

BYLAWS
OF
CALIFORNIA ASSOCIATION OF TEACHERS
OF ENGLISH
A California Nonprofit Public Benefit Corporation

ARTICLE 1

NAME

The name of this corporation shall be California Association of Teachers of English.

ARTICLE 2

PURPOSES

2.1 This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized exclusively for charitable and educational purposes under the Nonprofit Public Benefit Corporation Law of the State of California.

2.2 This Corporation has been formed for charitable purposes; to promote communication, cooperation, and educational knowledge among all persons and groups responsible for teaching English and the language arts; to identify, study, and act on important problems in the teaching of English and the language arts; to promote the initial and continuing preparation and education of teachers of English and the language arts; to develop among teachers of English and the language arts an understanding of ways to improve instruction and educational techniques in English and the language arts; and to inform and work with members of the lay public who have an interest in the teaching of English and the language arts.

2.3 In addition, this Corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes and shall have other exclusively charitable purposes as the Board of Directors may authorize or approve from time to time. This Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 3

PRINCIPAL OFFICE

The principal office for the transaction of business of the Corporation is fixed and located in the city of San Diego, County of San Diego, State of California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another. The Board of Directors may also at any time establish branch offices at any place where the Corporation is qualified to do business.

ARTICLE 4

NONPARTISAN AND PROHIBITED ACTIVITIES

4.1 The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code, or an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

4.2 No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5

DEDICATION OF ASSETS

The properties and assets of this Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this Corporation (except that reasonable compensation may be paid for, and reimbursement made for reasonable expenses incurred in connection with services rendered to or for the Corporation in furtherance of one or more of its objectives and purposes). On liquidation or dissolution, all properties and assets and obligations shall be

distributed and paid over to an organization dedicated to charitable purposes which has established its exempt status under Internal Revenue Code Section 501 (c) (3).

ARTICLE 6

MEMBERSHIP

6.1. Qualifications. This Corporation shall have two classes of members with the following qualifications:

6.1.1 Regular Membership: any person interested in the teaching of English and the language arts will become eligible to apply for membership in the Corporation as a “Regular Member” with all voting rights available to such Regular Membership.

6.1.2 Publication Membership: any person or institution wishing to receive publications of the Corporation without becoming a regular member may do so by becoming a “Publications Member” in the Corporation. Publications Members shall have no voting rights in the Corporation.

6.1.3 Approval of Membership: All of those eligible for membership, as either a Regular Member or a Publications Member, shall become members on approval of their membership application by the Board of Directors and on timely payment of such dues as the Board may fix from time to time. No person shall hold more than one membership.

6.2 Rights of Regular Membership. Regular members shall have the right to vote, as set forth in these Bylaws; on the election of the Directors; on the disposition of all or substantially all of the Corporation’s assets; on any merger and its principal terms and any amendment of those terms; on any election to dissolve the Corporation; and on amendment of the Corporation’s Articles of Incorporation or these Bylaws. In addition, Regular Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law and these Bylaws. This Corporation may benefit, serve, or assist persons who are not members, but may restrict the provision of certain benefits, services, and assistance to its members. A Regular Member shall also have the right to participate in voting for, and running for election to the Council Committee within their geographical region, as more particularly described in Article 10.

6.3 Rights of Publication Membership. The only rights of Publication Members shall be to receive the publications of the organization upon payment of any required fee.

6.4 Dues, Fees, and Assessments.

6.4.1 Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The amount of the membership dues shall be set by a two-thirds vote of the Board, subject to ratification by a majority of the Regular Members at the next annual meeting. In case of failure to ratify, the dues remain the same. Any proposal for the change in dues must be communicated to Board members at least sixty days before the meeting at which a vote on the matter is to be taken.

6.4.2 Those members who have timely paid any required dues, fees, assessments and who are not suspended shall be members in good standing.

