

BYLAWS

of

THE NORTH AMERICAN ASSOCIATION FOR CELTIC LANGUAGE TEACHERS

(A California Public Benefit Corporation)

ARTICLE 1

Name and Purpose

Section 1. Corporation Name

The name of this corporation is the North American Association for Celtic Language Teachers (hereinafter the “Corporation” and/or “NAACLT”).

Section 2. IRC Section 501(c)(3) Purposes

The Corporation is organized and operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.

Section 3. Specific Objectives and Purposes

The specific objectives and purposes of NAACLT are:

- a) To support Celtic language teachers, applied linguists, researchers, and others in promoting the teaching and learning of Celtic languages in North America;
- b) To enable Celtic language teachers, applied linguists, researchers, and others to contribute to the greater field of second language and foreign language learning through participation in conferences, dissemination of publications (including scholarly journals and newsletters), and other related activities;
- c) To strengthen and increase links between NAACLT members and other organizations and individuals who promote the teaching and learning of Celtic languages and other languages; and
- d) To engage in other activities related to the teaching and learning of Celtic languages, and to disseminate information about Celtic languages to NAACLT members and the general public.

ARTICLE 2
Offices for Transaction of Business

Section 1. Principal Office

The principal office of the Corporation for the transaction of its business is located at 647 Maybell Avenue, Palo Alto, in Santa Clara County, California.

Section 2. Change of Address

The county of the Corporation's principal office can be changed only by amendment of these Bylaws. However, the Board of Directors of the Corporation may change the principal office from one location to another within the named county by resolution, in which case the Secretary of the Corporation shall note the new address and the effective date thereof below; and such a change of address shall not be deemed an amendment of these Bylaws:

Address:_____ Date:_____

Address:_____ Date:_____

Address:_____ Date:_____

Section 3. Other Offices

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 3
Directors

Section 1. Number of Directors

The Corporation shall have no less than five (5) and no more than fifteen (15) directors, and collectively they shall be known as the Board of Directors and/or as the "Board" and/or the "Executive Council".

The Board of Directors shall include Elected Members who can vote on issues arising before the Board, and may also include Appointed Members who can participate in deliberations of the Board but are not permitted to vote on issues arising before the Board. The Elected Members shall be members of NAACLT, but the Appointed Members need not necessarily be members of NAACLT.

The Elected Members of the Board shall include the following officers of NAACLТ duly elected by the members to serve as President, Vice-President, Secretary, Treasurer, and Immediate Past-President, as well as other members of NAACLТ duly elected by the members to serve as at-large directors. The Board shall by resolution determine the number of at-large directors to serve on the Board.

Appointed Members of the Board may be appointed by the President from time to time, with the concurrence of the Board of Directors, to provide advice and counsel to the Board in particular circumstances.

Section 2. Powers of the Board of Directors

Subject to the provisions of all applicable laws, and subject also to any limitations in the Articles of Incorporation and/or these Bylaws relating to actions required or permitted to be taken by the Board, and/or actions requiring approval of the members, the activities and affairs of NAACLТ shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 3. Duties of the Board of Directors

The members of the Board of Directors shall:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and (except as otherwise provided in these Bylaws) prescribe the duties and fix the compensation (if any) of all officers, agents, and employees of the Corporation;
- c) Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- d) Meet together at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the Corporation, whereby notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof; and
- f) Perform such additional duties as may be assigned by the President from time to time, and strive to represent the interests of all members of NAACLТ.

Section 4. Qualification, Election, and Term of Office

Any member of NAACLТ in good standing is eligible to serve as an Elected Member of the Board of Directors. Each Elected Member of the Board shall hold office for a period of three years and for any additional time until his or her successor is elected and qualifies. Each Appointed Member of the Board shall hold office from the time of his or her appointment until the next Regular Meeting of the Board of Directors.

Each Elected Member of the Board is eligible to stand for election to a second consecutive three-year term, after which he or she is ineligible to stand for re-election until a lapse of at least one year. An Elected Member who becomes ineligible to stand for re-election is eligible for appointment to the Board as an Appointed Member.

Directors may serve simultaneously as officers of NAACLT. Where a current or recent director is elected as an officer of the Corporation for a term (as set forth in Article 4 of these Bylaws) that exceeds the consecutive six-year term limit for Elected Members of the Board, the term of office set forth in Article 4 shall prevail and the Elected Member may remain on the Board for the duration of his or her term as an officer. Except in the case of the Corporation's initial Board of Directors, directors shall serve staggered three-year terms with no less than two and no more than five directors standing for election each year.

In the case of the Corporation's initial Board of Directors, two directors shall be elected for an initial term of one year, two directors shall be elected for an initial term of two years, and the remaining directors shall be elected for an initial term of three years. Regardless of the length of his or her initial term, each initial director shall be eligible for a second consecutive term of three years.

Section 5. Compensation of Directors

Directors shall serve without compensation except that they may be allowed and paid reasonable reimbursement for actual and necessary expenses incurred in the performance of their regular duties.

