**Kuwait Teachers of English to Speakers of Other Languages - Kuwait**

 **BYLAWS**

**January 2020**

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TESOL - Kuwait Bylaws

**I. MEMBERSHIP AND DUES**

The membership year runs from the day activated, once the member applies for membership and will continue for one year. In case the member does not pay for the membership within six months from the application the membership is cancelled. The membership expiration date will appear on the membership profile of all TESOL Kuwait members.

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 Executive Board 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 Executive Board Members 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 State of Kuwait, 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 Kuwait, 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 Kuwait shall cease upon such termination.

A. Termination by the Membership Chair.

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 Membership Chair 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 Membership Chair may deem the membership terminated. The decision of the Executive Director is final, unless the Membership Chair elects to refer the matter to the Executive Board for a hearing.

B. Termination by the Executive Board.

 The Executive Board 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 Kuwait, or any other conduct of the member which the Board believes is prejudicial to the interests of TESOL. Termination shall be by a two-thirds (2/3) vote of the Executive Board, at a duly held meeting of the Executive board at which a quorum is present, provided that a good-faith effort has been made to inform the member at least forty-five (15) days before final action is taken on such termination. The notice shall include the date, time, and place of the meeting of the Executive Board 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 Executive Board before final action is taken.

Section 5. Membership Dues.

Annual membership dues and special assessments shall be established periodically by the Executive Board.

Meetings of Members

Section 1. Annual Conference.

TESOL shall hold one convention each year that shall be referred to as the Annual Conference.

Section 2. Annual Business Meeting.

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

Section 3. Open Meetings.

Open meetings of members may be called by the Executive Board, or by written request of five percent (5%) or more of the membership, delivered to the Membership Chair by mail, email, or in person. Open meetings shall be at least three (3) annually and shall be organized by the Special Interest Groups with approval from the Executive Board

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 fifteen (15) 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. Quorum.

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

Section 6. Voting.

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

**II. NOMINATIONS AND ELECTIONS**

The officers of the association shall be nominated by the Executive Board, which will define the slate of qualified candidates. All Executive Board members shall be, and shall have been for the three (3) years preceding the date on which voting commences, members of TESOL Kuwait in good standing. The Board may establish additional qualifications for candidates as to further the Vision and Mission of the association and avoid any appearance of conflict of interest.

 The Executive Board will conduct the elections at the Annual Meeting in accordance with the following guidelines:

1. Before the Annual Meeting, the Executive Board shall appoint three members of the Executive Board who commit to be present at the Annual ​Meeting.
2. The Board shall prepare a slate of candidates (at least one nominee per office) as follows:
	1. The Board will solicit suggestions for nominees from the membership through the Membership Information Management System email and other appropriate communication methods.
	2. If nominations for any Executive Board position are not provided by the membership, the Executive Board will endeavour to identify qualified and willing candidates.
	3. It is the responsibility of the Board to contact each nominee to explain the qualifications for and duties of the office and to confirm that the candidate is eligible, willing, and able to serve if elected.
3. The Board shall strive to assemble a slate that will:
	1. Reflect the demographics of the membership

 b. Allow for continuity as well as diversity by including both those who have

 served previously on the Board and those who have not.

c. Represent a balance of the various professional involvements of the membership (e.g. public school vs. college/university, bilingual vs. ESL, administrators vs. classroom teachers, etc.)

1. The slate of nominees along with appropriate biographical data on each will be published on the TESOL Kuwait Website prior to the Annual Meeting.
	1. Elections shall take place at the annual meeting. Additional candidates may be

nominated from the floor during the meeting, provided that the nominee is aware

of ​the qualifications for and duties of the position and is eligible, willing, and able to serve, if elected. Voting will be conducted by secret ballot for all contested positions.

* 1. A majority vote shall decide all elected officers.

