

BYLAWS

LITERACY IS FUNDAMENTAL - WHO AM I TODAY?

A California Nonprofit Public Benefit Corporation

ARTICLE I - NAME AND PRINCIPAL OFFICE

Section 1. Name

The name of this corporation is Literacy Is Fundamental —Who Am I Today? (the "Corporation").

Section 2. Principal Office

The principal office of the Corporation shall be located at 1712 Seminary Avenue, Oakland, California 94621, or at such other place as the Board of Directors may determine.

ARTICLE II - PURPOSE

This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code.

The specific purpose of the Corporation is to enrich low-income families in the Oakland area by improving reading, writing, and mathematics skills for children and parents, helping families achieve appropriate educational levels.

ARTICLE III - NONPROFIT STATUS AND LIMITATIONS

This Corporation shall be operated exclusively for charitable and educational purposes and shall not be operated for the private gain of any person.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered.

The Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall it engage in substantial lobbying activities

ARTICLE IV - BOARD OF DIRECTORS

Section 10 Powers

The activities and affairs of the Corporation shall be conducted and all corporate powers exercised by or under the direction of the Board of Directors.

Section 20 Number of Directors

The Corporation shall have no fewer than three (3) directors. The exact number shall be fixed by resolution of the Board.

Section 3. Initial Directors

The initial directors of the Corporation are:

- Gentle Gladney
- Tiffani Goodwin
- Tiffany Dinkin
- Sylvia Holloway
- Connie Taylor
- Jacqueline Gladney
- Thelma Woods/ Treasurer
- Paula Woods/ Secretary
- Deborah Gladney/ Executive Director

Section 40 Term of Office

Section 5. Vacancies

Any vacancy on the Board may be filled by a majority vote of the remaining directors.

ARTICLE V - MEETINGS OF THE BOARD

Section 1. Regular Meetings

The Board shall meet at least once per month at a time and place determined by the Board.

Section 20 Special Meetings

Special meetings may be called by the President or by a majority of the directors.

Section 30 Notice

Notice of meetings shall be given at least seven (7) days prior to the meeting.

Section 40 Quorum

A majority of the directors shall constitute a quorum (5) for the transaction of business.

ARTICLE VI - OFFICERS

Section 1. Officers

The officers of the Corporation shall include: - President - Secretary - Treasurer
the Corporation may have such other officers as the Board deems necessary.

Section 20 Duties

- President: Provides overall leadership and presides at meetings. - Secretary: Maintains records and meeting minutes. - Treasurer: Oversees financial affairs of the Corporation.

ARTICLE VII - FISCAL MATTERS

Section 1. Fiscal Year

The fiscal year of the Corporation is January through December each year.

Section 20 Contracts and Finances

Contracts and Finances shall be entered into by Chief Financial Officer and Executive Director only.

ARTICLE VIII - CONFLICT OF INTEREST

The Corporation shall adopt a Conflict-of-Interest Policy consistent with IRS requirements. All directors and officers shall disclose potential conflicts and recuse themselves when appropriate.

ARTICLE IX – INDEMNIFICATION

To the fullest extent permitted by California law, the Corporation shall indemnify its directors and officers against expenses, judgments, fines, settlements, and other liabilities actually and reasonably incurred in connection with any proceeding arising out of their service to the Corporation, provided that such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation.

Notwithstanding the foregoing, the Corporation shall not indemnify any director or officer for acts or omissions that constitute fraud, intentional misconduct, or a knowing violation of law, or for any acts for which indemnification is not permitted under applicable California law.

The Corporation may purchase and maintain insurance on behalf of any director or officer against any liability asserted against or incurred by such person in such capacity, whether or not the Corporation would have the power to indemnify such person under the provisions of this Article.

ARTICLE X – CONFIDENTIALITY

Confidentiality and non-disclosure

Board members are expected to maintain the confidentiality and integrity of all Literacy is Fundamental / Who Am I Today (LIF/WAIT) matters. During their term, members shall not discuss organizational business, decisions, or internal matters with individuals outside of the organization without prior approval from the Board Chair or Co-Chair. Additionally, no board member is authorized to speak to or engage with the media on behalf of LIF/WAIT without express approval from the Board Chair and Co-Chair.

Upon departure from the board, members agree not to join or serve on another board with a similar mission or competing interest for a period of three (3) months.

Failure to adhere to this policy may result in removal from the board or other appropriate action.

ARTICLE XI- DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or to the federal, state, or local government for a public purpose.

ARTICLE XII -AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors at any meeting where a quorum is present.

CERTIFICATION

These Bylaws were adopted by the Board of Directors of
Literacy is Fundamental-Who Am I Today?

On April 26, 2026:

Secretary Signature Paula Woods 4/29/26

Executive Director Deborah Blodney 4/26/26