

BY-LAWS

OF

MULTI-STATE ASSOCIATION FOR BILINGUAL EDUCATION NORTHEAST, INC.

ARTICLE I

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

- 1.1 The name and purpose of the corporation shall be the Multistate Association for Bilingual Education-Northeast, Inc., 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.

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.

- 1.2 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 “Multistate Association for Bilingual Education, Northeast” underneath. The corporate seal can be changed by a majority vote at the annual meeting.

- 1.3 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 ACTIVITIES

- 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 or 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 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.
- 3.4 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.
- 3.6 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 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 Any member of the Corporation shall have the right to attend any meeting of the Board of Directors, except when the Board of Directors meets in Executive Session.

ARTICLE IV

BOARD OF DIRECTORS AND OFFICERS

- 4.1 Number of Directors, Members and Qualifications. The officers of The Corporation shall consist of the President, Vice-President, Clerk, Treasurer, the Past President, and at least six and no more than 12 Members At Large. Each Board of Director elected as described in sections 4.8 and 4.9 of the By-Laws serves for a term of two years from the year of their election, and until their successors have been elected. All Board of Directors shall be a member in good standing (i.e., up to date with their membership dues) upon election.
- 4.2 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.
- 4.3 Number of Meetings The Board shall meet at least four times annually. A majority of the Board shall constitute a quorum.
- 4.4 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.
- 4.5 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 shall constitute a meeting of the board and the actions shall constitute the minutes of the meeting.
- 4.6 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.
- 4.7 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. Appoint *ad-hoc* committees or sub-committees, as s/he may deem advisable from time to time.
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.

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) The Treasurer shall make a report at each board meeting. The treasurer shall assist the Executive Director and Officers of the Board in the preparation of the budget, help develop fundraising plans and make financial information available to the board members.

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.

4.8 Board of Directors. The Officers of the Board shall consist of the President, Vice-President, Treasurer, Clerk, Members At-Large, and the Past President. Within the composition of the Board, there shall be teacher representation and representation from the states in the region.

4.9 Election of the Board of Directors. Election of the Board shall be done in the following manner:

a) Nomination and Election to Office

1) All members of The Corporation in good standing shall be eligible to run for office. A candidate for president must have served on the board as a member at-large.

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

3) 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 directors. Said request must be in writing and contain the signature of at least one member in good standing of MABE-NE.

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

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

6) Voting will be taken at the annual meeting or electronically. Members in good standing shall receive notification for accessing the voting site and instructions for voting.

7) All newly elected members of the Board shall begin serving July 1st following the annual meeting of MABE-NE, which must be held no later than the 31st of August of that election year.

4.10 Powers of the Board of Officers. The Board shall manage the business of MABE-NE. In its management and control of the property, business, and affairs of MABE-NE, the Board may exercise all of the powers granted to it under these By-Laws.

4.11 Executive Director.

1. The Board may hire an Executive Director, who shall serve at the pleasure of the Board. The Executive Director shall have day-to-day responsibilities for the management of MABE-NE, including carrying out the MABE-NE's goals and policies. The Executive Director will attend all board meetings; report on the progress of the organization, answer questions from the board members, and carry out the duties described in the job description. The board can designate other duties as necessary.

2. The Executive Director may, from time to time hire staff authorized by the board but the selection of the particular staff person shall be exclusively by the Executive Director without approval by the Board. Staff has responsibilities described in the job description and report to the executive director.

4.12 Executive Committee. The duly elected officers shall constitute the Executive Committee of the Board and shall be able to meet and make decisions in between Board meetings as they shall deem necessary. They shall keep minutes of each such Executive Committee meeting and these minutes shall be available for inspection as any other minutes of the Board.

4.13 Committees. Standing Committees shall be established to reflect the goals of the organization's strategic plan. The standing committees shall include the Executive Committee, Advocacy and Policy Committee, Governance Committee, Annual Conference Committee and the Professional Development Committee. Each committee 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 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.

4.14 Suspension or Removal. An officer may be suspended or removed with 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 and only after reasonable notice and opportunity to be heard, which hearing may be waived. Cause shall include but not be limited to missing 50 % of the Board meetings in a year. Grounds for suspension or removal shall include, but not be limited to missing or not participating by telephonic or electronic means 50% of the Board meetings during the fiscal year.

4.15 Resignation. Any Director 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.

4.16 If any officer's position 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.

ARTICLE V

EXECUTION OF PAPERS

5.1 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 and/or Executive Director and the Treasurer.

Any recordable instrument purporting to affect 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 Executive Director, 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

6.1 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. No Board Member, officer, or key employee of MABENE may serve in such capacity if the Board determines that he or she has a conflict of interest. A conflict of interest is defined as gaining financially from the organization when serving as a board member, officer and/or key employee of MABENE. The Board shall require each Board member, officer and key employee of MABENE to fill out a form each year regarding possible conflicts of interest. If a conflict of interest is found to exist by a majority vote of the Board, said board member, officer, or key employee shall step down from said position.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.1. Indemnification Of Directors and Officers. MABE-NE 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-NE in any activity authorized by MABENE. Such indemnification shall include payment by MABE-NE 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 MABENE. 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

10.1 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.

Revisions accepted at the MABE Board meeting on October 5, 2019.