

Constitution of West Virginia TESOL

ARTICLE I – NAME

Section 1	Name	The name of this association shall be WVTESOL.
Section 2	Alternate Names	Alternate names of the association shall be TESOLWV , West Virginia TESOL, West Virginia Teachers of English to Speakers of Other Languages, WV ESL Professionals, West Virginia ESL Professionals, the West Virginia English as a Second Language Professional Association, or the West Virginia ESL Professional Association.

ARTICLE II - GOALS AND PURPOSES

Section 1	Primary Purpose	The association shall affirm the right of all K-12, higher education, and adult education and literacy students to access quality English as a Second Language instruction.
Section 2	Practicable Aims	The association shall reexamine continually the practicable aims of English as a Second Language teaching and learning.
Section 3	Second Language Acquisition Principles	The association shall promote the study and incorporation of sound Second Language Acquisition principles into English as a Second Language instruction.
Section 4	Articulation Among Levels	The association shall work for more effective articulation among the various levels of English as a Second Language instruction in the state of West Virginia.
Section 5	Legislatives Goals	The association shall work for any legislative goals determined by its members in good standing.

ARTICLE III - MEMBERSHIP

Section 1	Professional Membership	Membership in the association shall be open to all English as a Second Language professionals, or those interested in the profession, at any level in public, private, and parochial schools in the state of West Virginia or in counties that border on West Virginia in the neighboring states of Kentucky, Maryland, Ohio, Pennsylvania, and Virginia.
Section 2	Student Membership	Any students majoring in or planning to teach English as a Second Language and resident in the geographic area described in ARTICLE III, Section 1 shall be eligible for membership in the association. A letter from the student's advisor attesting to his or her full-time student status must accompany an application for student membership.
Section 3	Volunteer Membership	Any volunteers active in the teaching of English as a Second Language or other areas related to the teaching of English as a Second Language and resident in the geographic area described in ARTICLE III, Section 1 shall also be eligible for membership in the association.

Section 4	Declaration of Area of Interest	Upon application for membership in the association, a member shall declare one major area of interest from these three areas: K-12, Higher Education, or Adult Education and Literacy.
Section 5	Good Standing	A member is in good standing when that member has paid all applicable dues. A member in good standing is entitled to vote and to serve on the Executive Board or on committees.
Section 6	Termination of Membership	Membership may be terminated for nonpayment of dues. Membership may also be terminated if the Executive Board believes the member has acted in a manner prejudicial to the interests of WVTESOL. Termination of membership shall require a majority vote of a quorum of the Executive Board. In such a case, the Secretary shall notify the member in writing of the termination.

ARTICLE IV - DUES, FEES, AND ASSESSMENTS

Section 1	General Dues	The annual dues of the association shall be determined or modified by a two-thirds majority vote of a quorum of the members in good standing at the general meeting or by mail ballot, provided the entire Assembly of the association is advised at least thirty days in advance of any voting, and provided at least 10% of the Assembly casts votes.
Section 2	Student Member and Volunteer Member Dues	To encourage the participation of students and volunteers in the association, dues for student and/or volunteer members shall not exceed 50% of the dues of professional members.
Section 3	Fees and Assessments	The Executive Board may authorize (1) fees for WVTESOL activities, and (2) special assessments to members. Any such assessment shall be authorized by a two-thirds majority of those members voting provided the entire Assembly of the association is advised at least thirty days in advance of any voting, and provided at least 10% of the Assembly casts votes.

ARTICLE V - OTHER ORGANIZATIONS

Section 1	Relations with Other Organizations	WVTESOL may establish professional relations with other organizations. Proposals for establishing such relations shall require a majority vote of a quorum of the Executive Board to be enacted.
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ARTICLE VI - GENERAL MEETINGS

Section 1	Composition of the Assembly	The Assembly of the association consists of all members in good standing of WVTESOL.
Section 2	Powers and Authority of the Assembly	The Assembly is the legislative body of WVTESOL and has full power and authority over the affairs of the association within the limits set by this Constitution and its Bylaws.
Section 3	Time and Frequency of Meetings	The Assembly shall meet at least once per year on a date determined by the Executive Board.

