

By-Laws, 2016

ACADEMIC ENGLISH LANGUAGE RESEARCH GLOBAL



ACADEMIC ENGLISH LANGUAGE RESEARCH 3001 8th St # 36, Port Neches, TX 77651

BY-LAWS of Academic English Language Research – Global

AELR Global

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ARTICLE I: NAME, ORGANIZATION, AND PURPOSE

Section 1 Name

The name of this Association shall be Academic English Language Research – Global (AELR Global).

Section 2 Organization

AELR Global is organized as an independent association and shall conduct its affairs in compliance with the By-Laws as set forth herein. AELR Global may affiliate with other groups whose purposes are consistent with the By-Laws of both AELR Global. AELR Global adheres to the American Educational Research Association Code of Ethics.

Section 3 Purpose

The purpose of AELR Global is to provide leadership, scholarship, and educational opportunities that promote the growth and development of educational research in language learning through such values as Mutual Respect, Professionalism, Unity of Purpose, Accountability, and Effective Communication.

Section 4 Mission

The mission of AELR Global is to develop educators in the practitioner/scholar model to advance the profession, increase reflection, scholarship, and professionalism in language education.

Section 5 Vision

It is AELR Global's vision to: 1) Established Language Educator/Researcher's Professional Identity, 2) Give Language Educator/Researcher's Access to Professional Growth Opportunities, 3) Teach Wellness Principles in a 5) a Vibrant, Inclusive Organization

Section 6 Strategic Directions & Specific Strategies

In order to meet our goals, AELR Global accepts the following three strategic directives and empowering strategies:

- I. Expanding Leadership Opportunities
 - (a) Engage Volunteers
 - (b) Create Purposeful Mentoring
- II. Optimizing Resources
 - (a) Maximize Technology
 - (b) Stay on Target
- III. Collaborate to Strengthen the Association
 - (a) Build Trust and Harmony
 - (b) Maintain a Sound Organizational Structure

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ARTICLE II: Membership

Section 1 Types of Membership

Membership shall be of one type - individual. Such persons may become members of the Association upon payment of annual dues. No one may be denied membership in this Association on the basis of ethnic group, color, creed, gender identity, sexual orientation, age, and/or disability.

Section 2 Classes of Membership

Membership shall be of two classes – professional and student.

Section 3 Professional Membership

- (a) Eligibility – Open to any person who holds a degree, a license, or a certification from a state, national, or international institution for Linguistics, English, Student Affairs, Speech, and Communication.
- (b) Privileges - Any person who has met the qualifications for professional membership and has paid the prescribed dues shall be eligible to receive all member benefits, attend meetings of the Association, to vote, and to hold office.

Section 4 Student Membership

- (a) Eligibility - Open to students enrolled in a planned program focusing on Linguistics, English, Student Affairs, Speech, and Communication program.
- (b) Privileges - Any person who has met the qualifications for student membership and has paid the prescribed dues shall be eligible to receive all member benefits, attend meetings of the Association, to vote, and to sit on committees.

Section 5 Severance of Membership

- (a) A member may be dropped from membership for the non-payment of dues.
- (b) A member may be dropped from membership if their on probation or terminated for unethical academic behaviors.
- (c) It shall be the responsibility of the Executive Committee to determine whether or not a member should be dropped from membership.

Section 6 Dues

Membership dues shall be as follows:

- (a) Professional Member Dues: \$25.00 per Association year
- (b) Student Dues: \$15.00 per Association year

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ARTICLE III: TYPES OF MEETINGS

Section 1 Board of the Directors Meeting

- (a) The Board of Directors shall meet bi-annually.
- (b) The CEO shall chair the Board of Directors, in the absence of the CEO, the President will Chair the Board of Directors by written consent of the CEO.
- (c) The Board of Directors shall hear the President's reports on the state of the affairs, association agenda and activities, prepare reports on the state of the affairs, and officers and committees activities
- (d) The Board of Directors shall vote to approve the President's Agenda
 - a. The Board may reject items in the President's agenda by vote
 - b. The Board may request items in the President's agenda by vote
 - c. The Board may dictate policy, procedures, and positions concerning association operations by vote.
- (e) The vote of the Board supersedes the vote of either the Executive Committee or Officers
- (f) The Board may call an officer to report on his/her responsibilities and vote to remove an officer from office
- (g) The Board's vote is final and official

Section 2 Executive Committee Meeting

- (a) The Board of Directors shall meet bi-annually to assist in the planning of association agenda and activities, preparing of state of the affairs reports, and officers and committees activities.
- (b) If the Board of Directors cannot meet and there is an emergency, the Executive Committee may act in the stead of the Board of Directors if the CEO is present.

