

2.4 Membership Meeting & Proxy Votes

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**BYLAWS
OF
THE CALIFORNIA ASSOCIATION FOR BILINGUAL EDUCATION, INC.
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation shall be the CALIFORNIA ASSOCIATION FOR BILINGUAL EDUCATION, INC.

**ARTICLE II
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation ("Principal Executive Office") is located at 20888 Amar Road, Walnut, California. The Directors may change the principal office from one location to another.

Deleted: 16033 E. San Bernardino Road, Covina

SECTION 2. OTHER OFFICES

The Board of Directors may at any time establish a branch or subordinate offices at any place or places where the corporation is qualified to do business.

**ARTICLE III
OBJECTIVE AND PURPOSES**

The objectives of this corporation shall be:

1. To recognize, promote, and publicize excellence in bilingual education;
2. To promote efforts which assure the provision of equal educational opportunity for all;
3. To promote the provision of services to children, youth, and adults at all levels in both the community and educational institutions throughout the nation by making bilingual-bicultural education an integral part of the school curricula;

4. To work toward the recognition and understanding of linguistic and cultural needs of language minority students by legislative bodies and school districts;
5. To coordinate and promote the development of professional competence and professional standards in bilingual education;
6. To establish contacts with national and international associations having complementary interests;
7. To encourage the development of local Chapters of the organization;
8. To promote the organization of workshops and conferences on bilingual education; and
9. To encourage the excellence of bilingual education by promoting research and other related activities.

ARTICLE IV
NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described above, and it shall consist of the publication or dissemination of material with the purpose of educating the public and legislative bodies about minority language children and their linguistic needs and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes described above.

ARTICLE V
DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable or education purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or Director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to educational purposes provided it is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under 501(c) (3) of the Internal Revenue Code.

ARTICLE VI
MEMBERSHIP

SECTION 1. QUALIFICATIONS

There shall be two classes of membership in this corporation: 1) regular individual membership shall be available to all individuals interested or involved in bilingual education; and

2) non-voting membership shall be available to institutions, agencies, and commercial organizations as institutional members.

SECTION 2. FEES, DUES AND ASSESSMENTS

Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, annual dues in amounts to be fixed from time to time by the Board of Directors. The dues and fees shall be established for all regular members. The Board may, at its discretion, adjust the fees and dues for institutional and other non-voting memberships.

SECTION 3. TERMINATION OF MEMBERSHIP

Causes of Termination. The membership of any regular member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member,
- (b) The failure of a member to pay annual dues within the times set forth by the Board of Directors,
- (c) Unanimous vote of the Board of Directors. No member may transfer for value a membership or any right arising from it. All rights of memberships cease upon expiration date of the member's death.

ARTICLE VII **MEETINGS OF MEMBERS**

SECTION 1. PLACE OF MEETINGS

Meetings of the membership shall be held at any place within or outside the State of California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the principal executive office of the corporation.

SECTION 2. ANNUAL MEETING

A meeting for the general membership will be conducted at least once a year at the State Conference. The meeting shall be announced a minimum of thirty (30) days prior to its initiation. The affirmative vote of the majority of the members present at a general meeting, where a quorum has been established shall be required for approval of any matter voted upon. The meeting shall be conducted according to the latest edition of Robert's Rules of Order unless otherwise specified.

SECTION 3. SPECIAL MEETINGS

- (a) Authorized persons who may call. A special meeting of the members may be called at any time by any of the following: a majority vote of the Board of Directors in attendance at a properly called Board meeting, the President, the Vice President, more than fifty percent of the Board members, or ten percent or more of the members.

(b) Meeting called by members. If a special meeting is called by members, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by registered mail or telegraphic or other facsimile transmission to the President, the Vice President, or the Chief Executive Officer (CEO) of the corporation. The Director receiving the request shall cause notice to be promptly given to the members entitled to vote, in accordance with the provisions of Section 4 of this Article VII, that a meeting will be held, and the date for such meeting, which date shall be not less than 20 nor more than 60 days following the receipt of the request.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

(a) General notice content. All notice of meetings of members shall be sent or otherwise given in accordance with this Section not less than 20 nor more than 60 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of special meeting, the general nature of the business to be transacted, and no other business may, in that case, be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

(b) Notice of certain agenda items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice states the general nature of the proposal(s):

- (i) Removing a Director without cause;
- (ii) Filling vacancies on the Board of Directors by the members;
- (iii) Amending the Articles of Incorporation; and
- (iv) Voluntarily dissolving the corporation.

