

TO: ALA Executive Board

RE: Latino Literacy Now application for affiliate status

ACTION REQUESTED/INFORMATION/REPORT:

The ALA Executive Board is requested to review the application and forward to the ALA Constitution & Bylaws Committee for review at the 2017 Midwinter Meeting.

ACTION REQUESTED BY:

Kirk Whisler (Latino Literacy Now Co-Founder)

CONTACT PERSON:

Kirk Whisler (Latino Literacy Now Co-Founder), 760-579-1696, kirk@whisler.com

DRAFT OF MOTION:

Move that the ALA Executive Board approve and forward the Latino Literacy Now Application for ALA Affiliate Status to the ALA Constitution and Bylaws Committee for review at the 2017 Midwinter Meeting.

DATE: September 2, 2016

ATTACHMENTS:

1. Background Document
2. 501(c)(3) Status
3. Latino Literacy Now Bylaws
4. California Papers

Latino Literacy Now Background items for the ALA

#A. Background

Latino Literacy Now was founded as a 501c3 nonprofit in 1997 by Edward James Olmos and Kirk Whisler.

#B. Brief history and mission:

Latino Literacy Now, a 501(c)(3) not for profit organization, was founded to promote literacy in the community in all forms: educational, financial, reading, and community awareness. We aspire to advance the cause of reading as a means of self-improvement both personally and professionally.

Since 1997, when Edward James Olmos and Kirk Whisler co-founded Latino Literacy Now, hundreds of thousands of people have been impacted by our organization's activities:

- **58 Latino Book & Family Festivals** have been held in 12 cities around the USA with a combined attendance of 900,000+.
- **17 International Latino Book Awards** have been held honoring 1,914 authors and publishers.
- The **Latino Books into Movies Awards**, started in 2010, has seen winning books moving towards production or preproduction.
- In 2015 the **International Society of Latino Authors** was formed as a way to better meet the needs of authors and book buyers.
- **Changing the Face of Education in California** is another new program addressing the dramatic under representation of Latinos within the teaching profession. Our goal is for schools in California to hire a minimum of 50,000 Latino educators in the next decade. The effort is co-chaired by Dolores Huerta, Ambassador Julian Nava, and Edward James Olmos.
- Latino Literacy Now's various online outreach efforts influence thousands more.

More about the Int'l Latino Book Awards: The International Latino Book Awards has grown over the last 17 years to become the largest Latino literary and cultural awards in the USA. Over the years 1,914 authors and publishers have been honored for their work with Children's, Young Adult, Nonfiction, Fiction, eBooks, Design, Translation, and Best First Books. The books have been in English, Spanish, Portuguese, and bilingual formats.

Winners of the International Latino Book Awards have included many of the best-known Latino authors including Rodolfo Acuña, Alma Flor Ada, Isabel Allende, Rudy Anaya, José Antonio Burciaga, Denise Chavéz, Paulo Coelho, Dr. Camilo Cruz, Gabriel García Márquez, Reyna Grande, Oscar Hijuelos, Edna Iturralde, Mario Vargas Llosa, Josefina López, Pablo Neruda, Ana Nogales, Jose Luis Orozco, Luis Rodriguez, Alisa Valdes, Victor Villaseñor, and many others. Winners have also included well-known figures from other professions including Entertainers like Celia Cruz, Gloria Estefan, Cheech Marin, Rick Najera, Jenni Rivera, Linda Ronstadt and Carlos Santana; Sports notables Oscar de la Hoya and Jorge Posada; Media figures like Martín Llorens, Jorge Ramos, Teresa

Attachment 1: Background Document

Rodríguez, Ray Suarez, and Lilliana Vasquez; Public notables like Henry Cisneros and Supreme Court Justice Sonia Sotomayor; and Chefs like Paulina Abascal, José Garcés, Pati Jinich, Chef Lala, and Daisy Martinez. Amazingly, sales of books by past ILBA Award Winning Authors have totaled more than 200 million copies!

The Awards have been growing rapidly. Winners have been from across the USA and at least 16 countries in Latin America, Spain and elsewhere. Winning books are promoted at a wide variety of key book industry trade events, educational conferences, Latino community and other consumer events.

#C Nonprofit papers and bylaws

See enclosed.

#D Board Members

Board Chair: Edward James Olmos, Encino, CA.

Board President: Jesus Nieto, PhD; Bakersfield, CA.

Board Vice President: Ambassador Julian Nava; Valley Center, CA.

Board Secretary-Treasurer: Kirk Whisler; Carlsbad, CA.

Board Members:

Rene Aguilera, Roseville, CA.

Kathy Diaz, Los Angeles, CA.

Victor Gonzalez, Azusa, CA.

Nora de Hoyos Comstock, PhD, Austin, TX.

