

**SECOND AMENDED AND RESTATED BYLAWS  
OF  
TEACHERS OF ENGLISH TO SPEAKERS OF OTHER LANGUAGES, INC.  
dba TESOL INTERNATIONAL ASSOCIATION**

June 2018

Article I. Name and Offices

Section 1. Name. The name of the association is Teachers of English to Speakers of Other Languages, Inc doing business as TESOL International Association. It shall be referred to in these Bylaws as “TESOL.”

Section 2. Nature of Association. TESOL is incorporated as a District of Columbia nonprofit corporation under the laws of the District of Columbia. TESOL is also 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. Offices. The principal office of TESOL shall be in the Washington, D.C. metropolitan area. The Board of Directors (see Article VI for description) shall designate a location as the “TESOL Office” for all business purposes of TESOL. TESOL may have such other offices as the Board of Directors may from time to time designate.

Article II. Purpose

TESOL is organized for charitable, educational, and scientific purposes relating to the teaching and learning of English as an additional language. TESOL’s mission shall be set forth in a Statement of Vision and Mission.

Article III. Membership

Section 1. Classes of Members. TESOL shall have the following classes of members:

A. Members with Voting Privileges. Individual members are members with voting privileges.

B. Honorary Members. The Board of Directors may, from time to time, confer one of various categories of honorary membership, with or without voting privileges, on an individual in recognition of and appreciation for outstanding service to TESOL and/or the profession of English language teaching.

Criteria for membership shall be determined by the Board of Directors from time to time.

Section 2. Acceptance of Members. Only persons that support the mission of TESOL and whose

membership is not precluded under applicable law, including, but not limited to, that of the District of Columbia and the United States of America, may become members of TESOL.

Section 3. Good Standing. A member shall be deemed to be in good standing when that member has paid all applicable dues, fees, and assessments. Duly recorded members in good standing shall be entitled to participate in the activities of TESOL, including voting.

Section 4. Termination of Membership. The Executive Director or the Board of Directors may terminate a membership for cause. All rights, privileges, and interests of a member in TESOL shall cease upon such termination.

A. Termination by the Executive Director. If a member fails to pay her or his dues promptly, or fails to comply with any other requirement of membership set forth in these Bylaws, the Executive Director shall notify the member in writing of such failure to comply and that if the member does not respond within forty-five (45) days of the date of mailing such notice, the Executive Director may deem the membership terminated. The decision of the Executive Director is final, unless the Executive Director elects to refer the matter to the Board of Directors for a hearing pursuant to Section 4.B. below.

B. Termination by the Board of Directors. The Board of Directors may terminate a member for cause. Cause for such termination shall be violation of any Bylaw or other lawful rule or practice duly adopted by TESOL, or any other conduct of the member which the Board of Directors believes is prejudicial to the interests of TESOL. Termination shall be by a two-thirds (2/3) vote of the Board of Directors, at a duly held meeting of the Board of Directors at which a quorum is present, provided that a good-faith effort has been made to inform the member at least forty-five (45) days before final action is taken on such termination. The notice shall include the date, time, and place of the meeting of the Board of Directors at which such action shall be considered. The member shall have the opportunity to present any relevant information, in writing, in person, or through a representative, to the Board of Directors before final action is taken.

Section 5. Membership Dues. Annual membership dues and special assessments shall be established periodically by the Board of Directors.

#### Article IV. Affiliates

Section 1. Definition. Geographically based, autonomous organizations that support the mission of TESOL may become TESOL Affiliates. The Board of Directors shall establish policies related to the Affiliate relation.

## Article V. Meetings of Members

Section 1. Annual Convention. TESOL shall hold one convention each year that shall be referred to as the Annual Convention.

