

Constitution
Arkansas Teachers of English to Speakers of Other Languages
(ARKTESOL)

ARTICLE I: NAMES AND OFFICES

Section I: **Name**

The name of the organization is Arkansas Teachers of English to Speakers of Other Languages (ARKTESOL). It is an affiliate of TESOL, Teachers of English for 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.

Section II: **Nature of Association**

ARKTESOL is incorporated as a 501(c)(3) nonprofit organization under the laws of Arkansas.

ARTICLE II: PURPOSE

Section I: **Purpose**

ARKTESOL is a professional, nonprofit organization 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 and dialects, and to incorporate in appropriate ways with other groups having similar concerns.

Section II: **Beliefs/Vision**

Individuals joining ARKTESOL do so because they share these common beliefs:

1. Language and cultural diversity are assets to Arkansas as the state strives to participate and flourish in the new global economy.
2. Cultural diversity in the school, community, and in the workplace provides a rich opportunity to prepare individuals for participation in the global community. The language and cultural rights of individuals should be respected.
3. Active involvement of the community and family is essential for providing quality education to second language learners.
4. All individuals should have the education necessary for full participation in the economic, civic, and cultural life of Arkansas.
5. Teachers, tutors, paraprofessionals, and volunteers play a pivotal role in enabling individuals to reach their maximum potential.

Section III: **Goals and Objectives**

ARKTESOL shall:

1. encourage and facilitate the professional development of individuals who are involved in the teaching of English to speakers of other languages.
2. increase community involvement in the acquisition of English on the part of those whose first language is not English.
3. promote opportunities for collaboration with communities, educational institutions, families, and businesses in the teaching and learning of ESOL.

4. create and develop links between and among the various entities in Arkansas who seek to advance the teaching and learning of ESOL in the state.
5. coordinate efforts to promote and improve ESOL instruction in the state of Arkansas through state professional organizations, regional and national service organizations, and public and private schools and colleges.
6. serve as an information and resource center for persons in Arkansas who work to improve the English language proficiency of speakers of other languages.

ARTICLE III: MEMBERSHIP

Membership in ARKTESOL shall be open to anyone who wishes to promote the purposes and support the mission of this organization. All individual members in good standing shall be entitled to voting privileges. Nonvoting membership shall be open to institutions, agencies, and commercial organizations. Those persons and organizations with paid dues for the current membership year shall be considered members in good standing.

Section I: Type of Members

1. Individual members are members with voting privileges.
2. Institutions, agencies, and commercial organizations such as libraries and resource centers (nonprofit and for profit) which pay for duly assessed dues of the organization shall be “members of ARKTESOL” without voting privileges. Such institutional members shall be entitled to receive all publications and announcements of the organization.
3. Honorary members, with or without voting privileges, may be appointed by the Board of Directors in recognition of and appreciation for outstanding service to ARKTESOL and/or the profession of ESOL.

Section II: Good Standing

Members who have paid their dues shall be deemed in good standing and entitled to participate in the activities of ARKTESOL, including voting.

Section III: Termination of Membership

Any member who uses ARKTESOL membership for personal gain or purposes that are inconsistent with the mission of ARKTESOL is subject to termination.

ARTICLE IV: DUES

Section I: Establishment of the Dues

Annual membership dues shall be set by the Board of Directors with the membership year being September 1 through August 31. Dues will not be prorated.

ARTICLE V: OTHER ORGANIZATIONS

ARKTESOL may establish relationships from time to time with other organizations.

ARTICLE VI: MEETINGS

Section I: Annual Business Meetings

There shall be at least one Annual Business Meeting to be held during the annual conference and called the Annual Business Meeting. The Board of Directors will set the time, date and place for the annual business meeting.

Section II: Special Meetings

Special meetings of members may be called by the President or the President's designee, by a majority of the Board of Directors, or by a written request of five percent (5%) of the membership. Upon receipt of a proper request for a special meeting, the Secretary will give notice of the special meeting according to the following procedure:

Written notice of all meetings will be mailed or published in written or electronic form and sent to all voting members. Notice will be sent not less than twenty-one (21) days prior to the date of the meeting. The notice will state the date, time, and place of the meeting and the nature of the business that will be transacted in that special meeting.

