

**BYLAWS
OF
NATIONAL COALITION FOR LITERACY**
(a District of Columbia Nonprofit Corporation)
Revised October 8, 2007

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NATIONAL COALITION FOR LITERACY**

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**BYLAWS
OF
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ARTICLE I. Offices

Section 1.01 Office(s); D.C. Registered Agent

The principal office of the National Coalition for Literacy (the "Corporation") shall be located within or without the District of Columbia, at such place as the Board of Directors ("Board") shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board may designate. The Corporation shall continuously maintain within the District of Columbia a registered office at such place as may be designated by the Board.

ARTICLE II. Members

Section 2.01 Classes of Membership

As provided in the Corporation's articles of incorporation, membership in the Corporation may be divided into such classes as are set forth in the articles or as further set forth in these bylaws. The designation of each class of members, the qualifications and rights of the members of each class, the conferring, limiting or denying the right to vote, and the manner of recording the vote shall be as further provided in these bylaws. For purposes of these bylaws and the District of Columbia Nonprofit Corporation Act (the "Act"), and as provided in Corporation's articles, there shall be only one class of voting members known as voting member organizations. There may be one or more classes of nonvoting members as the Board may determine from time to time.

Section 2.02 Who Shall Be Members

A. Voting Member Organizations

1. There shall be a class of voting membership consisting of each organization qualifying for voting membership, and this class of members shall be known as voting member organizations. No other entity, person, or class of members shall have any member voting privileges. In order to provide a strong force for the advancement and support of adult education and literacy and to create a network for adult education and literacy, organizations must meet the following key membership eligibility criteria:

- (a) An organization must be a nonprofit organization entitled to exemption from Federal income tax under the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law) (the "Code") under Section 501(a) of the Code or a state institution of higher education (or programs or departments within such an institution) entitled to exemption from Federal income tax.
- (b) An organization must be national in scope; state or local chapters of a national organization are not eligible for membership; and

- (c) An organization must have a major focus on adult education and literacy which is manifested by providing either: research, policy development and/or advocacy in adult education and/or family literacy; consulting to organizations in adult education and/or family literacy; training, professional development and/or instructional programs to organizations or persons in adult education and/or family literacy.

B. Voting Rights

Each voting member organization shall have one vote in each matter on which voting member organizations shall be entitled to vote, such vote to be registered as provided below in these bylaws. Voting member organizations are entitled to vote upon the selection of members of the Board, and with respect to amendment of the articles of incorporation and bylaws, and any other such question upon which the Board from time to time may seek a vote from voting member organizations.

C. Representation

Each voting member organization shall designate an individual to be known as its NCL Representative. The vote of each voting member organization shall be cast by its NCL Representative or that Representative's designee.

Section 2.03 Dues; Application

The Board shall establish such dues and fees for membership privileges and services and schedule for payment of same for membership as it may from time to time deem necessary for the orderly and economical conduct of the affairs of the Corporation. Application for membership shall be made on such form(s) as the Board shall determine from time to time.

Section 2.04 Term of Membership

The term of any membership shall not exceed one calendar year; provided, however, that any member may resign at any time upon written notice to the Secretary of the Corporation (any resignation to take effect as specified therein or, if not so specified, upon receipt by the Secretary), and any member may be removed or membership revoked at any time, with or without cause, by majority vote of the Board at any meeting of the Board with or without notice to the member. There shall be no refund of dues at any time for any reason.

Section 2.05 Refusal or Revocation of Membership

Any organization that fails in the judgment of the Board to meet the eligibility criteria may be refused membership without liability of any kind. As a condition of membership, the Board may without liability of any kind revoke membership whenever in its judgment the Board determines that denial or revocation of membership is in the

best interests of the Corporation. Further, membership shall automatically be revoked without the necessity of Board action when a member is no longer eligible for membership or fails to pay dues when same are due and payable.

Section 2.06 Annual Meeting

An annual meeting of all of the members shall be held for the election of directors and the transaction of other business as may properly come before the members on such date as shall be set by the Board. The voting members shall elect the directors based upon the slate of nominees presented by the Board as provided in Section 4.01C.

Section 2.07 Special Meetings

Special meetings of the members may be called by the President, the Vice President, the Secretary, or the Board. Special meetings may also be convened by members entitled to cast one-tenth of the total number of votes entitled to be cast as such meeting.

