

I. MEMBERSHIP

Membership Application Process. Any interested candidate shall submit an application for membership to the International Literacy Association, Inc. (the "Association") with appropriate dues payment as set by the Board of Directors in its sole discretion. Membership is effective upon acceptance of the application by the Association and receipt of payment of dues.

Transfer of Membership. Membership is not transferable.

Renewal. Except as otherwise provided in this Membership Policy (the "Policy"), membership in the Association shall be automatically renewed upon the timely payment of dues by the member, which shall not be refundable.

Resignation. Any member of the Association may resign by filing a written resignation with ILA. Such resignation shall not relieve the member so resigning of the obligation to pay any dues theretofore accrued and unpaid. Failure to pay dues within ninety (90) days of applicable Due Date shall be considered a resignation for all purposes. A written resignation is not needed if the member is forced to resign due to a failure to pay dues.

Membership Agreement. All members shall be required to acknowledge the following Membership agreement in their application for membership:

As a member of the International Literacy Association, Inc. (the "Association"), I agree to abide by the ILA Membership Policy and Member Code of Conduct which are designed for the benefit of all its members. I understand that participation in the Association is a privilege, and membership may be revoked with just cause. I agree that my participation in the Association will be at my sole and exclusive risk, and so I (and anyone claiming on my behalf such as my estate) hold harmless the Association, its officers, directors, and employees from any damages, claims loss, and liability to my participation in any program of the Association.

Good Standing. Any member of the Association who has fully paid his or her dues and abides by the ILA Membership Policy and Member Code of Conduct shall be considered a member in good standing of the Association.

II. MEMBERSHIP DUES, FEES, AND ASSESSMENTS

Annual Dues. The annual dues of members shall be determined by the Board of Directors in its sole discretion. Members must pay their annual dues in advance of enjoying any benefits of membership. Dues are to be paid at the time a new member is approved to membership and subsequently by the last day of the approved year's term of membership, and for the succeeding year or years, or as otherwise established by the Board of Directors (the "Due Date").

Assessments and Fees. In order to meet the obligations of the Association, the Board of Directors may also levy membership assessments and fees for specific purposes and activities as a component of member dues, except that such assessments and fees must be noticed in the year prior to their effective date in order to be valid.

III. DISCIPLINARY PROCEDURE

The Association's disciplinary procedure is put in place to ensure the enjoyment of membership by all members. If certain members act in a manner inconsistent with the standards of the Association, disciplinary action may be sought up to and including removal of the member from the Association. The following procedures are in place for addressing member misconduct.

The Complainant. Any member of the Association in good standing may bring a complaint against any other member, including Directors and officers, for any reason that the member honestly and in good faith believes creates a reasoned basis for disciplinary action, including violation of the Member Code of Conduct. The complaint shall be written and set forth a full explanation of the factual grounds upon which the complainant believes that a certain member should be disciplined. The failure to make a complaint honestly and in good faith shall itself be grounds for disciplinary action.

The Respondent. Any member who has a complaint brought against him/her is subject to the procedures outlined in this Policy.

Interim Action/Interim Suspension. Any time following the submission of a complaint against the respondent, the Board of Directors, by a two-thirds (2/3) vote, may modify or suspend the rights of the respondent to participate in any Association activities or programs until resolution of the disciplinary proceeding. The Board of Directors shall base such a decision on the reliability of the complaint and the severity of the accusation. A decision to modify or suspend membership rights shall be in the sole discretion of the Board of Directors.

The decision to modify or suspend the membership rights of a member for an interim period will be communicated to the member and will be effective immediately. Notification will either be hand delivered or sent by certified mail. Failure or refusal to take receipt of notification will not negate or postpone the modification or suspension of membership rights. The interim suspension or modification of membership rights shall remain in effect until a final decision has been made on the pending complaint or the Board of Directors, in its sole discretion, determines that such suspension or modification is no longer necessary. Such suspension or modification of membership rights shall not terminate, suspend, or modify the respondent's obligation to pay dues.

Disciplinary Process.

