

# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

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## ARTICLE I - NAME & PURPOSE

### SECTION 1 NAME

The name of the organization shall be the “Literacy Coalition of Madison County NY.” It shall be an unincorporated nonprofit organization served by the fiscal sponsorship of the tax-exempt government entity, the Oneida Public Library.

[OPL is a NY state public library chartered by the Board of Regents of the University of the State of New York. OPL is a “special district library” and as a government entity, is qualified as exempt from federal income tax under Internal Revenue Code (“IRC”) USC Title 26, Subtitle A, Ch. 1, Subchapter B, Pt VI, section 170(c)(1) and 170(b)(1)(A)(v).]

See Appendix A. “Fiscal Sponsorship Agreement” & Appendix B “Government Information Letter.” Appendix G shows the Organizational Structure.

### SECTION 2 PURPOSE

The mission is: “The Literacy Coalition of Madison County NY is a consensus-building organization intended to unite the community around the importance of literacy, provide economies of scale to existing organizations to efficiently service those in need and provide hope to residents for sustainable change and an improved future.”

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## ARTICLE II - MEMBERSHIP

### SECTION 1 ELIGIBILITY FOR MEMBERSHIP

Membership shall be open to any organization, business or individual that supports the mission statement in Article I, Sec. 2.

In accord with the *New York State Executive Law Article 15, HUMAN RIGHTS LAW 296.*

*Unlawful discriminatory practices:* “There is no discrimination in membership, conditions or privileges because of an individual's age, race, creed, color, national origin, sexual orientation, military status, sex, disability, predisposing genetic characteristics, marital status, or domestic violence victim status.” Last updated 2012. Retrieved from [www.dhr.ny.gov/doc/hrl.pdf](http://www.dhr.ny.gov/doc/hrl.pdf)

### SECTION 2 FUTURE MEMBERS

Any current member, the Executive Director or a Managing Partner, may invite future members. Future members may also volunteer by contacting any Managing Partner or the Executive Director.

Membership is contingent upon completion and receipt by the Executive Director of the “MOU of Understanding of Support”. (See APPENDIX C).

### SECTION 3 CONTINUED MEMBERSHIP

Continued Membership is contingent upon regular attendance at the Tri-Annual Meetings and continued support of the objectives stated in the MOU. (See APPENDIX C).

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### **SECTION 4 RIGHTS OF MEMBERS**

Members shall be eligible to appoint one voting representative for their organization or business to cast the organization's or business's vote in coalition business. Each organization or business is responsible for determining how they will select their "voter."

### **SECTION 5 RESIGNATION AND TERMINATION**

Any member may resign by filing a written/email resignation with the secretary. A member can have their membership terminated by a majority vote of the Managing Partners.

### **SECTION 6 NON-VOTING MEMBERSHIP**

The Managing Partners shall have the authority to establish and define non-voting categories of membership.

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## **ARTICLE III - MEETINGS OF MEMBERS**

### **SECTION 1 REGULAR MEETINGS**

Regular meetings of the members shall be held tri-annually, at a time and place designated by the Managing Partners Chair.

### **SECTION 2 ANNUAL MEETINGS**

An annual meeting of the members shall take place in the month of MAY, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall receive reports on the activities of the LCMC NY, and make recommendations concerning the direction of the LCMC NY for the coming year.

### **SECTION 3 SPECIAL MEETINGS**

Special meetings may be called by the chair, the Executive Governance Committee, or a simple majority of the Managing Partners. A petition signed by 10 percent of total members may also call a special meeting.

### **SECTION 4 NOTICE OF MEETINGS**

An Annual Calendar of meetings will be emailed to each member in August. E-mail notice of each meeting shall be given to each voting member, not less than two weeks prior to the meeting.

### **SECTION 5 QUORUM**

At any properly announced meeting, ten (10) percent\* of the total membership shall constitute a quorum. [*\*N.Y. Non Profit Corporation Law Article 6 § 608. (b) Quorum at meetings of members.*]

### **SECTION 6 VOTING**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. (See Article II, Section 4. on how organization votes are counted.)

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## ARTICLE IV – MANAGING PARTNERS

### SECTION 1 JOB DESCRIPTION

The key reason for a countywide literacy coalition is to bring the community together to address an issue so large that no one organization can solve it alone – the scale is too great to address without a shared commitment and community will for change. The literacy needs in Madison County are greater than the capacity of current service providers to address and therefore community leaders willing to take on the issue must support implementation of the community’s literacy plan and governance process.

### REMUNERATION—

The Managing Partners receive no compensation other than reasonable expense.

### ROLES—

A role of the Managing Partners is to inspire the community to take action. The Managing Partners have the civic influence to encourage change. They have a vision for how change will happen and can capitalize on local strengths and existing partnerships. A Managing Partner brings:

High level strategic vision

Networks of influence

Community respect

Ability to broker partnerships

Regional leadership

Resource impact

Passion!

### RESPONSIBILITIES—

Commitment of time to attend regularly scheduled meetings.

Participation in meetings.

Demonstration of ownership of the literacy plan by to sign the MOU Memorandum of Understanding of Support (See Appendix C).

### SECTION 2 SELECTION AND DIVERSITY OF REPRESENTATION

The Managing Partners agree to strive for inclusive representation of the county. This goal includes diversity in partnership roles, geography, gender, age, race, etc. that is reflective of the county as a whole. Efforts will be made to ensure sector representation as vacancies on the Managing Partners occur.

