

BYLAWS FOR PARTNERS IN ENGLISH LANGUAGE LEARNING

ARTICLE I NAME AND ADDRESS

Section 1. **Name.** The name of this corporation is PARTNERS IN ENGLISH LANGUAGE LEARNING (PiELL).

Section 2. **Address.** The principle office for the transaction of activities and affairs of this corporation is located at 256 Buena Vista Street, Suite 110, Grass Valley, California. The mailing address of this corporation is 578 Sutton Way, PMB 198, Grass Valley, CA 95945-5390.

Section 3. **Change of Address.** The Board may at any time establish a principle or subordinate office at any place where this corporation is qualified to conduct its activities. The Secretary must make written notation of any such change of location in the margin of this Section; alternatively, this Section may be amended to state the new location.

*Article I, Sec. 2
The principle
office of this
corporation is
located at 103
Providence Mine
Road, Suite 104B,
Nevada City,
California. This
marginal notation
is made in
accordance with
Article I, Section 3
of these Bylaws
and was approved
by the Board of
Directors on April
27, 2016*

ARTICLE II DEDICATION AND DISSOLUTION

Section 1. **Dedication.** 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.

Section 2. **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 Board of Directors of PiELL at a special meeting. 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).

ARTICLE III PURPOSE/OBJECTIVE

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

- a) Tutor English language learning adults in English language skills, including oral competence, listening and reading comprehension, and writing proficiency to meet their needs;
- 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 IV 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.** Members of the Board of Directors, active tutors, designated student mentors;
- b) **Inactive members.** Students, donors, inactive tutors, and other volunteers willing to further the purpose of PiELL;
- c) **Voting members.** Only members of the Board of Directors shall have voting rights.

ARTICLE V BOARD OF DIRECTORS

Section 1. **Function.** 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. **Term of Service.** The Board of Directors shall consist of no fewer than 6 or more than 12 members. Board Members shall be elected for a two year term and may be reelected for additional terms. As much as practicable, terms shall be staggered so that

not more than one-half of the terms of all Board Members shall expire at once. Terms of the Board Members shall commence on the first day of the month following the election at the Annual Meeting.

Section 3. **Resignation.** 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 4. **Termination.** 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 5. **Vacancies.** Between elections, vacancies on the Board of Directors shall be filled by a majority vote of the Board members present at a scheduled Board meeting, or by email, as directed by the President (or either Co-President).

ARTICLE VI OFFICERS/EXECUTIVE BOARD AND MEMBERS AT LARGE, THEIR ELECTION AND TERMS OF OFFICE

Section 1. **Officers.** The following officers shall be elected by the Board of Directors at the Annual Meeting: President (or Co-Presidents), 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 (or Immediate Past Co-Presidents).

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, except as provided under Article V, Section 5.

Section 4. **Election Procedures:**

- a) A Nominating Committee, appointed as provided, shall provide recommendations (nominations) to fill positions on the Board and the elected officer positions listed in Section 1, which shall be submitted thirty (30) days before the Annual Meeting.
- b) Nominations for the Board and elective 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 Meeting.

- c) In the event there is more than one nominee for an office, an election shall be held at the Annual Meeting by secret ballot vote of members of the Board present. It shall require a majority vote to elect any Board Member or officer.

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

Section 6. **Resignation.** Except as provided under Article V, Section 3, any Officer may resign by giving written notice to the President (or either Co-President) or Secretary of the Board. The resignation shall become effective when the notice is given unless it specifies a later time for the resignation to become effective. The Board may elect a successor to take office as of the date when the Officer's resignation becomes effective.

Section 7. **Vacancies:**

- a) A vacancy in any office, except that of President (or Co-Presidents) 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. If no Vice President is serving, the President (or Co-President) vacancy shall be filled by recommendation and vote of the Board of Directors.

ARTICLE VII DUTIES OF BOARD OF DIRECTORS

Section 1. **Executive Board.** The Executive Board of PiELL shall:

- a) Have general supervision of the affairs of PiELL in the intervals between Board meetings. When confidential matters are discussed, these matters must and shall remain confidential, and not be discussed with anyone outside of the Executive Board or published explicitly in the minutes. Also, no action should be taken about the matter in a confidential meeting but should wait for full Board approval. Otherwise, if some action does take place beyond discussion, a report shall be made to the entire Board at the next regular or special Board meeting. While 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, minutes regarding any confidential discussion may be generic as to the general topic, without listing specific details under discussion.

