

BYLAWS
OF DOVER ADULT LEARNING CENTER, INC.

ARTICLE I

Name and Principal Office

The name of this corporation shall be Dover Adult Learning Center, Inc. The principal place at which the business of this corporation is to be carried on is Dover, County of Strafford and State of New Hampshire. (Mailing address: 61 Locust Street, Dover, New Hampshire 03820).

ARTICLE II

Purpose

This Corporation is established to maintain an educational program for educationally disadvantaged adults; to provide a means whereby such persons may attain educational competence in order to become more self reliant, to prepare for on-the-job training, work-study, vocational training, and to qualify for high school equivalency examinations; and to carry on other educational activities for personal enrichment and life coping skills. The corporation is to take hold, manage and use any gift or grant, to operate and equip facilities for such purposes and to engage in other charitable, educational and scientific activities permitted by the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Internal Revenue Law). This corporation shall be operated exclusively for purposes permitted by said Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III

Nondiscrimination

The Dover Adult Learning Center, Inc. is an affirmative action, equal opportunity agency that does not discriminate in its education programs or policies, activities, scholarship and loan programs, or employment practices on the basis of race, color, national and ethnic origin, marital or veteran status, age, sex, non-job related medical condition or handicap, or any other legally protected status.

ARTICLE IV

Dissolution of the Corporation

Revised by Board Vote 10/21/03 to address insurance company requirements.

Upon the complete dissolution of the Corporation, in any manner or for any reason whatsoever, its remaining assets after payment of all debts and obligations of the Corporation, if any, shall be distributed through a majority vote of the Directors for one or more purposes within the meaning of Section 115 of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. No member of the Corporation shall, by virtue of such liquidations, ever receive or be entitled to any of the assets of the Corporation.

ARTICLE V
Management of the Corporation

Section 1. Board of Directors

- a. The management and control of the affairs of the Dover Adult Learning Center, Inc. shall be vested in and exercised by a Board of Directors of not more than twenty-four (24) members nor less than fifteen (15) members who will be elected at the Annual Meeting of the Corporation. New members are elected for a term of 3 years. No member of the Board of Directors shall serve more than nine consecutive years.
- b. A member serving on the Board of Directors of the Adult Learning Center, Inc., shall not miss more than two (2) consecutive scheduled Board meetings. In the event that a Director does miss more than (2) consecutive Dover Adult Learning Center, Inc., Board of Director's Meetings without prior notification or valid reason, the President may at his/her discretion appoint a replacement to serve the remainder of the term.
- c. Any staff member receiving monetary compensation in excess of \$5,000 per year for services rendered in any of the educational programs that are sponsored and/or administered by the Dover Adult Learning Center, Inc., shall NOT be a member of the Board of Directors of the Corporation. Staff personnel may serve on any standing and/or ad hoc committee in an advisory capacity without vote, as designated by the President of the Corporation. (*revised 5-17-05*)

Section 2. Board vacancy. A vacancy on the Board of Directors that occurs between annual meetings shall be filled by appointment by the President with the approval of a majority vote at a meeting of the Board of Directors. Members of the Board of Directors may submit name(s) for consideration and appointment by the President. The newly appointed Director will serve for the unexpired term of the individual he/she is replacing on the Board of Directors.

Section 3. Board Meetings. The Board of Directors shall meet monthly at such time and place as is designated by the President. Special meetings of the Board of Directors shall be called upon the written request of one-third of the members of the Board, the Executive Director, or at the discretion of the President. Notice of any regular or special meeting of the Board of Directors shall be given by the Secretary or the Vice President to each member of the Board at least five (5) days prior thereto.

Section 4. Annual Meeting. The annual meeting of the Corporation shall be held between June 1st and June 30th of each year at a time and place to be designated by the President.

Section 5. Quorum. A quorum at any regular or special meeting of the Board of Directors of this Corporation shall consist of fifty percent of the current board membership, plus one of the Directors. (*revised 9/21/10*)

Section 6. Voting. All matters considered at a meeting shall be decided by a majority vote of those present, and all votes shall be by voice vote, except that a roll call shall be taken upon request of anyone present or if extraordinary circumstances require the need for an email vote . The President shall not vote except in case of a tie, in which he/she shall cast the deciding vote.

The majority of board business shall be acted upon during regular board meetings. However, there may be instances when it is impossible to do so. When such extraordinary conditions arise, a vote of the board may be taken by e-mail.

In the event that a vote is taken by e-mail, the motion shall be generated by an active board member and submitted to the President; The President shall distribute the motion to the Board Secretary, or to a designee, so appointed by the President, to distribute the motion to the board for second and if necessary, a full board vote. Votes shall be returned to the Board Secretary or his/her designee by each board member in a signed written document via email/scan, hand delivery, mail or fax, within 48 hours of being issued to the board unless another deadline is provided in the initial email or motion.