The Managing Partners will strive to include all coalition partner types such as government,

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## FOR THE LITERACIES COALITION OF MADISON CONTREES NY

education, business, community-based literacy providers, social services, faith-based, civic organizations, adult learners, and other coalitions.

Election procedures: The Managing Partners Executive Governance Team shall be responsible for nominate prospective Managing Partners representing the Coalition’s diverse constituency. In addition, any Managing Partner of the LCMC NY can nominate a candidate.

Managing Partners will be elected by a simple majority of Managing Partners present at the annual meeting in August.

### **SECTION 3 FREQUENCY OF MEETINGS**

The Managing Partners agree to meet bi-monthly at an agreed upon time and place. An official Managing Partners meeting requires that each Managing Partner have written notice at least two weeks in advance.

The MP Executive Governance Committee will meet bi-monthly on the months the full Managing Partners do not meet. An annual calendar will be made available to all in August.

The annual organizational meeting will be held in August each year.

The organization’s fiscal year will be July 1 to June 30.

### **SECTION 4 LENGTH OF TERM**

Managing Partners will commit to 1-year terms.

Managing Partners may renew annually upon a majority vote by the Managing Partners. MPs can serve consecutive terms. There are no term limits.

### **SECTION 5 MANAGING PARTNER SIZE**

The Managing Partners will strive to maintain a committee size of 9 to 15 partners. In exceptional circumstances, Article IV, Section 8 selection procedure may be overridden and the Managing Partners Chair—with the Managing Partners assent— can name interim committee members to fill vacant seats, as needed, until there can be a full Managing Partners vote at the annual organizational meeting.

### **SECTION 6 VOTING [QUORUM]**

A majority is required to approve an action of the committee. Majority is defined as more than fifty percent of current Managing Partners members registering a vote. Members do not need to be present to vote. Votes may be submitted by phone or electronically to the Partners Chair or designated party.

### **SECTION 7 OFFICERS AND DUTIES**

a. There shall be four officers of the Managing Partners:

Chair

Vice Chair

Secretary

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### Treasurer

- b The Managing Partners Chair shall convene regularly scheduled Managing Partners meetings, shall preside or arrange for other members of the Executive Governance Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. The Chairs' roles and responsibilities are listed in more detail in Appendix D.
- c The Managing Partner's Vice-Chair shall chair committees on special subjects as designated by the Managing Partners.
- d The Managing Partner's Secretary shall be responsible for keeping records of Managing Partners actions, including overseeing the taking of minutes at all Managing Partners meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Managing Partners member, and assuring that Coalition records are maintained.
- e The Managing Partner's Treasurer shall make a report at each Managing Partners meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Managing Partners and the public.
- f Elected by the Managing Partners at the annual organizational meeting in August.
- g Each officer will serve a one-year term. Officers may serve consecutive terms

### **SECTION 8 VACANCIES**

When a vacancy on the Managing Partners exists mid-term, the secretary must receive nominations for new members from present Managing Partners two weeks in advance of a Managing Partners meeting. These nominations shall be sent out to Managing Partners with the regular Managing Partners meeting announcement, to be voted upon at the next Managing Partners meeting. These vacancies will be filled only until the end of the particular Managing Partners member's term who is vacating their position. Exceptional circumstances may allow the Managing Partner Chair to intervene with the Managing Partner's assent—see Article IV, Section 5.

### **SECTION 9 RESIGNATION, TERMINATION, AND ABSENCES**

Resignation from the Managing Partners must be in writing and received by the Executive Director or Secretary. A Managing Partner may be terminated from the Managing Partners due to excessive absences, which shall be defined as more than two unexcused absences from regular Managing Partners meetings in a year. A Managing Partner may be removed for other reasons by a three-fourths vote of the remaining Managing Partners.

Special meetings: Special meetings of the Managing Partners shall be called at the request of the Chair, or one-third of the Managing Partners. The secretary shall send out notices of special meetings to each Managing Partner at least two weeks in advance.

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## ARTICLE V - COMMITTEES

### SECTION 1 AD HOC COMMITTEES

The Managing Partners may create ad hoc committees as needed. The Managing Partners chair appoints all committee chairs.

### SECTION 2 STANDING COMMITTEES

#### a. Executive Governance Committee

A standing committee made up of the chief funder(s), fiscal agent/sponsor, Managing Partner Chair and the Executive Director (non-voting, ex-officio). Except for the power to amend the bylaws, the Executive Governance Committee shall have all the powers and authority of the Managing Partners in the intervals between meetings of the Managing Partners, and is subject to the direction and control of the full Managing Partners. The Executive Governance Committee will meet bi-monthly on the months the full Managing Partners do not meet. Minutes of the Executive Governance Committee will be posted to all Managing Partners.

#### b. Finance Committee

The treasurer is the chair of the Finance Committee, which include at least one other Managing Partner. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other Managing Partners. The Managing Partners must approve the budget and all expenditures must be within budget. The Managing Partners or the Executive Governance Committee must approve any major change in the budget. The fiscal year shall be the July 1- June 30. Annual reports are required to be submitted at the annual organizational meeting to the Managing Partners showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, Managing Partners, and the public.

#### c. Resource Development

The Resource Development Committee will include at least three Managing Partners. Reports will be presented three times yearly, at the annual organization meeting in August, at the full Managing Partners meeting in February and at the Annual Coalition Meeting in May. Copies of the report will be filed with the Executive Director.

This committee will oversee development and implementation of fund raising strategies and make recommendations to increase available funding, leverage dollars, and build creative partnerships to increase return on investment and to maximize potential for successful implementation of the county literacy plan.

