

# WITESOL Constitution

## (Updated 4-12)

### Section 1.

**Article I. The name of this organization shall be the Wisconsin TESOL Association,** hereinafter referred to as WITESOL, a not-for-profit professional organization for those concerned with the teaching of English-as-a-Second or Foreign Language or dialect and for those involved in and concerned with Bilingual Education. It is an affiliate of TESOL International Association, an international professional organization.

**Article II. The purposes of WITESOL are:**

- A.** To improve the quality or existing English-as-a-Second Language, English-as-a-Second Dialect, Bilingual and Bicultural programs, and to assist in the formulation and establishment of new programs at all levels of education in the state Wisconsin, Hereinafter, English-as-a-Second Language will be referred to as ESL, English-as-a-Second Dialect as ESD, and Teachers of English to Speakers of other Languages as TESOL.
- B.** To provide the members with opportunities to discuss innovations and issues found in the areas related to the teaching of ESL, ESD, and Bilingual and Bicultural Education.
- C.** To further the professional development of those concerned with ESL, ESD, and Bilingual and Bicultural Education within the areas served by this organization.
- D.** To promote fellowship among its members.

**Section 2. This association is organized exclusively for educational purposes,** including the making of distributions to an organization that qualifies as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 3.** Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 4.** All monies of the organization shall only be disbursed in the support of the purposes of this organization and shall not be disbursed to any member of the organization for his or her own private gain. Monies may be disbursed only with the approval of the Executive Board and/or the majority of members in good standing at a business meeting.

### **Article III.**

**Membership** in WITESOL is open to individuals concerned with the activities described in Articles I and II and who pay annual dues as established by the Board. Non-voting membership is open to institutions, agencies, and commercial organizations. The members are accorded but are not limited to the following rights and privileges of membership: vote for the Board of Directors, receive the newsletter, receive special conference rates at all WITESOL conferences and other states which offer reciprocity regarding reduced rates for members, are eligible to hold office on the Board of Directors, receive a WITESOL membership directory, receive the Minnesota/Wisconsin TESOL journal.

In order to assist the representation of the views of individuals working in different educational settings, the association may establish Interest Sections. The Interest Sections may include but are not limited to: Elementary-Secondary; Bilingual/Bicultural Education; Adult Education; Higher Education; Theoretical and Applied Linguistics; and Refugee Concerns. As additional interests arise, new sections may be formed. These sections shall encourage their membership to participate in activities of the association through presentations at the annual meeting/conference and articles in the newsletter.

### **Article IV**

**Section 1.** In keeping its affiliate agreement with TESOL International Association, Inc., the WITESOL shall hold an annual business meeting which will be open to the general membership. This meeting will be held at the annual conference or at such a time and place as the Board of Directors shall determine, taking into consideration the suggestions of the general membership.

**Section 2.** Other meetings shall be called as deemed necessary but the Executive Committee with the minimum of a ten working day notice.

**Section 3.** Standard Authority. The rules contained in Robert's Rules of Order Revised shall govern the Association in all cases to which they are applicable, and in which they are consistent with the Constitution and By-laws of the Association.

**Section 4.** Agenda of Meetings. The announcement of any meeting shall include the agenda of the meeting, which shall be distributed in advance of the meeting.

### **Article V**

**Section 1.** The officers shall be the President, President-Elect, Past-President, Secretary, and Treasurer, who shall serve on the Executive Committee Board of Directors along with 4 members-at-large.

**Section 2.** The president shall:

- preside at all general meetings of the association and of the Executive Committee;
- establish standing or ad-hoc committees as necessary, subject to the approval of the Executive Committee;
- provide leadership for the association at annual TESOL meeting and at the regional TESOL meetings. If he/she is unable to attend these meetings, the Executive Committee shall appoint an alternate representative;
- conduct the business of WITESOL, acts as a liaison and representative for WITESOL;
- notify the Board of Directors of Board meetings;
- assimilate and disseminate information that comes to and from the affiliate;
- prepare the yearly report for TESOL;
- oversee the officers and appointees to ensure that all responsibilities are being carried out effectively and punctually;
- delegate jobs in a manner that reflects the best interests of WITESOL;
- prepare the agenda and conducts meetings of the Board of Directors;
- keep record of all correspondence of WITESOL;
- keep a record of all the minutes;
- write, at the beginning of her or his term of office, an outline of her/his goals and objectives to be published in the newsletter;
- help the President-Elect and conference chairperson as necessary;
- serve as a delegate to the TESOL conference with financial support from WITESOL or appoints another representative to represent WITESOL as needed;
- write a president's column for the Newsletter.