Section 4	Amendments to the Constitution and its Bylaws	The Assembly may adopt amendments to this Constitution and its Bylaws by a two-thirds majority of those members voting provided the entire Assembly of the association is advised at least thirty days in advance of any voting, and provided at least 10% of the Assembly casts votes.
Section 5	Voting	A two-thirds majority of the votes cast, provided a quorum has been declared, will constitute the voice or expression of the membership and will be binding upon WVTESOL. At all meetings, all votes will be by show-of-hand or by voice unless a confidential vote is requested and is approved by a majority of a quorum of the Assembly. In this case, a confidential ballot will be required. Voting on all matters, including the election of Executive Board members may be conducted by mail ballot.
Section 6	Apprising the Assembly of Executive Board Actions	At general meetings, it shall be the President's responsibility to apprise those members of the Assembly in attendance of any actions the Executive Board has taken since the last meeting and of any impending actions of the board. This may be accomplished in conjunction with a reading of the annual report prepared by the Secretary.
Section 7	Voting by Proxy	A member in good standing who is not able to attend the general meeting may appoint a proxy to cast his or her votes at the meeting. The Executive Board must be informed in writing by the absent member that a proxy has been requested and of the identity of the proxy. A proxy must be a member in good standing of the association.
Section 8	Quorum	A quorum shall consist of 10% of the members in good standing of the association. In determining a quorum, members serving as proxies for other members in good standing shall be counted once for themselves and once for each member for whom they are serving as proxy.
Section 9	Rules of Order	The meeting shall be conducted according to established parliamentary rules of order in current practice.

ARTICLE VII - OFFICERS

Section 1	Officers	The Officers of the association are four: the President, the Vice President, the Secretary, and the Treasurer.
Section 2	Terms of Office of President and Vice President	The terms of office of the President and the Vice President of the association shall be for one year beginning on 1 May of the year after his or her election to 30 April of the next year.
Section 3	Terms of Office of Secretary and Treasurer	The terms of office for the Secretary and Treasurer shall be for two years beginning on 1 May of the odd numbered years after their election to 30 April of next odd numbered year. The rationale for this is to have staggered terms of office for the Secretary and Treasurer relative to the Advocacy Representative President and Vice President to provide continuity in the makeup of the board following elections.

ARTICLE VIII - THE EXECUTIVE BOARD

Section 1	Composition of Executive Board	The Executive Board of the association shall consist of the Officers of the association, the Past President Advisor, the Advocacy Representative , three Area-of-Interest Representatives: at least one representative (or up to two co-representative) from each of the three declared areas of major interest; K-12, Higher Education, and Adult Education and Literacy, and any Non-Voting Members appointed to serve on the Executive Board by a quorum of the voting members of the Executive Board.
Section 2	Term of Office of Advocacy Representative	The terms of office of the Advocacy Representative shall be for two years beginning on 1 May of the even numbered years after their election to 30 April of next even numbered year.
Section 3	Terms of Office of Area-of-Interest Representatives	The term of office of the Area-of-Interest Representatives of the Executive Board shall be for one year beginning on 1 May of the year after her or his election to 30 April of the next year.
Section 4	Terms of Office of Non-Voting Members of the Board	Non-Voting Members of the Board shall serve for the term of the President of the Board at the time of their appointment unless otherwise specified in the charge to the Non-Voting Member by the Executive Board.
Section 5	Duties and Term of Office of Past President Advisor	The outgoing President shall serve as Past President Advisor. The Past President Advisor shall be a full voting member of the Executive Board. The term of office of the Past President Advisor shall be limited to the year immediately following his or her term in office as President.
Section 6	Vacancy in the Presidency	If a vacancy occurs in the office of the President, the Vice President shall become the President for the remainder of that term.
Section 7	Vacancies In Other Offices	If a vacancy occurs in any office other than that of the President and/or the Past President Advisor, the President shall appoint a member in good standing of the association to fill the unexpired term of the vacant office. If a vacancy occurs in the office of Past President Advisor, that office shall remain vacant for the remainder of that term.
Section 8	Consecutive Terms	The members of the Executive Board, excluding the President, the Vice President, the Past President Advisor, and any Non-Voting Members, may serve at most two three consecutive terms in one position . During his or her term in office, the Past President Advisor may accept nomination for another office on the Executive Board.
Section 9	Presiding Officer	The President of WVTESOL shall be the presiding officer of the Executive Board.
Section 10	Meetings	The Executive Board shall meet face-to-face at least once per year. Other meetings of the Executive Board may be convened via telephone or via the internet as determined by a majority agreement of the board members.
Section 11	Business between Meetings	The President is authorized to consult the Executive Board concerning important decisions which must be made or actions which must be taken between meetings. Such consultations may be in person, by mail, by email, by fax, or by telephone at the discretion of the President. All such decisions and/or actions will be recorded by the Secretary and presented to the Executive Board for its approval at its next official meeting.