Section 2. Annual Business Meeting. An annual meeting of members, to be referred to as the Annual Business Meeting, shall convene during the Annual Convention on such date and time and at such place as the Board of Directors shall determine. At this meeting the President and Executive Director will report to members regarding the strategic activities of the association and its financial state. The newly elected Directors and President-elect will be installed and the outgoing Directors and Past-President will be recognized for their service to the association. .

Section 3. Special Meetings. Special meetings of members may be called by the President or the President's designee, by a majority vote of the voting members of the Board of Directors, or by written request of five percent (5%) or more of the membership, delivered to the Executive Director by mail, email, or in person. Upon receipt of a proper request for a special meeting, the Executive Director shall give notice of the special meeting, as provided in Section 4 below.

Section 4. Notice of Meetings. Written notice of all meetings shall be emailed or mailed to each member who is entitled to vote. Notice shall be transmitted not less than forty-five (45) days prior to the date of the meeting. Such notice shall state the date, time and place of the meeting, and, in the case of a special meeting, the general nature of the business to be transacted and that no other business is to be transacted at that special meeting.

Section 5. Parliamentary Rules. The rules contained in the current edition of Robert's Rules of Order, when not in conflict with these Bylaws, or any other rules of order that TESOL may adopt, shall govern the proceedings of the Annual Business Meeting and any Special Meetings.

Section 6. Quorum. One hundred (100) members present in person at any meeting shall constitute a quorum.

Section 7. Voting. Voting on all matters, including the election of Directors or Officers, may be conducted by mail ballot or by such other manner in accordance with applicable law, TESOL's articles of incorporation and these Bylaws.

Section 8. Action Without Meeting. Except as otherwise provided by applicable law, any action required or permitted to be taken at any Annual Business or Special Meeting of members may be taken without a meeting, without prior notice and without a vote, if a written consent, setting forth the action so taken, shall be executed by not less than 51 members. Any such written consent may be given by virtue of electronic transmission, as such term is defined in the District of Columbia Nonprofit Corporation Act of 2010, as amended from time to time. Each such written consent shall be (i) in the form of a record bearing the date of signature of the member (which may be an electronic signature), (ii) delivered to TESOL (or, in the case of an electronic transmission, made available for delivery to TESOL), and (iii) filed with the minutes of meetings of members.

## Article VI. Board of Directors

Section 1. Duties. The Board of Directors shall constitute TESOL's governing body. The Board shall have oversight responsibilities for all of TESOL's operations, finances, policies, and membership affairs, both current and long-range, as defined in the TESOL Policy Manual. Pursuant to these duties, the Board of Directors shall establish and periodically review such written governance policies as are necessary for carrying out the Mission, Values, and Strategic Plan of the association. It shall also establish a resolution process or other such process, whereby members may collectively express opinions and call for actions relative to TESOL's mission and values. In carrying out its duties, the Board of Directors shall be guided by and duly consider such collective expressions by members.

Section 2. Powers. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. It shall, in the execution of its powers, appoint such agents as it may consider necessary. Except as otherwise specifically provided in these Bylaws, any action of the Board of Directors shall require a resolution adopted by a vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 3. Number. The Board of Directors, shall consist of eleven (11) voting members. Such Directors shall include (i) Directors elected by the members as Directors, and (ii) the President-Elect, the President and the Past President, as provided for in Article VII, below, as ex-officio voting Directors.

Section 4. Terms of Directors.

A. Length of Term. All members elected as Directors or Officers shall serve three (3) years on the Board of Directors. The person elected to be President-elect shall serve three (3) years on the Board of Directors.

B. Commencement of Term. The term of office for all elected Directors shall begin immediately following the installation of new Directors at the Annual Business Meeting.

C. Officers. The term of office for each Officer on the Board of Directors coincides with such Officer's term of office as set forth in Article VII, Section 3.