(c) Manner of giving notice. Notice of any meeting of members shall be given either personally or by first class mail, telegraphic or other written communications, charges prepaid, addressed to each member, either at the address of the member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if notice is sent to that member by first class mail or telegraphic or other written communication to the corporation's principal executive office. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication.

(d) Affidavit of mailing notice. An affidavit of the mailing or other means of giving any notice of any members' meeting may be executed by the Chief Executive Officer (CEO), or any other party of the corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the corporation.

SECTION 5. QUORUM

(a) Percentage required. Twenty-five percent of the members; present or by proxy, shall constitute a quorum for the transaction of business at a meeting of the members.

(b) Loss of quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

SECTION 6. ADJOURNED MEETING

Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

SECTION 7. VOTING

(a) Eligibility to vote. Persons entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 10 of this Article VII, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of casting votes. Voting may be by voice or ballot, provided that any election of Directors must be by ballot.

(c) Only a majority of the members represented at a meeting is required, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting, entitled to vote and voting on a matter (other than the election of Directors) shall be the act of the members, required by California Nonprofit Corporation Law or by the Articles of Incorporation.

SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

(a) Written waiver or consent. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present, either in person or by proxy, and 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 *which* need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4 (b) of Article VII, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

General. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots were received from a number of members at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Chief Executive Officer (CEO) of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

SECTION 10. RECORD DATE FOR MEMBERS' NOTICE, VOTING, AND GIVING CONSENTS

(a) Date to be determined by the Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than 60 nor fewer than 20 days before the date of any such meeting, vote or consent. Only members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure of the Board to determine date.

(i) Record date for notices or voting. Unless fixed by the Board or Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) Record date for written consent to action without meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution relating to that action.

(iii) "Record date" means as of close of business. For purposes of this paragraph, a person holding membership as of the close of business on the record date shall be deemed a member of record.

SECTION 11. PROXIES

(a) Right of members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Chief Executive Officer of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic or electronic transmission, or otherwise) by the member or member's attorney-in-fact.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it, before the vote cast pursuant to that proxy, by writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Nonprofit Corporation Law.

(c) Forum of solicited proxies. In any election of Directors, any form of proxy that is marked by a member "withhold," or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

(d) Effect of member's death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the Chief Executive Officer (CEO) or the President of the Corporation.

SECTION 12. VOTING OF CLASSES

Each regular member shall be entitled to cast one vote on all matters submitted to a vote by the members.

ARTICLE VIII ELECTIONS OF DIRECTORS

SECTION 1. NOMINATIONS AND SOLICITATIONS FOR VOTES

(a) Election Committee. The President shall appoint a committee at least 90 days before the date of any election of Regional Directors, in accordance with policies set by the Board of Directors. The Committee shall establish an election and nomination schedule and shall make its report at least 60 days before the date of election. The committee shall also verify qualified nominees for the election of Regional Directors to the Board of Directors and develop election procedures to foster integrity and transparency in the process for approval by the Board of Directors.

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(b) Nominations of Regional Directors by members. CABA members in good standing will be sent a letter advising them of their opportunity to submit an application for Candidacy to the Board of Directors of any position that is to be filled during a Board election year. This application will be due to CABA Headquarters no later than 30 days before the election of Directors. The CABA Board Elections Committee will review applications to ensure that each application meets the established criteria for candidates. Up to three candidates, meeting the established criteria approved by the Board of Directors for each position will be placed on the election ballot.

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(c) Minimum Qualifications of Nominee for Regional Director. In order to qualify as a nominee, a member must satisfy the following requirements:

- (i) Be at least 21 years of age.
- (ii) Support the vision of CAFE
- (iii) Regular membership for at least one full year immediately preceding nomination.

(d) Nominations Committee for Appointed Directors. The Board shall approve criteria, which may be changed from time to time as needed, for the recruitment and nomination of candidates for appointment to the Board and shall appoint a committee to perform that work. The Nominations Committee shall use the criteria set by the Board to recruit and nominate candidates for appointment. The Nominations Committee shall report to and take direction from the Board on its recruitment of candidates for appointment.

ARTICLE IX DIRECTORS

SECTION 1. POWERS

(a) General corporate powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

(b) Specific powers. Without prejudice to these general powers, and subject to the same limitations, the Board of Directors shall have the power to:

- (i) Select and remove any member, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.
- (ii) Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any state, territory, dependency, or county and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any members' meeting or meetings, including annual meetings.

