

SECOND AMENDED AND RESTATED BY-LAWS

OF

VOLUNTEER INSTRUCTORS TEACHING ADULTS, INC. ("VITA")

(Revised 8/24, 2011)

We, the undersigned, being the duly elected President and Secretary of VOLUNTEER INSTRUCTORS TEACHING ADULTS, INC. "VITA", a non-profit corporation organized and existing under the laws of the State of Louisiana, hereby consent in writing to the Second Amended and Restated By-Laws of the corporation to read as follows:

Section I. OFFICES

1.1 The registered office is located at 905 Jefferson Street, Suite 404, Lafayette, Lafayette Parish, Louisiana.

1.2 The corporation may have such offices at such other places as the Board of Directors may from time to time determine or the business of the corporation may require.

Section 2. OBJECTIVES

2.1 Recruit students, evaluate students, establish educational goals, conduct monthly review of progress toward achievement of goals.

2.2 Provide on a one to one or small group basis free reading instruction to adults sixteen years of age and older who are reading below the 8th grade level.

2.3 Recruit, train, motivate and reward volunteers as tutors and in other capacities.

2.4 Raise the level of Public Awareness regarding the scope and effects of adult literacy and use this Public Awareness as a means of advancing and gaining support for programs and mission at VITA. Develop Public Relations program that speaks and listens to, and reports results to the community.

2.5 Manage VITA operations in a cost effective manner.

2.6 Secure tutoring sites parish wide.

2.7 Develop, implement and maintain a review and evaluation process for staff, programs, policies and procedures.

2.8 Conduct periodic review of educational methods and materials.

2.9 Develop and maintain a time appropriate plan or protocol of operation and

development.

- 2.10 Develop and provide a link for students to further education.

Section 3. MEMBERSHIP

Membership in this organization is open to anyone interested in its affairs and purposes and who qualifies by paying the minimum annual dues set by the Board.

Section 4. THE BOARD OF DIRECTORS

4.1 The official governing body of Volunteer Instructors Teaching Adults, Inc. ("VITA") shall be a Board of Directors. The Board will consist of a minimum of at least three (3) members who are elected at the Annual meeting of the organization and shall take office at the next board meeting. Candidates for the Board of Directors will be selected from qualified persons in the area served by VITA.

4.2 Responsibilities of the Board of Directors shall include supervision of the following:

- 1 Policy making
2. Goal setting
3. Assisting in recruiting students, members and volunteers
4. Authorization of all financial expenditures requiring board approval pursuant to Section 5.7
5. Employing, evaluating and terminating the services of all executive personnel and determining the terms of any such employment.

4.3 Term of Office:

1. The Board of Directors shall be elected by the members at the Annual meeting of members. All Directors shall be elected for a term of one (1) year and may be eligible for reelection.
2. The Board of Directors shall have the authority to fill any interim vacancy. Individuals elected to the Board of Directors in this manner will complete the term of office of the member he replaces.
3. Members of the Board may be dropped from the Board for non-

attendance after missing three consecutive meetings. It shall be the responsibility of the Executive Director to notify the Board when any Board member misses three meetings in succession.

4.4 Meetings: At least six (6) regular meetings of the Board of Directors will be held during the calendar year, at a time to be set by the Board of Directors. Special or called meetings shall be held at the request of the Chairman of the Board or on the written request of any three Directors.

4.5 Notices: Notice of meetings of the board shall be given not less than three (3) days prior to such meetings. Directors present at a meeting shall be deemed to have received, or to have waived notice thereof. Notice of a meeting may be waived in writing at any time and the waiver need not specify the purpose of or the business to be transacted at the meeting.

4.6 Quorum: A majority of the Board shall be necessary to constitute a quorum for the transaction of business, and except as otherwise provided by law.

4.7 Participation: Participation in a meeting of the Board of Directors of VITA, including voting, may be in person, by telephone, email, teleconferencing by proxy or any other lawful means approved by the Board of Directors.

Section 5. OFFICERS

5.1 The officers of the corporation shall be elected by the Board of Directors at the first meeting of Directors following the Annual meeting of members and shall be a President, Vice-President, Secretary and Treasurer.

5.2 Eligibility: Any current member of the Board and/or Advisory Board who has been a member for at least one year is eligible to hold office.

5.3 Tenure: Officers are elected for one year and serve immediately upon their election.

5.4 The President shall preside at all Board meetings, shall appoint all committees, chairpersons and shall serve as an ex-officio member of all committees except the nominating committee. The President may serve as an ex-officio of the nominating committee upon majority vote of said nominating committee.

5.5 The Vice-President shall handle the duties of the President at such times that the President is absent.

5.6 The Secretary shall take the minutes of all Board meetings, keep a roll of the members of the Board, maintain a list of all committees, and mail a copy of the minutes of the board meetings to all Board members at least seven (7) days before the next Board meeting. The

Secretary shall notify officers and committees of their appointments and Board members of all meetings. In the absence of the President and Vice-President the Secretary shall call the Board to order and preside until the election of a president pro temp.