Section 5. Election. In accordance with applicable law, TESOL's articles of incorporation and these Bylaws, the voting members in good standing shall vote annually to elect Directors to fill the positions of Directors whose terms are expiring at the time of the next Annual Business Meeting. The number of individuals elected will be based on the number of vacant positions with election being based on receiving the highest number of votes. Timings and processes for conducting the ballot shall be determined by the Board of Directors. A tie shall be resolved by a vote of the Board of Directors serving at the time of the election.

Section 6. Qualifications. All Directors shall be, and shall have been for the five (5) years preceding the date on which voting commences, members of TESOL in good standing. The Board of Directors may establish additional qualifications for candidates as to further the Vision and Mission of the association and avoid any appearance of conflict of interest.

Section 7. Meetings. The President shall determine the date, time, and place of regular meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President. They may also be called by a majority vote of the voting Directors, either orally during a meeting or by email delivered to the Executive Director.

Section 8. Notice.

A. For a Regular Meeting. The Executive Director shall notify the Directors of the date of the next meeting; such notification shall be made at least forty-five (45) days before the meeting.

B. For a Special Meeting. Upon receipt of a call for a special meeting, the Executive Director shall notify the Directors of such meeting at least seven (7) days before the meeting.

Section 9. Quorum. Sixty-five percent of the voting directors then in office (rounding up to the nearest whole number) shall constitute a quorum.

Section 10. Resignation. Any Director may resign at any time by giving written notice to the President, the Executive Director, or the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof by the President or the Board of Directors.

Section 11. Vacancies. Except for a vacancy occurring in an Officer position, which shall be filled as provided in Article VII, Section 10, appointment of a new Director to fill a vacant position shall be made by majority vote of the remaining voting members of the Board of Directors, even if less than a quorum is voting. A Director appointed to fill a vacancy shall fill such vacancy only for the remainder of her or his predecessor's term.

Section 12. Termination. Any Director may be terminated by the Board of Directors for good cause. Good cause shall consist of nonfeasance, malfeasance, or misfeasance. Termination shall be by a three-quarters (3/4) vote of the Directors present at a duly held meeting of the Board of Directors at which a quorum is present, provided that notice of the proposed termination and the basis of such termination shall have been sent by email or mail, certified or registered if possible, to the last recorded address of the Director at least thirty (30) days before final action is taken on such termination. The notice shall include the date, time, and place of the meeting of the Board of Directors at which such action shall be considered. The Director shall have the opportunity to

present any relevant information, in writing, in person, or through a representative, to the Board of Directors before final action is taken. The Director whose termination is being considered shall not be permitted to participate in any Board of Directors' deliberation on her or his status.

Section 13. Executive Committee. The Executive Committee shall have authority of the Board of Directors. The membership of the Executive Committee shall include the President, the President-Elect, the Past President, with the Executive Director serving as staff liaison. The quorum for meetings of the Executive Committee shall consist, at a minimum, of two (2) voting members.

Section 14. Action Without Meeting. Any action required or permitted to be taken at any annual, regular or special meeting of the Board of Directors may be taken without a meeting by a consent thereto in writing or by electronic transmission, if all members of the Board of Directors unanimously consent thereto in writing or participate in the electronic transmission, and the writing or writings or electronic transmission or transmissions are filed with the minutes of the proceedings of the Board of Directors.

## Article VII. Officers

Section 1. Composition. The Officers of TESOL shall be the President, the President-Elect, the Past President, the Executive Director (non-voting), and the Treasurer.

Section 2. Election and Appointment. In accordance with applicable law, TESOL's articles of incorporation, and these Bylaws, the voting members in good standing shall vote annually to elect the President-elect by a majority of votes cast. Timings and processes for conducting the ballot shall be determined by the Board of Directors. The Executive Director is appointed by the voting members of the Board of Directors. The Treasurer is the Director serving as Chair of the Finance Committee.

Section 3. Term.

A. President, President-elect, and Past President. The terms of office of the President, President-elect, and Past President are one (1) year each. Their terms are from the time of the installation of new Directors at the Annual Business Meeting. The person serving as President-elect shall, upon completion of the term, become President. Upon completion of the term as President, that person shall become Past President.