Section 3 Officer /Business Meetings

- (a) Joint meets of the dully elected and appointed officers shall meet minimally four (4) times each year to plan and discuss execution of Executive agenda.
- (b) Meetings shall be scheduled and call thirty (30) days in advance, meeting agendas should be emailed ten (10) days prior to the meeting.
- (c) Officer should prepare brief written reports to be compiled with the meeting minutes consisting of items working on, progress made, challenges faced, and specific request for help if needed.

Section 4 Member Meetings

- (a) Member Meetings shall be held annually for professional development, scholarship, research, membership governance, Board of Directors ratification, and Officer Elections.
- (b) Meetings shall be scheduled and call nine (9) months in advance, meeting agendas shall be emailed 100 (100) days prior to the meeting, members may request to add items to the agenda.
- (c) Each Officer should prepare brief written reports to be compiled with the meeting minutes consisting of items working on, progress made, challenges faced, and specific request for help if needed.
- (d) At Member Meetings, Members can request to sit on or chair committees, run for an office or as a director. All request must be fielded and supported with a member application and CV/resume.

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Section 5 General Meeting Quorum

The active members present at any Association meeting of which written notice has been duly given shall constitute a quorum for the transaction of business.

Section 6 Meeting Notices

- (a) Notices of each meeting shall be sent to each member of the Association thirty (30) days prior to the date of such meeting.
- (b) Agendas shall be sent out ten (10) days prior to the meeting
- (c) Officer Reports should be sent to the Secretary three days prior to Officer and Member Meetings
- (d) Notices may be through standard mail or electronic mail.
- (e) Meetings may be by electronic media.

ARTICLE IV: CHAPTER BOARD OF DIRECTORS

Section 1 Composition

- (a) The Board of Directors shall be composed as follows:
 - (1) Chief Executive Officer, CEO – The CEO will Chair the Board (44% of the vote)
 - (2) Four (4) Board Member – Full voting rights (14% each = 56% of the vote)
 - (3) Treasurer – Ex-Officio – No Vote – Shall cast the tie-breaking vote
 - (4) Secretary/Elect – Ex-Officio – No Vote
- (b) The CEO will appoint members to the Board upon ratification by a simple majority vote of those present at a Member Meeting.
- (c) The CEO may dismiss a Board Member without cause or justification.
- (d) The term of office for each member of the Board of Directors other than the elected officers of the Association shall be for three (3) years and shall begin on July 1 of the election year.
- (e) A quorum shall be established by 2/3 (66%) of the vote present.

Section 2 Powers and Functions of the Board of Directors

- (a) To approve the President's agenda
- (b) To propose and recommend policies for the Executive Committee's consideration and action
- (c) To formulate operational and governance policies appropriate for executive action and direct the execution thereof subject to review by Executive Committee
- (d) To identify issues and recommend priorities for professional thrust relating to problems of professional development, research, and scholarship pertinent to the Association

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Section 3 Meetings of the Board of Directors

- (a) The Board of Directors shall convene bi-annually.
- (b) The Board of Directors shall convene during the annual conference of the Association. The Board of Directors may call additional meetings by a majority vote or petition of the members of the Board of Directors and/or upon the call of the CEO. The CEO shall fix the time and place of such additional meetings at least fifteen (15) days prior to any such additional meeting.
- (c) The CEO of the Association shall preside at meetings of the Board of Directors and the President shall preside in the absence of the CEO.
- (d) Each member of the Board of Directors shall have the capacity to vote except the Secretary who shall be ex officio without vote. Members of the Board constituting 2/3 of the voting shall equal a quorum.
- (e) Any Board electronically voted action must be reported and recorded in the minutes at the next Board meeting.

Section 4 Executive Committee

The Executive Committee shall consist of:

- (a) The CEO, Past-President, President, Vice President, Treasurer, and Secretary
- (b) Three (3) of whom shall constitute a quorum
- (c) The Executive Committee shall act for the Board of Directors within the limits of the written policies established by the By-Laws.

ARTICLE V: OFFICERS

Section 1 Officers

The officers of this Association shall be:

- (a) President, Vice President, Secretary, Treasurer, Media Director, Research & Publication Director, Conference Convener, and Membership Director

Section 2 Qualifications

All officers shall be active members of the Association in good and regular standing and shall be active members of AELR Global.

