Constitution

The name of the society is the British Columbia Teachers of Speakers of Other Languages Association (BC TESOL).

Purposes of the society are:

a. To advocate for and provide professional development opportunities and teaching resources for English Language Learning teachers across BC.

b. To provide specific information, services, encouragement, and direction to foster continued learning and personal development of teachers, and to support their facilitation of students' learning and development.

c. To encourage English Language Learning teachers to share in their interests, concerns, and practices as they carry out professional responsibilities.

d. To encourage English Language Learning teachers to develop curricula and resources at local levels, at provincial levels when appropriate as per BCTF policy, and to facilitate the sharing of resources between teachers.

e. To provide input and advice on behalf of English Language Learning teachers to the BC Teachers' Federation, and in collaboration with the Federation, to external bodies with respect to English Language Learning curricula, working and learning conditions, and policies affecting children within the K-12 grades.

This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

British Columbia Teachers of English to Speakers of Other Languages Association (BC TESOL)

BYLAWS

Bylaws of (the "Society")

Part 1 – Definitions

1.1 Definitions

In these Bylaws:

"Act" means the *Societies Act* (British Columbia) as amended from time to time;

"Board" means the board of directors of the Society

"Bylaws" means these Bylaws as altered from time to time.

"Society" means the British Columbia Teachers of Speakers of Other Languages Association.

"special resolution" means a resolution passed at a general meeting by not less than two-thirds of the votes cast on that resolution by those members entitled to vote on the resolution or a resolution consented to in writing by all voting members.

1.2 Definitions in Act apply

The definitions in the Act apply to these Bylaws.

1.3 Conflict with Act or regulations

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Part 2 – Members

Application for membership

2.1 Application for membership

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 Membership application procedure

The Board shall maintain and publish a procedure for application.

2.2 Transfer of membership dues

Membership dues paid to the Society may not be transferred or refunded.

2.4 Membership Types

2.4.1 Voting members are eligible to vote and hold office. Voting membership shall be open to any person who is a current BCTF member including

a) BCTF voting members
b) BCTF affiliate members
c) BCTF associate members
d) BCTF student members
e) BCTF honorary members including honorary membership granted by the BCTF to retirees as well as conferred on individuals by the BCTF AGM or Representative Assembly.
f) Other categories of BCTF membership that may be created in the future.

2.4.2 Honourary Life Membership The Society, at the Annual General Meeting (AGM), may confer an honorary life membership. Honorary life members of the Society will be eligible to vote and hold office if they are also a BCTF member.

2.4.3 Subscriber membership is available to any person who is not a member of the BCTF. Subscription membership shall be open to such persons upon payment of the appropriate fee. A subscriber is entitled to receive notices and communications from the Society and to attend meetings but shall not be entitled to vote or hold office.

2.4.4 Organization membership is provided to the BCTF without any payment of dues or any right to vote or hold office.

2.5 Duties of members

Every individual member must:

2.5.1 uphold the constitution of the Society;
2.5.2 comply with these Bylaws;
2.5.3 adhere to the BCTF Code of Ethics and Commitment to Solidarity.
2.5.4 pay any required membership dues

2.6 Amount of membership dues

The amount of the annual membership dues will be determined at the AGM and any changes will be effective the January 1 or July 1 following the AGM.

2.7 Termination of membership

A membership in the Society will be terminated when:

a) if the member fails to pay annual membership dues prior to expiry of the term of membership. Dues must be paid to remain a member in good standing.

b) any specified term of membership expires;

c) the member fails to maintain any qualifications for membership specified in these bylaws;

d) the member resigns;

e) the member's membership is otherwise terminated in accordance with these bylaws.

2.8 Revocation of membership

Having heard evidence and arguments from the member in question, the Board may, by resolution passed by a two-thirds majority vote at any meeting of the Board revoke membership of those whose conduct is improper, unbecoming, or likely to endanger the interest or the reputation of the Society, or who willfully commits a breach of the Constitution or By-Laws of the Society. Prior to action concerning removal, the member must be given an opportunity for a hearing before the Board. Any member who is removed from the membership role may appeal to an Annual General Meeting of members. The decision at any such Annual General Meeting shall be binding.

Part 3 – General Meetings of Members

3.1 Time and place of general meetings

An AGM shall be held during the school year each year and, whenever possible, in conjunction with a conference hosted by the Society.

3.2 Notice of General Meeting

A notice of a general meeting must

3.2.1 be issued no less than fourteen (14) days prior to the general meeting;
3.2.2 be issued via email to all members;
3.2.3 be posted to the Society website; and
3.2.5 specify the place, date, and time of the general meeting.

3.3. Proceedings valid despite omission to give notice

The accidental omission to give notice of a general meeting to a member, or the non-receipt of a notice by a member, does not invalidate proceedings at the meeting.

3.4 Ordinary business at general meeting

General meetings shall run in accordance with the BCTF's Simplified Rules of Order as published in the Members' Guide to the BCTF.

