

TO: ALA Executive Board

SUBJECT: Affiliation Request – LiteracyNation, Inc.

BOARD REQUEST: Board Action

ACTION REQUESTED BY:

ALA Executive Director, Tracie Hall thall@ala.org

DRAFT OF MOTION:

The ALA Executive Board forwards this application for affiliate status for the LiteracyNation, Inc., in accordance with Policy A.10.2 recommends affiliation to the ALA Council.

DATE: October 1, 2022

ATTACHMENTS:

(1) Policy Framework:

ALA Constitution, Article X, Section 1: National or international organizations having purposes similar to those of the Association or to one or more of the Association’s subdivisions may request to become an affiliate of the Association. Requests for affiliation are subject to Council’s approval.

ALA Policy A.10.2: Criteria have been established to guide the Council in considering applications for affiliation with ALA of national and international organizations which must: be not for profit; have interests consistent with those of ALA; have sufficiently large membership and length of existence to ensure continued support under constitutions and bylaws not in conflict with ALA and its policies; and do not discriminate in membership on the basis of race, creed, color, sex, sexual orientation, gender identity or expression, age, disabilities, or national origin.

Full text of ALA Guidelines for Affiliate Membership:

<http://www.ala.org/aboutala/affiliates/affiliates/criteria>

(2) Status

The ALA Executive Director has reviewed this application for affiliation in accordance with the American Library Association Affiliation Guidelines, adopted by the ALA Executive Board on October 8, 1982, and amended in 2010.



The application includes:

- a) A statement including the year of founding; the total number of members; a list of journals and other publications, if any; or other evidence of interest in libraries and librarianship or information science.
- b) A brief history of the organization, including its aims.
- c) A copy of its current constitution and bylaws.
- d) The names and addresses of current officers.
- e) A statement of ways in which the applicant visualizes cooperation with ALA.
- f) A statement that the organization does not discriminate in its membership on the basis of race, creed, color, sex, sexual orientation, gender identity or expression, age, disabilities, or national origin.
- g) A statement addressing ways in which the applicant, as an affiliate, will benefit ALA.

According to the Guidelines for Affiliate Membership, the ALA Constitution and Bylaws Committee reviewed the Bylaws and confirmed that no conflict exists between those Bylaws and ALA Bylaws.

(3) Attachments

Application packet, including above components

LiteracyNation, Inc.
ALA Affiliate Application



LiteracyNation, Inc.

“With Literacy and Justice for All”

Submitted By: Richard E. Ashby Jr, MLIS

Member #1206337

8/27/22

LiteracyNation, Inc.

ALA Affiliate Application - Documents Required

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a) LiteracyNation, Inc. year founded, number of members, list of publications

LiteracyNation, Inc. was founded in 2011 and currently has 2,100 members.

Media resources (articles, interviews, etc.)

Below is a list of media resources, which provide evidence of LiteracyNation, Inc.'s interest in libraries and librarianship:

1. https://www.humanmedia.org/product/libraries-reimagined/?fbclid=IwAR1yVO3SKiWuf-ZMATYyFFy2L0sv9P-4ACb_XyCA3Y2dLVQGAjWlzKL95e0&fs=e&s=cl
2. <https://youtu.be/XsX8GX3gd7I>
3. <https://www.wpxi.com/news/proud-to-be-from-pittsburgh/local-public-library-makes-us-proud-be-pittsburgh/ANBOUHUSDFHRZDKPL5PQMH45IU/>
4. <http://www.kathrynbashaar.com/2021/09/sto-rox-library-indie-book-author-expo/>
5. <https://twitter.com/WritePittsburgh/status/1428481724309192711>
6. <https://stayhappening.com/e/sto-rox-author-expo-E2ISTUYF0A8>
7. <https://www.thebookofselflove.com/post/11th-national-conference-of-african-american-librarians>
8. <https://6abc.com/sharon-hill-public-library-director-black-community-small-libraries/12143474/>
9. <http://www.kathrynbashaar.com/2021/09/sto-rox-library-indie-book-author-expo/>
10. <https://twitter.com/WritePittsburgh/status/1428481724309192711>

b) History of LiteracyNation, Inc.

History of LiteracyNation, Inc.