Section 3 Terms of Office

- (a) All officers shall serve terms of one year
- (b) No Officer shall not succeed themselves except
 - a. The Vice President succeeding to the office of President before expiration of the term; the Vice President shall then serve a full term in addition to serving the unexpired term of the replaced President.

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Section 4 President

The President shall be the Chairman of the Executive Committee, Officer, and Member Meetings and shall:

- (a) Schedule and preside at all Executive Committee, Officer Meetings, and Member Meetings:
 - a. Executive Committee meets prior to Board Meetings to prepare yearly agenda proposals & budgets
 - b. Officers meet minimally for four Business Meetings each year to plan and discuss execution of Executive agenda - these meetings precede Member Meetings.
 - c. Establishes Conference/Professional Development event(s) each year that serve as the Annual Member Meeting(s)
- (b) Prepares a bi-annual report on the state of the affairs, association agenda and activities, officers and committees activities presented to the Board of Directors twice each year
- (c) Appoints the Committee-Chairpersons and is a Member Ex-officio (without vote) on all committees
- (d) Presides at the Board of Director's Meeting with written consent from the CEO if the CEO is not able to meet
- (e) May appoint additional ex-officio officers, such as a Parliamentarian, Historian, or Members-at-large to aid in executive function

Section 5 Vice President

The responsibilities of the Vice President are:

- (a) Full member, with voting privileges of the Executive Committee
- (b) Chairs the Conference and Professional Development Committees
- (c) Oversees Planning and Execution of Member Meetings as Directed by the President
- (d) Seeks sponsorship, grants, and funding for professional development events and bursaries, scholarships, and awards.
- (e) Sits for the President in the absence of the President in Board Meetings, Executive Committee Meetings, and Member Meetings
- (f) Supports the work of the executive committee

Section 6 Secretary

This position is maybe combined with the office of Treasurer:

- (a) Keeps records of the meetings of the executive committee
- (b) Keeps records of the Chapter Board of Directors
- (c) Signs the official minutes of Chapter meetings and functions
- (d) Is responsible for maintaining accurate membership records
- (e) Other duties as assigned by the Chapter Executive Committee.

Section 7 Treasurer

This position is sometimes combined with the office of Secretary. The Treasurer:

- (a) Income and Payments:
 - a. Is a signatory on bank accounts, with the CEO and President

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- b. Receives and deposits all dues and other revenue
- c. Makes disbursements as directed by the Executive Committee or Board
- (b) Maintains accurate business records for
 - a. Regular financial reports to the Executive Committee, Board, and Members
 - b. Annual audit of the financial records with an individual (not Treasurer) appointed by the Board or CEO to conduct the audit
- (c) Prepares and Maintains the following Budgets:
 - a. Media Budget (with the Media Director)
 - b. Research Budget (with the Research and Publications Director)
 - c. Conference Budget (with the Conference Convener)
 - d. CEO and Staff Salary and Compensation Budgets
 - e. Board of Director's and Officer Compensation
 - f. General Budget
- (d) Prepares and Files required financial reports with the IRS, Texas Comptroller and/or Texas Secretary of State.

Section 8 Media Director

The Media Director is elected by the members at the annual Member Meeting. The Media Director:

- (a) Chairs Marketing, Social Media, and Website Committees
- (b) Supervises association's on-line presence and public relations
- (c) Seeks funding for through grants, sponsorship, and advertising to promote association
- (d) Works with the Treasure to establish and maintain a Media budget
- (e) Establishes a communications network to respond to calls for action to members and extended community
- (f) Coordinates and facilitates communication between leadership, members, and the larger community

Section 9 Research & Publication Director

The Research & Publication Director is elected by the members at the annual Member Meeting. The Research & Publication Director:

- (a) Chairs the Research and Publications Committees
- (b) Establishes association research agenda
- (c) Seeks funding for research agendas and scholarship
- (d) Works with the Treasure to establish and maintain a research budget
- (e) Appoints publication editors and oversees review and editorial boards in conjunction with appointed editors

Section 10 Conference Convener

- (a) Chairs the Conference Committees: Programming, Registration, Hosting, Conference Promotions and Marketing

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- (b) Establishes Conference Theme & Agenda
- (c) Establishes Conference Location
- (d) Seeks funding for through grants, sponsorship, and advertising to promote conferences
- (e) Works with the Treasure to prepare and maintain the conference budget
- (f) Appoints Committee Members/Teams
- (g) Sets Committee Goals and Timelines
- (h) Supervises Committees and Ensures timely task complete for smooth conference flow

Section 11 Membership Director

The Membership Director is elected by the members at the annual Member Meeting. The Membership Director:

- (a) Assist the Secretary and Treasurer in compiling and keeping accurate membership rosters.
- (b) Chairs the Membership Committee
- (C) Connects to key stakeholders to attract and keep new members
- (c) Coordinate with Vice President to develop Professional Development and Conference options
- (d) Organizes and Coordinates events to celebrate scholarship, researchers, and engage members in memorable social events.

