

TESL MB Policies & Guidelines

This document serves to support the by-laws detailed in the *By-Laws of Teachers of ESL/EAL to Adults in Manitoba (TESL MB)* (hereafter referred to as the *By-Laws*).

Where the *By-Laws* reference this document, this document will be used to direct the actions of the Board. Additionally, this document will inform all actions of the Board with the same force as the *By-Laws* unless a formal motion and vote is held to amend it as required in the *By-Laws*.

Per *Article 10.2* of the *By-Laws*, Amendments to the *TESL MB Policies & Guidelines* (this document) 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.

If amendments are made to this document, it is the Board's responsibility to ensure that each article in the *By-Laws* that references this document is sufficiently addressed herein. If not, this constitutes an amendment to the *By-Laws* and must meet all requirements for such an amendment.

In the case of a discrepancy between the *By-Laws* and this document, the *By-Laws* will take precedence.

Section 1: AFFIRMATION OF PURPOSE

1.1 Let this document affirm that, as per *Article 2.1* of the *By-Laws*, 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.

1.2 To achieve its stated purpose, TESL MB shall engage in the following activities:

- representing the professional concerns and aspirations of adult ESL/EAL teachers/instructors in the greater sphere of immigrant-serving organizations within Manitoba and at a national level
- exercising its influence to advocate on behalf of adult ESL/EAL teachers/instructors in any situation that may impact adult ESL/EAL education in Manitoba with regard to policy setting, professional development and training, research, educational practice, funding, and other pertinent matters
- liaising with other organizations whose aims are consonant with those of TESL MB, and offering support to persons interested in forming such organization as appropriate
- initiating and coordinating professional development and training opportunities for adult ESL/EAL teachers/instructors in Manitoba
- promoting the interests of adult ESL/EAL learners in Manitoba
- maintaining the membership of TESL MB members with TESL Canada (presuming an ongoing affiliation)

Section 2: RULES OF ORDER

2.1 As per *Article 4.5* of the *By-Laws*, the Board shall adhere to structural rules of order for all meetings. *Robert's Rules of Order* by Henry Martyn Robert shall be used to govern all TESL MB meetings. New Board Officers are encouraged to familiarize themselves with the *Rules*. Appendix 1 of this document contains a "cheat sheet" which may be used for reference.

2.2 A change to the rules of order used may be made following a motion and majority approval vote at a meeting of the Board.

Section 3: BOARD OFFICER ROLES & RESPONSIBILITIES

3.1 Role Descriptions for Executive Committee Board Officers Per *Article 3.2* of the *By-Laws*, the Executive Committee shall be comprised of 4 elected officers:

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

3.1.1 President – Per the *By-Laws*, the President is responsible for the overall supervision and administration of the affairs of the organization and ensures that all policies and actions approved by the general membership and/or Board are properly implemented. The President chairs all Board and General/Special General Meetings. The President may propose motions but may not make or vote on motions.

Additionally, the President is the primary representative of TESL MB except where another, more suitable Member is designated (e.g. the TESL Canada Liaison as representative with TESL Canada). Either the President or the Secretary may distribute the agenda for meetings. The President shall be elected for a term of two membership years in length and 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, to support the incoming President (see *Section 3.4* for more information).

3.1.2 Vice-President – Per the *By-Laws*, the Vice-President 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.

Additionally, the Vice-President may take on other tasks or responsibilities to assist the President on a voluntary as-needed basis. The Vice-President shall be elected for a term of one membership year in length and may serve a maximum of three or four terms consecutively (see *Article 4.4* of the *By-Laws* for the conditions that allow for 4 terms). This role is informally considered to be a training position for the role of President, with the hope that the Vice-President will succeed the President at the end of their term.

3.1.3 Secretary – Per the *By-Laws*, the Secretary shall prepare, maintain and distribute minutes for all meetings. The minutes must be distributed at least 10 business days before the next meeting of the Board. A meeting may not occur unless minutes are taken.

Additionally, the Secretary is responsible for all general internal Board communication and may call meetings as per *Articles 4.2, 6.2 and 6.6* in the *By-Laws*. Either the Secretary or the President may distribute the agenda for meetings. The Secretary shall be elected for a term of two membership years in length and may serve a maximum of three terms consecutively.

3.1.4 Treasurer – Per the *By-Laws*, 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 member 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.