Martin Valdez, San Bernardino, CA.

#E Working with the ALA

We have held three of our International Latino Book Award Ceremony's in conjunction with the annual ALA Conference. We have also exhibited at the ALA conference. We have facilitated more than 150 Latino authors attending the conference over the last couple years, and they have well received by librarians. In the future we'd like to set up some workshops centered around Latino authors and the dynamic Latino community.

#F Latino Literacy Now does not discriminate

Latino Literacy Now spends a lot of effort sharing cultural strengths to other societies. Our programs are open to all. Latino Literacy Now does not discriminate in it membership on the basis of race, creed, color, sex, sexual orientation, gender identity or expression, age, disabilities, or national origin.

Attachment 2: 501(c)(3) Status

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **MAY 12 2004**

LATINO LITERARY HALL OF FAME
C/O KIRK WHISLER
2777 JEFFERSON ST #200
CARLSBAD, CA 92008-0000

Employer Identification Number:

33-0868486

DLN:

17053045860064

Contact Person:

JEFFERY L GREENE

ID# 31328

Contact Telephone Number:

(877) 829-5500

Public Charity Status:

509(a)(2)

Dear Applicant:

Our letter dated NOVEMBER 29, 2000, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Based on the information you submitted, our letter dated DECEMBER 23, 2003 in which you were presumed to be a private foundation is hereby superseded. You are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at www.irs.gov.

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:00 a.m. - 6:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Attachment 2: 501(c)(3) Status

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: NOV 2 8 2000

THE LATINO LITERARY HALL OF FAME
3445 CATALINA DR
CARLSBAD, CA 92008

Employer Identification Number:
33-0868486

DLN:
17053168007030

Contact Person: R. DIZON ID# 95004

Contact Telephone Number:
(877) 829-5500

Accounting Period Ending:
July 31

Foundation Status Classification:
509(a)(2)

Advance Ruling Period Begins:
July 6, 1999

Advance Ruling Period Ends:
July 31, 2003

Addendum Applies:
Yes

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in section 509(a)(2).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make

DEC 05 2003

KEVIN SHELLEY
Secretary of State

**Certificate of Amendment of the
Articles of Incorporation**

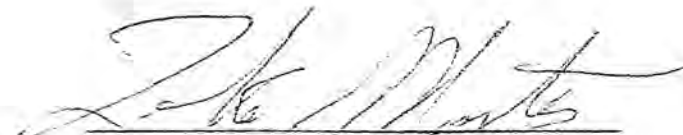
1. The name of this corporation is The Latino Literary Hall of Fame. Kirk Whisler is the President, and Zeke Montes is the Secretary of the The Latino Literary Hall of fame, a California corporation.
2. The provision in the Articles of Incorporation which now reads The name of the corporation is The Latino Literary Hall of Fame ***is amended to read the name of the corporation is Latino Literacy Now.***
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/3/03


Kirk Whisler, President

Date: 12/2/03


Zeke Montes, Secretary



BYLAWS OF LATINO LITERACY NOW A CALIFORNIA CORPORATION

Adopted as of March 20, 1997

1. PURPOSE AND POWERS

- a. Purpose.** The purpose or purposes of the corporation, Latino Literacy Now, as established in the articles of incorporation, are those specifically designated in the Internal Revenue Code of 1986 Section 501(c)(3), as amended, or the corresponding section of any future federal tax law. The specific purpose of the corporation is as follows: Latino Literacy Now, a 501(c)(3) not for profit organization, was founded to promote literacy in the community in all forms: educational, financial, reading, and community awareness. We aspire to advance the cause of reading as a means of self-improvement both personally and professionally.
- b. Powers.** The corporation has the power to do any and all lawful acts that may be necessary or convenient to affect the corporation's purposes. It has the power to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers may include, but are not limited to, the acceptance of contributions from the public and private sectors both financial and in-kind.
- c. Limitations on Activities.** The corporation may not engage, participate, or intervene in any activities not permitted by a corporation exempt from federal income tax. The corporation may not endorse, contribute to, work for, or otherwise support or oppose a candidate for public office unless otherwise allowable by law. The assets and income of the corporation may not be distributed to or benefit the trustees, directors, officers, or other individuals, except that the corporation is authorized to pay reasonable compensation for services rendered.

- 2. MEMBERS.** The corporation has no members. All rights and duties of members under any state law, if any, will be exercised by and belong to the Board of Directors.

3. BOARD OF DIRECTORS

- a. Powers.** Subject to the provisions of any state law, federal law, the articles of incorporation, and the bylaws, the Board of Directors will oversee the organization.

