

BYLAWS FOR PARTNERS IN ENGLISH LANGUAGE LEARNING

ARTICLE I NAME

The name of this corporation is PARTNERS IN ENGLISH LANGUAGE LEARNING (PiELL).

PRINCIPLE ADDRESS

The principle office for the transaction of activities and affairs of this corporation is located at Lyman Gilmore School, Room B-4 10837 Rough and Ready Highway, Grass Valley, CA 95945-8522. The mailing address of this corporation is 578 Sutton Way, Grass Valley, CA 95945-5390. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternately, this Section may be amended to state the new location. The Board may wish at any time to establish a subordinate office at any place where this corporation is qualified to conduct its activities.

DEDICATION AND DISSOLUTION

This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California. This corporation shall not be operated for monetary gains, profits, or dividends to any officer or individual. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable purposes, and no part of the profit or net income of the Corporation shall ever financially benefit any member of the Board of Directors, officer or private individual. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

PURPOSE/OBJECTIVE

The purposes and objectives for which PiELL is organized are to:

- a) tutor English language learning adults in reading and writing proficiency in English; assist learners to integrate ultimately as contributing members of their communities;
- b) develop other life/technical skills as appropriate;
- c) promote interest in the activities of PiELL among the residents and invite their cooperative support;
- d) train and provide back-up services and refresher training for tutors and trainers;
- e) provide for teaching/tutoring sites in various locations for the convenience of pupils and tutors.

ARTICLE II MEMBERSHIP

Membership in this organization shall be as follows without regard to race, creed, color, national origin, sex, age, sexual orientation or political belief:

- a) **Active:** Members of the Board of Directors, active tutors;
- b) **Inactive:** Students, donors, inactive tutors, and other volunteers willing to further the purpose of PiELL;
- c) Only active members will have voting rights at General Membership meetings.

ARTICLE III BOARD OF DIRECTORS

Section 1. The Board of Directors shall formulate policy for and direct PiELL. The Board retains all the authority necessary or incidental to the performance of these functions including appointing and removing all corporate officers, agents and employees, prescribing powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation, and require from them security for faithful service. The Board, at its discretion, may form advisory committees as necessary.

Section 2. The Board of Directors shall consist of no fewer than 6, nor more than 12 Members. All shall be voting members as long as they are active. Board members shall be elected for a 2 year term and may be reelected for additional terms. As much as practicable, terms shall be staggered so that not less than one-half of the terms of all Board members shall expire at once. Terms of the Board Members shall commence immediately after the election at the Annual Membership Meeting.

Section 3. If a member of the Board is absent from two (2) consecutive Board meetings without being excused for illness or other approved reasons, he/she may be terminated as a Board member by a majority vote of the Board.

Section 4. Between elections, vacancies on the Board of Directors shall be filled by a majority vote of the Board members present at scheduled Board meeting.

ARTICLE IV OFFICERS/EXECUTIVE BOARD, THEIR ELECTION AND MEMBERS AT LARGE

Section 1. **Officers:** The following officers shall be elected by the active membership at the Annual Meeting: President, Vice President, Secretary, and Treasurer.

Section 2. **Executive Board:** The Executive Board of PiELL shall consist of the elected officers designated in Section 1, plus the immediate Past President.

Section 3. **Board Members at Large:** Members of the Board who are not officers function as members at large and shall be elected at the Annual Meeting.

Section 4. **Election Procedures:**

- a) A Nominating Committee, appointed as provided, shall provide recommendations (nominations) to fill the elected officer positions listed in Section 1, which shall be submitted three (3) months before the annual meeting.
- b) Nominations for these offices shall also be accepted from the Floor at the Board meeting at which the nominations are initially presented and any other Board meeting up to and including the Annual Membership Meeting.
- c) In the event there is more than one nominee for an office, an election shall be held at the Annual Membership Meeting by secret ballot vote of eligible active members present. It shall require a majority vote to elect any officer.