**Elected Positions**

The President-elect, President, Past President and Conference Co - Chair **are not elected** directly. Each of the holders of these positions succeeds to their positions in stages:

* one of the elected Executive Board officers will be President-elect after two years, within the previous three years, of serving on the Executive Board, and then
* will be President for one year, and then
* will be Past President for one year.
* The conference co-chair will succeed the conference chair an will serve for one year

The officer who will be President-elect will be selected by the Executive Board under the supervision of the current President Elect. The of​ficers to be directly elected every two years (with possibility to extend to three years) are:

* + Secretary
	+ Treasurer
	+ Membership Chair
	+ PR and Sponsorship Chair
	+ Volunteers Chair
1. **THE EXECUTIVE BOARD**

The Executive Board should consist of professionals in the field of TESOL or the field of teaching only. The Executive Board shall consist of the following officers:

* President
* President-elect
* Immediate Past President
* Secretary
* Treasurer
* Membership Chair
* Conference Chair
* Conference Co-Chair
* Volunteers Chair
* PR and Sponsorship Chair

All a​uthority and responsibility for the organization rests with the Executive Board and is delegated as needed to Committee Chairs and Special Interest Chairs to accomplish the mission and strategy of the organization. Such Committee and Conference Chairs shall be appointed by the Executive Board as needed and as defined in the Annual Strategy and Work Plan.

All Committees appointed by the Executive Board will report to an Executive Board Member. All Special Interest Groups (SIG) will report to and be guided by the President-elect.

**IV. EXECUTIVE BOARD MEETINGS**

The Board shall conduct a minimum of four meetings throughout the year to direct the work of the association and control its funds. For those meetings, a quorum of the Board must be present for voting purposes. A quorum shall be a simple majority of the Executive Board. A majority vote of members present shall be considered binding for Executive Board decisions. The President shall act as the tie-breaker for all voting.

Board members must notify the President or the Secretary regarding absence from a meeting. If a Board member does not report absence it will be considered an “absence without notification”. After two absences without notification, the Board member will be put on probationary status and sent notification of such status via email. After three absences without notification, the Board member will receive termination notice in writing by e​mail. All excused absences are acceptable.

**V. EXECUTIVE BOARD AUTHORITY & RESPONSIBILITY**

All Executive Board positions are for two years or three years term. After serving an Executive Board term, any of the Board members may be selected by the Executive Board to be the next President-elect. After one year of service, the President-elect becomes President. After a one year term of service, the President becomes Past President. The President-elect must have previously served a two year term as an elected Executive Board officer.

1. ​The Past President shall
	1. ​support, mentor and coach the President
	2. ​in coordination with the President, serve as Liaison Officer for one year, providing

liaison with all organizations, within Kuwait and internationally

iii) ​be responsible for the timely submission of the "Affiliate Annual Report" form to the TESOL International

iv) ​be responsible for the timely submission of the "Affiliate Council Delegate and Affiliate Dues" form to the TESOL International Central Office

1. ​serve in an advisory capacity to other members to ensure organizational continuity

and knowledge sustainability.

b) ​The President shall

1. ​lead the development of the Annual Strategy and Work Plan, establishing

priorities, objectives, tactics and schedule for the year

1. ​preside at all business meetings of the association, including all Executive Board

meetings, or delegate authority to the President-elect

1. ​appoint any Committees the Board required to support the Strategy and Work Plan
2. ​approve any SIGs which meet criteria for start-up and delegate President-elect to

manage the SIGs

1. ​with the Past President, serve as the official liaison to other organizations and in this

capacity, attend or delegate someone to attend the annual TESOL International Convention. At the discretion of the Board, all or a portion of the President's travel expenses may be paid by the association.

vi) the president shall be one time position

1. ​The President-Elect shall
	1. assist the President in the execution of organization business,
	2. ​undertake such duties as the President shall delegate,
	3. ​preside in the absence of the President,
	4. ​provide oversight and guidance to the Special Interest Groups.
2. ​The Conference Chair shall
	1. ​organize educational events including membership meetings, mini-conferences and

the annual conference,

* 1. ​authorize any Committees needed to assist with such conferences and meetings

iii) Held meetings with the in-charge committees which are separated from the general board meetings

iv) propose keynote speakers suitable to participate in the conference, choose the conference’s theme and topics

1. ​The Secretary shall
	1. ​be the Chief Knowledge Officer and ensure safe and secure storage of information

to support the long term sustainability of organization knowledge. This position provides oversight for the Knowledge and Information Management Committee including information management policies, procedures and implementations.

