

**BYLAWS  
OF  
NATIONAL COALITION FOR LITERACY**  
(a District of Columbia Nonprofit Corporation)

Adopted May 14, 2003

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OF  
NATIONAL COALITION FOR LITERACY**

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**BYLAWS  
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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 one class of voting members known as voting member institutions and one class of nonvoting members as further provided below.

**Section 2.02 Who Shall Be Members**

**A. Voting Member Institutions**

1. There shall be a class of voting membership consisting of each institution qualifying for voting membership, and this class of members shall be known as voting member institutions. 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 literacy education, only the following shall be eligible for membership as voting member institutions: nonprofit institutions 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 as an organization described in Sections 501(c)(3) and 509(a)(1), (2) or (3) of the Code and other nonprofit educational, scientific, and charitable institutions that have a focus on adult literacy.

2. Each voting member institution shall have one vote in each matter on which voting member institutions shall be entitled to vote, such vote to be registered as provided below in these bylaws. Voting member institutions 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 institutions.

3. Each voting member institution shall designate an individual to be known as its NCL Representative. The vote of each voting member institution shall be cast by its NCL Representative.

#### B. Nonvoting Friends of NCL

1. Recognizing that it is to the Corporation's and its voting institutional members' advantage that persons or organizations be associated with the Corporation for the purpose of encouraging the interchange of information and counsel among various groups interested in adult literacy education, there shall be a class of nonvoting membership known as Friends of NCL.

2. Friends that are organizations shall appoint one or more persons to represent them according to a schedule established by the Board of the Corporation from time to time.

3. Friends shall have such rights, privileges, and services as the Board may from time to time determine, except that they shall have no 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, however, they may so serve if invited to do so by the Nominating Committee.

#### **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 both classes of 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 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 Revocation of Membership**

As a condition of membership, the Board may without liability of any kind deny membership to or revoke membership of any institution or person, the purposes, policies or actions of which are deemed inconsistent with policies of the Corporation, or 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 Secretary, or by 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 at such meeting.

### **Section 2.08 Place and Time of Meeting**

Meetings of members may be held at such place, within or without the District of Columbia, and at such 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 of any member at a meeting, in person or by proxy, 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 or by proxy shall constitute a quorum at a meeting of members for the transaction of any business. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. For example, if there are 100 voting members, 20 voting members constitute a quorum, and suppose there are 20 voting members present, and the vote of a majority of the voting members present, i.e., 11, shall carry a motion.

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**

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.

### **Section 2.13 Proxies**

A voting member may vote by proxy executed in writing by the member's NCL Representative. (This provision does not apply to the members of the Board, for whom proxy voting is prohibited.)

No proxy shall be valid after eleven months after the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the voting member executing it, except as otherwise provided by law.

### **Section 2.14 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 2.15 Procedure and Order of Business**

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

**Section 2.16 Informal Action by Members;  
Meetings by Conference Telephone Call**

Any action required by the Act to be taken at a meeting of the members of the Corporation, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be stated as such in any articles or document filed with the Mayor of the District of Columbia under the Act.

Except as otherwise required by law or restricted by the articles of incorporation or these bylaws, the members may participate in a meeting of the members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at the meeting.

**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 NCL Representatives from voting member institutions, provided, however, that up to and including four members of the Board need not meet these eligibility criteria.

**Section 3.03 Election; Term of Directors; Term Limits**

The first Board of the Corporation shall consist of those persons named in the articles of incorporation. Such persons shall hold office until they elect the first full Board of nine directors. Notwithstanding any provision of these bylaws to the contrary, in order to establish rotating terms of members of the Board, when the initial Board named in the articles of incorporation elects the first full Board of nine directors, one third of such directors shall be elected for a term of three years, another third shall be elected for a term of two years, and the final third shall be elected for a term of one year, as designated by the initial Board. Thereafter, at each annual meeting of the members, the members shall 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.

#### **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 is 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 Informal Action by Directors;  
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; Authority

A. There shall be an Executive Committee consisting of all of the officers of the Corporation (i.e., the President, Vice President, Secretary and Treasurer) and the chair of the Nominating Committee. 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 from among NCL Representatives or other persons. The Nominating Committee in its discretion shall present to the Board a slate of candidates to serve as directors, and at least five of the candidates shall be NCL Representatives. 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, 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.

## **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 institution(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 initial Board named in the articles of incorporation shall adopt the initial Bylaws of the Corporation. Thereafter, 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, Noreen Lopez, 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 adopted by the Board by unanimous written consent in lieu of the organization meeting of the Board, 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 \_\_\_\_\_, 2003.

\_\_\_\_\_  
Noreen Lopez, Secretary

[SEAL]