Section 13 Optional Officers

- (a) Members-at-Large: May be elected or appointed as an officer by the President (appointed Officers serve ex-officio and without a vote at Business Meetings)
 - a. One Member-at-Large Officer per 25 members may sit as an officer.
 - b. Fully functioning, the Member-at-Large position may function as a Senate to advise officers, guild agenda, and serve as liaisons to the community.
 - c. Members-at-Large Officers offer unique opportunities for new persons to engage in the Business Meetings, gain understanding of association workings and develop as leaders.
 - d. Members-at-Large Officers may chair or sit committees, take up special projects assigned by the President, or shadow an Officer.
- (b) Historian: May be elected or appointed as an officer by the President (appointed Officers serve ex-officio and without a vote at Business Meetings)
- (c) Parliamentarian: May be elected or appointed as an officer by the President (appointed Officers serve ex-officio and without a vote at Business Meetings)
- (d) Any position may have an appointed “-elect” officer who shadows the elected officer. “-Elect” positions are honorary and not subject to officer travel and stipend compensation.

Section 14 Officer Administration

- (a) Vacancies:
 - 1) Officer vacancies occurring between annual meetings shall be filled by Presidential appointment and ratification by Executive Committee.
 - 2) Appointed Officer shall serve until the next annual meeting.

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- 3) If the Presidency should become vacant, the Vice President shall become President, shall serve out President's term, and will appoint a new Vice President, which must be ratified by the Executive Committee.
 - 4) Should there be a vacancy in the office of Past-President or if the Past-President does not conduct nominations and election in a timely manner, the President will appoint someone to fulfill those responsibilities; preferably, someone familiar with the association.
- (b) Removal of an Officer from Office:
- 1) Any elected Officer may be removed from office, with or without cause, with the Board's vote to remove him or her from an Officer position
 - 2) Whenever the Board judge that the best interest of the Association would be served thereby:
 - i. All Board members must have at least ten days' notice of the proposed removal
 - ii. The Officer at issue must have a personal opportunity to address the Board Executive Committee prior to the removal vote.
 - iii. Any officer appointed by the President may be removed with or without cause by the President.
- (c) Compensation:
- 1) Executive Committee:
 - i. Travel: The CEO and Board of Directors may award travel stipends limited by the Treasurer's budget. The Board of Directors may further limit travel funds at their digression per event.
 - ii. Stipend: The CEO and Board of Directors may establish annual service awards for each Officer for up to \$500 per year.
 - 2) Officers:
 - i. Travel: The CEO and Board of Directors may award travel stipends limited by the Treasurer's budget. The Board of Directors may further limit travel funds at their digression per event.
 - ii. Stipend: The CEO and Board of Directors may establish annual service awards for each Officer for up to \$250 per year.

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ARTICLE VI: SENATE (Optional)

Section 1 Composition

- (a) The Senate is functional when the President has appointed or the association members have elected in a general election ten (10) or more Members-at-Large
 - a. Here in the Member-at-Large/Senator are synonymous
 - b. Each Member-at-Large/Senator represents 25 members
 - c. Member-at-Large/Senator should be selected for either geographical (formation of Chapters) or interest (formation of Divisions/Interest Sections)
- (b) In the absence of the Senator or in the event that a Senator is not able to fulfill his/her duties, the President may nominate an alternate Senator who will be certified by a simple majority of the Executive Committee.

Section 2 Powers and Function

- (a) To suggest policies and procedures to govern the affairs of the Association
- (b) To act on recommendations from the Board of Directors
- (c) To formulate positions
- (d) To adopt and to amend the association By-Laws and Governance Manual
- (e) To grant charters to National, State, or Regional Chapters
- (f) To grant charters to Special Interest Sections and Divisions
- (g) To exercise such other powers and functions as may be necessary or desirable in the best interests of the Association, not in conflict with the By-Laws
- (h) Any Senate action voted on by mail-ballot must be reaffirmed and recorded in the minutes at the next Senate meeting