Section III: Quorum

Those members present at each meeting shall constitute a quorum.

Section IV: Voting

Voting on all matters, including the election of officers, may be conducted electronically.

Section V: Proxy

At all meetings a member may vote either in person or by proxy executed in writing by the member.

ARTICLE VII: OFFICERS, NOMINATIONS, AND VOTING

Section I: Officers

The elected officers of ARKTESOL shall be the President, Past President, First Vice President, Second Vice President, Secretary, Membership Development Coordinator, and Communications Coordinator. The Treasurer is an officer and appointed by the current President and must be approved by the Board of Directors. The Board of Directors includes all elected officers (7), plus the Treasurer and Regional Representatives (appointed).

Section II: Term of Office for Officers

The term of office for the President, Past President, First Vice President, and Second Vice President is one year from the close of the Annual Business Meeting voting session until the close of the next voting session. All other terms are two years, may be re-elected for up to two consecutive terms, may be re-elected after a two-year hiatus, and may be asked to remain in office for a longer period, if there is no candidate opposing them on the ballot. In the case of an unopposed officer, the Board of Directors may request that the officer remain in such position until another candidate is found. The treasurer is an appointed position.

The Board of Directors must vote unanimously to issue the extension of an officer's term. If a unanimous vote is not made, the Board of Directors must discuss other options specific to the vacant office and relate these choices to the membership for vote.

The office of First Vice President and Second Vice President will be elected every other year.

The Secretary and Membership Development Coordinator will be elected in odd-numbered years; the Communications Coordinator will be elected in even-numbered years.

Regional Representatives are appointed/reappointed annually and are voting members of the Board of Directors.

The terms of the appointed committees and chairs shall be until completion of their appointed tasks.

Section III. Nominations and Voting

The officers shall be nominated by a Nominating Committee at the Annual Business Meeting. Election shall be determined by the Nominating Committee no more than twenty-one (21) days after the Annual Business Meeting. The Past President will serve as Chair of the Nominating Committee, and three (3) members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall verify the electronic ballots, count the votes, and determine which candidates were elected. The Chair of the Nominating Committee will report the election results to the President.

Section IV: 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 an ARKTESOL member to complete the unexpired term.

Section V: Board of Directors Function

The Board of Directors will exercise general supervision and control over the property and affairs of ARKTESOL, and will supervise the execution of approved actions and policies. Between meetings of the membership, the Board has authority over the property and affairs of ARKTESOL and will take appropriate necessary actions to facilitate the purposes of ARKTESOL, within the powers delegated by its Constitution.

Section VI: Composition

The Board of Directors consists of the seven (7) officers mentioned in Article VII, Section I, and all other members elected by the membership or appointed by the President.

Section VII: Business between Meetings

The President is authorized to consult with all of the Board of Directors by 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 Board of Directors for approval at its next official meeting.

Section VIII: Quorum

Fifty percent (50%) plus one member of the Board of Directors will constitute a quorum.

ARTICLE VIII: THE BOARD OF DIRECTORS (DUTIES OF OFFICERS)

The Board of Directors shall manage the business of the organization. All elected officers are required to attend Board of Directors meetings, conferences, and business meetings of the organization.

Section I: President

The President acts as the executive officer of ARKTESOL's Board of Directors. He/She calls meetings and presides at all meetings of ARKTESOL, acts as chairperson of the Board of Directors, countersigns all contracts and other instruments of ARKTESOL, exercises general leadership and supervision over the affairs of ARKTESOL in implementing its purposes and executes such additional duties as defined by the Board of Directors or the membership.

He/She has authority to sign checks and is responsible for arranging an annual internal or external audit for each fiscal year. A minimum of three members of the Board of Directors will serve on the internal audit committee, and an accountant may be hired, if needed. This officer is expected to maintain a handbook of duties, set the agenda for business meetings, and attend ARKTESOL board meetings and conferences.

In the absence of the President, the First Vice President shall assume the President's duties.