Within five (5) business days of receiving a complaint, the Board of Directors shall notify the respondent, in writing, of the following:

- The nature of the complaint
- The alleged conduct giving rise to the complaint
- Any interim disciplinary action taken in response to the allegation
- The need to appear before the Board of Directors to address the allegations made in the complaint
- The need to be prepared to either admit or deny the allegations made in the complaint

The Board of Directors shall set a date to conduct a disciplinary hearing. Written notice shall be provided to the complainant and the respondent at least thirty (30) days before the hearing date. The Board of Directors shall have the right to request that witnesses attend the hearing or submit a sworn statement of fact relating to the matter subject to the complaint. The respondent shall also have the right to request that witnesses attend the hearing or submit a sworn statement of fact on his/her behalf.

In order to acquire the best information upon which to base a decision, it is recommended that the respondent attend the disciplinary hearing in person or by conference phone. However, the respondent need not be present for the disciplinary hearing to proceed.

All disciplinary hearings are private and closed to everyone except the persons involved, which includes the complainant, the respondent, any witnesses, and the Board of Directors. The respondent may not be accompanied by legal counsel (practicing attorney or not) unless criminal charges are pending or foreseeable, in which case an attorney may accompany the respondent for the **sole** purpose of advising the respondent during the disciplinary hearing.

Procedure for Disciplinary Hearing. Disciplinary hearings are conducted by the Board of Directors. The following is a general description of the disciplinary hearing procedures. The procedures may vary, at the sole discretion of the Board of Directors, as appropriate for specific hearings.

- The Board of Directors shall read the complaint.
- The Board of Directors shall request that the complainant present his/her account of the alleged actions giving rise to the complaint. The Board of Directors may then present other relevant evidence relating to the alleged actions, including but not limited to witnesses and statements of fact signed by individuals with knowledge relating to the alleged actions.

- The respondent will then have the opportunity to present his/her account of the alleged actions giving rise to the complaint. The respondent shall also be provided the opportunity to present other relevant evidence relating to the alleged actions, including but not limited to witnesses and sworn statements of fact signed by individuals with knowledge relating to the alleged actions.
- The Board of Directors will have the opportunity to ask the complainant, respondent, and any witnesses in attendance relevant questions pertaining to the allegations made in the complaint.
- The complainant and respondent will be offered an opportunity to make a summary statement to the Board of Directors at the conclusion of the disciplinary hearing.
- All other persons besides the Board of Directors will then be excused from the hearing while the Board of Directors considers the information presented and determines responsibility for the alleged violation and any recommended disciplinary actions that should be taken in the event the respondent is found responsible for the violation.

Types of Disciplinary Actions. After the disciplinary hearing, the Board of Directors shall determine what, if any, disciplinary actions should be taken. With the exception of a decision to take no action, a decision to take a particular disciplinary action must be supported by an affirmative vote of two-thirds (2/3) of the entire Board of Directors. Disciplinary actions may include but are not limited to the following:

No Action.

Written Warning. An official written statement expressing disapproval of acts committed. A written warning may be combined with other disciplinary actions.

Disciplinary Probation. A period of time specified for observing and evaluating the member's conduct, with or without special conditions, indicating that further violations while on probation may result in more severe disciplinary action. Probation will be imposed for a specific period of time, and the member shall automatically be removed from probation when the specified period of time expires. Disciplinary probation may be combined with other disciplinary actions.

Restitution. Restitution constitutes reimbursement for damage to or misappropriation of property, which may take the form of direct financial compensation, of service, or other forms of indirect compensation. In the event that damage occurs as a result of a member's action and that action represents a Member Code of Conduct violation, the member will be held personally liable for restitution.

Suspension of Membership. A suspension of membership may be imposed for any length of time determined by the Board of Directors. The suspended member must apply to the Board of Directors for the reinstatement of his/her membership. Suspension of membership may be combined with other disciplinary actions.

Termination of Membership.

In addition to the above stated disciplinary actions, the Board of Directors may take any disciplinary actions that it deems necessary. Conditions for reinstatement of membership or approval to participate in Association programs and events, if any, shall be stated in the notice of the result of the disciplinary process.

Notification.

The Board of Directors shall provide the complainant and the respondent with written notice of its decision regarding any disciplinary actions within five (5) days after the hearing date. Such notice shall be provided by certified mail, in addition to any verbal, electronic, or facsimile notifications they may receive. Notice shall be considered sufficiently served as soon as it is sent by certified mail.

The International Literacy Association, Inc. (the "Association") Member Code of Conduct (the "Code") is intended to provide members of the Association with a set of best practices and guidelines with which members agree to adhere to when joining and maintaining their membership in the Association. In order to qualify as a member or renew membership, each member will be required to comply with this Code.