6.5 Termination of Membership. A membership shall terminate upon the occurrence of any of the following events:

6.5.1 Resignation of the member, on reasonable notice to the Corporation;

6.5.2 Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;

6.5.3 Failure of the member to pay dues, fees, or assessments as set by the Board within thirty (30) days after they become due and payable; or

6.5.4 Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications or as otherwise set forth in Sections 5341 and 5342 of the California Nonprofit Corporation Law.

6.6 Transfer of Membership. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution or termination of membership pursuant to this Article 6, Section 6.5 of these Bylaws.

6.7 Liability for Debts or Obligations. A member of the Corporation is not personally liable for the debts, liabilities, or obligations of the Corporation.

6.8 Place of Meeting. Meetings of the members shall be held at any place within or outside California designated by the Board of Directors. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office.

6.9 Regular Meeting. A regular meeting of Regular Members shall be held each year. The Board of Directors shall fix the date and time and notify Regular Members as provided in Article 6, Section 6.11. At this meeting or through a written ballot without a meeting Directors shall be elected and any other proper business may be transacted.

6.10 Special Meeting. A special meeting of the Regular Members for any lawful purpose may be called at any time by the Board of Directors, the president, or by five percent (5%) or more of the Regular Members. A special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the chairperson of the Board, the president, or the secretary. The officer receiving the request shall cause notice to be given promptly to the Regular Members entitled to vote, in accordance with Article 6, Section 6.11 of these Bylaws, stating that a meeting will be held at the specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 and not more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 6.10 shall be construed as limiting, fixing, or affecting the time at which a meeting of Regular Members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

6.11 Notice of Meetings

6.11.1 Whenever Regular Members are required or permitted to take action at a meeting, a written notice of the meeting shall be given at least ten (10) but no more than ninety (90) days before the meeting to each Regular Member entitled to vote at that meeting. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each Regular Member entitled to vote at the address of that Regular Member appearing on the books of the corporation or at the address given by the Regular Member to the Corporation

for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either sent in writing to the Corporation's principal office or published at least once in a newspaper of general circulation in the county in which the Corporation's principal office is located. An affidavit of the mailing or other means of giving any notice of any Regular Members' meeting may be executed by the secretary or any other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in the Corporation's minute book.

6.11.2 Notices shall specify the place, date, and hour of the meeting and; (1) for special meetings, the general nature of the business to be transacted; or (2) for the regular meetings those matters which the Board, at the time notice is given, intends to present for action by the Regular Members (except as provided in Article 6, Section 6.14 of these Bylaws, any proper matter may be presented at the meeting). The notice of any meeting at which Directors are to be elected, as set forth in Article 7, shall include the names of all persons who are nominees when notice is given.

6.11.3 Approval by the Regular Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

6.11.3.1 Removing a director without cause;

6.11.3.2 Amending the articles of incorporation; or

6.11.3.3 Electing to wind up and dissolve the Corporation.

6.12 Quorum. One percent (1%) of the entire voting power of the Regular Members shall constitute a quorum for the transaction of business at any meeting of Regular Members provided, however, that if any regular meeting is actually attended in person or by proxy by less than one-third (1/3) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given not less than ten (10) nor more than ninety (90) days before the date of the meeting to each Regular Member of record as required pursuant to Section 6.11.1 and 6.11.2. Subject to the foregoing, the Regular Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Regular Members to leave less than a quorum, if any action taken, other than adjournment,

is approval by at least a majority of the Regular Members required to constitute a quorum.

6.13 Adjournment. Any Regular Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Regular Members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a Regular Members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Regular Member who, on the record date for the notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

6.14 Voting. Regular Members entitled to vote at any meeting of Regular Members shall be those Regular Members in good standing of the record date determined under Article 6, Section 6.17 of these Bylaws. Voting may be by ballot if demanded by any Regular Member at the meeting before the voting begins. Each Regular Member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Regular Members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting entitled to vote and voting on any matter, shall be the act of the Regular Members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Public Benefit Corporation Law, the articles of incorporation, or these Bylaws. In any election of Directors, the candidates receiving the highest number of votes are elected.