At general meetings the following business is ordinary business

3.4.1 acknowledgement of Territory;
3.4.3 determine that there is a quorum;
3.4.4 approve the agenda;
3.4.5 approve the minutes from the last general meeting;
3.4.6 deal with unfinished business from the last general meeting;
3.4.6 if the meeting is an AGM,

a) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
b) consideration of the reports, if any, of the directors or auditor;
c) election of directors;
d) appointment of an auditor, if any;
e) set membership fees;

3.4.7 deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
3.4.8 business arising out of a report of the directors not requiring the passing of a special resolution.
3.4.9 terminate the meeting.

3.5 Notice of special business

A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business. Notice must include any special resolutions, including any constitution or bylaw changes, to be considered by the meeting.

3.6 Chair of general meeting

The chair for the general meeting shall be appointed by the directors.

3.7 Quorum for general meetings

A quorum of general meetings shall be a majority of the directors and those voting members present.

3.8 If quorum ceases to be present

If, at any time during a general meeting, there ceases to be a quorum present, business then in progress must be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

3.9 Adjournments by chair

The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and, if applicable, from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

3.10 Notice of continuation of adjourned general meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting, except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

3.11 Methods of voting

At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

3.12 Announcement of result

The chair of a general meeting must announce the outcome of each vote, and that outcome must be recorded in the minutes of the meeting.

3.13 Proxy voting not permitted

Voting by proxy is not permitted.

3.14 Matters decided at general meeting by ordinary resolution

A matter to be decided at a general meeting must be decided by ordinary resolution requiring only a simple majority vote of members present unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.15 Special general meeting

The president may call for a special general meeting at any time or within thirty days of receipt of a written request, provided

3.15.1 such a request is accompanied by reasons specifying the purpose of the meeting and

3.15.2 the matter cannot be otherwise resolved.

Part 4 – Directors

4.1 Number of directors on Board

The Society must have no fewer than 3 and no more than 14 directors. The Board of Directors will consist of the following positions:

(a) President
(b) Vice-President
(c) Treasurer
(d) Secretary
(e) Any additional director positions determined by the AGM including but not limited to Directors at Large.

Other than President, directors may hold more than one position.

4.2 Election of directors at AGM

The Directors, except for the role of the Past President, shall be elected at the Annual General Meeting. Only voting members of the Society are eligible to vote and hold office. Any voting member can put their name forward to be a director in accordance with the **BC TESOL election policies.**

4.3 Qualifications of directors

The President, Vice-President, and Treasurer roles as well as the majority of positions on the board as whole, must be filled by voting members the Society who are also voting members of the BCTF

4.4 Term in office

Directors shall continue in office until the close of the Annual General Meeting that ends their term.

Directors shall be elected for a two year term. The President and half the board shall be elected in even years. The Vice-President and the remainder of the board shall be elected in odd years.

If a Director position is vacant at the mid-term AGM, a Director shall be elected to that position for the remainder of the term.

4.5 Assuming office

New directors shall assume office upon the date of their election.

4.6 Directors may fill vacancy on the Board

The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

4.7 Term of appointment of director filling casual vacancy

A director appointed by the Board to fill a vacancy ceases to be a director at the close of the next annual general meeting.

4.8 Conflict of interest

A director is required to report any actual or potential conflicts of interest when a director's private interests—financial, familial, or professional—interfere, or appear to interfere, with their duty to the organization.

4.9 Removal of a director

A director may be removed from the office or society by a three-quarter vote of the membership in attendance at a general or special general meeting.

4.10 Resignation through absence

A director who is absent for three regular board meetings within a year is deemed to have resigned from office.

4.11 Description of directors' roles and responsibilities

The roles and responsibilities of the directors will be governed by the Act, these bylaws and any policies established by the board or a general membership meeting.

Part 5 – Directors' Meetings

5.1 Calling directors' meeting

A directors' meeting may be called by the president or by any 2 other directors.

5.2 Notice of directors' meeting

At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

5.3 Proceedings valid despite omission to give notice

The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.4 Conduct of directors' meetings

Subject to any policies of the Society, the directors may regulate their meetings and proceedings as they think fit.

5.5 Quorum of directors

The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 – Remuneration of Directors and Signing Authority

6.1 Remuneration of directors

These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity. Any remuneration for services must be approved by the board.

6.2 Reimbursement for expenses

All travel and expense allowances and reimbursements must not exceed BCTF Travel and Expense Allowances policies and procedures.

6.3 Contract signing authority

A contract or other record over $5000.00 to be signed by the Society must be signed on behalf of the Society

6.3.1 by the president, together with the vice-president or the treasurer,

6.3.2 if the president is unable to provide a signature, the vice-president and the treasurer.

Smaller contracts may be signed by the President, Vice-President or Treasurer individually. All contracts and expenditures will be consistent with approved Society budgets and financial plans.

6.4 Cheque and electronic transfer authorization

The President, Vice President and Treasurer shall have authority to sign cheques or authorize electronic transfers of funds drawn on the Society's account.

7.0 Dissolution

Upon the dissolution of the Society and after payment of all debts and liabilities of the Society, the remaining property of the Society shall be distributed to the British Columbia Teachers' Federation, unless such entity does not constitute a "qualified recipient" as described in sections 1 and 124(2) of the Act at such time, in which case the remaining property of the Society shall be distributed pursuant to section 124(2)(b) of the Act.