Section 5. **Term of Office:** Elected officers shall take office and assume their duties immediately following the Annual Membership meeting and shall continue to serve for one year or until their successors are elected or appointed.

Section 6. **Resignation:**

- a) Except as provided below, any Director may resign by giving written notice to the President or Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.
- b) Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected Director or Directors.

Section 7. **Vacancies:**

- a) A vacancy in any office, except that of President, shall be filled by recommendation and vote of the Board of Directors.
- b) A vacancy in the office of President shall be filled by the Vice President.

ARTICLE V DUTIES OF OFFICERS/EXECUTIVE BOARD

Section 1. **Executive Board:** The Executive Board of PiELL shall have general supervision of the affairs of PiELL in the intervals between Board meetings. A report of all Executive Board actions taken shall be made to the entire Board at the next regular or special Board meeting. Minutes of the Executive Board meetings shall be available for inspection by the membership and shall be kept on file for at least 5 years.

The Board shall meet at the call of the President or at such times and places designated by it; the President shall call a special meeting upon the written request of a majority of the Board. A quorum shall consist of a majority of voting members of the Board of Directors.

Section 2. **The Board of Directors:** The Board of Directors shall:

- a) Be responsible for ensuring the development and maintenance of an annual tactical plan as well as well as a long-range strategic plan. The plan shall serve as direction to all PiELL officers, directors, committees and PiELL staff as to the areas in which they are to operate and the extent of their operations within any given period of time.
- b) Establish and maintain a Manual of Procedures that includes as description of the duties of the PiELL Board of Directors.

Section 3. **President** The President shall:

- a) Preside at all meetings of PiELL and the Executive Board at which he/she is in attendance;
- b) Appoint the various committees, standing or special, required by these bylaws or established by the Board of Directors or by vote of the active membership, except as herein otherwise provided;
- c) Be chairperson of the Executive Board;
- d) Perform such other duties as normally pertain to the office of President or ordered by these bylaws.

Section 4. **Vice President** The Vice president shall:

- a) In the absence or disability of the President, possess all of the powers and perform all of the duties in his/her stead;
- b) At all times assist the President in the performance of his/her duties;
- c) Shall assume the office of President if a vacancy occurs;
- d) Perform such other duties as may be asked by the President or Executive Board or ordered by these bylaws.

Section 5. **Secretary** The Secretary shall:

- a) Keep an accurate record of all proceedings of Board and Executive Board meetings, including an accurate roll of members and officers in attendance at each;
- b) Issue notices of all meetings of PiELL, which shall include the agenda of matters for discussion at same;
- c) Perform such other duties as normally pertain to the office of Secretary or as may be requested or directed by the President, Executive Board, or required by these bylaws.

Section 6. **Treasurer** The Treasurer shall:

- a) Receive all funds of PiELL and keep and disburse same under the direction of the President as required by these bylaws;

- b) Keep or cause to be kept regular books and full accounts which shall be open at all times to the inspection of the President, Board of Directors, and the Auditing Committee, if such is empowered;
- c) Report at each Board meeting as to the financial condition of the treasury with detailed statements;
- d) Prepare an annual report to include the last day of the fiscal year, and provide access to all records and statements as required by the President, Executive Committee or Board of Directors;
- e) Turn over all records, vouchers, and statements to a newly elected Treasurer upon leaving office;
- f) Perform such other duties as requested by the President, Executive Board or Board of Directors or required by these bylaws;
- g) Arrange for insurance coverage/bond as determined by the Board of Directors. Premium for said bond shall be the expense of PiELL.

Section 7. Immediate Past President

The Immediate Past President shall be a member of the Executive Board and perform such duties as may be assigned by the President and/or Executive Board, and shall, in the absence of both the President and Vice President, possess all of the powers and perform all of the duties of the President.