Section 3 Meetings of the Senate

- (a) The Senate shall convene during the annual conference of the Association and in June.
 - a. Additional meetings of the Senate may be called upon petition of or vote by a majority of the members of the Senate, the Board of Directors, or by vote of the Executive Committee.
 - b. The time and place of additional meetings shall be fixed by the President.
 - c. Notice thereof shall be given to all members of the Senate at least thirty (30) days prior to any additional meetings.
- (b) Each member of the Senate shall have one vote, and a majority of the certified members of the Senate present at duly called meeting shall constitute a quorum.
- (c) The Senate may make a written request to the President regarding AELR Global's state of its affairs, activities, and responsibilities of AELR Global as a whole, any or all Divisions, Chapters, and or Committee.
 - a. These reports shall be produced in writing within 30 days.
 - b. These reports shall be published to all members.

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- (d) Any Senator may present business items, for Senate consideration. Any new business items shall be presented in writing to the presiding officer prior to the opening of the Senate meeting.

Section 4 Terms of Office

The Senator serves a one year term. A Senator may hold this position for up to six (6) years.

ARTICLE VII: EXPENSES

Section 1 Payment Procedures

- a. The treasurer shall be authorized to pay the normal expenses of the Association, upon approval by the CEO.
- b. Payment for unusual expenses must be approved by the Board of Directors
- c. The Board of Directors shall agree on what are normal expenses and what are unusual expenses

Section 2 Employees, Facilities, Equipment, and Supplies

- a. CEO –
 - i. The CEO may not participate in discussion related to CEO compensation
 - ii. Travel: Upon agreement of the Board of Directors, each having an equal vote, travel expenses (flight, hotel, per diem, and incidentals, equal to the State Department) shall be paid for approved meetings events pending budget availability.
 - iii. Salary: Upon confirmation of the Board of Directors, each having an equal vote, the CEO shall be compensated annually between 10% of association revenues up to \$60,000 dollars per year at the close of the fiscal year, based on the previous years revenue.
 - iv. The Board may deny compensation in extreme budgetary circumstances in which case the Board shall:
 1. Present just cause for denial.
 2. Recommend a reduced compensation rate for approval to the treasure.
- b. Staff – Upon the recommendation and approval of the Board, the CEO may hire staff for administrative purposes. Staff compensations may not exceed 15% of total annual revenues.
- c. Facilities, Equipment, & Supplies – Upon the approval of the Board, the CEO may enter into contractual agreements with regard to facilities, equipment, and supplies. The total budget for facilities, equipment, and supplies may not exceed 10% of total revenue.

Section 3 Board of Directors

- a. Travel: Dependent upon the availability of funds and agreement of the CEO may approve travel funds for meetings and events for each Board Member
- b. Stipend: Dependent upon the availability of funds, the CEO may approve to award each Director a service stipend for up to \$1500 per year annually. Funding should follow the following formula: % of CEO salary max X Board of Director's max = Board of Director's funding.

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- c. Example: CEO award \$50,000 of \$60,000 (83%), Board of Directors award \$1250 of \$1500 (83%)

ARTICLE VIII: COMMITTEES

Section 1 Committees

- (a) The President should appoint committees that support the work on the association and in accordance with its by-laws. Within each officer's duties, there are provisions for committee establishment. It is recommended that the President to work with each officer to ensure that the officer has the personnel resources necessary to carry out his/her duties.
- (b) The President may quit a committee only with consent of the Officer Chairing the committee and by consent of the officers.
- (c) The President may remove a committee member only with the consent of the Committee Chair.

Section 2 Appointment of Committees and Chairpersons

The President shall name committee personnel to committees as needed to conduct the activities of the Association. Officers may nominate committee members for their committees. Committees are not restricted to number.

Section 3 Standing Committees

- (a) Executive Committee:
1. Shall be responsible for the formulation and recommendation of agenda to the Board of Directors
 2. Shall carry on such business for AELR Global as shall be specifically delegated by the By-Laws
- (b) Membership Committee:
1. Promotes membership in AELR Global through membership drives
 2. Maintains an accurate roster of AELR Global
 3. Publishes an annual directory
 4. Reports on changes in membership status
- (c) Communications Committee:
The Communications Committee maintains a system to distribute information quickly to members.
- (d) Nomination & Election Committee Duties:
The Nomination and Election Committee, chaired by the CEO, shall oversee the election of Officers and Senators, and the ratification of Directors.
1. No member of this committee should be a candidate for office while serving on this committee.
 2. Officer Nominations:
 - A. Nomination Ballots shall be prepared and submitted to members by April 1st of each year.
 - B. Nomination Ballots shall be collected and calculated by April 20th of each year.
 - C. A written report of the nomination activities shall be published to Board of Directors, Executive Committee, and Members by April 30th.

