BY-LAWS

OF

MASSACHUSETTS ASSOCIATION FOR BILINGUAL EDUCATION

ARTICLE I

NAME, PURPOSES, PHILOSOPHY, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

* 1. The name and purpose of the corporation shall be the Massachusetts Association for Bilingual Education, a professional non-profit organization of individuals whose purpose is to promote bilingualism and multiculturalism as assets that provide cognitive, social, emotional, educational, and employment advantages for all students.
	2. Philosophy - It is the conviction of the Massachusetts Association for Bilingual Education (MABE) (hereinafter referred to as The Corporation) that in a multilingual and multicultural country such as ours, multiple languages are a salient cultural characteristic of its people. The Corporation further believes that bilingual education comprises a crucially important part of the total educational process in the United States and commits itself to promoting bilingual education as a concept of the highest priority. The Corporation regards its primary goal to be the promotion of student achievement and success in the educational process, utilizing and developing proficiency in two languages, one of which is English. As such, The Corporation maintains that bilingualism and multiculturalism are two significant assets that provide cognitive, social, emotional, educational, and employment advantages for all students. With this vision in mind, The Corporation advocates the promotion of:
* Bilingual education as a research-based practice by which educational success on the part of limited English proficient students is enhanced by learning through the home language while also learning academic English;
* Bilingual education as a research-based practice by which the educational success of children whose home language is English is enhanced by learning to speak, read and write in two languages concurrently, one of which is English;
* Implementation of quality programs for bilingual education by disseminating various dual language programs and practices which are research-based;
* The recognition within the total community---parents, teachers, administrators, students, and others---of the importance of bilingualism and its contributions towards understanding in an increasingly diverse world;
* Bilingual instruction with the full recognition that the teaching of language skills and enhancement of conceptual growth is most meaningful and effective when presented in the context of awareness and appreciation of cultural and linguistic similarities and differences among people;
* Communication with federal and state agencies to support and strengthen the laws regarding bilingual education;
* Increased growth of bilingual programs in all communities.
	1. Location. The principal office of The Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the Articles of Organization of the corporation. The Corporation from time to time may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
	2. Corporate Seal. The seal of The Corporation shall, subject to alteration by The Corporation, consist of a flat –faced circular globe over an open book with the words “Massachusetts Association for Bilingual Education” underneath.
	3. Fiscal Year. The fiscal year of The Corporation shall, unless otherwise decided by the Executive Committee, end the 31st day of August each year.

ARTICLE II

PROHIBITED ACTIVITES

2.1 In General. No profit shall at any time be made by The Corporation for division or distribution among any members of The Corporation or any individuals; no part of any earnings of The Corporation shall inure to the benefit of its members, directors, officers, employees or any individual, except that it shall have the authority to pay reasonable compensation for personal services actually rendered.

2.2 Specific Prohibitions. Notwithstanding any other provision of these By-Laws of the Articles of Organization of the Corporation, or any provision of the laws of the Commonwealth of Massachusetts, The Corporation shall not engage or carry on activities not permitted to be carried on by organizations which are exempt for Federal Income Tax purposes under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent United States tax laws).

ARTICLE III

MEMBERS

3.1 Eligibility and Powers. The members of The Corporation shall be those persons who have joined pursuant to the following requirements: Membership in the corporation shall be available to parents, teachers, administrators, students, and all persons that are interested in bilingual education, who are supportive of The Corporation’s purposes and philosophy, who are willing to abide by its By-Laws, and remit payment of annual membership dues. In addition, the Board will review membership periodically to ensure that members nominated to be officers have demonstrated active support for The Corporation’s purposes and philosophy. Such members have and may exercise all powers, rights, and privileges afforded to ‘members’ of a corporation organized under Chapter 180 of the General Laws of the Commonwealth of Massachusetts, as amended, including without limitation the power to adopt By-Laws providing for the indemnification of trustees, officers, employees, and other agents of the corporation or of the persons who serve other organizations in such capacities at the request of The Corporation, and the power to amend Articles of Organization of The Corporation.

3.2 Quorum and Voting. The presence, in person or by proxy, or by 15 % of the members in good standing of The Corporation shall constitute a quorum at any meeting of the members. Members may vote at any meeting of members by written proxy by sending written notification to the clerk or any other person responsible for recording the proceedings of the meeting.

3.3 Place of Meetings of Board of Officers. Meeting of the Board shall be held within the calendar year at a date and time to be chosen by the Board.

3.4 Annual Meeting. The annual meeting of the members shall be held at an annual meeting of the corporation within the calendar year at a date and time to be chosen by the Board. At such annual meeting, the members shall fix the number of and elect the officers of the Corporation described in section 4.1 of the By-Laws in accordance with the provisions of these By-Laws, be presented with a summary of the Annual Report of the Board and of the standing committees, amend the By-Laws if special written notice have been given, and any other business or affairs of The Corporation which may come before the meeting to be considered and acted upon. If any annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting. Members will be sent notice within 14 calendar days in advance to such meeting.

3.5 Special Meeting. Special meetings of the members may be requested by the President of the Board, and shall be called by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer, upon written application of three or more members of the Board entitled to vote thereat.

