

Constitution & Bylaws

(Revisions to be approved on October 21, 2017)

WAESOL Constitution

Article I. Name and Location

The name of this association shall be the Washington Association for the Education of Speakers of Other Languages (WAESOL). It shall meet in the state of Washington at a location as determined by the Board of Directors.

Article II. Purpose

WAESOL is a professional, nonprofit association whose purposes are to promote scholarship, to disseminate information, to strengthen instruction and research in the teaching of English to speakers of other languages or dialects, and to cooperate in appropriate ways with other groups ~~having~~ **sharing** similar ~~concerns~~ **purpose**.

This association qualifies as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

All monies of the organization shall be disbursed only in the support of the purposes of this organization and shall not be disbursed to any Board member for services rendered. Monies may be disbursed only with the approval of the Board of Directors or the majority of members in good standing at a business meeting.

Article III. Membership

Anyone interested in the education of speakers of other languages in Washington State is eligible for membership. A member is a person who has paid his or her dues for the current year. There shall be two categories of membership: ~~individual~~ **professional** and student.

Membership rates will be determined by the sitting board and may be reviewed annually.

Article IV. Board of Directors

The Board of Directors shall provide leadership for WAESOL, conduct the daily business of the association, and control its funds under general policies determined by the membership. Board members shall consider it a duty of office to attend all Board meetings and the Annual Business Meeting.

Article IV. Section 1. Executive Director

The Officers of the Board shall appoint an **Executive Director** to oversee the day-to-day operations of the organization and function in an advisory role to the Officers of the Board of the association. The Executive Director shall be a *non-voting* member of the WAESOL Board. The Executive Director shall make an annual financial and membership report to the Officers and the Board. The Executive Director shall serve as the Chief Financial Officer of the association (e.g., sign all contracts, oversee all accounts and file all required IRS and State of Washington reports). The Executive Director shall also serve as the official liaison between WAESOL and TESOL and communicate with other organizations as needed. The Executive Director shall contract with the organization annually to provide such oversight, with the contract and terms of payment to be reviewed and approved by the Board as part of the annual budget.

Article IV. Section 2. Members of the Board of Directors

The Board of Directors shall consist of ~~14~~ **11** members elected by the WAESOL membership. Members of the Board shall include five officers and ~~eight~~**six** members-at-large who are broadly representative of the various areas of interest of the members. ~~At least one of the members-at-large shall represent the area of the state beyond Puget Sound.~~ The ~~eight~~**six** members-at-large shall serve two-year terms.

A majority vote of the Board shall be considered as binding for all Board decisions. A quorum shall consist of 50% of sitting Board members.

Article IV. Section 3. Elected Officers

The ~~six~~ **five** elected Officers of the Board shall be:

- President
- President Elect
- Past President
- **Recording** Secretary (2 year term)
- Treasurer (2 year term)
- ~~Assistant Treasurer (2-year term)~~

Article IV. Section 4. Officers' Terms of Office

The term of office for officer positions is two years, with the exception of the President Elect, the President, and the Past President, in which an individual will consecutively serve one year in each position. Each term shall run from January through December.

Article IV. Section 5. Duties of the Officers

President: The President shall work in collaboration with the Executive Director as necessary for the efficient operation of the organization. The President shall preside at all business meetings of the association and at all meetings of the Board. The President shall appoint such special and standing committees as the Board deems necessary. The President shall also serve as co-chair of the conference planning committee with the President Elect and Past President and in collaboration with the other officers.

President Elect: In the President's absence from a meeting, the President Elect shall assume duties. The President Elect shall assume the responsibilities and title of President the following year. The President Elect shall also undertake administrative duties as designated by the President. The President Elect shall also serve as co-chair of conference planning committee with the President and Past President and in collaboration with the Executive Director. The President-Elect shall chair the nominations and election committee.

Recording Secretary: The duties of the Recording Secretary are to record the minutes of all Board meetings and the Annual Business Meeting of the general membership and then distribute those minutes in a timely manner. In addition, the Secretary shall ensure that appropriate procedures are followed during Board and annual meetings.

