

NYS TESOL
CONSTITUTION AND BY-LAWS

**NEW YORK STATE
TEACHERS OF ENGLISH TO SPEAKERS OF OTHER LANGUAGES**

CONSTITUTION
(Revised March 2000)

ARTICLE I

Name

The name of this organization shall be: New York State Teachers of English to Speakers of Other Languages (NYS TESOL). It is an affiliate of TESOL, Teachers of English to speakers of Other Languages, an international professional organization for those concerned with the teaching of English as a second or foreign language and of Standard English as a second dialect.

ARTICLE II

Purpose

The purpose of this non-profit organization shall be:

To encourage professional development, participation, and leadership;

To provide opportunity for study and research;

To disseminate information relevant to the organization;

To work cooperatively toward the improvement of instruction in all programs which seek to provide students with an opportunity to acquire English language skills and proficiency, whether they be carried out in monolingual or bilingual modes of instruction;

To coordinate information with other state, national, and international professional organizations;

To promote empathy and respect for the native culture and language of all students of English, whether they are learning in a bilingual or monolingual context.

This organization is organized exclusively for educational purposes, including the making of distributions to an organization that 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 provision of these articles, the organization 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 only be disbursed in the support of the purposes of this organization and shall not be disbursed to any member of the organization for his or her

private gain. Monies may be disbursed only with the approval of the Executive Board and/or a majority of members in good standing attending a business meeting.

ARTICLE III

Membership

Membership is open to anyone who wishes to promote the purposes of this organization. All individual members in good standing shall be entitled to voting privileges.

ARTICLE IV

General Meetings

There shall be at least one Annual Autumn General Meeting in the Autumn of each year. The time and place of the Annual Autumn General Meeting shall be determined and announced by the Executive Board no later than the close of the previous Annual Autumn General Meeting. Members shall be notified no later than forty-five days prior to all General Meetings. The presence of not less than ten percent of the members in good standing shall constitute a quorum and shall be necessary to conduct the business of the meetings.

The Executive Board may vote to forgo the NYS TESOL annual conference in consideration of a contractual effort with TESOL when it holds its annual convention in New York. In this case, the Annual Autumn General Meeting shall be held at a time and place designated by the Board and publicized to the general membership as elsewhere provided in this Article.

ARTICLE V

Officers and Elections

Section 1: The officers of this organization shall be a President, a First Vice President, a Second Vice President, and a Second Vice President-Elect.

Section 2: The officers shall be nominated by a Nominating Committee and elected by mail ballot prior to the Annual Autumn General Meeting. Election shall be determined by a majority of the votes cast and postmarked not less than twenty-one calendar days prior to the Annual Autumn General Meeting. The General Secretary shall verify the sealed ballots and deliver them to the ballot counting committee. The President shall select, as an observer, an Executive Board member, who shall select a committee of three members in good standing to count the ballots.

Section 3: The term of office of the officers shall be one year from the close of one Annual Autumn Business Meeting until the close of the next.

Section 4: The President shall preside at all Executive Board and General Meetings and appoint all chairpersons of standing committees not otherwise designated in the Constitution or By-Laws. This person will be an ex-officio member of all committees except the Nominating Committee. Upon completion of the one-year term of office, the President shall

remain a voting member of the Executive Board for one year as Immediate Past President, who shall act as the TESOL Liaison Officer.

