

MITESOL By Laws

Revisions adopted 10-18-75, 10-22-77, 3-15-81, 10-01-94, and 10/7/00

ARTICLE I Name

Section 1 - Name

The name of the association is the Michigan Teachers of English to Speakers of Other Languages, referred to in these Bylaws as "MITESOL".

Section 2 - Nature of Association

MITESOL is an affiliate of the Teachers of English to Speakers of Other Languages (TESOL), Inc. MITESOL is qualified as exempt from taxation as a corporation organized for charitable, educational, and scientific purposes pursuant to 26 U.S.C. Section 501 (c)(3).

Section 3 - Address

MITESOL maintains a postal and web address for business purposes, as designed by the Executive Committee.

ARTICLE II Purpose

MITESOL is organized for educational and charitable purposes relating to the teaching and learning of English as an additional language. MITESOL's mission is set forth in a Statement of Mission as part of its Standing Rules.

ARTICLE III Membership

Section 1 - Eligibility

Members in MITESOL are persons interested or involved in English as an additional language or bilingual education.

Section 2 - Membership

Individual membership is available to persons interested or involved in English as an additional language or bilingual education.

Section 3 - Good Standing

A member is in good standing when that member has paid all applicable dues, fees, and assessments. Members in good standing are entitled to vote and to serve on the Executive Committee and Advisory Board of MITESOL.

Section 4 - Termination of Membership

Membership may be terminated for non-payment of dues. Membership may also be terminated if the Executive Committee believes the member has acted in a manner prejudicial to the interests of MITESOL. Procedures for termination of membership are specified in the Standing Rules.

Section 5 - Protecting the Good Name of the Association

The name of MITESOL will not be used by any member for purposes of certifying their professional preparation or competence in the field of teaching English to speakers of other languages. Neither shall it be used for the endorsement or sale of products and/or services without written approval from the Executive Committee. Violation shall be reported to the Secretary for referral to the Executive Committee for the Committee's study and action.

ARTICLE IV Dues, Fees, Assessments

Section 1-Establishment of Dues

Annual membership dues policies will be established periodically by the Executive Committee and published in the Standing Rules.

Section 2- Fees and Special Assessments

The Executive Committee may authorize (1) fees for MITESOL-sponsored activities, and (2) a special assessment of members. Any such assessment will be authorized pursuant to the procedure set forth in the Standing Rules (Article IV, Section 2).

ARTICLE V Other Organizations

MITESOL may establish professional relations with other organizations. Procedures for establishing such relationships are set forth in the Standing Rules.

ARTICLE VI General Meetings

Section 1 - Composition

The Assembly consists of all voting members of MITESOL.

Section 2 - Function

The Assembly is the legislative body of MITESOL and has full power and authority over the affairs of MITESOL within the limits set by these bylaws. It has authority to review decisions made by the Executive Committee and to accept or reject them.

Section 3 - Meetings

The assembly will meet annually on a date set by the Executive Committee.

Section 4 - Amendments to Bylaws

The Assembly has the power to amend these Bylaws, as provided in Article IX.

Section 5 - Voting

A majority of the votes cast, provided a quorum has been declared, will constitute the voice or e-mail expression of the membership and will be binding upon MITESOL. At all meetings, with the exception of the annual election, all votes will be by voice or e-mail unless clarification is requested. In this event, a confidential ballot will be required. Voting on all matters, including the election of Executive Committee members and/or Officers, may be conducted by mail or e-mail ballot.

Section 6 - Quorum

A quorum consists of ten percent (10%) of the membership.

Section 7- Rules of Order

The meeting will be conducted according to established parliamentary rules of order in current practice.

ARTICLE VII Officers and Executive Committee

Section 1 - Officers

The Officers of MITESOL are a President, a president-elect, a Secretary, a Treasurer, and a TESOL Liaison Officer. All Officers must be members in good standing of both MITESOL and TESOL.

Section 2 - Term of Office for Officers

The term of office for the President and President-Elect is one year. The term of office for the Secretary and the Treasurer is two years. The term of the TESOL liaison is one year.

Section 3 - Time of Assuming Office

Upon election, each officer will assume the duties of the office and will continue to serve for the duration of the term. If an officer is unable to complete his/her term, the President will appoint a MITESOL member to complete the unexpired term.

Section 4 - The Executive Committee Function

The Executive Committee will exercise general supervision and control over the property and affairs of MITESOL and will supervise the execution of approved actions and policies. Between meetings of the Assemble, the Committee has authority over the property and affairs of MITESOL and will take appropriate necessary actions to facilitate the purposes of MITESOL, within the powers delegated by its Bylaws.