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Deleted: (iv) Current service in the capacity represented by the office in the case of the following Directorships: Community Affairs and Paraprofessional Affairs.¶

¶ (v) In the case of Director for Secondary/Higher Education Affairs, the nominee must have been affiliated with CAFE for at least one full year immediately preceding his or her election and have current service in higher education or secondary affairs.¶

¶ (vi) In the case of Regional Delegate representatives, the nominee shall reside in the designated region.¶

¶ (vii) In the case of Director of Legislative Affairs, the nominee must have knowledge of the legislative process.¶

¶ (viii) In the case of Director of Financial Affairs, the nominee must have knowledge of financial budgets.¶

¶ (ix) In the case of Director of Parent Relations, in addition to having to be a CAFE member for at least a year, the nominee must be a parent of a student attending the public educational system in grades K-12 (especially parents of English Learners

(iii) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, hypothecation's and other evidence of debt and securities.

SECTION 2. NUMBER AND DESIGNATION OF DIRECTORS

The authorized number of Directors shall be not less than fifteen (15) positions, the exact number of Directors to be set by resolution of the Board. The Board of Directors shall consist of no less than six Regional Directors elected by members and no less than nine directors appointed by the Board.

SECTION 3. ELECTION AND TERM OF OFFICE OF REGIONAL DIRECTORS

The Board shall establish at least six regions of California in which Regional Directors will be elected by members (Regional Directors). Regional Directors shall be elected in the month of May for commencement of their term of July 1. Each Regional Director, including a Director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of term for which elected and until a successor has been elected and qualified.

(a) Four-year terms of office. Two Regional Directors in place in 2018 shall continue to serve until 2020 and three Regional Directors in place in 2018 shall continue to serve until 2022. Beginning in 2020, Regional Directors will be elected for a period of four years. Regional Directors may not hold office for more than two consecutive terms.

(b) Regional Directors shall:

(i) Establish and maintain (at a minimum monthly) ties among the chapters in their respective regions, the regional and joint delegate assemblies, and the Board of Directors;

(ii) Serve as an advocate for the regional membership before the board;

(iii) Coordinate annual membership reception/meeting in their region;

(iv) Facilitate and plan for the Joint Delegate Assembly (JDA) at the annual conference; and

(v) Support the planning committee efforts for any event or conference held in their prospective region.

SECTION 4. SELECTION OF APPOINTED BOARD MEMBERS

Deleted: (a) Elected Directors.

Deleted: elected

Deleted: - President, Vice President, President Elect, Director of State/Legislative Affairs, Director of Financial Affairs, Director of Community Affairs, Director of Paraprofessional Affairs, Director of Secondary/Higher Education, Director of Parent Relations, five

Deleted: delegate Representatives

Deleted: Immediate Past President

Deleted: (b) Ex-Officio Directors. There shall be one ex-officio Director who is the Chief Executive Officer (CEO) and said director shall be a nonvoting director.

Deleted: DIRECTORS

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Deleted: except the President Elect, Immediate Past President and Ex-Officio Directors

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Deleted: No person may hold two board member positions at the same time. A Board member is not eligible to run for another Board position, if upon being elected to the new Board position, the Board member would have to resign from his or her existing Board position.

Deleted: An elected Board member

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Deleted: All Directors shall be elected by the general membership in the following manner:

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Deleted: i. Odd years: During odd years, these Directors shall be elected.

Director of Financial Affairs

Director of Community Affairs

Regional Delegate Representative of Regions 1, 3 & 5

4. Director of Secondary/Higher Education Affairs

ii. Even years: during even years, these Directors will be elected:

1. President Elect

2. Vice President

3. Director of Paraprofessional Affairs

4. Director of State/Legislative Affairs

5. Regional Delegate Representative of Regions 2 & 4

6. Director of Parent Relations

Deleted: (b) - Non-elected, non-voting Directors. The CEO is appointed by the Board of Directors as an ex-officio director and has no vote.

(c) - The President Elect. The President Elect shall be elected every two years. The person elected as President Elect after serving one year in said capacity, shall automatically become the President and shall serve as President for a period of two years. Following the service as President, said person shall serve on the Board as Immediate Past President.