6.15 Waiver of Notice of Consent by Absent Regular Members.

6.15.1 The transactions of any meeting of Regular Members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly after regular call and notice, if a quorum is present either in person or by proxy and if, either before or after the meeting, each Regular Member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of the Regular Members, except that if action is taken for approval of any of those matters specified in Article 6, Section 6.11.3 of these Bylaws, the waiver of notice, consent, or

approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

6.15.2 A Regular Member's attendance at a meeting shall also constitute a waiver of notice of the presence at the meeting, unless the Regular Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

6.16 Action by Written Ballot without a Meeting. Any action, including the election of Directors, that may be taken at any meeting of Regular Members may be taken without a meeting and without prior notice by complying with the provisions of this Section 6.16 concerning written ballots. The Corporation shall distribute one written ballot to each Regular Member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Article 6, Section 6.11.1 of these Bylaws. All solicitations of votes by written ballot shall:

6.16.0.1 Indicate the number of responses from Regular members needed to meet the quorum requirement;

6.16.0.2 With respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures; and

6.16.0.3 Specify the time by which the ballot must be received in order to be counted.

6.16.1 Each ballot so distributed shall:

6.16.1.1 Set forth the proposed action;

6.16.1.2 Provide the Regular Members an opportunity to specify approval or disapproval of each proposal; and

6.16.1.3 Provide a reasonable time to return the ballot to the Corporation.

6.16.2 In any election of Directors, a written ballot that a Regular Member marks “withhold” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

6.16.3 Approval by written ballot shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

6.16.4 A written ballot may not be revoked.

6.16.5 All written ballots shall be filed with the secretary of the Corporation and maintained in the corporate records.

6.17 Record Date

6.17.1 For purposes of determining the Regular Members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful actions the Board may, in advance, fix a record date. The record date so fixed:

6.17.1.1 For notice of meeting shall not be more than 90 or less than 10 days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the next business day preceding the day on which the notice is given, or if notice is waived, the next business day preceding the day on which the meeting is held.

6.17.1.2 For voting at a meeting shall not be more than 60 days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the date on which the meeting or adjourned meeting is held.

6.17.1.3 For voting by written ballot shall not be more than 60 days before the date on which the first written ballot is mailed or solicited. If not otherwise fixed by the Board, the record date shall be the day on which the first written ballot is mailed or solicited.

6.17.1.4 For any other action shall not be more than 60 days before that action. If not otherwise fixed by the Board, the record date shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

6.17.2A regular member at the close of business on the record date shall be a Regular Member of record.

6.18 Nomination of Directors. The Board shall appoint an election committee which shall consist of the immediate past president of the Corporation and two other Regular Members. The election committee shall notify the Regular Membership each September of those offices to be filled at the next election and of the methods of nominating, including all deadlines as set by the Board of Directors. The committee shall verify all nominations received and prepare a ballot for distribution to the Regular Members; receive candidates' statements and photographs and arrange for their distribution to the Regular Membership; and count the Regular Membership ballots and certify the winners.

6.18.1 Nominations shall be made by all of the following methods:

6.18.1.1 By the Council Committees set forth in Article 10, which may each nominate one candidate to stand for election to represent the Council Committee and one additional candidate for any vacancy of the Board of Directors (provided that a Council Committee may not nominate a candidate to stand for election to the Board of Directors to represent any other Council Committee);

6.18.1.2 By the Board of Directors which may nominate one (1) candidate for each vacancy on the Board (except for those vacancies which are to be nominated by the various Council Committees as set forth in Section 6.18.1.1) and with the written approval of the nominee; or

6.18.1.3 By petition which has the signatures of at least fifteen Regular Members of the Corporation and the written approval of the nominee.

6.18.2 All nominees shall be Regular Members of the Corporation. All nominees meeting the above requirement shall become candidates for a seat on the Board of Directors.

