

RESTATED AND AMENDED BYLAWS
OF
COLORADO ASSOCIATION FOR BILINGUAL EDUCATION
(A Colorado Nonprofit Corporation)
Revised and Adopted January 18, 2018

ARTICLE I
Name

1. The name of the corporation shall be the Colorado Association for Bilingual Education, hereinafter referred to as CABE or the Association.

ARTICLE II
Purposes

1. 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.
2. Educational Purposes. CABE's educational purposes relate primarily to the education of Emerging Bilingual Students and include:
 - a. Building capacity through the provision of scholarships and conducting educational workshops, conferences, institutes, and other similar forums;
 - b. Serving as an advocate for culturally and linguistically diverse children and families by promoting equitable educational services and policies for emerging bilingual children.

These two purposes shall drive the corporation's strategic plan, which will be revised and updated every five years.

3. Prohibition. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association has made a (IRS) 501(h) election which allows nonprofits to make expenditures to influence legislation and to elect to be measured by the objective expenditure test as established by the Internal Revenue Service and the association 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.
4. Compliance with IRS. Notwithstanding any other provision of these bylaws, CABE shall not carry on any other activities not permitted to be carried on;

- a. By section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- b. 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

BOARD OF DIRECTORS

1. General Powers

- a. The affairs of the corporation shall be managed by its Board of Directors.

2. Number, Tenure and Qualifications

a. Number

- i. The number of Directors shall be between five (5) and eleven (11). The Executive Director will participate on the board but not be considered among the sitting members and shall not have voting privileges.
- ii. Honorary Board members: The Board may decide to have honorary Board members join the Board as a courtesy, but said honorary Board members will not have voting privileges. The purpose of these honorary members is to better educate partners as to the mission of CAFE and the effectiveness of dual language programs. Contributions of these members should focus on better supporting the organization's activities as well as the contingency they represent. Honorary Board members shall not participate in closed sessions of board meetings or bi-annual retreats, unless by special invitation issued by the Board of Directors.

b. Election of Board Members

- i. New Board Members must be sponsored by current Board members in good standing, staff, and past Board Members in good standing. New Board Members must apply for a position on the Board as vacancies occur through normal attrition or through resignations. Sponsored board applicants will be interviewed by a committee of Board members and chosen according to how they fit the current needs of the organization. Those who are not chosen for a seat on the Board will have their application held on file for future consideration if they so choose. The process for sponsorship, application, and interview is described in a document titled, Board of Directors Application Process.

c. Tenure

- i. Each Director shall hold office for three years.

- ii. If a Board Member wishes to remain on the Board beyond the three year term, they must be sponsored by another Board Member and go through the process articulated in the Board of Directors Application Process.
 - d. Qualifications
 - i. Each Director shall be elected pursuant to Article III, 2, b, i of these Bylaws and fulfil the duties of a Director as enumerated therein.
- 3. Duties
 - a. Each board member shall abide by these bylaws, all local, state, and federal laws and other rules and procedures established by the Board of Directors.
 - b. Each board member shall be required to make a yearly monetary donation to the Colorado Association for Bilingual Education. The amount of the donation shall be determined by Board of Directors.
 - c. Each board member shall be required to attend, either electronically or in person, all regularly scheduled or special board meetings.
 - d. The Board of Directors shall establish and adopt a yearly budget for the corporation and said budget shall be effective from January 1 through December 31.
 - e. The Board of Directors shall advise and direct the Executive Director in the management of the general affairs and business of the corporation and assure that the Executive Director carries out the agreed upon charge of said Director as determined by the Job Description, at Board retreats, and in the CABA Strategic Plan.
 - f. Each member of the Board will serve as either an Officer, and/or as a Working Committee member or chair that supports the long and short range goals of the organization.
 - g. Such members shall in all cases act as a Board, regularly convened, by a majority they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper.
 - h. Removal of Directors.
 - i. Any one or more of the Directors may be removed if they fail to attend meetings or fail to inform the Board if an absence will occur.
 - ii. Two consecutive, unexcused absences will constitute consideration for removal from the Board.
 - iii. Any Board member who fails in their responsibilities will also be considered for removal from the Board any time, by a vote of the Board of Directors at any special meeting called for that purpose, or at the annual retreat.
- 4. Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or outside the State of Colorado, for the holding of regular meetings of the Board without other notice than such resolution.

