

**BYLAWS**  
**of the**  
**Institute for Language and Education Policy, Inc.**  
**P.O. Box 5960**  
**Takoma Park, MD 20913**

**1. NAME AND PURPOSE**

The Institute for Language and Education Policy, Inc. (hereinafter “the Institute”), is organized exclusively for charitable, educational, scientific, and nonprofit purposes, as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or by the corresponding section of any future federal tax code or regulations). As set forth in its Articles of Incorporation, the Institute is established for the purpose of “educating the public on research-based strategies for promoting academic excellence and equity for English- and heritage-language learners.”

**2. PRINCIPAL OFFICE OF THE INSTITUTE**

The principal office of the Institute shall be designated by the Board of Directors.

**3. MEMBERSHIP**

(a) Classes. The Institute shall have two classes of members: (1) individual members, who are entitled to vote in elections, and (2) institutional/organizational affiliates, which support the Institute in various ways but do not participate in elections.

(b) Requirements. To be an individual member in good standing of the Institute, an applicant must meet the following requirements: (1) be a professional in the field of education and/or an advocate for children who are English- or heritage-language learners; (2) support the mission, goals, and activities of the Institute; (3) pay annual membership dues to the Institute, as set by the Board of Directors; and (4) complete a membership application. The Board shall be the sole arbiter of whether said eligibility requirements are met and maintained, except in the case of members whose dues are more than 60 days in arrears, who shall automatically be suspended until payment is received.

(c) Voting. Each member of the Institute shall have one vote in elections; there shall be no proxy voting.

(d) Participation. Members shall be entitled to participate in activities of the Institute and in the election of the Institute’s Board of Directors.

**4. DIRECTORS**

(a) Composition. The management of the Institute shall be vested in a Board of Directors which shall be composed of five (5) persons who are Institute members in good standing.

(b) Elections. Directors shall be elected at large each year by a secret ballot of the Institute membership, according to nomination and election procedures to be determined by the Board. Vacancies occurring between annual elections may be filled for the balance of the term by a majority vote of remaining Directors.

(c) Terms. Each Director shall hold office for a term of three calendar years (beginning on January 1 and ending on December 31) or until a successor is duly elected; except that, in the initial Board election, the candidates receiving the third (3rd) and fourth (4th) largest number of votes shall serve for two calendar years and the candidate receiving the fifth (5th) largest number of votes shall serve for one calendar year. No person shall serve more than two (2) consecutive full terms on the Board of Directors; but persons serving an initial term of less than three (3) years may serve for two (2) additional three-year terms.

(d) Decisions. Except as otherwise provided in these Bylaws, decisions of the Board of Directors shall be by vote of a majority of those present and voting when a quorum is present. Each Director shall have one vote. Members of the Board may vote only in person, that is, during deliberations in which all Directors are able to communicate with each other simultaneously in face-to-face meetings or conference calls; there shall be no proxy voting.

(e) Removal. A Director may be removed, with or without cause, by a two-thirds (2/3) vote of the Board present at any meeting at which there is a quorum, provided that written notice of the proposed removal is given to all Directors at least ten (10) days in advance of the meeting. A Director may also be removed by a majority vote of Institute members in a special election requested in writing for that explicit purpose by at least 20% of the Institute's current members who sign said petition within a 60-day period.

(f) Resignation. A Director may resign by submitting a written resignation to the President, or to the other Directors if the resigning Director is the President.

## 5. OFFICERS

(a) Election. The officers shall be elected annually by the Board of Directors from among its members and shall consist of President, Secretary, and Treasurer and such additional officers as the Board may from time to time appoint. The Board shall fill any vacancy occurring in any office, for whatever reason, and any Director so elected shall fulfill the term of his/her predecessor.

(b) Term. Officers shall serve a term of one (1) year and until their successors are elected, or until they are removed or resign from office.

(c) Removal. An officer may be removed, with or without cause, by a two-thirds vote of the Board present at any meeting at which there is a quorum, provided that written notice of the proposed removal is given to all Directors at least ten (10) days in advance of the meeting.

(d) Resignation. An officer may resign by submitting a written resignation to the President, or to the other Directors if the resigning officer is the President.

(e) Authority and Duties. The officers shall have the authority and responsibility delegated by the Board as follows:

- (1) The President shall preside at and conduct all meetings of the Board of Directors, the Executive Committee, and the Institute membership. The President may sign all contracts and agreements in the name of the Institute, under procedures approved by the Board; serve as representative of the Institute in meetings and discussions with other organizations and agencies; and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the Board of Directors.
- (2) The Secretary shall keep accurate records and minutes of all meetings of the Institute; make available copies of the minutes of previous meetings for purposes of formal approval by the Board; ensure that minutes are delivered to Institute members via the Internet; send notices of meetings to those persons entitled to vote at such meeting; and maintain a current listing, with telephone numbers and addresses, of Board members. The Secretary shall perform the duties of the President if the President is unable to do so or is absent.
- (3) The Treasurer shall oversee the financial affairs of the Institute, including the deposit of funds into the Institute's accounts; the reconciliation of all receipts and disbursements from such accounts; the preparation of financial records and reports for review by the Board of Directors; and the preparation and filing of year-end federal and state tax reports.
- (4) Other officers appointed by the Board shall perform such duties as may be specified by the Board or by officers given authority over them.

