

# CATESOL



# BY-LAWS

These are the legal operating “laws” of the association. They are filed with the California Secretary of State as part of our incorporation. Changes must be approved by the general members at the Annual Business Meeting. The bylaws contain the process.

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CERTIFICATE

## **Article 1 – Offices**

### **Section 1. Principal Office**

The principal office of the corporation for the transaction of its business is located in Fountain Valley, Orange County, California.

### **Section 2. Change of Address**

The Board of Directors may change the location of the principal office from one location to another within the state by noting the changed address, county, and effective date below, and such changes shall not be deemed an amendment to these Bylaws:

City	County	Date
Fountain Valley, CA	County of Orange	January 2, 2010
Monterey, CA	County of Monterey	June 1, 2020

### **Section 3. Other Offices**

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

## **Article 2 – Purposes**

### **Section 1. Objective and Purposes**

The primary objectives and purposes of this corporation shall be to:

1. promote excellence in the education of learners who are non-native speakers of English;
2. improve the preparation of teachers of such learners and provide them with opportunities for further professional development;
3. promote sound, research-based educational policies and practices affecting English language learners;
4. increase awareness of both the strengths and needs of English language learners;
5. Promote appreciation of diverse linguistic and cultural backgrounds.

## **Article 3 – Directors**

### **Section 1. Number**

The corporation shall have a maximum of 60 (sixty) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

### **Section 2. Composition of the Board of Directors, Election Procedure**

The Board of Directors shall consist of Officers, other Directors who are elected by the membership, chairs of standing committees, coordinators, editors of publications, chair(s) of the Annual Conference, the Interest Group Chair, and members appointed by the President with the approval of the Board of Directors.

Each year the membership shall elect the following: the President-elect, the Assistant Secretary, and Assistant Level Chairs. Every two years the membership shall elect the Assistant Chapter Council Chair. Every three years the membership shall elect the Assistant Treasurer.

After serving one year, the President-elect shall become President, the Assistant Secretary shall become Secretary, the Assistant Level Chairs shall become Level Chairs, the Assistant Chapter Council Chair shall become Chapter Council Chair, and the Assistant Interest Group Chair shall become the Interest Group Chair. After serving three years, the Assistant Treasurer shall become Treasurer. The fourth year the President shall become the Past President.

### **Voting Members**

The voting members of the Board of Directors shall be the President, President-Elect, Past President, Secretary, Treasurer, the Level Chairs, the Chapter Council Chair, and the Interest Group Chair. In the absence of the Secretary, Treasurer, Level Chairs, Chapter Council Chair, Interest Group Chair, their assistants may cast their vote. All voting members must be members of this corporation and also be members of TESOL during their term of office.

### **Non-voting Members**

The non-voting members of the Board of Directors shall be the Assistant Secretary, the Assistant Treasurer, the Assistant Level Chairs, the Assistant Chapter Council Chair, the Assistant Interest Group Chair, chairs of standing committees, coordinators, editors

of publications, chair(s) of the Annual Conference, and members appointed by the President with the approval of the Board of Directors. Each director, except for directors who are also officers whose terms are specified in Article 4, Section 2, shall hold office until the next annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. All elected directors shall be elected by the Voting Members of the corporation by majority vote of the members who cast a written ballot during the annual elections held prior to the annual State Conference.

### **Section 3. Powers**

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

### **Section 4. Duties**

It shall be the duty of the directors to: (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws; (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation; (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly; (d) Meet at such times and places as required by these Bylaws; (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed, or electronically sent to them at such addresses, shall be valid notices thereof.

### **Section 5. Compensation**

Directors shall serve without compensation except that they shall be allowed and paid a reasonable fee if provided for by Board of Directors Resolution. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of the irregular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article.

## **Section 6. Restriction Regarding Interested Directors**

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either (a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or (b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

## **Section 7. Place of Meetings**

Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time to time by resolution of the Board of Directors.

Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another.

Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently;

(b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specification to be taken in by the corporation;

(c) The corporation adopts and implements some means of verifying

1) that all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and

2) that all actions of, or votes by the board are taken and cast only by directors and not by persons who are not directors.

## **Section 8. Regular and Annual Meetings**

Regular meetings of Directors shall be held at least three times a year. The first meeting of the year is held at the end of the Annual Conference and the last meeting of the year is held immediately before the Annual Conference, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

## **Section 9. Special Meetings**

Special meetings of the Board of Directors may be called by the President of the Board, the Past President, the President-Elect, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

## **Section 10. Notice of Meetings**

Regular meetings of the Board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or electronically. If sent by mail or electronically, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the Internet. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

## **Section 11. Contents of Notice**

Notice of meetings not therein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

## **Section 12. Waiver of Notice and Consent to Holding Meetings**

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

## **Section 13. Quorum for Meetings**

A quorum shall consist of a majority of the voting members of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 10 of this Article.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this corporation.