- b. **Number and Qualification.** The maximum authorized number of Directors is 12. The number of Directors may be changed by an amendment to the articles of incorporation or as permitted by law.
- c. **Election and Term of Directors.** The Board of Directors will be elected at each annual meeting. Each Director, including a Director elected to fill a vacancy, will hold office until until they have resigned or a successor has been elected.
- d. **Vacancies.** A vacancy in the Board of Directors exists when there are fewer Directors holding office than authorized in the articles of incorporation as a result of death, removal, resignation, or disqualification. A vacancy may be filled by majority approval of the remaining Directors.
- e. **Resignation.** Any Director may resign effective upon giving written notice to the Secretary unless the notice specifies a later time for that resignation to become effective.
- f. **Removal.** Any Director may be removed, with or without cause, by a two-thirds vote of the Board of Directors then sitting unless otherwise restricted by law, the articles of incorporation, or the bylaws.
- g. **Meetings**
 - i. *Time and Place of Meetings.* Regular meetings of the Board of Directors will be held with notice at such time and place as may be determined by Board resolution. Absent such resolution, regular meetings will be held at the corporation's principal executive office. Special meetings may be held at any place designated in the notice of the meetings or, if not stated in the notice or there is no notice, at the corporation's principal executive office.
 - ii. *Phone, Video or Electronic Transmission of Meetings.* Unless otherwise restricted by law, the articles of incorporation, or the bylaws, members of the Board of Directors and any committee designated by the Board of Directors may participate in any meeting by means of conference telephone, video communication, or other electronic transmission methods so long as all Directors or committee members can hear each other and have the capacity to propose or object to specific actions proposed to be taken by the corporation.
 - iii. *Special Meetings.* Special meetings of the Board of Directors may be held for any purpose at any time by the Chairman of the Board, the President, Vice President, the Secretary Treasurer, or any three Directors.

- iv. *Notice of Special Meetings.* Notice of the time and place for special meetings must be given at least four (4) days before the date set for the meeting. Notice may be given personally, by first-class mail, by telephone (including voice messaging system), by email, or by any other means as permitted by law. The notice need not specify the purpose of the meeting nor the place if the meeting is to be held at the principal executive office of the corporation.
- v. *Waiver of Notice.* Any deficiency in the notice of a Board meeting can be waived by attending the meeting without objecting at the commencement **of the meeting, by written waiver before or after the meeting filed with the corporate records, or by an approval of the minutes of the meeting.**

h. Quorum and Voting

- i. A majority of the total number of Directors constitute a quorum for the transaction of business at a Board meeting. The act of a majority of Directors present at any Board meeting where a quorum is present will be considered the act of the Board of Directors, except as may otherwise be provided by law or by the articles of incorporation.
 - ii. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without notice other than an announcement at the meeting until a quorum is present.
 - iii. A meeting where a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the number of Directors required to constitute a quorum for that meeting.
- i. **Committees.** The Board may appoint committees by resolution passed by a majority of the Board, committee membership and composition subject to rules and procedures as permitted by law and the articles of incorporation. Each committee has such powers as may be expressly delegated to it by resolution of the Board except those powers expressly non-delegable by law or the articles of incorporation.

4. OFFICERS

- a. **Principal Officers and Tenure.** The principal officers of the corporation will be a Chairman of the Board, a President, a Vice President, and a Secretary-Treasurer. The principal officers will be chosen by the Board of Directors and each will serve at the pleasure of the Board of Directors until a successor is duly appointed and

qualified or until the officer's death, resignation, or removal as provided by these bylaws, subject to any contractual employment rights that may apply. One person may hold multiple officer positions.

- i.** *Chairman of the Board.* The Chairman of the Board is the honorary head of the organization.
- ii.** *President.* The President will

 - A.** preside at meetings of the Board of Directors;
 - B.** exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.
 - C.** exercise and perform such powers and duties as may from time to time be assigned by the Board of Directors or prescribed by the bylaws; and
 - D.** exercise and perform such powers and duties prescribed to the President if no President exists.
- iii.** *Vice President.* The Vice President will exercise and perform such powers and duties prescribed to the President if the President is unavailable.
- iv.** *Secretary/Treasurer.* The Secretary/Treasurer will

 - A.** maintain at the principal executive office or such other place as the Board of Directors may determine, a book of minutes of all meetings of Directors, committees of Directors, and members, if any;
 - B.** give notice of all members, if any, and Board of Director meetings;
 - C.** Oversee books and records of all corporate financial transactions including, but not limited to, accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and donations;
 - D.** deposit all moneys, drafts, checks, and other valuables in the name and to the credit of the corporation in the banks and depositories designated by the Board of Directors;
 - E.** exercise and perform such powers and duties as may be prescribed by the Board of Directors or these bylaws.

