

**BYLAWS**  
**of the**  
**Institute for Language and Education Policy, Inc.**  
**P.O. Box 19025**  
**Portland, OR 97280**

**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**

The Institute shall have no individual members. All powers, obligations, and rights provided by applicable laws shall reside in the Board of Directors.

**4. DIRECTORS**

(a) Powers. The business affairs of the Institute shall be managed by its Board of Directors. The number of directors shall not exceed five (5). The minimum qualification of members of the Board of Directors shall be professional experience in the field of language education. In addition to the powers and authorities by these Bylaws expressly conferred upon them, the Board of Directors shall have the maximum power and authority now or hereafter provided under the laws of the State of Maryland.

(b) Election. Directors shall be elected to vacant positions on the Board of Directors by a majority vote at any meeting of the Board at which there is a quorum present.

(c) Decisions. Except as otherwise provided in Paragraph 13 of 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.

(d) 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.

(e) 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; 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) Board Meetings. Meetings of the Board of Directors shall be held at such times and places as the President shall designate from time to time.

(b) Quorum. 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 board 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.

## 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.

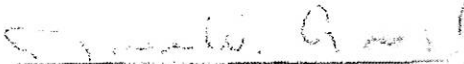
#### 14. AMENDMENTS

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.

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.

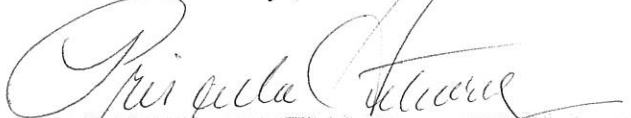
Amended by the Board of Directors this 4th day of September, 2015

  
James W. Crawford, President

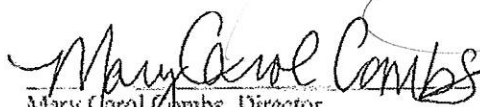
9/4/2015  
Date

  
Sharon Adelman Reyes, Treasurer

9/4/2015  
Date

  
Priscilla Gutiérrez, Secretary

9/8/2015  
Date

  
Mary Carol Combs, Director

9/6/2015  
Date

  
Francisco Ramos, Director

9/5/2015  
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.

  
Priscilla Gutiérrez, Secretary

9/8/2015  
Date