- a. The Executive Director, Chairperson, Co-Chairperson or any two Directors may call for a regular or special meeting of the Board of Directors.
- b. All Working Committee reports (when applicable) must be submitted to the Board Chair(s) or the Executive Director ten calendar days before each meeting in order to be included in the meeting's agenda.
- c. The Executive Director's Report, minutes from the previous meeting, committee reports and agenda will go out to all Board members at least 5 calendar days prior to each regular meeting.
- d. Attendance at regular and special meetings may be conducted via telephone and/or internet conference call if Board Members are not in the same city and it is deemed necessary.
- e. Regular Meetings: Regular meetings of the Board of Directors may be called by or at the request of the Executive Director, President, or any two Directors. All Working Committee reports (when applicable) must be submitted to the Board Chairperson(s) or meeting organizer (i.e. Executive Director) ideally eight to ten days before each meeting to be included in the upcoming meeting agenda. The Executive Director's Report, minutes from the previous meeting, committee reports and agenda will go out to all Board members at least three days, and ideally one week prior to each regular meeting. Since some Directors may not be based in the same city, regular and special meetings may be conducted via telephone and/or internet conference call if deemed necessary.
- f. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Executive Director, President, or any two Directors. The person or persons authorized to call special meetings of the board may fix any place, either within or outside the State of Colorado, as the place for holding any special meeting of the Board called by them.
- g. At any meeting at which every member of the Board of Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

5. Notice of Meetings

- a. Notice of each meeting of the Board of Directors whether annual, regular, or special shall be given to each director at least seven (7) days prior to the meeting.
- b. Such notice may be given by any one of the following:
 - i. By personally delivering written notice to each Director,
 - ii. By personally telephoning each Director,
 - iii. By depositing a written notice to each Director in the United States mail, postage prepaid,
 - iv. By transmitting an electronic message (e-mail),
 In all cases, notice;
 - a) shall be directed to each Director at his/her residence or place of business,
 - b) must be sent to all Directors,
 - c) must state the place, date, and hour thereof,

- d) in the case of Special meetings, must state the purpose thereof.
6. Quorum. A majority of the Board of Directors who are entitled to vote pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. No official transaction of business can be carried out without a quorum.
7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors, unless the act of a greater number is required by law or by these bylaws.
- a. Electronic Votes. Co-chair may present a motion for an action item and ask directors to vote via e-mail. In this case, a motion will pass when a majority of board members have voted. In case of a tie by voting members, motions will be tabled and reconsidered at a later time.
 - b. Presumption of Assent. A board Member of the corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such dissent shall be entered in the minutes of the meeting or unless the Board Member shall file a written dissent to such action with the person acting as Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent from an action taken shall not apply to a member who voted in favor of such action.
8. Vacancies. Whenever any vacancy shall occur in the Board of Directors by death, resignation, removal or otherwise, the same shall be filled through the process outlined in Article III, 2, b.
9. Compensation. Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in some other capacity and receiving compensation thereof.
10. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
11. Meetings by Telephone or Other Form of Electronic Communication. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone, computer, or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

ARTICLE VI
Officers

1. Officers. The officers of the corporation shall be a Chairperson or Co-Chairperson, Secretary, and Treasurer. The Board of Directors may elect or appoint a Special Advisor to the Board and such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.
 - a) Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officers so removed. Any member or officer of the Board of Directors may be removed from the Board of Directors for misfeasance, malfeasance, or nonfeasance in the performance of his or her duties as a Board member or officer. Such removal shall be at a regular or specially called meeting of the Board of Directors, provided that a notice of the proposed removal shall have been sent by mail or email, 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.
- 2) Chairperson or Co-Chairperson
 - a) The Chairperson(s) will work with the Executive Director each month to develop an agenda for each regular Board meeting so that all Board Members will receive their agenda at least 7 days in advance.
 - b) The Chairpersons will run each board meeting unless an outside facilitator has been invited to do so.
 - c) The chair(s) will be responsible for ensuring CABE's board policies and procedures are implemented correctly and enforced (e.g. harassment, anti-discrimination, and conflict of interest).

The chairpersons will also sign legal paperwork on behalf of the board as needed.
- 3) Treasurer
 - a) It is the responsibility of the Treasurer to coordinate with the Executive Director each month to report monthly financial transactions.
 - b) It is also the Treasurer's responsibility to make sure the board does not over extend itself financially.
- 4) Secretary
 - a) The Secretary is responsible for recording and archiving regular scheduled board meeting, as well as special meeting minutes.
 - b) The Secretary will also ensure that the Board of Directors has signed legal documents submitted to the appropriate authorities.