Examples of confidential matters can include:

- Legal actions, causes of action or litigation (except that votes, minutes and settlement agreements must be opened to the public on final disposition, unless ordered closed by a court).
 - Leasing, purchase or sale of real estate where public knowledge might adversely affect the amount paid in the transaction.
 - Hiring, firing, disciplining or promoting a particular employee.
 - Welfare cases of identifiable individuals.
 - Software codes for electronic data processing.
 - Individually identifiable personnel records.
 - Records related to existing or proposed security systems.
 - Records that are protected from disclosure by other laws.
 - Strategic direction of the company prior to making any changes
- b) Meet at the call of the President (or either Co-President) or at such times and places designated by it; the President (or either Co-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. Board of Directors. All members of The Board of Directors of PiELL shall:

- a) Be responsible for ensuring the development and maintenance of an annual tactical plan 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 a description of the duties of the PiELL Board of Directors.

Section 3. President (or Co-Presidents). The President (or either Co-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, 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 (or both Co-Presidents), possess all of the powers and perform all of the duties in his/her/their stead;
- b) At all times assist the President (or either Co-President) in the performance of his/her duties;
- c) Assume the office of President (or Co-President) if a vacancy occurs;
- d) Perform such other duties as may be asked by the President (or either Co-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 (or either Co-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 (or either Co-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 (or either Co-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 (or either Co-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 (or either Co-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 (or Immediate Past Co-Presidents). The Immediate Past President (or Immediate Past Co-Presidents), shall be a member(s) of the Executive Board and perform such duties as may be assigned by the President (or either Co-President) and/or Executive Board, and shall, in the absence of the President (or both Co-Presidents) and the Vice President, possess all of the powers and perform all of the duties of the President.

ARTICLE VIII COMMITTEES

Section 1. Standing committees. The President (or either Co-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. **Other committees.** 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. **Ex-Officio member.** The President (or either Co-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 of service.** 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 Board and 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 VI, Section 4.

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

Section 8. **Auditing Committee.** It shall be the duty of this committee to audit election results or other matters concerning PiELL, as the President (or either Co-President) may deem appropriate.

ARTICLE IX BOARD MEETINGS

Section 1. **Regular meetings.** The Board of Directors shall meet at least once during every quarter of the calendar year. Dates and times of such meetings shall be established at each preceding meeting of the Board or as otherwise determined by majority vote of the Executive Board.

Section 2. **Special meetings. Special meetings.** Special meetings of the Board may be called at any time by majority vote of the Executive Board.

Section 3. **Notification.** A meeting notice shall precede all meetings at least five (5) business 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. **Order of business.** 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 Annual Meeting per year. This Annual Meeting shall be held after February 1 and no later than May 31 of each year at a date and time set by majority vote of the Executive Board. Members of the Board of Directors will be notified at least 30 days prior to the Annual Meeting. At the Board's discretion, the Annual Meeting may be held in conjunction with a regularly scheduled Board Meeting.

Section 7. **Annual Report.** 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 X
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 (or either Co-President) may appoint a Parliamentarian to assist in this regard if necessary.

**ARTICLE XI
FISCAL YEAR**

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

**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.

**ARTICLE XIII
AMENDMENT OF BYLAWS**

PiELL's Bylaws may be revised or amended by a two-thirds vote of the Board of Directors. At the President's (or Co-Presidents') discretion, all Board members who are unable to attend a meeting may be provided the opportunity to vote via mail or email.

The Bylaws for PiELL were adopted and have been amended as follows:

Adopted July 1987	Amended February 2007
Amended June 1988	Amended November 2008
Amended August 1989	Amended April 2011
Amended August 1990	Amended February 2012
Amended August 1991	Amended April 2012
Amended August 1992	Amended April 2013
Amended August 1993	Amended July 2013
Amended September 1994	Amended February 2014
Amended September 1999	Amended April 2018
Amended November 2004	Amended March 2019