Section 12	Voting	A majority vote by a quorum of the Executive Board shall constitute the voice or expression of the Board. At all meetings, voting shall be by show-of-hand or by voice. Voting on all matters before the Board may be conducted by mail ballot by email or at any meeting of the Board. All votes by mail ballot or by email shall be recorded by the Secretary and shall be presented to the Executive Board for its approval at its next official meeting.
Section 13	Quorum	At least fifty percent (50%) of the voting membership of the Executive Board will constitute a quorum.

BYLAWS

ARTICLE I - DUTIES OF OFFICERS **AND OTHER EXECUTIVE BOARD MEMBERS**

Section 1	The President	The President shall preside over meetings of the association, appoint chairs of standing and ad hoc committees, be ex-officio member of all committees, and perform all other functions usually attributed to this office. The President shall countersign all contracts and other instruments of WVTESOL, exercise general leadership and supervision over the affairs of WVTESOL in implementing its purposes and goals and execute such additional duties as are defined by the Executive Board or the Assembly. In the absence of the Treasurer, the President has the power to sign checks.
Section 2	The Vice President	The Vice President shall preside over meetings of the association in the absence of the President, and shall perform any other duties that shall be incumbent upon that officer as a result of the President's inability to perform them. The Vice President will serve as the conference chairperson or the Vice President will appoint someone else to that role. The Vice President will fulfill such other duties as are assigned to him or her by the Executive Board. The Vice President shall automatically succeed to the Presidency at the end of the President's term of office.
Section 3	The Secretary	The Secretary shall keep accurate minutes of each general meeting and of each meeting of the Executive Board, shall maintain a roll of the members of the association shall act as the liaison to the affiliate leader's online community, shall serve on the nominating committee, and shall assist the President with the association's correspondence. It is the Secretary's duty to notify Officers, Area-of-Interest Representatives, and committees of their appointment, and to furnish committees with all papers referred to them. The Secretary will, in addition, prepare the annual report and make the report available to the Assembly at one general meeting each year. The Secretary shall seek permission in writing or via email from any association member before her or his name can be placed in nomination for election to the Executive Board.

Section 4	The Treasurer	The treasurer shall hold the funds of the association and shall dispense checks as approved by the Executive Board officers of the association , shall keep accurate records of receipts and disbursements, and shall prepare an annual financial statement to be made available to the members at one general meeting each year as determined by the Executive Board. The Treasurer shall maintain a roll of the members of the association, provide this to the association listserv moderator, and report on the number of members at the general meeting, In conjunction with the President, the Treasurer shall prepare and submit the TESOL International Association Affiliate Annual Report and pay the affiliate dues.
Section 5	The Advocacy Representative	The Advocacy Representative acts as a liaison for members of the public and members of the organization seeking to address issues, legislation, and public policy relevant the needs of ESL students and the educators serving them. This may include monitoring legislation for its effect on these constituencies, drafting position statements and reporting on needs and concerns at the general meeting.
Section 6	The Area Representatives for K-12, Higher Education and Adult Education & Literacy	The Area Representatives serve on the nominating committee and the conference committee, act as liaison from their constituent group to the executive board, solicit and judge conference proposals in their respective areas, facilitate the annual round table discussions for their respective areas, and report on needs and concerns of their constituencies at the general meeting.

ARTICLE II - DUTIES AND AUTHORIZATION OF THE EXECUTIVE BOARD

Section 1	Duties	The Executive Board will oversee the practical operations of the association to include organizing general meetings, collecting and disbursing funds, establishing committees, and pursuing any practical or legislative goals determined by the general membership.
Section 2	Proposals for Executive Board Action	All proposals to the Executive Board for its action shall be directed to the President who shall forward them by hand, via email, or via the US mail to the other members of the Executive Board for their consideration.
Section 3	Authorization of the Executive Board	The Executive Board is authorized by the members in good standing to collect dues from the members, to establish standing and ad hoc committees as shall be deemed necessary for the effective functioning of the association, to appoint Non-Voting Members to serve on the Executive Board as shall be deemed necessary, to disburse funds as needed to accomplish the Goals and Purposes of the association, and to make decisions about the practical steps to be taken to achieve said Goals and Purposes.
Section 4	Addition to or Modification of the Powers of the Executive Board	Any addition to or modification of the powers of the Executive Board shall require a two-thirds majority of those members in good standing voting provided the Assembly is advised at least thirty days in advance of any voting, and provided at least 10% of the Assembly casts votes.

