

OKTESOL
(OKLAHOMA TEACHERS OF ENGLISH TO
SPEAKERS OF OTHER LANGUAGES)
CONSTITUTION

Blue Italics = original wording
Black = proposed section with **changes in red**

ARTICLE I. NAME AND LOCATION

The name of the Association shall be OKTESOL (Oklahoma Teachers of English to Speakers of Other Languages), a state professional Association for those concerned with the teaching of English as a second or foreign language and of standard English as a second dialect. It shall meet in the State of Oklahoma wherever the Executive Board directs.

ARTICLE II. PURPOSE

1. OKTESOL is a professional, nonprofit Association whose purposes are to promote scholarship, to disseminate information, to strengthen at all levels 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 similar concerns.
2. This Association is organized exclusively for educational purposes, including the making of distributions to any organization that qualified as exempt under Section 501 (c) (3) of the internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue (profit) Law.)

3. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by any 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.)

ARTICLE III. MEMBERSHIP

Individual voting membership in OKTESOL is open to anyone in the state of Oklahoma and neighboring states who is directly engaged in the teaching of English as a Second Language or otherwise interested in such teaching. (A neighboring state is defined as a state sharing a border with Oklahoma.) Nonvoting membership shall be open to institutions, agencies, and commercial organizations. Those persons and organizations who have paid dues for the current membership year shall be considered members in good standing.

Individual voting membership in OKTESOL is open to anyone in the state of Oklahoma and neighboring states who is directly engaged in the teaching of English as a Second Language or otherwise interested in such teaching. (A neighboring state is defined as a state sharing a border with Oklahoma.) Nonvoting membership shall be open to institutions, agencies, and commercial organizations. Those persons and organizations who have paid dues for the current membership year shall be considered members in good standing. **A membership year shall begin at the beginning of the Annual Conference and extend for 12 months (cf. Bylaws 1 B).**

ARTICLE IV. ANNUAL BUSINESS MEETING

At least one General Business Meeting for the total membership shall be held annually at such time and place as the Executive Board shall determine.

At least one General Business Meeting for the total membership shall be held annually at such time and place as the Executive Board shall determine. **This meeting shall be the Annual Business Meeting. The Executive Board must give the membership at least 30 days prior notice of the time, place, and agenda of any General Business Meeting.**

ARTICLE V. NOTIFICATION

Mailing newsletters and notices of meetings, elections, and other matters of interest to the address provided by the member fulfills the Association's responsibility of notifying its members of association affairs.

Emailing the membership at the email address each member has provided and posting notices of meetings, elections, and other matters of interest on official OKTESOL website and social media fulfills the Association's responsibility of notifying its members of association affairs.

ARTICLE VI. THE EXECUTIVE BOARD

A. Officers and Members at Large

1. The elected officers of the Association shall be a President, a President-elect, a Vice-President, a Treasurer, a Secretary, a TESOL Liaison Officer and an Editor. All candidates for office

must be members in good standing of the Association. The President, the TESOL Liaison Officer, and one additional Executive Board Member must also be members in good standing of TESOL. In addition to these qualifications, all candidates for President-Elect must have previously served on the Executive Board for at least two (2) years.

1. The elected officers of the Association shall be a President, a President-elect, a Vice-President, a Treasurer, a Secretary, a TESOL Liaison Officer and a **Communications Officer**. All candidates for office must be members in good standing of the Association. The President, the TESOL Liaison Officer and one additional Executive Board Member must also be members in good standing TESOL. In addition to these qualifications, all candidates for President-Elect must have previously served on the Executive Board for at least two (2) years.
2. *The Executive Board shall consist of the elected officers, the Immediate Past President, and five (5) elected Members-At-Large and any additional ex-officio members approved by the voting members of the Executive Board.*
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3. *All elected officers are required to attend all Executive Board meetings and all conferences and business meetings of the association.*
3. All elected officers are required to attend all Executive Board meetings and all conferences and business meetings of the association, **barring extenuating circumstances such as family emergencies, etc. Attendance may be via any electronic means**

that provides simultaneous auditory participation instead of in person.

B. Duties of Officers/Members at Large

1. The President shall preside at all business meetings and Executive Board meetings. The President shall appoint Ad Hoc (afterwards appointment), Standing Committees and ex-officio Executive Board members with the approval of the Executive Board. In the absence of the President, the President-Elect shall assume the President's duties.