Section 2.08 Place and Time of Meetings

Meetings of members may be held at such place, within or without the District of Columbia, and at such day and hour as may be fixed in the notice of the meeting.

Section 2.09 Notice of Annual and Special Meetings

Written or printed notice stating the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 or more than 50 days before the date of the meeting, either in person or by electronic or postal mail, by or at the direction of the President, or the Secretary, to each member entitled to vote at such meetings. All nominations shall be included in the notice of the annual meeting or notice of election by mail ballot or by other appropriate and timely means.

If mailed via United States mail, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid, addressed to the member at his address as it appears on the records of the Corporation.

Section 2.10 Waivers of Notice

Whenever any notice is required to be given to any member under any provision of law, the articles of incorporation or these bylaws, a waiver thereof in writing signed by the member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence in person of any member at a meeting, without objection to the lack of notice of such meeting, shall also waive notice by such member.

Section 2.11 Quorum

Members having at least one-fifth of the votes entitled to be cast represented in person shall constitute a quorum at a meeting of members for the transaction of any business.

If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting from time to time until a quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

Section 2.12 Vote by Members

Each voting member shall have one vote. Voting on all matters, including but not limited to the election of directors, may be conducted by electronic or postal mail ballot.

Notwithstanding any provision to the contrary in these bylaws, the following provisions shall apply throughout these bylaws:

Voting on all matters by the NCL Representatives of voting member organizations may be conducted by mail (i.e., mail sent via United States Postal Service), electronic mail, telephone call, fax machine, or any other means of electronic or telephonic transmission now existing or hereafter coming into existence and authorized by the District of Columbia Nonprofit Corporation Act as amended from time to time, and nothing in these bylaws shall be deemed to bar use of such new means of voting, nor shall any further amendment of these bylaws be required.

“Mail ballot” as used throughout these bylaws includes but is not limited to a ballot sent by mail via electronic mail and/or via United States Postal Service.

NCL Representatives of voting member organizations who vote by mail (i.e., mail sent via United States Postal Service), electronic mail, telephone call, fax machine, or any other means of electronic or telephonic transmission now existing or hereafter coming into existence and authorized by the District of Columbia Nonprofit Corporation Act as amended from time to time, shall be deemed present in person at any meeting of the membership to which the particular vote pertains.

The means by which any NCL Representative of a voting member organization casts a vote shall be presumed to be a method of voting chosen by and authorized by the NCL Representative and the voting member organization.

Section 2.13 Presiding Officer and Secretary

At any meeting of the members, if neither the President, nor the Vice President, nor a person designated by the Board to preside at the meeting shall be present, the voting members present shall appoint a presiding officer for the meeting. If the Secretary is not present, the appointee of the person presiding at the meeting shall act as secretary of the meeting.

Section 2.14 Procedure and Order of Business

Robert's Rules of Order shall govern the procedure of meetings of the membership.

ARTICLE III. Board

Section 3.01 Powers of the Board

The affairs of the Corporation shall be managed by the Board. Delegation of any authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him by law.

Section 3.02 Number of Directors; Qualifications

The number of directors of the Corporation shall be nine. The number of directors may be increased or decreased from time to time by amendment of the bylaws. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. No amendment, removal or vacancy shall be permitted that would reduce the number of directors to less than three. To be eligible to serve as a director, candidates must be and continue to be either a member's NCL Representative or another professional from the voting member organization, provided, however, that of the three directors to be elected each year, one such member of the Board need not meet these eligibility criteria but must have been a member in another category and have attended meetings regularly for a minimum of one year prior in order to be eligible to serve.

Section 3.03 Election; Term of Directors; Term Limits

The first Board of the Corporation consisted of those persons named in the articles of incorporation. Such persons held office until they elected the first full Board of nine directors. In order to establish rotating terms of members of the Board, when the initial Board named in the articles of incorporation elected the first full Board of nine directors, one third of such directors were elected for a term of three years, another third were elected for a term of two years, and the final third were elected for a term of one year, as designated by the initial Board. Thereafter, at each annual meeting of the members, the members have continued and shall continue to elect three directors, each director to hold office for a term of three years or until his successor has been elected. No director may serve more than two consecutive three year terms.