LiteracyNation, Inc., was founded in 2011 by Richard E. Ashby, Jr., and Charmaine Ashby. In April 2012, Mr. Ashby, President, set up a library on a street corner in West Philadelphia. Mr. Richie, as he is known by the folks in the neighborhood, performed on-site voluntary library services for the Mantua community in West Philly. He planted new books, along with fresh ideas, into the hands and minds of children. He gave away new and used books along with encouragement to children and adults, assisted patrons in filing for unemployment, accessing free Wi-Fi, looking up mass transit schedules, and applying for ready reference services. He conducted story times, and established a daily homework help club. Some of the children's books were acquired through grants from First Book, Inc. However, LiteracyNation, Inc., supplied the bulk of the books, aided by donations from friends.

Mr. Richie, *The Sidewalk Librarian*, took over the corner mostly known for its drug activity. He sat outside on the corner five days a week during favorable weather. "If they can sell poison, then I can give away the antidote," he stated. When not on the corner, he could be found hanging out with Councilwoman Janie Blackwell, hosting a program at a senior center, daycare center or conducting a story hour.

This librarian's sidewalk had no curbs or boundaries. He is quick to remind everyone, though, that the sidewalk library should only be considered a "quick fix" in troubled times, but there is no substitute for our local libraries! He has traveled to Detroit and North Carolina "doing his thing," advocating for libraries and promoting librarianship, literacy and love. In Brooklyn, New York, he hosted breakfast and story hour with the Delta Sigma Theta Sorority.

b) History of LiteracyNation, Inc.

On November 11, 2013, LiteracyNation, Inc. reorganized, and Mr. Ashby accepted the position of Library Director at the Yeadon Public Library in Pennsylvania. There, he encountered several local and independent authors who had tried getting their books into other libraries, but had little to no success. Mr. Ashby made room on the library shelves for those independent authors. In 2019, when Mr. Ashby took the position of Library Director of the Sto Rox Public Library in Mckees Rocks, Pennsylvania, he saw the need for diverse books in the library's collection. LiteracyNation, Inc., utilized a new social media app called Clubhouse to form a network of independent authors from all over the United States, Canada, the United Kingdom, and Africa.

In 2020, Literacy Nation held an Indie Author EXPO at the Sto Rox Public Library. The organization teamed up with Sto Rox Library to catalog over 600 books and place them in the World Cat and Allegheny County Library System. LiteracyNation, Inc., has also partnered with the Black Caucus of the American Library Association (BCALA) to host a Read-A-Thon featuring self-published, independent authors. Sixty of LiteracyNation, Inc.'s independent authors presented their books during the BCALA National Conference in 2021 and some will be featured at CLC 2022. LiteracyNation, Inc. has donated over 5,000 books to libraries, churches, schools, daycare and after-school programs across the globe. Many of these books were written by self-published authors.

LiteracyNation, Inc. aims to be a network and change agent for literacy, bringing books and ideas to public libraries and school libraries from a diverse group of authors from all walks of life. The organization has grown its membership to over 2,100 members, including authors, librarians, teachers, publishers, students, editors and others whose lives and careers are connected through literacy. LiteracyNation, Inc. seeks to inspire and support authors to dream, write, promote

b) History of LiteracyNation, Inc.

their works and ultimately see them on the shelves of libraries across the country, accessible to readers in all communities throughout the Nation.

BYLAWS

LiteracyNation, Inc.

EIN 27-4446369

Adopted on January 4, 2011

ARTICLE I

Name and Duration

1. Name. The name of this corporation is LiteracyNation, Inc.
2. Duration. The Corporation shall have perpetual existence.

ARTICLE II

Purpose

1. LiteracyNation, Inc.'s purpose is to advance and advocate for diversity and inclusion in books and digital resources in libraries, specifically those written by groups that are underrepresented by mainstream publishing houses and libraries. Examples of these are groups are:

- a. People of Color (African Americans, Asian Americans and Pacific Islanders, Native Americans, and Spanish-speaking Americans)
- b. Immigrants to the U.S. who write in their native languages or in English
- c. The Lesbian, Gay, Bisexual and Transgender (LGBT) community
- d. Non-mainstream religious communities
- e. Political dissidents

c) LiteracyNation, Inc. Bylaws (revised 9-14-22)

f. Fraternal organizations

Such purposes include but are not limited to:

1. Educational training
2. Programs
3. Professional development
4. Charitable contributions
5. Cataloging materials in OCLC

2. To represent the interest of self-published authors and encourage their participation in the activities of the American Library Association.

ARTICLE III

Membership

Section 1: Membership in LiteracyNation, Inc. shall be open to any persons interested in self-publishing, independent booksellers, libraries, and literary groups who are in good financial standing with the Literacy Nation

Section 2: Literacy Nation does not discriminate on the basis of race, creed, ethnic group, color, sexual orientation, gender identity or expression, age, disabilities, or national origin.