5) Special Advisor to the Board. The Board of Directors may appoint Special Advisors to the Board when the organization requires on-going advice and support for a particular purpose. Such individuals may be nominated in writing by current Board Members, Staff and past Board Members in good standing. The nomination should state how such a relationship would be advantageous to the Advisor and to the Board. The nominee will be invited to submit a statement of how the relationship would be advantageous and a brief biographical sketch. The nominee is named a Special Advisor to the Board upon a 2/3 or greater vote of the board. Special Advisors are invited to attend board meetings by the Co-Chairs when the meeting's agenda warrants their input but shall not have voting privileges in said meetings. The appointment of a Special Advisor is for a one-year renewable term. A Special Advisor may be nominated ex officio.

ARTICLE VII **Committees**

1. Committees

- a. Executive Committee: The Chairperson or co-chairpersons will work with the Executive Director each month to develop an agenda for each regular Board meeting so that all Board members will receive their agenda at least 7 days in advance. The Chairperson or co-chairpersons (or designee) will run each board meeting unless an outside facilitator has been invited to do so. This committee will also be responsible for the: organizing the evaluation of the Executive Director's performance each year, overseeing the nomination process articulated in the board of directors' application process, overseeing the development and implementation of the strategic plan.
- b. Conference Committee (see Conference Committee charter)
- c. Advocacy Committee (see Advocacy charter)
- d. In addition, the Board of Directors may convene ad hoc committees to fulfill its obligations to CABE. Ad hoc committees will fulfill a specific task or function and will be dissolved after completing their stated function.

ARTICLE VIII **Indemnification**

1. Indemnification.

- a. To the extent permitted or required by the act (as defined below) and any other applicable law, if any Director or officer (as defined below) of the corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the corporation, (I) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (II) shall advance to such person expenses incurred in such proceeding.

- b. The corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a director or officer.
 - c. The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Directors, in a contract or in its articles of incorporation.
 - d. Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.
 - e. As used in this article, the following terms have the following meanings:
 - A. Act. The term “act” means the Colorado Nonprofit Corporation Act as it exists on the date this article is adopted, and as the Colorado Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Nonprofit Corporation Act permitted prior to the amendment.
2. Director or Officer. The term “director” or “officer” means (I) a director or officer of the corporation and (II) while an individual is a director or officer of the corporation, the individual’s serving at the corporation’s request as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust other enterprise or employee benefit plan, and (III) any other position (not with the corporation itself) in which a director or officer of the corporation and for which indemnification by the corporation is permitted by the act.
 3. Proceeding. The term “proceeding” means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.
 4. Code. The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.
 5. Limitation. Notwithstanding any other provision of this Article VIII during any period that the corporation is a “private foundation” within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any

person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be taxable expenditure within the meaning of section 4945 of the code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX

Contracts, checks, deposits, gifts and Proxies

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents (i.e. Executive Director) of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be under the purview of the Executive Director and Executive Committee of the Board of Directors. Day to day operation of CABE shall be the responsibility of the Executive Director of the organization and reviewed each quarter by the Executive Committee. The Executive Director will present a general financial report at each board meeting. Board members may request a detailed financial report through the Executive Committee where it will be provided within 5 days of the request.
3. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.
4. **Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.
5. **Proxies.** Unless otherwise provided by resolution adopted by the Board of Directors, the Chairperson or Co-Chairperson may from time to time appoint one or more agents or attorneys in fact of the corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or

to consent in writing, in the name of the corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE X
Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI
Fiscal Year

The fiscal year of the corporation shall begin January 1 and end December 31.

ARTICLE XII
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the Colorado Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, shall be legally sufficient to meet the requirements of notice as if such notice had been given under the requirements of the law or of these articles.

ARTICLE XIII
Amendments to Bylaws

These bylaws may be altered or amended by an affirmative vote of the Board of Directors at any regular meeting or at a special meeting called for the purpose, provided that a written notice shall have been personally delivered, or sent by regular mail or electronic mail to the last known address for receipt at least seven days before the date of such annual or special meeting, which notice shall state the alterations or amendments which are proposed to be made in such Bylaws. Only such changes as have been specified in the

notice shall be made. If, however, all Board members shall be present at any regular or special meeting, these Bylaws may be amended by a unanimous vote, without any previous notice.