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2. Officer Elections:
 - A. Election Ballots shall be prepared and submitted to members by May 1 of each year.
 - B. Election Ballots shall be collected and calculated by May 20th of each year.
 - C. A written report of the election activities shall be published to Board of Directors, Executive Committee, and Members by May 30th.
3. Elections may be by vote at the annual business meeting, by electronic ballot, or by mail ballot.

Section 4 Recommended Committees

(a) Awards Committee:

- a. Supports the recognition of those who make outstanding contributions to the counseling profession.
- b. The Awards Committee publishes guidelines for each award category with a nomination form; publicizes the deadline for nominations; reviews nominations and select award winners in ample time for awards to be presented before the last general meeting of the year; and, coordinates the nomination of members for AELR Global Annual Awards within the AELR Global Annual Awards deadline for nominations.

(b) By-Laws Committee:

- a. Ensures that the AELR Global's by-laws are in accordance to state and federal regulations to maintain non-profit status and efficient governance
- b. This committee is essential to re-focus AELR Global's by-laws, organizational structures, and advance and improve the governance of the association.
- c. Amendments to AELR Global's by-laws must be submitted to the AELR Global By-laws committee for review.

(c) Conference Programming:

- a. Reviews & Selects conference submission
- b. Set the conference schedule
- c. Informs participants of
 - i. acceptance/rejection presentation status
 - ii. schedule

(d) Conference Registration

- a. Ensure registration availability
- b. Ensure registrants have paid

(e) Conference Hosting

- a. Ensures the comfort of key and invited speakers
- b. Manages key and invited speakers transportation and accommodation transportation as needed

(f) Conference Promotions & Marketing

- a. Creates conference promotional material
- b. Markets the conference

(a) Directory Committee:

- a. Maintains a current directory of Chapter members and leadership

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- (b) Marketing:
 - a. Markets publications, conferences, social events
- (c) Public Relations Committee:
 - a. Promotes public awareness, recognition, understanding, and support for professional counseling and AELR Global programs and activities
- (d) Publications Committee:
 - a. Publishes AELR Global newsletters and other publications
 - b. The chairperson of this committee may be the editor of the newsletter
- (e) Research:
 - a. Establishes and seeks funding for the research agenda to promote scholarship and collaboration.
- (f) Scholarship Committee:
 - a. Promotes AELR Global scholarship opportunities
 - b. Evaluates applications and recommends scholarship awards in accordance with Chapter policy
- (g) Social Media:
 - a. Connects members though social media avenues
- (h) Website Committees:
 - a. Develops and maintains AELR Global’s website.

ARTICLE IX: BUSINESS AFFAIRS

Section 1 Association Year

The Association year (fiscal year) shall begin July 1 and close June 30.

Section 2 Audit

An audit of Association funds will be conducted when requested by a simple majority of the Board of Directors.

Section 3 Severable or Transferable Interest

No member shall have any severable or transferrable interest in the Association.

Section 4 Control and Management

All property of the Association shall be subject to the control and management of the Board of Directors.

Section 5 Disposal and Dissolution

Upon dissolution of the Association, none of its property shall be distributed to any of the members, and all such property shall be transferred to such other organization or organizations as the Executive Committee shall determine to have purposes and activities most nearly consonant with those of the Association.

Section 6 Appropriation of Association Funds

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No appropriation of Association funds shall be made except pursuant to the authority of the CEO and Board of Directors.

ARTICLE X: AMENDMENTS

Section 1 Approval process

Except as provided in Section 2, below, amendments to the By-Laws may be acted upon at any Member Meeting at which the proposed change is to be considered. Such an amendment may be adopted by simple majority vote of the members present.

Section 2 Optional Approval Process

If, in the judgment of the Executive Committee, action upon a proposed amendment is desirable before the next meeting, it may be taken through a mail or electronic ballot following presentation of the Amendment in writing or electronically to all members of the Association. Action will be decided from a simple majority of returned ballots within the succeeding 10 day.

ARTICLE XI: DATE OF EFFECT

Section 1 Date of Effect

These by-laws and any future amendments to these By- Laws shall take effect immediately following their adoption.

ARTICLE XII: Rules of Order

Section 1 Rules of Order

Robert's Rules of Order Revised (by Henry Martin Robert) shall govern the proceedings of the Association not otherwise specified in the By-Laws.