

CONFLICT OF INTEREST POLICY

LITERACY IS FUNDAMENTAL – WHO AM I TODAY?

A California Nonprofit Public Benefit Corporation

Article I – Purpose

The purpose of this Conflict of Interest Policy is to protect the interests of **Literacy Is Fundamental – Who Am I Today?** (the “Corporation”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a director, officer, or key person of the Corporation.

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, officer, or key person who has a direct or indirect financial interest.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: - An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; - A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; - A potential ownership or investment interest, or compensation arrangement, with any entity or individual with which the Corporation is negotiating a transaction or arrangement.

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 all material facts to the directors considering the proposed transaction or arrangement.

2. Determining Whether a Conflict Exists

After disclosure, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon.

3. Procedures for Addressing the Conflict

The Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board shall determine whether the Corporation can obtain a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit, and whether it is fair and reasonable.

Article IV – Violations of the Policy

If the Board has reasonable cause to believe a member has failed to disclose an actual or possible conflict 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.

If, after hearing the member's response and making further investigation as warranted, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

Article V – Records of Proceedings

The minutes of the Board shall contain: - The names of the persons who disclosed or otherwise were found to have a financial interest; - The nature of the financial interest; - Any action taken to determine whether a conflict of interest was present; - The Board's decision as to whether a conflict existed; - The names of the persons present for discussions and votes relating to the transaction or arrangement.

Article VI – Annual Statements

Each director, officer, and key person shall annually sign a statement affirming that such person: - Has received a copy of the Conflict of Interest Policy; - Has read and understands the policy; - Has agreed to comply with the policy; - Understands the Corporation is charitable and must engage primarily in activities that accomplish its tax-exempt purposes.

Article VII – Adoption of Policy

This Conflict of Interest Policy was adopted by the Board of Directors of Literacy Is Fundamental – Who Am I Today? on January 5, 2026.

Secretary Signature: Paula Woods

Printed Name: Paula Woods

Executive Director: Deborah Gladney

Printed Name: Deborah Gladney