

OREGON TEACHERS OF ENGLISH TO SPEAKERS OF OTHER LANGUAGES

BYLAWS

ARTICLE I. - GENERAL

Section 1. NAME. The name of the corporation will be Oregon Teachers of English to Speakers of Other Languages or ORTESOL.

Section 2. REGISTERED OFFICE AND REGISTERED AGENT. The registered agent and office of the corporation may be, but need not be, identical with the corporation's principal office and place of business. The address of the registered office and name of the registered agent may be changed from time to time by the Board of Directors.

Section 3. FISCAL YEAR. The corporation will have a fiscal year ending on the last day of December.

Section 4. AMENDMENT. The directors will have the authority to amend, repeal or adopt new Bylaws for the corporation upon approval of at least 2/3 of the directors then in office.

Section 5. ADDRESS. The principal office of the corporation shall be located at 1715 Prospect Ave., Hood River, OR 97031.

Section 6. PURPOSE. The purpose of the corporation is to carry out exclusively charitable, educational, and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code. The primary mission is to promote professionalism within the community of teachers who work with non-native speakers of English in Oregon by promoting professional development and opportunities for collaboration within this field. The corporation will promote and sponsor at least one annual conference. The corporation intends to promote and sponsor programs, seminars, conferences and workshops as well as serve as a source of information on resources available in the field.

Section 7. WAIVER OF NOTICE. Whenever any notice is required to be given to any director or officer or member of the corporation by these Bylaws, a waiver in writing signed by the person or persons entitled to such notice may be executed at any time and shall be deemed the equivalent of the giving of the notice.

Section 8. BOOKS AND RECORDS. The corporation will keep correct and complete books and records of account and will keep minutes of the meetings of its Board of Directors. A list of the names and addresses of all directors shall be kept at the registered office. All books and records of the corporation may be inspected by any member of the Board of Directors at any reasonable time. The Articles of Incorporation, Bylaws, Board and Member meeting minutes, and other documents as directed by the Board will be archived electronically online such that all members of the Board of Directors have access.

ARTICLE II. - BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall administer the property held by the corporation in the manner that best serves the corporation's purpose.

Section 2. NUMBER AND TERM. The number of directors of the corporation shall be not less than five and not more than nineteen. The number may be changed by action of the Board of Directors but any change will not affect the term of any director then in office. The directors shall hold office for two year terms ending in December or until a successor shall be selected.

Section 3. SELECTION OF DIRECTORS. The incorporator will name an initial Board of Directors to serve until the first general membership meeting. All directors must be members of ORTESOL. At the first directors' meeting, the board will appoint one half of their number to serve one year terms to expire on December 31, 2011, and one half of their number to serve in two year terms to expire on December 31, 2012. In future years all terms will be for two years. Elections for directors will be held at the general membership meeting each year. There will be no term limits. The Board will adopt a process for submitting nominations in advance of the general membership meeting. Nominations will not be accepted at the general membership meeting.

Section 4. ADVISORY MEMBERS. The Board of Directors may appoint an unlimited number of advisory members. Advisory members will be entitled to notice of board meetings and entitled to participate in board deliberations, but will not be entitled to vote.

Section 5. MEETINGS. Annually the Board of Directors shall adopt a schedule of regular meetings to be held not less than quarterly. Written notice of the meeting schedule will be provided to each board member. Once written notice of the regular meeting schedule is provided, no other notice than contained in these Bylaws will be given for regular meetings. Special meetings of the Board of Directors may be called by the President or by one-third of the directors then in office. Notice of special meetings must be given in person, by telephone, by FAX, by e-mail, or by mail at least two days in advance of the meeting. If mailed, the notice shall be deemed delivered five days after being deposited in the United States mail, postage prepaid, addressed to the director at his/her last address shown in the corporation's records. Attendance at a meeting constitutes a waiver of notice for that meeting unless attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called and the director does not then vote for or assent to action taken at the meeting. Meetings may be held by conference telephone or other communications equipment as long as all participants may hear all other participants in the meeting.

Section 6. ACTION WITHOUT MEETING. Any action which may be taken at a meeting of the Board of Directors or a committee of the Board may be taken without a meeting if a consent in writing, setting forth the action, is signed by all of the directors or members of the committee. The consent shall have the same effect as a unanimous vote. The consent shall be filed with the corporate records.

Section 7. QUORUM. A majority of the directors in office immediately prior to the meeting shall be required to constitute a quorum. A majority of the directors in office must approve all Board actions.

Section 8. COMPENSATION. By resolution of the Board of Directors, the directors may be paid expenses incurred to attend each meeting of the Board of Directors.

Section 9. TRANSACTIONS WITH DIRECTORS. No contract or other transaction between the corporation and any other party shall be affected by the fact that a director of the corporation may have a financial interest in the transaction. Any director may vote on any transaction in which s/he has an interest, financial or otherwise, provided the interest is disclosed to the Board. All directors are expected to disclose any interest that director may have in matters being considered by the Board.

Section 10. REMOVAL OF DIRECTOR. Any director may be removed from office at a special meeting of the directors or of the members called for the purpose of considering the removal of the director. Removal may be with or without cause. Removal will be effective immediately. Removal requires approval by 2/3 of the directors other than the director whose removal is at issue or the majority of the members attending a special meeting to consider the removal of a director.

Section 11. RESIGNATION OF DIRECTOR. Any director may resign upon thirty days written notice to the remaining directors. Acceptance of the resignation is not necessary to make it effective.

Section 12. VACANCIES. All vacancies in the Board of Directors, whether by resignation, removal or otherwise, may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his/her predecessor and until a successor is elected and qualified.