**Section 3.** The President-Elect shall:

- assist the conference chair in planning and coordinating the program for the annual meeting/conference;
- serve as President in the absence of the President
- assist the President as requested
- become the President after his/her one-year term as President-Elect and shall continue for an additional year as Past-President;
- serve as President in case of the latter's absence
- attend the affiliate leadership workshop and the affiliate council meeting at the TESOL conference

**Section 4.** The Past-President shall:

- be a member of and serve as an advisor to the Board of Directors
- run meetings when the President and President-Elect cannot be present
- serve as a liaison or delegate to other organizations, or shall delegate this responsibility if he/she chooses
- conduct the annual election of new officers including the solicitation of nominations and preparing and distributing the ballot

**Section 5.** The Secretary shall:

- keep a record of all annual meetings and disseminate such information to all member in the newsletter following such meetings
- take minutes at the meetings of the Board of Directors and other business meetings of WITESOL
- maintain a complete file of approved minutes from each of the meetings of the Board of Directors until archived on the WITESOL website
- attend to correspondence as delegated by the President and gives copies of correspondence to the President
- maintains a copy of the Constitution for all members of WITESOL to have access to

**Section 6.** The treasurer shall:

- be responsible for all the financial business of the organization, which may include collecting dues and paying all bills as approved by the Board of Directors plus the payment of affiliate dues to TESOL International Association, Inc.
- make an annual budget presentation to the WITESOL Board of Directors
- submit an update of WITESOL finances for each meeting of the Board of Directors
- establish conference or special accounts as needed and maintains all bank accounts and investments

**Section 7.** Members-at-Large shall:

- provide nominations;
- oversee Special Interest Groups and any standing committees;
- act as liaisons in both their geographic areas and their areas of expertise;
- act as area representatives to members and prospective members of WITESOL;
- serve on any sub-committees as needed, specifically participating in the formation and functioning of the Travel Awards Committee, the Writing Contest Committee and other committees as created;
- provide a transition between in-coming and out-going officers of the Board of Directors;
- assist the Newsletter editor by submitting or securing the submission of articles from others for the newsletter;
- recruit colleagues to accept nominations for positions on the Board of Directors;

**Section 8.** A new member of the Board of Directors may not serve on the Executive Committee as President-Elect for one year after becoming a member of the Board of Directors.

**Section 9.** If a vacancy occurs in any office, it shall be filled by a majority vote of the Executive Committee and the Board of Directors. The successor shall hold office for the remainder of the un-expired term. If a candidate cannot be found for an office before an election, the Board of Directors shall, at their discretion, appoint someone to fill the office. Ex-officio/members of the Board of Directors

**Membership Secretary:** The membership secretary is designated as a member-at-large of the Board of Directors. She/he shall:

- oversee the maintenance of an up-to-date list of membership of the association;
- send a timely reminder to members to renew their membership;
- publish a bi-annual directory of the membership;
- provide mailing labels as requested;
- collect membership dues

**Newsletter editor:** The newsletter editor:

- collects and edits articles for publication in the WITESOL Newsletter;
- publishes the Newsletter in a timely fashion based on published deadlines and needs of the organization;
- works closely with the President and the Board of Directors to secure articles for publication that reflects the interests of the organization

**Conference Chair:** The conference chair, if needed shall:

- work with the Board of Directors in planning and coordinating the program for the WITESOL conference;
- attend meetings of the Board of Directors during conference planning or submit updated reports of planning before each meeting of the board;
- employ WITESOL Board members as Conference committee members to act as liaisons whenever practical

**Article VI Executive Committee:**

Section 1. The President, President-Elect, Treasurer, Secretary, immediate Past-President and four (4) elected members-at-large shall constitute the Board of Directors. The members of the Executive Board must be members in good standing of WITESOL.

Section 2. A majority of the Board of Directors shall constitute a quorum with the power to act for the association on all matters requiring attention between annual meetings.

Section 3. All members of the Board of Directors shall have a full, equal voice and vote at all meetings and the President shall make every reasonable attempt to contact all members of a telephone or mail vote is required. It is the responsibility of the Board of Directors to attend all meetings of the committee. If, for any reason, a member of the Board of Directors cannot attend a meeting, s/he must notify the President. After two absences for any reason, a member of the Board of Directors will be considered to have vacated his/her office.

## **Article VII Elections:**

**Section 1.** Candidates for elected officers of the Executive Board of the association shall be members of WITESOL in good standing at the time of their nomination.

**Section 2.** The nominating committee shall consist of five persons, appointed by the Board of Directors. The President shall select a Member-at-Large to serve as the Chair of the Committee. It shall be the function of the committee to solicit nominations from the membership and to prepare a slate for the following annual election. The slate shall consist of one or more nominations for each office. The nominating committee shall report the names of the nominees to the Board of Directors at least 30 days before the next annual election.

