

NABE Bylaws --
REVISIONS 1-23-2020

ARTICLE I. NAME

The name of the corporation shall be the National Association for Bilingual Education, hereinafter referred to as NABE or the Association.

ARTICLE II. PURPOSES

Section A. Eleemosynary. The Association is organized exclusively for educational purposes, including, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section B. Purposes. The purpose of NABE shall be to advance the field of bilingual education, promote multilingualism and multiculturalism, support educators and educational leaders in creating excellence in bilingual education programs that include the following general objectives:

- (1) Recognize and publicize bilingual education programs of excellence;
- (2) Advance efforts to ensure equity, access and inclusion for developing bilinguals;
- (3) Foster linguistically and culturally responsive education opportunities for children, youth, and adults;
- (4) Promote public understanding and appreciation of the linguistic and cultural needs and strengths of linguistically and culturally diverse children, youth, and adults;
- (5) Promote development of standards of professional excellence;
- (6) Offer educational professional development and conferences related to bilingual education practice, policy and research;
- (7) Promote engagement in bilingual education scholarly inquiry and publications;
- (8) Promote the use of assessments that, to the extent practicable, assess linguistically and culturally diverse students in a language and form most likely to yield valid and reliable information; and
- (9) Advocate on behalf of linguistically and culturally diverse children, youth and families.

Section C. Prohibition. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Sec. 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section D. Compliance with IRS. Notwithstanding any other provision of these bylaws, NABE shall not carry on any other activities not permitted to be carried on (1) by section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Section A. Membership Defined. The privilege of membership in NABE is voluntary and is available to all persons and groups that are interested in bilingual education, supportive of NABE's purposes, goals and objectives, and willing to abide by these bylaws, and who make payment of annual membership dues. A member in good standing shall meet the applicable requirements set forth in Sections B-F and shall be current in dues payment. NABE membership (lifetime and limited term) may be revoked by a majority of the Executive Board at any time for behavior inconsistent with the principles, goals, and purpose of NABE.

Section B. Categories of Membership. Membership shall consist of the following categories: Regular Members, Affiliate Members, Institutional Members, and Honorary Members.

Section C. Regular. Regular Memberships shall be for individuals. Regular members receive NABE publications and are entitled to vote in NABE elections.

Section D. Honorary. Honorary Memberships are available to individuals or groups, who by virtue of selection by the Executive Board, are awarded complimentary membership because of their significant contributions to the advancement of bilingual education and/or the work of the Association. Honorary members have all of the privileges of regular members. Honorary membership will last for one year. At the end of the year, honorary members will be asked to join and become regular members.

Section E. Institutional. Institutional Memberships are available to institutions of education, libraries, and commercial vendors. Institutional members receive NABE publications, but are not entitled to participate in NABE elections.

Section F. Affiliate. Affiliate Memberships are for organizations which agree to support NABE's purposes. Affiliate memberships are granted by the Board of Directors after petition by an organization. The petition shall include a written pledge to uphold NABE's purposes; a copy of the affiliate organization's Articles of Incorporation and bylaws or constitution, as appropriate; a list of the organization's elected officers and bonafide members; and payment of initial membership fee. The organization seeking affiliate membership must also demonstrate in its petition that its membership constitutes a minimum of 25 and its officers are also NABE members in good standing. Affiliate members are acknowledged on NABE's website and on its annual conference program booklet.

ARTICLE IV. GOVERNANCE

Section A. Executive Board. NABE shall be governed by an Executive Board of Directors, hereinafter referred to as the Executive Board, comprised of nine persons who will occupy the following positions: three elected Board Members-at-Large and six Regional Representatives,

one elected by each of the Association's six geographic regions. The Executive Board shall also appoint a Parent Representative, who is part of the community where the immediate future conference will take place on an annual basis. These changes shall become effective on July 1, 2021.

Section B. Authority. The authority of the Executive Board shall extend to all matters of policy and the employment of an Executive Director. The Board shall also establish the criteria for membership, period of membership, annual dues, qualifications of its officers, and possess the legislative authority to adopt and amend these bylaws in consultation with its affiliates.

Section C. Officers. The Executive Board shall have four officers: President, Vice President, Secretary, and Treasurer, who will serve a one-year term. The nine members of the Executive Board shall select, from among themselves, the Executive Board's officers.