(1) ​record the minutes of each official meeting of the association or of the Board and make them available to the Board members in printed form before the next Board meeting and shall

1. ​maintain all the association's official documents.
2. ​The Secretary shall also be responsible for the email correspondence from the

TESOL Kuwait website.

1. ​The Treasurer shall
	1. ​conduct and record all financial business of the association including
		1. ​collecting dues,
		2. ​making disbursements by check,
		3. ​maintaining proper financial records,
		4. ​having these audited as directed by the Executive Board, and
		5. ​presenting a printed financial report at all meetings.
	2. ​The treasurer shall also work with the Membership Chair to maintain appropriate

mailing lists and receive financial information from the Membership Information Management System.

iii) The treasurer should have access to the Membership Information Management System as Financial Administrator and Membership Administrator at all times and with no restrictions.

The treasurer should be the recipient and keeper of the “Emergency Administration Privileges” which shall be enclosed in as sealed envelope and consist of the user name and password of one permanent general administrator account (in case of force majeure when the Membership Chair can not fulfil his/her duties)

Present the board with detailed transactions after each event.

Should seek approval for any expenses from the board or if not possible from the President.

1. The Membership Chair shall
	1. define Membership Management Policy and Procedures
	2. ​manage the Membership Information Management System (MIMS):
		1. maintain a roster of all members
		2. issue membership cards
		3. issue certificates
		4. track membership status of all members
		5. maintain online member forums
		6. maintain online member directory
		7. maintain website as part of the MIMS
		8. decide who should have temporary access to the management system
		9. be a General Administrator in the system at all times and with no restrictions
		10. train two membership officers to use the management system and do basic settings for the it as needed. These will be part of the board and could represent the Membership Chair at any events. The access they will have to the system will be Web Administrator, Financial Administrator, Events Manager and Membership Manager according to their duties as defined by the Membership Chair
	3. ​promote the association by encouraging membership in it,
	4. ​encourage members and non-members to attend meetings, and shall notify members of expired memberships.

f) The Volunteers Chair should

i) coordinate with the conference chair any activities and meetings organized by the organization

ii) select volunteers needed for the organization

iii) instruct volunteers and coordinate with them during events

g) PR and Sponsorship should

 i) keep a list of the most important vendors in education and contact

 with regards to TESOL events

 ii) update the Board with regards to any sponsors who would like to

 sponsor TESOL Kuwait

 iii) act as a liaison between the main sponsors of TESOL Kuwait and the

 Executive board

 iv) promote and represent TESOL Kuwait on the media and/or at any

 relevant events

h) the Conference Co-Chair should

 i) support and mentor the current Conference Chair

 ii pass all previous knowledge and resources to the newly elected Conference

 Chair

 iii) organize the Conference with the Conference chair by working closely in all

 aspects

Optional positions may be appointed by the Executive Board to support the operation. Those positions are defined in each Annual Strategic Plan and Work Plan.

**VI. SPECIAL INTEREST GROUPS**

Individual members of TESOL Kuwait, at the time of joining or of renewing membership, shall indicate their primary area of interest as affiliation with a TESOL SIG. The standing SIGs are, for example:

1. Teacher Development
2. Primary Education
3. Secondary Education
4. Adult Education
5. Higher Education
6. Special Education
7. Private Sector
8. Government Sector
9. TESOL Toastmasters
10. English for Specific Purposes
11. Students
12. eLearning