Section 6. Restriction Regarding Interested Directors

Notwithstanding any other provision of these Bylaws, not more than twenty-five percent (25%) of the persons serving on the Board of Directors may be interested parties. For purposes of this Section, "interested parties" means either:

- a) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise; or
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 7. Place of Meetings of the Board

Meetings of the Board of Directors shall be held at the principal office of the Corporation unless otherwise provided by the Board, or at such other places within or without the State of California as may be designated from time to time by resolution of the Board. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held with the written consent of all Elected Members of the Board. Such written consent to holding a meeting of the Board at a place other than at the principal office of the Corporation can be given either before or after the meeting

and shall be filed with the Secretary of the Corporation. In the case of special meetings of the Board, written consent to the holding of such a meeting at a place other than at the principal office of the Corporation can be given after all Elected Members have been given written notice of the meeting.

Any Board of Directors meeting, whether regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting by conference telephone constitutes presence in person at that meeting, provided that all directors participating in the meeting are able to hear one another. Participation in a meeting by electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- b) Each director is provided with means for participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, any specific action to be taken by the Board; and
- c) The Board adopts and implements some means for verifying that: (1) all persons participating in the meeting are directors or are otherwise entitled to participate in the meeting; and (2) all actions of, and votes taken by, the Board are taken and cast only by directors and not by persons who are not directors.

Section 8. Regular Meetings

Regular Meetings of the Board of Directors shall be held annually at times and places designated by the Board of Directors. Each year, the Board will normally designate that its Regular Meeting shall be held during an Annual Conference of the members of NAACLT.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two Elected Members of the Board. A Special Meeting may be held at a place, within or without the State of California, designated by the person or persons calling the meeting subject to the provisions of Section 7 of this Article, and in the absence of such designation shall be held at the principal office of the Corporation.

Section 10. Notice of Meetings

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or the provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) At least ten (10) business days prior notice of each Regular Meeting and of each Special Meeting of the Board shall be given by the Secretary to each director. Such

notice may be oral or written, may be given personally, by mail, by telephone, by facsimile machine, by electronic mail, or by other electronic communication means, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile, electronic mail, or other electronic message notification, the director to be contacted shall acknowledge personal receipt of the facsimile or electronic notice by a return message or telephone call within three (3) days of the first transmission of the facsimile or electronic message.

b) Whenever notice of a meeting is required to be given to a director under provisions of the Articles of Incorporation, these Bylaws, or any other provision of law, a written copy of such notice signed by the director, either before or after the time of the meeting, shall be sufficient evidence that the director was given such notice.

c) Any notice of a Board meeting shall specify the place, day, and hour of the meeting, and shall state the purpose of the meeting.

Section 11. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provide that a quorum (as hereinafter defined) is present at the meeting, and provided that either before or after the meeting each director absent from the meeting signs a waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the records of the Corporation or be noted in the minutes of the meeting.

Section 12. Quorum

A quorum for any meeting of the Board of Directors shall consist of a majority of the Elected Members of the Board.

Except as otherwise provided by the Articles of Incorporation, these Bylaws, or the provisions of law, no business shall be considered by the Board of Directors at any meeting at which a required quorum is not present, and the only motion that can be entertained at such a meeting is a motion to adjourn.

Section 13. Majority Action As Board Action

Every act done or decision made by a majority of the directors present at a meeting of the Board of Directors duly held at which a quorum is present is an act of the Board, unless a greater percentage of directors or different voting rules are required by the Articles of Incorporation, these Bylaws, or the provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to the appointment of committees (Section 5212), the approval of contracts or transactions in which a director has a material financial interest (Section 5233), and the indemnification of directors (Section 5238e).

Section 14. Conduct of Meetings

The president of NAACLT is the Chairman of the Board of Directors. A meeting of the Board of Directors shall be presided over by the President, or in his or her absence by the Vice-President, or in the absence of the President and Vice-President by another director chosen by a majority of the directors present at the meeting.

Meetings of the Board of Directors shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with the Articles of Incorporation, these Bylaws, or the provisions of law.

All meetings of the Board of Directors shall be open to all members of NAACLT, unless an executive session is called. Whenever possible, provision shall be made to accommodate non-members and guests at meetings of the Board of Directors.

Section 15. Board Action Without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Articles of Incorporation, these Bylaws, or any provision of law may be taken without a meeting of the Board, provided that all Elected Members of the Board individually or collectively consent in writing to such action. For purposes of this Section, "all Elected Members of the Board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the records of the Corporation. Any action taken by the Board of Directors by written consent of all the directors without a meeting shall have the same force and effect as a unanimous vote of the directors present at a meeting.

Any certificate or other document issued by the Board under any provision of law on the basis of an action taken by written consent of the directors without a meeting shall state that the action was taken by unanimous written consent of the directors without a meeting, and that the Bylaws of the Corporation authorize the directors so to act; and such statement shall be *prima facie* evidence of such authority.

Section 16. Vacancies on the Board of Directors

A vacancy on the Board of Directors shall occur: (1) upon the death, resignation, disqualification, or removal of any director; and (2) whenever the number of authorized directors is increased by resolution of the Board.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the Corporation would thereby be left without a duly elected director in charge of its affairs except upon notice to the California Secretary of State or to any other agency of the State of California responsible for administering the assets of a nonprofit public benefit corporation lacking directors.

The Board of Directors may declare vacant the office of any director who has been declared of unsound mind by a final order of court, or who has been convicted of a felony,

or who has been found by a final order of court to have breached any duty under Section 5230 *et seq.* of the California Nonprofit Public Benefit Corporation Law.

A director may be removed, with or without cause, by vote of the members in good standing as follows:

- a) If the Corporation has less than fifty (50) members, a director shall be removed if any member in good standing presents to the Board a petition signed by a majority of all the members in good standing requesting removal of that director; and
- b) If the Corporation has fifty (50) or more members, a director shall be removed by vote of a majority of the members in good standing present at a membership meeting of the Corporation at which there is a quorum.

In the event of a vacancy on the Board of Directors due to the death, resignation, disqualification, or removal of any director other than the President, the Board of Directors shall fill that vacancy for the unexpired term from a list of candidates provided by the Elections Committee.

Section 17. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 18. Indemnification by Corporation

To the extent that any person who is, or was, a director, officer, employee, or other agent of the Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, the Board of Directors may use funds of the Corporation to indemnify such person for expenses actually and reasonably incurred in connection with such proceeding. If such person settles a claim or sustains a judgment against him or her arising out of such proceeding, the Board of Directors may use funds of the Corporation to indemnify such person against expenses incurred as a result of such a judgment or settlement but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Section 19. Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including any director, officer, employee or other agent) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4

Officers

Section 1. Elected Officers

The elected officers of NAACLT shall be: (1) the President, who also serves as Chairman of the Board of Directors; (2) the Vice-President; (3) the Secretary; (4) the Treasurer; and (5) the Immediate Past President. A single person may hold two or more of these offices simultaneously, except that neither the Secretary nor the Treasurer may serve as President.

Section 2. Qualification, Election and Term of Office

Any member in good standing may be elected to serve as an officer of NAACLT. Only members in good standing may vote to elect officers of NAACLT.

Each elected officer of NAACLT shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

The President shall serve for one year, and may not immediately succeed himself or herself, but may again be elected to serve as President in subsequent years thereafter.

The Vice-President shall serve for one year. Upon the resignation, removal, disqualification, or death of the President, the Vice-President shall become President for the remainder of that unexpired term of office and may be elected to serve as President for a consecutive term thereafter.

The Secretary and the Treasurer shall serve for four years, and each of them may be elected to succeed himself or herself for no more than one additional consecutive term.

The Immediate Past President shall serve for one year.

Section 3. Appointed Officers

The Board of Directors may appoint such other officers as it may deem advisable. Such other officers shall serve at the pleasure of the Board, shall have such authority, and shall perform such duties as may be prescribed by the Board.

Section 4. Removal and Resignation

An elected officer may be removed in the same manner as set forth in Section 16 of Article 3 of these Bylaws for the removal of a director. An appointed officer may be removed, either with or without cause, by the Board of Directors at any time.

An elected officer may resign in the manner set forth in Article 3, Section 16, for the resignation of a director. An appointed officer may resign at any time by giving written

notice to the Board of Directors, or to the President or Secretary. The resignation of an appointed officer shall take effect upon receipt of the notice of resignation or at any later date specified in the notice. The foregoing provisions of this Section regarding the removal or resignation of an appointed officer shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of such appointed officer.

Section 5. Vacancies

Any vacancy in an office caused by the resignation, removal, disqualification, death, or otherwise, of any elected officer, other than the President, shall be filled for the unexpired term of that office by the Board of Directors from a list of candidates provided by the Elections Committee. In the event of the resignation, removal, disqualification or death of the President, the Vice-President shall become President for that unexpired term.

Any vacancy in an office caused by the resignation, removal, disqualification, death, or otherwise, of any appointed officer, may or may not be filled as the Board shall determine.

Section 6. Duties of President

The President shall be the chief executive officer of NAACLТ and shall, subject to the control of the Board of Directors, supervise and control the affairs of NAACLТ and the activities of the officers. The President shall perform all duties incident by law and custom to the office of the President, including such duties as may be required by the Articles of Incorporation and these Bylaws, and such other duties as may be prescribed from time to time by the Board of Directors.

The President shall preside at all meetings of the Board of Directors and at all meetings of the members of NAACLТ. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall execute in the name of the Corporation such deeds, mortgages, bonds, contracts, or other instruments that may from time to time be authorized by the Board of Directors.

The President shall be responsible for representing NAACLТ in its relationships with other organizations, associations, corporations, governmental and non-governmental agencies, and journalistic and communications media. The President may also delegate another person, who need not necessarily be a member of NAACLТ, to serve as a representative of or spokesman for NAACLТ on a particular occasion or in a particular circumstance.

Section 7. Duties of Vice-President

In the absence of the President, or in the event of the President's inability or refusal to act in accordance with a direction by the Board of Directors, the Vice-President shall perform all the duties of the President; and when so acting, the Vice-President shall have all the authority and powers of the President and shall be subject to the control of the Board of Directors in the same manner as the President.

The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation and these Bylaws, and as may be assigned by the Board of Directors.

In the event of the resignation, removal, disqualification, or death of the President, the Vice-President shall become President and shall complete the unexpired term of the President.

Section 8. Duties of Immediate Past President

The Immediate Past President shall provide counsel and guidance as requested by the Board of Directors and may perform such other duties as the President may direct.

Section 9. Duties of Secretary

The Secretary shall:

- a) Certify and keep at the principal office of the Corporation, or at such other place as the Board of Directors may determine, the original, or a copy, of the Articles of Incorporation, and also the original, or a copy, of these Bylaws, as they may from time to time be amended or otherwise altered by provisions of applicable U.S. or California laws;
- b) Keep at the principal office of the Corporation, or at such other place as the Board of Directors may determine, a record of minutes of all meetings of the Board of Directors, meetings of the members, and, if applicable, meetings of committees of NAACLT. The minutes of such meetings shall record the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented, and the proceedings thereof;
- c) Assure that required notices are duly given in accordance with the provisions of these Bylaws and as required by law;
- d) Be custodian of the records of the Corporation; and if the Corporation adopts a seal, be the custodian of the seal and assure that the seal is affixed to all documents the execution of which under seal is authorized by law or these Bylaws;
- e) Keep at the principal office of the Corporation, or at such other place as the Board of Directors may determine, a membership record containing the names and addresses of all current and former members, and the dates on which the memberships of any former members ceased;
- f) Exhibit at reasonable times to any director of the Corporation, or to his or her agent or attorney, upon request therefor, a copy of these Bylaws, the membership record, and the minutes of the proceedings of any meetings of the Board of Directors, the members, and the committees; and
- g) In general, perform all duties incident by law and custom to the office of Secretary, including such duties as may be required by the Articles of Incorporation and these Bylaws, and as may be assigned from time to time by the Board of Directors.

Section 10. Duties of Treasurer

Subject to the provisions set forth in Article 6 of these Bylaws relating to the “Execution of Instruments, Deposits and Funds” and subject also to all requirements of law, the Treasurer shall:

- a) Take charge and have custody of, and be responsible for, all funds and securities of NAACLТ, and deposit all such funds in the name of NAACLТ in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- b) Receive, and give receipt for, monies due and payable to NAACLТ from any source;
- c) Disburse, or cause to be disbursed, the funds of NAACLТ as may be directed by the Board of Directors;
- d) Keep and maintain adequate and correct accounts of NAACLТ’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- e) Exhibit at reasonable times to any director of NAACLТ, or to his or her agent or attorney, or to any member of the Audit Committee, upon request therefor, the financial records of NAACLТ;
- f) Render to the President, to any of the directors, and/or to any member of the Audit Committee, upon request therefor, an account of all of his or her transactions as Treasurer and of the financial condition of NAACLТ;
- g) Prepare, or cause to be prepared, and certify the financial statements included in any accounts required under any provisions of this Section; and
- h) In general, perform all duties incident by law and custom to the office of Treasurer, including such duties as may be required by the Articles of Incorporation and these Bylaws, and as may be assigned from time to time by the Board of Directors.

Section 11. Compensation

Officers, whether elected or appointed, shall ordinarily serve without compensation. The Board of Directors may use NAACLТ funds to indemnify such officers for expenses actually and reasonable incurred in the performance of their duties as described in these Bylaws

Where the Board deems it advisable to employ a person with special expertise to serve as an appointed officer, the Board may use NAACLТ funds to provide such person with an appropriate compensation.

Article 5 Committees

Section 1. Committees

The Board of Directors shall appoint the members of such standing committees as are required or permitted by these Bylaws.

The Board of Directors may also from time to time set up and appoint the members of such *ad hoc* committees as may be helpful in pursuing and fulfilling the objectives and purposes of NAACLТ.

Section 2. Elections Committee

The Board of Directors shall appoint an Elections Committee, which shall be a permanent standing committee, to nominate qualified candidates for election as directors and officers of NAACLТ.

The Elections Committee shall consist of at least three members of NAACLТ in good standing, one of whom shall be designated by the Board to serve as the committee's chairman.

Section 3. Audit Committee

The Board of Directors shall appoint an Audit Committee, which shall be a permanent standing committee, to oversee the financial activities and monitor the financial records of NAACLТ.

The Audit Committee shall consist of at least three members of NAACLТ in good standing. The Board may also appoint one or more non-members of NAACLТ to the Audit Committee. The Board may designate either a member or a non-member of NAACLТ to serve as chairman of the Audit Committee.

Section 4. Non-Permanent Standing Committees

The Board of Directors may from time to time set up non-permanent standing committees, and may determine the number of members and designate the chairmen thereof, and may at will terminate such non-permanent standing committees.

Section 5. *Ad Hoc* Committees

The Board of Directors may from time to time set up *ad hoc* committees, and may determine the number of members and designate the chairmen thereof, to perform particular tasks and/or to provide advice and guidance to the Board on particular matters.

Section 6. Terms of Office

Each member of the Elections Committee, and each member of the Audit Committee, shall be appointed for a term of one year and shall remain in office for any additional time until his or her successor is appointed by the Board of Directors.

Each member of a non-permanent standing committee shall be appointed for a term of one year and shall remain in office for any additional time until his or her successor is appointed by the Board of Directors, except that the term of office of a member of any non-permanent standing committee shall end whenever the Board terminates such non-permanent standing committee.

Each member of an *ad hoc* committee shall be appointed for a term extending for the duration of the task to be performed by the committee, or for as long as the Board desires the committee's advice and guidance. The Board of Directors may terminate any *ad hoc* committee and/or the appointment of any member thereof at any time.

Section 7. Committee Meetings and Actions

The Elections Committee shall meet at an appropriate time each year to nominate candidates for election as officers and directors to fill vacancies for the next year, and at any other time whenever necessary to nominate candidates for any appointment by the Board of Directors in accordance with the provisions of these Bylaws.

Meetings of the Elections Committee may be held in person, or by telephone, mail, or other means of communication. Any member of the Elections Committee may call a meeting thereof by giving notice of the meeting to all members of the committee in a manner reasonably designed to assure that all members thereof shall have an opportunity to participate in the meeting. A majority of members of the Elections Committee shall constitute a quorum.

The Audit Committee shall meet at an appropriate time each year to prepare an annual report to the Board of Directors on NAACLT's financial affairs, and at any other time whenever deemed appropriate to review NAACLT's financial affairs. Meetings of the Audit Committee may be held in person, or by telephone, mail, or other means of communication. Any member of the Audit Committee may call a meeting thereof by giving notice of the meeting to all members of the committee in a manner reasonably designed to assure that all members thereof shall have an opportunity to participate in the meeting. A majority of members of the Audit Committee shall constitute a quorum.

The Board of Directors may fix the times for the meetings of all other committees, and may adopt rules and regulations for conducting such meetings provided that such rules and regulations are consistent with the provisions of these Bylaws.

Section 8. Compensation

Committee members shall normally serve without compensation. The Board of Directors may use NAACLT funds to indemnify committee members for expenses actually and reasonable incurred in the performance of their duties.

Where the Board deems it advisable to appoint a person with special expertise to serve as a committee member, the Board may use NAACLT funds to provide such person with an appropriate compensation.

Article 6

Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments

Except as otherwise provided by these Bylaws, the Board of Directors may by resolution authorize any officer or agent of the Corporation to enter into any contract, or execute and deliver any instrument, in the name of and on behalf of the Corporation; and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section.2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, all checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the Corporation shall be signed by the Treasurer and, if over one thousand dollars (US\$1,000), countersigned by the President of the Corporation.

Section 3. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, credit unions, or other depositories as the Board of Directors may select.

Section 4. Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise to be used for the objectives and purposes of the Corporation.

Article 7

Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records

The Board of Directors shall from time to time, and at least once a year, require the Secretary and the Treasurer to certify that they have kept and maintained, and continue to

keep and maintain, all books, records, documents, and things as required by Sections 9 and 10 of Article 4 of these Bylaws.

Section 2. Corporate Seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to any instrument of the Corporation shall not affect the validity of such instrument.

Section 3. Directors' Inspection Rights

Each director shall have the right at any reasonable time to inspect and copy all books, records, and documents of the Corporation and to inspect all physical properties of the Corporation.

Section 4. Members' Inspection Rights

Each member of NAACLT shall have the following inspection rights as reasonably necessary to protect such member's interest as a member:

- a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon ten (10) days' prior written request, which request shall state the purpose for which the right of inspection is asserted;
- b) To obtain from the Secretary, upon written request and payment of a reasonable charge, a list of the names and addresses of the members of NAACLT currently eligible to vote in the next election of directors; and
- c) To inspect and copy the records and minutes of meetings of the Board of Directors, at reasonable times, upon ten (10) days' prior written request, which request shall state the purpose for which the right of inspection is asserted.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person, or by agent or attorney; and such right of inspection includes the right to copy and make abstracts.

Section 6. Annual Report

The Board of Directors shall annually report to the members, normally at a general business meeting convened within an Annual Conference of NAACLT, and in any event within one hundred and eighty (180) days after the close of the most recently completed fiscal year, the following information in appropriate detail:

- a) The assets and liabilities, including trust funds, of the Corporation as of the close of the most recently completed fiscal year;
- b) The principal changes in the assets and liabilities, including trust funds, of the Corporation during the most recently completed fiscal year;

- c) The revenue and receipts of the Corporation, both for general purposes and for restricted purposes, during the most recently completed fiscal year;
- d) The expenses and disbursements of the Corporation, both for general purposes and for restricted purposes, during the most recently completed fiscal year; and
- e) Any information required by Section 7 of this Article.

The annual report shall be in writing. The substance of the annual report may be presented to the members orally at a general business meeting; but the written annual report shall become a part of the Corporation's records to be kept and maintained in accordance with the provisions of these Bylaws. A copy of the annual report shall be mailed or delivered to any member who requests it.

The annual report shall be accompanied by any statement or report relating thereto issued by an independent accountant or auditor; or, if there is no such statement or report by an independent accountant or auditor, the annual report shall be accompanied by the certificate of an authorized officer of the Corporation indicating that the annual report was prepared from the books and records of the Corporation without audit.

If the Corporation receives twenty-five thousand dollars (US\$25,000) or more in gross revenues and receipts during any fiscal year, the Corporation shall mail or deliver a copy of the annual report, as well as a copy of any statement or report issued by any independent accountant or auditor, or any certificate of an officer of the Corporation, to each member; and the Corporation shall file a Report of Organization Exempt from Income Tax (Form 990) with the U.S. Internal Revenue Service in accordance with law.

Section 7. Annual Statement of Specific Transactions

The Corporation shall mail or deliver to all directors and to all members within one hundred and eighty (180) days after the close of the most recently completed fiscal year a statement describing the amount and circumstances of any indemnification or transaction in which the Corporation, or its parent or subsidiary, was a party and in which any person in either of the following categories had a direct or indirect financial interest:

- a) Any director or officer of the Corporation or its parent or subsidiary, except that a mere common directorship shall not be deemed a material financial interest; or
- b) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or subsidiary.

The statement describing the amount and circumstances of any indemnification or transaction as set forth in the preceding paragraph need be provided only if the indemnification or transaction involved more than fifty thousand dollars (US\$50,000), or if the indemnification or transaction was one of a number of indemnifications or transactions with the same person involving, in the aggregate, more than fifty thousand dollars (US\$50,000), unless a director or officer of the Corporation had a direct or indirect financial interest in the indemnification or transaction. If a director or officer of

the Corporation had a direct or indirect financial interest in the indemnification or transaction, the statement must be provided if the indemnification or transaction involved more than ten thousand dollars (US\$10,000), except that no such statement need be provided if such indemnification or transaction was approved by the members pursuant to Section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall provide the names of interested persons involved in any such indemnification or transaction, each such person's relationship to the Corporation, the nature of such person's interest, and the monetary amount of such interest, except that in the case of an indemnification or partnership of which such person is a partner, only the interest of the partnership need be stated.

If the Corporation provides all members with a copy of the annual report in accordance with Section 6 of this Article, such annual report shall also include the information required by this Section.

Article 8 Members

Section 1. Determination and Rights of Members

The Board of Directors may from time to time establish designated classes of membership. Each class of membership shall provide the members thereof with such benefits of membership as the Board shall determine.

Section 2. Qualification of Members

Membership in NAACLТ shall be open to any person interested in and supportive of NAACLТ's objectives and purposes. No one shall be barred from membership in NAACLТ on the basis of race, color, age, national origin, sex, sexual preference, physical disability, religion, or political affiliation.

Section 3. Admission of Members

An applicant shall initially be admitted to membership in NAACLТ upon paying the annual dues in effect at the time of his or her admission, and shall continue as a member in good standing by continuing to pay current annual dues in subsequent years.

Membership in good standing shall be defined by the payment of current annual dues.

Section 4. Dues and Fees

Annual dues shall be determined by the Board of Directors. The Board shall review the annual dues for the various categories of membership from time to time, and shall adjust the dues as necessary to assure the fiscal viability of the Corporation.

Registration fees for NAACLT's Annual Conference and for other meetings and activities of the Corporation shall be established by the Treasurer in consultation with other officers of NAACLT and other relevant parties, and shall be approved by the Board of Directors.

Section 5. Number of Members

There is no limit on the number of persons who may be admitted to membership in NAACLT.

Section 6. Membership Record

The membership record of NAACLT kept by the Secretary pursuant to Section 9 of Article 4 of these Bylaws shall be available for inspection by any member of NAACLT within a reasonable time after request, provided that the member's purpose in requesting access to the membership record is reasonably related to his or her interest as a member.

The Secretary shall not grant access to the membership record to any person for any purpose that is not reasonably related to that person's interest as a member of NAACLT, except that the Secretary shall grant such access when required to do so by law.

Section 7. Nonliability of Members

A member of NAACLT is not, by reason of his or her membership, personally liable for any debts, liabilities, or obligations of the Corporation.

Section 8. Nontransferability of Memberships

No member of NAACLT may transfer his or her membership, or any rights arising therefrom, to any other person or entity. All rights of membership cease upon the death of the member.

Section 9. Termination of Membership

The membership of any member in NAACLT shall terminate upon the occurrence of any of the following events:

- a) Upon the member's written notice of termination of his or her membership delivered to the President or Secretary, personally or by mail;
- b) Upon the member's failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency in the payment of dues has been given by the Secretary, personally or by mail, to the member; or
- c) In the event the Board of Directors determines, after providing the member with reasonable written notice and an opportunity to be heard, either orally or in writing, that the member has engaged in conduct materially and seriously prejudicial to the objectives and purposes of NAACLT.

A person expelled from NAACLТ shall be entitled to a refund of a portion of dues already paid, pro-rated for the time after that person has been expelled.

Section 10. Rights on Termination of Membership

All rights of membership in the Corporation held by any member thereof shall cease upon termination of his or her membership as provided herein.

Section 11. Amendments Resulting in Termination of Membership

Notwithstanding any other provisions of these Bylaws, if any amendment of the Articles of Incorporation or these Bylaws would result in the termination of all memberships or any class of memberships, then such amendment shall be effective only in accordance with the provisions of Section 5342 of the California Nonprofit Public Benefit Corporation Law.

Article 9
Meetings of Members

Section 1. Place of Meetings

Meetings of the members of NAACLТ shall be held at such place or places, within or without the State of California, as may be designated from time to time by resolution of the Board of Directors.

Section 2. Annual and Other Regular Meetings

A general business meeting of the members of NAACLТ shall be held annually, normally to be convened within an Annual Conference.

Section 3. Special Meetings of Members

A special meeting of the members of NAACLТ may be called by the President, or by the Board of Directors, or by any member in good standing representing and having the consent of at least forty percent (40%) of the members in good standing.

Section 4. Notice of Meetings

Whenever members are required or permitted to take action at a meeting, and unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, notice of such a meeting shall be delivered not less than twenty (20) days before the date of the meeting to each member eligible to vote at the meeting by the President, or the Secretary, or the person calling the meeting.

Notice of a meeting of the members shall be given personally or by mail or other means of communication addressed to each member eligible to vote at the meeting. If mailed,

such notice shall be deemed to be delivered when deposited in the U.S. mail, postage prepaid, addressed to the member at his or her address as it appears in the membership record of the Corporation. Personal notification includes notification by telephone, facsimile machine, electronic mail, or other electronic messaging means, provided however in the case of facsimile or electronic message notification that the member acknowledges receipt of the message by a return message within ten (10) days of the first transmission of the facsimile or electronic message.

Notice of a meeting of the members shall state the place, date, and time of the meeting. In the case of a regular meeting, the notice shall state those matters which the Board of Directors at the time the notice is given intends to present for action by the members. In the case of a special meeting, the notice shall state the general nature of the business to be transacted at the meeting. The notice of any meeting at which a director or directors are to be elected shall include the names of all those who have been nominated for election at the time the notice is given.

A meeting of the members may be held without notice as provided in this Article, and the transactions of such a meeting, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, provided that a quorum of the members in good standing is present at the meeting, and provided also that if, either before or after such meeting, a majority of all the members in good standing signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof.

Section 5. Quorum for Meetings

A quorum for a meeting of the members shall consist of fifteen percent (15%) of all the members in good standing.

Section 6. Majority Action As Membership Action

Every action taken or decision made by a majority of the members present at a duly held meeting of the members at which a quorum is present is an act of the members, unless the Articles of Incorporation, these Bylaws, or the provisions of law require a greater number of members to be present for a particular act to be effective.

Section 7. Voting Rights

Each member qualified to vote at a meeting of the members shall be entitled to cast one vote on each matter submitted to a vote. Voting at a meeting of the members shall normally be by voice vote, unless the Board of Directors determines that voting on a particular matter shall be by written ballot.

Section 8. Proxy Voting

Members entitled to vote at a meeting of the members may not vote or act by proxy.

Section 9. Conduct of Meetings

A meeting of the members of NAACLT shall be presided over by the President, or in his or her absence by the Vice-President, or in the absence of the President and Vice-President by another member chosen by a majority of the members present at the meeting. The Secretary of NAACLT shall serve as secretary of any meeting of the members; but in the absence of the Secretary of NAACLT, the person presiding over the meeting shall appoint another person to serve as secretary of that meeting.

Meetings of the members of NAACLT shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent or in conflict with the Articles of Incorporation, these Bylaws, or the provisions of law.

All meetings of the members shall be open to all members in good standing. Whenever possible, provision shall be made to accommodate non-members and guests at meetings of the members of NAACLT.

Section 10. Action By Written Ballot Without a Meeting

Any action which may be taken at a regular or special meeting of the members may be taken without a meeting, if the Board of Directors delivers, or causes to be delivered, to each member in good standing a written ballot setting forth the action proposed to be taken and a solicitation of the member's vote approving or disapproving of that proposed action. The written ballot setting forth the proposed action shall also provide a reasonable time for the member to return the ballot to the Secretary with the member's vote indicated thereon.

For purposes of this Section, all written ballots shall be mailed or delivered in the manner required for giving notice of meetings as specified in Section 4 of this Article. Also, all such written ballots shall indicate the number of responses needed to meet the quorum requirement and shall specify the date by which the ballots must be received by the Secretary in order to be counted.

An action taken by written ballot without a meeting shall be valid only if the number of votes cast by such ballot equals or exceeds a quorum required to be present at a meeting to authorize such action, and only if the number of approvals of such action equals or exceeds the number of votes that would be required at a meeting to approve such action.

Section 11. Reasonable Nomination and Election Procedures

The Board of Directors shall establish reasonable nomination and election procedures for the election of directors and officers by the members.

An election of directors and officers shall normally occur once each year on a date to be set each year by the Board of Directors. Nominations of candidates for directors and officers shall normally be made by the Elections Committee, which shall nominate at least one candidate for each position that is vacant. However, nominations of candidates for directors and officers may also be made by any member in good standing.

Nominations of candidates for directors and officers shall be submitted by the Elections Committee, and/or by any member or members in good standing, in writing to the Secretary at least sixty (60) days prior to the date of the election. The nomination of any candidate shall be accompanied by a certification that the candidate has agreed to stand for election, and by a brief biographical statement describing the candidate.

The election of directors and officers shall normally be held by mail prior to an Annual Conference of NAACLT. Written ballots shall be sent, or caused to be sent, by the Secretary to all members in good standing at least thirty (30) days prior to an election for use by the members in voting by mail. Written ballots shall provide for write-in candidates for every office. Members may alternatively use other forms of written communication to vote.

A member in good standing shall cast his or her vote for directors and officers by delivering, by mail or otherwise, a written ballot or other form of written communication to the Secretary on or before the election date set by the Board of Directors. A written ballot, or other form of written communication indicating a member's vote, may not be revoked after its receipt by the Secretary.

If the Corporation reaches a membership of five thousand (5,000) or more members, the nomination and election procedures specified in Section 5522 of the California Nonprofit Public Benefit Corporation Law shall be followed in nominating and electing directors and officers.