## **Section 14. Majority Action as a Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

## **Section 15. Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the President of the Board, or if no such person has been so designated or, in his or her absence, the President-elect of the Board or, in his or her absence, by the Past President of the Board or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the Past President shall act as secretary of all meetings of the Past President, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

## **Section 16. Action by Unanimous Written Consent without a Meeting**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

## **Section 17. Vacancies**

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law. If this corporation has any members, then, if the corporation has less than fifty (50) members, directors may be removed without cause by a majority of all members, or if the corporation has fifty (50) or more members, by vote of a majority of the votes

represented at a membership meeting at which a quorum is present. If this corporation has no members, directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the President of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board or if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors. A person elected to fill a vacancy as provided by the Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

### **Section 18. Non-liability of Directors**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

### **Section 19. Indemnification by Corporation of Directors, Officers**

To the extent that a person who is, or was, a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with, the requirements of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

## **Section 20. Insurance for Corporate Agents**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

# **EMPLOYEES AND OTHER AGENTS**

## **Article 4 – Officers**

### **Section 1. Number of Officers**

The officers of the corporation shall be four: a President, a President-elect, or Past President, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer.

### **Section 2. Qualification, Election, and Term of Office**

Any person may serve as officer of this corporation who has been a voting member for the two years preceding the date of their taking office. The President-Elect, Assistant Treasurer, and Assistant Secretary (who are not officers of the corporation) shall be elected by the Voting Members of the organization by majority vote of the members who cast a written ballot during the annual elections held prior to the Annual Conference, and each shall hold office for a one year term or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The President shall serve a two-year term, such term beginning immediately following his or her term as President-Elect. The Past President shall serve a one year term, such term beginning immediately following his or her term as President. The Secretary shall serve a one-year term, such term beginning immediately following his or her term as Assistant Secretary. The Treasurer shall serve a three-year term, such term beginning immediately following his or her term as Assistant Treasurer.

### **Section 3. Removal and Resignation**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be

superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

#### **Section 4. Vacancies**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

#### **Section 5. Duties of President**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **Section 6. Duties of President-Elect**

In the absence of the President, or in the event of his or her inability or refusal to act, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions on the President. The President-elect shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **Section 7. Duties of Past President**

In the absence of the President and the President-elect, or in the event of their inability or refusal to act, the Past President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to, all the restrictions on the President. The Past President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

## **Section 8. Duties of Secretary**

The Secretary shall:

1. Be custodian of the records.
2. Keep a master electronic membership list containing the name and address of each and any members, and in the case where any membership has been terminated, he or she shall record such fact on the membership list.
3. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership list, and the minutes of the proceedings of the directors of the corporation. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **Section 9. Duties of Treasurer**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1. Attend all Board of Directors meetings as a voting member;
2. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

2. Oversee and advise on all financial matters:
  - a. Oversee routine collections and disbursements
  - b. Receive funds from chapter, local, regional and annual conferences
  - c. Receive funds from chapters
  - d. Receive funds from publications.
3. With the help of a bookkeeping program, prepare and present financial reports for each meeting of the Board of Directors (4-6 per year) and for the Annual Business Meeting;
4. Serve on the Executive Committee;
5. Work with the Executive Committee on investment decisions;
6. Train the new Assistant Treasurer;
7. Maintain and update records with the General Manager and Executive Committee and pass them onto the next Treasurer.

## **Section 10. Compensation**

Any compensation of the officers shall be fixed from time to time by resolution of the Board of Directors, and no officer shall be prevented from receiving such compensation by reason of the fact that he or she is also a director of the corporation, provided, however, that such compensation paid a director for serving as an officer of this corporation shall only be allowed if permitted under the provisions of Article 3, Section 6 of these Bylaws. In all cases, any compensation received by officers of this corporation shall be reasonable and given in return for services actually rendered for the corporation which relate to the performance of the charitable or public purposes of this corporation.

## **Article 5 – Committees and Coordinators**

### **Section 1. Executive Committee**

The Executive Committee consists of the President, President-elect, the Past President, Secretary, and Treasurer. The Board of Directors may delegate to such Committee any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- b. The filling of vacancies on the board or on any committee which has the authority of the Board.
- c. The fixing of compensation of the directors for serving on the Board or on any committee.
- d. The amendment or repeal of Bylaws or the adoption of new Bylaws.
- e. The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- f. The appointment of committees of the Board or the members thereof.
- g. Serve as the Budget Committee.
- h. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

## **Section 2. Other Committees**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors comprised of members in good standing. Such other committees may include “Ad hoc” committees to address timely matters requiring immediate attention and “Task Force” committees to address long-term issues. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” committees.