ARTICLE III - NOMINATIONS AND ELECTIONS

Section 1	The Office of President	The office of President shall be filled by the association member serving as Vice President during the previous term of office.
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Section 2	The Nominating Committee	Each year upon assuming office, the President shall appoint a Nominating Committee of four members in good standing of WVTESOL The Secretary and the Area Representatives (including one to represent K-12 members, one to represent Higher Education members, one to represent Adult Education and Literacy members and one at large member from any of the three areas of major interest.) shall serve as the Nominating Committee.
Section 3	Duties of the Nominating Committee	The Nominating Committee shall present at least one candidate for each office to be filled: each year, the Nominating Committee shall present nominations of candidates for Vice President, K-12 Representative, Higher Education Representative, and Adult Literacy Representative. In odd numbered years, the Nominating Committee shall also present nominations of candidates for the offices of Secretary and Treasurer, and in even numbered years, they shall present nominations for the Advocacy Representative. It shall be necessary to have permission from a candidate to place the candidate's name in nomination. The Secretary shall seek such permission in writing or via email.
Section 4	Nominations from the Assembly	Nominations may also be made by members of the Assembly. Such nominations shall be made in writing to the Nominating Committee and/or orally at the annual general meeting at the annual spring conference. It shall be necessary to have permission from a candidate so nominated to place the candidate's name in nomination. The Secretary shall seek such permission in writing or via email.
Section 5	Elections	Elections for Executive Board members shall be conducted before March 1 of the year of the onset of their terms of office, with the Assembly being advised of such elections at least thirty days in advance of any voting. at the annual general meeting at the annual spring conference.

ARTICLE IV - SPECIAL PROCEDURES FOR FOUNDERS BOARD

Section 1	Creation and Composition of the Founders Board	The Founders Board was established by a special poll of the membership of West Virginia ESL Professionals in the autumn of 1997. At its institution, the Founders Board consists of: a President, a Vice President/Secretary, an Advisor, a Higher Education Representative, a K-12 Representative, and an Adult Education and Literacy Representative.
Section 2	Initial Terms of Office for Founders Board Officers and Area of Interest Representatives	For the period from 1 November 1997 to 30 April 1999, the offices of President, Vice President, K-12 Representative, Higher Education Representative, and Adult Education and Literacy Representative having already been determined by a poll of the members in October 1997, and the office of Secretary having been determined at a meeting of the Board held on 23 February 1998, the Founders Board shall nominate at least two members of the association for the unfilled office of Treasurer. Nominations also shall be accepted from the assembly and a vote shall be taken of the general membership to fill the office of Treasurer, as per Article IV, Section 4 of these Bylaws.
Section 3	Duties of the Founders Board	For the period from 1 November 1997 to 30 April 1999, the Founders Board shall execute all the duties of the Executive Board.
Section 4	The Unfilled Office on the Founders Board	The Founders Board shall nominate at least two members of the association for the unfilled office of Treasurer. The board may also accept nominations for this office from the Assembly. It shall be necessary to have permission from a candidate to place the candidate's name in nomination. The Secretary shall seek such permission in writing or via email. Elections shall be held before 1 June 1998 for this office.

Section 5	Term of Office of the Founders Board Treasurer	The term of office of the Founders Board Treasurer shall run from the time of her or his election in 1998 to 30 April 1999.
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ARTICLE V - COMMITTEES

Section 1	Establishment of Committees and Appointment of Committee Chairs	The President may establish standing and ad hoc committees as shall be deemed necessary for the effective functioning of the association and shall appoint chairs for each committee. The establishment of a committee and the appointment by the President of a chair for a committee shall be approved by a majority vote of a quorum of the Executive Board.
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Section 2	Terms of Office of Committees	Committees shall serve for the term of the President unless otherwise specified in the charge to the committee by the Executive Board. In making appointments, consideration will be given to the desirability of an experienced and gradually changing committee membership.
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ARTICLE VI - INDEMNIFICATION

To the extent not in conflict with the law, WVTESOL will indemnify any person who is or was an Officer or other member of the Executive Board from and against any action, suit or proceeding, claim, damage, liability or obligation, to include the reasonable costs and expenses thereof, including ~~attorneys~~ **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 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 WVTESOL or arose from the actor's reasonable belief that such act or failure to act was within the scope of the actor's reasonable responsibilities to WVTESOL; and
- (6) the actor reasonably believed
 - (i) in the case of conduct in the actor's official capacity with WVTESOL, the actor's conduct was in the best interest of WVTESOL; and
 - (ii) in all other cases, that the actor's conduct was at least not opposed to the best interest of WVTESOL.