

Approved March 8, 2012

AMENDED AND RESTATED
BY-LAWS
OF
MASSACHUSETTS ASSOCIATION OF TEACHERS
OF SPEAKERS OF OTHER LANGUAGES, INC.

Approved March 8, 2012

ARTICLE I
NAME, PURPOSES, LOCATION,
CORPORATE SEAL AND FISCAL YEAR

1.1 Name and Purposes. The name and purposes of the corporation shall be as set forth in the articles of organization.

1.2 Location. The principal office of the corporation in the Commonwealth of Massachusetts shall be located at the place currently set forth in the articles of organization of the corporation as amended by any certificate filed as provided for in the next succeeding sentence. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective by and upon filing (or causing the filing of) an appropriate certificate with the Secretary of State of the Commonwealth.

1.3 Corporate seal. The directors may adopt and alter the seal of the corporation.

1.4 Fiscal Year. The fiscal year of the corporation shall end on September 30 in each year, unless otherwise determined by the directors.

ARTICLE II
MEMBERSHIP

1.1 Qualifications. Membership shall be open to any individual who supports the mission of the Corporation and pays the annual dues set by the Board of Directors.

1.2 Classes of Membership. The classes of membership are regular, student and retired and the only difference between these classes of members shall be the amount of dues assessed by the Board of Directors. All members shall have the same rights of membership, including voting rights, ability to serve on committees and participate in programs of the Corporation. In addition, the Board of Directors may provide for honorary membership with whatever qualifications and rights it assigns at any particular time.

1.3 Annual Meeting and other meetings of the Membership. At least one week prior to the annual meeting of the membership, or one week prior to any special meeting successfully petitioned for by one-third of the membership as provided in 3.8, an up-to-date list of all members in good standing who are eligible to vote shall be prepared and available to any member for inspection at the principal office of the Corporation or any other place designated by the Board of Directors. The eligibility list shall include all members whose membership dues are paid up-to-date. The Annual Meeting of the membership shall be the time when elections to the Board of Directors, pursuant to Article III, and any changes to these By-Laws, pursuant to Article IX, shall be voted on, as well as any other agenda items presented to the membership by the Board of Directors. Any member shall be able to challenge the qualifications of any other member to vote at the annual meeting after said inspection.

1.4 Majority Vote Governance. It shall take a majority of the members present, whose membership dues are paid up-to-date, at the Annual Meeting or Special Meeting of the Membership to decide any matter presented to such meeting, including the election of directors or qualifications of anyone challenged for eligibility to vote at said Annual or

Special Meeting of the membership or any proposal put to a vote of the membership by the Board of Directors.

ARTICLE III
BOARD OF DIRECTORS

3.1 Powers. The affairs of the corporation shall be managed by a board of directors (the “Board”) which shall have and may exercise all the powers of the corporation. The term “directors,” as used herein, shall be synonymous with the term “Board,” unless the context otherwise requires. The Board shall have the power to hire staff as it deems appropriate and to promulgate policies, rules, and regulations consistent with these By-Laws.

3.2 Number and Qualification. The number of directors shall be not less than five, as determined by the Board from time to time. A director must be a member in good standing. In seeking nominations for membership on the Board, the Board shall propose to the membership that individuals for election to the Board should represent the broad array of constituencies served by and otherwise involved or interested in the activities and work of the corporation who support the mission of the corporation, including, but not limited to, teachers of English language learners in K-12, adult education, workplace education or higher education programs, administrators in schools serving English language learners, other organizations whose interests include the interests of English language learners and their parents, and others with similar interests.

3.3 Election; Term. The Board of Directors shall be divided into three classes, as nearly equal in number as possible. One class of the Board shall be elected each year at the annual meeting of the membership (or at any meeting of the membership held in lieu thereof), such that each class of the Board is elected every three years in alternating years. Directors may be re-elected by the membership and there are no term limits. Each director shall hold office until the annual meeting (or any such meeting held in lieu thereof) of the membership which shall take place in the third year after his or her election or re-election and until his or her successor shall be elected and shall qualify, subject to prior death, resignation, disqualification or removal.

3.4 Resignation. A director may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors or to the corporation at its principal office. Resignations shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary unless the resignation so states.

3.5 Vacancies. Any vacancy on the Board, however occurring (including without limitation a vacancy resulting from an increase in the number of directors), shall be filled by the directors then in office, even if less than a quorum. Each successor filling a vacancy shall hold office for the unexpired term of his predecessor or until he or she sooner dies, resigns, becomes disqualified or is removed. The directors shall have and may exercise all their powers regardless of the existence of one or more vacancies in their number.