Identify funding issues.

Review current funding sources and their current implementation.

Discuss barriers to access of public funding streams experienced by programs and make suggestions to draw down maximum governmental funding.

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Determine strategies to better leverage current dollars.

Explore creative solutions to maximize funding from private sources including foundations, individuals and events.

Discuss potential conflicts related to a collaborative effort in accessing funding by providers and make related recommendations.

Determine how to align funding with components of the regional literacy plan.

Outline the components of a fundraising plan to ensure flow through to community providers with appropriate criteria for allocations and guiding principles.

Suggest solutions to reward successful providers and build service capacity.

#### **d. Performance Measurement Committee**

The Performance Measurement Committee will include at least two Managing Partners.

Performance Measurement Committee Reports will be presented three times yearly, at the annual organization meeting in August, at the full Managing Partners meeting in February and at the Annual Coalition Meeting in May. Copies of the report will be filed with the Executive Director.

1. Goal for operations—to ensure sound evaluation of personnel/services/programs, including, e.g., outcomes, goals, data, analysis and resulting adjustments.

2. Goal for the mission—to identify the success of the assessments, placement, and outcomes of learners in literacy programs and make recommendations to support enhanced learning and increase success.

Recommend quality standards for each program type (such as, early childhood, family, after school, workforce, computer, financial, ABE, GED, etc.) to ensure uniformity of attributes that will lead to program and service excellence.

Recommend a standardized way to assess learners within program types building on currently existing tools.

Recommend a standardized way to measure learner outcomes within program types.

Suggest strategies to track the learner through the system of literacy service provision through a web-based data system capable of collecting demographic, assessment and outcomes data for reports to the community and/or to funders, and to permit analysis and comparisons of literacy data throughout the region.

Make recommendations for the implementation of a central tracking system for the purpose of an annual report card to the community and to the training system to promote program improvement.

#### **e. Marketing/Public Relations Committee**

The Marketing/Public Relations Committee will include at least three Managing Partners.

Marketing/Public Relations Committee Reports will be presented three times yearly, at the annual

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organization meeting in August, at the full Managing Partners meeting in February and at the Annual Coalition Meeting in May.. Copies of the report will be filed with the Executive Director.

This committee will oversee development and implementation of the Marketing Plan; a plan that ensures that literacy becomes a major priority in the community, to recruit and retain learners from across the age spectrum, and develop a campaign with both general messages to the entire community and targeted messages to specific audiences.

Identify the various marketing audiences including learners, volunteers, etc., and determine marketing needs for each group.

Identify strategies to partner with radio, TV, print and other media.

Identify key champions

Identify endorsement opportunities

Design endorsement process

Outline action steps and timeline to secure endorsements

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### **ARTICLE VI – EXECUTIVE DIRECTOR & STAFF**

#### **SECTION 1 EXECUTIVE DIRECTOR**

The Executive Director is recommended by the Managing Partners and hired by the fiscal sponsor (currently the Oneida Pubic Library). The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Managing Partners meetings, report on the progress of the organization, answer questions of the Managing Partners and carry out the duties described in the job description (See Appendix E). The Managing Partners can designate other duties as necessary.

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### **ARTICLE VII - AMENDMENTS**

#### **SECTION 1 AMENDMENTS**

These bylaws may be amended when necessary by two-thirds majority of the Managing Partners. Proposed amendments must be submitted to the Executive Director and Secretary to be sent out with regular Managing Partners announcements.



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## ARTICLE VIII- CONFLICTS OF INTEREST

### SECTION 1 POLICY

It is recognized that occasions may arise when a member of the Managing Partners has a financial interest in a contract or transaction upon which action is to be taken or withheld by the Managing Partners or a committee thereof. It is the policy of the Managing Partners that:

- Any material facts as to such financial interest shall be formally disclosed in writing by such Managing Partner to the all Managing Partners.
- The Managing Partner having such financial interest on any matter shall not vote or use any personal influence in regard to the matter (except that he may state a position on the matter and respond to questions about it); however, such Managing Partner may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and that such Managing Partner abstained from voting.
- No contract or transaction in which a Managing Partner has a financial interest shall be knowingly entered into by the LCMC NY unless it has been authorized in good faith by the Managing Partners.

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## ARTICLE IX - GENERAL PROVISIONS

### SECTION 1 CONSTRUCTION OF POWERS

Unless these Bylaws expressly or by clear construction or implication so provide, nothing contained in these Bylaws is intended to or shall limit, qualify, or restrict any powers or authority granted or permitted to nonprofit corporation by the *New York Not-for-Profit Corporation Law*.

### SECTION 2 DISPOSITION OF INCOME AND ASSETS

Pursuant to the Fiscal Sponsor's charter and any Certificate of Incorporation and Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law (the "Code")), no part of the income or profits of the LCMC NY shall be paid, distributed or otherwise inured to the benefit or use of its Managing Partners or other private persons except that the LCMC NY shall be authorized to pay compensation in reasonable amount to its Managing Partner for services rendered and to make payments and distributions in furtherance of its general corporate purposes including contributions and donations for charitable purposes.

Upon dissolution of the LCMC NY, the assets of the LCMC NY shall not be distributed to its Managing Partners or other private persons. In the event of such dissolution, the Managing Partners shall, after paying or making provision for the payment of all liabilities and after provision is made for the disposition of any property committed to charitable purposes as required

# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

by court order, transfer and convey the remaining assets to the fiscal sponsor to be used for charitable public purposes in the area of literacy for Madison County.