This Code represents a commitment by the Association and its members to follow the ethical standards and best practices evidenced by this Code at all times, including but not limited to: behaving with common courtesy and civility; conducting themselves in a businesslike, ethical, and appropriate manner; and not engaging in or facilitating any discriminatory or harassing behavior directed toward any Association staff, officer, director, member, meeting attendee, exhibitor, advertiser, sponsor, supplier, contractor, or others in the context of activities relating to the Association.

Conduct at non-Association-sponsored activities is viewed as the members' personal business. Conduct at Association-sponsored events is expected to be in accordance with this the Code. The Association reserves the right to impose disciplinary sanctions or take other appropriate action when conduct is not in accordance with the Code.

The following categories and examples of unacceptable behavior are subject to disciplinary actions. The Association reserves the right to identify other behaviors not listed below. The Board of Directors of the Association will make such determinations.

Personal Misconduct

Unacceptable personal misconduct is defined as:

- Harassing, physically threatening, or physically or verbally abusing any person in the Association or at any Association-sponsored function or event.
- Conducting oneself in a manner endangering the health or safety of another person.
- Harassing any individual because of that person's race, color, gender, religion, marital status, disability, sexual orientation, or for other reasons by: (a) intentionally subjecting another person to offensive physical contact other than self-defensive, (b) specifically insulting another person in his or her immediate presence with abusive words or gestures when a reasonable person would expect that such act would cause emotional distress or provoke a violent response, or (c) unwanted sexual behavior directed toward an individual.
- Engaging in lewdness or indecency.

- Exhibiting disorderly conduct (including that resulting from drunkenness), unreasonable noise, or behavior that results in unreasonable annoyance.
- Tampering with safety systems (such as fire-fighting equipment), turning in a false alarm, or engaging in behavior that constitutes a fire hazard.
- Stealing any property.
- Selling, brandishing, or possessing firearms, ammunition, explosives, dangerous chemicals, or any other objects as weapons.
- Defacing property, public or private.

Disruption

Disruption shall be defined as creating noise or other disturbances that disrupt Association activities or Association-sponsored events, or that disrupt either participants or non-participants at the venue of an Association-sponsored event.

Abuse of Controlled Substances

For the purposes of the application of this Code, controlled substances shall be defined as:

- **Intoxicants.** The purchase, possession or consumption of alcoholic beverages is regulated by State law. Members are expected to know and abide by State law and by Association rules and regulations governing the use of alcoholic beverages at Association-sponsored events. The following is not permissible:
 - Possession or consumption of alcoholic beverages by persons under 21 years at Association-sponsored events
 - Furnishing alcoholic beverages to any member under the age of 21 years
 - Consuming alcohol at an Association-sponsored event in public areas (i.e. hotel lobbies or hallways)
 - Using Association funds for the purchase of alcoholic beverages
- **Illegal Drugs and Substances.** Members are not permitted to be under the influence of, possess, manufacture, distribute, or sell illicit drugs, as prohibited by State law, at Association-sponsored or approved events. Reasonable suspicion of possession or use of illegal drugs and substances at Association-sponsored events may subject the person involved to investigation.

Member Meeting Conduct

The following etiquette shall apply at all Association-sponsored events:

- Members must maintain decorum, sit quietly, and refrain from speaking until recognized by the meeting chair. During all reports, members should hold all questions until the reports are finished, then raise their hands and wait to be recognized.
- Members must not interrupt anyone who validly has the floor or otherwise disrupt the meeting.
- When speaking, members must abide by time limits set by the meeting chair for comment.
- Members must refrain from engaging in personal attacks on either Board members or fellow members.
- Members must refrain from using other member's names when speaking and must address all remarks to the meeting chair.
- Members must confine their comments to things germane to the agenda item being discussed.
- Members may not speak for a second time until everyone else who wants to speak has been given a chance to speak OR members may not speak more than twice on any one issue, subject to the discretion of the meeting chair.
- Members must obey all orders made by the meeting chair, including an order to step down.

The Board of Directors is authorized to develop and maintain this Code of Conduct and also establish and implement procedures and guidelines for the purpose of determining when violations or failures occur and for allowing the members to participate in a resolution process that is both reasonable and fair to the members.