Section 3.04 Vacancies

Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the directors then in office. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office or until his successor is elected. No director elected to fill a vacancy may serve longer than the unexpired portion of the remaining term of the vacancy he is filling, followed by one full three year term.

Section 3.05 Removal of Directors

A director may be removed with or without cause at any time by action of the Board, provided that such action is taken at any meeting of the Board and that notice of the meeting shall have indicated that removal of a named director was part of the agenda.

Section 3.06 Resignations

Except as otherwise required by law, any director of the Corporation may resign at any time by giving written notice to the Board, the President, or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Failure to attend at least one Board meeting per calendar year shall constitute automatic resignation effective on December 31 of that year, and the Board shall act to fill the vacancy at the meeting next following December 31.

Section 3.07 Quorum of Directors; Action by the Board

Unless a greater proportion is required by law, a majority of the number of directors shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the articles of incorporation or these bylaws, 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. For example, a quorum of a nine member Board shall be five, and assuming five directors are in attendance, the vote of a majority of the directors present, i.e., three, shall carry a motion.

At the time of amendment of these bylaws in 2007, in contrast to means of voting by voting member organizations, the District of Columbia Nonprofit Corporation Act allows the Corporation's directors to act only in person at a meeting, or to participate in a meeting by means of a telephonic meeting where all persons may hear each other, and by unanimous written consent. In the event that the District of Columbia Nonprofit Corporation Act may be amended to broaden beyond meetings, telephone calls, and unanimous written consent the means by which the Corporation's directors may act, such additional means as may be authorized by the District of Columbia Nonprofit Corporation Act as amended from time to time may be utilized by the Corporation's directors immediately, and nothing in these bylaws shall be deemed to bar use of such new means of acting or participating, nor shall any further amendment of these bylaws be required.

Section 3.08 Meetings of the Board

Meetings of the Board, whether annual, regular or special, may be held at such place within or without the District of Columbia, and upon such notice as may be prescribed by resolution of the Board. At the time of writing of these bylaws, it was intended that the Board shall meet twice each year, once for an annual meeting, and again for another regular or special meeting.

A director's attendance at any meeting shall constitute waiver of notice of such meeting, except such attendance at a meeting by the director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Unless specifically required elsewhere in these bylaws, neither the business to be

transacted at, nor the purpose of any annual, regular or special meeting of the Board need be specified in the notice or waiver of such meeting.

Robert's Rules of Order shall govern the procedure of meetings of the Board.

Section 3.09 Action by Unanimous Written Consent; Meetings by Conference Telephone Call

Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken by the Board may be taken without a meeting if all directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the articles of incorporation or these Bylaws, any or all directors may participate in a meeting of the Board or a committee of the Board by means of conference telephone or by any means or communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.10 Compensation of Directors

The directors shall serve as directors without compensation; provided, however that, directors may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board. Provided that the conflicts of interest policy set forth in these bylaws shall be complied with, nothing in this Section shall prevent a person who is a director from serving the Corporation in a capacity other than as a director, and receiving reasonable compensation for that service.

ARTICLE IV. Committees

Section 4.01 Committees and Other Bodies; Authority

A. There shall be an Executive Committee consisting of the officers of the Corporation: the President, Vice President, Secretary and Treasurer. Any person serving on the Executive Committee shall cease to serve on the Executive Committee if his or her service as an officer terminates. The Executive Committee may meet at the request of three of its members. A majority of officers shall constitute a quorum for the transaction of Executive Committee business. The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall constitute an act of the Executive Committee. The Executive Committee is intended to meet when an emergency may arise where Board action is necessary but it is impossible to convene the Board in a timely manner. The Executive Committee shall not have the authority to fill any vacancy on the Board or to fill any vacant office, remove any director or officer, or amend or repeal bylaws, nor shall the Executive Committee take any action which conflicts with previously expressed policies, budget or wishes of the Board. Executive Committee actions shall be reported fully to and shall be subject to review and

ratification by the Board at the Board's next meeting.

B. The Board, by resolution adopted by a majority of the directors in office, i.e., at least five of nine directors, may designate and appoint one or more committees, each of which shall consist of two or more directors. In addition to the Executive Committee, there also shall be a Finance Committee and a Nominating Committee established by resolution of the Board.