## SECTION 3 CONSTRUCTION

Whenever the context of these Bylaws reasonably requires, the masculine shall include the feminine and the singular shall include the plural, and vice-versa. If any portion of these Bylaws shall be invalid or inoperative, then so far as is reasonable and possible, the remainder shall be valid and operative. The headings of each Section are for convenience and clarity and are subordinated to the other written materials. These Bylaws are subject to and governed by the Constitution and Articles of Incorporation of the fiscal sponsor.

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## ARTICLE X - RULES OF ORDER

### SECTION 1 PROCEDURAL GUIDELINES

**“Robert’s Rules of Order –Simplified”** (See Appendix G) shall govern all proceedings and all meetings of the Managing Partners, Committees and LCMC NY general tri-annual meetings, provided that such rules do not conflict with, or are inconsistent with, any provision of these Bylaws.

*[This simplified version was borrowed in whole from the Virginia Division for the Aging of the Department for Aging and Rehabilitative Services. Retrieved from <<http://www.vda.virginia.gov/pdffdocs/RobertsRulesSimplified.pdf>>]*

# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

## APPENDIX A ANNUAL FISCAL SPONSORSHIP AGREEMENT BETWEEN ONEIDA PUBLIC LIBRARY & LITERACY COALITION OF MADISON COUNTY NY

The parties to this AGREEMENT are the Oneida Public Library (“OPL”) with its principal business address at 220 Broad Street, Oneida NY 13421 and the unincorporated nonprofit association known as the Literacy Coalition of Madison County NY (“LCMC NY”) with its principle place of business at 220 Broad Street Oneida NY 13421.

### RECITALS

- A.** WHEREAS the OPL in accord with a strong public mission that is responsive to the needs of its community in New York, approved the establishment of a restricted fund to receive gifts, grants, donations of cash and other property designated for support of the project known as the LCMC NY and to make disbursements in furtherance of the LCMC NY’s mission; and
- B.** WHEREAS, The LCMC NY is a consortium of public and private schools & libraries, businesses, not-for-profit groups, health care providers and government agencies committed to improving literacy in Madison County. The LCMC NY has this explicit mission:  
“The Literacy Coalition of Madison County NY is a consensus-building initiative intended to unite the community around the importance of literacy, provide economies of scale to existing organizations to efficiently service those in need and provide hope to residents for sustainable change and an improved future.” and
- C.** WHEREAS, the OPL and the LCMC NY desire to hire and utilize an Executive the Director (the Director) to develop and maintain a Literacy Program for Madison County as directed by the Literacy Coalition’s Managing Partners that is consistent with this Agreement;

### COVENANTS

NOW, THEREFORE, in consideration of the mutual promises contained in this Agreement, and other good and valuable consideration, receipt of which is acknowledged by both parties, it is agreed as follows:

- Term of Agreement:** The term of this Agreement shall begin on July 1 of \_\_\_\_\_ and shall extend through and including June 30 of \_\_\_\_\_.
- Solicitation of Funds:** the LCMC NY shall secure gifts, grants, contributions, donations of cash and other property designated for support that will enable the OPL to employ a Director. Additionally, the LCMC NY shall secure gifts, grants, contributions, donations of cash and other property designated for support that will enable the Director to develop and maintain a Literacy Program as directed by Literacy Coalition’s Managing Partners. Such LCMC NY program maintenance may require the LCMC NY Managing Partners to recommend support personnel positions. All such support personnel to be compensated for working for the LCMC NY shall, upon approval by the OPL Board, become at-will employees of OPL.

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3. **Receipt Funds and Administration of Funds:** Upon request of Managing Partners, the OPL shall receive and administer all gifts, grants, contributions, donations of cash and other property designated for support on behalf of the LCMC NY. The OPL shall ensure that all conditions of gifts, grants, contributions, donations of cash and other property designated for support established by donor (s) are fulfilled. Upon the request of the LCMC NY, the OPL shall provide the LCMC NY with a written accounting of any gifts, grants, contributions, donations of cash and other property designated for support received.
4. **Selection of the LCMC NY Director and support personnel:** the LCMC NY Managing Partners shall recommend the Director and any support personnel for the OPL to employ. Upon the request of the LCMC NY Managing Partners, the OPL shall terminate the employment of the Director and /or any support personnel.
5. **Employment of the LCMC NY Director and support personnel:** The OPL shall be the sole employer of the Director and any support personnel. The OPL shall consult with the LCMC NY's Managing Partners before establishing or modifying the terms and conditions of employment for the Director and any support personnel. The LCMC NY Managing Partners shall be solely responsible for the day-to-day supervision and for the periodic evaluation of the Director and any support personnel. OPL shall be solely responsible for Director's compensation (including salary, health insurance, payroll administration, workers' compensation, civil service coordination, etc.). The monies for the Director 's and support personnel's salary and benefits will be taken from the gifts, grants, contributions, donations of cash and other property designated for support
6. **Equipment and Other Resources:** The LCMC NY shall be responsible for providing the Director with office space, supplies, and professional resources related to the development and maintenance of the Literacy Program.
7. **Literacy Program Budget:** The OPL and the LCMC NY shall mutually develop a Literacy Program Budget for the Director to administer for the benefit of the LCMC NY.
8. **Non-Assignment:** This Agreement may not be assigned by either party, or its right, title or interest therein assigned, transferred, conveyed or otherwise disposed of without the previous consent, in writing, of the other party; and any attempts to assign the contract without such written consent will be null and void.
9. **Dispute Resolution:** In the event either party has a dispute relating to this Agreement, excluding the professional performance of the Director, it shall provide written notice to the other party of such dispute and include a detailed description of the nature of the dispute and proposed method of resolution. Within seven (7) calendar days of receiving such notice, the receiving party shall contact the disputing party and a mutually acceptable time shall be set for the parties to meet and discuss the resolution. Both parties shall provide documentation or other information useful for resolution of such dispute. Both parties shall make a good faith effort to resolve such dispute in a mutually acceptable and timely manner. In the event the parties cannot agree to resolve such dispute, either party may exercise its right to terminate pursuant to paragraph ten (10) of this Agreement.

