

WASHINGTON ASSOCIATION FOR BILINGUAL EDUCATION

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BYLAWS

Article I Organizational Name

The name of the association will be the Washington Association for Bilingual Education hereinafter referred to as WABE.

Article II Organizational Form & Purpose

WABE is a 501(c) 3 non-profit consensual organization whose central purpose is to promote the philosophy and practice of bilingual and multicultural education in Washington schools and other appropriate agencies and institutions.

WABE is a nonprofit professional organization that receives a B&O tax deduction for charges to attend educational seminars not open to the general public. The deduction covers charges or vendor fees (RCW 82.04.4282 (6) Trade Fees

WABE is an organization that receives a deduction from the B&O tax for bona fide membership dues paid by members solely for the privilege of continuing membership in the club and not for payment of goods and services. (RCW 82.04.4282 (1,2)

Article III Organizational Structure

Section 1 The Association

The general body of WABE will meet as an association on relevant issues, to share information, solve problems, and make recommendations on policies, strategies, priorities and direction of services to federal, state, and local agencies concerned with bilingual education. WABE will provide a network of information and will proactively identify issues, concerns, trends, ideas, and solutions to social, educational, civil, and health issues for culturally and linguistically diverse groups in Washington.

Section 2 Board of Directors

The Board of Directors, elected from WABE members, will provide leadership and operational functions for the association. It will conduct general meetings of the membership, plan and oversee annual conferences, and interact with association members regarding programs, policies, strategies, priorities, and direction of the organization. During interim periods between annual

conferences, the Board of Directors will be responsible for the operational decisions and operations of WABE.

Section 3 Board of Directors Membership

The Board of Directors of WABE will consist of a President, a President-Elect, a Treasurer, a Secretary, a Parliamentarian and two Regional Representatives from each of four regions: Northwest, consisting of the areas of ESDs 114, 121 and 189; Northeast, consisting of the areas of ESDs 101 and 171; Southeast; consisting of the areas of ESDs 105 and 123; and Southwest, consisting of the areas of ESDs 112 and 113. Board members must live or work in the state of Washington. An OSPI Ex-Officio Member will have a non-voting position on the board. All officers must be active members of WABE.

Section 4 Committees

Standing committees of WABE will be: Nominations and Elections Committee, Scholarship Committee, Artist of the Year Committee and Executive Committee.

- A. The **Nominations and Elections Committee** will be composed of one Regional Representative from the western side of the state and one Regional Representative from the eastern side of the state and will be chaired by the Parliamentarian. The Regional Representatives chosen to serve shall not be up for re-election that year.
- B. The **Scholarship Committee** will be chaired by the Treasurer and be composed of two or more Board members appointed at the August meeting.
- C. The **Artist of the Year Committee** will be chaired by a Board member appointed by the President each year at the August meeting, and be composed of two or more Board members.
- D. The **Executive Committee** will be composed of the President, President-Elect, Secretary, Treasurer, and Parliamentarian.
- E. Ad Hoc committees may be established by vote of the Board of Directors. Members of standing and Ad Hoc committees will be appointed by the Board of Directors. Such additional committees will be chaired by a member of the Board of Directors and include no less than three voting members. Appointment to a standing committee will be for one year.

Article IV Membership

Section 1 Membership

Membership in WABE will be extended to all persons who are interested in bilingual and multicultural education, are supportive of its goals and objectives, abide by its bylaws and policies and remit payment for membership dues. Active membership will require the payment of annual dues and will allow the active members to be eligible for holding office and voting on WABE matters. The term of membership will be from the first day of the Annual Conference to

the end of the day before the following Annual Conference. Pre-conference or school visit days are not counted as Annual Conference days. Active membership will require the payment of annual dues and will allow the active member to be eligible for holding office and voting on WABE matters. When a membership fee is paid between Annual Conferences, partial-year membership will begin upon receipt of fee and extend until the end of the day before the subsequent Annual Conference.

Section 2 Rights

A member of WABE will be entitled to all rights and privileges of WABE, the right to vote. A member may run for elected office or hold appointive office, with the exception of Executive Committee, after one year of current membership. To run for Executive Committee, a member must have served a minimum of one full term (two years) on the Board of Directors.

Article V Meetings of WABE

Section 1 Annual Business Meeting

One statewide Annual Business Meeting will be convened. This meeting will be held in conjunction with the WABE Annual Conference. Annual Business Meetings will be open to all WABE members and others who indicate interest. Meetings will be convened by the President of WABE. Additional meetings may be convened by the President with the approval of the Board of Directors.

Section 2 Special Meetings

Special meetings of WABE may be called by the President with the approval of the Executive Committee, by the Board of Directors, or by a two thirds vote of WABE general membership.