Section 13. COMMITTEES. The Board of Directors may appoint standing or temporary committees. Each committee will have no fewer than two directors and may include other ORTESOL members. Such committees may be vested with such powers as the board may determine by resolution. No such committee will have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; authorizing the voluntary dissolution of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by a committee. All committees will keep regular minutes of their meetings which will be kept in the corporate minute book. The designation of any committee does not relieve the Board of Directors of any responsibility imposed by law. There will be an executive committee consisting of the President, Vice President, Secretary, Treasurer, at large Board member, and such other members as may be appointed by the Board. The executive committee will have authority to hire

an ORTESOL Administrative Assistant and ORTESOL Journal Editor and perform such other duties as prescribed by the Board.

ARTICLE III. - MEMBERS

Section 1. Qualifications. Voting membership will be open to all individuals who are teaching, preparing to teach, or interested in English as a second or foreign language in accordance with criteria established by the Board of Directors. Non voting membership will be open to institutions, agencies, and commercial organizations in accordance with criteria established by the Board of Directors. Annual dues will be payable by each member in such amount as is specified by the executive committee. The membership year will begin with the annual conference each year and end at the beginning of the next annual conference. Dues will not be prorated.

Section 2. Membership Benefits. All members will receive ORTESOL publications and information related to ORTESOL without any extra charge. Members will receive such other discounts and benefits as may be established by the Board.

Section 3. Annual Meetings. The members will hold at least one general meeting each calendar year to be held at the annual conference at such date and time as is determined by the Board of Directors. The election of directors will be held at the general meeting.

Section 4. Special Meetings. Special meetings of the members may be called at any time by a majority of the Board of Directors, or upon written request of twenty percent of the members. Business transacted at a special meeting will be confined to the purposes stated in the notice.

Section 5. Notice of Meetings. Notice of each meeting of the members will be given by, or at the direction of, the secretary or person authorized to call the meeting, by mailing a copy of such notice, postage prepaid, not less than ten (10) or more than fifty (50) days before such meeting to each member entitled to vote, addressed to the member's address last appearing on the books of the corporation, or supplied by such member to the corporation for the purpose of notice. The notice will specify the place, day and hour of the meeting, and, in the case of special meeting, the items on the agenda. Upon approval of the Board notice may be given in person, by telephone, by FAX, or by e-mail at least two days in advance of the meeting.

Section 6. Quorum. The presence at the meeting of a majority of voting members will constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If a quorum is not present or represented at any meeting, the members present who are entitled to vote may adjourn the meeting to a later time, without notice other than announcement at the meeting, until a quorum is present or represented.

Section 7. Proxies. At all meetings of members, each member may vote in person, by absentee ballot or by proxy. All proxies must be dated, must be in writing, and must be filed with the secretary at or before the meeting. Every proxy will be revocable and will automatically terminate within one year if not otherwise stated.

Section 8. Written Ballots. Any action that may be taken at a member meeting may be taken without a meeting if the corporation delivers a written ballot to every member that is entitled to vote on the matter. The ballot will set forth each proposed action and provide an opportunity to vote for or against each proposed action. A date and location for return of the ballots must be shown on the ballots. Written ballots may not be revoked. The ballot or a notice included with the ballot must state the number of votes required to establish a quorum for the matter being voted upon and the number of votes required to approve the matter being voted upon. Any member may consent to receive and respond to any written ballot by email and once made, that consent shall continue unless revoked by that member.

ARTICLE IV. - OFFICERS

Section 1. NUMBER AND TERM. The officers of the corporation will consist of a President, Vice-President, Treasurer and a Secretary. Officers will be elected by the Board of Directors at its first meeting in each calendar year and will serve until the first meeting of the following year and until a successor has been elected and qualified. Officers must be members of the Board of Directors.

Section 2. DUTIES. The officers will perform such duties as are inherent in the office subject to the direction of the Board of Directors. The President will preside at director meetings and perform such other duties as may be prescribed by the Board of Directors from time to time. The Vice-President will perform the duties of the President in the President's absence and perform such other duties as may be prescribed by the Board of Directors from time to time. The Secretary will keep the minutes of the directors' meetings, see that all notices are sent or waivers executed, be the custodian of the corporation's records, and perform such other duties as may be prescribed by the Board of Directors from time to time. The Treasurer will supervise the corporation's financial assets and accounts, will see that necessary tax returns are prepared and filed, will supervise the preparation of financial reports as requested by the Board of Directors, and will perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 3. COMPENSATION. The compensation of the officers, if any, shall be fixed by the Board of Directors.

Section 4. REMOVAL. Any officer may be removed and replaced by the Board of Directors at any time with or without cause.

Section 5. VACANCIES. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the board.

Section 6. OTHER OFFICES. The Board of Directors may appoint such other officers or agents as it deems necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

///

ARTICLE V. - FINANCIAL MATTERS

Section 1. CORPORATE FUNDS. All funds of the corporation will be under the supervision of the Board of Directors and will be handled and disposed of in such manner and by such officers and agents of the corporation as the Board of Directors authorizes by resolution.

Section 2. DISTRIBUTIONS. Distributions of funds for corporate purposes as outlined in the Articles of Incorporation must be approved by the Board of Directors.

Section 3. INDEMNIFICATION. To the extent allowed by Oregon law, the corporation may indemnify any director, officer or agent who was or is a party or is threatened to be made a party to any legal proceeding by reason of the fact that person was a representative of the corporation. The corporation will have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against the agent or incurred by the agent arising out of the agency status whether or not the corporation would have the power to indemnify against the liability under the provisions of Oregon law.

ADOPTED on the _____ day of _____, 2010.

Secretary