Any person may become a member of LiteracyNation, Inc., upon payment of the annual membership fee.

Section 3: The membership fee shall be determined by the Executive Board.

Section 4: It shall be the policy of the LiteracyNation, Inc. to encourage its members to also become members of the American Library Association (ALA).

ARTICLE IV

Board of Directors

1. Election. The Corporation shall designate a Board of Directors who shall initially be appointed, a majority of the incorporators to serve as Directors until such Director's death, resignation, or removal as provided by these bylaws.
2. Number. The initial number of Directors shall be three (3) and may be increased or decreased without further amendment of these bylaws. At no time may the number of Directors be less than three.
3. Qualifications. To serve as a Director, an individual shall have prior experience in general business, entrepreneurship, or serving on a non-profit board.
4. Powers. The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these bylaws and the laws of the state of Pennsylvania, to conduct the affairs of the Corporation in accordance with these bylaws. The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Corporation such powers as they deem appropriate.
5. Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors.
 - A. Special Meetings. Special meetings may be called by the President of the Corporation or a majority of the Board of Directors. Persons authorized to attend special meetings shall provide notice of the time and location of such meetings, and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

B. Annual Meetings. Directors shall meet each year for the purpose of organization, the election of officers, and transaction of other business. The time and location of such meeting shall be provided in writing.

6. Notice and Waiver. Notice of regular meetings and special meetings need not be in writing. Attendance at any meeting shall be considered a waiver of the notice requirement thereof.
7. Quorum. A quorum shall consist of a majority of the Directors. If at my meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.
8. Vacancy. Any vacancy occurring in the Board of Directors shall be filled by majority vote of the remaining Directors, though less than a quorum. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.
9. Removal. Any Director may be removed by majority vote of the remaining Directors for failure to act in the best interests of the Corporation, or lack of dedication to the stated purpose of the Corporation.
10. Compensation. Directors shall receive no compensation for their service as Directors.

ARTICLE V

Officers

1. Designation of Officers. The officers of the Corporation shall be the President, Vice President, Secretary, Assistant Secretary and Treasurer, two At large officers, they shall have authority to carry out the duties prescribed in these bylaws. The initial officers of the Corporation shall be designated by the incorporators, and shall serve for three years. One person may hold more than one office, except no person may hold the office of President and Secretary.
2. Election and Term. Officers of the Corporation shall be reelected at the annual meeting of the Board of Directors, and shall serve for three years or until their replacements are elected and qualified.
3. Removal. At any regular or special meeting, any officer may be removed by majority vote of the Board of Directors for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the Corporation, or for lack of sympathy with the stated purpose of the Corporation. Any officer proposed to be removed is entitled to five (5) business days' notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.
4. Compensation. Officers of the Corporation may receive reasonable compensation as fixed by the Board of Directors. The fact that any officer may also be a Director shall not preclude receipt of reasonable compensation for services provided under Article V of these bylaws.
5. Vacancy. Vacancies, in any office for any reason, shall be filled by the Board of Directors for the unexpired term of office.

6. Duties of Office.

- A. President: The President is the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or any Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to the office of President and any other duties that may be required by these bylaws or prescribed by the Board of Directors.
- B. Vice President: The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform any other duties that may be prescribed by the Board of Directors.
- C. Secretary: The Secretary will keep minutes of all meetings of Members and of the Board of Directors, be the custodian of the corporate records, give all notices as are required by law or by these bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law, by the Bylaws, or which may be assigned by the Board of Directors.
- D. Assistant Secretary: shall assist the Secretary in all duties described in the Secretaries duties in Article V Section C.
- E. Treasurer: The Treasurer will have charge and custody of all funds of this Corporation, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, and render reports and accountings to the Directors. The Treasurer will perform all duties incident to the office of

c) LiteracyNation, Inc. Bylaws (revised 9-14-22)

Treasurer, and any other duties that may be required by these bylaws or prescribed by the Board of Directors.

- F. Member-at-Large should: Attend all board meetings. Serve as the liaison between the membership and the Board of Directors by being available at the annual conference for discussion of any concerns members might have. Serve as a member of the Executive Committee and chair for the Constitution and bylaws committee.