6.18.3 Without Board authorization, no corporate funds may be expended to support a nominee for director after more people have been nominated for director than can be elected.

6.19 Candidacy for Election.

6.19.1 The names of all candidates whose nominations were received before the deadline set by the Board of Directors shall be published to the Regular Membership. The deadline for the receipt of nominations shall be set by the Board of Directors.

6.19.2 All candidates whose nominations are received before the deadline set by the Board of Directors may submit background information of not more than one hundred (100) words about themselves and a position statement of not more than one hundred (100) words. This information shall be distributed to the Regular Members as part of the election process. The deadline for the receipt of the statements shall be set by the Board of directors.

6.20 Election of Directors. The entire Regular Membership of the Corporation shall be eligible for vote for the nominees arrived through the process described in Section 6.18 above. The vote will be conducted by written ballot. Regular members who return their ballots by mail by the deadline set by the Board of Directors shall have their ballots counted. The candidate receiving the higher total of votes cast in which a quorum of total ballots have been received shall be elected to that office.

6.21 Deadlines. At its last meeting of each school year, the Board of Directors shall set the deadlines for nominations and elections for the following year. The deadline for receipt of nominating petitions, however, shall be the scheduled time for the beginning of the annual meeting.

6.22 Parliamentary Procedures. *Sturgis' Standard Code of Parliamentary Procedures* shall govern all parliamentary procedures at the Corporation's Regular Membership meetings, membership meetings, and at all meetings of committees, commissions, task forces, and other elected and appointed bodies of the Corporation.

ARTICLE 7

BOARD OF DIRECTORS

7.1 Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations in the articles of incorporation or Bylaws regarding actions that require approval of the Regular Members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. This Corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation engaged in activities which are permitted to be carried on by a corporation exempt under Section 501(c) (3) or the Internal Revenue Code.

7.2 Number of Directors. This Corporation shall be governed by not less than twenty (20) and not more than thirty-five (35) Directors. Board members shall receive no compensation for their services as such.

7.3 Election, Designation, and Term of Office of Directors.

7.3.1 The President and Vice President shall be elected directly by the Regular Membership as officers of the Corporation in accordance with Article 8 and shall be nominated for election to the Board of Directors and serve on the Board in that capacity if so elected. They shall be elected in even numbered years and serve for two years.

7.3.2 The Secretary and Membership Chair shall be directly elected by the Regular Membership as officers of the Corporation in accordance with Article 8 and shall be nominated for election to the Board of Directors and serve on the Board in that capacity if so elected. They shall be elected in odd numbered years and serve for two years.

7.3.3 Each of the Council Committees as set forth in Article 10 may nominate candidates to stand for election to the Board (as set forth in Section 6.18.1.1). Each Board of Director candidate nominated by a Council Committee to stand for election to the Board of Directors under Section 6.18.1.1 shall serve for a one (1) year term if so elected. They shall assume their office on July 1 of the year in which they are elected.

7.3.4 Eight (8) total Regular Members who shall serve as at-large members, three (3) of whom shall be elected at each annual meeting, except for 2007 and every three years thereafter, when two shall be elected, and shall serve

for three years. They shall assume their offices on July 1 of the year in which they are elected. In order to accomplish greater diversity on the Board of Directors, at all times, one (1) of these eight (8) Directors shall be affiliated with elementary school teaching (generally known as grades kindergarten through sixth grade); one (1) of these eight (8) Directors shall be affiliated with middle school teaching (generally known as grades sixth through eighth); two (2) of these eight (8) Directors shall be affiliated with high school teaching (generally known as grades ninth through twelfth), one (1) of these eight (8) Directors shall be affiliated with college teaching; and one (1) of these eight (8) Directors shall reside in a geographical region represented by a Council Committee which has fewer than five hundred (500) Regular Members.

7.3.5 The immediate past President shall be designated to the Board of Directors and serve a two year term to the Board of Directors.