## **Section 3. Meetings and Actions of Committees**

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

## **Section 4. Coordinators**

The corporation shall have coordinators as may from time to time be designated by resolution of the Board of Directors. Such coordinators are persons who are not voting members of the board. These coordinators shall act in an advisory capacity only to the board and shall be clearly titled as “advisory” coordinators.

## **Article 6 - Execution of Instruments, Deposits and Funds**

### **Section 1. Execution of Instruments**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

### **Section 2. Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

### **Section 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 select.

### **Section 4. Gifts**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

## **Article 7 – Corporate Records, Reports, and Seal**

### **Section 1. Maintenance of Corporate Records**

The corporation shall keep at its principal office in the State of California:

- a. Minutes of all meetings of directors, committees of the Board and if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

### **Section 2. Corporate Seal**

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3. Directors' Inspection Rights**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

#### **Section 4. Members' Inspection Rights**

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested. If a member copies any members' names and addresses, such names may not be sold or used for commercial purposes without the permission of the Board of Directors.
- b. To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

#### **Section 5. Right to Copy and Make Extracts**

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

#### **Section 6. Annual Report**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- e. Any information required by Section 7 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. If this corporation has members, then if this corporation receives TWENTY-FIVE THOUSAND DOLLARS (\$25,000), or more, in gross revenues or receipts during the fiscal year, this corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### **Section 7. Annual Statement of Specific Transactions to Members**

This corporation shall mail or deliver to all directors and any and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- a. Any transaction in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
  - 1. Any director or officer of the corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or

2. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **Article 8 – Fiscal Year**

### **Section 1. Fiscal Year of the Corporation**

The fiscal year of the corporation shall begin on July 1 and end on June 30 in each year.

## **Article 9 – Amendment of Bylaws**

### **Section 1. Amendment**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- a. Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- b. By approval of the members, if any, of this corporation.

## **Article 10 – Amendment of Articles Section**

### **Section 1. Amendment of Articles Before Admission of Members**

Before any members have been admitted to the corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

## **Section 2. Amendment of Articles After Admission of Members**

After members, if any, have been admitted to the corporation, amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

## **Section 3. Certain Amendments**

Notwithstanding the above sections of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

## **Article 11 – Prohibition Against Sharing Corporate Profits and Assets**

### **Section 1. Prohibition Against Sharing Corporate Profits and Assets**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

## **Article 12 – Members**

### **Section 1. Determination and Rights of Members**

The corporation shall have only one class of members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

### **Section 2. Qualifications of Members**

The qualifications for membership in this corporation are as follows:

- a. Membership is open to any person who wishes to promote the purposes of this organization, applies for membership, and pays such dues as the Board of Directors may fix from time to time by Board resolution.

### **Section 3. Number of Members**

There is no limit on the number of members the corporation may admit.

### **Section 4. Membership List**

The corporation shall keep a membership list containing the name and address of each member. Termination of the membership of any member shall be recorded in the list, together with the date of termination of such membership. Such list shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours. The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

### **Section 5. Non-liability of Members**

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

## **Section 6. Non-transferability of Memberships**

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

## **Section 7. Termination of Membership**

- a. Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:
  1. Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by the mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
  2. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
  3. If this corporation has provided for the payment of dues by members, upon a failure to corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail. Materially and seriously prejudicial to the interests or purposes of the corporation, renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty-day (30) period following the member's receipt of the written notification of delinquency.
- b. Procedure for Expulsion. Following the determination that a member should be expelled under subparagraph (a)(2) of this section, the following procedure shall be implemented:
  1. A notice shall be sent by first-class or registered mail to the last address of the member shown on the corporation's records, setting for the expulding and the reasons therefor. Such notice shall be

sent at least fifteen (15) days before the proposed effective date of the expulsion.

2. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
3. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
4. If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall receive a refund of dues already paid. The refund shall be pro-rated to return only the unaccrued balance remaining for the period of the dues payment.

## **Section 8. Rights of Termination of Membership**

All rights of a member in the corporation shall cease on termination of membership as herein provided.

## **Section 9. Amendments Resulting in the Termination of Memberships**

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this corporation would result in the termination of all memberships or any class of memberships, then such amendment or amendments shall be effected only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

## **Section 10. Actions Requiring Member Approval**

1. Election of directors and officers;
2. Removal of directors with cause;
3. Bylaw amendments materially and adversely affecting member rights on voting or transfer;
4. Bylaw amendments changing the number of directors;
5. Bylaw amendments extending director terms beyond that for which the director was elected or any bylaw increasing director terms;
6. Bylaw amendments adding designated voting directors;
7. Bylaw amendments increasing the quorum for conducting membership meetings;
8. Bylaw amendments affecting proxy rights;
9. Bylaw amendments changing or eliminating cumulative voting provisions;
10. Bylaw amendments terminating membership rights;
11. Amendments to articles of incorporation;
12. Sale, lease, exchange, transfer, or other disposal of all or substantially all assets not in the usual and regular course of the corporation's activities;
13. Agreement of merger;

14. Amendments to merger agreement;
15. Elections to voluntarily wind up and dissolve;
16. Revocation of voluntary election to wind up and dissolve if election was previously approved by the members.