1. The President shall preside at all business meetings and Executive Board meetings. The President shall appoint Ad Hoc (afterwards appointment) **Committees**, Standing Committees, and ex-officio Executive Board members with the approval of the Executive Board. In the absence of the President, the President-Elect shall assume the President's duties.

2. The Past-President shall serve as Program Chair for the General Business Meeting and Conference held annually for the total membership, shall submit an estimated budget for the Conference/Business Meeting to the Executive Board, shall submit an annual report of the Conference to the Secretary and shall assume such other duties as the President may delegate.

2. The Past-President shall serve as Program Chair for the Annual Business Meeting and Annual Conference for the total membership, shall submit an estimated budget for the Annual Conference and Annual Business Meeting to the Executive Board **no later than 180 days prior to the proposed start of the conference**, shall submit a report of the Annual Conference to the Secretary **no later than 30 days after the conference**, and shall assume such other duties as the President may delegate.

3. The Vice-President shall serve as Chairperson of the Membership Committee. The Vice-President shall also serve as e-mail list editor and shall assume such other duties as the President may delegate.
4. The Treasurer shall collect membership dues, prepare a budget to be presented to the Executive Board for approval, and submit an annual financial report to be presented at the Annual Business Meeting. The Treasurer shall also submit the books for audit at the conclusion of his/her term of office.
5. *The Secretary shall record and keep the minutes of Business and Executive Board meetings and record attendance at Executive Board meetings. The Secretary shall maintain permanent files of correspondence and reports.*
5. The Secretary shall record and keep the minutes of Business and Executive Board meetings and record attendance at Executive Board meetings. **Because the Annual Business Meeting is the only scheduled regular meeting each year, the minutes of all meetings shall be submitted electronically to the Executive Board members for approval no later than ten (10) business days after the meeting, and Executive Board members shall offer amendments and vote to accept the minutes electronically no later than twenty (20) business days after the meeting.** The Secretary shall maintain permanent files of correspondence and reports.
6. *The Editor shall publish a Newsletter at intervals specified by the Executive Board. The Editor shall serve on the Communications Committee.*
6. The Communications Officer shall **post on official website and social media** at intervals specified by the Executive Board. The

Communications Officer shall serve on the Communications Committee.

7. The TESOL Liaison Officer shall perform those duties as required by the TESOL Constitution and such other duties as the Executive Board directs.
8. The Members-At-Large shall promote membership, represent special interests, and act as resource persons for the Executive Officers. There shall be no more than one representative Member-At-Large for each special interest group. The Members-at-Large shall serve as the Planning Committee for the Annual Conference.
9. *The President-Elect shall serve as Publisher Liaison for the Conference Committee. The President-Elect will assume the presidency at the close of the Annual Meeting the year of his or her election.*
9. The President-Elect shall serve as Publisher Liaison for the Conference Committee. The President-Elect will assume the presidency at the close of the Annual Business Meeting **the year following his or her election.**

C. Terms of Office

1. *All terms of office shall begin at the close of the Annual Business Meeting and end at the close of the following Annual Business Meeting.*
1. All terms of office shall begin at the close of the Annual Business Meeting and end at the close of the Annual Business Meeting **the year their term expires.**
2. The President-Elect shall be elected to a three-year term,

assuming the Presidency for the second year and serving as Immediate Past President for the third year. The Immediate Past President may not be a candidate for President-Elect.

3. The Vice-President and Treasurer shall each be elected for terms of two years. Each may be elected for no more than two consecutive terms (4 years) in the same office.
4. The Secretary shall be elected for a term of one year and may be elected for no more than three consecutive terms (3 years maximum) in the same office.
5. *The Newsletter Editor shall be elected to a three-year term and may be re-elected for a second term (6 years).*
5. The **Communications Officer** shall be elected to a three-year term and may be re-elected for a second term (6 years maximum).
6. The TESOL Liaison Officer shall be elected to a three-year term and may be re-elected for a second term (6 years maximum).
7. The Members-at-Large shall be elected to a two-year term and may be re-elected to a second term (4 years maximum).

