

ABM Minutes 21 October 2012

The Annual Business Meeting of KOTESOL was held at Sukmyung University, Seoul, on the 21st of October 2012, at 4 pm, in room B106.

1. The meeting was called to order at 4:15 pm, at which time 57 members were present. Since 30 members constitute a quorum, the meeting could proceed.

Procedural matters. President Lee reminded everyone that the hall was only available until 6 pm and in the interests of proceedings, that everyone please honor the time requirement.

2. Motion: That the agenda as written be accepted. D.I. Kim, Robert Capriles 2nd.

AGENDA

1. Call to order
2. Agenda
3. Minutes of the previous ABM
4. President's Statement
5. Election results announced
6. Reports
7. Awards
8. Vote on amendments
9. Old business
10. New business

The majority of those present accepted the motion.

3. The minutes of the previous ABM had been distributed via e-mail, and was available in electronic format to the meeting.

3.1 Motion: That the minutes as written, subject to revision for grammar and spelling and correctness, be accepted. Peadar Callaghan, Jay Kim 2nd.

Discussion about whether everyone received the minutes led to another motion

3.2 Motion: That the accepting of the minutes be tabled. Peadar Callaghan, Allison Bill 2nd.

Call the question

Motion passed by majority vote.

3.3 Subsequent to President's speech, motion 3.1 was voted upon with minutes shown on screen.

Motion passed by majority vote, minutes accepted with revisions, notable the reporting of the election results of 2011 to include Jamie Carson being elected by 273 votes to the position of 1st VP.

4. President's Speech

President Lee repeated her speech at the opening of the conference, and stressed again her vision for KOTESOL as a body to serve the needs of both Korean and Native speaker teachers of English.

5. The ballot manager, B.T. Stoakley, announced the results of the election.

Some members present pointed out that they had not had a chance to vote, since they were told that the voting would continue until 4 pm on Sunday. This was not correct and since the results would not be influenced by the 6 votes not cast, the results were announced. An undertaking that in future the closing time for the ballots would be clearly displayed and the correct information would be available to all members was given.

The results are:

196 Online votes were cast.

102 Onsite votes were cast.

7 Invalid write-in votes were cast.

Julien McNulty asked if there was a breakdown available to show whether student or regular members had cast the vote, and the answer was no.

For 1st VP:	Peadar Callaghan	270 votes
For 2nd VP:	Jamie Carson	168 votes
	Ingrid Zwaal	121 votes
Secretary:	Leonie Overbeek	258 votes
Treasurer:	Han KyoWool	205 votes
	Julien McNulty	57 votes
IC co-chair	Ralph Cousins	167 votes
	David Shaffer	76 votes
N&E chair	David Kim	167 votes
	Stafford Lumsden	? votes

The new executive is:

Mi Jae Lee as president (serving 2nd year of 2), Robert Capriles as past president (serving 2nd year of 2) Peadar Callaghan as 1st Vice President, Jamie Carson as 2nd Vice President, Leonie Overbeek as Secretary, Han KyoWool as Treasurer, Carl Dusthimer as International Conference Committee chair (ascends from co-chair position), Ralph Cousins as International Conference Committee co-chair, David D.I. Kim as Nominations and Elections Committee chair.

5.1 Motion: That the meeting accept the results. Peadar Callaghan, Bruce Wakefield 2nd. Stafford Lumsden calls for a roll call vote.

All members present are asked to record their names and their vote with either Peadar Callaghan, BT Stoakley or Leonie Overbeek. The total votes cast at that time were tallied and the provisional results, subject to verification of valid membership, announced.

49 Yes

21 no

3 Abstain

* Based on a membership list provided on the 10th of October 2012 by Deborah Tarbet, the results change to 28 Yes, 19 No and 2 Abstain. Since only two possible no votes can still be valid subject to a later listing, the motion is carried.

6. Motion: That the reports and awards are tabled in order to allow the meeting to discuss and vote on the proposed constitutional amendments. Paedar Callaghan. Stafford Lumsden 2nd.

A friendly amendment is proposed that the Treasurer's report be presented. Allison Bill and Eric Reynolds 2nd. Peadar Callaghan accepts.

Motion is called.