## **Section 11. Organization of Members**

### a. Levels

The organization authorizes the division of membership into academic levels based on the primary professional commitments of its members, e.g., elementary, secondary, adult, community college, college/university, intensive English programs (IEP).

### b. Chapters

1. Any organization of members representing currently recognized levels of instruction in a geographical area may form a chapter at the discretion of the Board of Directors.

### c. Interest Groups

1. Any organization of members representing a professional academic interest that is not specifically covered by the recognized academic levels may form an Interest Group at the discretion of the Board of Directors.

## **Article 13 – Meetings of Members**

### **Section 1. Place of Annual Meeting**

The members shall meet annually at the Annual Conference for the purpose of reviewing the previous year's activities, the Treasurer's Report, Reports of Board members, passage of resolutions, and installation of newly elected Directors of the Board.

### **Section 2. Special Meetings of Members**

#### **a. Persons Who May Call Special Meetings of Members.**

Special meetings of the members shall be called by the Board of Directors or the President of the Board. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

### **Section 3. Notice of Meetings**

#### **a. Time of Notice.**

Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Secretary of the corporation not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote thereat. If the notice is sent by US mail, and the notice is not mailed by first-class, registered, or certified mail, that notice shall be sent twenty (20) days before the meeting.

#### **b. Manner of Giving Notice.**

Notice of a members' meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the address of such member appearing on the books of the corporation or given by the member to the corporation for the purpose of notice; or if no address appears or is given, at the place where the principal office of the corporation is located or by publication of notice of the meeting at least once in a newspaper of general circulation the county in which the principal office is located. Notice shall be deemed to have been given at the

time when delivered personally or deposited in the mail, or sent by email, or other means of written communication.

c. Contents of Notice.

Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action. The notice of any meeting of members at which directors are to be elected shall include the names of all those who are nominees at the time notice is given to members.

d. Notice of Meetings Called by Members.

If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail or by email to the President of the Board. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty-five (35) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

e. Waiver of Notice of Meetings.

The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the

matters specified in subparagraph (f) of this section, the waiver of notice or consent shall state the general nature of the proposal.

f. **Special Notice Rules for Approving Certain Proposals.**

If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

1. Removal of directors without cause;
2. Filling of vacancies on the Board by members;
3. Amending the Articles of Incorporation; and
4. An election to voluntarily wind up and dissolve the corporation.

#### **Section 4. Quorum for Meetings**

A quorum shall consist of a majority of voting members. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting.

When a meeting is adjourned for lack of a sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after the adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

Notwithstanding any other provision of this Article, if this corporation authorizes members to conduct a meeting with a quorum of less than one third (1/3) of the voting power, then, if less than one third (1/3) of the voting power actually attends a regular

meeting, in person or by proxy, then no action may be taken on a matter unless the general nature of the matter was stated in the notice of the regular meeting.

### **Section 5. Majority Action as Membership Action**

Every act or decision done or made by a majority of voting members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

### **Section 6. Voting Rights**

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

### **Section 7. Proxy Voting**

Members entitled to vote shall not be permitted to vote or act by proxy. If membership voting by proxy is not allowed by the preceding sentence, no provision in this or other sections of these Bylaws referring to proxy voting shall be construed to permit any member to vote or act by proxy.

### **Section 8. Conduct of Meetings**

Meetings of members shall be presided over by the President of the Board, or, if there is no Chairperson, by the President-Elect of the Board or, in his or her absence, by the Past President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

## **Section 9. Action by Written Ballot Without a Meeting**

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 3(b) of this Article.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the corporation in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot may not be revoked after its receipt by the corporation or its deposit in the mail, whichever occurs first.

## **Section 10. Reasonable Nomination and Election Procedures**

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation, and shall include:

- a. A reasonable means of nominating persons for election as directors and officers.

- b. A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- c. A reasonable opportunity for all nominees to solicit votes.
- d. A reasonable opportunity for all members to choose among the nominees. If this corporation has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 5522 of the California Nonprofit Corporation Law shall be followed by this corporation in nominating and electing persons to the Board of Directors.

### **Section 11. Action by Unanimous Written Consent without Meeting**

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

### **Section 12. Record Date for Meetings**

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

## CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Amended Bylaws of the corporation named in the title thereto and that such Amended Bylaws were duly adopted by the members of said corporation on the date set forth below.

Dated: October 5, 2019

Secretary : *[Signature]* Honora Mitchell