7.3.6 The Treasurer shall be appointed and designated by the Board of Directors and shall serve at the discretion of the Board and shall be reviewed for reappointment at least once every two years at the first meeting after April 15 in even numbered years.

7.3.7 The current Convention Programming Chair shall be designated to the Board of Directors by the Corporation President, subject to approval of the Board of Directors, and shall serve for one year. The convention chair shall plan and direct the programming of the annual convention.

7.3.8 The Future Convention Chair shall be designated to the Board of Directors by the Corporation President, subject to approval by the Board of Directors, and shall serve for one year. The Future Convention Chair shall plan and direct the next year's programming of the annual convention.

7.3.9 The Convention Coordinator Chair shall be designated to the Board of Directors by the Corporation President, subject to approval of the Board of Directors, and shall serve for one year. The Convention Coordinator Chair shall be responsible for contracting and negotiating the services, facilities, and products necessary for the annual convention.

7.3.10 The Policy and Censorship Chair shall be designated to the Board of Directors by the Corporation President, subject to approval of the Board of Directors, and shall serve for one year. The Policy and Censorship Chair shall be responsible for monitoring government censorship.

7.3.11 The Resolutions Chair shall be designated to the Board of Directors by the Corporation President, subject to approval of the Board of Directors, and shall serve for one year. The Resolutions Chair shall be responsible for presenting resolutions (which may be provided by the Council Committees) to the entire Board of Directors.

7.3.12 The Joint Editor shall be designated to the Board of Directors by the Corporation President, subject to approval of the Board of Directors, shall be an ex-officio non-voting member and shall be reviewed for reappointment at least once every year.

7.3.13 The President of the Corporation may, with the approval of the Board of Directors, appoint such ex-officio and liaison non-voting members as the President considers appropriate; such members shall serve at the discretion of the Board and shall be reviewed for reappointment at least once every two years at the first meeting after April 15 in even numbered years.

7.3.14 Those members of the Board who shall sit by designation under Sections 7.3.5 through 7.3.13 of this Section shall at no time constitute more than one third (1/3) of the entire Board of Directors.

7.3.15 All members of the Board of Directors must be Regular Members of the Corporation.

7.4 Vacancies.

7.4.1 A vacancy on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of the court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under Sections 5230-5239 of the California Nonprofit Public Benefit Corporation law dealing with standards of conduct for a director, or has missed two (2) consecutive meetings of the Board of Directors or a total of four (4) meetings of the Board during any one calendar year; (c) the vote of the Regular Members to remove a director; (d) an increase in the authorized number of Directors; or (e) the failure of the Regular Members at any meeting of Regular Members at which Directors are to be elected, to elect the number of Directors required to be elected at such meetings.

7.4.2 Except as provided in this paragraph, any director may resign effective upon giving written notice to the chairperson of the Board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the Corporation would then be left without a duly elected director in charge of its affairs.

7.4.3 Except for a vacancy created by the removal of a director by the Regular Members, vacancies in the Board may be filled by vote of a majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining director. The Regular Members may fill any vacancy not filled by the Directors. Prior to the removal of any director, the director to be removed shall have been notified in writing in the manner set forth in Article 7 that such action of removal shall be considered at the meeting at which the removal is voted upon.

7.4.4 No reduction of the authorized number of Directors, pursuant to any amendment to these Bylaws, shall have the effect of removing any director before the director's term of office expires.

7.5 Meetings.

7.5.1 The Board of Directors shall meet at least twice each year. Meetings shall be held at any place designated by resolution of the Board, or if not designated, at the principal office of the Corporation. A meeting may be held at any place consented to in writing by all the Directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting. Any meeting may be held by conference telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

7.5.2 Meetings of the Board for any purpose may be called at any time by the president, or any five (5) Directors. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by first class mail, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the Corporation, deposited in the mails at least fourteen (14) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who signs a waiver of notice of a consent to holding the

meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. *Sturgis' Standard Code of Parliamentary Procedure* shall govern all parliamentary procedure at Board of Directors meetings.