... [1]

Nine positions on the Board shall be filled by a vote of the current members of the Board. Four of the initial group of appointed Directors shall serve until 2020 and five of the initial group of appointed Directors shall serve until 2022. At the expiration of their terms, the Board shall make appointments of Directors for the nine appointed positions for four-year terms each. Appointed Directors may be reappointed to the Board at the discretion of the Board.

SECTION 4. DELEGATE ASSEMBLY

The five regional Delegate Assemblies of CABA will be composed of representatives of the local chapter of each respective region. Each chapter will elect a member and an alternate annually to represent that chapter on the Regional Delegate Assembly.

(a) Each Regional Delegate Assembly will function in an advisory capacity to the Board of Directors.

(b) Regional Delegate Assembly meetings will be held at least once a year, with the Regional Delegate Representative presiding.

(c) Special meetings of any Regional Delegate Assembly may be called by one-third of the chapter representatives of that Region. The procedure for calling special meetings will be the same as stated in Article VII, Section 3.

(d) A majority of the authorized number of representatives shall constitute a quorum of the transaction of business.

(e) The Joint Delegate Assembly will consist of all five Delegate Assemblies.

(f) Semi-Annual meetings will be held by the Joint Delegate Assembly.

(g) Each Regional Delegate must represent at minimum, 100 paid chapter members or at least three recognized chapters to be seated on the Board of Directors.

SECTION 5. AFFILIATES AND SPECIAL INTEREST GROUPS

The Board of Directors may establish affiliations with outside organizations and may establish special interest groups within its membership from time to time. Each such formal relationships will be supported and engaged in activities and efforts consistent with CABA's charitable purposes and mission. The rights of and conditions for establishing affiliations and special interest groups shall be set, from time to time, in a policy of the Board.

SECTION 6. OFFICERS

The Board of Directors shall elect the following officers for two-year terms:

(a) President. The President shall:

Deleted: RESPONSIBILITIES OF DIRECTORS

(i) Preside at all meetings of the association and see that all meetings are conducted in an orderly manner and that all officers perform their respective duties;

(ii) Serve as chairperson of the Board of Directors and be in power to call meetings of the Board;

(iii) Appoint all committee chairpersons, with the approval of the board;

(iv) Be empowered to sign all contracts and other documents connected with the business affairs and professional activities of the association;

(v) Make an annual report of the association's activities to the annual meeting of the members;

(vi) Direct and supervise the Chief Executive Officer (CEO) in the fulfillment of responsibilities and in implementing Board policies; and

(vii) Serve as the official representative of the association in all matters pertaining to the Association.

(viii) Facilitate minimally quarterly meeting with Board Executive Committee.

(b) **Vice President.** The Vice President shall:

(i) Preside over meetings of the Board and the Association in the absence of the President;

(ii) Assemble; and Serve as President Pro Tem of the Joint Delegate

(iii) Assist the President in the responsibilities of the President, particularly in the areas of public relations, membership, and provision of the facilities for meetings.

(c) **Treasurer.** The Treasurer shall:

(i) Be the Board Member responsible for working with staff on financial matters of the corporation, including, but not limited to development of an annual budget;

(ii) Review and submit, in collaboration with staff, quarterly financial reports to the Board; and

(iii) Facilitate minimally quarterly meeting with Board Finance Committee.

Deleted: (c) **Director of Community Affairs.** The Director of Community Affairs shall:

-- (i) Establish and maintain ties between interested community organization and/or members and the Board of Directors; and

-- (ii) Serve as an advocate for community concerns before the Board.

-- (iv) Assist CABE to connect and communicate with other community and corporate organizations.

-- (v) Assist CABE in coordinating activities with/for community and corporate organizations.

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Deleted: **Director of Financial Affairs**

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Deleted: - (e) **Director of Paraprofessional Affairs.** The Director of Paraprofessional Affairs shall:

-- (i) Establish and maintain ties between paraprofessional groups and/or individuals and the Board of Directors;

(ii) the Board. Serve as an advocate for paraprofessional concerns;

(iii) develop relations with professional organizations and unions that work with and support paraprofessionals;

(iv) Assist with the selection of para-educator of the year for Regional and Annual Conferences.

-- (f) **Director of State/Legislative Affairs.** The Director of State/Legislative Affairs shall:

-- (i) Establish and maintain ties between state educational agencies, the state legislature, and the Board of Directors;

(ii) Serve as an advocate for the Board and the Association before these bodies;

(iii) Coordinate attendance and participation at state level meeting with CABE staff and consultants; and

(iv) Facilitate monthly meeting with Board Legislative Committee.

