

BYLAWS
OF
THE LITERACY COUNCIL OF HIGHLANDS, INC.

ARTICLE ONE
OFFICES

The principal offices of the Corporation shall be located at Highlands, North Carolina. The Corporation may have other such offices, either within or without the State of North Carolina, as the Board of Directors may determine from time to time.

ARTICLE TWO
BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of North Carolina. The Board may elect a President, Vice President, Secretary and Treasurer from its members and give them such powers as the Board by resolution may provide. The President shall serve as the president of the Corporation.

Section 2. Number, Tenure, and Qualifications

The Board shall consist of not more than fifteen (15) Directors. The Board shall, by resolution, fix the number of Directors who shall serve in classes which shall have three (3) years staggered term each. Once elected, a Director shall serve to the end of the term, unless removed as provided under Article 2 Section 11 or by resignation. The qualifications of potential Directors will be based on the needs of the Corporation.

Section 3. Annual Meetings

An annual meeting of the Board of Directors shall be held without any other notice than this Bylaw on the regularly scheduled meeting date in December each year. The Board of Directors may provide, by resolution, the time and place for holding additional meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in absence of any designation in the resolution.

Section 4. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors and shall be held at the principal office of the Corporations or at such place as the directors may determine.

Section 5. Notice

Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior to the meeting. Notice to each Board Member shall be by phone, email or both, until direct contact has been made. Any director may waive notice of any meeting. The business to be transacted at the meeting need not be specified unless specifically required by law or by these Bylaws.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board: if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 7. Board Decisions

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 8. Committees

The Board of Directors shall have four (4) standing committees, each of which shall have two (2) or more Directors. The delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors of any responsibility imposed on it or him by law.

1. Executive Committee
2. Development Committee
3. Programs & Services Committee
4. Nominating Committee

Section 9. Vacancies

Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office.

Section 10. Compensation

Directors as such shall not receive any compensation for their service, however, the Board may, by resolution of the Board of Directors, establish a fixed sum and provide for the payment of expenses for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 11. Removal

Any Director may be removed by a majority vote of the Directors, not including the Director who is the subject of removal.

ARTICLE THREE

OFFICERS

Section 1. Officers

The officers of the Corporation shall be a President; Vice President; Treasurer; Secretary; past President; and such other officers as the Board may elect.

Section 2. Election and Term of Office

The Board shall nominate persons to serve as a nominating committee, which shall nominate a slate of officers to be elected to the Board at the Annual meeting of the Board of Directors. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as convenient.

New officers may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualifies.

Section 3. Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment, the best interest of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties

Officers shall have such powers and perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specification, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in a nonprofit corporation having the similar general purpose and objectives as this Corporation.

ARTICLE FOUR

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. Until so authorized, no director, officer, member or other agent of the Corporation shall have any authority to bind the Corporation to any obligation to pay money in any amount for any purpose.

Section 2. Checks, Drafts, and Orders

All checks, drafts, and orders from the payment of money, notes, or other evidences of indebtedness shall be issued in the name of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or other property for any purpose of the Corporation.

ARTICLE FIVE

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and minutes of the proceedings of its Board of Directors.

ARTICLE SIX

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first (1st) day of January in each year and end at midnight on the thirty first (31st) day of December each year.

ARTICLE SEVEN

SEAL

The corporate seal shall be the same as that impressed in the right margin of this Article Seven

ARTICLE EIGHT

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of Chapter 55-A of the General Statutes on North Carolina, or under the provisions of the Article of Incorporations, or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE NINE

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Board of Directors at any annual or special meeting.