7.6 Action at a Meeting. Presence of a majority of the Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these Bylaws, or the California Nonprofit Public Benefit Corporation Law. Adoption or revocation of a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, requires the approval of at least two thirds (2/3) of all the authorized number of Directors of the Corporation.

7.7 Adjourned Meeting and Notice. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7.

7.8 Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Secretary of the Corporation and incorporated into the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

7.9 Fees and Compensation. Directors and members of committees may receive such reasonable reimbursement for expenses, as may be fixed or determined by resolution of the Board of Directors, and shall otherwise not be compensated by the Corporation.

ARTICLE 8

OFFICERS

8.1 Officers. The officers of the Corporation shall consist of a President, Immediate Past President, Vice-President, Secretary, Treasurer, and Membership Chair, and such other officers as the Board may designate by resolution. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President.

8.1.1 Officers of the Corporation, except for the Treasurer, shall assume their offices on July 1 of the year in which they are elected. The Treasurer shall assume office upon designation. Each director, including a director elected to fill a vacancy or elected at a special members' meeting or on a written ballot, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may serve any number of consecutive terms.

8.1.2 Subject to the control, advice and consent of the Board of Directors, the President shall, in general, supervise the conduct of the activities and operations of the Corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the Corporation; and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies adopted by the Board. The President is authorized to contract, receive, deposit, disburse, and account for the funds of the Corporation; to execute in the name of the Corporation all contracts and other documents authorized either generally or specifically by the Board to be executed by the Corporation; and to negotiate all material business transactions of the Corporation subject to the limitations set forth in these Bylaws. The President shall perform such other duties as shall from time to time, be assigned by the Board of Directors.

8.1.3 The President shall, when present, preside at all meetings of the Board of Directors and shall perform all the duties commonly incident to that office. The President shall perform other such duties as the Board of Directors may from time to time determine.

8.1.4 The Immediate Past President shall perform such duties as are from time to time assigned by the President and shall serve as chair of the nominating and elections committee.

8.1.5 The Vice President shall, in the absence of the President, or in the event of the President's inability or refusal to act, perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairperson. The Vice President shall have other powers and perform other such duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

8.1.6 The Secretary or the Secretary's designee, shall act as secretary of all the meetings of the Board of Directors and the members, and shall keep the minutes of all such meetings in books proposed for that purpose. The Secretary shall attend to the giving and serving of all notices of the Corporation, and shall see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws. The Secretary shall perform all other duties customarily incident to the office of Secretary, subject to control of the Board of Directors, and shall perform such additional duties as shall from time to time, be assigned by the Board of Directors.

8.1.7 The Treasurer, or the Treasurer's designee, shall have charge and custody of, and be responsible for, all funds, assets and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, and other depositories as shall be selected by the Board of Directors. In general, the Treasurer shall perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, of these Bylaws, or which may be assigned by the Board of Directors.

8.1.8 The Membership Chair shall plan and direct a program to increase membership and to organize new Council Committees and shall maintain a current roll of all members in the Corporation.

8.1.9 Subject to the nomination and election of the President, Vice President, Secretary, Membership Chair to the Board of Directors in accordance with Article 7, and their rights and duties as Directors, the officers shall be chosen by the Board at its first meeting following each regular meeting of members, and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under contract of employment. Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation, without prejudice, however, to the rights, if any, of the Corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or by any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

ARTICLE 9 STANDARD OF CARE

9.1 General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

9.1.1 One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;

9.1.2 Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence, or;

9.1.3 A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the

circumstances and without knowledge that would cause such reliance to be unwarranted.

9.2 Loans. The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officer of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

9.3 Self-Dealing Transactions. Except as approved in Section 9.4 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which the Corporation is a party and in which one or more of the Directors has a material financial interest or a transaction between this Corporation and one or more of the Directors or between this Corporation and any person in which one or more of its Directors has a material financial interest.