Each motion or action presented to the board for email vote or second shall clearly state the date the action was made, the name of the second (if required), a concise and clear narrative specifically stating the content of the motion, a narrative of any relevant background information pertaining to the motion, and a request for a “yes,” “no,” or “abstention” vote. The Executive Director shall be copied on all correspondence.

Upon the Board Secretary’s receipt, verification and tabulation of all duly submitted written and signed votes, such votes shall be filed with the corporation’s minute book. Regardless of whether the action is approved or not, the Board Secretary shall confirm whether the action has passed or failed by a majority vote or if there was a tie, to all directors upon receipt of all duly submitted votes.

The following conditions shall be a requirement before initiating a board vote by email:

- That additional information or discussion regarding the matter presented for vote is not needed before the board vote may be taken by email.
- That the action presented for email vote is required prior to the next scheduled board meeting due to immediate urgency or extraordinary circumstances.
- That significant discussion of the matter or action presented for email vote has already taken place in a prior board meeting.

Section 7. Robert’s Rules shall prevail at all meetings.

Section 8. An advisory Committee for special programs will be established from recommendations by Directors and staff to serve a non-specified term. The names of possible nominees will first be considered by the Executive Committee which will invite the candidates and will make the recommendations to the full Board for approval.

ARTICLE VI
Officers

Section 1. The officers of the Corporation shall consist of President, Vice-President, Secretary, and Treasurer, and other officers the Board of Directors may from time to time determine. The officers shall be members of the Board of Directors.

Section 2. Election of Officers. The Governance Committee shall present at the annual meeting a slate of officers to be elected for a one-year term. Officers shall not serve more than 3 consecutive years in the same office with the exception of serving an unexpired term prior to the three full years.

Section 3. The officers of the Corporation shall perform such duties as may be required of them by the Board of Directors. The President shall preside at all meetings of the Directors and the Executive Committee. In his/her absence, the Vice President shall act in his/her place and shall nevertheless be free to participate in all votes by the Board.

ARTICLE VII
Standing Committees

Revised by Board Vote 3/26/03 to create separate Finance and Fundraising Committees.

Revised by Board Vote 4/20/04 to create Program Committee.

Revised by Board Vote 9/21/10 to consolidate committees.

Except as otherwise provided, the following Standing Committees shall be appointed by the President as soon as feasible after his/her election. Such appointees shall serve until the successors are qualified. The names of the persons constituting the Committees shall be reported to the Board of Directors at or before the next ensuing meeting.

All committees shall have a minimum of 3 Directors. Their specific duties shall be set forth in policy statements which shall be reviewed annually and updated as necessary by the Board of Directors.

Section 1. Executive Committee. The elected officers and the Executive Director, an ex officio, non-voting member shall constitute the Executive Committee. The committee shall act as the Board of Directors in emergencies and report any actions taken to the full Board before or at the next meeting. The President ensures that an annual evaluation of the Executive Director is conducted. The majority of the Executive Committee shall institute a quorum.

Section 2. Fundraising Committee. Its duties shall include, but not be limited to, securing financial support for the program, developing sources of financial support for the program, and directing public relations and marketing programs for the program.

Section 3. Finance Committee. Its duties shall include, but not be limited to, working with Executive Director on budget review, studying long-range financial needs and addressing any facilities or building needs, and estimating expenses for maintenance repairs, utilities, furnishings and equipment, and overseeing the physical condition of the building and grounds. One of the members of this committee shall be Treasurer of the Corporation.

Section 4. Governance Committee. Its duties shall include the regular, annual recruiting, nominating and orientation of new members of the Board of Director's of the Corporation and presenting to the Corporation, at its Annual Meeting, the names of the persons it places in nomination for officers and Directors of the Corporation. Additional candidates for the Board of Directors may be nominated from the floor at the annual meeting. This committee also conducts the Board of Directors annual self-evaluation process.

Section 5. An Advisory Committee, Special Committee, or any Ad Hoc Committee will be appointed by the President of the Corporation whenever the President, Executive Director, and/or members of the Board of Directors of the Corporation deem necessary. Such a committee will be appointed and formed for a specific purpose and for a specific time to carry out its specific duties.

ARTICLE VIII Executive Director

Revised by Board Vote 10/21/03 to reflect employment by School District.

The Executive Director shall be employed by the Dover School District after recommendation and for such term as the Board of Directors may determine and will be a non-voting, ex-officio member of the Board of Directors and the executive committee. The duties of the Executive Director shall be to administrate all phases of the Dover Adult Learning Center, Inc.

