

**KENTUCKY TEACHERS OF ENGLISH TO SPEAKERS
OF OTHER LANGUAGES, INC.**

BYLAWS

Revised April 2009

ARTICLE I - MEMBERSHIP

Section 1. Eligibility for Membership. Any person or institution interested in the teaching of English to speakers of other languages or dialects is eligible for Membership in the appropriate Membership classification set out herein below. Acceptance of applications for Membership is conditioned upon agreement by the applicant to pay such dues as may be determined by the Members to be applicable to each Membership classification and upon agreement by the applicant to be bound by the Articles of Incorporation and Bylaws of the Corporation as presently in effect and as same may be duly amended at any future date.

Section 2. Classification of Members. Membership in the Corporation shall consist of three (3) classes as follows: (a) regular, (b) student, and (c) institutional. Upon receipt of an application for Membership, the Vice President for Membership shall determine the appropriate Membership classification for the applicant. In the event an applicant objects to the classification decision of the Vice President for Membership, then the Board of Directors shall consider the application with the decision of the Board of Directors as to classification of Membership to be final. An Institutional Member shall be entitled to designate three individuals as representatives of the institution; and the persons so designated shall receive all of the Membership benefits available to individual Members.

Section 3. Dues. The amount of dues to be paid by those holding Membership in each of the Membership classifications shall be determined by the Membership. At the Annual Meeting of the Membership, the dues structure for the following year shall be established by a vote of the Members. Dues received from a new Membership accepted after April 15 of any year shall be deemed a credit upon the Membership dues for the following Membership year. No dues shall be charged to the new Member for the period of April 15 to the end of that current Membership year.

Section 4. Termination or Suspension of Membership. Membership in the Corporation, and all rights incident thereto, shall be terminated by any one of the following:

- (a) Written resignation of the Member submitted to the Secretary.
- (b) The death of a Member.
- (c) The expulsion, following a hearing before the Board of Directors, of a Member for willful violation of or failure to comply with the Articles of Incorporation, Bylaws or the duly promulgated rules and regulations of the Corporation respecting Membership rights and duties; provided, however, that not less than thirty (30) days' written notice of such hearing shall be given to the Member. A Member shall be expelled only by a majority vote of the Board of Directors.
- (d) A Member may be suspended for cause, including conduct prejudicial to the best interests of the Corporation, for a period not to exceed ninety (90) days by the Board of Directors, provided that such Member shall be entitled to a hearing before the Board of Directors not less than forty-five (45) days after the suspension, and provided further that on the expiration of the period of suspension or following the hearing, whichever shall sooner occur, the Member shall either be restored to Membership or his Membership shall be terminated by majority vote of the Board of Directors.
- (e) A Member may also be suspended for non-payment of dues following thirty (30) days notice of delinquency. If a delinquent Member fails to pay all arrearages, including such

delinquency fee as may be in force at the time of his suspension, within thirty (30) days after mailing of the notice of delinquency, he or she shall be dropped from Membership. Such Member may be reinstated only on payment of all unpaid dues and other delinquencies and approval by the Board of Directors. During a period of suspension, a Member shall not be entitled to participate in any Membership meeting or serve on any committee of which he or she may be a Member.

Section 5. Membership Year. The Membership year for the Corporation shall be the period from September 1 of each year to August 31 of the following year.

Section 6. Annual Meeting. The Annual Meeting of the Members for the election of directors and the transaction of such other business as may properly come before it shall be held at such place within or without the Commonwealth of Kentucky, as shall be set forth in the Notice of Meeting. The meeting shall be held concurrently with the Fall conference of the Corporation with the date and time to be as determined from year to year by the Board of Directors.