3.6 Notice of Meetings. A written notice of each meeting of the Board, stating time, date, place and the purpose of the meeting shall be given to each member of the Board by electronic means at least seven days before the meeting, to the address of such member as it appears on the records of The Corporation. Such notice shall be given by the Clerk or assistant Clerk or by any other officer designated by the Board. Whenever a notice of a meeting is required to be sent to a member under any provision of the laws of the Commonwealth of Massachusetts or of the Articles of Organization of The Corporation, or these By-Laws, a written waiver of notice, executed before or after the meeting by such member (or his or her attorney thereunder authorized) and file with the records of the meeting shall be deemed equivalent to such notice.

3.7 Action by Writing. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all members of the Board entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting.

3.8 Presence through Communication Equipment. Members of the Board may participate in a meeting of the Board by means of a conference telephone call, electronic communication or similar communications equipment by means of which all persons participating at the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting. The minutes from each meeting shall indicate the form of participation of each member.

3.9 Number of Meetings The Board shall meet at least four times annually.

ARTICLE IV

Board of Officers

4.1 Number of Officers, Members and Qualifications. The officers of The Corporation shall consist of the President, Vice-President, Clerk, Treasurer, the Past President, and six Members At Large. Each officer elected as described in sections 3.2 and 3.4 of the By-Laws serves for a term of two years beginning July 1st of the year of their election, and until their successors have been elected. All Board Officers shall be members in good standing (i.e., up to date with their membership dues) upon election.

4.2 Duties of the Officers. The duties of the officers are as follows:

 a) The President shall:

1. Represent The Corporation and preside at all meetings, appoint each committee as the Board authorizes, and have general responsibility for conducting the business of The Corporation as outlined in the organization’s strategic plan.
2. Serve as liaison officer to the National Association for Bilingual Education (NABE) to keep The Corporation and NABE mutually informed.
3. Designate the Vice-President or another officer to preside in case of absence.
4. Appoint a member of The Corporation to serve as liaison between The Corporation and various groups, activities, and/or functions as per section 4.7 of the By-Laws, i.e., annual conference, The Corporation newsletter, membership and membership directory, legislation, linguistic parent groups, and other related groups, activities, and/or functions.

b) The Vice-President shall be responsible for fulfilling the duties of the President in his or her absence and for fulfilling other assignments as may be assigned by the President from time to time, i.e., serving as chair of committees, speaking engagements on behalf of the President, etc. The Vice President shall be responsible for ensuring that the Board meets the external goals as outlined in the organization’s strategic plan.

c) The Clerk shall attend and keep and report accurate minutes of all meetings of the Board and all other meetings of The Corporation. In his/her absence from any such meetings, a temporary secretary shall be chosen who shall record the proceedings of the meeting.

d) Subject to the direction and under the supervision of the Board, the Treasurer shall have general charge of the financial concerns of The Corporation and the care and custody of the funds and valuable papers of The Corporation, i.e., rationale and annual procedures for maintaining the corporation status and tax filings.

 (S)he shall have the power to endorse for deposit or collection all notes, checks, drafts, and other obligations for the payment of money payable to The Corporation or its order, and or to accept drafts on behalf of The Corporation. (S)he shall keep, or cause to be kept, accurate books of account, which shall be the property of The Corporation. (S)he shall at all reasonable times exhibit said books of account to any member, authorized person, chairperson, or any other officer, and render statements of account to the Board at each meeting. In addition, the Treasurer shall be responsible for the processing and record keeping of membership and the membership directory, i.e., to receive and process new membership; to welcome the new member via email or other mode of communication; to add contact information for new member to electronic contact list and complete necessary data for that site; to maintain an excel contact list by month of entry to watch membership expirations and renewals.

e) The duties of the At-Large members of the Board shall include such assignments as may, from time to time, be assigned by the President, or in his/her absence, Vice-president,

f) All Board members shall be actively responsible for the revision and oversight of one or more of the goals/committees identified in the organization’s strategic plan.

4.3 Board of Officers. The Board shall consist of the President, Vice-President, Treasurer, Clerk, six Members At-Large, and the Past President. Within the composition of the Board, there shall be teacher representation.

4.4 Election of the Board of Officers. Election of the Board shall be done in the following manner:

 a) The President, Vice-President, and three Members At-Large shall be elected in odd number years.

 b) The Treasurer, Clerk (Secretary), and the three other Members At-Large shall be elected in even number years

 c) If the position of any member of the Board becomes vacant, it may be filled for the remaining period of its term by a two-thirds majority vote of the Board then remaining in office.

4.5 Nomination and Election to Office. The procedures for the nomination and election to office shall be as follows:

 a) All members of The Corporation in good standing shall be eligible to run for office.

 b) The Board of Officers shall accept written nominations from it membership prior to the annual meeting.

 c) Prior to the annual meeting, members of The Corporation in good standing will be given written notice of the call for elections. Any member in good standing who wants to be a candidate must submit his/her request to be included on the slate of officers. Said request must be in writing and contain the signature of at least one member in good standing of The Corporation.

 d) All nomination papers must be received by the Board at least 14 calendar days prior to the annual meeting.

 e) The nominating committee shall email the ballots with the completed slate of officers prior to the annual meeting.

 f) Voting will be taken electronically. Members in good standing shall receive notification for accessing the voting site and instructions for voting.

 g) All newly elected members of the Board shall begin serving July 1st following the transition meeting of the Corporation, which must be held no later than the 31st of August of that election year.