## 6. MEETINGS

(a) Annual Membership Meeting. The annual meeting of Institute members shall be held in the month of January each year or as soon as practical thereafter, as determined by the Board of Directors, for the purposes of informing members about the programs, goals, internal life, and financial status of the Institute; encouraging volunteer activities on behalf of the Institute; and considering action resolutions for submission to the Board. Failure of notice to any member shall not invalidate the meeting nor any action taken thereat. At its discretion, the Board may call additional membership meetings as it deems necessary.

(b) Board Meetings. Regular meetings of the Board of Directors shall be held at least twice each year and may be scheduled more often by the President.

(c) Special Meetings. Special meetings of the Board shall be held at any time and at any place when called by the President or by at least three (3) Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(d) Notice of Meetings. Notice of regular Board meetings or Institute membership meetings shall be in writing and delivered at least 30 days before the day of the meeting. Notices of special meetings shall state the reason for the special meeting and must be given in writing at least 72 hours prior to the meeting time. All persons entitled to vote at board meetings must be mailed or otherwise delivered proper notice of the meeting.

(e) Quorum. At the annual membership meeting, a quorum shall consist of 25 members in good standing. At any Board meeting, a quorum shall consist of 50% of the Directors then serving, present in person. A majority vote shall consist of more than 50% of those Directors present and entitled to vote at the meeting, except as otherwise provided by law or in these bylaws.

## 7. COMMITTEES

(a) Special and Standing Committees. The President and/or the Board of Directors may create various special and standing committees with such powers as they deem wise to establish. The President shall appoint Directors and/or Institute members to serve on such committees, subject to approval by the Board.

(b) Executive Committee. The Executive Committee shall consist of the President, Secretary, and Treasurer. In circumstances that require expeditious action between regular meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board. The minutes of the Executive Committee shall explain such circumstances and actions and shall be submitted to the full Board of Directors.

(c) Nominating Committee. The Nominating Committee shall consist of at least three Directors and/or Institute members. Appointments to the Nominating Committee shall be made by the President and approved by the Board. The Nominating Committee shall rule on qualifications for nominees as Directors and may itself make nominations; it shall also administer election procedures as established by the Board. No member of the Nominating Committee may serve for more than three (3) consecutive years.

## 8. APPOINTED OFFICERS AND STAFF

(a) Chief Executive Officer. The Board of Directors may appoint a chief executive officer, with a title appropriate to the functions of the office. The chief executive officer shall be subject to hire and termination by the Board of Directors. Other staff members may be appointed, subject to hire and termination by the chief executive officer.

(b) Authority and Duties. The Board of Directors may delegate customary authority and duties to the chief executive officer of the Institute, who may delegate certain functions to staff members. The authority and duties of staff shall be memorialized in job descriptions.

(c) Board Meetings. The chief executive officer shall attend and participate in meetings of the Board of Directors, but shall not be entitled to vote, as well as meetings of Institute members and Board-established committees, as appropriate.

## 9. CONFLICT OF INTEREST

Any board member, officer, employee, or committee member having an interest in a contract or other transaction or determination presented to the Board of Directors or a committee of the Institute for recommendation, authorization, approval, or ratification shall give prompt, full, and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract, transaction, or determination.

The body to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If such a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of the issue (other than to present factual information or to respond to questions in the deliberations with respect to such contract, transaction, or determination). Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation, and whether a quorum was present.

## 10. INDEMNIFICATION

The Institute may indemnify Directors, officers, employees, and agents of the Institute to the fullest extent required or permitted by the General Laws of Maryland.

## 11. COMPENSATION

The members of the Board of Directors and the elected officers of the Institute shall serve without compensation for their services as Board members or officers, but may be reimbursed for all expenses reasonably incurred on behalf of the Institute.

## 12. FISCAL YEAR

The fiscal year of the Institute shall be from April 1st to March 31st.

13. ACTION WITHOUT MEETING

Any action which may be properly taken by the Board of Directors assembled in a meeting may also be taken without a meeting, if consent in writing setting forth the action so taken is signed by all of the Directors entitled to vote with respect to the action. Such consent shall have the same force and effect as a vote of the Directors assembled and shall be filed with the minutes.

14. AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors, provided that the proposed amendment(s) have been submitted to the Directors in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten (10) days prior to the meeting date. Bylaws may also be amended through a special election among Institute members, on petition of 20% of members in good standing within a 60-day period.

15. NONDISCRIMINATION

The members, Directors, officers, employees, organizations, and persons served by the Institute shall be selected in a nondiscriminatory manner with regard to age, sex, race, color, national origin, sexual orientation, and political or religious opinion or affiliation.

Adopted by the Board of Directors this 24th day of August, 2006

James W. Crawford  
James W. Crawford, President

8/24/06  
Date

Josefina V. Tinajero  
Josefina V. Tinajero, Treasurer

8-24-06  
Date

Stephen D. Krashen  
Stephen D. Krashen, Secretary

Sept 4, 2006  
Date

I, the undersigned, being Secretary of the Institute, hereby certify that the above is a true, complete, and accurate copy of the Bylaws adopted by the Board of Directors.

Stephen D. Krashen  
Stephen D. Krashen, Secretary

Sept 4, 2006  
Date