Article VI Committees

Section 1: Standing Committees

a) are essential for the successful operation of the organization and appointed, as needed, by the President in consultation with the Board of Directors. Committee Chairperson appointments are for three-year terms with the possibility of re-appointment.

b) Standing Committees shall include, but not be limited to the following:

1. ALA Relations Committee

Shall keep leadership informed about ALA Council, Divisions, and Roundtables activities, as they relate to LiteracyNation, Inc.

2. Awards Committee

Shall administer LiteracyNation, Inc. solicit nominations, select the recipients, and present the awards. Submit all potential award winners to the Board of Directors for review.

3. Constitution and Bylaws Committee

Shall review and maintain the bylaws, recommend needed changes to the Board of Directors and membership.

4. Fundraising Committee

Shall coordinate and engage in fundraising activities to support the programs and activities of Literacy Nation, and coordinate fundraising activities with the Vice President and Programs Committee Chairperson.

5. Literary Awards Committee

Shall administer the LiteracyNation, Inc. literary awards to recognize and celebrate independent authors and self-published literature according to established criteria.

6. Marketing and Public Relations Committee

Shall develop and implement marketing plan to maximize the promotion of Literacy Nations' mission, vision, values, news, events and more; responsible for Caucus online presence through social media outlets, and assist other committees with marketing and public relations techniques.

7. Membership Committee

Shall develop and coordinate membership promotion activities; keep current records of membership status; recommend to the Board of Directors policies relating to membership and dues; prepare a membership database which shall be made available to members in good standing.

8. National Conference Committee

Shall coordinate the development, organization, funding, promotion and administration of the Black Caucus' National Conference; appoint and oversee appropriate committees and subcommittees to fulfill the vision and purpose of the conference; manage program selection, activities, and events for the conference that reflect professional continuing education; manage conference functions to produce a monetary gain; and report to and operate under the authority of the Executive Board.

9. Programs Committee

Shall plan and initiate programs and activities for the membership; recommend and coordinate programs that will enhance the growth, interest and informational needs of the membership;

10. Publications Committee

Shall coordinate and assist in the production of Literacy Nation publications

11. Professional Development Committee

The Professional Development Committee (PDC) will establish procedures and advice in providing technically sound and proficient educational courses and programs that enhance members' professional knowledge through technical information exchange, facilitation of research opportunities, and encouraging diversity in all aspects of development.

Section 2. Ad Hoc Committee

All ad hoc committees are understood to be temporary in nature. The Executive Committee and/or the president establish an ad hoc committee to perform a specific issue or project task. Once the task is completed, the committee disbands. The need or question addressed by the ad hoc committee generally originates with the Board President. Requests for the creation of an ad hoc committee must be reviewed and approved by the Board. If accepted, the Board will appoint an ad hoc committee with members drawn from membership. All ad hoc committees fall under the direction and discretion of the President and report directly to the Board.

Section 3 Task Forces

c) LiteracyNation, Inc. Bylaws (revised 9-14-22)

A member or self-identified segment of the membership of LiteracyNation, Inc. may identify an issue, problem, or need within the organization that requires attention. In response, they may present a proposal to the Board/ President to establish a task force. Task forces typically operate independently of the Board, but it will communicate regularly with the President and the Board. Some task forces evolve from annual meeting working groups, but this is not a requirement for formation. Upon completion of their work, the members of a task force should produce a brief report (roughly 750 words) for the membership that provides a description of the issue, the course of action taken by the task force to address the issue, and the task force outcomes. Upon the completion of their work, task forces are disbanded.

ARTICLE VII

Restrictions on Actions

1. All the assets and earnings of the Corporation shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any employee of the Corporation or be distributed to its Directors, officers, or any private person, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.
2. Notwithstanding any other provision of these bylaws; the Corporation will not carry on any activities not permitted by an organization exempt under Section 501(c)(3), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, or organizations whose contributions which are exempt under Section 170(c)(2), Internal Revenue Code, 1986, or the corresponding provision of any future federal law. The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the subscribers, Directors or Officers shall not be liable for the debts of the Corporation.
3. No substantial part of the Corporation's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.
4. In particular, but not without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined by

c) LiteracyNation, Inc. Bylaws (revised 9-14-22)

Section 509(a), Internal Revenue Code, 1986, or the corresponding provision of any future federal law, it shall not.