Section 5 - Composition

The Executive Committee consists of five (5) officers mentioned in Article VII, Section 1, and all other members elected by the membership or appointed by the President as described in the Standing Rules.

Section 6 - Term of Office for All Other Executive Committee Members

The five (5) officers will serve for their term of office as described in Article VII, Section 2. The Past President will serve for one year.

Section 7 - Meetings

The Executive Committee will meet as necessary and at such times and places as the Executive Committee may determine, however, at least two (2)

meetings per year will be held. The President will arrange a meeting of the Executive Committee on request of the majority of the members by petition.

Section 8 - Business between Meetings

The President is authorized to consult the Executive Committee by mail, e-mail, fax, or telephone concerning important decisions which must be made between meetings. All such decisions and/or actions will be recorded by the Secretary and presented to the Executive Committee for approval at its next official meeting.

Section 9 - Quorum

Fifty percent (50%) of the Executive Committee will constitute a quorum.

ARTICLE VIII Nominations and Elections

Section 1- Nominations

The Nominating Committee will be appointed by the President and will be chaired by the Past-President. It is the responsibility of this committee to prepare a slate of the nominees for each vacant office. This slate will be approved by the President before being submitted to the Assembly.

Section 2- Mode of Election

The officers and the elected members of the Executive Committee will be recommended by a nominating committee appointed by the President. The assembly will vote on this slate at the annual business meeting. Additional nominations may be made from the floor. However, the election of officers and members of the Executive Committee may be conducted by mail ballot upon approval by the Executive Committee.

ARTICLE IX Amendments

Section 1 - Origin

Amendments of the Bylaws will be proposed by 1. Seven (7) members of the Executive Committee or 2. Petition of 10 or more members in good standing, to bring a proposal directly to the Assembly.

Section 2 - Voting on Amendments to the Bylaws

Amendments may be adopted by the affirmative vote of a simple majority of the voting members, provided a quorum has been declared, at a regular meeting of the Assembly and that the proposed amendment has been circulated to each voting member at least fifteen (15) days in advance of the meeting of the Assembly.

Section 3 - Incorporation

Amendments will be incorporated into these Bylaws and become effective after the close of the annual business meeting.

ARTICLE X Standing Rules

The Executive Committee will establish additional general procedures for the operation and management of MITESOL, which is referred to as the Standing Rules. They will be amended thereafter in accordance with the procedures set forth in the Standing Rules.

ARTICLE XI Duties of Officers

Section 1- Duties of President

The President will act as the executive officer of MITESOL. He/She will call meetings and preside at all meetings of MITESOL, act as chairperson of the Executive Committee, serve as co-chairperson of the Conference Program Committee, countersign all contracts and other instruments of MITESOL, exercise

general leadership and supervision over the affairs of MITESOL in implementing its purposes and execute such additional duties as are defined by the Executive Committee or the Assembly. In the absence of the Treasurer, he/she has the power to sign checks.. The President will notify officers, committees, and delegates of their appointment and will also appoint members of MITESOL to the Executive Committee as specified in the Standing Rules. The President will continue on the Executive Committee for one (1) year after expiration of his/her term as the TESOL liaison.

Section 2 - Duties of President-Elect

The President-Elect will serve as a member of the Executive Committee and as chairperson of the Conference Program Committee, and will fulfill such other duties as are assigned to him/her by the Executive Committee, President, and/or the Assembly. He/She will assume and perform the duties of the president in the event of the absence, incapacity, or resignation of the President. Should the office of the President become vacant, the President-Elect will become President immediately and will serve the unexpired portion of the President's term in addition to the year for which he/she was elected. The President-Elect will automatically succeed to the Presidency after the completion of one year.

Section 3 - Duties of Secretary

The Secretary is the recording officer of the Assembly and the custodian of its records except as are specifically assigned to others, as the Treasurer's books. These records are open, however, to inspection by any member at reasonable times, and where a committee needs any records of the society for the proper performance of its duties, they should be turned over to its chairperson. It is this officer's duty to keep the records of MITESOL and the minutes of its meetings,

and to furnish committees with all papers referred to them. In addition to recording the proceedings of the Executive Committee board meetings, the Secretary is responsible for recording the business of MITESOL communicated through e-mail. The Secretary will prepare the annual report and the minutes of the Executive Committee meetings and make its reports available to the members of MITESOL via the MITESOL website and at the Annual Meeting. The Secretary is also a member of the Executive Committee.

