

**LiteracyWORKS Inc.
Bylaws**

(adopted 1985; amended 1986, 1987, 1990, 1992, 1995, 1999, 2000,2001,2002)

I. NAME

The name of this organization, as incorporated without share capital under *The Corporations Act* of the Province of Manitoba on January 27, 1983, was Winnipeg Volunteer Reading Aides Inc. (hereinafter called "the Corporation"). By Articles of Amendment, the name of the Corporation was changed to LiteracyWorks – Adult Learning Centre, Inc. on February 9, 2001, and by further Articles of Amendment, the name of the Corporation was changed to LiteracyWORKS Inc. on April 26, 2001.

II. OBJECTIVES

The objectives of the Corporation are:

1. To provide tutoring to English-speaking adults and youth who wish to improve their literacy skills.
2. To ~~promote~~ generate and sustain community interest in, and financial support for, this work.
3. To work cooperatively with other literacy projects and organizations with similar aims.
4. To carry on this work in a financially responsible manner without profit.
5. To recruit and train volunteers and to hire employees, as required, to carry out these objectives. ~~for this work.. tutors, trainers, and writers for this work and where necessary, hire persons to coordinate tutoring activities.~~

III. MEMBERSHIP AND FINANCES

- A. The membership shall be composed of those individuals who support the objectives of the Corporation ~~work with the Corporation in an advisory or supportive capacity (time and talent), or those who are in or have completed the Corporation's program of instruction.~~ which includes, but is not limited to the volunteers, students and employees of the Corporation. There is no limit to the number of members. Members may attend any ~~executive board or~~ general meeting with the exception of those meetings at which confidential staff matters are to be discussed. Membership is not transferable.
- B. The Corporation may purchase and own items and equipment essential to its objectives.

- C. The Corporation may buy and sell books, charge membership fees, accept donations and grants, and carry out fundraising activities.

IV. REGISTERED OFFICE

The registered office of the Corporation shall be at such place in the Province of Manitoba as the ~~Executive~~ Board of Directors may by resolution decide.

V. FISCAL YEAR

The fiscal year of the Corporation shall terminate on the 31st day of August in each year or on such other date as the Board of Directors may by resolution decide.

VI. MEETINGS

- A. The Annual General Meeting shall be held within 90 days of the end of the fiscal year, on a day named by the Board of Directors and 14 days' notice of such meetings shall be given to all members. The quorum at such meetings shall be 7 members. ~~Officers shall be elected at this meeting.~~
- B. ~~The Board of Directors may call, or a petition signed by three members may request the Board of Directors to call, a special general meeting for such purpose as is must be stated in the petition. Fourteen days' notice of such meeting shall be given to all members. and notice must state the purpose of the meeting.~~
- C. The quorum at such meetings shall be 7 members.
- D. Meetings of the ~~Executive Board~~ Board of Directors shall be held no fewer than six times a year. ~~may normally be held monthly at the call of the Chair.~~ The quorum at such meetings shall be 5.
- E. ~~Questions~~ Motions proposed at any meeting shall be decided by majority vote of the members present, each member having one vote. In case of a tie vote, the Chair shall call for a second vote. If this too is a tie, the motion shall be declared defeated. ~~lost.~~ Rules of procedure at all meetings shall be Roberts' Rules of Order in the latest available edition.
- F. In circumstances where expediency is necessary, resolutions may be passed by the Board of Directors after e-mail consultations amongst the members of the Board of Directors. Any decision made in these circumstances shall be recorded in the minutes of the next ensuring meeting of the Board of Directors.

VII. NOMINATION OF OFFICERS

The slate of officers nominated by the Nomination Committee shall be set out in the call for the Annual General Meeting. Further nominations may be made from the floor of the Annual General Meeting provided the nominee is present or has consented in writing to act.