4.6 Powers of the Board of Officers. The business of the Corporation shall be managed by the Board, as described in Article IV, S 4.2. In its management and control of the property, business, and affairs of The Corporation, the Board may exercise all of the powers of The Corporation.

4.7 Committees. Standing Committees shall be established to reflect the goals of the organization’s strategic plan. All committees shall possess and may exercise any powers of the Board expressly delegated to said committee by the Board, other than those powers the delegation is forbidden by law. Each committee shall fix its own rules of procedure, shall meet as provided by such rules or by resolution of the Board, and shall keep records of its actions and proceedings, which records shall be made available for examination by the Board. A majority of the members of a committee shall constitute a quorum and in every case where a quorum is present, the affirmative vote of a majority of the members of such committee present at any meeting shall be necessary for the adoption of any resolution by such committee.

4.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of the majority of members of the Board then in office, at any meeting the notice of which specifies the action to be taken. An officer may be removed by cause only after reasonable notice and opportunity to be heard, which hearing may be waved.

4.9 Resignation. Any officer may resign at any time by delivering his or her written resignation to the president, vice-president, treasurer, clerk of the corporation, to a meeting of the members of the Board, or to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some other time, and acceptance thereof shall not be necessary to make it effective, unless it so states.

ARTICLE V

EXECUTION OF PAPERS

Except as the Board may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the corporation shall be signed by the president or by the treasurer.

Any recordable instrument purporting to effect an interest in real estate, shall be executed in the name of the corporation by two of its officers, of whom one is the President or a Vice-President and the other is the Treasurer or an assistant Treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, By-Laws, resolutions or votes of the corporation.

ARTICLE VI

PERSONAL LIABILITY

The membership, members of the Board and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against the corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due payable to them from the corporation.

**ARTICLE VII**

**CONFLICT OF INTEREST**

 **7.1. Conflict Of Interest**. Any Board Member, officer, or key employee of MABE who has an interest in a contract or other transaction presented to the Board or another committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation’s interest.

 The body to which such disclosure is made shall thereupon determine, by a majority vote of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, or use his/her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or another committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

 **7.2.** MABE may enter into a contract or other transaction with any member, Director or Officer of MABE or any corporation, firm or association of which s/he may be a director, officer, stockholder, or be a party to or have an interest in, pecuniary or otherwise, provided that the nature and extent of his/her interest was disclosed to and/or known by, the entire Board before acting on such contract or transaction, and provided that no fraud was present.

 **7.3.** Any Officer or Director of MABE, and any officer, stockholder or member of any corporation, firm, or association with which MABE proposes to contract or transact any business, or has an interest, pecuniary or otherwise, in any such contract or transaction, shall not participate in the Board meeting nor the vote to authorize any such contract or transaction.

 **7.4.** Any Officer or Director of MABE who is also an employee of MABE or of any of its subsidiaries or related entities shall not participate in any Board meeting on or the vote on any matter affecting the employment or contract of said individual.

**ARTICLE VIII**

**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

 **8.1.** **Indemnification Of Directors and Officers**. MABE shall indemnify any and all persons who may serve as Directors and/or Officers and/or key employees against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such Directors and/or Officers and/or key employees in connection with any legal proceeding in which they may become involved, by reason of their having acted on behalf of MABE in any activity authorized by MABE. Such indemnification shall include payment by MABE of expenses incurred in defending a civil or criminal action or proceeding, upon receipt of an understanding by the person indemnified to repay such payment if s/he shall be adjudicated not to have acted in good faith in the reasonable belief that his/her action was in the best interests of MABE. The term "Directors” and/or “Officers” and/or “key employees” as used herein shall include the heirs, executors, and administrators of such Directors and/or Officers and/or key employees. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such Directors and/or Officers and/or key employees may be entitled.

 Indemnification of other employees or agents of MABE may be provided to the extent authorized by the Directors and/or Officers, subject to the same limitation with respect to good faith as is herein imposed on the indemnification of the Directors and/or Officers and/or key employees.

**ARTICLE IX**

**DISSOLUTION**

 **9.1.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of The Corporation, dispose of all the assets of The Corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE X

AMENDMENTS

These By-laws may be altered, amended, or repealed in whole or in part by a majority of the members of the Board then in office, at any meeting the notice of which specifies the action to be taken, except with respect to any provision thereof which by law, by the Articles of the Organization, or by these By-Laws requires action by the members. Not later than the time of giving notice thereof stating the substance of such change shall be given to all members. The members may alter, amend, or repeal any By-Laws adopted by the Board or otherwise, or adopt, alter, amend, or repeal any provision which B-Law, by the Articles of the Organization, or by these By-Laws requires attention by the members.