- Section 5: The First Vice President shall succeed to the presidency and serve as President in the absence or disability of the President. If the President is unable to complete the term of office, the First Vice President shall complete the term as President and continue the prescribed succession. In such case a new First Vice President shall be selected by the Executive board to complete the term and duties of the First Vice President. The First Vice President shall serve as chair of the Finance Committee and prepare an annual budget for Executive Board approval in collaboration with the Treasurer, and shall be an ex-officio member of all standing committees except the Nominating Committee.
- Section 6: The Second Vice President shall serve as the Chairperson of the Program Committee for the Annual Autumn General Meeting. In the event that the Annual Autumn General Meeting is held apart from a statewide conference, as provided in Article IV, paragraph 2, the Second Vice President shall be the General Chairperson for NYS TESOL's contractual role in the TESOL convention.
- Section 7: The Second Vice President-Elect shall serve as Assistant Chairperson of the Program Committee for the Annual Autumn General Meeting and as Chairperson of the Site Selection Committee. As Assistant Chairperson of the Program Committee, the Second Vice President-Elect shall serve as Finance Chairperson for the Annual Autumn General Meeting. The Second Vice President-Elect shall serve as a member of the Finance Committee and shall succeed as Second Vice President. In the event that the Annual Autumn General Meeting is held apart from a statewide conference, as provided in Article IV, paragraph 2, the Second Vice President-Elect shall be the Assistant General Chairperson for NYS TESOL's contractual role in the TESOL convention.
- Section 8: No person serving on the Executive Board of the state organization may serve two full consecutive terms in the same office.

ARTICLE VI

Executive Board

- Section 1: The Executive Board shall manage the business of the organization.
- Section 2: It shall consist of the President, the First Vice President, the Second Vice President, the Second Vice President-Elect, ten Executive Board members, and the Immediate Past President as voting members. Included are the Business Manager, Treasurer, General Secretary, Publications Committee Chairperson, and all appointed Editors as non-voting members.

- Section 3: The ten elected Executive Board members shall serve two-year terms. Five new members shall be elected annually in the same manner as the officers.
- Section 4: Nominations for the members of the Executive Board shall represent, as nearly as possible, the professional and geographical distribution of the membership based on the annual report of the Business Manager.
- Section 5: The President shall chair all meetings.
- Section 6: A majority of the voting members shall constitute a quorum.
- Section 7: Voting may not be done by proxy.
- Section 8: With the exception of the office of the presidency, vacancies caused by resignations or declared by the Executive Board shall be filled by a vote of the Executive Board until the next annual election, at which time the Nominating Committee will present candidates to be elected to serve for one year to fill the unexpired term. A vacancy may be declared if a voting member of the Executive Board is absent for three or more announced Board meetings in an academic year.
- Section 9: The Executive Board shall meet a minimum of seven times a year with not more than four months elapsing between meetings. Additional meetings may be called by the President or determined by the Executive Board. The date, time and agenda for all meetings must be announced at least two weeks in advance of the meeting. At least one meeting per year shall be at the next Annual Autumn General Meeting site or in a region of the state other than the usual meeting place.
- Section 10: All members of the Executive Board must be members in good standing of NYS TESOL.

ARTICLE VII

Voting

- Section 1: At all meetings, all votes shall be by voice unless another procedure is requested by special vote.
- Section 2: For the annual election of Officers and Executive Board Members, confidential mail ballots shall be provided. A place shall be included on each ballot for casting write-in votes for each position to be filled.
- Section 3: The Nominating Committee shall prepare and submit for approval to the Executive Board at a spring meeting the proposed slate of Officers and Executive Board Members. All nominees must be members in good standing. Additionally, all nominees for the office of First Vice President must be outgoing or former Executive Board members, either voting or non-voting. All nominees shall be apprised of the duties of their proposed office and the requirements and restrictions imposed by the Constitution and By-Laws. Ballots of the approved proposed slate

and a short biographical sketch of each of the nominees shall be prepared by the Nominating Committee and mailed out by the General Secretary to every member in good standing at least forty-five days before the Annual Autumn General Meeting. The results will be announced before the close of this meeting. In case of a tie for any of the elected positions, a run-off election shall be held at this meeting, prior to announcing the complete election results. Only members in good standing as of the time the ballots are mailed out may vote. No person may cast more than one vote.

ARTICLE VIII

Regions and Special Interest Groups

The organization recognizes the division of the state membership into Regions and Special Interest Groups (SIGs) decided upon by the Executive Board. In order to permit these Regions and SIGs to be represented adequately in the affairs of the organization, the organization hereby permits those Regions and SIGs to evolve organizational structures for self-government, provided these structures remain compatible with the structures of the organization and do not impede the achievement of its stated objectives.

