

Bylaws of the Dakota Teachers of English as a Second Language (Dakota TESL)

Article I Name, Purpose, Nature of Association, & Address

Section 1 Name

The association is the Dakota Teachers of English to Speakers of Other Languages, referred to in These Bylaws as “Dakota TESL”.

Section 2 Purpose

The association is organized for educational and charitable purposes relating to the teaching and learning of English as a second language.

Section 3 Nature of Association

Dakota TESL is qualified as exempt from taxation as a corporation organized for charitable, educational, and scientific purposes pursuant to 26 U.S.C. Section 501 (c)(3). Dakota TESL may establish professional relations with other organizations. Procedures for establishing such relationships are set forth in the Standing Rules.

Section 4 Address

Dakota TESL maintains an address, for business purposes, as designated by the Executive Committee.

Article II Membership

Section 1 Eligibility

Members in Dakota TESL are persons interested or involved in English as an additional language or bilingual education.

Section 2 Types of Membership

Individual Members. Voting membership is available to persons interested or involved in English as a second language or bilingual education.

Institutional Members. Non-voting institutional membership is available to public and private institutions and agencies.

Section 3 Membership Standing

A member is in good standing when that member has paid all applicable dues, fees, and assessments. Members in good standing are entitled to vote and to serve on the Executive Committee of Dakota TESL.

Section 4 Termination of Membership

Membership may be terminated for non-payment of dues.

Section 5 Protecting the Good Name of the Association

The name of Dakota TESL will not be used by any member for purposes of certifying their professional preparation or competence in the field of teaching English as a Second Language. Neither shall it be used for endorsement or sale of products and/or services without written approval from the Executive Committee. Violation shall be reported to the Secretary for referral to the Executive Committee for the Committee's study and action.

Article III Financial Matters

Section 1 Establishment of Dues

Annual membership dues will be established periodically by the Executive Committee and published in the Standing Rules.

Section 2 Fees and Special Assessments

The Executive Committee may authorize (1) fees for Dakota TESL sponsored activities and (2) a special assessment to members.

Section 3 Monetary Gain

The association shall not provide monetary gain, incidentally or otherwise, to its directors or membership except as payment for services rendered in the form of wages, salaries, or incentives.

Section 4 Disbursement of Funds

Should the organization dissolve, the Executive Committee will be the sole determiner of the disbursement of residual assets.

Article IV Officers and Executive Committee

Section 1 Officers

The officers of Dakota TESL are a President, President Elect, a Secretary, a Treasurer, and a Liaison Officer. All Officers must be members in good standing of Dakota TESL.

Section 2 Term of Office for Officers

The term of office for the President and President Elect is one year. The term of office for the Secretary, Treasurer, and the Liaison Officer is two (2) years.

Section 3 Time of Assuming Office

Upon election, each officer will assume the duties of the office and will continue to serve for the duration of the term. If an Officer is unable to complete his/her term, the President will appoint a Dakota TESL member to complete the term.

Section 4 The Executive Committee Function

The Executive committee will exercise general supervision and control over the property and affairs of Dakota TESL, and will supervise the execution of approved actions and policies. Between the meetings of the Assembly, the Committee has authority over the property and affairs of Dakota TESL and will take appropriate necessary actions to facilitate the purposes of Dakota TESL, within the powers delegated by its Bylaws.

Section 5 Composition

The Executive Committee consists of the five (5) officers mentioned in Article IV, Section 1, and all other members elected by the membership or appointed by the President as described in the Standing Rules.

Section 6 Meetings

The Executive Committee will meet as necessary and at such times and places as the Executive Committee may determine; however, at least two (2) meetings per year will be held. The President will arrange a meeting of the Executive Committee on request of the majority of the members by petition.

Section 7 Business between Meetings

The President is authorized to consult the Executive Committee by mail, e-mail, fax, or telephone concerning important decisions which must be made between meetings. All such decisions and/or actions will be recorded by the Secretary and presented to the Executive Committee for approval at its next official meeting.

Section 8 Quorum

Fifty percent (50%) of the Executive Committee will constitute a quorum.

Article V Duties of Officers

Section 1 Duties of President

The President will act as the executive officer of Dakota TESL. He/She will call meeting and preside at all meetings of Dakota TESL and act as chairperson of the Executive Committee. The President will serve as co-chairperson of the Program Committee, countersign all contracts and other instruments of Dakota TESL, exercise general leadership and supervision over the affairs of Dakota TESL, exercise general leadership and supervision over the affairs of Dakota TESL in implementing its purposes, and execute such additional duties as are defined by the Executive Committee or the Assembly. In the absence of the Treasurer, he/she has the power to sign checks. The president will also appoint members of Dakota TESL to the Executive Committee.

Section 2 Duties of President Elect

The President Elect will serve as a member of the Executive Committee and as chairperson of the Program Committee, and will fulfill such other duties as are assigned to him/her by the Executive Committee, President, and/or the Assembly. He/She will assume and perform the duties of the President in the event of the

absence, incapacity, or resignation of the President. Should the office of the President become vacant, the President Elect will become President immediately and will serve the portion of the President's term in addition to year for which he/she was elected. The President Elect will automatically succeed to the Presidency after the completion of one year.

Section 3 *Duties of Secretary*

The Secretary is the recording officer of the Assembly and the custodian of its records except as are specifically assigned to others, as the Treasurer's books. These records are open, however, to inspection by any member at reasonable times, and where a committee needs any records of a society for the proper performance of its duties, they should be turned over to its chairperson. It is this officer's duty to keep the records of Dakota TESL and the minutes of its meetings: to notify officers, committees, and delegates of their appointment, and to furnish committees with all papers referred to them. The Secretary will, in addition, prepare the annual report and the minutes of the Executive Committees meetings and make their report available to the members of Dakota TESL at the Annual Meeting. The Secretary is also a member of the Executive Committee.