C. The establishment of the Nominating Committee by resolution of the Board shall be subject to the following conditions. The President shall appoint the chair of the Nominating Committee. The Nominating Committee may make or accept nominations for director positions. The Nominating Committee in its discretion shall present to the Board a slate of candidates to serve as directors. The Board shall present the slate to the voting membership without amendment, and the voting membership shall vote up or down upon the slate as a whole, without amendment. If the voting membership votes down the slate, additional slates shall be presented until such time as a slate shall be approved by the voting membership.

D. The designation and appointment of any such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual director, of any responsibility imposed upon it or him by law. The committees shall operate pursuant to such procedures as the Board may specify. All committees shall at all times operate within the scope of any resolutions previously adopted by the Board. All committees shall report their actions to the Board for review and ratification at the next meeting of the Board.

E. In addition to committees, the Board may also appoint one or more advisory boards or other bodies, e.g., task forces, working groups, committees, etc., as it may deem necessary from time to time, and such advisory boards or other bodies shall act only in a nonbinding, advisory capacity to the Board. Similarly, from time to time the Board may also designate the Corporation's group of individual, corporate, and other financial supporters with a name, and within the group of financial supporters, subdivide the group by categories and/or levels of support, and the various categories and/or levels of support shall have such rights, privileges, and services as the Board may from time to time determine, e.g., receipt of electronic news letters, invitation to various meetings and the like; provided, however, that they shall have no right to vote in any proceedings of the Corporation, nor shall individuals or organizations, or any person representing an organization, have any right to serve as a director, officer, or member of any committee; provided, further however, they may so serve if eligible and invited to do so by the Board of Directors or the Nominating Committee.

ARTICLE V. Officers, Agents and Employees

Section 5.01 Officers

The Board shall elect or appoint the following officers of the Corporation: a

President, a Vice President, a Secretary and a Treasurer. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 5.02 Term of Office and Removal

Each officer shall hold office for the term of one year for which he is elected or until his successor has been elected or appointed and qualified. Unless otherwise provided by resolution of the Board, all officers shall be elected at the annual meeting of the Board, which shall follow the annual meeting of the membership. Any officer may be removed by the Board with or without cause whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5.03 Powers and Duties of Officers

Subject to the control of the Board, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these Bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

A. President

The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

B. Vice President

In the absence of the President or in the event of his inability or refusal to act, the Vice President, shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe by resolution, or as the President may from time to time prescribe, subject to the powers and the supervision of the Board.

C. Secretary

The Secretary or his or her designee shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary or his or her designee shall have custody of the corporate seal of the Corporation, if any, and he shall have authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his signature. The Secretary shall maintain the status of the

Corporation in the District of Columbia and maintain any required licenses.

D. Treasurer

The Treasurer or his or her designee shall have the custody of, and be responsible for, all funds and securities of the Corporation. He shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable property of the Corporation in the name and to the credit of the Corporation in such financial organization(s) the Board may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as from time to time shall be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his duties as the Board may require, for which he shall be reimbursed. The Treasurer shall cause to be filed any IRS Form 990 or any other required tax forms with IRS or any state or local government.

Section 5.04 Compensation of Officers

The officers shall serve as officers without compensation; provided, however that, officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board. Provided that the conflicts of interest policy set forth in these bylaws shall be complied with, nothing in this Section shall prevent a person who is an officer from serving the Corporation in a capacity other than as an officer, and receiving reasonable compensation for that service. The Board may require officers to be bonded or otherwise give security for the faithful performance of their duties.

Section 5.05 Compensation of Other Agents and Employees

The Corporation may pay compensation in reasonable amounts to agents and employees for services rendered, such amounts to be fixed by the Board or, if the Board delegates power to any officer(s), then by such office(s) within general guidelines set forth by the Board. The Board may require officers, agents or employees to be bonded or otherwise give security for the faithful performance of their duties.

ARTICLE VI. Miscellaneous

Section 6.01 Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

Section 6.02 Corporate Seal

The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words “Corporate Seal” and “District of Columbia”, and in the center, the year the Corporation was formed, or shall be in such form as may be approved from time to time by the Board. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

Section 6.03 Checks, Notes and Contracts

The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness, to enter into contracts,; or to execute and deliver other documents and instruments.

