

## SUNSHINE STATE TESOL OF FLORIDA, INC. CONSTITUTION

January 2022

### **I. NAME & PURPOSE**

Section 1. This non-profit educational organization shall be known as Sunshine State Teachers of English to Speakers of Other Languages (SSTESOL) of Florida, Inc. When doing business and in these constitution and laws, it shall be referred to as "SSTESOL."

SSTESOL is an affiliate of TESOL International, an international organization referred to herein as "TESOL" or "TESOL International."

Section 2. The organization is formed exclusively for research, educational, and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue code.

### **II. MEMBERSHIP**

Section 1. Membership in SSTESOL shall be open to all individuals interested or involved in Teaching English to Speakers of Other Languages. Members are most often educators in programs such as English as Second or Additional Language, English as a Foreign Language, or bilingual education at any educational level. Membership shall also be open to students, teachers, administrators, coordinators, researchers, paraprofessionals, and all individuals concerned with teaching or administering such English programs, as well as teacher education educators in the field of TESOL.

Section 2. Any person who supports the vision and mission of SSTESOL may seek membership in SSTESOL.

Section 3. Classes of members. SSTESOL 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, bestow an honorary membership (with or without voting privileges) on an individual in recognition of, and appreciation for outstanding service to SSTESOL and/or the profession of English language teaching.

C. Non-voting members. Non-voting membership shall be open to institutions, agencies, and commercial organizations.

D. Criteria for Membership. Criteria for membership shall be determined by the Board of Directors in a uniform non-discriminatory basis.

Section 4. 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 SSTESOL, including voting. Dues shall be determined by the Board of Directors not more frequently than annually and should be applied in a non-discriminatory basis.

Section 5. The Board of Directors may terminate a membership for cause. Cause for such termination shall be violation of any bylaw or other lawful rule or practice duly adopted by SSTESOL, or any other conduct of the member which the Board of Directors believes is prejudicial to the interests of SSTESOL. Termination shall be by a majority vote of the Board of Directors, at a duly held meeting at which a quorum is present, provided that a good faith effort has been made to inform the member 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 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. The member whose termination is being considered shall not be permitted in any Board of Directors' deliberation on his or her status. All rights, privileges, and interests of membership in SSTESOL shall cease upon such termination.

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 President or designee shall notify the member in writing of such failure to comply. If the member does not respond within forty-five (45) days of the date of such electronic notice, the President may deem the membership terminated.

### **III. BOARD OF DIRECTORS**

Section 1. The SSTESOL organization shall have a Board of Directors composed of the executive board and directors. All members of the Board of Directors shall reside in the state of Florida during their terms.

Section 2. The Board of Directors shall be duly elected by the membership and represent its diverse constituency. The Board of Directors shall consist of an executive board and directors (elected). The executive board includes the following officers: president, immediate past president, first vice president, second vice president, secretary, and treasurer. The executive board shall be

responsible for handling and resolving any issues that arise between Board meetings that it reasonably determines must be resolved prior to the next Board meeting. A treasurer-elect shall only serve on the Board of Directors coinciding with any final year of service for a treasurer. An exhibitor liaison may also be included as a member of the executive board at the discretion of the president. The six directors shall act as Membership Development and Outreach Coordinators for the organization.

Section 3. The president shall be responsible for the business of the organization and represent SSTESOL in local, state, national and international functions. If necessary, the president may designate another senior executive officer to fill in as representative. The president shall organize and preside at all meetings, establish ad hoc committees, appoint chairs of ad hoc and standing committees, and have general responsibility for the agenda at the annual business meeting of the membership. The president shall deliver a report to the membership at the annual meeting. Additionally, the president shall have the power to call such meetings as necessary.

The president shall report the following information to the TESOL International Executive Director at least once a year:

1. Statement of membership of the affiliate.
2. Summary report of annual meeting of the affiliate.
3. Results of the election of affiliate officers.
4. A summary of projects undertaken or proposed.
5. Notice of special situations and problems in the affiliate's area.
6. Notice of special needs of the affiliate.

The president will serve as co-chair of the SSTESOL Nominations and Elections Committee.