3.6 Committees. The Board of Directors may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their

powers, except as otherwise provided by law. Any committee to which the powers of the directors are delegated shall consist solely of directors; any other committee may be comprised in whole or in part of people who are not directors of the corporation. Unless the directors or the members of a specific committee otherwise designate, committees shall take action and otherwise conduct their affairs in the same manner as the Board. The members of any committee shall remain in office at the pleasure of the directors. The Board may abolish any such committee at any time. Any committee to which the Board delegates any of its powers or duties shall keep records of its meetings and shall upon request report its action to the Board.

3.7 Removal. A director may be removed without cause or for cause by vote of a two-thirds of the directors then in office. A director may be removed for cause only after reasonable notice and an opportunity to be heard.

3.8 Meetings. The directors shall hold an annual meeting of the membership in the month of May, or at another date determined appropriate by the Board of Directors, for the election of directors and the transaction of such other business as shall properly come before the meeting. At each annual meeting, the directors shall hold elections for one class (one-third) of the directors of the corporation in accordance with Section 3.3 hereof. Other regular meetings of the directors shall be held in addition to the annual meeting of the membership at such places and at such times and with such frequency as the directors may determine from time to time. Special meetings of the directors may be held at any place and at any time when called by the chairman of the Board, the president of the corporation, any other officer of the corporation or a majority of the directors then in office. The business which may be transacted at a special meeting is limited to that set

forth in the notice of the special meeting and, if the notice so provides, such other matters as the Board or the President may bring before the meeting. The membership shall have the power to call a special meeting of the membership, in addition to the annual meeting, by submitting a petition to the Board of Directors signed by ten percent of all members in good standing, said petition stating the specific reason for calling the special meeting. Said special meeting shall be held within two weeks of the submission of the petition and validation of the signatures, and the validation process shall not exceed more than one week to accomplish from when received by the Board.

3.9 Notice of Meetings; Waiver. Reasonable notice of the time and place of all meetings of the directors shall be given to each director. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a director (a) to send notice by mail at least seven days before the meeting, addressed to the director at his or her business or residence address, or by telegram or facsimile or electronic communication at least seventy-two hours before the meeting and addressed to the director at his or her business or residence address or (b) to give notice to him or her in person or by telephone at least seventy-two hours before the meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director before or after the meeting, is filed with the records of the meeting or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her.

3.10 Quorum. At any meeting of the directors, a majority of the directors then in office (but not less than three in number) shall constitute a quorum. Any meeting may be

adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.11 Action at Meeting. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any question, including the election of directors and officers, unless otherwise provided by law, the articles of organization or these by-laws.

3.12 Action by Consent. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting. Any committee of the Board may take action by electronic communication if a majority of the committee members responds favorably by electronic communication or any other means to a proposal to the chair of the committee, provided, however, that prior to any action being taken electronically, at least seventy-two hours' notice shall be given in person or by telephone or by facsimile to each committee member. The chair of the committee shall allow a reasonable time for response by electronic communication to a proposed action.

3.13 Telephone Conference Meetings. Members of the Board or any committee designated thereby may participate in a meeting of the Board or committee by means of a telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

3.14 Compensation. No director shall receive compensation for services rendered in acting in the capacity of a director of the corporation; provided, however, that any director may serve the corporation in another capacity and receive just compensation therefor.

ARTICLE IV
OFFICERS AND AGENTS

4.1 Enumeration and Qualification. The officers of the corporation shall be a president, treasurer, clerk and such other officers (including without limitation the immediate past president of the Board, one or more vice-presidents, one or more assistant treasurers or one or more assistant clerks), if any, as the directors may determine from time to time. The corporation may also have such agents, if any, as the directors may appoint, including legal counsel. An officer must be a director of the corporation. The clerk shall be a resident of Massachusetts, unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the directors, any officer shall give the corporation a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

4.2 Election and Term. The president, treasurer, clerk and such other officers, if any, as the directors may determine from time to time shall be elected each year by the directors at the first meeting of directors following the Annual Meeting of the membership (or at any meeting held in lieu thereof) by the then current directors. Officers may be re-elected. Each officer shall hold office until the first meeting of the directors following the annual meeting of the membership (or any such meeting held in

lieu thereof) which shall take place in the year after his or her election or re-election and until his or her successor shall be elected and shall qualify, subject to prior death, resignation, disqualification or removal. Agents may be appointed by the directors at any time and from time to time, as the directors shall determine. Each agent shall retain his or her authority at the pleasure of the directors.