Each of the Regions and SIGs shall be represented respectively by a Chairperson to be elected annually. These representatives shall be members of the Region or SIG in which they are elected. The Regional and SIG Chairpersons shall be required to attend at least one Executive Board meeting per year. They shall serve from the close of the Annual Autumn General Meeting to the close of the next and may serve for more than one term.

Membership in a Region or SIG shall be decided upon by the individual member when membership dues are paid. Members may participate in more than one Region or SIG but may vote in only one of each. Members who fail to indicate a Region or SIG may not vote in a Region or SIG election, but are free to participate in all other activities of the organization, including those of its Regions and SIGs. Should a Region decide to organize into SIGs, these SIGs shall be under the jurisdiction of that Region, apart from statewide SIG membership.

ARTICLE IX

General Meetings

- Section 1: Dues shall be determined by the Executive Board per membership year. Membership will expire one year from the date of enrollment or renewal.
- Section 2: All other dues and fees shall also be determined by the Executive Board.
- Section 3: No part of the net earnings of this organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set in Article II of this Constitution. No substantial part of the activities

of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the organization 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).

Section 4: Upon the dissolution of the organization, the Executive Board shall, after paying or making provisions for the payment of all liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as exempt organizations under Section 501 (c) (3).

All finances or properties of this organization will become the sole properties of the national TESOL organization or another nonprofit organization of like interests.

ARTICLE X

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the organization in all cases not covered by the Constitution and By-Laws.

ARTICLE XI

Affiliation with TESOL

Section 1: The organization shall comply with the requirements of TESOL as an affiliate member.

Section 2: The selection of TESOL Representatives to which the organization will be entitled in any year under the regulations contained in the By-Laws of the TESOL Constitution shall be as follows:

The three Representatives shall be the President, the First Vice President, and the Immediate Past President.

The official delegate to the TESOL Affiliate Council shall be the President. The First Vice President shall be designated as first alternate and the Immediate Past President as second alternate. In the absence of the official delegate, either alternate may represent the affiliate at the annual Affiliate Council.

Section 3: The Immediate Past President shall be designated as the TESOL Liaison Officer and shall fulfill the role as defined by TESOL and the NYS TESOL By-Laws.

Section4:

The TESOL Liaison Officer shall keep the President informed about TESOL matters and activities on an on-going basis; shall serve the President and the organization in an advisory capacity; and shall present a report at the organization's Executive Board Meeting preceding the TESOL international annual convention. The TESOL representatives shall present a report at the organization's Executive Board meeting following the TESOL Affiliate and Interest Section Council meetings and Legislative Assembly at the TESOL international annual convention.

ARTICLE XII

Amendments

Amendments to the Constitution may be initiated by a majority of the Executive Board or submitted in a petition to the President signed by at least ten percent of the membership in good standing. The Executive Board, through the General Secretary, is required to circulate by mail all amendments initiated for consideration by the general membership within sixty days. To become effective, a proposed amendment must be ratified within thirty days of the mailing by a two-thirds majority of the ballots cast by the membership.

BY-LAWS
(Revised June 1998)

ARTICLE I

Section 1: The standing committees of this organization shall be:

The Nominating Committee
The Membership Committee
The Program Committee
The Publications Committee
The Sociopolitical Concerns Committee
The Curriculum and Standards Committee
The Awards Committee
The Publisher Relations Committee

Each of these committees may form subcommittees to deal with issues under its jurisdiction.

Section 2: The President shall appoint the chairpersons of the various committees not already designated in the Constitution and By-Laws and assign Executive Board members to act as liaisons. All committee chairpersons shall be appointed and announced at the first Executive Board meeting following the Annual Autumn General Meeting.

Section 3: The Executive Board shall select the Chairperson of the Nominating Committee, who in turn shall select, with the approval of the Executive Board, six additional members. If possible, these six members shall reflect the broad spectrum of the total membership both professionally and geographically. The members of the Nominating Committee may not be elected officers of the organization or members of the Executive Board. The Nominating Committee and its members shall be selected at the next Executive Board meeting following the approval of its Chairperson.