D. Vacancies

1. A vacancy in any office, with the exception of the Immediate Past President which shall remain vacant, shall be filled by an appointment by the President in accordance with the qualifications required for the said office and with the approval of the Executive Board. If the office of the President becomes vacant the President-Elect shall serve the balance of the term and the following full-year term. If the office of the President-elect becomes vacant, it shall remain vacant until the next

regular election and the duties of said office shall be delegated by the President to other officers. The President and the Immediate Past President shall continue for a second year in their respective offices. If the offices of both the President and President-Elect become vacant, the Vice-President shall assume the President's duties. An office is determined to be vacant under the following circumstances:

- a. Receipt of an official letter of resignation addressed to the President and containing the effective date and reason for the resignation. Letters of resignation should be received by the President at least 15 days prior to the next scheduled Executive Board Meeting.
 - b. Failure to fulfill the duties of office as determined by the Executive Board.
2. In the event that the TESOL Liaison Officer is unable to attend the annual international TESOL Conference, the Executive Board shall appoint an alternate to temporarily fulfill the duties of the position.

ARTICLE VII. ELECTIONS AND VOTING

1. Election of individual Officers and Members-At-Large of the Association shall be by secret ballot or by acclamation of the slate proposed by the Nominating Committee and conducted by the Nominating Committee. A simple majority of the members voting shall be sufficient to elect. The results of the election shall be announced at the Annual Business meeting.
2. A quorum at the Annual Business Meeting shall consist of those members in good standing present at the Annual Business Meeting. A majority vote shall decide all issues except proposed amendments.

3. A quorum of the Executive Board shall consist of those present. A majority vote shall decide all issues.

ARTICLE VIII. MONIES

1. No part of the net earnings of this Association shall inure to the benefit of, or be distributed to, its members, trustees, officers, or any 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. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation except in the cases where the issue is directly related to the mission and purpose of this Association. The Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)
2. All the monies of the Association shall be disbursed only in the support of the purpose of this organization and shall not be disbursed to any member of the organization for his or her own private gain.
3. *Monies may be disbursed only with the approval of the Executive Board or with the approval of any majority of members in good standing at a business meeting.*

3. Monies may be disbursed only with the approval of the Executive Board or with the approval of any majority of members in good standing at **a General Business Meeting**.
4. Conference fees are determined by the Executive Board.

ARTICLE IX. DISSOLUTION

1. Upon the dissolution (termination, suspension) of the Association, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner or to such organization or organizations or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3).
2. All finances or properties of this organization will become the sole properties of the TESOL organization or another non-profit organization of like interest.

ARTICLE X. AMENDMENTS

Proposed amendments to the Constitution may be initiated by simple majority of the Executive Board or may be submitted to the President in a petition which is signed by at least ten (10) members in good standing. To become effective, any such proposed amendments must be ratified (approved) by a two-thirds majority of the members voting at the Annual Business Meeting. The Secretary shall notify all of the membership at least thirty (30) days before the Annual Meeting of any proposed amendments.

ARTICLE XI. ADOPTION/REVISIONS

1. The final draft of this Constitution and bylaws as prepared and

approved by the Constitution and Bylaws Committee shall be distributed to members not less than forty-five (45) days prior to the first Annual Meeting. The Chairperson of the Committee shall present the Constitution and Bylaws to the membership for consideration. Adoption shall be by a majority vote of members in attendance at the first Annual Business Meeting in the fall of 1982.

2. Revisions of the Constitution may be undertaken by a committee appointed by the President and approved by the Executive Board. Revisions may be approved by a majority vote of members in good standing in attendance at the Annual Business Meeting, provided notice of the proposed change or changes have been given to all members of the Association at least thirty (30) days before the Annual Business Meeting.

BYLAWS

I. MEMBERSHIP AND DUES

A. Members

1. All Interested individuals who apply for membership and pay the dues of the Association shall be "members of OKTESOL" and shall be entitled to one vote in any meeting of the Association and to receive all publications and announcements of the Association.
2. Members who are students in a graduate or undergraduate program shall be "student members of OKTESOL" and pay reduced dues, and shall be entitled to one vote in any meeting of the Association and to receive all publications and announcements of the Association.
3. Institutions, agencies, and commercial organizations which

pay the duly assessed dues of the Association shall be "Institutional members of OKTESOL" without entitlement to vote. Such institutional members shall be entitled to receive all publications and announcements of the Association.

B. Dues

The dues for each category of membership shall be determined by a vote at the first Executive Board elected in the fall of 1982, and shall be amended according to the needs of the Association as determined by future Executive Boards of the Association. Payment of dues entitles an individual to twelve (12) months of membership benefits (voting and receipt of publications).