- b. Subordinate Officers and Tenure.** The corporation may also have, at the discretion of the Board of Directors, other officers.
- c. Standard of Care.** Each principal and subordinate officer must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such officer believes to be in the best interest of the corporation, and with reasonable care using the ordinary prudence that a person in similar position would use under comparable circumstances.
- d. Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause must be filled in the manner described in the bylaws for regular appointments to such office.

5. INDEMNIFICATION

- a. Directors and Officers.** The corporation must indemnify its Directors and officers to the extent permitted by law, the articles of incorporation, and the Directors' or officers' individual contracts against expenses (including attorneys' fees), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was a Director or officer of the corporation.
- b.** Irrespective of the foregoing, the corporation may not be required to indemnify any Director or officer in connection with any proceeding (or part thereof) initiated by the Directors or officers themselves unless
 - i.** such indemnification is expressly required by law; or
 - ii.** the proceeding was authorized by the Board of Directors.
- c.** Irrespective of the foregoing, the corporation may not be required to indemnify any employee or agent in connection with any proceeding (or part thereof) initiated by the employee or agent themselves unless
 - i.** such indemnification is expressly required by law; or
 - ii.** the proceeding was authorized by the Board of Directors.

6. GENERAL PROVISIONS

- a. Record Date.** For the purposes of determining the notice of any meeting, to vote, or for any proper purposes or corporate action, the Board of Directors may fix a

record date in advance no less than ten (10) nor more than sixty (60) days before the date of the meeting or proposed corporate action.

- b. Fiscal Year.** The corporation's fiscal year is the twelve (12) consecutive months ending on the last day of December or as fixed by resolution of the Board of Directors and may be changed by the Board of Directors.
- c. Executing Corporate Contracts and Instruments.** The Board of Directors, except as otherwise provided in the bylaws, may authorize any officer, staff or agent to enter into any contract or execute any instrument in the name of or on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or by an officer acting within proper agency power, no officer, agent, or employee has any power or authority to bind the corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.
- d. Conflicts of Interest.** The following conflict of interest policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable corporations and is not intended as an exclusive statement of responsibilities. All Directors or officers have a duty to disclose the existence of any actual or potential conflict of interest, whether personal or financial in nature, and to disclose all relevant material facts to the Directors to enable them to consider whether a conflict exists and whether the proposed transaction or arrangement is in the best interests of the corporation. Upon disclosure of an actual or potential conflict of interest, and after the interested person has had a full opportunity to disclose the relevant facts, the interested person must leave the meeting and the remaining Board members will decide if a conflict of interest exists. Whenever the Board determines that a Director or officer has an actual or potential financial or personal interest in any matter coming before the Board of Directors, the Board must ensure the following:

 - i.** The financial or personal interest of such Director or officer is fully disclosed with all relevant material facts to the Board of Directors;
 - ii.** No interested Director or officer may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon;
 - iii.** Any transaction involving the Director's or officer's financial or personal interest must be duly approved by disinterested Directors in the best interest of the corporation;

- iv. Payment must be reasonable and must not exceed fair market value; and
 - v. The minutes of meetings at which such votes are taken must include a record of such disclosures, abstention, and rationale for approval.
 - e. **Amendments to Bylaws.** The bylaws may be adopted, amended, or repealed by two thirds vote of the Board of Directors.
 - f. **Dissolution**
 - i. Except as otherwise provided by statute or the articles of incorporation, the non-profit may be dissolved only with authorization of a majority vote of the Board of Directors given at a meeting called for that specific purpose.
 - ii. Upon dissolution of the non-profit, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or will be distributed to the federal government or to a state or local government, for a public purpose.
 - g. **Offices.** The registered office of the corporation is located at 3445 Catalina Dr, Carlsbad, California 92010 or as otherwise designated by the Board of Directors. The Board of Directors may at any time and place establish offices as required where the corporation is qualified to do business.
 - h. **Governing Law.** The bylaws will be governed, construed, and interpreted by, through, and under the laws of California.

ADOPTION BY INCORPORATOR

The undersigned person(s) appointed in the articles of incorporation to act as the Incorporator(s) of Latino Literacy Now, a California corporation, hereby adopt(s) the foregoing bylaws as the bylaws of the corporation on March 20, 1997.



Incorporator: Edward James Olmos



Incorporator: Kirk Whisler

**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 22 2003



Kevin Shelley
Secretary of State

Certificate of Amendment of the

26101
Attachment 4: California Papers

Articles of Incorporation

The name of this corporation is Latino Literacy Now (formerly known as The Latino Literary Hall of Fame).

II

- A. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain or any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.
- B. The specific purpose of this corporation is to provide educational services related to the book publishing industry.

III

The name and address in the state of California of this corporation's initial agent for service of process is:

Kirk Whisler
3445 Catalina Dr.
Carlsbad, CA 92008

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501 (c) (3), Internal Revenue Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

IV

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501 (c)(3) Internal Revenue Code.