Treasurer: The Treasurer shall work closely with the Executive Director in maintaining the financial records of the organization, serve as the primary alternate signer on financial accounts, and work with the Executive Director as needed to submit any tax documents. At the Annual Business Meeting, the Treasurer shall present to the membership an annual written financial report, specifying sources and amounts of income and expenses.

~~**Assistant Treasurer:** Assist Treasurer with the maintenance of financial records, preparation of documents, and communication with the Board regarding finances of WAESOL. The Assistant Treasurer shall be listed as a signer on all financial accounts.~~

~~**Past President:** The Past President shall serve in an advisory role to the Board and Officers and work in collaboration with the Executive Director. and serve as the liaison Officer to International TESOL and other related organizations. As the Liaison Officer, the Past President will be responsible for communication between the affiliate and International TESOL, serving as the official WAESOL representative at the TESOL~~

~~Convention.~~ Other Such duties shall include submission of annual reports, and copies of relevant documents to TESOL. The Past President shall also serve as co-chair of conference planning committee with the President and President Elect.

Article IV. Section 6. Elections to the Board of Directors

1. Nominations

A Nominating and Elections committee of two to three members shall be appointed by the President with the approval of the Board for the purpose of soliciting nominations and coordinating elections to the Board of Directors. **The President-Elect shall chair this committee.**

This committee shall be responsible for preparing and distributing announcements calling for nominations to the Board at least sixty (60) days prior to the election. Upon receipt of each nomination, the committee shall ensure that all nominees are eligible as outlined in the policies and procedures and that biographical information has been submitted.

As a courtesy, the committee shall present to the Board a list of candidates for elected positions, together with relevant biographical information one week preceding the election.

2. Elections

Election of the Officers of the Board and the Board of Directors members-at-large shall be determined by a majority vote of the association members in good standing. Such elections shall open no earlier than October 1st and close no later than November 20th annually. The membership shall have one week to vote from the date of the distribution of the ballots to the deadline for return of ballots. Within seven (7) days of the close of the election, the Nominations/Elections Committee shall announce the results to the general membership and notify the new officers and board members.

~~The current Board conducts its final meeting in December at which time new members attend without voting status. The current board may provide training as necessary for new board members at this time.~~

Article IV. Section 7. Vacancies on the Board

A position on the Board of Directors shall be considered vacant in the event of death, incapacitation, resignation, or absence from two consecutive regularly scheduled meetings of the Board. In the event of two consecutive absences, the Board member

will be contacted by an officer of the Board and follow procedures outlined in the WAESOL policies and procedures.

If the Office of the President becomes vacant, the President Elect shall assume the Presidency for the duration of the term. In the event of a vacancy on the Board of Directors, the vacancy shall be filled for the interim by a majority vote of the Board until the vacancy can be filled upon the next general election.

Article IV. Section 8. Removal of Board Members

Any Officer or member of the Board of Directors of WAESOL may be removed by a 64% vote of the Board of Directors. Positions that have been vacated by such removal shall be filled by a majority vote of the Board as defined in Article IV, Section 7 regarding vacancies to the Board.

Article IV. Section 9. Removal of an Executive Director

Any Executive Director may be removed by a majority vote of the Officers of the Board. A position that has been vacated by such removal shall be filled by a majority vote of the Officers.

Article V. Meetings

WAESOL shall hold an Annual Business Meeting at such time and location as the Board shall determine. Minutes of the Board and a record of all actions of the Board shall be available to the members of WAESOL at the Annual Meeting. Special meetings of the general membership may be called by the Board of Directors as deemed necessary.

The Board of Directors shall hold at least three additional meetings throughout the year at such time and location as determined by the Board.

Notice of upcoming meetings of the Board and meetings of the general membership shall occur not less than 3 weeks prior to such meeting.

Article VI. Non-Profit Status

In accordance with the IRS tax code and WAESOL's 501(c)(3) status, no part of the net earnings of this association shall inure to the benefit, or be distributable to, its members, trustees, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Likewise, no substantial part of the activities of the association shall be to attempt to influence legislation, or participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for elective public office.