4.3 Suspension or Removal. An officer may be suspended or removed without cause or for cause by vote of a majority of directors then in office at any regular meeting or at any special meeting called for such purpose. An officer may be removed for cause only after reasonable notice and an opportunity to be heard

4.4 Resignation. An officer may resign by delivering his or her written resignation to the president, treasurer or clerk of the corporation, to a meeting of the directors or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.5 Vacancies. If any office becomes vacant, the directors may elect a successor at the next regular (or any subsequent) meeting of the Board. Each successor shall hold office for the unexpired term of his or her predecessor, subject, in each such case, to prior death, resignation, disqualification or removal from office.

4.6 President. The president shall be the chief executive officer of the corporation and, subject to the power and authority of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside at all meetings of the directors, except as the directors shall otherwise determine from time to

time. The president may sign, execute and deliver any contract, document or other instrument in the name or on behalf of the corporation.

4.8 Vice-President. Each vice-president elected by the Board shall have such duties and powers as the directors shall determine.

4.9 Treasurer and Assistant Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall be in charge of the corporation's financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The treasurer shall also be in charge of the corporation's books of account and accounting records and of its accounting procedures and shall have such other duties and powers as designated by the directors or the president. If one or more assistant treasurers is elected, each shall have such duties and powers as the directors shall determine from time to time.

4.10 Clerk and Assistant Clerk. The clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation or at the office of its clerk or of its resident agent and shall be open at all reasonable times to the inspection of any director. Such book or books shall also contain true and correct copies of the articles of organization, and by-laws of the corporation. If the clerk is absent from any meeting of directors, the assistant clerk, if one has been elected, or if there has been more than one elected, the one designated for the purpose by the directors or, if no clerks or assistant clerks are available, a temporary clerk chosen at the meeting, shall exercise the duties of the clerk at the meeting. The clerk may also be known as the secretary of the corporation if and when designated as such by the

directors. If one or more assistant clerks is elected, each shall have, in addition to the duties outlined above, such other duties and powers as the directors shall determine from time to time.

4.11 Other Powers and Duties. Each officer shall, subject to these by-laws, have in addition to the powers and duties specifically set forth in these by-laws, such powers and duties as are customarily incident to his or her office and such powers and duties as the Board may from time to time designate.

ARTICLE V
EXECUTION OF PAPERS

Except as the directors generally or in particular cases may authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president or by the treasurer.

ARTICLE VI
LIABILITY; INDEMNIFICATION

Except as otherwise provided by law, the articles of organization or these by-laws, the directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree or for any money that may otherwise become due or payable to them from the corporation. The

directors and officers of the corporation shall be indemnified by the corporation to the fullest extent provided by applicable law.

ARTICLE VII
ADVISORS

The president shall be authorized to seek the advice and other assistance of any legal, financial or other advisor or advisors in the course of representing the interests of the corporation.

ARTICLE VIII
DISSOLUTION

The corporation may, by vote of a majority of the directors, authorize a petition for its dissolution to be filed in the Supreme Judicial Court of the Commonwealth of Massachusetts, setting forth in substance the grounds of the application for dissolution and requesting the court to authorize the administration of its assets as provided in the articles of organization for such similar charitable purposes as the court may determine.

ARTICLE IX
AMENDMENTS

As authorized by the articles of organization, the Board may amend or repeal these by-laws in whole or in part by a vote of seventy-five percent (75%) of the Board membership. Alternatively, the Board may, by majority vote, propose that changes to the By-Laws be made and such proposals shall be placed before the membership at either the Annual Meeting or a Special Meeting designated for that purpose by the Board of

Directors pursuant to Article I, 1.3, and said proposal is subject to a vote of a majority of eligible voters at the next annual meeting of the membership.

ARTICLE X
PROHIBITED ACTIVITIES

No profit shall at any time be made by the corporation for division or distribution among directors or officers of the corporation or any other individuals; no part of any net revenues of the corporation shall inure to the benefit of its directors, officers, employees or any other individual, except that the corporation shall have the authority to pay reasonable compensation for personal services actually rendered; no substantial part of the activities of the corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation; and the corporation shall not participate or intervene in any political campaign.

The corporation shall not engage in or carry on activities not permitted to be carried on by organizations which are exempt for federal income tax purposes under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any subsequent United States tax laws), notwithstanding any other provisions of these by-laws or the articles of organization of the corporation, or any provision of the laws of the Commonwealth of Massachusetts, which may permit the corporation to do so.

(as approved by the Board of Directors on March 8, 2012)