-- (g) **Director of Secondary Education/Higher Education Affairs.** The Director of Secondary Education/Higher Education Affairs shall:

-- (i) Establish and maintain contact between secondary and higher education organizations, teacher preparation programs and individuals in education; ... [2]

Deleted: (h) **Regional Delegate Representative (5).** Five (5) Regional

Moved up [1]: Regional Delegate Representatives shall:

(i) Establish and maintain (at a minimum monthly) ties among the chapters in their respective regions, the regional and joint delegate assemblies, and the Board of Directors;

(d) Chief Executive Officer (CEO) and Board Secretary. The Chief Executive Officer (CEO) shall serve as Board Secretary and shall:

- (i) Administer and implement the policies and approved activities of the board;
- (ii) Perform such other duties as properly pertained to his /her office that may be provided for elsewhere in these bylaws and standing rules;
- (iii) Submit regular reports to the Board of Directors pertaining to the operation of the organization;
- (iv) Keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors, committees of Directors, and members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings; and
- (v) Keep, or cause to be kept, at the principal executive office, as determined by resolution of the Board of Directors, records of the corporate members, showing the names of all members, their addresses, and the class of membership held by each.

Deleted: The regions are as follows which may be adjusted from time to time by the Board of Directors:

Region 1 -- All California counties north of and including San Joaquin, Tuolumne, Mono, Santa Clara and Calaveras, unless listed in one of the other regions.

Region 2 -- Monterey, Stanislaus, Merced, Mariposa, Madera, Fresno, Inyo, Tulare, Kings, San Luis Obispo, Kern, San Benito and Santa Cruz.

Region 3 - Orange County and the area and cities in Los Angeles County south of Thousand Oaks, Northridge and Santa Clarita.

Region 4 - San Bernardino, Riverside, San Diego and Imperial County.

Region 5 - Ventura, Santa Barbara and those cities in Los Angeles County north of and including the cities of Northridge and Santa Clarita.

(i) **Immediate Past President.** The Immediate Past President shall:

(i) Establish and maintain ties between the affiliate interest groups and the Board of Directors; and

(ii) Promote the affiliation and cooperation of organizations that may assist the association in the furtherance of its goals.

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Deleted: (k) **The President Elect** shall become familiar with the board's policies and process and shall assist the President as requested.

Deleted: (l) **The Director of Parent Relations** shall:

(i) Establish and maintain ties between the California Association for Parents for Bilingual Education (CAPBE) and other parent organizations and/or members.

(ii) Serve as an advocate for parent concerns before the Board by doing the following:

-- (a) - Representing the needs of parents and CAPBE to CABE Board.

-- (b) - Assisting in planning CABE activities for parents in coordination with CAPBE.

-- (c) - Supporting the development of CAPBE, its organizational leadership and its understanding of CABE priorities.

-- (iii) Assist CABE to connect and communicate with other parent and language groups and identify other successful parent leadership development models.

-- (iv) Ensure parent voices are heard by incorporating their voices into CABE publications and to continue and expand outreach and connection to all language groups.

-- (v) Be a strong listener to parents' needs and support the development of parent tool kits that will advise them of their rights as parents.

-- (vi) Assist with the selection of parent of the year for Regional and Annual Conferences.

SECTION 7. VACANCIES

(a) Events causing vacancy. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following:

- (i) the death, resignation, or removal of any Director,
- (ii) the declaration by resolution of the Board of Directors of a vacancy of the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under section 5230 and following, of the California Nonprofit Corporation Law,
- (iii) the vote of the members to remove a Director (vote of a majority of the members in a corporation),
- (iv) the increase of the authorized number of directors,
- (v) where the nominating selection process failed to produce a candidate or candidates for an office, and the nominating committee failed to nominate a candidate for said office, causing votes for write-in candidates to be cast at the general election, but the candidate

receiving the highest number of write-in votes failed to receive at least 20 votes or 25% of the votes cast for the office, whichever number of votes is higher, for the office, or

(vi) the failure of a Director to attend two regularly scheduled meetings per fiscal year and a resolution passed by the Board that position is vacant. For the purposes of this section, a special meeting shall not be counted as a regularly scheduled meeting.

(vii) the vote of a 2/3 majority of then serving Board members, if the Board deems, in its sole discretion, that removal is in the best interests of the corporation.