VIII. ~~EXECUTIVE BOARD~~ BOARD OF DIRECTORS

- A. The ~~Executive Board~~ Board of Directors shall ~~manage~~ oversee the affairs of the Corporation and shall be composed of the elected officers of the Corporation, the immediate past Chairperson, and not less than four members-at-large. ~~Paid~~ Employees of the Corporation, ~~while members thereof~~, may not serve on the ~~Executive Board~~, Board of Directors either as officers or members-at-large.
- B. Officers shall be elected by ballot at the Annual General Meeting. The qualification to stand for election is only that the candidate be a member in good standing, but no officer shall hold more than one office at a time and normally no officer shall serve more than two consecutive terms in an office. However, the ~~Executive Board~~ Board of Directors may request that an officer run for one additional term if no other qualified person is available to fill the position. If there is only one nominee for an office, the election ~~shall~~ may be by a show of hands. A majority vote shall elect.
- C. Members-at-large shall be appointed by the officers of the Board of Directors for a term of 2 years. They may be re-appointed for additional terms. ~~Members-at-large may be requested~~ All Board members shall be required to assist officers or serve on standing or ad hoc committees.
- D. Board members begin their term of office when they are elected at the Annual General Meeting and shall serve for a term of two years. A board member may resign by giving notice in writing setting out the effective date of his or her resignation, and the Board of Directors may fill the vacancy by appointment of any member who would qualify at an Annual General Meeting. A person so appointed shall hold office for the balance of the term of the member who resigned.
- E. Board members shall serve without remuneration and shall not directly or indirectly receive any profit from the position, provided however that payment may be made for reasonable expenses that were incurred in the performance of the duties of the office.

F. The Board of Directors may assume all powers of the Corporation under the Manitoba *Corporations Act* and Bylaws approved by ~~general meetings~~ the members at the Annual General Meeting. The Board of Directors may create standing or ad hoc committees to assist in carrying out its work and may delegate authority to employees of the Corporation for administrative purposes.

G. The Chairperson may request the resignation of a Board Member for cause. "Cause" may include, but shall not be limited to the following:

1. Missing three meetings a year without reasonable excuse;
2. Failure to participate on a Committee without reasonable cause;
3. Failure to uphold or to exhibit opposition to the mission, objectives or policies of the Corporation;
4. Conduct of such a nature as would bring the work of the Corporation into disrepute.

IX. ELECTED OFFICERS

A. The elected officers shall be:

1. Chairperson
2. Vice Chairperson
3. Secretary
4. Treasurer
- ~~5. Publicity Officer~~
- ~~6. Funding Officer~~

B. Officers shall perform such duties as are prescribed in these bylaws and any other duties as may pertain to the office or as assigned by the ~~Executive Board~~ Board of Directors.

C. Each officer shall maintain a file of all records and documents pertaining to his or her office and on retiring from office shall deliver the complete file to his or her successor in office.

D. Duties of officers, in general terms, are:

1. The Chairperson shall:
 - ~~a. Be the chief executive officer of the Corporation.~~
 - a. Preside at all general and ~~Executive~~ Board of Directors meetings.
 - b. Coordinate the efforts of the officers.
 - c. Call meetings of the ~~Executive~~ Board of Directors as deemed necessary.
 - d. Be an ex-officio member of all committees except the Nominating Committee.

- e. Act as signing officer for the Corporation along with one of the Secretary, Treasurer or ~~Program Manager~~ Executive Director.
2. The Vice Chairperson shall:
- a. Assist and, where necessary, take the place of the Chairperson.
 - b. Give attention to special projects as may be designated.
 - c. Serve as a signing officer of the Corporation in lieu of the Secretary at the discretion of the ~~Executive~~ Board of Directors.
3. The Secretary shall:
- a. Record the minutes of all meetings in books kept for that purpose and provide copies of minutes as required for meetings.
 - b. Serve as Corporation historian.
 - e. Act as a signing officer of the Corporation, along with one of the Treasurer, Chairperson or ~~Program Manager~~ Executive Director.
4. The Treasurer shall:
- a. Receive all monies of the Corporation and make deposits as necessary in the name and to the credit of the Corporation at such depositories as may be designated by the ~~Executive~~ Board of Directors.
 - b. Keep a full and accurate account of all receipts and disbursements in books belonging to the Corporation.
 - c. Render to meetings of the ~~Executive~~ Board of Directors, or whenever the Chairperson may require it, a statement of transactions and of the financial positions of the Corporation, and provide all necessary accounts, records, and documents to the Auditor.
 - d. Pay for all routine expenses of operation of the Corporation, including routine salaries and related costs.
 - e. Pay for all materials and supplies as may be necessary for efficient operation of the Corporation.
 - f. Act as a signing officer of the Corporation along with one of the Chairperson, Secretary or ~~Program Manager~~ Executive Director.

