

TESL MB By-Laws

Article 1: Name

1.1 This organization was formerly known as "TEAM", standing for "Teaching English as an Additional Language to Adults in Manitoba".

Per a general membership vote on October 25th, 2019, the organization is now known by the full name "Teachers of ESL/EAL to Adults in Manitoba". However, the organization shall be commonly known and referred to as "TESL MB". Acceptable variations include "TESLMB" and "TESL Manitoba".

1.2 The organization shall be referred to as TESL MB for the remainder of this document.

Article 2: Purpose

2.1 The purposes of TESL MB are:

- a. to represent and address the professional needs of educators and instructors of adult ESL/EAL students in Manitoba.
- b. to promote the improvement of programs and services for adult ESL/EAL learners through professional development, community engagement and, when appropriate, advocacy.

2.2 TESL MB is a non-profit organization. Funds held by TESL MB may be used exclusively for fulfilling the stated purposes of the organization.

Article 3: The Board

3.1 The TESL MB Board shall be comprised of no more than 15 officers, including the Executive Committee Board Officers, other Board Officers, Board Members-at-Large, and Past President (only for the membership year after a new President is elected).

3.2 The Executive Committee shall be comprised of 4 elected officers:

- a. President
- b. Vice-President
- c. Secretary
- d. Treasurer

A description of each Executive Committee Board Officer position and the associated responsibilities can be found in the *TESL MB Policies & Guidelines*. The associated responsibilities, apart from those primary tasks stated in Article 4, are subject to change following a motion and majority approval vote at a meeting of the Board.

It is the priority of the Board to fill these roles. The Board should actively seek to fill any vacant Executive Committee Board Officer positions. An extended period of vacancy will be addressed according to the contingencies outlined in the *TESL MB Policies & Guidelines*.

3.3 Board Officers include those non-Executive Committee Board Officers who serve on the Board in specific roles according to the additional needs of the Board. A list of such possible

roles can be found in the *TESL MB Policies & Guidelines*, and new roles may be created according to need following a motion and majority approval vote at a meeting of the Board.

3.4 Board Members-at-Large do not have specific roles or responsibilities but serve on the Board generally as voting representatives of the general membership. Members-at-Large may take on tasks in support of Board initiatives on a voluntary, as-needed basis. This role is informally considered a training position, with the hope that Members-at-Large will take on officer positions at a later time. A maximum of 3 Members-at-Large may serve at one time.

3.5 The Past President role is held by the former President for the first membership year of the new President's term. It is only for this time that there would be a Past President on the Board.

Article 4: Board Responsibilities

4.1 The Board is tasked with pursuit of the purposes stated in Article 2. The Board shall take the initiative in preparing policies, activities and other opportunities for engagement for the general membership.

4.2 The Board shall hold regular meetings (at least 3 times a year) in addition to the Annual General Meeting (AGM). Board meetings will be called by the President or Secretary, or at the request of any two other Board Officers. Regular members of TESL MB may attend a meeting of the Board if they wish. Additional General Meetings may be held as needed (see Article 6).

Quorum for regular Board meetings shall be a majority of voting members of the Board. The members counted for quorum include the Executive Committee Board Officers (excluding the President or Acting President, who is a non-voting member), Board Officers, and Board Members-at-Large. Any regular members in attendance have voting privileges but are not counted in the quorum requirements.

4.3 Executive Committee Board Officers shall be elected by a vote at the Annual General Meeting (AGM). Full regular members in good standing are eligible to serve as officers, and will self-nominate.

If only one person is seeking election to a position, a motion and majority approval vote is required. If multiple people are seeking election for the same position, a secret ballot vote is required.

Board vacancies that remain after an AGM or occur during the year shall be filled through appointment by the Board. Officers appointed by the Board shall be considered to be working in an interim capacity. Continuation in the role for the following membership year will require election at the next AGM. A period of interim service will not be counted as part of the subsequent term.

4.4 The length of terms for the Executive Committee Board Officers, Board Officers, Board Members-at-Large, and Past President are as follows:

- a. The President, Secretary and Treasurer shall be elected for terms of two membership years in length. All other officers shall be elected for terms of one membership year in length.
- b. The President shall not serve more than two terms consecutively. The President is requested to serve one additional membership year beyond their term in the role of Past President.