5.7 The Treasurer shall be responsible for supervising proper collection of all dues; the keeping of an accurate account of funds and depositing, all funds in a designated bank by or through the assistance of persons designated by said Treasurer. The Treasurer shall render a report at each Board meeting and present all other financial statements to the direction of the Board and is responsible for having an audit of the Treasurers books at the end of the fiscal year. All expenditures not included in an approved budget shall be authorized by the Treasurer and/or Board of Directors and made by the Treasurer and/or a person designated by the Treasurer. Any expenditure in an approved budget may be made by any person having authority to sign checks drawn on the account of VITA so long as said expenditure is in the best interests of VITA.

5.8 Vacancies: If the President vacates his office for any reason other than expiration of his term, he shall be replaced by the Vice-President. Other vacancies shall be filled by the Board of Directors.

Section 6. THE EXECUTIVE COMMITTEE

6.1 Constitution: The Executive Committee, if any, shall include the four corporate officers of VITA and the Executive Director.

6.2 Powers: The Executive Committee shall coordinate the activities of other committees so as to provide for efficient functioning without duplication of effort.

6.3 Meetings: The Executive Committee shall meet periodically or as necessary and shall present the minutes of its meetings to the Board of Directors for ratification at the next succeeding meeting of the Board.

6.4 Notice: Notice of a meeting of the Executive Committee must be given to committee members at least one (1) week prior to the meeting.

Section 7. ANNUAL MEETING

7.1 An annual meeting of the members of this Corporation shall be held in the month of July of each calendar year or as otherwise fixed at the first or second board meeting of each year and held in the City of Lafayette at such time and place as the Board of Directors may designate. The meeting will be preceded by fifteen (15) days written notice.

7.2 Special meetings of the membership may be called from time to time at the discretion of the Board of Directors.

Section 8. COMMITTEES

There shall be such committees as may be designated by the Board of Directors. Any member of VITA is eligible to serve on a committee upon appointment by the Chairman of each respective committee.

Section 9. STAFF

9.1 The staff shall consist of the Executive Director and such assistant or clerical help that may be required and authorized.

9.2 Services of the Executive Director shall be terminated by either the Executive Director or by majority vote of the Board of Directors upon thirty (30) days written notice except in the case of agreement by both parties for an earlier termination of services.

Section 10. TUTOR REPRESENTATION

A tutor's representative shall serve on the Board of Directors as an official or as an ex-officio member of the Board.

Section 11. PARLIAMENTARY AUTHORITY

The Parliamentary Authority of this Corporation shall be Roberts Rules of Order which shall govern in the silence of the Charter and By-Laws.

Section 12. AMENDMENTS

These By-Laws may be amended or repealed by the Board of Directors at any regular or special meeting, provided specific notice of the proposed amendment or repeal is contained in the notice of such regular or special meeting of directors. The By-Laws may be amended or repealed only by a two-thirds (2/3) vote of the Directors present at a duly constituted Board meeting.

Section 13. DISSOLUTION

Upon the dissolution of Volunteer Instructors Teaching Adults, Inc. "VITA", the corporation shall, after paying or making provision for the payment of all its liabilities, dispose of all its assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the internal Revenue Code of 1954, as amended, as the corporation shall determine. Any assets not so disposed of shall be disposed of by the Fifteenth Judicial District Court of Lafayette

Parish exclusively for such purpose or to such organization, as said Court shall determine, which are organized and operated exclusively for such purpose.

Section 14. COPYRIGHT MATERIALS

All royalties or monies realized from the sale or other use of copyrighted materials which are developed by the VITA staff and volunteers, directors and officers during the time of employment with VITA, shall become the property of VITA. The recognition for the development of the material shall be attributable to the volunteers, directors and officers.

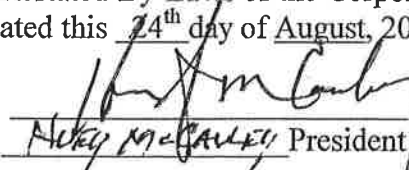
Section 15. MISCELLANEOUS

15.1 Fiscal year. The Board of Directors may adopt for and on behalf of the corporation a fiscal or a calendar year.

15.2 Gender. All Pronouns and variations thereof used in these By-Laws shall be deemed to refer to the masculine, feminine or neuter gender, singular or plural, as the identity of the person, persons, entity or entities referred to require.

ATTESTATION

I hereby execute these as the Second Amended and Restated By-Laws of the Corporation adopted by the Board of Directors pursuant to the consent dated this 24th day of August, 2011.



Nicky McGawley, President

CERTIFIED

I hereby certify that the foregoing that the foregoing are the Second Amended and Restated By-Laws of the Corporation adopted by the Board of Directors by Consent dated the 24th day of August, 2011.



Gene F. Cole, Secretary