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FOR THE LITERACIES COALITION OF MADISON CONTREES NY

10. **Terminations:** Both parties reserve the right to terminate this Agreement upon providing thirty (30) days written notice to the other party provided, however, that prior to providing such notice, the party seeking termination shall participate in dispute resolution as described in paragraph nine (9) of this Agreement.
11. **Notices:** Any notices or other communications that must be given in connection with this Agreement shall be in writing and shall be deemed to have been validly made or given when delivered personally or when received if properly deposited with the United States Postal Services, postage prepaid certified or registered mail return receipt requested or with a nationally recognized overnight courier service to the address set forth below:
- (a) If to the Oneida Public Library: the Carolyn Gerakopoulos, Director, Oneida Public Library, 220 Broad Street, Oneida, NY 13421
- (b) If to the Literacy Coalition of Madison County NY: Michael Drahos, Chair in c/o the Oneida Public Library 220 Broad Street, Oneida NY, 13421
13. **Headings:** Headings or titles of sections are for convenience of reference only and do not constitute a part of this Agreement.
14. **Full Agreement:** This Agreement constitutes the full agreement between the parties. This Agreement may not be amended or modified by either party except by a written agreement signed by both parties.

The parties have executed this Agreement on the day and year written below.

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For the Oneida Public Library  
Carolyn Gerakopoulos, Oneida Public Library Director

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Date

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For the Literacy Coalition of Madison County NY  
LCMC NY Managing Partner Chair, Michael Drahos


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Date

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FOR THE **LITERACY COALITION OF MADISON COUNTY NY**

**APPENDIX B**

**IRS "GOVERNMENT LETTER" ON TAX EXEMPT STATUS**

 **IRS** Department of the Treasury  
Internal Revenue Service  
P.O. Box 2508  
Cincinnati OH 45201

In reply refer to: 0248404892  
Apr. 16, 2013 LTR 4076C E0  
16-1529176 000000 00  
00018692  
BODC: TE

ONEIDA PUBLIC LIBRARY  
220 BROAD ST  
ONEIDA NY 13421-2148

**["Government Information Letter"]**

IRS term--see p.2

015528

Federal Identification Number: 16-1529176  
Person to Contact: Jeff Seibert  
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This responds to your request for information about your federal tax status. Our records do not specify your federal tax status. However, the following general information about the tax treatment of state and local governments and affiliated organizations may be of interest to you.

**GOVERNMENTAL UNITS**

Governmental units, such as States and their political subdivisions, are not generally subject to federal income tax. Political subdivisions of a State are entities with one or more of the sovereign powers of the State such as the power to tax. Typically they include counties or municipalities and their agencies or departments. Charitable contributions to governmental units are tax-deductible under section 170(c)(1) of the Internal Revenue Code if made for a public purpose.

**ENTITIES MEETING THE REQUIREMENTS OF SECTION 115(1)**

An entity that is not a governmental unit but that performs an essential government function may not be subject to federal income tax, pursuant to Code section 115(1). The income of such entities is excluded from the definition of gross income as long as the income (1) is derived from a public utility or the exercise of an essential government function, and (2) accrues to a State, a political subdivision of a State, or the District of Columbia. Contributions made to entities whose income is excluded income under section 115 may not be tax deductible to contributors.

**TAX-EXEMPT CHARITABLE ORGANIZATIONS**

An organization affiliated with a State, county, or municipal government may qualify for exemption from federal income tax under section 501(c)(3) of the Code, if (1) it is not an integral part of the government, and (2) it does not have governmental powers inconsistent with exemption (such as the power to tax or to exercise enforcement or regulatory powers). Note that entities may meet the requirements of both sections 501(c)(3) and 115 under certain circumstances. See Revenue Procedure 2003-12, 2003-1 C.B. 316.

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0248404892  
Apr. 16, 2013 LTR 4076C E0  
16-1529176 000000 00  
00018693

ONEIDA PUBLIC LIBRARY  
220 BROAD ST  
ONEIDA NY 13421-2148

Most entities must file a Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, to request a determination that the organization is exempt from federal income tax under 501(c)(3) of the Code and that charitable contributions are tax deductible to contributors under section 170(c)(2). In addition, private foundations and other persons sometimes want assurance that their grants or contributions are made to a governmental unit or a public charity. Generally, grantors and contributors may rely on the status of governmental units based on State or local law. Form 1023 and Publication 4220, Applying for 501(c)(3) Tax-Exempt Status, are available online at [www.irs.gov/eo](http://www.irs.gov/eo).

We hope this general information will be of assistance to you. This letter, however, does not determine that you have any particular tax status. If you are unsure of your status as a governmental unit or state institution whose income is excluded under section 115(1) you may seek a private letter ruling by following the procedures specified in Revenue Procedure 2007-1, 2007-1 I.R.B. 1 (updated annually).