Section D. Vacancies. Any vacancy occurring on the Executive Board and any vacancy in an officer position may be filled for the unexpired term by a vote of a simple majority of the remaining members of the Executive Board.

Section E. Duties of Officers.

- (1) The President is responsible for calling and conducting Executive Board meetings; presiding at the Association's Annual General Membership Meeting; supervising the Executive Director with consultation and advice from NABE Executive Board Members; and representing the Association to its members and the public.
- (2) The Vice-President assists the President and shall serve as President if the President is absent or temporarily incapacitated. The Vice President also serves as the liaison to Special Interest Groups (SIGS) and will chair membership-related activities.
- (3) The Secretary shall record, distribute to the Executive Board, and transmit to the Association's national office, minutes of each Executive Board meeting and the Association's Annual General Membership Meeting. The Secretary will also be responsible for updating the Policy Manual. The minutes of Executive Board meetings shall be made available to members of the Association and posted online on the NABE website.
- (4) The Treasurer shall oversee the financial operations of the Association and shall present reports on the Association's financial operations and status to the Board and at the Association's Annual General Membership Meeting. The Treasurer shall also ensure that an annual audit of the Association's financial records is conducted and that said audit is available for inspection. The treasurer shall also prepare and present a financial report at each of the board meeting in addition to the annual conference report, which will be scheduled in April each year.

Section F. Executive Director. The Executive Director of the Association shall be the only appointive officer and is employed by the Executive Board of Directors.

- (1) The Executive Director shall be the chief executive and operating officer of the Association and shall exercise general supervision over the day-to-day affairs of the corporation.
- (2) The Executive Director shall endeavor to carry out the policies formulated by the Association, the Executive Board of Directors. He/she shall keep a record of the proceedings of all business meetings of the Association and of the Executive Board of Directors and shall be the official custodian of all such records. The Executive Director serves as an *ex officio*, non-voting, member of the Board of Directors and shall be present (or have a designated representative present) at all meetings of the Executive Board of Directors.

Section G. Removal. Any member or officer of the Executive Board may be removed from the Board for misfeasance, malfeasance, or nonfeasance in the performance of his or her duties as Board member or officer. Such removal shall be at a regular meeting of the Executive Board, and upon a vote of five members, provided that a notice of the proposed removal shall have been sent by mail, certified or registered if possible, to the last recorded address of such member or officer at least fifteen (15) days before final action is taken on such removal. The member or officer shall have the opportunity to present any relevant information, in writing, in person, or through a representative, to the Board of Directors before final action is taken.

ARTICLE V. MEETINGS

Section A. Meetings, Quorum, and Notices.

- (1) Executive Board of Directors shall hold at least four meetings each year, one of which shall take place at the annual conference, the meeting dates shall be scheduled at the first Executive Board of Directors meeting in July of each year. All Association members shall receive notice of the Executive Board of Directors no less than 20 days and no more than 60 days before the date of the meeting.
- (2) A quorum of the Executive Board shall consist of simple majority (five or more) members.
- (3) Executive Board of Directors are required to attend all Executive Board of Directors meetings. Absences that exceed half of the Executive Board of Directors meetings shall result in forfeiture as a member of the Executive Board of Directors. Excused absence of any Board member is permitted if the Board member provides notification to the President and/or Executive Director and the President and/or Executive Director approves the excused absence.
- (4) All meetings of the Executive Board shall be open to NABE members in good standing. The Executive Board may, by simple majority vote, close any portion of an Executive Board meeting to non-Board members to discuss confidential matters.
- (5) In all cases to which they apply and do not conflict with the provisions of these Bylaws, Robert's Rules of Order (current edition) shall govern all business meetings of the Association.

Section B. Teleconferencing, Proxy and Absences.

- (1) Any members of the Executive Board of Directors may participate in a meeting by means of teleconferencing (phone or video conferencing) through which all members participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. as permitted by District of Columbia (D.C.) and the State of Maryland Nonprofit Corporation Act.
- (6) Proxy voting or absentee voting shall not be permitted at meetings of the Executive Board.
- (7) Executive Board of Directors members may not send a proxy to attend or participate in Executive Board of Directors meetings or business in their stead. Executive Board of Directors members may not take a leave of absence that exceeds more than six months.
- (8) The Board should hold discussion on what is a reasonable period to be absent from the Board (Sabbatical, etc.) may be more than 6 months.