Other SIGs will be created as members demand. SIGs that are not performing will be closed after six months of inactivity. SIGs are required to hold at least three meetings annually and present a general plan for action to the Executive Board at the beginning of each year. SIGs will be formed by a group of at least 10 members who agree to collaborate to accomplish a jointly defined purpose. Special Interest Groups will be formed by formal petition to the Executive Board. The Petition will be signed by a minimum of 10 members and will include a defined Purpose, Strategy and Work Plan to support the Purpose. The Petition will include the expected term of SIG lifecycle (timeframe) and at least one Key Performance Indicator by which the accomplishment of the Purpose will be evaluated. The Petition will include agreement that the KPI must be accomplished within the timeframe or the SIG will be closed. Some SIGs will be long-term and will be renewed year-by-year while other SIGs may exist for a year or less, depending on the purpose and/or level of success. A SIG is different from a committee in that SIGs are started by members while Committees are assigned by the Executive Board for the purpose of accomplishing organizational operational purposes. Committees may include non-members while SIGs only include Members. A similarity between SIGs and Committees is that they both are formed to support TESOL Mission, Values and Goals. Committees are formed for the purpose of tactically implementing Objectives and may sometimes define new objectives. SIGs may define as well as fulfil organization goals and objectives. All of the appointed or elected positions in the Executive Board will not take a position of leading in a SIG in order to avoid conflict of interests. No member of the executive board or the SIGs has the right to be sponsored without approval from the board. The President-elect will be the primary executive leader for the SIGs.

VII. 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 open 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 Executive Board.

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 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. Membership Chair

If there is a vacancy in the office of the Membership Chair, the Executive Board ma, 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 Membership Chair.

VIII. Removal of President or President-elect.

Due to the difficulty in calling a meeting of members other than the Annual Meeting, the Executive Board 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 Executive Board, at a duly held meeting of the Board 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 Executive Board 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.

IX. Policy Determination

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

X. 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 Executive Board.

**XI. Confidentiality of Information**

All discussions during board meetings should be confidential. TESOL Kuwait board members should take a keen interest in protecting the privacy and rights of the general membership. Passwords used in the informational system are confidential and should not be disclosed to any other people.

**XII. Transgression of Attributions / Fair and Ethical Treatment within TESOL Kuwait**

All members of TESOL board shall abide by the bylaws of the organization. All members shall know their duties and responsibilities and abide by them. Members of the board shall not undertake other members’ duties and shall try to find the best way to collaborate with each other. Interfering with the affairs of the other board members shall constitute a serious offence and may lead to removal from the board.

**XIII. Sponsorship**

Any sponsorship for the conference and other events should be notified to the president of TESOL Kuwait using a specialized form in person or by email.

**XiV. CHANGES IN THE BYLAWS**

Amendments in these bylaws may be proposed by a member of the Executive Board or by members of the association.

1. Any member of the Board may request the President to place a proposed bylaw amendment on the agenda of the next meeting of the Board.
2. A bylaw amendment may be proposed by a petition signed by at least 15 members in good standing and submitted to the President.

To become effective, the amendment may be approved by one of two methods:

1. Approved by a three fourths majority of the Board.Approved by a simple majority of the Board, then distributed to the membership at least ten days before conducting a secret ballot, and approved by a two-thirds majority of the membership votes cast.

Voting may be conducted in person, on paper, or by digital methods. Voting must be conducted in a controlled and fair procedure to ensure quality and transparency.

**XV. REVISION HISTORY**

|  |  |  |
| --- | --- | --- |
| Date | Revision | Remarks |
|  |  |  |
| 2 Dec 12 | Description | Added the description of Historian and Scholarship Chair |
|  |  |  |
| May 2016 | Constitution and | Removed “Historian and scholarship chair” position |
|  | Bylaws | Added the “Interest Group coordinator” position |
|  |  | Removed , added, and changed some positions on the exec Board. |
|  |  | Modified the Special Interest Groups to Interest Group. |
|  |  | changed “advertising manager” to “marketing manager” |
|  |  | Changed name of “Interest Sections” to “Interest Groups” |
|  |  |  |
| June 14, | By Laws | Changed “membership Officer/representative” to “membership chair” |
| 2016 |  | Changed Interest Group Procedures (needs approval) |
|  |  | Added Strategic Planning Committee Description |
|  |  |  |
| August 16 | By Laws | Major revision of Executive Board, Special Interest Groups. Overall |
| 2016 |  | grammatical corrections, language simplification and clarification, |
|  |  | resolution of contradictions. |
|  |  |  |
| Sept 16 | By Laws | Read through review of Bylaws with TESOL-Kuwait Board |
|  2017 |  |  |
|  |  |  |
|  |  |  |

January 31 By Laws Major revision of most of content

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