Section 3 Quorum and Voting

A quorum for the transaction of business at WABE Board of Directors meetings will be 7 of the 13 elected members. For the transaction of business at WABE business and committee meetings (excepting Board of Directors meetings) a quorum will be comprised of all active members attending officially convened meetings. All voting will be a majority vote once a quorum is established.

Section 4 Meeting Supervision

The Board of Directors of WABE will have general supervision over the plans and programs for all meetings. The location and dates of the Annual business meeting will be provided to all members at least 30 days prior to the dates of the meetings.

Section 5 Board of Directors Meetings

The President will convene the Board of Directors to establish an annual calendar which is to include a minimum of three Board of Directors meetings. The President will call a special meeting of the Board of Directors upon receiving written request from at least five members of the Board of Directors stating the purpose of the meeting.

Article VI Elected Officers

Section 1 Elected Officers

The elected officers of WABE will be the President, Parliamentarian, President-Elect, Secretary, Treasurer, and eight Regional Representatives.

Section 2 Duties of the Officers

The duties of the officers will be as stated in the Bylaws and Policies of WABE. Officers will perform any other duties prescribed for them by the WABE Board of Directors or formally approved by the general membership.

President

The President will preside over the meetings of WABE and of the Board of Directors. The President will act as Tri-Chair of the Annual Conference, will represent WABE, and will be the principal spokesperson for WABE. The President is responsible for the overall success of the Association and ensures that WABE's Mission and Vision are honored and promoted. The President may assign duties as necessary to other Board members, staff and volunteers.

President Elect (Vice President)

The President-Elect will act in the absence of the President and will carry out other duties as assigned by the President and the Board of Directors. The President-Elect will act as the Tri-Chair of the Annual Conference. The President-Elect, in conjunction with the President, Parliamentarian, and Treasurer will prepare a draft annual budget for presentation at the Late Summer/Fall meeting of the Board of Directors.

Parliamentarian

The Parliamentarian will assist the President with organizational continuity. The Parliamentarian will assist the President with WABE business as requested by the Board of Directors. The Parliamentarian will act as Tri-Chair of the Annual Conference and Chair of the Nominations and Elections Committee. In addition, the Parliamentarian will assist the Board of Directors in maintaining appropriate order in conducting meetings and following Democratic Rules of Order, and that cyber meetings will be guided as outlined in Addendum A. The Parliamentarian may chair certain activities as required to ensure continuity of programs. The Parliamentarian will ensure the accuracy of the financial records in conjunction with the Treasurer.

Treasurer

The Treasurer will maintain the financial and membership records of WABE and will pay bills as directed by the Board of Directors. The Treasurer will maintain essential financial files of WABE with the assistance of the Board of Directors. The Treasurer will prepare and distribute an accounting of WABE business and financial affairs to the Board of Directors no greater than four months apart. In addition, the Treasurer will maintain WABE's compliance with all state and federal tax requirements and present the financial status of WABE to membership at the Annual Business Meeting. The Treasurer will act as Chair of the Scholarship Committee.

Secretary

The Secretary will be responsible for preparing and distributing the minutes, and other communications as directed by the President and the Board of Directors. In coordination with the Parliamentarian, the Secretary will maintain the order of the Policy Manual, updating and distributing it to Board Members as necessary.

Regional Representatives

The eight Regional Representatives will assist the President, President-Elect and Parliamentarian with organizing and staging the annual conference. Upon request by the President, Regional Representatives will coordinate Regional Forums and Special Interest Group meetings. They will also assist with the business meetings and committee meetings of WABE.

OSPI Ex-Officio

The Office of the Superintendent of Public Instruction will appoint a representative to serve on the Board of Directors who will serve to communicate state perspectives and concerns and to exchange relevant information with WABE about bilingual multicultural education concerns. The OSPI Ex-Officio Member will assist WABE with access to school districts as appropriate for informing them of WABE's Mission, Vision and programs.

Section 3 Terms of Office

Term of office for each position on the Board of Directors will be two years.