Section II: First Vice President

The First Vice President serves as a member of the Board of Directors and fulfills such other duties as are assigned to him/her by the Board of Directors, President, and/or the membership. 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 First Vice President will become President immediately and will serve the unexpired portion of the President's term in addition to the year for which he/she was elected. The First Vice President will automatically succeed the Presidency after the completion of one year. He/She, along with the President and the Treasurer, is authorized to sign ARKTESOL checks.

The First Vice President will serve as the annual conference chair. The conference chair's official conference duties can be found in the First Vice President handbook. This officer is expected to maintain the handbook of his/her duties and to attend ARKTESOL board meetings and conferences. At the first Board of Directors meeting after the conference, the First Vice President shall submit an Annual Report of the Conference to the Secretary.

Section III: Second Vice President

The Second Vice President serves as a member of the Board of Directors and fulfills such other duties as are assigned to him/her by the Board of Directors, President, and/or the membership. He/She will assist in coordinating the annual conference with the First Vice President. The Second Vice President will succeed the First Vice President when that office is vacated.

Section IV: Past President

The immediate Past President is responsible for submitting an estimated annual budget at the Annual Business Meeting to the Board of Directors, for acting as chair of ARKTESOL's Nominations Committee, and for serving as orientation leader of new board members. The Past President shall assume such other duties as the President may delegate.

This officer is expected to maintain a handbook of duties and to attend ARKTESOL board meetings and conferences.

Section V: Secretary

The Secretary is the recording officer and the custodian of ARKTESOL records except as is specifically assigned to others, such as the Treasurer's books. This officer's duty is to keep the records of ARKTESOL 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. These records are open to inspection by any member at reasonable times. The Secretary will, in addition, prepare the annual report and the minutes of the Board of Directors meetings and make the report available to the members of ARKTESOL at the Annual Business Meeting.

This officer is expected to maintain a handbook of his/her duties and to attend ARKTESOL board meetings and conferences.

Section VI: Treasurer

The Treasurer, appointed by the board and reappointed annually, shall collect membership dues, prepare a budget to be presented to the Board of Directors for approval, and submit an annual financial report to be presented at the Annual Business Meeting. The Treasurer maintains all financial records and dispenses checks as approved by the Board of Director. The Treasurer presents a financial report at each Board of Directors meeting. The Treasurer ensures that all documents are properly recorded at the financial institution, so that the Treasurer, President, and First Vice President can be authorized to sign checks. He/She is responsible for filing the ARKTESOL taxes with the IRS annually and presenting the books and documentation annually for an internal or external audit.

This officer is expected to maintain a handbook of his/her duties and to attend ARKTESOL board meetings and conferences.

Section VII: Membership Development Coordinator

The Membership Coordinator maintains all membership information records and acts as a liaison with Special Interest Groups (SIG) and Regional Representatives.

He/She is responsible for communicating with the ARKTESOL Regional Representatives regarding recruitment and retentions, surveying members annually, and initiating recruitment and development initiatives at the annual conference.

This officer is expected to maintain a handbook of his/her duties and to attend ARKTESOL board meetings and conferences.

Section VIII: Communications Coordinator

The Communications Coordinator is responsible for publishing the ARKTESOL newsletter at intervals specified by the Board of Directors. He/She shall disseminate information for external publicity. He/She works collaboratively with the membership development coordinator and Website Coordinator.

This officer is expected to maintain a handbook of his/her duties and to attend ARKTESOL board meetings and conferences.

Section IX: Regional Representatives

Each Regional Representative is appointed by the Board of Directors and can be reappointed annually. He/She is a voting member of the board. He/She will collect news from the region and submit it to the Communications Coordinator. The Regional Representative will share ARKTESOL board meeting minutes with the regional members.

The role of the Regional Representative is to communicate with and address the ESOL needs in the region. He/She will communicate quarterly with regional members. Regional representative meetings may be in person, or via webinar, or blog. A database of region members can be obtained from the Treasurer.

The regional representative will attend the ARKTESOL board meetings and collaborate with the Membership Development Coordinator to help recruit and retain members in their region.

This officer is expected to maintain a handbook of duties and to attend ARKTESOL board meetings and conferences.