Additionally, the Treasurer shall be responsible for issuing all payments on behalf of TESL MB using approved methods (see *Section 6.7*). They will maintain an ongoing record of all assets and expenditures and account for all payments made in reports to the Board at 3 regular intervals throughout the year (or more frequently as needed). Generally, the role of Treasurer should be filled by a person with experience or specialised knowledge of keeping accounts. If the Treasurer lacks these qualification, the Board shall support the Treasurer in receiving appropriate training (e.g. from Volunteer Manitoba). The Treasurer shall be elected for a term of two membership years in length and may serve a maximum of three terms consecutively. See *Section 6* for additional pertinent information.

3.2 Role Descriptions for Board Officers Per *Article 3* of the *By-Laws*, Board Officers include those officers who serve on the Board in specific roles according to the additional needs of the Board. All Board Officers shall be elected for terms of one membership year in length and may serve a maximum of three terms consecutively. Following is a list of current Board Officer positions. New Board Officers positions may also be created according to need following a majority of votes cast at a meeting of the Board. Newly created roles shall be added to the list below with associated responsibilities described.

3.2.1 Editor of the Newsletter – responsible for the collation and dissemination of such items as will be of interest to the membership, to be shared via regular distribution of the organization's newsletter (this role may be held in conjunction with another position, such as Secretary or Communications Chair)

3.2.2 TESL Canada Liaison – represents TESL MB with TESL Canada by serving as the primary contact, attending relevant meetings, communicating relevant information between organizations, and representing the interests of TESL MB

3.2.3 TEAL Manitoba Liaison – represents TESL MB with TEAL by serving as the primary contact, attending relevant meetings, communicating relevant information between organizations, and representing the interests of TESL MB

3.2.4 MANSO Liaison – represents TESL MB with MANSO by serving as the primary contact, attending relevant meetings, communicating relevant information between organizations, and representing the interests of TESL MB

3.2.5 Committee Chairs: These Board Officers may or may not fulfil their responsibilities with the support of a standing committee comprised of regular members/volunteers. As per *Article 8.2* of the *By-Laws*, 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. Possible and/or common Committee Chair Board Officer roles include:

- **Communications Chair** – manages the communications and web presence of TESL MB, including mailed and emailed communications, the web site and social media accounts, etc.
- **Membership Chair** – recruits and welcomes new members, manages membership registration and maintains and updates the membership roster (may work in conjunction with the Treasurer to manage membership dues and/or the Communications Chair to communicate with new members)
- **Professional Development Chair** – plans and organizes such professional development opportunities and events as offered by the organization (this role is often held in conjunction with the Conference Chair position)
- **Conference Chair** – plans and organizes the professional development conference offered by TESL MB (typically, this role requires a standing committee for support); this role may be held in conjunction with another position, such as PD Chair
- **Awards Chair** – manages and facilitates the application and selection process for all TESL MB awards and the Margaret Pidlaski Scholarship; presents awards at TESL MB events such as the AGM or a conference, or otherwise arranges announcement and distribution of awards

Notes:

- Past Board Officer positions have included Learner Liaison, Fundraising Chair, Advocacy Chair, Teacher Support Group Chair, Welcoming Committee Chair, etc. These positions have not been active for some time, but may be useful in the future.
- Two (2) persons can share a Committee Chair position, serving as Co-Chairs, but one must be designated the Primary Co-Chair with voting privileges (the secondary Co-Chair may vote as a Member-at-Large).

3.3 Role Description for Members-at-Large Board Members-at-Large do not have specific roles or responsibilities but serve on the Board generally as representatives of the 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. Members-at-Large shall be elected for terms of one membership year in length and may serve a maximum of three terms consecutively.

3.4 Role Description for the Past-President At the end of their term, a President is requested to serve one additional membership year beyond their term in the role of Past President. In their capacity as Past President, they will support the incoming President to ensure a smooth transition. This may include such tasks as sharing pertinent information (such as log-in information for email) and transferring any physical materials belonging to TESL MB in their possession (such as the Archive external hard-drive). At the end of the one-year period, the Past President should ensure that the incoming President has everything they need to continue in the role successfully. A Past President may fulfil the role in conjunction with another Board position to which they have been duly elected or appointed by the Board.

Note:

- Per Article 4.4 (d) of the By-Laws, any Board member 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.

