Constitution of KOTESOL

(Adopted April 1993; Amended October 1996, March 1998, October 2007, January 2011, October 2014, October 2015)

Preface: The Constitution outlines the vision, principles and broad structure of the organization. It is a governance document of the full membership.

Article I. Name.

The name of this organization shall be Korea TESOL (Teachers of English to Speakers of Other Languages), herein referred to as KOTESOL. The Korean name of the organization shall be 대한영어교육학회.

Article II. Purpose.

KOTESOL is a not-for-profit organization established to promote scholarship, disseminate information, and facilitate cross-cultural understanding among persons concerned with the teaching and learning of English in Korea. In pursuing these goals KOTESOL shall cooperate in appropriate ways with other groups having similar concerns.

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 IV. Meetings of the Members.

KOTESOL shall hold general meetings at times and places decided upon and announced by the Council. One meeting each year shall be designated the Annual Business Meeting at which members shall receive accountability for the operations and finances of the organization and have the opportunity to give input into the same.

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.

Article VI. National Council.

The Council shall consist of the officers, the Immediate Past President, the chairs of all standing committees, including the International Conference Co-chair, and the president from each Chapter. The Council shall be responsible for making the strategic and financial decisions of the organization, as well as oversight of the day-to-day operations.

Article VII. Finances.

KOTESOL shall operate its finances on the principles of transparency, accountability and stewardship.

Article VIII. Amendments to this Constitution.

This Constitution may be amended by a two-thirds (2/3) 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.

Bylaws

(Adopted April 1993; Amended March 1998, October 2003, October 2004, October 2005, October 2007, January 2011, October 2013, October 2014, October 2016, October 2019, November 2020, October 2021, November 2026)

Preface: The Bylaws are a set of broad rules that govern the management of KOTESOL. They flow from the Constitution and are a governance document of the full membership.

Article I. Language.

The official language of KOTESOL shall be English.

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. Private nonprofit agencies and commercial organizations that pay the duly assessed dues of the organization shall be recorded as institutional members without vote. Section 3. The dues for each category of membership shall be determined by the Council.

Article III. Duties of Elected Officers.

Section 1. The President shall preside at the Annual Business Meeting, shall be the convener of the Council, and shall be responsible for promoting relationships with other organizations. The President shall also be an ex-officio member of all committees formed within KOTESOL. The First and Second Vice-Presidents shall cooperate to reflect the intercultural dimension of KOTESOL.

Section 2. The First Vice-President shall assist the President in his or her duties and work with the Chapters through their Council representatives to assist them in their business. The First Vice-President shall also undertake such other responsibilities as the President may delegate.

Section 3. The Second Vice-President shall organize the Annual Leadership Retreat, oversee and assist the Special Interest Groups (SIGs), oversee the Korea Teacher Trainer (KTT) program and its finances, and serve as the KTT liaison to Council. The Second Vice-President shall also undertake such other responsibilities as the President may delegate.

Section 4. The Secretary shall keep minutes of all KOTESOL meetings and decisions, including those done electronically, and ensure that the minutes are published on the KOTESOL website.

The Secretary shall also archive, safeguard, and make available, as needed, all the official records of KOTESOL, including the Policy Manual, which should be kept up-to-date and disseminated to all members of Council at the start of each year. At the completion of the term of office, the Secretary shall pass on all documents to the incoming Secretary.

Section 5. The Treasurer shall act as a fiduciary for the financial affairs of KOTESOL, keep appropriate bank accounts in the name of KOTESOL, maintain accurate records of the finances of the organization, maintain a list of KOTESOL members, prepare the annual operating budget, and manage all funds belonging to KOTESOL in an open and accountable manner.

Section 6. The Nominations and Elections Chair shall act as the Chief Returning Officer of KOTESOL and chair the Nominations and Elections Committee.

Section 7. The Past President shall cooperate with the incoming President to facilitate a smooth leadership transition, and provide advice and continuity to the organization on Council and Committee affairs for a term of one year, starting immediately upon the conclusion of their service as President.

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.

Section 2. All members of the Council must be members in good standing of KOTESOL.

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 served on the Council for at least 12 full months prior to the time of seeking nomination, and must be a current member of TESOL at the time of nomination and throughout the term as President.

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.

Section 5. A majority of 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. A member of Council may only declare one substitute regardless of how many positions on the council he or she holds and cannot declare a substitute for any position if he or she is present at a meeting of the National 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.

Section 7. Urgent Matters. Electronic Motions may be entertained, discussed, and voted upon by the National Council. Electronic motions require (a) an email submitted to the President and Secretary stating the definitive motion and the need for urgency; (b) the name, email address, and telephone number of the maker of the motion and a second; and (c) acceptance by two of three among the President, First Vice-President, and Second Vice-President of the urgency of the motion. At least one week prior to the announced voting date, the motion under discussion must be posted online for review by KOTESOL members. The posting must include the voting date and discussion/vote media. Motions proposed electronically must receive approval from a majority of National Council members eligible to vote in order to pass. All votes shall be entered into the minutes of the subsequent National Council meeting as the first item(s) under “Old Business.”