ARTICLE IX Funds and Securities

Section 1. The Board of Directors may authorize any Officer or Officers, the Executive Director, or any employee in conjunction with one or more officers, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument or to sign checks, drafts, or other orders for payment of money or notes or other evidence of indebtedness, and such authority may be general or it may be confined to specific instances; and unless specifically authorized by the Board of Directors, no Officer, Director, or Executive Director shall have the power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it financially liable for any purpose or in any amount.

Section 2. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, depositories or other investments as the Board of Directors may select; and for the purpose of such deposit, the Officer or Officers or the Executive Director or any employee in conjunction with one or more Officers, to whom such power is expressly delegated by the Board of Directors, may endorse, sign and deliver checks, drafts, and other orders for the payment of money to the order of the Corporation. *(revised 9/21/10)*

Section 3. There shall be an annual audit by an independent auditor, annually approved by board vote, of all funds of the corporation.

ARTICLE X
Removal and Indemnification of Officers

Section 1. Removal. The Board of Directors at any meeting with respect to which notice of a proposed removal has been given, may by a two-thirds (2/3) vote of the full Board, remove from office any Director, or any Officer with cause and by a two-thirds (2/3) vote of the full Board recommend to the Superintendent removal from office the Executive Director with cause.

Section 2. Indemnification. The Corporation shall defend against and pay on behalf of each Director, Officer, and the Executive Director of the Corporation and their respective heirs, executors, and administrators for any cost, expense (including Attorney's fees), judgement, and liability reasonably incurred by or imposed by him in connection with any action, suit or proceeding to which he may be a party or with which he shall be threatened, by reason of his being, or having been, a Director, Officer, or the Executive Director of the Corporation or of any other Corporation which he serves or has served as Director, Officer, or the Executive Director at the request of the Corporation (whether or not he continues to be an Officer, Director, or the Executive Director or such other Corporation at the time such action, suit or proceeding is brought or threatened), except with respect to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct as a Director, Officer, or the Executive Director. In the event of settlement of any such action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Corporation is advised by counsel that such Director, Officer, or the Executive Director is not liable for willful misconduct as Director, Officer, or the Executive Director. The foregoing right of indemnification shall be in addition to any rights to which any Director, Officer, or the Executive Director may otherwise be entitled. The word "Director" as used in this article shall be deemed to include a member of the Executive Committee.

Section 3. The Directors and Officers' liability insurance policy shall be reviewed annually by the Board.

ARTICLE XI
Conflict of Interest

Revised by Board Vote 11/18/03

No Director is eligible to receive a loan of money or property from Dover Adult Learning Center or to take part in transactions with the Learning Center which are not in the Learning Center's best interests. A Director may be employed by Dover Adult Learning Center in the capacity of Instructor or Tutor provided such employment is fully disclosed to the Board of Directors at the time of such employment.

No Director shall vote or participate in discussion on any transaction which can potentially provide a pecuniary benefit to the Director, to a member of the Director's immediate family, or to an entity of which the Director or a member of his/her family is an employee or officer. When such a transaction is to be discussed, a Director must disclose his/her

conflict of interest and remove himself/herself from the board meeting during discussion and voting.

If a Director is associated with an entity that does business exceeding \$500 cumulatively per year with Dover Adult Learning Center, the Director must disclose the details of the transaction to the board and a two-thirds majority of the board who have not themselves sold goods or services to Dover Adult Learning Center in the past year must approve the transaction. Any transaction with a Director must be limited to goods or services that are purchased in the ordinary course of the Learning Centers business and must be at an actual, reasonable, or discounted cost.

If a transaction with a Director exceeds \$5,000 in one fiscal year, Dover Adult Learning Center will publish this fact in a general circulation local newspaper and will notify the New Hampshire Attorney General before consummating the transaction.

Each Director shall on an annual basis disclose in writing to the Board of Directors a conflict of interest statement acknowledging understanding of this section of the bylaws.

ARTICLE XII

The fiscal year of the corporation shall begin on the first day of July and end on the 30th day of June.

ARTICLE XIII

The bylaws of the Dover Adult Learning Center, Inc., may be amended at any regular meeting by a two-thirds (2/3) vote of those present and voting, provided written notice of the proposed amendments has been given to the members at least five days before the meeting.

ARTICLE XIV

These bylaws, when adopted, will supersede the original bylaws of the Dover Adult Learning Center, Inc. that were adopted on December 7, 1972, the revised bylaws that were adopted on March 16, 1978, and Amendments 1 to 3 thereof, the bylaws adopted on September 15, 1987, the bylaws adopted on May 20, 1997 and all subsequent revisions.

ARTICLE XV

We certify that the foregoing are the bylaws of the Dover Adult Learning Center, Inc. adopted at a meeting of the Board of Directors.

DATE:

Signatures: