

Discovery Language Academy

ADVISORY BOARD BYLAWS

OF

Discovery Language Academy, Inc.

Board of Directors

Stephen Ferreira,
President

Michael Tavares,
Vice-President

Gloria de Sá,
Secretary

Rose Jardim,
Treasurer

Directors,

Danny Alberto
Lucília Amaral
Jennifer Cardoza
Lilly Fagundes
Diane Lopes
Carlos Pinhancos
Judite Soares
Leslie Vicente, ex-officio

Advisory Board

James DeMello,
Chairman Emeritus
Michel Fernandes,
Chair
Duarte Carreiro
Jim O'Brien

Executive Director,
Leslie Vicente, PhD

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Massachusetts and the Articles of Origination of Discovery Language Academy, Inc.

Article 1 - NAME

Discovery Language Academy, Inc. herein referred to as “DLA” has created an Advisory Board that shall be known as Discovery Language Academy Advisory Board herein referred to as “DLA Advisory Board”.

Article 2 - PURPOSE

The function of the DLA Advisory Board is to support the **PURPOSE** of DLA as described in the DLA Articles of Incorporation and the DLA Bylaws as resource to the DLA Board of Directors by:

- serving as a sounding board for the DLA Board of Directors.
- serving as an advocate and ambassador for DLA.
- facilitating introductions to potential donors, collaborators, thought leaders, and key stakeholders.
- supporting DLA fundraising activities.
- actively participating in fundraising activities.
- supporting DLA program activities, operations, financial health, personnel, and other matters as requested by DLA Board of Directors.

Article 3 - AUTHORITY AND RESPONSIBILITY

DLA Board of Directors retains ultimate decision-making and management authority for DLA. The DLA Advisory Board is an advisory body to DLA and has no authority to make decisions or act on behalf of the DLA. DLA Advisory Board recommendations and advise are not binding on DLA.



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Article 4 - MEMBERSHIP

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The DLA Advisory Board members may determine qualifications for becoming a member, the number of members, the term of each member.

Chairman

The Advisory Board will select one individual to be Chairman to coordinate DLA Advisory Board activities, communications and to preside at meetings.

The role of the Chairman is to communicate advise and observations to the Chairman of the DLA Board of Directors or other members of the DLA Board of Directors as determined by the Chairman of the DLA Board of Directors.

The Chairman is permitted to attend all meetings of the DLA Board of Directors as a non-voting number. The Chairman is not entitled to sit on any DLA committee unless approved by Chairman of the DLA Board of Directors.

Responsibilities

Each member of the DLA Advisory Board is required to understand the DLA Mission, Strategies, Goals, Programs, and Finances. Members should apprise the DLA Board of Directors through the Chairman of opportunities and challenges to the Mission.

Conflicts of Interest

DLA Advisory Board members are expected to use good judgment and to avoid situations that create an actual, potential, or perceived conflict with the purposes and activities of DLA.

Resignation

A DLA Advisory Board member may resign at any time by giving notice to the Chairman of the DLA Advisory Board

No Compensation

DLA Advisory Board members will not be compensated in their capacity as Advisory Board members.



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Article 5 - MEETINGS

The Chairman of the DLA Advisory Board will determine the frequency of Advisory Board meetings. The Advisory Board may meet in person or by video or audio conference call. The DLA Executive Director will work with the Chairman of the DLA Advisory Board members to develop an agenda for each meeting. Meetings by be either in person or through an electronic mode.

Quorum

A majority of DLA Advisory Board members will constitute a quorum. Each DLA Advisory Board member will have one vote. Any matter approved by of Advisory Board members present will be the decision of the Advisory Board.

Article 6 - CONFIDENTIALITY

DLA Advisory Board members are required to maintain confidentiality of all DLA information. This obligation will remain in effect even if the Advisory Board is terminated or an Advisory Board member resigns or is removed.