Section 4 - Duties of Treasurer

The treasurer will maintain all financial records and dispense checks as approved by the Executive Committee. The Treasurer will also present a financial report at the Annual Business Meeting. The chair puts the question on adopting it, which has the effect of approving the Treasurer's report, and relieving him/her from responsibility in case of loss of vouchers. Before this report is given to the General Assembly, it must be audited according to the specifications of the Executive Committee. The Treasurer is also a member of the Executive Committee.

Section 5 - Duties of the TESOL Liaison Officer

The TESOL Liaison Officer is responsible for communications with TESOL and MITESOL and MITESOL to TESOL. He/She is a member of the Executive Committee. He/She will report the following information to the TESOL Executive Secretary at least once a year:

1. Statement of membership of the affiliate.
2. Summary report of the Annual Meeting of the affiliate.
3. Results of the election of officers.
4. A summary of projects undertaken and proposed.

5. Notice of special situations and problems in the affiliate's area.
6. Notice of special needs of the affiliate.
7. As immediate past-President, the TESOL Liaison Officer will be responsible for chairing the nominations committee, the MITESOL reception at the annual TESOL conference, and for the Marckwardt Award.

Section 6 - Duties of Membership Development Coordinator

The Membership Development Coordinator is responsible for the maintenance of the member database, membership drives (including membership renewals), and producing the MITESOL Directory. He/She may assign some of the duties related to the database to a Membership Information Manager. Membership drives may be planned and implemented with the help of SIG leaders; interested or prospective individuals will be sent MITESOL information packets. The Membership Development Coordinator will work with the Fall Conference Chair to facilitate membership renewals in tandem with the fall conference registration and send out a letter in late fall to remind other members renew. Membership Development Coordinator is also responsible for updating and printing the MITESOL Directory.

Section 7 - Duties of the Communications Coordinator

The Communications Coordinator is responsible for general communication among MITESOL members. He/She will oversee the publication of the newsletter, the web site, and the e-mail list, all of which are intended to facilitate communication between the Board and the membership as well as among the membership. He/She is also responsible for public relations, i.e. publicizing

MITESOL's professional activities. In order to do this, he/she will maintain frequent contact with the communications committee (newsletter editor, web site administrator, public relations officer, and e-mail list keeper). In addition, the Communications Coordinator will set policies for MITESOL's means of communication (e-mail and web site). The Communications Coordinator is a member of the Executive Committee.

ARTICLE XII Committees

Section 1 - Committee Structure

The committees of MITESOL will consist of standing committees as specified hereinafter, with the exception of the Executive Committee, and task forces in accordance with Section 5. All committees will transmit their recommendations to the Executive Committee unless otherwise specified.

Section 2 - Executive Committee

The Executive Committee will conduct the business of MITESOL under general policies determined by the Assembly. This committee will see that the purposes of MITESOL are adhered to. The Executive Committee will authorize all standing committees of MITESOL, and the President will appoint or reappoint the members of such committees immediately following the annual meeting.

Section 3 - Mode of Appointment and Terms of Standing Committees

The members of the standing committees are members of MITESOL, and, except as provided otherwise in these Bylaws, are appointed by the Committee Chair with the approval of the President. Committees will serve for the term of the President unless otherwise specified in the charge to a committee. In making appointments, consideration will be given to the

desirability of an experienced and gradually changing personnel.

Section 4 - Chairpersons of Standing Committees

The chairperson of each standing committee will be appointed annually by the President with the approval of the Executive Committee, except as otherwise provided in these Bylaws.

Section 5 - Task Forces

All committees of MITESOL will be task forces. Task forces, which may include representatives of organizations other than MITESOL, may be authorized as needed by the Executive Committee or the Assembly and will serve for a specified period. The Chair of a task force may, with authorization of the Executive Committee or the Assembly, serve on the Executive Committee.

Section 6 - Procedures

The number of members and mode of appointment for each task force will follow the same procedures as a standing committee as specified in the Standing Rules.

ARTICLE XIII Indemnification

To the extent not in conflict with the law, MITESOL will indemnify any person who is or was an Officer or other member of the Executive Committee from and against action, suit proceeding, claim, damage, liability or obligation, to include the reasonable costs and expenses thereof, including attorney's fees, arising out of any act or failure to act by that person, so long as the act or failure 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 a 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 reasonable belief that such act or failure to act was within the scope of the actor's reasonable responsibilities to MITESOL; and
6. The actor reasonably believed that:

I. In the case of conduct in the actor's official capacity with MITESOL, that the actor's conduct was in MITESOL's best interest; and

II. In all other cases, that the actor's conduct was at least not opposed to MITESOL's best interest.