- c. All other officers may serve a maximum of three terms consecutively. The Vice-President may serve four terms consecutively *only if* they began to serve in the position at the same time as the President, the President served two consecutive two-year terms *and* the Vice-President hopes to succeed the President.
- d. Any Board Officer who wishes to serve again in a position that they previously held for the maximum period of time allowed may not do so until at least full term has passed since they last held the position.

4.5 The Board shall adhere to structural rules of order (such as *Robert's Rules of Order* or *Democratic Rules of Order*) for all meetings. Any change to the rules of order used requires a motion and majority approval vote at a meeting of the Board. See the *TESL MB Policies & Guidelines* for details of the rules of order currently in use.

4.6 The President is responsible for the overall supervision and administration of the affairs of TESL MB and ensures that all policies and actions approved by the general membership and/or Board are properly implemented. The President (or Acting President, if the position is vacant or the President is absent for a meeting) chairs all Board and General/Special General Meetings. The President may propose motions but may not make or vote on motions.

4.7 The Vice-President or Secretary may perform the duties of the President as Acting President when that person is temporarily absent. If the President is unable to fulfil their duties long-term, the Vice-President will take over the position until the President returns, an election takes place at the AGM or an interim appointment is made by the Board. If both the President and Vice-President positions are vacant, the vacancies will be addressed according to the contingencies outlined in the *TESL MB Policies & Guidelines*.

4.8 The Secretary (or Acting Secretary, if the position is vacant or the Secretary is absent for a meeting) shall prepare, maintain and distribute minutes for all meetings. The minutes must be distributed at least 10 days before the next meeting of the Board. A meeting may not occur unless minutes are taken.

4.9 The Treasurer is responsible for the care and custody of the financial assets of TESL MB, for making payments for all approved expenses, and for maintaining the finances, which shall be made available for inspection by request of any regular or Board Officer within a reasonable period of time. The Treasurer will present a full account of the finances at each AGM, along with a proposed budget for the following membership year. If the Treasurer position is vacant, the vacancy will be addressed according to the contingencies outlined in the *TESL MB Policies & Guidelines*.

Article 5: Membership

5.1 The general membership shall retain all powers of TESL MB except those delegated by these *By-Laws* to the TESL MB Board.

5.2 Regular membership in TESL MB is open to all persons residing in or otherwise connected to Manitoba who express interest in supporting and/or pursuing the purposes of TESL MB as stated in Article 2. The annual membership term is from September 1 until August 31. See the *TESL MB Policies & Guidelines* for more information about regular membership.

5.3 Organizations may be approved for regular membership with a motion and majority approval vote at a meeting of the Board. In this case, a single representative of the

organization must be designated as the primary contact with voting privileges (one vote cast on behalf of the organization). It is the organization's responsibility to update their designate information.

5.4 Conditions of regular membership include up-to-date payment of dues and any additional conditions outlined in the *TESL MB Policies & Guidelines* which have been approved by a motion and majority approval vote at a meeting of the Board. A member may be expelled from TESL MB under the conditions indicated in the *TESL MB Policies & Guidelines*.

Article 6: General Meetings

6.1 An Annual General Meeting (AGM) will be held within each membership year.

6.2 Additional General Meetings may be held as needed, and may be called by:

- a. The President, at any time.
- b. The Secretary, at any time.
- c. The Board, by motion and majority approval vote.
- d. The Secretary, on behalf of the general membership, upon receipt of a written petition signed by at least 10 regular members in good standing. The petition must state the purpose of the General Meeting.

6.3 Proper notice of 10 business days through regular Board communication channels is required for all General Meetings. To be proper notice, this notice must indicate the time, place and purpose of the General Meeting (including any planned motions and relevant details). The notice required for a General Meeting can only be waived by unanimous consent of all members entitled to attend the meeting. An agenda must also be provided at least 72 hours in advance of the General Meeting start time.

6.4 Quorum for all General Meetings (including the AGM and Special General Meetings) shall be at least:

- a. 50% of the Board (excluding Members-at-Large), and
- b. an equal number of regular members and Members-at-Large, plus one
 - see Articles 6.7 and 6.8 for more details about voting by proxy and quorum

If quorum for a General Meeting is not met, all motions on the agenda may be discussed, but are to be tabled and addressed at a later date according to the requirements of the *TESL MB Policies & Guidelines*. See Article 6.8 for more information.

6.6 The Board may call a Special General Meeting by giving at least 5 business days' notice of the time and place of the Special General Meeting and of the specific items to be considered. No additional items may be added to the agenda for a Special General Meeting. The Secretary shall also call a Special General Meeting which meets these conditions within 10 business days of receiving a written petition signed by at least ten regular members in good standing.