**Section 3.** A slate of officers and Members-at-Large of the Board of Directors shall be elected by Executive Board nomination with an electronic ballot as necessary. Each year the association shall elect a President-Elect and two Members-at-Large of the Board of Directors. In addition, in alternating years, beginning in 1983, the association shall elect a Secretary and a Treasurer. The term of office for President-Elect shall be one year followed by a one-year term as President and one additional year as Past President (there shall be automatic succession to these two offices). The terms of office for Secretary, Treasurer, and all Members-at-Large of the Board of Directors shall be two years. All terms shall begin on January 1 following election.

**Section 4.** The nominating Committee shall ascertain that all nominees are willing and eligible to serve, as well as that they are members in good standing of WITESOL.

**Section 5.** Election shall be by secret mail ballot. When there are three or more candidates for an office, a plurality of votes is sufficient for election.

## **Article VIII Amendments:**

Proposed amendments to this Constitution must first be approved by a majority of the members of the Board of Directors or submitted to the President in a petition signed by at least 15 members in good standing. Any Such proposed amendment shall be distributed to all the members in the newsletter before the amendment is voted on. To become effective the proposed amendment must be ratified by at least two-thirds of the members in good standing who respond to a poll by mail.

### **Section 1. Membership and Dues**

A. Membership shall be for one fiscal year (October 1 – September 30<sup>th</sup>) beginning upon receipt of dues.

B. The dues shall be established annually by a majority vote of the Board of Directors.

**Section 2.** Standard Authority. The rules contained in Robert's Rules of Order Revised shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Constitution and By-laws of the Association.

**Section 3.** Agenda of Meetings: The announcement of any meeting shall include the agenda of the meeting.

**Section 4.** Interest Sections. In order to assist the representation of the views of individuals working in different educational settings, the association shall establish Interest Sections. The Interest Sections shall be: Elementary-Secondary; Bilingual/Bicultural Education; Adult Education; Higher Education; Theoretical and Applied Linguistics; Technology; and Refugee Concerns.

A. As additional interests or needs arise, new sections may be formed.

B. These sections shall encourage their membership to participate in activities of the association through presentations at the annual meeting and articles in the newsletter.

**Section 5.** Board Action on Position Statements

- I. Purpose
  - A. The position statement provides a forum for WITESOL to outline its position on key issues or concerns that align with the mission of the organization.
  - B. This Amendment on resolutions outlines the procedures by which all resolutions originate and are processed within the WITESOL organization.
- II. Position statements represent and communicate a particular stand on an issue or concern, consistent with WITESOL's Mission.
  - A. A position statement may originate in one of three ways:
    1. From the general membership
    2. From an interest section comprised of WITESOL members
    3. From the WITESOL Board
  - B. All proposed position statements shall be written in the following standard format:
    1. Identification of the issue or concern
    2. A stated position on the issue or concern
    3. Evidence that supports the stated position
    4. If applicable, possible solutions regarding the issue or concern
  - C. The WITESOL Board of Directors may propose changes to a position statement. The party that originated the position must approve the substantive changes.
  - D. A position statement is approved by a quorum vote of the Board of Directors and must pass by simple majority.
  - E. Passed position statements must be communicated to the membership via the WITESOL website or the WITESOL newsletter. They may also be distributed to other parties that may be involved in the issue or concern.

## Section 6. Board Action on Resolutions

- I. Purpose
  - A. The resolution process provides a means by which WITESOL members can make their concerns known regarding critical issues within the profession.
  - B. This Amendment on resolutions outlines the procedures by which all resolutions originate and are processed within the WITESOL organization.
- II. Resolutions are policy recommendations to the Board of Directors, including a call for action by the organization, consistent with WITESOL's Mission.
  - A. A resolution may originate in one of three ways:
    1. From the general membership
    2. From an interest section comprised of WITESOL members
  - B. All proposed resolutions shall be written in standard resolution format, as recommended in Robert's Rules of Order, Newly Revised.
    1. If there is a preamble, each clause of explanation or justification shall begin with "WHEREAS..."
    2. The final whereas clause shall end, "...; therefore, be it"
    3. Each clause of the resolution itself shall begin: "RESOLVED, that the membership of WITESOL recommend that the Board of Directors..."
  - C. The WITESOL Board of Directors may propose changes to a resolution. The party that originated the resolution must approve the substantive changes.
  - D. A Resolution is approved by a quorum vote of the Board of Directors and must pass by simple majority.
  - E. Passed Resolutions must be communicated to the membership via the WITESOL website or the WITESOL newsletter.