Section C. Special Meetings. The President, at least two Executive Board of Directors members, may call special meetings when deemed necessary to discuss and /or make decisions on time sensitive matters that cannot wait till the regularly scheduled Executive Board of Directors meeting, with a five-day notice to all Board members and the Executive Director.

Section D. Annual Meeting. The Executive Board of Directors shall hold at least one annual membership meeting in conjunction with the Association's annual conference. A simple majority of members in good standing shall comprise a quorum at the Association's annual membership meeting.

Section E. Affiliates Meeting. The Executive Board of Directors shall convene a meeting of the presidents of the Association's affiliate organizations in conjunction with the Association's annual conference. The meeting shall be known as the Delegate Assembly.

ARTICLE VI. NOMINATIONS

Section A. Nomination of Candidates. Qualified candidates for the Executive Board may be nominated for election in one of two ways: (1) by the written petition of any NABE affiliate organization in good standing, which may nominate one candidate for the Executive Board each year, or (2) by the written petition of any five NABE members in good standing.

Section B. Qualifications of Candidates. Candidates for the Executive Board of Directors must be NABE members in good standing and must have been members in good standing for one year prior to their nomination. The final slate of candidates every year must represent a minimum of two linguistic groups. No more than two (2) Board positions may be held by members from the same State as a result of an “appointment” to the Executive Board. Reasonable attempts should be made to ensure that candidates represent a minimum of two linguistic groups.

Section C. Nominating Procedure. To be considered as candidates to the NABE Executive Board, nominating petitions must be received at the NABE Office no later than three weeks after

the call for nominations is announced by the NABE Executive Board at the end of the annual conference. All petitions meeting the criteria in Sections A and B of this Article will be accepted, and their nominations will be certified by the Executive Director. There will be no limitation on the number of candidates.

Section D. State Representation. For the purposes of nominations, elections, and appointments, there shall be no more than two (2) Executive Board positions held from the same state.

Section E. Linguistic Representation. For the purposes of nominations elections and appointments, there shall be a minimum of two different linguistic groups represented on the Executive Board.

Section F. Regional Representation. For the purposes of nominations and elections of Regional Representatives, there shall be three regions with two (2) elected representatives from each of the three (3) regions: East, Central, and West.

- (1) The East region shall be comprised of Connecticut, Delaware, District of Columbia, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Puerto Rico, South Carolina, Rhode Island, Vermont, Virgin Islands, Virginia, and West Virginia.
- (2) The Central region shall be comprised of Alabama, Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, Texas, and Wisconsin.
- (3) The West region shall be comprised of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nebraska, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming and the Trust Territories of the Pacific Islands.

ARTICLE VII. ELECTIONS

Section A. Election Procedures. Elections for the six Regional Representatives to the Executive Board of Directors shall be on a regional basis and shall take place every third year, beginning in 2012. Elections for the three Board Members-at-Large shall be on a national basis and shall take place in the two alternate years.

Section B. Electronic Ballots. The Executive Director shall be responsible for conducting elections for Board Members through electronic ballots. The membership database to be used for dissemination of ballots shall be certified by the Executive Board prior to electronic or mail-out of election ballots. Election ballots will permit members to vote for one Regional Representative or for up to three Member-at-Large positions on the Executive Board.

Section C. Selection of Winners. The positions of Board Members shall be filled by the candidates receiving the highest number of votes for the available positions, as counted by an impartial election management company that is independent of the Executive Board and the NABE staff.

ARTICLE VIII. DELEGATE ASSEMBLY

The Association shall have a Delegate Assembly composed of the NABE Executive Board, and the state affiliate presidents or their designees. The functions of the Delegate Assembly are:

- (1) to serve as an advisory body to the Executive Board;
- (2) to provide liaison between state affiliates and the NABE Executive Board;
- (3) to make recommendations regarding amendments to the Association's bylaws, if necessary. The President of NABE or Vice-President in the case of President's absence due to his/her emergency shall preside at the annual Delegate Assembly meeting. Announcement and agenda of the Delegate Assembly shall be made available to all affiliate presidents no later than December 15 annually.