II. NOMINATIONS AND ELECTIONS

1. The Nominating Committee shall submit a list of candidates for office from the current OKTESOL members to the Executive Board for approval at least forty-five (45) days before the first day of the Annual Business Meeting.
2. The Nominating Committee shall submit a list of candidates for office from current OKTESOL members to the membership at least thirty (30) days prior to the Annual Business Meeting.
3. Additionally, any member in good standing may become a candidate for office by presenting a petition which has been signed by a least five (5) members in good standing to the Chairperson of the Nominating Committee at least twenty (20) days before the Annual Business Meeting
4. **If the nominating committee fails to identify candidates prior to their deadline, nominations from the floor will be taken.**
5. Executive Board Members who fail to fulfill their duties of

office as determined by the Executive Board are not eligible for immediate reelection to any office of the Executive Board.

6. Absentee ballots will be available from the Chair of the Nominating Committee.

6. Absentee ballots will be available **by request** from the Chair of the Nominating Committee **at least two weeks prior to the Annual Business Meeting.**

7. Ties will be broken by the Executive Board.

III. JOB DESCRIPTIONS

Job descriptions for all members of the Executive Board shall be reviewed and approved by the Executive Board at the first meeting of the Executive Board following the Business Meeting.

IV. COMMITTEES

A. Standing Committees

Finance Committee

The Treasurer shall serve as Chairperson of the finance Committee of one. All disbursements of funds shall be made by the President or Treasurer with the approval of the Executive Board. The Treasurer shall prepare and submit to the Executive Board at its first meeting of the year an annual budget for the coming membership year. The Treasurer will prepare a written financial report on the expenditures of the Association and present it to the membership at the Annual Business Meeting. The accounts of the Treasurer shall be audited prior to each treasurer's leaving office and the report of the audit shall be presented to the Executive Board.

1. Finance Committee

The Treasurer shall serve as Chairperson of the finance Committee of one. All disbursements of funds shall be made by the President or Treasurer with the approval of the Executive Board **or the majority of OKTESOL members at any General Business Meeting (cf. Con. Art. VIII 3)**. The Treasurer shall prepare and submit to the Executive Board at its first meeting of the year an annual budget for the coming membership year. The Treasurer will prepare a written financial report on the expenditures of the Association **since the previous Annual Conference** and present it to the membership at the Annual Business Meeting. **The Treasurer will submit to the Executive Board a financial report on the Annual Conference by email within 30 days of the close of the Conference. This report will be audited by an ad hoc Audit Committee nominated by the President and approved by the Executive Board. The Audit Committee shall submit their report to the Executive Board by email within 30 days. Within 30 days of the Audit Committee's report, the Treasurer shall then make any required corrections and submit a final report to the membership and an estimated annual budget for the time until the close of the next Annual Conference.** The accounts of the Treasurer shall **be submitted for an outside audit 30 days** prior to each treasurer's leaving office and the report of the audit shall be presented to the Executive Board.

2. The Annual Conference / Annual Business Meeting Committee

The Past-President shall serve as Chairperson of the Program Committee and the members shall consist of representatives of the Special Interest Groups. The Committee shall plan and develop the program for the Annual Meeting and any other conferences or workshops which the Executive Board may authorize. The Chair of the Committee shall be responsible for

procuring plenary and other key speakers and making a call for presentations for the Annual Meeting. The At-Large Members of the Special Interest Groups shall be responsible for guaranteeing a balance of presentations across Interest groups.

3. The Membership Committee

The Vice-President shall serve as Chairperson of the Membership Committee with four (4) members appointed by the President upon the recommendations of the Vice President and with the approval of the Executive Board. The Committee shall assume the responsibilities of promoting new membership and keeping accurate records of current members.

4. The Communications Committee

The Past President shall serve as Chairperson with four (4) members appointed by the President upon the recommendations of the Past President and with the approval of the Executive Board. Members appointed to the Communications Committee shall represent the special interests, professional concerns, and geographical distribution of the membership. The Communications Committee shall be responsible for assisting the Newsletter Editor with the publication of the Association Newsletter, and shall publicize meetings, conferences, workshops, and other activities of the Association.