**ARTICLE VI
COMMITTEES**

Section 1. The President shall appoint the following standing committees, which appointment shall be subject to the ratification of the Board of Directors:

Committee	Minimum Membership
Nominating	3
Election Tellers	2
Auditing	2

Section 2. Such other committees as in the judgment of the Executive Board are necessary for the welfare of PiELL may be appointed. The Executive Board shall determine the composition of such committees and the duration of appointment, until the next Annual Meeting or committee longevity as defined by the Board of Directors. The Board of Directors shall approve the composition of the committees.

Section 3. The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 4. **Quorum:** A majority of the members of any committee must be present at any meeting to constitute a quorum.

Section 5. **Terms:** All committees shall continue to function from appointment to the end of the fiscal year unless otherwise herein provided.

Section 6. **Nominating Committee:** It shall be the duty of this committee to investigate the qualifications of members for the elective offices and submit such nominees for office as in its judgment will best serve the interest of PiELL. Nominations shall be reported to the Board of Directors as required by Article IV, Section 4.

Section 7. **Election Tellers:** It shall be the duty of the Committee of Election Tellers to oversee the preparation, distribution, and counting of the ballots in PiELL elections, and certify the results to the President. In addition, the committee shall ensure that the election procedures are in accordance with these PiELL bylaws.

ARTICLE VII BOARD MEETINGS

Section 1. Regular monthly meeting of the Board of Directors shall be held during the months of January through November, inclusive. Dates and times of such meetings shall be established at each preceding meeting of the Board.

Section 2. Special meetings of the Board may be called at any time by vote of three of the five members of the Executive Board, or upon petition to the President of twenty percent (20%) of the active voting membership.

Section 3. A meeting notice shall precede all meetings at least two (2) days in advance to allow members a reasonable opportunity to attend. Said notice shall include a summary of the business to be acted upon.

Section 4. Unless otherwise ordered by a two-thirds vote at a Board of Directors Meeting, the Order of Business at all regular Board meetings shall be:

1. Call to Order
2. Approval of the Minutes of the previous meeting
3. Communications
4. Report of Executive Board Actions
5. Treasurer's Report
6. Committee Reports
7. Unfinished Business
8. New Business
9. Good of the Order
10. Adjournment

Section 5. **Quorum for Board Meetings:** It shall require at least a majority of Board members in attendance at any Board meeting for business to be conducted.

Section 6. **Annual Meeting:** The PiELL Board of Directors shall have at least one General Membership Meeting per year. This Annual Meeting shall be held in the month

of June. Members will be notified 20 – 90 days prior to the Annual Meeting. PiELL waives the requirement that an Annual Report be sent to shareholders. This information will be available for review on the PiELL website and at the Annual Meeting.

**ARTICLE VIII
PARLIAMENTARY AUTHORITY**

Except as otherwise herein provided, the conduct of meetings and other procedural matters shall be according to *Robert's Rules of Order*, latest revision. The President may appoint a Parliamentarian to assist in this regard if necessary.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of PiELL shall extend January 1 through December 31, inclusive.

**ARTICLE X
DISSOLUTION**

In the event of dissolution of PARTNERS IN ENGLISH LANGUAGE LEARNING, the assets of PiELL shall be distributed to comparable organizations in accordance with governmental regulations, as determined by the active membership of PiELL at a special meeting.

**ARTICLE XI
AMMENDMENT OF BYLAWS**

Any revision to these bylaws, having been approved and recommended to the active membership by a two-thirds vote of the Board of Directors, shall be approved or rejected by a majority of active members at the Annual Meeting.

**ARTICLE XII
STANDARDS OF CONDUCT**

No Director shall enter into any loan, guarantee, contract, sale, or exchange of property, or other such transaction on behalf of PiELL, except in accordance with the standards of conduct set forth in Article III of the California Non-profit Benefit Corporation Law.

Adopted July 1987
Amended June 1988
Amended August 1989
Amended August 1990
Amended August 1991

Amended February 2007
Amended November 2008
Amended April 2011

Amended August 1992
Amended August 1993
Amended September 1994
Amended September 1999
Amended November 2004