Section X: Vacancies

Vacancies shall be filled by the appointment of the President, subject to ratification by the Board of Directors at its next scheduled meeting. It shall be the duty of all individuals, whether elected or appointed, to train and support their successors, and to pass along all pertinent records, files, and notes.

Section XI: Qualifications

The officers of ARKTESOL shall be voting members in good standing.

Section XII: Meetings

All meetings of the Board of Directors or of individual committees or task forces shall be open to all ARKTESOL members. The President shall determine the date, time, and place of regular Board of Directors meetings. Board of Directors meetings should occur at least three times per year in addition to the Annual Business Meeting. Special Meetings shall follow the guidelines in Article VI, Section II of this document.

Section XIII: Notice

Board of Directors members not present at regular Board of Directors meetings shall be notified by the Secretary of the date, time and location of the next meeting at least 45 days prior to such

meeting. Upon receipt of a call for a special meeting the Secretary shall notify the Board of Directors members at least twenty-one (21) days before the meeting.

Section XIV: Resignation

Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified at the time of acceptance thereof by the President of the Board of Directors.

Section XV: Termination

Any officer may be terminated for just cause. Termination shall be by 3/4ths of the Board of Directors at a duly held meeting of the Board of Directors at which a quorum is present, provided that the notice of the proposed termination and basis of such termination shall have been sent by mail, certified or registered if possible, to the last recorded address of the officer in question at least 30 days before the final action is taken on the termination. The notice shall include the date, time, and place of the termination meeting and offer the officer the opportunity to present any relevant information, in writing, in person, or through a representative to the Board of Directors before the final action is taken. The officer whose termination is being considered shall not be permitted to participate in any Board of Directors meetings regarding his/her status.

ARTICLE IX: COMMITTEES AND OTHER APPOINTED POSITIONS

Section I: Community Board

A Community Board of six (6) members will be appointed for a minimum 5-year term. The function of such committee is to provide guidance, assistance, and expertise to ARKTESOL's Board of Directors. These positions are honorary and are made by the recommendation of members of the Board of Directors. Responsibilities of members of the Community Board include participation at a minimum of one Board of Directors meeting annually. These members will not have voting rights and will be noted in the ARKTESOL newsletter and stationary.

Section II: Website Coordinator

The ARKTESOL Board of Directors shall appoint a Website Coordinator who will maintain the ARKTESOL website, www.arktesol.org. The Website Coordinator is responsible for ensuring that the website is in good financial standing and updated as needed with information to support the mission of ARKTESOL.

Section III: TESOL Liaison

The ARKTESOL Board of Directors shall appoint a TESOL Liaison who must attend the TESOL Conference annually. If necessary, ARKTESOL will provide compensation to attend the conference. The TESOL Liaison is responsible for attending the affiliate meetings at TESOL, serving as a representative for ARKTESOL, disseminating information from TESOL to ARKTESOL, completing the affiliate survey, ensuring that any free TESOL memberships are used, and relaying information regarding all benefits of TESOL to the Board of Directors. He/She will report the following information to the TESOL Executive Secretary at least once a year:

1. Statement of membership of ARKTESOL.
2. Summary report of the Annual Business Meeting of ARKTESOL.
3. Results of the election of officers of ARKTESOL.

4. A summary of projects undertaken or proposed for ARKTESOL.
5. Notice of special situations and problems in ARKTESOL.
6. Notice of special needs of ARKTESOL.

Committees and other appointed positions may be assigned by the Board of Directors as the organization grows. The President shall appoint the chair of said committees with membership on the committees consisting of volunteers and/or appointees by the Board of Directors. Committee Chairs will meet with the Board of Directors during the time of their existence.

Section IV. SETESOL Liaison

The ARKTESOL Board of Directors shall appoint a SETESOL Liaison who must attend the SETESOL Conference annually. If necessary, ARKTESOL will provide compensation to attend the conferences. The SETESOL Liaison is responsible for attending the affiliate meetings at SETESOL, serving as a representative for ARKTESOL, and disseminating information from SETESOL to ARKTESOL members.