Article VII Elections of Board of Directors

Section 1 Nominations and Voting Procedures

- A. The **Nominations and Elections Committee** will consist of one Regional Representative from the western side of the state and one Regional Representative from the eastern side of the state and will be chaired by the Parliamentarian. The committee will be approved by the Board of Directors.
- B. **Executive Committee.** The Nominations and Elections Committee will solicit nominations for the Executive Committee from the Board of Directors. Eligibility for the Executive Committee will be limited to Board of Directors members who have served a minimum of one complete term (2 years). Nominations for the Executive Committee open positions are agreed upon by the Nominations and Elections Committee and presented to the WABE Board at the Fall Board meeting. The Board votes on the slate of officers.
- C. **Regional Representatives.** The Nominations and Elections Committee will solicit nominations for Regional Representatives from the Membership. The nomination period will begin at least two months before the annual conference, and conclude two weeks prior to the annual conference. Any current member in good standing who lives or works in the State of Washington, ascribing to the purposes of WABE, may be nominated for Board of Directors. Each nominee will provide a written statement of qualifications which will be made available to the voting membership. For Regional Representative positions, WABE members may only vote for those nominees from their own region. Only Regional Representative positions will be shown on the ballot distributed to members.

Section 2 Elections

- A. The **Nominations and the Elections Committee** will prepare, distribute, and collect ballots.
 - 1. Nominations will be solicited from the membership by mail or any electronic means during the period of two months to two weeks prior to the conference.
 - 2. Official ballots will be distributed for voting after the Annual Business Meeting.
 - 3. The Board of Directors will tabulate the election results on the last day of the Annual Conference and announce the results during the luncheon.
 - 4. The election will be held at the Annual Conference each year.
 - 5. A simple majority of ballots cast will be utilized to determine outcomes. In the case of a tie, a voting for the two highest nominees will be held within the Board of Directors to determine the outcome.
- B. **Concession.** In the event of an open Board of Directors position, the Board of Directors may elect to concede certain nomination prerequisites in order to fill that position.
- C. **Election Year**
 - 1. Elections for the office of the President-Elect will be held on even years.
 - 2. Elections for the office of Treasurer will be held on odd years.

3. Elections for the office of Secretary will be held on even years.
4. Elections for the office of Parliamentarian will be held on odd years.
5. Elections for regions will be held as follows
 - a. All Regions Seat One will be held on odd years.
 - b. All Regions Seat Two will be held on even years.

D. **Open Positions.** Unless otherwise noted, an officer's term of office will be two years. The term of office begins on July 1 of the elected year. Nominations will be announced no later than two weeks before the Annual Conference and again at the Annual Conference. Officers will serve until the conclusion of their term of office, at which point they will turn over their responsibilities to the newly elected officers.

E. **Vacancies.** A vacancy will be declared for death, disability, resignation, recall, or absence from two regularly scheduled meetings over the course of the two-year term. When a vacancy is declared in the Board of Directors, the President or President Elect, in consultation with the Board of Directors, will appoint an interim Board of Directors member.

F. **Recall.** A recall election for any Board of Directors member will be held if a petition specifying charges and requesting such elections is filed signed by 20% of the WABE membership. Such elections will be held within 30 days of the date the petition is filed with the Board of Directors. Eligible voters will be WABE voting members. The Nominations and Election Committee will be convened to count the ballots. If any Board of Directors member is recalled, that position will be declared vacant and the provisions of Article VII, Section 2 “Vacancies” will go into effect.

G. **Removal.** Any Board of Director of WABE may be removed by a 3/5 vote of the Board of Directors. When a removal occurs in the Board of Directors, the President or President-Elect, in consultation with the Board of Directors, will appoint an interim Board of Directors member. The appointed officer will serve the remaining term and be eligible for reelection when that period ends.

Article VIII The Rules of Order

The current version of Democratic Rules of Order will be the parliamentary authority of WABE, subject to the Bylaws and Policies. Cyber meetings will be guided by Robert’s Rules of Order for E-mail Meetings by D. Berleant & B. Liu in *Computer*, Vol.28, No.11, November 1995(2nd edition, updated 5/7/06) (See addendum A).

Article IX Amendments

A. **Proposed amendments** to the Bylaws may be brought to the membership for a vote by the Board of Directors, or by a petition to the Board of Directors signed by 1/10 of the voting membership as defined in Article IV, Section 2. The Board of Directors may call a special session of the general membership to discuss the proposed amendments within 60 days of the receipt of the petition. The proposed changes in their written form will be sent to the Secretary of WABE within 30 days of the meeting. Amendments must pass by at least a 3/5 majority vote of the total number of those who may vote.

- B. The Bylaws may be amended at the general meeting of WABE by a 3/5 majority vote when the proposed change will have been presented in writing to members of WABE **at least 30 days before the meeting.**
- C. Amendments may be presented by the Board of Directors or by the general membership of WABE.
- D. Bylaws changes will take effect immediately unless otherwise directed by WABE general membership or Board of Directors.

Article X Dissolution

Upon the dissolution of WABE, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code (or corresponding section of any future tax code), or will be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of will be disposed by the Court of Common Pleas of the County in which the principal office of the Association is then located exclusively for such purposes or to such organization or organizations as such Court will determine.