3.5 Responsibilities of All Board Officers All persons serving on the TESL MB Board in any capacity are expected to adhere to the following guidelines:

- maintain their membership with TESL MB and TESL Canada by renewing their membership & paying dues annually; Board Officers may be invoiced for payment of dues as needed
- attend board meetings regularly; any Member who misses three consecutive Board meetings without prior communication of regrets may be asked to step down
- faithfully complete and account for Action Items and additional tasks and efforts made by themselves or their Committees on behalf of TESL MB as needed (may require documentation according to current Board procedures; e.g. online survey submitted prior to meeting)
- report and submit records for any and all expenses; any expenses that exceed \$100, were not approved by the board, and/or are deemed by the Board to have been unnecessary or unrelated to the Board's purposes may not be reimbursed
- behave in a respectful and appropriate manner in all Board interactions, in all interactions with TESL MB members/affiliates and whenever representing the TESL MB Board; please note that discriminatory behaviour of any nature will not be tolerated

Section 4: CONTINGENCIES FOR BOARD VACANCIES

4.1 President – The Vice-President or Secretary may perform the duties of the President when that person is temporarily absent. The President may also appoint another Board Officer to fulfil their duties in advance of their absence if both the Vice-President and Secretary are unavailable (or the positions are vacant).

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 Board may appoint an Acting President from among the other Executive Committee Board Officers, Board Officers or Members-at-Large to serve until an election takes place at the AGM or an interim appointment is made by the Board. The Past President may also serve as the Acting President for a maximum period of 6 consecutive months. Anyone serving in the role of President may propose motions but may not make or vote on motions.

If a period of 3 consecutive months has passed where the position of President remains vacant, with no Vice-President, Acting President or appointed interim President fulfilling the responsibilities of the role, OR an Acting President has been serving for a period of 12 consecutive months (meaning no person has been elected to the position at an AGM, nor an

interim President appointed) the Board shall pass a motion declaring the Board in a State of Abeyance until such time as the position has been filled (see *Section 4.6* for more information).

4.2 Secretary – Another Executive Committee Board Officer, Board Officer or Member-at-Large Board Officer may serve as Acting Secretary if the Secretary is temporarily absent. The Secretary may appoint the Acting Secretary in advance or a volunteer may take on the role prior to the start of the meeting. The Acting Secretary shall then prepare and distribute the minutes for the meeting. The minutes must be distributed at least 10 business days before the next meeting of the Board. A meeting may not occur unless minutes are taken; if no one is prepared to fulfil the role of Acting Secretary during the Secretary's absence, the meeting must be rescheduled.

If the Secretary position is vacant, the above requirements must still be met. A long-term Acting Secretary may be appointed from among the other officers (they shall maintain their elected role as well as serving as Acting Secretary), an interim Secretary may be appointed by the Board, or the officers may take turns completing the duties of the Secretary. The President shall not perform the duties of the Secretary.

The Secretary position may remain vacant for an extended period of time without the Board entering a State of Abeyance, provided that minutes are prepared and distributed for all meetings.

4.3 Treasurer – If the Treasurer position is vacant, the Board may appoint an Acting Treasurer from among the Board Officers or Members-at-Large to serve until an election takes place at the AGM or an interim appointment is made by the Board. The Acting Treasurer shall maintain their elected role as well as serving as Acting Treasurer. Other Executive Committee Board Officers may NOT serve as the Acting Treasurer.

An Acting Treasurer must make a Treasurer's report at every meeting of the Board (as opposed to the quarterly or as-needed reports made by an elected Treasurer).

If a period of 6 consecutive months has passed where the position of Treasurer remains either vacant or filled by an Acting Treasurer, the Board shall have the financial records of TESL MB formally reviewed by an independent qualified accountant.

If a period of 12 consecutive months has passed where the position of Treasurer remains vacant (meaning no person has been elected to the position at an AGM, nor an interim Treasurer appointed, regardless of whether an Acting Treasurer has been serving in the role) a second formal review of the financial records shall be done and the Board shall pass a motion declaring the Board in a State of Abeyance until such time as the position has been filled (see *Section 4.6* for more information).

4.4 Board Officers – It is acceptable for Board Officer positions to be vacant provided the essential duties and responsibilities of TESL MB typically fulfilled by members in those positions are not being neglected.

Essential duties and responsibilities include:

- ongoing registration of new members
- maintenance of TESL Canada memberships
- essential communication with affiliated organizations and the general membership
- management of any relevant financials (such as membership dues, awards, etc.)
- any other duties deemed essential by the Board

Executive Committee Board Officers, other Board Officers and Members-at-Large may take on specific essential responsibilities as needed to ensure the duties of the Board are fulfilled. However, this should be a short-term measure and must not conflict with the limitations noted in *Section 4.5*.