Newly elected directors and officers shall take office on the first day of the month following the election, and shall serve for the terms specified in Articles 3 and 4 of these Bylaws.

Section 12. Action By Unanimous Written Consent Without a Meeting

Except as otherwise provided in these Bylaws, any action required or permitted to be taken at a meeting of the members may be taken without a meeting, provided that a majority of the members in good standing consent in writing to the action. The written consents to action taken without a meeting shall be filed with the record of the minutes of proceedings of the members; and such action taken by written consent shall have the same force and effect as an action taken at the members at a meeting.

Section 13. Record Date For Meeting

The record date for purposes of determining the members entitled to receive notice of a meeting, the voting rights of such members, or any other rights with respect to a meeting of the members, or any other lawful action by the members, shall be fixed pursuant to Section 5611 of the California Nonprofit Public Benefit Corporation Law.

Article 10 Dissolution

Section 1. Dissolution

The Corporation may be dissolved by its members, by the Board of Directors with approval of the members, and in some cases by the Board of Directors without approval of the members, as provided by and subject to the provisions of the California Nonprofit Public Benefit Corporation Law concerning voluntary and involuntary dissolution.

Upon dissolution of this Corporation, distribution of any remaining assets thereof shall occur in accordance with the provisions of Article 11 of these Bylaws.

Article 11 Tax-Exempt Provisions

Section 1. Limitations on Activities

No substantial part of the activities of the NAACLT shall consist of attempting to influence legislation, except as otherwise provided by Section 501(h) of the U.S. Internal Revenue Code.

NAACLT shall not participate in or intervene in any political campaign, including the publishing or distribution of statements, on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, NAACLT shall not carry on any activities that are prohibited by the U.S. Internal Revenue Code under:

- a) Section 501(c)(3) for a corporation that is exempt from federal income tax; and
- b) Section 170(c)(2) for a corporation to which contributions and donations are tax-deductible.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives and purposes of the Corporation.

Section 3. Distribution of Assets

Upon dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or

more tax-exempt purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code, or shall be distributed to the U.S. federal government, or to a state or local government, for a public purpose, in accordance with applicable provisions of law.

Article 12

Affiliation

Section 1. Affiliation

The Board of Directors may by resolution affiliate NAACLCT with other organizations whose objectives and purposes are aligned with the objectives and purposes of NAACLCT, provided that such affiliation does not diminish or jeopardize NAACLCT's independence and status as a tax-exempt nonprofit public benefit corporation.

Article 13

Fiscal Year

Section 1. Fical Year

The Board of Directors shall determine, and subject to the provisions of law shall have the power to change, the fiscal year of the Corporation.

Article 14

Amendment of Bylaws

Section 1. Amendment of Bylaws

Subject to any provision of law applicable to the amendment of the Bylaws of a nonprofit public benefit corporation, these Bylaws may be amended, altered, or repealed, and new Bylaws may be adopted, as follows:

- a) An amendment to these Bylaws may be proposed by the Board of Directors by resolution at a regular meeting thereof, or by a formal motion in writing signed by at least ten (10) members in good standing at a general business meeting of the Corporation; and
- b) The proposed amendment shall then be submitted to the members for approval.

Such a proposed amendment to the Bylaws can be approved by the members either by the vote of a majority of those members in good standing present at a general business meeting at which the amendment was submitted to the members by the Board, or by the vote of a majority of all members in good standing by mail ballot within one hundred and eighty (180) days after the amendment was proposed by resolution of the Board. After the proposed amendment to the Bylaws has been approved by the members, it shall be

deemed adopted and shall become effective on the first day of the month following the approval thereof by the members.

A copy of any adopted amendment to these Bylaws shall be added to the copy of the Bylaws maintained by the Secretary.

Article 15
Amendment of Articles of Incorporation

Section 1. Amendment of Articles of Incorporation

An amendment of the Articles of Incorporation may be proposed by the Board of Directors by resolution at a regular meeting thereof; and the proposed amendment shall then be submitted to the members for approval by a two-thirds majority of all the members in good standing, either at a general business meeting or by mail ballot, within one hundred and eighty (180) days after the amendment was proposed.

As soon as practicable after the approval by the members of an amendment of the Articles of Incorporation, the Board of Directors shall propose, in accordance with Article 15 of these Bylaws, any amendment to the Bylaws that may be necessary in order to conform the Bylaws to the Articles of Incorporation as so amended. After the proposed amendment of the Articles of Incorporation has been approved by the members, it shall be deemed adopted and shall become effective on the first day of the month following the approval thereof by the members.

**WRITTEN CONSENT OF INITIAL DIRECTORS ADOPTING
BYLAWS**

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of the North American Association for Celtic Language Teachers, a California nonprofit public benefit corporation; and, pursuant to the authority granted to the initial directors to take action by unanimous written consent without a meeting, we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the twenty-six (26) preceding pages, as the Bylaws of this Corporation.

Date: _____, Director
Muiris Ó Laoire

Date: _____, Director
Delyth Prys

Date: _____, Director
John J. Morrissey

Date: _____, Director
Robert Burke

Date: _____, Director
John Donahue

Date: _____, Director
Philip Kelly

Date: _____, Director
Kevin J. Rottet

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto, and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Date: _____

John J. Morrissey, Secretary