Section 7. Notice. The President, or the President's designate, shall give notice of all Annual and Special Meetings of the Members no fewer than ten (10) nor more than sixty (60) days before the date of such Meeting to each Member entitled to vote at such Meeting. The notice of the annual Meeting shall state the place, date and hour of the Meeting. Notices of Special Meetings of the Members, in addition to the date, place and hour of the meeting, shall include a description of the purpose or purposes for which the Meeting is called. Such notice shall be in writing addressed to each Member entitled to vote at such meeting and transmitted by electronic mail or regular United States mail to the address of the Member as it appears on the records of the Corporation, which shall be irrefutably presumed to be correct unless such Member shall have filed with the Secretary of the Corporation a written Notice of Change of Address. Any and all Notices for Annual or Special meetings may be waived by the Members by submitting a signed Waiver either before or after the Meeting, or by attendance at the Meeting unless, the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting.

Section 8. Special Meetings. Special Meetings of the Members may be called at any time by the President, a majority of the Directors or by Members having at least 1/20th of all votes entitled to be cast on the issue to be considered at the proposed Special Meeting, provided that such Members sign, date, and deliver to the Corporate Secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held. Within ten (10) days thereafter, the Board of Directors shall fix a date, time and place for such meeting, either within or without the Commonwealth of Kentucky, and shall give notice of such meeting in accordance with these Bylaws. Only business within the purpose or purposes described in the meeting notice required by these Bylaws may be conducted at a Special Meeting of the Members.

Section 9. Quorum. The presence, in person or by proxy, of ten (10) or more Members entitled to cast votes on the matter to be voted upon shall constitute a quorum for the transaction of business at all Meetings of the Members.

Section 10. Voting. A Member entitled to vote at a Meeting may vote at such Meeting in person or by proxy. Each Member shall be entitled to one (1) vote on each matter voted on at a Membership meeting.

Section 11. Proxies. A Member may appoint a proxy to vote or otherwise act for him or her by signing an appointment form either personally or by electronic mail. Appointment of a proxy shall be effective upon receipt by any of the Members of the Board of Directors. An appointment shall be valid for the duration specified by the appointing Member, for a period not to exceed eleven (11) months. An appointment of a proxy shall be revocable by the Member. The death or incapacity of the Member appointing a proxy shall not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary of the Corporation before the proxy exercises his authority under the appointment.

ARTICLE II – DIRECTORS

Section 1. Number and Qualifications. The Board of Directors shall consist of the sixteen (16) appointed and elected officers. A candidate for the Board of Directors must be a member of the Corporation, in good standing.

Section 2. Term of Office. The term of each Director shall be as indicated in Article III.

Section 3. Duties and Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of, the Corporation managed under the direction of the Board of Directors. The Directors shall in all cases transact the business of the Corporation by a majority present at the Meeting.

Section 4. Meetings. The Board of Directors shall meet as necessary for the appointment of officers and for the transaction of the business of the Corporation. Regular Meetings of the Board of Directors shall be held at such times as the Board of Directors may determine. Special Meetings of the Board of Directors may be called by the President or upon written request of fifty percent (50%) of the total number of Directors. The Secretary, or the Secretary's designate, shall give notice of such meeting no more than ten (10) days after receipt of such request.

Section 5. Notice of Meetings. Notice of both Regular and Special Meetings shall be served upon each Director in person or by mail (postal or electronic) at least five (5) days prior to the date of such Meeting. The notices shall contain the date, time and place of the Meeting, but it is not necessary to set out the purpose or purposes of either Regular or Special Meetings.

Section 6. Place of Meeting. The Board of Directors shall hold its Regular and Special Meetings at such place as may be designated in a notice of such meeting.

Section 7. Waiver of Notice of Meetings. A Director may waive any Notice of such Meeting as required by these Bylaws before or after the date and time of the Meeting stated in the Notice. The Waiver shall be in writing signed by the Director entitled to the Notice, and filed with the Minutes of such Meetings. A Director's attendance at or participation in a Meeting shall waive any required Notice to him of the Meeting, unless the Director at the beginning of the Meeting (or promptly upon his arrival) objects to holding the Meeting or transacting business at the Meeting and does not thereafter vote for or assent to action taken at the Meeting.