B. Executive Director. The term of office of the Executive Director shall coincide with his/her contract, which may be renewed for one or more additional terms.

C. Treasurer. The term of office of the Treasurer coincides with the Director's appointment as Chair of the Finance Committee, usually a period of one (1) year.

Section 4. Qualifications. The President-elect shall be, and shall have been for the eight (8) years preceding the date of the commencement of the election, a voting member of TESOL in good standing. He or she must also have served as a Director of the association. Additional qualifications may be established by the Board of Directors to ensure that individuals have sufficient experience to lead the association and to avoid any appearance of conflict of interest.

Section 5. President. The President shall be the principal Officer of TESOL and shall preside at meetings of the membership, of the Board of Directors, and of the Executive Committee. Determination that an officer is unavailable or otherwise unable to assume her or his duties will be made by a majority vote of the Board of Directors then serving.

Section 6. President-elect. In addition to his/her specific duties, the President-elect shall perform such duties as the President or the Board of Directors may assign.

Section 7. Past President. In addition to his/her specific duties, the Past President shall perform such duties as the President or the Board of Directors may assign.

Section 8. Executive Director. The Executive Director shall report to the Board of Directors. As Executive Director, she or he shall be responsible for the administration and management of TESOL.

Section 9. Treasurer. The Treasurer shall serve as the financial advisor to the Board of Directors. The Treasurer shall review the annual audit and submit it to the Board of Directors for approval. The Treasurer shall also perform such other duties as the President or the Board of Directors may assign.

Section 10. Vacancies.

A. President. If the office of the President is vacated, the Past President shall assume the position as President and shall serve for the remainder of the term of the individual replaced. If the Past President is unavailable or otherwise unable to so serve, the President-elect shall assume the position as President and shall serve for the remainder of that term and the entire succeeding term.

B. President-elect. If the office of the President-elect is vacated, the Board of Directors may, at any regular or special meeting, appoint a person to fill such vacant position for the balance of the replaced individual's term as an Officer and voting ex-officio member of the Board of Directors.

C. Person elected to be President-elect. If the person elected to become President-elect declines the position between the date the election results are declared and the date of the swearing-in at the Annual Business Meeting, the runner-up shall be designated to assume

the position of President-elect. If the runner-up declines the position, the Board of Directors may appoint another member of TESOL to assume the office of President-elect and complete the term of the person who stepped down.

D. Past-President. If the office of the Past-President is vacated, the position will be left vacant for the remainder of the term.

E. Treasurer. If there is a vacancy in the office of the Treasurer, the Past President shall assume the vacant position for the balance of the term.

F. Executive Director. If there is a vacancy in the office of the Executive Director, the Board of Directors may, at any regular or special meeting, appoint a person to fill such vacant position for the balance of the current term. In the interim, the President may appoint an Acting Executive Director.

Section 11. Removal of President or President-elect. Due to the membership's widespread geographic distribution and the difficulty in calling a meeting of members other than the Annual Business Meeting, the Board of Directors has full authority to remove the President, President-elect, or Past-President for good cause. Good cause shall consist of nonfeasance, malfeasance, or misfeasance. Removal shall be by a two-thirds (2/3) vote of the voting members of the Board of Directors, at a duly held meeting of the Board of Directors at which a quorum is present, provided that a notice of the proposed removal and the basis of such removal shall have been sent by email, mail, certified or registered if possible, to the last recorded address of such Officer at least fifteen (15) days before final action is taken on such removal. The notice shall include the date, time, and place of the meeting of the Board of Directors at which such action shall be considered. The Officer shall have the opportunity to present any relevant information, in writing, in person, or through a representative, to the Board of Directors before final action is taken. The Officer whose termination is being considered shall not be permitted to participate in any Board of Directors' deliberation on her or his status.

