. Gifts.** The Executive Board or the President may accept on behalf of the ILC any contribution, gift, bequest or devise for the general purposes or for any special purpose of the ILC.

**Section 7.07. Loans to Directors or Officers Prohibited.** No loans shall be made by the ILC to the directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the ILC for the amount of the loan until it is repaid.

## **ARTICLE VIII**

### **BOOKS AND RECORDS**

**Section 8.01. Corporate Records to be Maintained - Generally.** The ILC shall keep as permanent records minutes of all meetings of the Executive Board, a record of all actions taken by Directors without a meeting, and a record of all actions taken by committees of the Executive Board. The ILC shall also maintain appropriate accounting records. All records shall be maintained in written form or in another form capable of conversion into written form within a reasonable amount of time. Unless otherwise directed by the Executive Board, the Secretary of the ILC shall maintain and be the custodian of all its records.

**Section 8.02. Specific Records to be Maintained.** In addition to the foregoing, the ILC shall keep a copy of all the following records:

- (1) its Articles of Incorporation, Amended and Restated Articles of Incorporation and all amendments to them currently in effect;
- (2) its Bylaws, Restated Bylaws and all amendments to them currently in effect;
- (3) all resolutions adopted by its Executive Board relating to the characteristics, qualifications, rights, limitations, and obligations of members;
- (4) the minutes of all meetings of the Executive Board and of all actions approved by the Board;
- (5) all written communications within the past ten years, including the financial statements and 990 tax returns for the past seven years;
- (6) a list of the names and email addresses of its current directors and officers; and
- (7) its most recent Biennial Report delivered to the Iowa Secretary of State.

**Section 8.03. Inspection of Records by Directors.** A director of the Association is entitled to inspect and copy the books, records, and documents of the ILC at any reasonable time to the extent reasonably related to the performance of the director's duties as a director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to the ILC.

## **ARTICLE IX MISCELLANEOUS PROVISIONS**

**Section 9.01. Corporate Seal.** The ILC shall have no corporate seal.

**Section 9.02. Fiscal Year.** The fiscal year of the ILC shall end at the close of business on the last day of December of each year.

**Section 9.03. Voting of Stocks Owned by the ILC.** In the absence of a resolution of the Executive Board to the contrary, the President of the ILC is authorized and empowered, on behalf of the ILC, to attend, vote and grant discretionary proxies to be used at any meeting of shareholders or stockholders of any ILC in which this ILC holds or owns shares of stock and in

that connection, on behalf of this ILC, to execute a waiver of notice of any such meeting. The Executive Board shall have authority to designate any officer or person as a proxy or attorney-in-fact to vote shares of stock in any other ILC in which this ILC may own or hold shares of stock.

## **ARTICLE X WAIVER OF NOTICE**

Whenever any notice is required to be given to any director of the ILC or to any member of a committee of the ILC under the provisions of the Iowa Nonprofit Association Act or under the provisions of the articles of incorporation or bylaws of the ILC, a waiver of notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be equivalent to the giving of notice.

## **ARTICLE XI AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new bylaws may be adopted by Majority of the Executive Board then in office, provided that each Executive Board Member is given at least seven (7) days' prior written notice that the matter will be voted upon at the meeting. The written notice must also state that the purpose of the meeting, or that one of the purposes of the meeting, is to consider a proposed amendment to alter, amend or repeal or to adopt new Bylaws at the meeting, and it must be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The undersigned certify that these Bylaws have been adopted at the corporate organizational meeting on the 5<sup>th</sup> day September 2024 (see section 8.02) by a unanimous affirmative vote and consent of the Executive Board.

By Secretary,

*Jayne M. Smith*

Jayne M. Smith, JD