Official Approval

WHEREFORE, on this 26th day of April, 2019, these bylaws have been duly adopted by the WABE General Membership and supersede, replace, and repeal any and all prior policies and operational guidelines of this organization.

David Irwin, President
Bethany Barrett, President-Elect

Addendum A

Rules of Order for E-mail Meetings

As the following is limited, these guidelines should be supplemented by related material in the current edition of *Robert's Rules of Order*, indicated by the references in the section headings below.

Quorum [Robert's (S3, S39)]

For an e-mail message to be part of a meeting, it must be sent to *all* members (with the exception of returned ballots). Other messages may be sent for caucusing or other off-line discussion, but these are not officially part of the meeting.

For a vote to be valid in the context of an e-mail meeting, a quorum of ballots must be returned. Unless otherwise provided for, this quorum is one half. This need for a vote quorum results from the fact that it is harder to know who is following an e-mail meeting than who is attending a face-to-face meeting; hence, the concept of a quorum based on attendance is less applicable to e-mail meetings.

An equipment malfunction among the membership that significantly interferes with reading, writing, or delivering e-mail requires the chair to recess or adjourn the meeting without a vote. E-mail meetings will not be held when equipment malfunction is a significant hindrance.

Call to order [Robert's (S3)]

An e-mail meeting is called to order with a message from the chair containing a "subject" (or equivalent) line stating "Call to order" and a body beginning with "The e-mail meeting will come to order."

The call-to-order message should explain which meeting has been called to order, because unlike attendees at ordinary meetings, members may be participating in multiple simultaneous e-mail meetings.

Minutes [Robert's (S3)]

Minutes consist of the full transcript of the meeting, comprising all of the e-mail messages that were part of it. Their accuracy can usually be assumed, so minutes need not be read or approved in e-mail meetings.

Floor [Robert's (S3)]

In face-to-face meetings, obtaining the floor prevents more than one person from speaking at the same time and gives various members a chance to be heard. Obtaining the floor is typically an arbitration process and is unnecessary in e-mail meetings because messages can be sent simultaneously by different members. In an e-mail meeting, the floor is trivially and implicitly

obtained simply by sending an e-mail message to the membership, and rules of order for obtaining the floor are generally unnecessary.

Voting [Robert's (S4)]

When issues are decided by a vote, all voters may have to be present in the same room at the same time, as when secret ballots must be counted in the presence of the membership. However, a vote by e-mail will be acceptable unless explicitly disallowed. To conduct an e-mail vote, a ballot is sent to the voting membership stating exactly what is to be voted on and containing at the beginning a clearly designated place for the member to mark a vote. The subject line (or equivalent) should contain the term "ballot."

The simplest kind of vote is the *consensus vote*. The ballot specifies that only nay votes need be returned. No nay votes means the measure is approved, so no vote quorum applies.

If a vote is to be counted, the ballot should clearly designate the choices. Here are two hypothetical examples:

I vote _____ (fill in "yes," "no," or leave blank).

I vote for _____ (fill in "Jones," "Miller," "Wang," or leave blank).

In a *verbose public vote*, each voter e-mails a completed ballot to all members. In a *terse public vote*, completed ballots are returned to the sender. Voting may be conducted by the chair, the secretary, or the voting commissioner. The votes for each option are tabulated to produce a report that accompanies the announcement of the result. This report is sent after a deadline (by default, one full business day after ballot distribution). Ballots returned after the deadline but received before the report is sent are valid votes and must be included in the report.

Secret balloting may be conducted by the voting commissioner, who must be trusted to maintain the confidentiality of the ballots and to count them reliably. Alternatively, special software can be used for balloting, or a brief, appropriately scheduled face-to-face balloting session may be needed.

Voting commissioner [Robert's (S46)]

Voting in e-mail meetings can be more complex than in face-to-face meetings, so it may be desirable to establish the office of voting commissioner. This person distributes ballots, receives and counts returned ballots, and announces results. The voting commissioner's integrity must be trusted if the office is to be a help rather than a hindrance to the conduct of the meeting.

References

1. IEEE Professional Comm. Soc., special issue on electronic communication and interaction, *IEEE Trans. Professional Comm.*, Vol. 37, No. 4, Dec. 1994.
2. P. Denning, "A World Lit by Flame," *Comm. ACM*, Vol. 36, No. 12, Dec. 1993, p. 170.

3. J.D. Palmer and N.A. Fields, guest eds., special issue on computer-supported cooperative work, *Computer*, Vol. 27, No. 5, May 1994.
4. H. Robert et al., *Robert's Rules of Order Newly Revised*, Scott, Foresman, and Co., (a division of Harper Collins Publishers), 1990.

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