(b) Resignation and Vacancies filled by the Board of Directors. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the President, the Chief Executive Officer (CEO), or the Board of Directors, unless notice specifies a later time for the resignation to become effective. The Board of Directors may select a member to fulfill a vacant unexpired term caused by the occurrences *set out in* Section 7 (a) or this paragraph, if the resignation of a Director is effective at a future date. If the position of a Regional Director becomes vacant, the Board of Directors shall select a member from the region represented by that Board position to serve for the remainder of the unexpired term.

(c) Vacancies filled by members. The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors, but any such election by written consent shall require the consent of a majority of the voting power.

(d) No vacancy on reduction of number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any director before that Director's term of office expires.

(e) Restriction on interested Directors. Not more than 33% of the persons serving on the Board of Directors, at any time, may be interested persons. An interested person is (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, mother-in-law, or father-in-law or any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 8. PLACES OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the Board of Directors may be held at any place within or outside the State of California that has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice, or if there is no notice, at the principal executive office of the corporation.

Notwithstanding the above provisions of this Section 8, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all the Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

SECTION 9. REGULAR MEETINGS

The Board of Directors shall meet at least four times a year. The date and location will be established at the previous Board meeting and communicated immediately to all Board members present or absent. A written notice will be delivered by mail, telegram or in person no later than five days before the scheduled meeting date.

SECTION 10. SPECIAL MEETINGS

(a) Authority to call: Special meetings of the Board of Directors for any purpose may be called at any time by the President, Vice President, the Chief Executive Officer (CEO), or any three Directors.

(b) Notice

(i) Manner of giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; or (d) by telegram, charges prepaid; or (e) by email if the director has previously authorized notice by email. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least seven days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph or email shall be delivered, telephoned, emailed, or given to the telegraph company at Least 72 hours before the time set for the meeting.

(iii) Notice contents. The notice shall state the time, purpose and place for the meeting.

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SECTION 11. QUORUM

(a) A majority of the elected number of Directors shall constitute a quorum for the transaction of business. 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 shall be regarded as the act of the Board of Directors, subject to the provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of required quorum for that meeting.

(b) Right of Director. Every Director entitled to vote must do so in person. There shall be no use of proxies by Directors for any purpose at Board meetings.

SECTION 12. WAIVER OF NOTICE

The transaction of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of minutes. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 13. ADJOURNMENT

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 14. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

SECTION 15. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting by conference telephone call, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

SECTION 16. FEES AND COMPENSATION OF DIRECTORS, EMPLOYEES AND COMMITTEE

Directors, employees and members of the committees may receive compensation, if any, for services and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

ARTICLE X
COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval;
- (b) Fill vacancies on the Board of Directors or on any committee;
- (c) Fix compensation of the Directors for serving on the Board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) Appoint any other committees of the Board of Directors or the members of these committees;
- (g) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; and
- (h) Approve any transaction (1) to which the corporation is a party and one or more Directors have a material financial interest; or (2) between the corporation and one or more of its Directors or between the corporation or any person in which one or more of its Directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, and held and taken in accordance with the provisions of Article IX of these bylaws, concerning meetings of Directors, with such changes in the context of those bylaws 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 determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

SECTION 3. TERM OF COMMITTEES

The term of committees shall be designated by the Board of Directors. The committees' term will not extend beyond the term of the President unless it is reappointed by the newly elected President and approved by the Board.

ARTICLE XI **INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND** **OTHER AGENTS**

SECTION 1. DEFINITIONS

For the purpose of this Article,

(a) "Agent" means any person who is or was a Director, officer, employee or other agent of this corporation, or its or was serving at the request of this corporation as a Director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation;

(b) "Proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and

(c) "Expenses" includes, without limitation, all attorneys' fees, costs and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his or her position or relationship as agent and all attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonable incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him or her, then the provisions of Sections 3 through 5 shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceedings other than an action brought by, or on behalf of, this corporation, or by an officer, Director or person granted related status by the Attorney General, or by the Attorney General on the grounds that the defendant Director was or is engaging in self-dealing within the meaning of California Corporation Code Section 5233, or by the Attorney General or person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF CORPORATION

(a) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this corporation by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:

(i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and

(ii) Upon application, the court in which the action was brought must determine that in view of all the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATIONS OF AGENTS' GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required standard of conduct. The agent seeking reimbursement must be found, in the matter the agent believed to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the agent reasonably believed to be in the best interest of this corporation or that the agent had reasonable cause to believe that the agent's

conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that the conduct was unlawful.

