

# Christian English Language Educators Association Bylaws

Adopted January 2013, revised April 2018

## ARTICLE I: Name

### Section 1: Name

The name of the Association shall be *Christian English Language Educators Association*, hereinafter referred to as CELEA.

### Section 2: Nature of Association

CELEA shall be qualified as exempt from taxation as a corporation organized for charitable, educational, and scientific purposes.

### Section 3: Address

CELEA shall maintain a postal and Web address for business purposes, as designated by the Board of Directors.

## ARTICLE II: Purpose

CELEA shall be organized for educational and charitable purposes relating to the teaching and learning of English as an additional language. CELEA's purpose shall be set forth in a Purpose Statement as part of its Standing Rules.

## ARTICLE III: Membership

### Section I: Eligibility

- a. Members in CELEA shall be persons who share a belief in Jesus Christ and are interested or involved in the teaching of English as an additional language.
- b. A member shall be in good standing when that member has paid all applicable dues, fees, and assessments. Members in good standing shall be entitled to vote and to serve the Association as a member of the Board of Directors.

### Section 2: Protecting the Good Name of the Association

The name of CELEA shall not be used by any member for purposes of certifying their professional preparation or competence in the field of teaching English to speakers of other languages. Neither shall it be used for the endorsement or sale of products and/or services without written approval from the Board of Directors. Violation shall be reported to any member of the Board of Directors for study and action.

### Section 3: Termination of Membership

- a. Membership may be terminated by Board of Directors for non-payment of dues.
- b. Membership may also be terminated if the Board of Directors believes the member has acted in a manner prejudicial to the interests of CELEA. Procedures for termination of membership shall be specified in the Standing Rules.

## **ARTICLE IV: Dues, Fees, and Assessments**

### Section 1: Establishment of Dues

Annual membership dues policies shall be established periodically by the Board of Directors and published in the Standing Rules. Members will be notified of any changes within 30 days of Board of Directors action.

### Section 2: Fees and Special Assessments

The Board of Directors may authorize fees for CELEA-sponsored activities, such as workshops or conferences.

## **ARTICLE V: Other Professional Organizations**

CELEA may establish relations with other professional organizations which may further the mission of CELEA. Procedures for establishing such relationships shall be set forth in the Standing Rules.

## **ARTICLE VI: Annual Business Meeting**

### Section 1: Composition and Function

Except in unusual circumstances, an annual business meeting shall normally be held for members of CELEA. The purpose of the annual business meeting shall be to conduct necessary business of the Association, including networking and sharing of information related to the mission of CELEA.

### Section 2: Meeting Date and Quorum

The Association shall meet annually on a date set by the Board of Directors, usually in conjunction with an annual CELEA conference or the annual TESOL Convention. A quorum for the annual business meeting shall be 10 members in good standing.

## **ARTICLE VII: Board of Directors**

### Section 1: Composition

The Board of Directors shall include the officers and may also include at large members with or without portfolio. The number of at large members shall not exceed the number of elected officers. At large members of the board may be appointed by the president with the approval of a majority of the officers. All directors shall be members in good standing in CELEA and members of a Christian church.

## Section 2: Function

The Board of Directors shall exercise general supervision and control over the business, property, and affairs of CELEA and shall supervise the execution of approved actions and policies. Between annual business meetings, the Board of Directors has authority over the business, property, and affairs of CELEA and will take appropriate and necessary actions to facilitate the purposes of CELEA, within the powers delegated by its Bylaws.

## Section 3: Term of Office

- a. The term of office for the officers is specified in Article VIII, Section 2.
- b. All members of the Board of Directors may be re-elected or re-appointed after their term of office has been completed.
- c. Immediately upon election or appointment, each person shall assume the duties of the office and shall continue to serve for the duration of the term or until a successor has been elected or appointed. If a Director is unable to complete his/her term, the president will appoint a CELEA member, with the approval of the Board of Directors, to complete the unexpired term.

## Section 4: Meetings and Quorum

- a. The Board of Directors shall meet at least once a year at such times and places as the Board of Directors may determine. The president shall arrange additional meetings of the Board of Directors on request of the majority of the directors by petition.
- b. Meetings may be conducted by telephone conference call.
- c. The president is authorized to consult the Board of Directors by mail, e-mail, fax, or telephone concerning important decisions that must be made between meetings. All such decisions and/or actions shall be recorded by the secretary and presented to the Board of Directors for approval at the next meeting.
- d. A majority of the members of the Board of Directors shall constitute a quorum for conducting official business.

## **ARTICLE VIII: Officers**

### Section 1: Composition

The officers of CELEA shall be a president, a president-elect, a past president, a secretary, and a treasurer. All officers shall be members in good standing of CELEA and members of a Christian church.

### Section 2: Term of Office

- a. The term of office for the president, president-elect, and past president shall be one year. (The role of president is actually a three year commitment, in which one will serve as president-elect for one (1) year, followed by one (1) year as president, and then one (1) year as past president.)
- b. The term of office for the secretary and the treasurer shall be two years.

c. The term of office for members-at-large shall be three years. (Amended 2018.)

## **ARTICLE IX: Nominations and Elections**

### Section 1: Nominations

a. In discussion with the board, the president shall appoint the Nominating Committee, which shall be chaired by the past-president. It is the responsibility of this committee to prepare a slate of the nominees for each vacant office or position on the Board of Directors. This slate will be approved by the president before being submitted to the Association for election.

b. The Nominating Committee shall be composed of three to five members. The past president shall serve as chair. Of the remaining members, no more than 50 percent shall be members of the Board of Directors.