6.7 Regular members who are unable to attend an Annual General Meeting (AGM), other General Meeting or Special General Meeting may vote by proxy only on the election of Board Officers, amendments to the *By-Laws*, and/or the absorption of TESL MB into an affiliated organization or the otherwise dissolving of TESL MB.

Such votes will only be accepted upon presentation of written authorization from the absent regular member by a regular member in attendance. Each regular member in attendance may only vote on behalf of one voter by proxy. Authenticated by-proxy votes may be counted toward quorum only for voting on motions permitted by proxy.

6.8 If quorum is not reached for the Annual General Meeting (AGM), a second AGM must be scheduled. If quorum is not reached for a second time, then the eligible voters present constitute a quorum and the meeting may proceed. However, no motions requiring passage of a motion by at least two-thirds of votes cast at a General Meeting may be voted on, as these motions require the normal conditions for quorum to be met. See the *TESL MB Policies & Guidelines* for next steps regarding such motions.

Such motions include:

- the absorption of TESL MB into an affiliated organization, or the otherwise dissolving of TESL MB (see Article 7.3)
- permission for TESL MB to incur debts by borrowing money (see Article 9.6)
- amendments to these By-Laws (see Article 10.1)

Article 7: Affiliations

7.1 TESL MB may seek affiliation with other organizations that have similar or related purposes for appropriate reasons.

7.2 Affiliation with another organization, and any subsequent changes to the terms of such affiliation, shall require a motion and majority approval vote at a meeting of the Board.

7.3 If such an affiliation would entail the absorption of TESL MB into the affiliated organization, or otherwise dissolve TESL MB, this would require passage of a motion by at least two-thirds of votes cast at a General Meeting. Quorum requirements must be met, and abstentions are permitted.

7.4 Other organizations seeking affiliation with TESL MB shall require a motion and majority approval vote at a meeting of the Board. See Article 5.3.

Article 8: Committees

8.1 Standing and ad-hoc committees may be established to facilitate the achievement of the purposes of TESL MB.

8.2 Standing committees are established at the discretion of a Board Officer in a Committee Chair role, with the approval of the Board by a motion and majority approval vote at a meeting of the Board.

8.3 A statement of intent must be provided to account for the purpose of a proposed ad-hoc committee. Ad-hoc committees may be established by a motion and majority approval vote at a meeting of the Board. A chair must be appointed at the time of establishment of an ad-hoc committee, who shall be responsible for reporting the committee's actions to the Board.

Article 9: Finances

9.1 The finances of TESL MB shall be managed by the Treasurer. If the Treasurer position is vacant, the vacancy and subsequent management of finances will be addressed according to the contingencies outlined in the *TESL MB Policies & Guidelines*.

9.2 The fiscal year of TESL MB shall be from September 1 to August 31, in keeping with the membership term.

9.3 Changes in membership dues may be recommended by the Treasurer or other Board Officer and approved by a motion and majority approval vote at a General Meeting.

9.4 A change in membership dues commensurate with a change to TESL Canada dues may be approved by a motion and majority approval vote at a meeting of the Board.

9.5 All expenditures in excess of \$100.00 that are not included in the budget for the current fiscal year shall require approval by a motion and majority approval vote at a meeting of the Board.

9.6 TESL MB shall not incur debts by borrowing money unless prior approval has been obtained by passage of a motion by at least two-thirds of votes cast at a General Meeting. Quorum requirements must be met, and abstentions are permitted.

9.7 The financial records of TESL MB shall be formally reviewed by an independent qualified accountant on a regular basis (see *TESL MB Policies & Guidelines* for more information).

9.8 See additional policies regarding Finance in the *TESL MB Policies & Guidelines*.

Article 10: Amendments

10.1 These *By-Laws* may be amended only at the Annual General Meeting or other General Meeting. At least 14 days' notice must be given of the motion and proposed amendment(s) in advance of the meeting. Quorum requirements must be met, and passage of a motion by at least two-thirds of votes cast is required. Abstentions are permitted.

10.2 Amendments to the *TESL MB Policies & Guidelines* may be made at any regular meeting of the Board. Quorum requirements must be met, and passage of a motion by at least two-thirds of votes cast is required. Abstentions are permitted.

10.3 This document was approved and came into force on _____.