Section 12. Removal of Executive Director. The Board of Directors may remove the Executive Director, with or without cause.

#### Article VIII. Committees, Professional Councils, and Task Forces

Section 1. Designation and Appointment by Board. The Board of Directors may designate and appoint Committees, Professional Councils and Task Forces and shall establish policies and parameters governing these groups.

#### Article IX. Membership Groups Within TESOL

Section 1. Knowledge-Based Member Communities (KBMC). KBMC groups shall

reflect the professional concerns of the TESOL membership and shall pursue professional activities consistent with the mission, Bylaws, policies, and long-range plans of TESOL. Such activities shall be in concert with TESOL's other activities and affairs. The Board of Directors shall establish policies governing these groups.

#### Article X. Indemnification

To the extent not prohibited by applicable law, TESOL shall indemnify any person who is or was an Officer or Director of TESOL from and against any action, suit, proceeding, claim, damage, liability or obligation, to include the reasonable costs and expenses thereof, including 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 herself or himself 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 responsibilities to TESOL 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 TESOL; and
- (6) the actor reasonably believed
  - (i) in the case of conduct in the actor's official capacity with TESOL, that the actor's conduct was in TESOL's best interest; and
  - (ii) in all other cases, that the actor's conduct was at least not opposed to TESOL's best interest.

#### Article XI. Policy Determination

Responsibility for the determination of the general policies of TESOL is vested in the Board of Directors, pursuant to the procedures set forth in these Bylaws.

#### Article XII. Dissolution

On dissolution of TESOL, TESOL shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds, after payment of debts of TESOL, shall inure or be distributed to the members of TESOL. On dissolution of TESOL, any funds remaining after payment of debts of TESOL shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Board of Directors.

## Article XIII. Amendment

These Bylaws may be amended pursuant to any of the following procedures.

Section 1. Amendment Initiated by Petition of Members. These Bylaws may be amended by the membership by vote by email ballot. Such balloting shall take place not more than once each calendar year, after the Annual Business Meeting, pursuant to the following procedures:

- A. one or more voting members of TESOL in good standing, hereafter called the petitioner, must submit any proposed amendment to the Executive Director at least forty-five (45) days before the Annual Business Meeting;
- B. each proposed amendment shall be set forth in a separate written petition, signed by the petitioner and at least one hundred (100) voting members of TESOL in good standing;
- C. after such submission, the proposed amendment may not be changed;
- D. The amendment may be withdrawn by the petitioner after written notification received by the Executive Director no later than fifteen (15) days after the Annual Business Meeting;
- E. within no more than forty-five days after the Annual Convention, the Executive Director shall transmit a mail ballot containing each proposed amendment, unless withdrawn by the petitioner within thirty (30) days of the Annual Convention, to all voting members, by the most expeditious means feasible;
- F. if more than one proposed amendment has been submitted, the Executive Director may structure the ballot so as to avoid mutually inconsistent votes;
- G. the Board of Directors may enclose with the ballot a statement of its views on one or more proposed amendments, so long as the preparation of such statement does not delay the transmission of the ballot to the membership;
- H. to become effective, an amendment proposed under this procedure must be ratified by two-thirds (2/3) of those members whose ballots are received by the Central Office within ninety (90) days of the date of mailing of the ballot or email; and
- I. the amendment shall be effective as of the date of the vote count or at any later date established in the petition.

Section 2. Amendment Enacted by Directors. These Bylaws may be amended by a vote of the voting members of the Board of Directors, provided the amendment is passed by the vote of 75% of the voting Directors then in office (rounding up to the nearest whole number) and in attendance at a duly held meeting of the Board of Directors, and further provided that notice of a proposed amendment is sent, by mail or other reasonable method, to each voting Director not less than seven (7) days prior to such meeting. Any such amendment shall be effective when passed, or at any later date established by the Board of Directors. TESOL shall notify the membership of any amendment passed pursuant to this procedure.