Section V: Advocacy Liaison

The ARKTESOL Board of Directors shall appoint an Advocacy Liaison who will be responsible for coordinating ARKTESOL's advocacy initiatives. This person will be responsible for communicating with all involved (within and without the organization) as well as dispersing the appropriate allocated funds (if dispersed) and reporting all advocacy initiatives and activities to the board. She/he will also report those initiatives to the Communications Coordinator for possible inclusion in the newsletter or other appropriate news sources.

Section VI: Awards Liaison

The ARKTESOL Board of Directors shall appoint an Awards Liaison who will be responsible for investigating possible award recipients, reporting to the Board, and upon approval from the Board, arranging for dispersing and awarding recipients.

Section VII: Scholarship Liaison

The ARKTESOL Board of Directors shall appoint a Scholarship Liaison who will be responsible for advertising the opportunity, helping with application questions, and ensuring that scholarship applications are sent to the Website Coordinator for posting no later than November 15. He/she will organize a committee to evaluate and make recommendations to the Board as to recommended recipients. Upon approval from the Board of Directors, the Liaison will arrange for dispersing and awarding scholarship recipients.

ARTICLE X: ANNUAL CONFERENCE

ARKTESOL shall hold one annual meeting each year that shall be referred to as the Annual Conference. The First Vice President and the Second Vice President serve as co-chairs for the conference. They are responsible for signing the convention center contract, obtaining one or more keynote speakers, and organizing the conference program.

ARTICLE XI: MEETINGS AT THE ANNUAL CONFERENCE

Section I: Annual Business Meeting

The Annual Business Meeting shall convene during the Annual Conference. Voting members of ARKTESOL in good standing who attend the Annual Business Meeting are eligible to vote at such meeting. A principle function of the Annual Business Meeting is to pass resolutions for action and for consideration by the Board of Directors in development of policy.

Section II: Committees

Any other authorized committee may meet at the Annual Conference.

Section III: Rules of Order

The parliamentary rules contained in the current edition of Robert's Rules of Order shall govern the proceedings of the Annual Business Meeting and other meetings. The President shall be responsible for setting the Annual Business Meeting agenda.

ARTICLE XII: ADOPTION/REVISION

The final draft of this Constitution and bylaws as prepared and approved by the Board of Directors shall be distributed to members not less than 45 days prior to the Annual Business Meeting. The Chairperson of the Committee shall present the Constitution and the Bylaws to the membership for consideration. Adoption shall be by a majority vote of members in attendance at the Annual Business Meeting.

Revisions of the Constitution may be undertaken by a committee appointed by the President and approved by the Board of Directors. All revisions must first be submitted to the Board of Directors for review. The revision(s) may be approved by a majority vote of members in good standing at attendance at the Annual Business Meeting, provided notice of the proposed change has been given to all members of the organization at least thirty (30) days before the Business Meeting.

ARTICLE XIII: BYLAWS

The Board of Directors shall initially establish additional general procedures for the operation and management of ARKTESOL, which shall be referred to as the Bylaws. They shall be amended thereafter in accordance with procedures set forth in the Bylaws.

ARTICLE XIV: POLICY DETERMINATION

Responsibility for the determination of the general policies of ARKTESOL is vested in the Board of Directors, pursuant to the procedures set forth in this Constitution and in the Bylaws. The Board of Directors shall be guided by resolutions approved by the membership.

ARTICLE XV: FISCAL YEAR

ARKTESOL's administrative and fiscal year shall be from July 1 through June 30.

ARTICLE XVI: DISSOLUTION

On dissolution of ARKTESOL, ARKTESOL shall use its funds only to accomplish the objectives and purposes specified in this constitution, and no part of said funds, after payment of debts of ARKTESOL, shall be distributed to the members of ARKTESOL. On dissolution of ARKTESOL, any funds remaining after payment of debts of ARKTESOL shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XVII: AMENDMENTS

1. Amendments to the ARKTESOL Constitution may be proposed annually to the Board of Directors two months prior to the Annual Business Meeting.
2. Amendments to the Bylaws, not in conflict with the Constitution, may be made by a two-thirds vote of the members of the Board of Directors.