ARTICLE IX. COMMITTEES

Section A. Committee Structure. The committee structure of the Association shall consist of committees provided in Bylaws, standing committees, working committees, and special taskforce committees. Committees may meet to transact their business in person or by teleconferencing through which all members participating in the meeting can speak to and hear each other at the same time. Two-thirds of these committees shall constitute a quorum and decisions of that Committee shall be by a majority of those participating.

Section B. Standing Committees

- (1) Standing committees, such as the Fiscal Committee, may be established or discontinued by the Executive Board of Directors or President. Standing committees shall not have less than three members and are appointed by the Executive Board of Directors. Appointments normally shall be for two-year terms. The duties of standing committees shall be described in the charge from Executive Board of Directors or President.

Section C. Special Taskforce Committees s and Advisory Councils.

- (1) Special taskforce committees may be established by the Executive Board of Directors or President to carry out tasks as described in a charge from the Executive Board of Directors or President. The charge may designate the term of special taskforce committees.
- (2) Members for special taskforce committees shall be appointed by the Executive Board of Directors or President, and the committees shall be discharged by the President when tasks assigned have been completed. Taskforces may be discharged earlier if, in the Executive Board of Directors' judgment, they are not making substantial progress toward their purpose.

ARTICLE X. SPECIAL INTEREST GROUPS (SIGs)

- (1) Mission must be aligned with NABE mission and vision

- (2) The Vice President or designee serves as the liaison to Special Interest Groups (SIGs) and will chair membership-related activities.
- (3) SIG Officers: Chair (serves for one year); Co-Chair (serves for one year and becomes chair the next year); Past chair (serves as Chair of SIG Advisory Board for one year. Then joins the SIG Advisory Board the year after that.)
- (4) Within the first 3 years new sigs should have a minimum of 8 members (and should continue to do so).
- (5) At the annual NABE meeting, the SIG Co-Chair is elected. Those eligible to vote include all NABE members in good standing who have designated the SIG as their primary SIG membership. While there are no restrictions on how many times an individual can serve, he/she should not chair the SIG any more frequently than once every 3 years for a period of one year.
- (6) Each SIG must have a clear process for determining leadership and rotating leadership. *NABE reserves the right to continue or establish a SIG based on NABE priorities.
- (7) Each year the SIG Chair, Co-Chair and Past Chair (now Advisory Board chair) work together to plan the SIG program for the forthcoming NABE conference. The SIG theme and recommendations for the SIG keynote speaker are discussed at the SIG annual meeting which takes place at the NABE annual conference.
- (8) SIG Advisory Board members volunteer to participate each year. They read abstracts for the SIG program and are invited to participate in other SIG issues that may arise.
- (9) NABE retains the right to retain sigs deemed essential to its mission.

ARTICLE XI. AWARDS AND RECOGNITIONS

Section A. Dissertation Award

The competition is open to those who have completed a dissertation in the field of bilingual education between the time frame established every year.

Guidelines:

- (1) Received the doctoral degree between the specified time frame OR
- (2) Satisfactorily completed all the course work and the dissertation between the dates specified and the dissertation is acceptable to the candidate's committee, but the degree has not been conferred. A routine check is made with the chair of the applicant's dissertation committee to protect all competitors, the universities, and the National Association for Bilingual Education. Studies using any research approach (historical, experimental, survey, etc.) are eligible.

The following three criteria will be used to evaluate the dissertations:

- (1) The appropriateness of the research approach used

- (2) The scholarly quality of the dissertation
- (3) The significance of its contribution to knowledge in the bilingual education field

Eligibility Disclaimer: NABE committee members and their family members are not eligible to enter the contest. Family members of committee members include siblings, parents, significant others, children, grandchildren, and grandparents. Additionally, students of committee members, or students of family members of committee members, are not eligible to enter the contest.

Section B. Teacher of the Year. The National Association for Bilingual Education has established the Bilingual Teacher of the Year Competition. The purpose of this award is to recognize the efforts that bilingual classroom teachers make on behalf of English Language Learners. The winner of NABE's Annual Bilingual Teacher of the Year competition will receive a \$500.00 scholarship to further his or her education or to use for the benefit of English language learner students.