Section 4. The immediate past president or designee shall serve as liaison officer between SSTESOL and other TESOL entities. The liaison officer shall serve as the primary SSTESOL representative to the Southeast Regional TESOL Affiliate representatives' meetings and conferences. Further, the liaison officer shall be responsible for interpreting TESOL International's policies, procedures and communications. The liaison officer shall supply SSTESOL news to the editor of the appropriate TESOL International publications.

Section 5. The first vice-president shall be principally responsible for making all arrangements in connection with the annual conference. In addition, the first vice-president shall preside in the absence of the president and generally assist the president in the execution of business as well as other activities as deemed necessary by the Board of Directors. The first vice-president shall succeed to the presidency.

Section 6. The second vice-president shall serve as program chair of the annual conference and will be responsible for establishing the conference program. In addition, the second vice-president shall conduct other activities as deemed necessary by the Board of Directors. The second vice-president shall succeed to the first vice-presidency.

Section 7. The secretary shall be responsible for recording and distributing the minutes from all meetings, and conducting other activities as deemed necessary by the Board of Directors.

Section 8. The treasurer shall be responsible for collecting and dispensing all funds of the organization and keeping records of such transactions. The treasurer shall also file legal/tax forms as required by state and federal governments. The treasurer shall present a written financial report at each regular board meeting as well as at the annual business meeting of the membership. In addition, the treasurer shall conduct other activities as deemed necessary by the Board of Directors.

Section 9. The treasurer-elect shall develop knowledge and skills to prepare for the office of treasurer. The president may appoint the treasurer-elect to assume some or all of the duties of the treasurer if the treasurer is unavailable or otherwise unable to exercise such duties. The treasurer-elect shall maintain regular communication with the treasurer throughout the year and conduct other activities as deemed necessary by the board. The treasurer-elect shall be nominated to the treasurer's position after one year of service.

Section 10. The six elected Directors shall serve as Regional Membership Development and Outreach Coordinators (MDOC) of SSTESOL Regions and as Chairperson on one of the standing committees. As MDOCs, their duties and responsibilities include

- Organize, pilot, and manage MDOC initiative programs.
- Support, organize and participate in the recognition event for first-time attendees to the annual conference.
- Reach out to local chapters, school districts, and higher education institutions to increase membership and organizational engagement.
- Communicate opportunities that arise for possible partnerships.
- Provide support and give input/feedback to on SSTESOL's organizational development efforts such as reviewing of SSTESOL membership model and benefits, planning for recruitment and retention campaigns, and administering surveys about member satisfaction and engagement.
- Recommend specific plans, programs and activities to enhance member experience.

- Provide quarterly updates to the Board of Directors.

Section 11. SSTESOL shall abide by the TESOL International rule which requires that at least three members of SSTESOL's executive board be members in good standing of TESOL International.

#### IV. EX-OFFICIO BOARD MEMBERS

Section 1. All chairs of standing and ad-hoc committees who are not members of the Board of Directors shall be ex-officio members of the Board of Directors. Past presidents may also serve as ex-officio board members by fulfilling specific roles in ongoing functions that support the organization. Ex-officio board members are not required to participate in board meetings but they are welcome. They shall submit task related reports to the board or president when requested.

Section 2. The President may appoint an exhibitor liaison who may be considered a special voting member of the Board of Directors and the Executive Board.

#### V. MEETINGS

Section 1. The Board of Directors shall meet at least twice annually, with at least one of the meetings to be held in-person, but not required. Should a calamity, health, safety, an act of God, or natural/man-made disasters occur, an optional virtual attendance shall be provided.

Section 2. An annual business meeting of the membership shall take place in conjunction with the annual conference of SSTESOL. Members shall be notified of the annual business meeting no later than 60 days prior to the meeting date.

Section 3. Additional business meetings may be called by the president.

Section 4. Members in good standing present at a business meeting shall constitute a quorum.

#### VI. AMENDMENTS

Proposed amendments to this constitution must first be approved by a quorum of the members of the executive board or submitted to the president in a petition signed by a member in good standing. Any such proposed amendments shall be distributed to all members at least 30 days before the amendment is

voted on. To become effective the proposed amendment must be ratified by a two-thirds majority of those members present at the annual business meeting or scheduled member meeting (virtual or in-person format).