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,



Richard McKee, Department Manager  
Accounts Management Operations

This letter was sought by the LCMC NY Executive Director in order to expedite various proposals per the following explanation.

The *New York State Library*, "Tax Exempt Status" (2), and the IRS "Government Information Letter" (3) both explain that grants from a private foundation or a charitable organization generally require confirmation of tax exempt status. The free IRS "governmental information letter" satisfies this requirement.

Oneida Public Library's official status as a government entity is also registered by the NYS Education Department (1) and the OPL is Federally registered by its EIN and as FSCS ID "NY0295" with the U.S. Department of Education, National Center for Education Statistics at <http://nces.ed.gov>.

1. New York. University of the State of New York (2003). *New York State Education Department. New York State Library. Regents-Approved Public Library Charter Actions: 2003*. Retrieved from <http://www.nysl.nysed.gov/libdev/charter2003.htm>.

2. New York. University of the State of New York (27 Jan. 2005). *New York State Education Department. New York State Library. Tax Exempt Status [of Public Libraries]*. Last updated March 27, 2013. Retrieved from <http://www.nysl.nysed.gov/libdev/libspldtools/guide/1taxxmpt.htm>.

3. U.S.. Department of the Treasury. Internal Revenue Service *Government Information Letter*. Page Last Reviewed or Updated: 2013-01-31. Retrieved from <http://www.irs.gov/Government-Entities/Federal,-State-&-Local-Governments/Governmental-Information-Letter>.

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**APPENDIX C**

**Memorandum of Understanding of Support**

Together, the members of the Literacy Coalition of Madison County NY enter into this Memorandum of Understanding to mutually promote 100% literacy, from birth through adult, in our communities. Accordingly, the undersigned members operating under this MOU agree to the following:

- Be aware and actively support the efforts and missions of each of our Coalition partners to address literacy.
- Promote and welcome new partners to our Coalition to ensure we represent all demographics of our community.
- Provide access to information about literacy in many venues and support services to those we serve.
- Support the education of all learners though the full spectrum of life.
- Participate in the Coalition’s activities to promote literacy, birth through adult, in Madison County.

Through our collaboration we will raise awareness of low literacy, provide links to services, and encourage the residents of Madison County to become life long learners at home and work. It is our goal that through these commitments, everyone will have the opportunity to fully participate in society and support their community as active citizens.

The signing of this MOU implies that the signatories will strive to reach, to the best of their ability, the objectives stated in the MOU.

**On behalf of the organization/program I represent, I wish to sign this MOU and contribute to its further development.**

Signatures:

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*Name* *Date*

---

*Organization/Program*



# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

## APPENDIX D

### MANAGING PARTNERS CHAIR ROLE DESCRIPTION

#### **PURPOSE:**

To lead the Managing Partners and coalition staff through the business of implementing, and evaluating the community literacy plan.

#### **MAIN DUTIES OF THE CHAIRPERSON:**

1. To ensure the Managing Partner's committee functions properly.
2. To ensure the Literacy Coalition of Madison County NY is managed effectively.
3. To provide support and supervision to coalition staff.
4. To represent the Coalition as its figurehead.

#### **SUCCESS CRITERIA:**

- Managing Partners build a sense of teamwork.
- Managing Partners complete tasks assigned to group.
- Coalition completes community literacy projects as developed by the community.
- Managing Partners ensure communications of results are made to the community.

#### **RESPONSIBILITIES:**

- With the help of staff, makes arrangements for meeting and notifies members of date, time and place of meeting.
- Calls meeting to order.
- With the help of staff, prepares agenda for meeting and support materials.
- Delegates responsibilities to committee members.
- Uses the community literacy plan to guide work of committee.
- Involves all members in the decision making.
- Announces the results of actions taken and explains the follow-up to be taken and by whom.
- Closes the meeting by noting achievements.
- Following adjournment, meets briefly with staff to agree on follow-up actions and locus of responsibility.
- Reports work of committee to the full coalition.
- With the help of staff, keeps a written record of work of committee.
- Represents the Coalition at public functions as needed.

Adopted by Managing Partners 7.11.11

# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

## APPENDIX E

### EXECUTIVE DIRECTOR RESPONSIBILITIES

#### ***Community Engagement and Development***

- Engage stakeholders in advocacy to advance the Coalition's mission and goals, at national, state and county levels;
- Establish collaborative relationships with community groups and organizations, as appropriate;
- Cultivate, engage and support stakeholders, particularly Managing Board members, as ambassadors to the organization in support of the fund development cycle;
- Communicate regularly with all stakeholders.
- Develop, implement and oversee marketing plans to engage the public and publicize the organization through a variety of mediums, including web, social media and the press;

#### ***Operational and Program Management***

- Oversee the day-to-day operations;
- Effectively allocate resources in accordance with the Coalition's strategic plan;
- Maintain official records, documents and internal/external communications as appropriate;
- Comply with federal, state and local regulations;
- Oversee programs and activities to specifically support the annual goals and objectives of the Coalition's strategic plan;
- Oversee collection of performance data on the Coalition's programs and grantee activities, for evaluation and strategic review and reporting purposes;
- Maintain a working knowledge of significant developments and trends in the fields of Family Literacy, Early Childhood Literacy, School-aged Literacy, Adult Literacy and Literacy Coalitions, as well as workforce development;
- Recommend staff hires to the Managing Partners. Train, evaluate and supervise Coalition staff, including the Madison County Reads Ahead Program Director.