WAESOL may, however, conduct educational meetings, prepare and distribute educational materials, or otherwise consider public policy issues in an educational manner without jeopardizing its tax-exempt status.

Notwithstanding any other provision of these articles, the association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code.

Article VII. Amendments

Proposed amendments to this Constitution may be initiated by three-quarters of the Board of Directors or may be submitted by petition to the President. The petition must be signed by a minimum of one-tenth of the members in good standing.

All proposed amendments must be distributed to the general membership at least thirty (30) days before the Annual Business Meeting. Proposed amendments must be ratified by a two-thirds vote of the members in good standing present at the Annual Business Meeting.

Article VIII. Dissolution

Upon the dissolution of the association, the Board shall, after paying or making provision for the payment of all of the liabilities of the association, dispose of all the assets of the association in such a manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3).

All finances or properties of this organization will become sole properties of the international Teachers of English to Speakers of Other Languages (TESOL) organization or another non-profit organization of like interests.

Article IX. Standard Authority

The rules in the latest edition of Robert's Rules of Order Revised shall govern the association in all cases to which they are applicable, and in which they are not inconsistent with this Constitution and Bylaws.

Article X. Adoption and Revisions

Adoption of this constitution was made by a majority of members in attendance of the Annual Business Meeting on October 24, 1975.

This version of the WAESOL Constitution was approved by the members present on October 3rd, 2015 at the WAESOL Annual Business Meeting, thus replacing the previous October 2012 version.

WAESOL Bylaws

I. Committees

A. Standing Committees

- **Nominations and Elections Committee**

The President-Elect shall chair the Nominating and Elections Committee and perform those duties as listed in the Constitution.

- **Conference Planning Committee**

The Conference Committee shall be co-chaired by the President, the President Elect, and the Past President in collaboration with the other Officers. Other members of the Board may serve on the Conference Planning committee as deemed necessary by the Board. All Board members are expected to assist with the running of the conference as part of responsibilities as WAESOL Board members. The Executive Director serves in an advisory capacity to this planning and ensures consistency in messaging and coordination of the conference.

B. Elected Committees

Elected committees may be established as deemed necessary by the membership at the Annual Business Meeting.

C. Special Committees

The President, with approval of the Board of Directors, may appoint special committees, either permanent or temporary, in the general interest of the association.

II. Relationship with TESOL

This association will establish and maintain contact through affiliation with the international organization of TESOL.

III. Membership and Dues

Individual Professional

All interested individuals who apply for membership and pay the duly assessed annual dues of the association shall be “members in good standing of WAESOL” and shall be entitled to all rights and privileges of membership.

Student

WAESOL may establish a student membership category at rates to be determined by the sitting board. Student members shall enjoy the same rights and privileges as a ~~individual~~ professional member.

IV. Interest Sections

Interest Sections represent the various professional concerns of WAESOL and are established by the Board as follows: a petition signed by at least twenty (20) WAESOL members is submitted to the Board. The petition must include:

- The name of the proposed Interest Section;
- The purpose, or definition, of the professional interest represented by the proposed section;
- A chair for the proposed Interest Section.

No interest section can violate the non-profit 501(c)(3) status of the organization. (See Article VI of the Constitution.)

Upon receipt of the petition, the Board votes at the next regular Board meeting to approve or deny the Interest Section request.

V. First Board of Directors

The first Board was elected at a general meeting on October 24, 1975, following ratification of the Constitution and Bylaws at the time, and served until the Annual Business Meeting in 1976. It commenced with six members-at-large: three members of whom were elected at the meeting to serve a two-year term; and three members who had served two-year terms in the former organization served for one year in this newly formed organization at the time.

VI. Disbursement of Funds

All monies must be disbursed by the ~~Treasurer~~ Executive Director or Treasurer Assistant with notification to the Board of Directors.

VII. Amendments to the Bylaws

Proposed amendments to the Bylaws must be submitted to the membership thirty (30) days prior to the Annual Business Meeting or a special meeting called by the Board of Directors. To become effective, the proposed amendment must be ratified by a simple majority of the members in good standing present at the meeting.

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