### Section 2: Mode of Election

Elections shall take place electronically each February as set by the Board of Directors, before the annual business meeting.

## **ARTICLE X: Standing Rules**

The Board of Directors shall establish additional general procedures and policies for the operation and management of CELEA, which shall be referred to as the Standing Rules. Standing rules may be adopted or amended by majority vote of the board or by a majority vote of members voting at the annual meeting. All changes to the standing rules adopted by the board shall be reported to the membership at the time of adoption and become effective immediately.

## **ARTICLE XI: Duties of Directors**

### Section 1: President

The president shall act as the executive officer of CELEA. After serving for one (1) year as president-elect, the president shall call meetings and preside at all meetings of CELEA, act as chair of the Board of Directors, countersign all contracts and other instruments of CELEA, exercise general leadership and supervision over the affairs of CELEA in implementing its purposes, and execute such additional duties as are defined by the Board of Directors. In the absence of the treasurer, he/she shall have the power to sign checks. The president shall make all appointments as specified in the Bylaws and Standing Rules and shall notify directors and committees of their appointment. The president will continue on the Board of Directors as the past-president for one (1) year after completion of his/her term before rotating off the Board.

### Section 2: President-Elect

The president-elect shall serve as a member of the Board of Directors and fulfill such other duties as are assigned to him/her by the president and/or Board of Directors. He/She shall assume and perform the duties of the president in the event of the absence, incapacity, or resignation of the president. Should the office of the president become vacant, the president-

elect shall become president immediately and shall serve the unexpired portion of the president's term in addition to the year for which he/she was elected. The president-elect will automatically succeed to the presidency after the completion of one (1) year as president-elect.

### Section 3: Past President

After completing a one (1) year term as president, the president shall immediately become the past president for one (1) year, before rotating off the board. The past president shall support and mentor the president, as well as chair the nominating committee.

### Section 4: Secretary

The secretary shall be the recording officer of the Association and the custodian of its records except as are specifically assigned to others, such as the treasurer's books. These records are open, however, to inspection by any member at reasonable times. Where a director or committee needs any records of the Association for the proper performance of duties, the secretary shall turn over such records or copies thereof to the appropriate person. The secretary shall keep the minutes of meetings of the Board of Directors and the Annual Business Meeting and shall furnish committees with all business and/or documents referred to them. The secretary shall also be responsible for recording the business of CELEA communicated through e-mail. The secretary shall prepare the annual report and make such reports available to the members of CELEA via the CELEA Web site and at the annual business meeting.

### Section 5: Treasurer

The treasurer shall maintain all financial records and dispense checks as approved by the Board of Directors. The treasurer shall also present a financial report at the annual business meeting. Before this report is presented at the annual business meeting, it shall be audited by a task force named by the Board of Directors.

## **ARTICLE XII: Committees and Task Forces**

### Section 1: Structure

The committees of CELEA shall consist of standing committees, as specified hereinafter, and task forces. All committees and task forces shall transmit their recommendations to the Board of Directors unless otherwise specified.

### Section 2: Mode of Appointment and Terms

- a. The members of the standing committees shall be members in good standing of CELEA, and, except as provided otherwise in these Bylaws, are appointed by the committee chair with the approval of the president.
- b. Committees shall serve for the term of the president unless otherwise specified in the charge to a committee. In making appointments, consideration shall be given to the desirability of experienced and gradually changing personnel.

### Section 3: Chairs of Standing Committees

The chair of each standing committee shall be appointed annually by the president with the

approval of the Board of Directors, except as otherwise provided in these Bylaws.

#### Section 4: Task Forces

- a. Task forces, which may include representatives of organizations other than CELEA, may be authorized as needed by the Board of Directors and will serve for a specified period to complete a specific objective.
- b. The number of members and mode of appointment for each task force shall follow the same procedures as a standing committee as specified in these Bylaws and the Standing Rules.

#### Section 5: Standing Committees

- a. Nominating Committee: The Nominating Committee shall function as specified in Article IX, Nominations and Elections.

### **ARTICLE XIII: Indemnification**

To the extent not in conflict with the law, CELEA will indemnify any person who is or was an Officer or other member of the Board of Directors from and against action, suit proceeding, claim, damage, liability, or obligation, to include the reasonable costs and expenses thereof, including attorney's fees, arising out of any act or failure to act by that person, so long as the act or failure occurred under all of the following circumstances:

- (1) the actor conducted himself or herself in good faith;
- (2) the act was not willful misconduct;
- (3) the act was not a crime, unless the actor had a reasonable cause to believe the act was lawful;
- (4) the act was not a transaction that resulted in improper personal benefit of money, property, or service to the actor;
- (5) the act arose within the scope of the actor's reasonable belief that such act or failure to act was within the scope of the actor's reasonable responsibilities to CELEA; and
- (6) the actor reasonably believed that:
  - (a) in the case of conduct in the actor's official capacity with CELEA, that the actor's conduct was in CELEA's best interest; and
  - (b) in all other cases, that the actor's conduct was at least not opposed to CELEA's best interest.

### **ARTICLE XIV: Rules of Order**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or any special rules of order the Association may adopt.

### **ARTICLE XV: Amendments**

### Section 1: Origin

- a. Amendments of these Bylaws shall be proposed by two ways:
  1. A majority of the Board of Directors, or
  2. a petition of 10 or more members in good standing.
- b. All proposed amendments shall be presented to each voting member at least 30 days in advance of the vote.

### Section 2: Adoption of Amendments

- a. Amendments shall be adopted by a two-thirds affirmative vote of members in good standing of the Association who have submitted online ballots.
- b. Amendments will be incorporated into these Bylaws and become effective immediately upon the approval by the members.