#### ***Fundraising***

- Secure new funds from diverse sources, including individuals, businesses, government and private foundations. Cultivate and maintain relationships with funders;

- Employ diverse strategies, including but not limited to grant proposals, major annual event, regular presentations, annual fund campaign, donor cultivation and recognition, corporate sponsorship programs and social media;
- Integrate fundraising and marketing in all of the Coalition's activities, engage stakeholders through strategic and interrelated approaches and build the Coalition's capacity to raise funds with less resources over time;
- Prepare and present reports, including an annual report, to board and funders, as well as community stakeholders;

#### ***Fiscal Management***

- Work with the Finance Committee to prepare annual organizational budget for Managing Partners Board approval;
- Manage financial statement on a monthly basis with approved fiscal agent, report to Managing Partners Board;
- Manage all of the Coalition's resources prudently and according to the Coalition's budget;

#### ***Managing Partners Board Relations***

- Advise the Managing Partners on programs and activities, finances, operations. Assist the Partners in active leadership and decision-making with respect to strategy, policy and fiscal oversight;
- Prepare written materials, including the executive director report for monthly or bi-monthly board meetings and committee meetings;
- Carry out additional responsibilities as assigned by the Managing Partners. The Executive Director may need to attend occasional evening and weekend events.

*Adopted by LCMC NY Managing Partners*

*August 30, 2011*

# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

## APPENDIX F

### Madison County Reads Ahead

#### Program Director—Job Description

This position is one that is employed part-time by the Oneida Public Library and supervised by the Executive Director of the Literacy Coalition of Madison County NY. It requires at least 15-20 hours per week, hours flexible.

This position requires strong skills in verbal and written communication, organization, interpersonal relations, problem solving, creative thinking, grant writing and familiarity with the MS Office suite.

**All duties are guided by the Program Goal:** To provide one-on-one and/or small group training in HSE preparation and/or basic literacy and/or job skills to Madison County residents.

#### Duties

##### Recruit and Train local literacy coordinators

- Work with librarians to find new coordinators as well as new centers.
- Hold meetings with coordinators to encourage and share information
- Educate coordinators in testing and requirements
- Listen and grow as a team
- Make sure that the coordinator's job is clearly outlined to them
- Let them grow so you can "stand back and support the process"
- Be aware of all testing sites and help create locate sites when needed
- Teach new coordinators about matching tutor & client skills, life situations, learning styles and personalities

##### Recruit and Train Volunteer Tutors

- Put out ads for classes
- Organize and teach training classes ( a fall and spring class )
- Have coordinators apprise you of tutors needs for review and arrange tutor refresher classes
- Be available for advice

##### Connect with Community Leaders

- Make periodic calls or visits to known supporters
- Contact potential new supporters
- Prepare press releases and work with the LCMC NY and OPL on PR and advocacy.

##### Research and Provide Curriculum

- Become familiar with available programs and share best practice with coordinators and tutors
- (if needed) – analyze tests, set up curriculum for new students and their tutors

##### Recording & Reporting

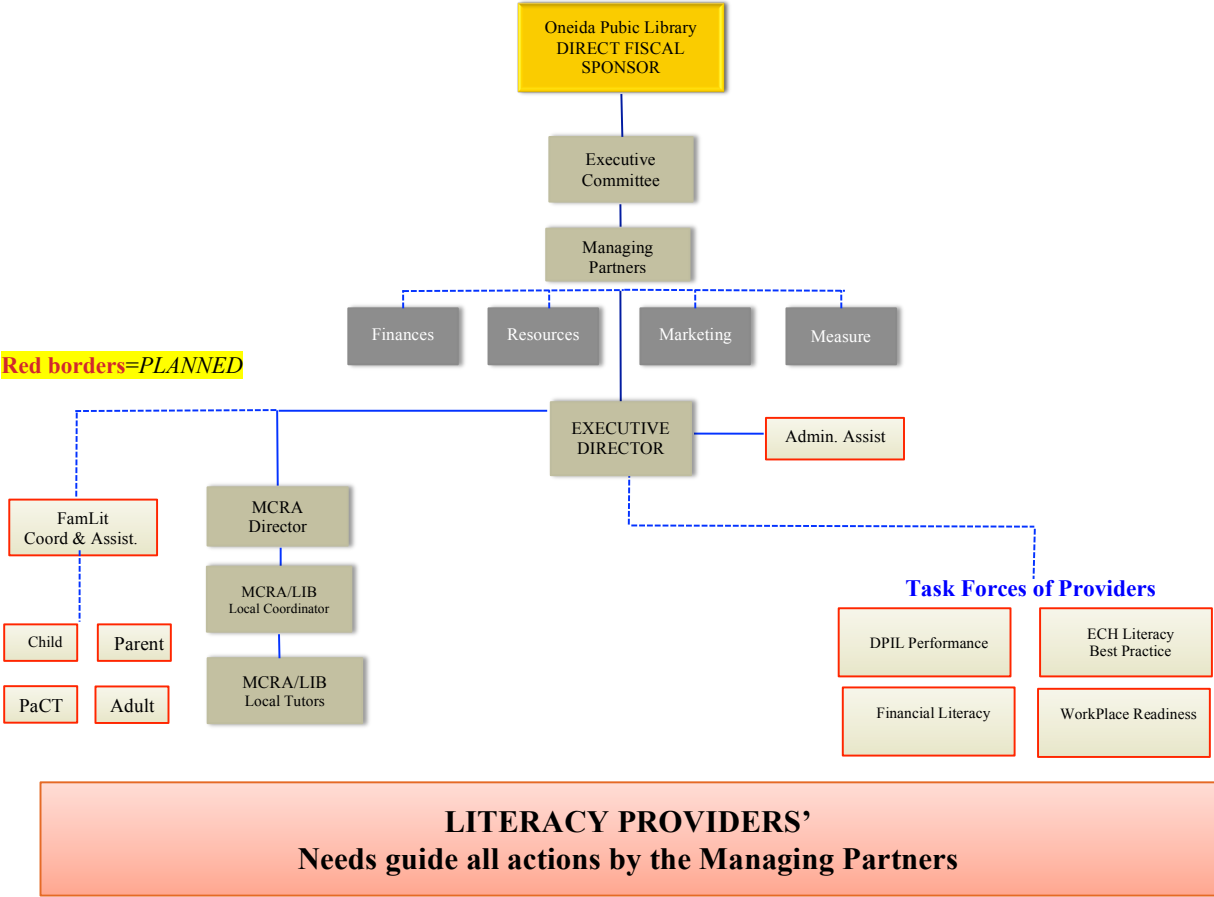
- Develop an annual budget. Be aware of and keep in balance all finances (through OPL)
- Keep current all local coordinator & tutor information as well as student attendance and achievement records and database records
- Prepare monthly status reports for the LCMC NY director.