## VII. DISSOLUTION OF THE ASSOCIATION

In the event of dissolution, the Board of Directors shall determine the residual assets of the organization that shall be turned over to TESOL International or one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

Amended: 3/97  
5/01  
11/09  
5/2022

## SUNSHINE STATE TESOL OF FLORIDA BYLAWS

### I. ELECTIONS, VACANCIES, REMOVALS

Section 1. Officers and directors shall be nominated by a Nominations and Elections Committee and elected by a ballot distributed to all members in good standing. The term of office for the president, the first vice-president, the second vice-president shall be one year; the term of office for the secretary shall be two years; the term of office for the treasurer-elect shall be one year followed by a term of office as treasurer of three years; and the term of office for the directors shall be three years. To promote continuity of knowledge of policies and procedures of the organization, two directors shall be elected each year in three-year cycles.

Section 2. The Nominations and Elections Committee shall consist of the president serving as co-chair, along with another co-chair and two other committee members. The committee shall solicit nominations from the membership and name a slate of at least two candidates per open position for the annual election. Write-in candidates may be considered as the second candidate for executive positions. The Nominations and Elections Committee shall report the names of its nominees to the executive board at least 60 days before the election cycle. The co-chairs shall be responsible for obtaining the consent of each petitioned candidate and verifying of their membership in SSTESOL.

Section 3. The officers and directors to be elected shall be chosen by a ballot distributed at least 30 days prior to the voting period. Electronic distribution of the ballot, accompanied by relevant biographical information and a statement from each nominee, shall be the responsibility of the president, acting as co-chair of the Nominations and Elections Committee. The ballot shall provide a space for possible write-in candidates for each office.

Section 4. Voting for all open offices shall be open for 30 days and the winners of the election shall be determined by a majority of the votes returned. A tie shall be broken by the executive board. The Nominations and Elections Committee shall announce the results of the election no later than two weeks after the close of the election cycle.

Beginning in 2023, the SSTESOL Board of Directors election cycle or the annual voting period, shall take place in the fall. A formal announcement of election winners shall occur during the annual fall conference, and the terms of office for Board members shall begin on the first of January of each year.

Section 5. A vacancy in any office shall be filled by an appointment by the president in consultation with and by approval of the executive board.

Section 6. In the event that a cause for removal of a board member arises, the same removal procedures applied for membership termination shall be followed. Such procedures are found in Part II, Section 5 of the SSTESOL Constitution.

Likewise, any Board member who misses two board meetings due to unexcused absences in a one-year period may be also removed from the Board.

Any Board member may resign at any time by sending a written notice to the President. The resignation shall become effective when it is accepted by the President.

## **II. MEMBERSHIP & DUES**

Section 1. The membership year shall be for 12 months from the date of initial sign up at the annual fall conference. Membership shall not exceed 12 months and shall terminate at the end of the calendar year. The fiscal year of the organization shall correspond to the calendar year.

Section 2. Categories of membership shall be as an individual, or as an institution, agency, or commercial organization. Classes of membership shall be voting, honorary, and non-voting members.

Section 3. The dues shall be determined each year by the Board of Directors.

## **III. STANDING COMMITTEES**

Section 1. The Standing Committees of SSTESOL shall be a Nominations and Elections Committee, a Membership Development and Outreach Committee (MDOC), a Publications Committee, an Advocacy Committee, a Professional Development Committee, an Organizational Development Committee, and a Finance Committee.

Section 2. The president shall appoint a chair for each committee with approval by the Board of Directors.

Section 3. Membership on a standing committee shall be open to all members in good standing.



#### IV. LOCAL CHAPTERS

Local Chapters shall represent areas of the state affiliated with SSTESOL providing they follow the rules set up for such by the SSTESOL Board of Directors. Local Chapters are independent entities affiliated with SSTESOL.

#### V. STANDARD AUTHORITY

The rules in Roberts Rules of Order Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the constitution and bylaws of the organization.

#### VI. AMENDMENTS

Amendments to the bylaws may be made by a simple majority vote of the membership at any business meeting at which a quorum is present, or by electronic vote provided that proper notice has been given to the membership at least 30 days prior to the time when the amendments are to be voted upon.

Amended 3/97; 5/98; 5/2000; 5/2001; 5/2009; 5/2011, 5/2022