4.5 Rules for Serving in Multiple Positions No Board member may be elected to multiple Board positions with the exceptions of Editor of the Newsletter and Conference Chair, which may be held in conjunction with one other position. A Past President may also serve their role in conjunction with another Board position to which they have been duly elected or appointed by the Board.

If an Executive Committee Board Officer position is vacant, the contingencies detailed in *Sections 4.1, 4.2 and 4.3* shall be observed.

If a Board Officer position is vacant and there is a recognized need of a person to fill the role, another Executive Committee Board Officer or Board Officer may be permitted to fulfil the responsibilities of the additional Board Officer position in addition to their own elected position. They shall be considered to be serving in the second position in an "Acting" capacity only and the Board should actively seek to fill the vacant position.

It is strongly discouraged for the President to serve in any additional roles in an "Acting" capacity. If the President should take on such a role, it should be only out of extraordinary need and for a maximum period of 3 consecutive months for Executive Committee positions (where permitted with *Sections 4.2 and 4.3* in mind) or 6 consecutive months for Board Officer positions.

Per *Article 4.4 (d)* of the *By-Laws*, 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. Similarly, a Board Officer who has previously served in a role for the maximum period of time may NOT serve in the role in an "Acting" capacity unless one term has passed since they last held the position.

4.6 Conditions for a State of Abeyance Generally speaking, the TESL MB Board shall be considered an active Board, engaging in activities pursuant to its purposes. However, under certain conditions, a State of Abeyance may be triggered.

Should a State of Abeyance be triggered, the Board shall immediately pass a motion declaring itself in a State of Abeyance and cease all non-essential actions. The State of Abeyance shall continue until such time as the vacancies which triggered it are filled.

Essential actions that may be continued during a State of Abeyance include:

- ongoing registration of new members
- maintenance of TESL Canada memberships
- essential communication with affiliated organizations and the general membership
- fulfillment of any existing financial obligations
- maintenance of the finances of TESL MB (no extraneous spending shall be permitted)
- active recruitment of new volunteer Board Officers to fill the vacant positions that led to the State of Abeyance being triggered
- holding meetings as needed to carry out essential actions only
- holding an Annual General Meeting (AGM) for the purposes of electing new officers to fulfil vacant Board positions only

A State of Abeyance shall be triggered if:

- (A) the position of President has been vacant for a period of 3 consecutive months, with no Vice-President, Acting President or appointed interim President fulfilling the responsibilities of the role OR an Acting President has been serving for a period of 12 consecutive months (meaning no person has been elected to the position at an AGM, nor an interim President appointed)
- (B) the position of Treasurer has been vacant for a period of 12 consecutive months (meaning no person has been elected to the position at an AGM, nor an interim Treasurer appointed, regardless of whether an Acting Treasurer has been serving in the role)
- (C) there are fewer than 3 voting members of the Board (bearing in mind that a President, whether the Vice-President, Acting President, or interim President, does not vote)

Section 5: ADDITIONAL MEMBERSHIP INFORMATION

5.1 Dues for regular membership with TESL MB are \$35.00CAD annually. The annual membership term runs from September 1 to August 31. No pro-rating, group discounts, or other discounts are available. This amount includes the annual membership dues for TESL Canada.

5.2 Presently there is no discounted membership rate for students enrolled in a teacher-training program. A discounted rate may be established following a motion and majority approval vote at a meeting of the Board.

5.3 A combined membership-conference fee rate may be offered, but it should be noted that the discount is to the conference fee, not the membership dues.

5.4 Regular members are to be considered members in good standing as long as their dues are paid to date. Members must be members in good standing to be elected to or serve on the Board.

5.5 As per *Article 5.4* of the *By-Laws*, additional conditions for membership and expulsion from TESL MB are permitted but must be approved by a motion and majority approval vote at a meeting of the Board. At present, there are none.

Section 6: ADDITIONAL FINANCE INFORMATION

6.1 No officer of the Board or member of a committee shall receive any remuneration for duties performed on behalf of TESL MB; all positions are voluntary and all efforts associated with these positions are to be unpaid.

6.2 An outgoing officer of the Board may be given a gift to thank them for their service. The value of the gift must not exceed \$50 per year of each completed term they served. The gift may be given in gift card or gift certificate form, but must not be cash, cheque, or other monetary form. Other gifts, such as flowers or other such items, are also permitted.