Section 8. Action Without Meeting. Action to be taken at a Board of Directors Meeting may be taken without a Meeting if the action is taken by a majority of the Members of the Board. Voting shall take place by electronic mail and the outcome of the vote shall be included in the Minutes of the next meeting. A consent under this Section shall have the effect of a Meeting vote and may be described as such in any document.

Section 9. Quorum. At any Meeting of the Board of Directors, the presence of two-thirds (2/3) of the elected and appointed Members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.

Section 10. Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present shall be the act of the Board of Directors.

Section 11. Vacancies. Any vacancy occurring on the Board of Directors, for whatever reason, shall be filled promptly by the designation of a temporary replacement by the President to serve until the next meeting of the Board of Directors. At the next meeting of the Board of Directors, the vacancy for the unexpired term shall be filled by a majority vote of all of the remaining Directors. If

the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office.

Section 12. Removal of Directors. Any Director may be removed either with or without cause, at any time, by a vote of the Members representing 51% of the Membership.

Section 13. Resignation. A Director may resign at any time, by delivering a written Notice to the Board of Directors. A resignation shall be effective when the Notice is delivered unless the Notice specifies a later effective date.

Section 14. Nomination of Directors and Officers. A Nominating Committee shall present a slate of candidates for all vacant or expiring directorships that are to be filled at each Annual Meeting. This list of candidates, together with a short resume for each candidate, is to be furnished by the Committee to the Secretary prior to the Annual Meeting.

ARTICLE III - OFFICERS

Section 1. Officers and Qualifications. The officers of the Corporation shall be a President, a First Vice President, a Vice President for Membership, a Secretary and a Treasurer, and other officers as indicated herein below. All candidates for officers must be Members in good standing of this corporation. Also, in order to be a qualified candidate, the person must have been either: (1) nominated by the Nominating Committee of the Board of Directors; or (b) nominated by a Petition signed by at least three (3) other Members in good standing, which Petition must have been delivered to the Nominating Committee of the Board of Directors prior to the opening of the Annual Meeting at which the election is to be held.

Section 2. Election. All officers of the Corporation shall be elected by the Members of the Corporation at the Annual Meeting of the Membership.

Section 3. Terms of Office. The President and First Vice President shall serve for terms of one year. The Vice President for Membership, Secretary and Treasurer shall serve for terms of three years. The First Vice President shall automatically succeed to the position of President at the expiration of his or her term as First Vice President.

Section 4. Duties of Officers. Each officer shall have the authority and shall perform the duties as follows:

PRESIDENT

The President shall be the chief executive officer of the Corporation. In general, the President shall supervise and control all of the business and affairs of the Corporation, including but not limited to, the authority to employ and discharge all employees, if any, and shall fix and prescribe their duties, all as may be required or deemed advisable for the conduct of the business of the Corporation. The President shall, when present, preside at all Meetings of the Membership and of the Board of Directors. The President may sign certificates evidencing Membership in the Corporation and, with the Secretary or any other proper officer of the Corporation, authorized by the Board of Directors, sign deeds, mortgages, bonds, contracts, checks, drafts, obligations of the Corporation, United States Government or other bonds, all other securities of every kind for the Corporation or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of Directors to other officers or agents of the Corporation. The President shall perform all duties incident to a chief executive officer and such other duties and responsibilities as from time to time prescribed by the Board of Directors. The President shall appoint such special and standing committees as the Board of Directors deems necessary to the efficient operation of the

corporation. When a term expires or a vacancy occurs in an appointed office, the President shall recommend to the board of Directors a suitable candidate for that office; this candidate shall assume those duties after confirmation by the Board of Directors. The Immediate Past President shall serve the Board as Parliamentarian.

FIRST VICE PRESIDENT

The First Vice president shall be responsible for the planning of the programs of the regularly scheduled Kentucky Teachers of English to Speakers of Other Languages conferences. The following year, the First Vice President shall succeed to the presidency. In the absence of the President, the presidential duties shall be assumed by the First Vice President.

VICE PRESIDENT FOR MEMBERSHIP

The Vice President for Membership shall direct the Membership Committee, shall supervise activities appropriate for the recruitment of Members, and shall be responsible for staffing the Registration desk at conferences and preparing the official Membership roster.