##### Funding

- Identify funding opportunities
- Initiate grants as the become available and assist in any grant preparation

# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

## APPENDIX G Organizational Chart



# BYLAWS FOR THE LITERACY COALITION OF MADISON COUNTY NY

## APPENDIX H

### Roberts Rules of Order —Simplified

<<http://www.vda.virginia.gov/pdffdocs/RobertsRulesSimplified.pdf>>

#### **Guiding Principle:**

Everyone has the right to participate in discussion if they wish, before anyone may speak a second time. Everyone has the right to know what is going on at all times. Only urgent matters may interrupt a speaker.

Only one thing (motion) can be discussed at a time.

A **motion** is the topic under discussion (e.g., “I move that we add a coffee break to this meeting”). After being recognized by the president of the board, any member can introduce a motion when no other motion is on the table. A motion requires a second to be considered. Each motion must be disposed of (passed, defeated, tabled, referred to committee, or postponed indefinitely).

#### **How to do things:**

**You want to bring up a new idea before the group.** After recognition by the president of the board, present your motion. A second is required for the motion to go to the floor for discussion, or consideration.

**You want to change some of the wording in a motion under discussion.**

After recognition by the president of the board, move to amend by  
adding words,  
striking words or  
striking and inserting words.

**You like the idea of a motion being discussed, but you need to reword it beyond simple word changes.** Move to substitute your motion for the original motion. If it is seconded, discussion will continue on both motions and eventually the body will vote on which motion they prefer.

**You want more study and/or investigation given to the idea being discussed.** Move to refer to a committee. Try to be specific as to the charge to the committee.

**You want more time personally to study the proposal being discussed.** Move to postpone to a definite time or date.

**You are tired of the current discussion.** Move to limit debate to a set period of time or to a set number of speakers. Requires a 2/3rds vote.

**You have heard enough discussion.** Move to close the debate. Requires a 2/3rds vote. Or move to previous question. This cuts off discussion and brings the assembly to a vote on the pending question only. Requires a 2/3rds vote.

**You want to postpone a motion until some later time.** Move to table the motion. The motion may be taken from the table after 1 item of business has been conducted. If the motion is not taken from the table by the end of the next meeting, it is dead. To kill a motion at the time it is tabled requires a 2/3rds vote. A majority is required to table a motion without killing it.

# BYLAWS

## FOR THE LITERACY COALITION OF MADISON COUNTY NY

**You believe the discussion has drifted away from the agenda and want to bring it back.**  
Call for orders of the day.

**You want to take a short break.**  
Move to recess for a set period of time.

**You want to end the meeting.**  
Move to adjourn.

**You are unsure that the president of the board has announced the results of a vote correctly.** Without being recognized, call for a "division of the house." At this point a roll call vote will be taken.

**You are confused about a procedure being used and want clarification.**  
Without recognition, call for "Point of Information" or "Point of Parliamentary Inquiry." The president of the board will ask you to state your question and will attempt to clarify the situation.

**You have changed your mind about something that was voted on earlier in the meeting for which you were on the winning side.** Move to reconsider. If the majority agrees, the motion comes back on the floor as though the vote had not occurred.

**You want to change an action voted on at an earlier meeting.**  
Move to rescind. If previous written notice is given, a simple majority is required. If no notice is given, a 2/3rds vote is required.

**You may INTERRUPT a speaker for these reasons only:**  
to get information about business – **point of information**  
to get information about rules – **parliamentary inquiry**  
if you can't hear, safety reasons, comfort, etc. – **question of privilege**  
if you see a breach of the rules – **point of order** if you disagree with the president of the board's ruling – **appeal**

Quick Reference					
	Must Be Seconded	Open for Discussion	Can be Amended	Vote Count Required to Pass	May Be Reconsidered or Rescinded
Main Motion	√	√	√	Majority	√
Amend Motion	√	√		Majority	√
Kill a Motion	√			Majority	√
Limit Debate	√		√	2/3 <sup>rds</sup>	√
Close Discussion	√			2/3 <sup>rds</sup>	√
Recess	√		√	Majority	
Adjourn (End meeting)	√			Majority	
Refer to Committee	√	√	√	Majority	√
Postpone to a later time	√	√	√	Majority	√
Table	√			Majority	
Postpone Indefinitely	√	√	√	Majority	√