Section 4 *Duties of the Treasurer*

The Treasurer will maintain all financial records and dispense checks as approved by the Executive Committee. The Treasurer will also present a financial report at the Annual Business Meeting. The chair puts the question on adopting it, which has the effect of approving the treasurer's report, and relieving him/her from responsibility in case of loss of vouchers. Before this report is given to the General Assembly, it must be audited according to the specifications of the Executive Committee. The Treasurer is also a member of the Executive Committee.

Section 5 *Duties of Liaison Officer*

The Liaison Officer is responsible for interpreting TESOL to Dakota TESL and Dakota TESL to TESOL. He/She is a member of the Executive Committee.

Article VI Nominations and Elections

Section 1 Nominations

The Nominating Committee will be the Executive Committee. It is the responsibility of this committee to prepare a slate of the nominees for each vacant office. The President will approve the slate before being submitted to the Assembly.

Section 2 Mode of Election

The officers and the elected members of the Executive Committee will be recommended by a nomination committee and approved by the President. The assembly will vote on this slate at the annual business meeting. Additional nominations may be made from the floor. However, the election of officers and members of the Executive Committee may be conducted by mail ballot upon approval by the Executive Committee.

Article VII Committees

Section 1 Committee Structure

The committees of Dakota TESL will consist of standing committees as specified hereinafter, with the exception of the Executive Committee, and task forces. All committees will transmit their recommendations to the Executive Committee unless otherwise specified.

Section 2 Executive Committee

The Executive Committee will conduct the business of Dakota TESL under general policies determined by the Assembly. This committee will see that the purposes of Dakota TESL are adhered to. The Executive Committee will authorize all standing committees of Dakota TESL, and the President will appoint or reappoint the members of such committees at/or immediately following the Annual Meeting.

Section 3 Mode of Appointment & Terms of Standing Committee

The members of the standing committee are members of Dakota TESL, and, except as provided otherwise in these bylaws, are appointed by the Committee Chair with the

approval of the President. Committees will serve for the term of the President unless otherwise specified in the charge to a committee. In making appointments, consideration will be given to the desirability of an experienced and gradually changing personnel

Section 4 Chairperson of Standing Committees

The chairperson of each standing committee will be appointed annually by the President with the approval of the Executive Committee, except as otherwise provided in these bylaws.

Section 5 Task Force

All other committees of Dakota TESL will be task forces. Task forces, which may include representatives of organizations other than Dakota TESL, may be authorized as needed by the Executive Committee or the Assembly and will serve for a specified period. The Chair of a task force may, with authorization of the Executive Committee or the Assembly, serve on the Executive Committee.

Section 6 Procedure

The number of members and mode of appointment for each task force will follow the same procedures as a standing committee as specified in the Standing Rules.

Article VIII General Meetings

Section 1 Composition

The Assembly consists of all voting members of Dakota TESL.

Section 2 Function

The Assembly is the legislative body of Dakota TESL and has full power and authority over the affairs of Dakota TESL within the limits set by these by-laws. It has authority to review decisions made by the Executive Committee and to accept or reject them.

Section 3 Meetings

The Assembly will meet annually on a date set by the Executive Committee.

Section 4 Amendments by Bylaws

The Assembly has the power to amend these By-laws, as provided in Article IX.

Section 5 Voting

A majority of the vote's case, provided a quorum has been declared, will constitute the voice or expressions of the membership and will be binding upon TESL. At all meetings, with the exception of the annual election, all votes will be by voice unless clarification is requested. In this event, a confidential ballot will be required. Voting on all matters, including the election of Executive Committee members and/or Officers, may be conducted by mail ballot.

Section 6 Quorum

A quorum consists of twenty percent (20%) of the membership.

Section 7 Rules of Order

The meeting will be conducted according to established parliamentary rules of order in current practice.

Article IX Amendments

Section 1 Origin

Amendments of the Bylaws will be proposed by:

1. Five (5) member of the Executive Committee or
2. Petition of ten (10) or more members in good standing, to bring a proposal directly to the Assembly

Section 2 Voting on Amendments to the Bylaws

Amendments may be adopted by the affirmative vote of a simple majority of the voting members provided a quorum has been declared at a regular meeting of the Assembly. The proposed amendment must be circulated to each voting member at least fifteen (15) days in advance of the meeting of the Assembly.

Section 3 Incorporation

Amendments will be incorporated into these bylaws and become effective after the close of the annual business meeting.

Article X Indemnification

To the extent not in conflict with the law, Dakota TESL will indemnify any person who is or was an Officer or other member of the Executive Committee from and against any action, suit proceeding, claim, damage, liability or obligation to include the reasonable costs and expenses thereof, including attorneys' fees, arising out of any act or failure to act by that person, so long as the act or failure to act occurred under all of the following circumstances:

1. The actor conducted himself or herself in good faith;
2. The act was not willful misconduct;
3. The act was not a crime, unless the actor had a reasonable cause to believe the act was lawful;
4. The act was not a transaction that resulted in improper personal benefit of money, property or service to the actor;
5. The act arose within the scope of the actor's responsibilities to Dakota TESL or arose from the actor's reasonable belief that such act fell within her/her responsibilities to Dakota TESL;
6. The actor reasonably believed
 - a. in the case of conduct in the actor's official capacity with Dakota TESL, that the actor's conduct was in Dakota TESL's best interest.
 - b. in all other cases, that the actor's conduct was at least not opposed to Dakota TESL's best interest.