X. SIGNING OFFICERS

Except as otherwise provided herein, the signing officers for the Corporation shall consist of any two of the Chairperson, the Secretary, the Treasurer and the Executive Director for the time being.

- ~~5. The Publicity Officer shall:~~
- ~~a. Conduct an annual assessment of publicity requirements and develop a strategy for supporting funding and other activities.~~
 - ~~b. Make use of the communication media to recruit volunteer tutors and/or students.~~

~~c. Work to raise general public awareness concerning adult illiteracy and the programs of the Corporation.~~

~~6. The Funding Officer shall:~~

~~a. Conduct an annual assessment of funding requirements and develop a strategy for obtaining funds.~~

~~b. Play a leading role in raising funds.~~

XI. STANDING COMMITTEES

The following committees shall be standing committees of the ~~Executive~~ Board of Directors:

1. Nomination Committee

a. The committee shall be appointed by the ~~Executive~~ Board of Directors not less than three months prior to an Annual General Meeting at which an election is to take place.

b. The committee shall consist of one member of the ~~Executive~~ Board of Directors and two members of the general membership.

c. The committee shall present to the ~~Executive~~ Board of Directors at the meeting in the month prior to the Annual General Meeting a slate of candidates for the offices of the Corporation.

2. Human Resource Committee

a. Membership shall consist of three members, one or two from the ~~Executive~~ Board of Directors, and one or two from the general membership. A ~~Executive~~ Director shall chair the committee.

~~b. The committee shall: recommend salaries and job descriptions for staff positions; advertise, interview, and recommend candidates for staff openings; recommend guidelines and procedures pertaining to hours of work, overtime, vacations, sickness, leaves of absence, or any other personnel matters.~~

i) Develop a job description for the Executive Director;

ii) Establish the recruitment and selection process for the Executive Director;

iii) Ensure that an orientation process is in place when a new Executive Director is hired;

iv) Ensure that funds are budgeted for training and development of staff members;

v) Monitor and evaluate the performance of the Executive Director;

vi) Supervise the work of the Executive Director;

vii) Ensure that guidelines are in place for setting compensation for staff members;

- viii) Ensure that the working conditions and relevant policies of the organization comply with health and safety legislation;
- ix) Ensure that all human resources policies comply with human rights, employment and labour standards as prescribed by the Province of Manitoba;
- x) Ensure that an appropriate policy and process for resolving workplace conflicts is established.

XII. INDEMNIFICATION OF OFFICERS

Every officer to the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators, and estate, respectively, shall at all times be indemnified and saved harmless, out of the funds of the Corporation from and against:

1. All costs, charges, and expenses whatsoever which such officer sustains or incurs in or about any action, suit, or proceeding which is brought or prosecuted against him/her for, or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges, or expenses as are occasioned by his/her own willful neglect.
2. All other costs, charges, and expenses, which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his/her own willful neglect.

XIII. INTERPRETATION

In all bylaws and special resolutions of the Corporation, the singular shall include the plural; the plural, the singular; the word "person" shall include firms and corporations. The masculine shall include the feminine. Whenever references are made in any bylaw or any special resolution of the Corporation or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment of such bylaw, statute, or section thereof as the case may be.

XIV. AMENDMENTS

These bylaws may be amended by 2/3 vote of those present at any general or special meeting of the members of the Corporation, provided that the amendment has been submitted in writing in the call of the meeting. ~~Exception — if a revision of the bylaw has been authorized, notice that the revision committee will report at the next meeting shall be sufficient notice.~~

XV. AUDITOR

An auditor shall be appointed at each Annual General Meeting to audit the books and records of the Corporation for the following year and report to the next Annual General Meeting.

XV1. ADMINISTRATION

The Treasurer may delegate specific accounting and/or administrative processes to a qualified staff member or members as follows:

1. Keep a full and accurate account of all receipts and disbursements in books belonging to the Corporation.
2. Prior to meetings of the ~~Executive~~ Board of Directors, or whenever the Chairperson may require it, prepare a statement of transactions and of the financial positions of the Corporation; provide all necessary accounts, records and documents for fiscal year-end of the Corporation.
3. Pay for all routine expenses of operation of the Corporation, including routine salaries and related costs.
4. Pay for all materials and supplies as may be necessary for the efficient operation of the Corporation.
5. Ensure all cheques payable to any signing officer are co-signed by two other signing officers.

Per: _____

Title: _____

Date: _____