(b) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (a) above shall be made by:

(i) The Board of Directors by a majority vote or quorum consisting of Directors who are not parties to the proceeding; or

(ii) The affirmative vote (or written ballot in accord with Article VII, Section 9) of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney or other person is opposed by this corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Section 2 or 5 (b) (iii), in any circumstance when it appears:

(a) That the indemnification or advance would be inconsistent with provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or the amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be consistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of any undertaking by or on behalf of the agent to repay the amount of the advance unless it is indemnified as authorized in this Article.

SECTION 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XII **RECORDS AND REPORTS**

SECTION 1. INSPECTION RIGHTS

Any member of the corporation may:

(a) Inspect and review, but not copy, records of members' names and addresses and voting rights during usual business hours on five days ' prior written demand on the corporation, stating the purpose for which the inspection rights are requested, and

(b) The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Chief Executive Officer (CEO) on or before the later of 10 days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any inspection under this section may be made in person or by an agent or attorney of the member.

SECTION 2. MAINTENANCE AND INSPECTION OF ARTICLES AND BY LAWS

The accounting books, records, and minutes of the proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or type form, and the accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during usual business hours, for a purpose reasonably related to the member's interest as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

SECTION 3. INSPECTION BY DIRECTORS

Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney.

SECTION 4. ANNUAL REPORT TO MEMBERS

The corporation shall provide to the Directors, and to its members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- (1) The assets and liabilities, including the trust funds, of corporation as the end of the fiscal year.
- (2) The principal change in assets and liabilities, including trust funds, during the fiscal year.
- (3) The revenue or receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year.
- (4) The expenses or disbursements of the corporation for both general and restricted purposes, during the fiscal year.
- (5) Any information required by California Corporation Code Section 6322.

ARTICLE XIII **CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV **AMENDMENTS**

SECTION 1. AMENDMENTS

New bylaws may be adopted or these bylaws may be amended or repealed by approval of the majority of the members or their proxies, or by written assent of the persons.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the right of the members under Section 1 of this Article XIV, by laws other than a bylaw fixing or changing the authorized number of directors may be adopted, amended or repealed by the Board of Directors. However, if the articles of incorporation or bylaws adopted by the members provide for an indefinite number of Directors within specified limits, the Directors may adopt or amend a bylaw fixing the exact number of Directors within these limits.

(b) Non-elected, non-voting Directors. The CEO is appointed by the Board of Directors as an ex-officio director and has no vote.

(c) The President Elect. The President Elect shall be elected every two years. The person elected as President Elect after serving one year in said capacity, shall automatically become the President and shall serve as President for a period of two years. Following the service as President, said person shall serve on the Board as Immediate Past President.

There shall be no election for the position of President since the President is chosen by the President Elect process.

(i) The President Elect shall be entitled to vote at Director's meetings.

(ii) The President shall not be entitled to cast a vote unless to break a tie.

(iii) The Immediate Past President shall be entitled to vote at Director's meetings.

(e) Director of Paraprofessional Affairs. The Director of Paraprofessional Affairs shall:

(i) Establish and maintain ties between paraprofessional groups and/or individuals and the Board of Directors;

(ii) the Board. Serve as an advocate for paraprofessional concerns

(iii) develop relations with professional organizations and unions that work with and support paraprofessionals

(iv) Assist with the selection of para-educator of the year for Regional and Annual Conferences.

(f) Director of State/Legislative Affairs. The Director of State/ Legislative Affairs shall:

(i) Establish and maintain ties between state educational agencies, the state legislature, and the Board of Directors;

(ii) Serve as an advocate for the Board and the Association before these bodies;

(iii) Coordinate attendance and participation at state level meeting with CABE staff and consultants; and

(iv) Facilitate monthly meeting with Board Legislative Committee.

(g) Director of Secondary Education/Higher Education Affairs. The Director of Secondary Education/Higher Education Affairs shall:

(i) Establish and maintain contact between secondary and higher education organizations, teacher preparation programs and individuals in education;

(ii) Bring to the Board of Directors the issues and concerns facing persons in secondary/higher education and teacher preparation programs; and

(iii) Make known to secondary/higher education groups, teacher preparation programs and individuals the policies and position of the Board of Directors.