

Constitution and Bylaws of Literacy Coalition of Newfoundland and Labrador Inc.

1. NAME

The Literacy Coalition of Newfoundland and Labrador Inc. (common name Literacy Newfoundland and Labrador), hereafter, referred to as "Literacy NL".

2. MISSION AND PURPOSES

Literacy NL's mission is to advance literacy and lifelong learning in Newfoundland and Labrador by:

- a) Enhancing communication and networking among community-based organizations that promote literacy and lifelong learning;
- b) Providing opportunities in the literacy community for collaboration and capacity building;
- d) Increasing public awareness and support for literacy;
- e) Building partnerships with a diverse range of individuals and organizations;
- f) Promoting community-based programs for literacy development and lifelong learning,
- g) Developing a research base to inform our work.

3. GOVERNANCE STRUCTURE

Literacy NL will be governed by a volunteer board of directors made up of 10 individuals in the categories that follow:

Central – 2
Eastern – 2
Labrador – 2
Western – 2
Adult Learner -2

Executive officers will be elected from the 10 directors. This will be done through a process of nomination and majority vote of the board in attendance. The executive officers and their responsibilities will be as follows:

Chair

- Chair meetings of the board
- Work with Executive Director to develop meeting agendas
- Help guide and mediate board actions in line with organizational priorities
- Ensure board involvement and input in all major planning and decision-making
- Ensure that board matters are handled properly, including committee functioning, recruitment of new members, orientations, meeting preparation and finances
- Ensure regular review of governance matters (i.e. Board structure, role, relationship to staff, etc)

Treasurer

- Provides regular financial updates to the Board
- Ensures sound financial procedures are in place for the organization
- Makes recommendations to the Board about annual audits and budget planning
- Assists with the selection of an auditor and meets with him/her as required
- Acts as recorder of minutes when necessary
- Reports to the Chair

Recording Secretary

- Acts as recorder of board meeting and executive meeting minutes
- Reports to the Chair.

The executive committee of the board includes the above three positions and any others, as the board deems necessary. The executive committee will manage the organization's affairs between board meetings.

Quorum required for board meetings is 50% of current board plus one. This must include the Chair.

All board directors are expected to attend meetings regularly and provide advance notice if they will not be attending.

All matters requiring a vote will be decided by a simple majority of the votes cast (50% plus 1). In the case of a tie vote, the Chair will cast the deciding vote. Voting by proxy will not be permitted.

4. TERMS OF OFFICE

Board directors will normally be elected at the annual general meeting for a two-year term, which starts immediately following that date. Executive officers may serve a maximum of two consecutive two-year terms. Directors may serve a maximum of three consecutive terms.

In the event that a position is left vacant through resignation or any other reason, the remaining directors may nominate and elect another board director to fill the vacancy until the next annual general meeting.

The annual general meeting will normally be held between April and June.

5. CONDUCT

Literacy NL's work shall be done without purpose of gain for individual directors. Any profits or other gain to the organization shall be used solely to promote the above stated purposes.

Board directors who are interested, either directly or indirectly, in a proposed contract or transaction with Literacy NL must disclose fully and promptly the nature and extent of his or her interest to the board. Directors must avoid using their position on the board for personal gain.

Literacy NL will strive to achieve gender equity on its board and executive committee.

6. FINANCIAL MATTERS

Literacy NL's financial year will be April 1 to March 31.

All Literacy NL funds must be kept on deposit in the name of Literacy NL in a chartered bank or financial institution registered under the Bank Act.

The executive will name at least three signing officers for banking and legal documents. Two of these three signatures will be required on all of these documents.

A financial update and budget will be presented at each board meeting. A budget forecast will be presented on an annual basis before the end of April in each year.

The board will appoint an independent auditor to review Literacy NL's financial records at the end of each fiscal year.

7. PROPERTY AND DOCUMENTS

All property and official documents kept by a board director or committee member in connection with Literacy NL shall be deemed to be Literacy NL's property. These shall be turned over to one of the co-chairs when that individual ceases to perform the task to which the papers relate.

8. AMENDMENTS TO CONSTITUTION AND BYLAWS

Members may amend Literacy NL's constitution and bylaws at the annual general meeting or a meeting called specifically for this purpose. This will require a 75% majority of the votes cast.

The proposed amendments must be provided to members in writing not less than 30 days before the annual meeting.

9. DISSOLUTION

Should Literacy NL wind up or dissolve, and after all debts/costs of winding up or dissolution are paid, Literacy NL's assets and remaining funds shall be distributed to another organization having purposes similar to those of Literacy NL. The Literacy NL board will determine this at the time of winding up or dissolution.

Literacy NL board directors shall not be individually responsible for debts incurred by Literacy NL.

Literacy NL adopted this constitution and bylaws on

Date: May 18, 2010

Director's Signature

Director's Signature