Nominations will be accepted from the following parties:

- (1) In states that have a NABE affiliate, candidates **MUST** be endorsed by their NABE affiliate. The affiliate must be a NABE affiliate organization in good standing. Each NABE affiliate may endorse only **ONE** candidate.
- (2) In states that do not have a NABE affiliate, candidates may be nominated by a NABE Member in good standing or a NABE SIG in good standing. Each NABE SIG or NABE member may endorse only **ONE** candidate.
- (3) For qualifications and eligibility criteria information please visit the NABE website.

Section C. Student Essay. The competition is open to all elementary school, middle school, and high school students who are enrolled in a bilingual classroom, or in a classroom with native language support. Topics will be selected by grade clusters 3-5; 6-8 and 9-12.

Eligibility - Participation in the contest is limited to students who are enrolled in a bilingual classroom, or in a classroom with native language support. • Participants must have a B average or better in academic grades and at least a 90% school attendance record. • Previous winners are not eligible to participate.
For criteria and contest rules please visit the NABE website.

ARTICLE XII. REPORTS AND FINANCES

- (1) An annual report that describes the work and accomplishments of NABE shall be written and accessible to the NABE membership. The report shall be delivered to the membership at the annual NABE Conference and updated in the NABE Leadership Handbook posted on the NABE website.

- (2) Disclosure of conflict of interests: All members of the NABE Executive Board are required to complete the annual Conflict of Interest Statement and Annual Confirmation as required by the IRS when filing the annual F990 Tax Report.
- (3)
- (4) All members of the NABE Executive Board are required to complete the annual Conflict of Interest Statement and Annual Confirmation as required by the IRS when filing the annual F990 Tax Report.
- (5) Budget and financials: limits on budget expenditures that do not require board approval; reimbursement guidelines (what is and what is not reimbursed to board members, staff, and others); not allowing board members to get paid for any type of work or presentations; indemnification of legal expenses, etc. The NABE staff, CPA and National Treasurer shall present the proposed annual budget for review and adoption by the NABE Executive Board by October 1 of each year. The National Treasurer shall also provide quarterly financial updates to the board during its regularly scheduled meeting. The Executive Director has signature authority on all budget expenditures and transfers of up to a maximum of ten thousand dollars without prior board approval. The NABE Executive Board shall be reimbursed for all related and approved NABE expenses with prior Executive Director approval. Board must complete the NABE approved reimbursement form once approved travel has been completed.
- (6) NABE is required to carry an Errors and Omission Liability insurance to hold the Board and staff harmless from all fiduciary errors or losses. In addition, NABE is also required to carry a million-dollar accidental liability insurance policy for all of its annual conferences and programs.

ARTICLE XIII. AMENDMENTS

Section A. Amendments. An amendment may be an addition, a deletion, or a change to these Bylaws.

Section B. Procedures for Amendments.

- (1) Amendments may be proposed by Executive Board member, members of a state affiliate, Delegate Assembly, or by committees of the Association.
- (2) Proposed amendments to these Bylaws shall be submitted in writing to the President no later than sixty (60) days prior to the annual Delegate Assembly meeting at the Annual Conference. Should the President or his/her designee fail or refuse to transmit a proposed amendment, any three Board members may call up an amendment sent to the President in accordance with the provisions of this subsection
- (3) Proposed amendments shall be printed and distributed to all affiliates at least thirty (30) days prior to the Delegate Assembly meeting at the Annual Conference.

Section C. Adoption of Amendments.

Proposed amendments shall be reviewed and clarified by the NABE Executive Board with the assistance of the proponent of the amendment prior to the Delegate Assembly meeting. All proposed amendments shall be written and published in a publication open to all members and be ready to be discussed to seek state affiliates' feedback at the Delegate Assembly meeting.

Approval or any changes of proposed amendments to these Bylaws may be accomplished by a simple majority of the membership at the annual Delegate Assembly meeting.

Section D. Effective Date for Successful Amendments. Successful amendments shall become effective sixty (60) days after adoption.

Section E. Majority Vote Required. Adoption of any proposed amendments to these Bylaws shall be accomplished by a simple majority of the membership of the Executive Board