6.3 The Board may approve a special stipend for completion of a one-time task (requiring extraordinary effort and a substantial time commitment) made by a Board Officer above and beyond the duties associated with any specific Board role.

The task and conditions of completion must be clearly stipulated and the stipend must be approved by a motion and at least two-thirds approval vote at a meeting of the Board prior to the task begin started. The task must be completed to the satisfaction of the Board before being paid out. Such a stipend may never be endowed retroactively. The stipend amount may not exceed \$250 and the Board may not use in excess of \$500 of TESL MB funds on such stipends in a given fiscal year.

Such stipends should be very rarely and judiciously endowed. An example of such a task completed in the past for which a stipend may have been approved is the organization and digitization of all archived TEAM/TESL MB hard copy documentation.

6.4 Board Officers must submit receipts for all expenses prior to being reimbursed. The Treasurer shall reimburse Board Officers within two weeks of receiving their receipts, unless the expense requires approval at the next meeting of the Board. Per *Article 9.5* of the By-Laws, 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.

6.5 Refreshments for regular Board meetings and General Meetings should not exceed \$10 per person in attendance (or estimated number of persons expected to attend, for General Meetings), nor exceed the annual amount designated in the Budget.

6.6 The financial records of TESL MB shall be formally reviewed by an independent qualified accountant on an annual basis unless the position of Treasurer is vacant. See *Section 4.3* for more information.

6.7 The Treasurer (or Acting Treasurer) shall be responsible for issuing all payments on behalf of TESL MB. Acceptable methods of payment include:

- e-transfers (with password) – preferred
- cheque or money order
- TESL MB credit card (only when necessary; must be paid in full each month)
- cash (only when necessary; signed receipt of payment is required)

6.8 For any payment amounts above \$500 (not including TESL Canada membership payments), a second Board member must verify the payment.

SECTION 7: ADDITIONAL MEETING INFORMATION

7.1 All regular meetings of the TESL MB Board are generally to be held in person, unless there is a consensus among Board Officers that an online meeting is acceptable.

7.2 Every effort should be made to ensure that meetings are accessible to any member who wishes to attend. If a member requires special accommodation, they are requested to advise a member of the Board to help the Board ensure that their needs are met.

7.3 Typically, dates for regular Board meetings should be set at the outset of the membership year and made known to the general membership through regular Board communication channels. Changes to these dates (including cancellation, postponement or rescheduling of a

meeting) should likewise be made known to the general membership. At any time, a regular member may request to know the date of upcoming meetings, and this information should be provided to them readily, including date, time, location and any other pertinent information (such as app/website details if the meeting is online).

7.4 See *Article 6* of the *By-Laws* for requirements about General Meetings. Additionally, a General Meeting (or Special General Meeting) may be held online provided it meets all of the requirements noted in *Article 6*. However, motions requiring passage of a motion by at least two-thirds of votes cast at a General Meeting should not be made at an online General Meeting, except in extraordinary circumstances where in-person meetings are not feasible. 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*)

7.5 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. In the case of an AGM, see *Article 6.8* of the *By-Laws* for next steps.

If, cognizant of the requirements of *Article 6.8*, reasonable efforts have been made to facilitate a General Meeting but quorum was not reached, motions made and seconded at any meeting of the Board may then be made available to the general membership for voting by paper ballot. This includes motions requiring passage of a motion by at least two-thirds of votes cast at a General Meeting, as well as elections.

The paper ballot must clearly state each motion, with the mover and seconder noted, and additional relevant information regarding the motions should be enclosed or otherwise provided to voters.

The paper ballot must be signed by the voter and the signatory must be verified as a member in good standing before the vote may be counted.

Paper ballots should be widely distributed to members by whatever reasonable means possible, and a sufficient amount of time for votes to be submitted must be provided.

Possibilities for distribution and collection include:

- email or otherwise make the ballots available online so voters may self-print and return by regular mail or scan and return by email
- offer a location for ballot pick-up/drop-off
- distribute and collect ballots at an TESL MB event, such as a conference; this should not be the only opportunity for voters to submit their vote
- upon member request, mail out the ballot with pre-paid return envelope (within Manitoba)
- other reasonable options as determined by the Board

For all motions voted on by paper ballot, quorum shall be considered all verified respondents, and all motions require at least two-thirds of votes in favour to be passed.