22 Yes

10 No

2 Abstain

6.1 Treasurer's Report.

KOTESOL's National Conference is in the black, and the final results for the International Conference will be subject to final payments being processed. The firing of teachers by the SMOE and possible lay-off of teachers by GEPIK have affected membership and income and membership is down. Questions raised about moving the accounts to different banks so as not to lose money due to the 50 million won insured rule leads to an undertaking to examine that. And although it seems as if KOTESOL is sitting on a lot of savings, the money does get spent during the year.

Motion: That the treasurer's report as written and presented is accepted. Robert Capriles. Bradley Serl 2nd.

A majority vote carries the motion with 2 abstentions and no negative votes.

8. Vote on Constitutional Amendments

The amendments as published on the website and distributed via e-mail are discussed. The document is shown on screen at the meeting.

Since several members did not receive e-mails due to returns, it is felt that a more satisfactory method of distribution should be found.

8.1 Motion: That the meeting accept the first proposed amendment as shown on the screen at the moment. Stafford Lumsden, Eric Reynolds 2nd.

PROPOSAL #1.

Change Constitution Amendment Majority from 3/4 of members present at ABM to 2/3 of votes

cast at an ABM where not less than 30 members are present.

CURRENT Constitution Article VIII. Amendments to this Constitution. This Constitution may be amended by a three-fourths (3/4) majority vote of those members present at an ABM, provided that written notice of the proposed change(s) has been endorsed by at least five members in good standing and has been distributed to all members at least thirty days prior to the vote.

REVISED Constitution Article VIII. Amendments to this Constitution. This Constitution may be amended at an Annual Business Meeting by a two-thirds (2/3) majority of votes cast by members where there are at least 30 members present; provided that written notice of the proposed change(s) has been endorsed by at least five members in good standing and has been distributed to all members at least thirty days prior to the vote.

8.1.1 Move to previous question. Stafford Lumsden, Eric Reynolds 2nd.

34 Yes

3 No

0 Abstain

Vote on Motion 8.1

29 Yes

22 No

Not a three fourths majority as currently required and motion fails.

8.2 Motion: That proposals 2 through 12 on the document on screen be accepted. Robert Dickey, Linda Fitzgibbons 2nd.

PROPOSAL #2.

Change Bylaws Amendment rules to include non-ABM votes, and reducing majority from 2/3 of members present at ABM to more than 60% of votes at an ABM where not less than 30 members are present.

CURRENT Bylaws Article X. Amendments. These Bylaws may be amended by a two-thirds (2/3) majority vote of the members present at an ABM, provided that written notice of the proposed changes has been endorsed by at least five (5) members in good standing and has been distributed to all members at least thirty (30) days prior to the vote.

REVISED Bylaws Article X. Amendments. These Bylaws may be amended by either (a) a sixty percent (60%) majority of votes cast by members present at an Annual Business Meeting where there are at least 30 members present; or (b) through a two-thirds (2/3) majority vote of the members, where not less than 20% of eligible voters have cast a legal vote; and provided that in either type of amendment vote, written notice of the proposed changes has been endorsed by at least five (5) members in good standing and has been distributed to all members at least thirty (30) days prior to the vote.

PROPOSAL #3.

Change Constitution and Bylaws to redesignate student memberships as non-voting members

CURRENT Constitution Article III. Membership. Membership shall be open to professionals and other interested persons in the field of language teaching and research who support the goals of KOTESOL.

Nonvoting membership shall be open to institutions, agencies, and commercial organizations.

Article II. Membership and Dues. Bylaws Section 1. Qualified individuals who apply for membership and pay the annual dues of the organization shall be enrolled as members in good standing and shall be entitled to one vote in any KOTESOL action requiring a vote of the membership. Section 2. Private nonprofit agencies and commercial organizations that pay the duly assessed dues of the organization shall be recorded as institutional members without vote.

REVISED Constitution Article III. Membership. Membership shall be open to professionals and other interested persons in the field of language teaching and research who support the goals of KOTESOL. Nonvoting membership shall be open to undergraduate students, institutions, agencies, and commercial organizations.

Bylaws Article II. Membership and Dues. Section 1. Qualified individuals who apply for membership and pay the annual dues of the organization shall be enrolled as members in good standing and shall be entitled to one vote in any KOTESOL action requiring a vote of the membership. Section 2. Undergraduate students, private nonprofit agencies and commercial organizations that pay the duly assessed dues of the organization shall be recorded as non-voting members.

PROPOSAL #4.