- A. Fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- B. Engage in any act of self-dealing as defined in Section 4941(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- C. Retain any excess business holdings as defined in Section 4943(c), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- D. Make any investment in such manner as to subject it to tax under Section 4944, Internal Revenue Code, 1986, or the corresponding provision of any future federal law.
- E. Make any taxable expenditures as defined in Section 4945(d), Internal Revenue Code, 1986, or the corresponding provision of any future federal law.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

1. **Contracts.** The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Corporation.
2. **Checks, Drafts and Orders of Payment.** All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by a general resolution of the Board of Directors.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may designate.
4. **Gifts.** The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Corporation.
5. **Loans.** No Director, Officer or agent shall have the authority, on behalf of the Corporation, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE IX

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, including the costs and expenses of such dissolution, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501 (c)(3) or 170 (c)(2) of the Internal Revenue Code, 1986 or the corresponding provisions of any future federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Corporation. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

Article X

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, LiteracyNation, Inc. may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI

Statement of Nondiscrimination

Notwithstanding any provision of these bylaws, the Corporation shall not discriminate against any director, officer, employee, applicant, or participant on the basis of gender, sexual orientation, race, color, ethnicity or national origin.

ARTICLE XII

Amendments

The Board of Directors shall have the power to amend, alter, matte and repeal the bylaws of the Corporation by majority vote.

Appendix A: Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect LiteracyNation, Inc.'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of LiteracyNation, Inc or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which LiteracyNation, Inc. has a transaction or arrangement,
- b. A compensation arrangement with LiteracyNation, Inc. or with any entity or individual with which LiteracyNation, Inc., a transaction or management, or

c) LiteracyNation, Inc. Bylaws (revised 9-14-22)

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which LiteracyNation, Inc. is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with LiteracyNation, Inc., interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether LiteracyNation, Inc. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in LiteracyNation, Inc.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of

- the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from LiteracyNation, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from LiteracyNation, Inc. for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from LiteracyNation, Inc., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and

c) LiteracyNation, Inc. Bylaws (revised 9-14-22)

- d. Understands LiteracyNation, Inc. is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure LiteracyNation, Inc. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic review shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to LiteracyNation, Inc.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in imminent, impermissible private benefit or in an excess benefit transaction.

Literacy Nation, Inc.

Board of Directors:

1. President: Richard Ashby
1125 North 65th Street
Philadelphia, PA 19151
contact@literacynation.com

2. Vice President: Naomi V. Dunsen-White
27925 Summit Drive
Novi, MI 48377
naomibooksinfo@gmail.com

3. Secretary: Delveenia Briggs
1224 North 64th Street
Philadelphia, PA 19151
delveeniabriggs@gmail.com

4. Treasurer: Charmaine Ashby
1125 North 65th Street
Philadelphia, PA 19151
contact@literacynation.com

5. Assistant Treasurer: Darlene Walker
809 Longacre Blvd.
Yeadon, PA 19050
Darwal108@gmail.com

6. Member at Large: Maryam Phillips
3600 Market Street, Suite 550
Philadelphia, PA 19104
phillips@hslc.org

7. Member at Large: Dennis Ashby
620 Lugano Court
Brentwood, CA 945131
Dennis.ashby@gmail.com

e) Statement – Ways LiteracyNation, Inc. visualizes cooperation with ALA

Ways in Which LiteracyNation, Inc. Visualizes Cooperation
With The American Library Association (ALA)

As an affiliate of the American Library Association (ALA), LiteracyNation, Inc. will seek to support the mission and motto of ALA by providing books written by self-published authors, as well as literacy-related services to various communities, hosting educational workshops for authors, writers, and community members, and acting as a liaison between ALA and self-published authors, thereby promoting diversity, equity, and library access for all.

Our efforts will enhance learning and promote library services and membership by introducing a diverse population of vetted self-published authors to library members within various communities. The diverse public we seek to serve has been historically underrepresented by mainstream publishing houses and libraries.

LiteracyNation, Inc. will encourage our members to join ALA, attend LibLearnX and annual conferences as presenters, exhibitors, and participants. We will also encourage our members to increase their engagement with their local libraries by maintaining membership and participating in library programs and events.

f) Non-discrimination clause

LiteracyNation, Inc.
Non-Discrimination Clause

LiteracyNation, Inc., does not discriminate in its membership on the basis of race, creed, color, gender, sexual orientation, gender identity or expression, age, disabilities, or national origin.

Mission & Priorities

Mission The ALA Constitution states the purpose of ALA as, “The object of the American Library Association shall be to promote library service and librarianship.” The stated mission is, “To provide leadership for the development, promotion, and improvement of library and information services and the profession of librarianship in order to enhance learning and ensure access to information for all.” Motto The best reading, for the largest number, at the least cost.

www.ala.org

How LiteracyNation will benefit the ALA:

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