Section 6.04 Books and Records to be Kept

The Corporation shall keep at its principal office correct and complete books and records of account, minutes of proceedings of the members, the Board and any committee having any of the authority of the Board, and a record of the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any director, officer, or member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time.

Section 6.05 Amendments to Articles and Bylaws

The articles of incorporation and these bylaws may be amended by a majority vote of the members entitled to vote.

Section 6.06 Indemnification and Insurance

A. Unless otherwise prohibited by law, the Corporation may indemnify any director or officer, any former director or officer, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of such duty to the Corporation.

B. Amounts paid in indemnification or expenses and liabilities may include,

but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any director, officer, or employee; provided, however, that such director, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

C. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act, occurring before or after adoption hereof.

D. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board, or otherwise and shall not restrict the power of the Corporation to make any indemnification permitted by law.

E. The Board may authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him which arises out of such person's status as a director, officer, employee, or agent or out of facts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

F. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Code. Further, if at any time the Corporation is deemed to be a private foundation within the meaning of Section 509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in Sections 4941(d) or 4945(d), respectively, of the Code.

G. If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 6.07 Prohibition on Loans

No loans shall be made by the Corporation to its directors, officers, employees or agents.

Section 6.08 Conflict of Interests

It is expected that all officers, directors, and employees of the Corporation will attempt at all times to adhere to the highest ethical standards in all matters affecting the Corporation.

The terms of the Corporation's tax exempt status prohibit the Corporation from

awarding grants to or entering into contracts with any of the Corporation's officers or directors, or with private entities controlled, directly or indirectly, by the Corporation's officers or directors.

Therefore, where any officer, director, or employee of the Corporation, or any spouse (or other person with whom one cohabits), or lineal descendant or ascendant of same respectively, is an officer, director, or employee of, or has a financial interest in, any other corporation, partnership, association or other organization (including any vendor of goods or services) with which the Corporation has entered into, or is considering entering into, any contract, grant or any other transaction, such officer, director, or employee shall disclose in writing to the Board of directors all material facts as to the relationship or interest. Prior to consummating such a contract, grant or transaction, the contract or transaction may not in any event adversely affect the Foundation's status as an organization described in Section 501(c)(3) of the Code and may not constitute an act of self dealing or taxable expenditure, as defined in Section 4941(d) or Section 4945(d), respectively, of the Code, and either:

A. After reviewing the material facts concerning the transaction and after determining after reasonable investigation that the Corporation could not have obtained a more advantageous arrangement with reasonable effort, the Board of Directors may authorize or approve the transaction in good faith by a vote of a majority of the directors then in office excluding any interested director(s), even though the disinterested directors may be less than a quorum; or

B. Where it is not reasonably practical to obtain approval of the Board of Directors prior to entering into the grant, contract or transaction, a committee or person(s) authorized by the Board of Directors may approve the transaction in good faith after reviewing the material facts concerning the transaction and after determining after reasonable investigation that the Corporation could not obtain a more advantageous arrangement with reasonable effort; provided, however, that said grant, contract or transaction shall remain subject to ratification by the Board of Directors at its next meeting, in accordance with A.

Interested directors may be counted in determining the presence of a quorum at such meeting.

No officer, director, or employee shall use, for financial or other advantage, confidential or proprietary information accessed by virtue of position with the Corporation. Information does not need to be marked as "proprietary" or "confidential" before this policy applies. Types of information the Corporation considers proprietary or confidential include for example, computer programs and databases, and such other information as personnel files, research and development information, strategic plans, technical information, communications of the Corporation or its agents, financial information, and advice of accountants and legal counsel. Only individuals to whom

proprietary and confidential information must be disclosed in the performance of duties have a need to know this information.

Section 6.09 Gender References

Throughout these bylaws, the masculine, feminine and neuter gender each shall be deemed to include every gender.

CERTIFICATION

I, _____, Secretary of the National Coalition for Literacy (the "Corporation"), a District of Columbia nonprofit corporation, DO HEREBY CERTIFY that the foregoing is a true and correct copy of the Corporation's bylaws as amended, effective when approved by the vote of the membership on _____, 2007 and which bylaws are current as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Corporation this _____ day of _____, 2007.

Secretary

[SEAL]