Change Bylaws to limit impeachment votes to Chapter presidents

CURRENT Bylaws Article IV. The Council. Section 4. Any elected or appointed member of the Council may be removed from office through impeachment, which must be based on a failure to properly conduct the affairs of their elected/appointed office. Impeachment shall require a three-fourths (3/4) majority of voting members on the Council, regardless of present attendance.

REVISED Bylaws Article IV. The Council. Section 4. Any elected or appointed member of the Council may be removed from office through impeachment, which must be based on a failure to properly conduct the affairs of their elected/appointed office. Impeachment shall require a two-thirds (2/3) majority of current Chapter Presidents, regardless of present attendance.

PROPOSAL #5.

Change Bylaws to extend due date for post-event International Conference reports

CURRENT Bylaws Article III. Duties of Elected Officers. Section 7. The International Conference Chair shall organize all aspects of the International Conference and report to Council about the same, including the appointment of a conference committee, recommending a venue for approval by Council, creating an event budget for approval by Council, making regular reports to Council and providing a final report within thirty (30) days of the completion of the International Conference briefing Council on the success of the event, advising of any problems encountered and making recommendations for the following year.

REVISED Bylaws Article III. Duties of Elected Officers. Section 7. The International Conference Chair shall organize all aspects of the International Conference and report to Council about the same, including the appointment of a conference committee, recommending a venue for approval by Council, creating an event budget for approval by Council, making regular reports to Council and providing a final report at next Council meeting not less than forty-five (45) days after the completion of the International Conference, thereby briefing Council on the success of the event, advising of any problems encountered and making recommendations for the following year.

PROPOSAL #6.

Change Bylaws to add additional provisions for Chapter dissolution

CURRENT Bylaws Article VI. Chapters. Section 4. Any Chapter that fails to retain 18 members for 24 consecutive months may be dissolved by majority vote of both (a) nationally elected officers; and (b) all Chapter representatives in attendance at a duly called and noticed National Council meeting. Dissolution shall take place immediately, with Chapter finances and assets reverting to the national treasury, and any current membership transferred to other Chapter(s).

REVISED Bylaws Article VI. Chapters. Section 4. Any Chapter that fails to retain 18 members for 24 consecutive months may be dissolved by separate majority votes of both (a) nationally elected officers; and (b) all Chapter representatives in attendance at a duly called and noticed National Council meeting. The Council may also close a Chapter for lack of members, lack of activity, or as otherwise specified by the Council, under the dissolution voting procedures. Dissolution shall take place immediately, with Chapter finances and assets reverting to the national treasury, and any current membership transferred to other Chapter(s).

PROPOSAL #7.

Change Constitution to reduce presidential term to single year

CURRENT Constitution Article V. Executive Officers and Elections. The executive officers of KOTESOL shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The executive officers shall be responsible for the day-to-day operations of the organization. The term of office shall be from the close of one Annual Business Meeting until the close of the next Annual Business Meeting, except for the President, who shall serve a two year term, elected biannually except where the Presidency has been vacated, in which case a new election shall be held along with the election for other officers. If the office of the President is vacated, the First Vice-President shall assume the Presidency with a term ending at the close of the next Annual Business Meeting. Vacancies in other offices shall be dealt with as determined by the Council.

REVISED Constitution Article V. Executive Officers and Elections. The executive officers of KOTESOL shall be a President, a First Vice-President, a Second Vice-President, a Secretary, and a Treasurer. The executive officers shall be responsible for the day-to-day operations of the organization. The term of office shall be from the close of one Annual Business Meeting until the close of the next Annual Business Meeting. If the office of the President is vacated, the First Vice-President shall assume the Presidency with a term ending at the close of the next Annual Business Meeting. Vacancies in other offices shall be dealt with as determined by the Council.

PROPOSAL #8.

Change Bylaws to require candidates for President to have Council experience

CURRENT Bylaws Article IV. The Council. Section 3. Any members seeking nomination for an elected position on the Council must have been a member in good standing for at least the 12 full months immediately prior to the time of seeking nomination; except that all candidates for election to President must have been a KOTESOL member for the previous two years, and must be a current member of TESOL at the time of nomination and throughout the term as President.

REVISED Bylaws Article IV. The Council. Section 3. Any members seeking nomination for an elected position on the Council must have been a member in good standing for at least the 12 full months immediately prior to the time of seeking nomination; except that all candidates for election to President must have been a KOTESOL member for the previous two years, must have held a position on the National Council for at least eight (8) months during those two years, and must be a current member of TESOL International Association at the time of nomination and throughout the term as President.