Section 4: The Membership Committee shall be responsible for the growth and continuation of the membership. It shall design recruitment materials, initiate campaigns to increase membership enrollment, and coordinate efforts to better serve existing members.

Section 5: The Program Committee shall be chaired by the Second Vice President. It shall arrange all details in connection with the program to be held at the Annual Autumn General Meeting. It shall provide a printed program of the Annual Autumn General Meeting and provide written papers presented at this meeting to the Publications Committee for possible publication. It shall include the Second Vice President-Elect as Assistant Program Committee Chairperson and Finance Chair, a Publicity Chair, and a Publishers Liaison Chair who will be a member of the Publisher Relations committee.

Section 6: The Publications Committee shall be chaired by the Publications Chairperson, who shall be appointed, with the approval of the Executive Board, for a three-year term. Other members of the Publications Committee shall include the editors of NYS TESOL

publications, and the manager of the NYS TESOL web site. The Publications Committee shall be responsible for the publishing of papers presented at the Annual Autumn General Meeting and at any other state or regional meetings sponsored solely by the organization. The Publications Committee shall represent NYS TESOL in the preparation of published materials which arise from meetings or programs jointly sponsored by the organization. The Publications Committee shall, with the approval of the Executive Board, appoint the editors of NYS TESOL publications, and the manager of the NYS TESOL web site, each of whom shall serve a two-year term with an option for a third year by mutual consent. The Editors will select, edit, and publish articles and news items of interest and value to the membership.

The official newsletter of NYS TESOL shall be called *Idiom* and shall be published at least four times a year on a quarterly basis. The Editor of *DIALOGUE* and the manager of the NYS TESOL web site will serve under the direction of the Publications Chair and the *IDIOM* editor. Both the Publications Committee Chairperson and the *Idiom* Editor shall serve on the Executive Board as non-voting members, as stated in the Constitution, Article VI, Section 2.

- Section 7: Public Relations: The Executive Board and the Standing Committees shall include public relations among their functions. As related to its particular role, each committee shall be a liaison between the public and the organization, encourage membership, and promote the objectives of the organization.
- Section 8: The Sociopolitical Concerns Committee shall take responsibility for being aware of and informing the membership, with the approval of the Executive Board, of matters of public and educational policy of interest to the organization. Such matters shall include, but not be limited to, the treatment of language-minority students and their full- and part-time instructors. It shall serve as a liaison to the TESOL Committee on Sociopolitical Concerns.
- Section 9: The Curriculum and Standards Committee shall be responsible for keeping the membership apprised of significant, new professional methods and materials through regular reports in Idiom. It shall also prepare and disseminate materials and statements of standards in response to the expressed needs of the membership.
- Section 10: The Awards Committee shall be responsible for soliciting and screening awards nominations from the membership and making awards recommendations to the Executive Board. It shall secure all awards approved by the Executive Board, notify all award recipients, arrange for their attendance at the Annual Autumn General Meeting, and publicize awards conferred by the organization.
- Section 11: The Finance Committee shall be chaired by the First Vice President and shall include the Second Vice President, the Second Vice President-Elect, the Business Manager, and the Treasurer as its members. The Finance Committee shall oversee the financial concerns of the organization with specific responsibility for recommending financial

policy to the Executive Board, for presenting the Executive Board with a proposed annual budget for its approval, and for preparing periodic financial reports. It shall present an annual financial report to the membership at the Annual Autumn Business Meeting.

Section 12: The Publisher Relations Committee shall be responsible for reviewing and recommending, on a regular basis, policies to the Executive Board about relations with publishers. This includes, but is not limited to, exhibition fees, advertising fees, and publisher membership status. The Publishers Liaison Chair for the Annual Autumn General Meeting shall serve on this committee.