9.4 Approval. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this Corporation and after reasonable investigation under the circumstances, determines that this Corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the Directors when in office, provided that a quorum is present, without counting the vote of the interested director or Directors.

9.5 Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238 (a), and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section.

9.5.1 To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person

seeking indemnification in defending any “proceeding” shall be advanced by the Corporation before final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

9.5.2 The Corporation shall have power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person’s status as such.

ARTICLE 10

COMMITTEES

10.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the authorized number of Directors then in office, provided that a quorum is present, designate one or more committees. No committee, regardless of Board resolution, may:

10.1.1 Approve any action that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members.

10.1.2 Fill vacancies on the Board of Directors or in any committee that has the authority of the Board.

10.1.3 Fix compensation of the Directors for serving on the Board or on a committee.

10.1.4 Amend or repeal the articles of incorporation or Bylaws or adopt new Bylaws.

10.1.5 Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

10.1.6 Appoint any other committees of the Board of Directors or the members of such committees.

10.1.7 Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; for the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation otherwise than in the usual and regular course of its business, or revoke such plan.

10.1.8 Bind the Corporation in a contract of agreement exceeding the amount of five thousand dollars (\$5000).

10.1.9 Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

10.2 Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 9 of these Bylaws, concerning meetings and actions of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall be given to any and all alternate members of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these Bylaws for the government of any committee.

10.3 Council Committees. In addition to any committees established by the Board of Directors as set forth in this Article, the Corporation shall also have the following committees, known as the "Council Committees." Unless otherwise determined by the Council Committee members or the Board of Directors, each Council Committee will meet at least four (4) times annually. Each Council Committee shall report to the Board of Directors from time to time. The Board of Directors shall allocate funds to be made available to the Council Committees that actively participate in the business and affairs of the Corporation so as to carry out the activities of the Corporation in respective geographical areas; each Council Committee shall receive an allocation of forty percent (40%) of the total membership dues by each Regular Member residing or teaching in the geographical areas specified below in the various Council Committees; provided that all activities undertaken by the Council Committees shall be under the control and direction of the Board of Directors and must be consistent with the Corporation's Articles of Incorporation, these Bylaws, California's Nonprofit Corporation Law, and shall only be an activity which can be carried on by an

organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. For purposes of the Council Committees, each member shall designate only one *county*, and may use either the geographical area of residence or where each member is employed as a teacher.

10.3.1 The Council Committees, their purpose and make-up shall be as follows:

10.3.1.1 Capitol Council Committee. This committee shall be comprised of not more than (20) and not fewer than three (3) Regular Members who reside or teach in the geographical area comprised of the *counties: Placer, El Dorado, Yolo, Amador, Sacramento, Nevada, Calaveras, Alpine, Tuolumne, and Mono.* The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Capitol Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

10.3.1.2 Central Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the geographical area of the *counties: Sonoma, Napa, Solano, Marin, Alameda, San Francisco, Contra Costa, San Joaquin, Stanislaus, Monterey, San Luis Obispo, San Mateo, Santa Clara, Santa Cruz, Merced, and San Benito.* The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Central Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

10.3.1.3 Fresno Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the geographical area of the *counties: Fresno, Mariposa, and Madera.* The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Fresno Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

10.3.1.4 Kern Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the geographical area of the *counties: Kern and Inyo.* The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Kern

Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

10.3.1.5 Redwood Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the geographical area of the *counties: Humboldt, Del Norte, Siskiyou, Mendocino, and Trinity*. The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Redwood Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

10.3.1.6 San Diego Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the *counties: San Diego and Imperial*. The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The San Diego Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

10.3.1.7 Southland Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the *counties: Orange, Los Angeles, Ventura, Santa Barbara, Riverside, and San Bernardino*. The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Southland Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

_____ 10.3.1.8 Tucate Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the *counties: Tulare and Kings*. The committee members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Tucate Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

10.3.1.9 Upper Council Committee. This committee shall be comprised of not more than twenty (20) and not fewer than three (3) Regular Members who reside or teach in the *counties: Modoc, Shasta, Sierra, Lassen, Tehama, Plumas, Glenn, Butte, Lake, Colusa, Sutter, and Yuba*. The committee

members shall be elected annually by the Regular Members of the Corporation who reside or teach in such geographical area. The Upper Committee shall nominate annually a candidate to stand for election for a seat on the Board of Directors of the Corporation.