The Past President shall serve as Chairperson with four (4) members appointed by the President upon the recommendations of the Past President and with the approval of the Executive Board. Members appointed to the Communications Committee shall represent the special interests, professional concerns, and geographical distribution of the membership. The Communications Committee shall be responsible for assisting the **Communications Officer with member notifications and**

maintaining official social media, and shall publicize meetings, conferences, workshops, and other activities of the Association.

5. The Nominating Committee

The Nominating Committee shall consist of a Chairperson and four (4) members appointed by the President with the approval of the Executive Board. The Committee shall prepare a list of candidates for each office, including a brief description of professional qualifications and biographical data for each candidate. In its nominations, the Committee shall consider the representation of the geographical, special interest, institutional, and professional distribution of the membership. Conducting the election and counting the ballots also shall be the responsibility of the Nominating Committee.

B. Ad Hoc Committees

The President, with the approval of the Executive Board, shall be empowered to establish such ad hoc Committees as shall be necessary for the efficient conduct of the organization. The Executive Board shall authorize all standing and Ad Hoc committees to perform the appropriate activities of the Association.

V. AFFILIATION WITH INTERNATIONAL TESOL

The Association will establish and maintain affiliate status with the International TESOL Association according to the guidelines set forth in the TESOL Constitution and Bylaws.

VI. AMENDMENTS TO BYLAWS

The Bylaws may be amended by a majority vote of members in good standing in attendance at the Annual Business Meeting,

provided notice of the proposed change has been given to all members of the Association at least thirty (30) days before the Annual Business Meeting. If no such notice is given, the proposed change may be passed by a three-fourths majority of the members attending the Annual Business Meeting.

VII. PARLIAMENTARY AUTHORITY

The most recent edition of Roberts Rules of Order shall govern the organization in all cases not covered by the Constitution and Bylaws.

Amendments adopted November 1989, 1990, 1998

Last Revision: 2000
Approved by the OKTESOL
Membership: November, 2000

Constitution and Bylaws proposed revision Version 3, 1 September 2017

NEW POLICY ADDITIONS –

These were suggested by our legal counsel as something all boards should include.

CONFLICT OF INTEREST

A conflict of interest is an actual or perceived interest by an Executive Board Member in an action that results in, or has the appearance of resulting in, personal, organizational, or professional gain. Board Members are obligated to always act in the best interest of the organization. This obligation requires that any Board Member, in the performance of organization duties, seek only the furtherance of the organizational mission. At all times, Board Members are prohibited from using their organizational position or the organization's name or property, for private profit or benefit.

A. The Board Members of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors or vendors. This is not intended to preclude bona-fide organization fund raising-activities.

B. No Board Member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his or her knowledge, any of the following has a financial interest in that purchase or contract:

1. The officer or member;
2. Any member of their immediate family;
3. Their partner;
4. An organization in which any of the above is an officer, director or employee;
5. A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.

C. **Disclosure**--Any possible conflict of interest shall be disclosed to the Executive Board by the person or persons concerned.

D. **Board Action**--When a conflict of interest is relevant to a matter

requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Executive Board, excluding the person(s) concerning whose situation the doubt has arisen.

- E. **Record of Conflict**--The official minutes of the Board shall reflect that the conflict of interest was disclosed and the interested person(s) did not participate in the final discussion or vote and did not vote on the matter.

OKTESOL Whistleblower Policy

OKTESOL is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, employees, or volunteers. This policy outlines a procedure for board members, officers, employees, or volunteers to report actions that he or she reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to OKTESOL's business and does not relate to private acts of an individual not connected to the business of OKTESOL.

If a board member, officer, employee, supplier, contractor, or volunteer has a reasonable belief that a board member, officer, employee, volunteer, or OKTESOL as an entity has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the individual is expected to immediately report such information to the President. If the individual does not feel comfortable reporting the information to the President, he or she is expected to report the information to the Audit Committee Chair.

All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, OKTESOL will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

OKTESOL will not retaliate against any board member, officer, employee, supplier, contractor, or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of OKTESOL.

OKTESOL Indemnification Policy

General

To the full extent authorized under the laws of the State of Oklahoma, OKTESOL shall indemnify any Officer or Board Member, or former Officer or Board Member, or any person who may have served at the corporation's request as a director or officer of another corporation, against expenses actually and necessarily incurred by such him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such Officer or Board Member except in relation to matters as to which he or she shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an Officer or Board Member may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Executive Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was an Officer or Board Member against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.