Section 13: Each committee chairperson shall select and present the names of committee members to the Executive Board for approval at the next Executive Board meeting following his or her appointment as chairperson. If possible, committee membership shall be representative of the general membership, both geographically and professionally.

Section 14: An oral, written, or telephoned report shall be presented by the committee chairpersons or their representatives to the Executive Board at each meeting.

Section 15: Ad Hoc Committees may be established by the President with the approval or at the request of the Executive Board.

Section 16: Chairpersons and members of all committees must be members in good standing of NYS TESOL.

ARTICLE II

Business Manager, Treasurer and General Secretary

The Executive Board shall appoint a Business Manager, Treasurer, and General Secretary. Unless terminated by a majority vote of the Executive Board, the term of appointment for the Business Manager and the Treasurer shall be three years and one year for the General Secretary. The stipends and conditions of appointment for all three positions shall be determined by the Executive Board in light of the needs and resources of the organization.

All three persons shall attend Executive Board meetings as non-voting members, as stated in the Constitution.

The duties of the Business Manager, in addition to those stated elsewhere in the Constitution and By-Laws, are:

To manage the organization's central office by maintaining accurate files of correspondence, position papers, publications, Executive Board minutes and agendas, and documents generated by committees, Regions and SIGs; accommodating photocopying requirements; procuring office supplies and stationery; and making the necessary arrangements for Executive Board meetings.

To facilitate the flow of the organization's communications network by directing and responding to correspondence, channeling and answering telephone inquiries, coordinating bulk mailings, producing updated membership lists and mailing labels, and

serving as a clearinghouse for requests from members and other interested individuals and groups.

To maintain the organization's computerized membership file of current and past members by adding new members, mailing out renewal notices to former members, and presenting membership reports to the Executive Board at its meetings and a summary membership report, to include an annual survey of the distribution of the membership into Regions and SIGs, at the Annual Autumn Business Meeting.

To assist the officers and Executive Board to successfully implement the policies and activities of the organization by effectively managing related administrative functions.

The duties of the Treasurer, in addition to those stated elsewhere in the Constitution and By-Laws, are:

To maintain the organization's accounts payable and receivable, record all transactions in the general ledger, and execute transfers of funds between accounts.

To prepare the financial reports of the Finance Committee for each Executive Board meeting and the annual financial report for the membership to be presented at the Annual Autumn Business Meeting.

To advise the First Vice President on the preparation of the organization's proposed annual budget for Executive Board approval and the establishment of accounts for Regions and SIGs.

To advise the Second Vice President-Elect on the preparation of the proposed budget for the Annual Autumn General Meeting.

To arrange for an outside audit of the organization's financial status at the direction of the Finance Committee or Executive Board and at the end of the three-year term of office, and submit annual information to the Internal Revenue Service as required.

The duties of the General Secretary, in addition to those stated elsewhere in the Constitution and By-Laws, are:

To record and distribute minutes of all Executive Board meetings and the minutes of the Annual Autumn Business Meeting.

To handle the President's correspondence.

To send out notices of all Executive Board meetings and to send out informational bulletins and committee reports that the Executive Board wishes to disseminate to the membership.

To mail election ballots to the membership, verify sealed returns, and deliver them to the ballot counting committee.

To circulate by mail all proposed amendments to the Constitution and/or By-Laws for possible ratification by the general membership.

To mail letters of welcome and membership cards to new members of the organization.

ARTICLE III

Expenses

Section 1: The Executive Board shall authorize the hiring of and fix the compensation for any and all employees and services which it determines shall be necessary for conducting the business of the organization.

Section 2: The Treasurer shall, as the financial officer, pay all bills authorized by the Executive Board within thirty days of receipt and authorization of said bills. Bills received later than ninety days from when they were incurred shall not be paid without express authorization of the Executive Board.

ARTICLE IV

Amendments

Amendments to the By-Laws may be initiated by any voting member of the Executive Board or submitted in a petition to the President signed by at least ten percent of the membership in good standing. To become effective, a proposed amendment must be ratified by a two-thirds majority of the Executive Board members present and voting.