PROPOSAL #9.

Change Bylaws to limit votes of non-elected council members

CURRENT Bylaws Article IV. The Council. Section 5. A majority of the Council members that are eligible to vote (both appointed and elected) shall constitute a quorum for conducting business. Council members shall be allowed to appoint a qualified substitute, who shall be allowed to vote at the meeting. Substitutes must be officially declared to the President before the commencement of the meeting.

REVISED Bylaws Article IV. The Council. Section 5. There are two voting classes on the national council. Elected Council members, those who are directly elected by the general membership at either national or chapter levels, have full voting rights. Appointed Council members, who were named through Council votes, have limited voting rights. A majority of the Council members who are eligible to vote (both Elected and Appointed) shall constitute a quorum for conducting business. Appointed Council Members shall not be included in council votes to approve budgets or appointment of Council members, nor on matters of council or member discipline, including impeachment, confidence/no-confidence, and censure. Chapter Presidents shall be allowed to appoint a Substitute, with full voting privileges and who shall be counted towards quorum, but only from the current chapter membership. Appointed Council members shall be allowed to appoint a Non-Voting Substitute from the relevant committee, who shall not be allowed to vote at the meeting but shall be counted towards quorum. Substitution is not available for nationally elected Council members. All substitutes must be officially declared to the President before the commencement of the meeting. Voting privileges cannot be exchanged during the course of a meeting. Those not physically present may not vote in Council matters.

PROPOSAL #10.

Change Bylaws to limit votes of Council member Substitutes

CURRENT Bylaws Article IV. The Council. Section 6. Each person on Council shall have only one (1) vote on any issue brought before the Council, regardless of whether he or she holds multiple positions entitling a vote.

REVISED Bylaws Article IV. The Council. Section 6. Each person on Council shall have only one (1) vote on any issue brought before the Council, regardless of whether he or she holds multiple positions entitling a vote. Substitutes for a Council member holding multiple positions shall not be entitled to a vote, except that a Chapter Substitute shall be allowed a vote unless the Chapter President is present.

PROPOSAL #11.

Change Bylaws to enforce actions of the Annual Business Meeting

CURRENT Bylaws Article IV. The Council. Section 1. The responsibilities of the Council shall include, but not be limited to: Subsection a. Approval of the annual operating budget; Subsection b. Approval of all appointments to committee chairs; Subsection c. Ensuring that the elected officers and members of the National Council perform their duties as required by the Constitution, Bylaws, and policies of the

organization.

REVISED ADD additional Subsection (d?) Subsection d. Implementing and enforcing the policies and directives as passed by members during Annual Business Meetings or other authorized general membership votes.

PROPOSAL #12.

Change Bylaws to specify the duration of Council decisions

CURRENT Bylaws Article IV. The Council. Section 1. The responsibilities of the Council shall include, but not be limited to: Subsection a. Approval of the annual operating budget; Subsection b. Approval of all appointments to committee chairs; Subsection c. Ensuring that the elected officers and members of the National Council perform their duties as required by the Constitution, Bylaws, and policies of the organization.

REVISED ADD additional Subsection (e?) Subsection e. Decisions of the Council shall be binding until the end of the next Annual Business Meeting, from which time a new Council year is initiated and all previous decisions are merely suggestive until re-adopted or revised by council majority vote.

8.2.1 Robert Dickey moves the previous question, Jamie Carson 2nd.

31 Yes

14 No

3 Abstain

Vote is called on motion 8.2

23 yes

21 No

Not a three fourths majority as currently required for constitutional amendments, nor a two thirds majority as required for bylaws amendments and motion fails.

8.3 Motion: That we adopt the proposal to do business via e-mail. David Shaffer, Allison Bill 2nd.

PROPOSAL

Change Bylaws to allow for the transaction of Council business by way of email communication.

CURRENT No Provision.

REVISED ADD additional Section 7 to Article IV of the Bylaws. Section 7. Business of the National Council may be conducted by email, including when it is deemed necessary for a matter to be resolved by a vote of the Council before the next scheduled meeting of the Council. The decision to consider a motion by email may be made by the President unilaterally, or at the request of three members of the Council. The email addresses of all members of the Council shall be included in the email communications on a matter under consideration. A quorum shall be considered met when a majority of the voting members of the Council cast a vote on the motion under consideration.

Vote is called by President.

2 Yes

25 No

10 Abstain

Motion is defeated

Meeting is adjourned at 6:19