Section 8. Online Meetings. The National Council may, at the request of the President, convene a meeting via videoconferencing. Videoconference meetings must be announced to the general membership in advance with instructions provided for how a member may participate in the videoconference.

Article V. Committees of the Council.

Section 1. The Council may establish standing committees as needed to carry out the business of KOTESOL.

Section 2. There shall be a standing Publications Committee responsible for dissemination of information via all official publications.

Section 3. There shall be a standing International Conference Committee responsible for planning and developing the International Conference. 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. A Co-chair shall be appointed by the Council at least eight (8) months prior to the conference. The International Conference Co-chair shall assist the International Conference Chair in all of his or her duties in order to gain insight and experience to successfully organize the following International Conference. At the end of that conference, the Co-chair shall become the Chair of the International Conference Committee for the following year’s international conference.

Section 4. There shall be a standing Nominations and Elections Committee responsible for managing all aspects of the election, including submitting a complete slate of candidates to fill the respective positions of KOTESOL. The Chair of this Committee shall be elected by a majority vote of the members casting their vote in the general elections.

Section 5. There shall be a standing Membership Committee responsible for developing recruitment strategies for new members and providing existing members with value-added service to retain their membership.

Section 6. There shall be a standing Financial Affairs Committee responsible for overseeing the financial affairs of the organization and making recommendations about the same.

Section 7. The Council or President may establish ad hoc committees as needed to carry out the business of KOTESOL.

Section 8. The Council may dissolve any committee, standing or ad hoc, if the need for the committee no longer exists or the mandate of the committee has been completed.

Article VI. Chapters.

Section 1. A Chapter of KOTESOL can be established with a minimum of twenty members, unless otherwise specified by the Council.

Section 2. Membership fees for individuals shall be set by the Council, 50% of which will go to the National Organization, and 50% will belong to the Chapter.

Section 3. All Chapter officers must be current KOTESOL members.

Section 4. Any Chapter that fails to retain 8 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).

Section 5. Chapters shall develop Chapter Election Policies consistent with the following provisions:

Subsection a. Chapters shall hold elections at the first Chapter meeting following the National Annual Business Meeting, hereafter called the Chapter Annual Business Meeting (ABM). A Chapter may specify another time to hold its Chapter Annual Business Meeting, but this must be established in the chapter bylaws. At the Chapter ABM, officers for the following offices must be elected:

Sub-subsection i. President, who serves as Chapter representative to the National Council.

Sub-subsection ii. Vice-President.

Sub-subsection iii. Treasurer, who maintains liaison with the National Treasurer for matters of finance and membership.

Subsection b. Other voting officers should be elected or appointed in accordance with the Chapter's own Constitution and Bylaws and duties designated as appropriate. Similarly, non-voting officers may be appointed at the discretion of the Chapter.

Subsection c. Term of office concludes, regardless when elected or appointed, with the next Chapter Annual Business Meeting. Officers may run for re-election.

Subsection d. Vacancies in the required elected Chapter offices, unless stipulated otherwise in the Chapter's Constitution and Bylaws, may be filled only by a two-thirds (2/3) majority vote of voting officers of the Chapter, and then confirmed by a simple majority vote of the membership at the next regularly scheduled and announced Chapter meeting where all current Chapter members present have the right to vote.

Subsection e. Absentee and proxy ballots shall not be permitted.

Section 6. A Chapter shall upon request by the President or Council prepare and submit in a timely manner chapter reports to the Council, detailing professional development, financial, or other activities of the Chapter.

Article VII. Elections.

Section 1. All elected positions shall be elected by a majority vote in the general elections of KOTESOL, where majority vote is defined as a simple plurality of the votes cast.

Section 2. No candidate for a position on Council shall be elected who fails to receive at least twenty-five percent (25%) of all votes cast for that position, and at least 25% of total votes cast must be cast for this position. Where no candidate meets this requirement, the post shall be declared vacant.

Section 3. In the case of a tie vote in the general elections, a run-off election between the candidates who are tied shall occur through a specially arranged by-election for that purpose, to be administered by the Nominations and Elections Officer whose term shall be extended for the duration of the by-election.

Section 4. Voting procedures for all elected positions may be carried out by online voting.

Section 5. Absentee and proxy voting shall not be permitted.

Article VIII. Parliamentary Authority.

Robert's Rules of Order, Newly Revised, shall be used to govern the business of KOTESOL in all cases in which they are applicable, subject to the Constitution, Bylaws, and Policies of KOTESOL.

Article IX. Audits.

An audit of the financial transactions of KOTESOL shall be performed at least (but not limited to) once a year as directed by the Council.

Article X. Amendments.

These Bylaws may be amended by a three-fifths (3/5) 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.