ARTICLE 11

RECORDS AND REPORTS

11.1 Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office in California the original or a copy of its Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members and Directors at all reasonable times during offices hours.

11.2 Maintenance and Inspection of Other Corporate Records. The Corporation shall keep adequate and correct books and records of accounts; written minutes of the proceedings of its members, Boards, and committees of the Board; and a record of each member's name and address. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the Corporation. The minutes shall be kept in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Corporation shall turn over to his or her successor or the chairperson, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the Corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

11.2.1 Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation. The inspection may be made in person or by an attorney as agent of the director, and shall include the right to copy and make extracts of documents.

11.2.2 On written demand of the corporation, any Regular member may inspect, copy, and make extracts of the accounting books and records and the minutes of proceedings of the Regular members, the Board, and committees of the Board at any reasonable time for the purpose reasonably related to the Regular Member's interest as a Regular Member. Any such inspection and copying may be made in person or by the regular Member's agent or attorney.

11.2.3 Subject to the provision of Section 6330-6332 of the California Nonprofit Public Benefit Corporation Law and unless the Corporation provides a reasonable alternative as provided below, any Regular Member may do either or both of the following for a purpose reasonably related to the Regular member's interest as a Regular member:

11.2.3.1 Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or

11.2.3.2 Obtain from the secretary of the Corporation, on written demands and tender at a reasonable charge, an alphabetized list of names, addresses, and voting rights of Regular members who are entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled, or as of the date, after the date of demand, specified by the Regular Member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the Regular Member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

11.2.4 The Corporation may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons that the proposed alternative does not meet the proper purpose of the demand.

11.2.5 If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this section, it may deny the member access to the membership list.

11.2.6 Any inspection and copying under this Section may be made in person or by the Regular member's attorney. The right of inspection includes the right to copy and make extracts.

ARTICLE 12

Fiscal Year

12.1 Fiscal Year. The fiscal year for this Corporation shall be from July 1 to June 30.

12.2 Disbursements. The funds of the Corporation shall be disbursed by the Treasurer only in accordance with the adopted budget and actions taken by the Board of Directors.

12.3 Audit of Accounts. The Board of Directors may, at its discretion, arrange for an audit of annual accounts to be completed by August 31 of each year.

ARTICLE 13

AMENDMENTS AND REVISIONS

13.1 Proposal of Amendments. Amendments to these Bylaws may be proposed by two-thirds vote of the Board of Directors or by petition signed by at least fifty Regular members of the Corporation and presented to the Board of Directors.

13.2 Notice to Members. Written notice of a proposed amendment shall be sent to the Regular Members of the Corporation at least one month prior to the annual meeting at which action is to be taken on the amendment or at least one month prior to the deadline for voting by mail ballot when the method of approval is used. The notice shall contain the recommendations of the Board on the amendment.

13.3 Adoption of Amendments. The adoption of the amendment shall require an affirmative vote of two-thirds of the Regular Members present at an annual meeting with a quorum in attendance or an affirmative vote of two-thirds of all members if voted on by mail ballot.

CERTIFICATION OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the California Association of Teachers of English, a California Nonprofit Public Benefit Corporation, and the above Bylaws, consisting of 23 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____, 1995, and that they have not been amended or modified since that date.

CALIFORNIA ASSOCIATION OF TEACHERS OF ENGLISH

A California Nonprofit Public Benefit Corporation

By: _____
Elizabeth Diaz, Secretary