SECRETARY

The Secretary shall keep the Minutes of the Meetings of the Board of Directors and of the Members, shall attend to the giving of Notice of Meetings of the Board of Directors and of Members as required by these Bylaws and to be responsible for the authenticating of records of the Corporation. In addition to the foregoing, the Secretary shall perform such other duties and responsibilities as from time to time prescribed by the Board of Directors. The Secretary shall maintain files of correspondence and all official documents, and shall assist the First Vice President in conference-related mailings.

TREASURER

The Treasurer of the Corporation shall be itself chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

- (a) To keep and maintain, open to inspection by the President and any director at all reasonable times, adequate and correct accounts of the properties and business transactions of the Corporation.
- (b) To have the care and custody of the funds and valuables of the Corporation and deposit the same in the name and to the credit of the Corporation with such depositories as the board of Directors may designate.
- (c) To maintain accurate lists and descriptions of all capital assets of the Corporation, including land, buildings, and plants.
- (d) To see to the proper drafting of all checks, drafts, notes and orders for the payment of money as required in the business of the Corporation, and to sign such instruments.
- (e) To disburse the funds of the Corporation for proper expenses and dividends, and as may be ordered by the Board of Directors, to take proper vouchers for such disbursements.
- (f) To render to the President and Secretary or to the Board of Directors, whenever they may require it, an account of all his transactions as Treasurer, and a financial statement in form satisfactory to them, showing the financial condition of the Corporation.
- (g) The Treasurer shall present to the Membership an annual written financial statement, shall serve as conference registrar, and shall provide for an outside audit at the request of the Board of Directors.

In addition to the foregoing, the Treasurer shall have such other powers, duties and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the President or the Board of Directors from time to time.

MEMBERS-AT-LARGE

Six members-at-large shall be elected to represent the overall membership of the organization. They shall serve terms of two years on the Board of Directors.

APPOINTED OFFICERS

The Board of Directors shall appoint persons to fill the following offices for the term and with the duties as outlined herein below. The persons to be appointed shall be members in good standing of this Corporation. The offices to be filled by appointment are as follows:

- (a) Newsletter Editor. The Newsletter Editor shall serve a two-year term of office and shall be responsible for publication of the Newsletter at intervals determined by the Board of Directors. The Newsletter Editor shall also appoint and direct the Publications Committee.
- (b) Liaison Officer. The Liaison Officer shall serve a term of three years, shall be responsible for all communications between Kentucky Teachers of English to Speakers of Other Languages (KY TESOL) and Teachers of English to Speakers of Other Languages (TESOL) and shall submit annual reports and copies of relevant documents to TESOL.
- (c) Publishers' Liaison. The Publishers' Liaison shall serve for a term of one year, renewable. This person or the person's designate shall solicit publishers' participation at conferences.
- (d) Book Review Editor. The Book Review Editor shall solicit book reviews and submit them to the Newsletter Editor.

ARTICLE IV - EVIDENCE OF MEMBERSHIP

Section 1. Certificates. Membership in the Corporation may be represented by certificates as approved by the Board of Directors.

ARTICLE V - SEAL OF THE CORPORATION

Section 1. Corporate Seal. The Board of Directors has the power, if it so elects, to establish a seal for the Corporation. The presence or absence of a seal on or from a writing shall neither add to nor detract from the legality thereof nor affect its validity in any manner or respect.

ARTICLE VI - MISCELLANEOUS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No loans shall be made in the name of the Corporation and no evidence of such indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors.

ARTICLE VII – AMENDMENTS

Section 1. Amendments. These Bylaws may be altered, amended, repealed or restated by a majority of the Board of Directors of the Corporation, consistent with and pursuant to the provisions of KRS 273.263.

ARTICLE VIII - ORGANIZATIONAL RULES

Section 1. Standard Authority. The rules in the latest edition of Robert's Rules of Order Revised shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with the Articles and Bylaws of the corporation or applicable provisions of the Kentucky Revised Statutes.