

**CONSTITUTION  
OF  
NV TESOL INC.**

**I. NAME**

The name of this corporation shall be NV TESOL INC. (hereinafter referred to as "NVTESOL" or the "Corporation"), which corporation may also sometimes be commonly referred to as NEVADA TEACHERS OF ENGLISH TO SPEAKERS OF OTHER LANGUAGES, and which may be a local affiliate of the TESOL INTERNATIONAL ASSOCIATION (hereinafter referred to as "TESOL").

**II. PURPOSE**

The purposes of NVTESOL, a non-profit affiliate organization of TESOL, is to provide a space for educators, researchers and stakeholders to share ideas and resources that help benefit the emergent bilingual population and all of the students in Nevada schools. Our purpose is to also provide new and veteran teachers with a space to collaborate and design lessons that are successful and beneficial for their students. NVTESOL wants to serve as a platform for helping the growing English Language Learners ("ELL") population

This organization is organized exclusively for educational purposes as an organization that qualifies as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) (the "IRC"). Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on by any organization exempt from federal income tax under Section 501(c)(3) of the IRC.

All monies of the organization shall be disbursed only in the support of the purposes of this organization and shall not be disbursed to any member of the organization for his or her private gain. Monies may be disbursed only with the approval of both the NVTESOL President and the Treasurer with notification given to the Executive Board.

The Executive Board will have and annually review a fiscal policy and procedure statement. The policy will include, but not be limited to, the organization's investments, conference matters, financial contracts, and income, including membership dues.

**III. NO SHARES OR SHAREHOLDERS**

NVTESOL shall have no shareholders, and shares of stock in the Corporation shall not be issued. Earnings shall be distributed only in furtherance of the charitable purposes of NVTESOL.

#### IV. MEMBERSHIP

Individual voting membership in NVTESOL is open to any person who at any educational level teaches English to speakers of other languages or dialects, who prepares such teachers, or who otherwise is concerned with such teaching, research, or policy. One vote shall be open to the membership as an institution, agency, and commercial organization.

#### V. MEETINGS

- A. NVTESOL shall hold an Annual Conference at such time and place as the Executive Board shall determine.
- B. The Executive Board meetings shall be held once a month or as deemed necessary by the President or Members of the Board.
- C. The President shall have the right to call special meetings for the general membership or for the Executive Board, as deemed necessary.
- D. Those members in good standing, as having paid yearly dues, present at a regular meeting shall constitute a quorum for voting purposes. Decisions reached by members present at special meetings are subject ratification of the Executive Board unless a quorum of two-thirds of the total membership is present.

#### VI. OFFICERS

The Executive Board of NVTESOL shall consist of the following: President, Vice-President, Secretary, Treasurer, and up to three (3) Delegates-at-Large. The Executive Board shall implement matters of general policy as determined by the membership and may initiate action appropriate to that policy. All of the above members of the Executive Board shall have a vote in Board decisions.

#### VII. DUTIES OF OFFICERS

- A. The President shall call and preside at all meetings, appoint such committees as needed, and have general responsibility for conducting the business of the organization. Upon the succession of the President to Immediate Past President, he or she may remain on the Board and serve in a capacity mutually determined by him/her and the Executive Board).
- B. The Vice-President shall preside in the absence of the President and assist the President in the execution of business. He or she shall be responsible for promoting the organization and encouraging membership in it and for maintaining a current list of members.
- C. The Secretary shall keep all minutes and all official documents, shall be responsible for notifying the members concerning all meetings and shall handle all official correspondence other than that conducted by the President.



- D. The Treasurer shall have the care and custody of all the funds of NVTESOL and deposit the same in the name of NVTESOL in such bank or trust company as the Executive Board may designate; the Treasurer may sign or countersign all checks, drafts and orders for the payment of money and may pay out and dispose of same under the direction of the Board of Directors, and may sign or countersign all notes or other obligations of indebtedness of the NVTESOL; the Treasurer shall at all reasonable times exhibit the books and accounts to any director of NVTESOL under application at the office of the company during business hours; and the Treasurer shall, in general, perform all duties as from time to time may be assigned to him by the President or by the Executive Board.
- E. The Delegates-at-Large (maximum of 3) shall be responsible for community relationships with related organizations in an effort to network with other educators and for participating in Board discussions and activities.
- F. At least three (3) members of the Executive Board shall be members of TESOL as required by TESOL bylaws.
- G. Each officer shall be responsible for the duties described and record activities to be passed on to the subsequent holder of the same office. All of the above Board officers shall be voting members of the board.

#### VIII. ELECTIONS

- A. All members of the Executive Board shall be elected at large, with the exception of the President, who will move up from the position of Vice-President, unless he or she was appointed through a vacancy in which case he or she will also be elected at large. They shall be nominated by a nominating committee and elected by ballot at the Annual Meeting. The term of office is from the close of one annual meeting until the close of the next annual meeting.
- B. The Nominating Committee shall consist of two to four members. The Chair shall be designated by the President. It shall be the function of this committee to prepare a slate for the Executive Board at least sixty days before the next Annual Meeting. The slate shall be distributed to the membership thirty days before the Annual Meeting.
- C. Election shall be by acclamation in cases where only one candidate has been nominated for an office and by secret ballot in cases where more than one candidate has been nominated. When there are three or more candidates for an office, a plurality of the votes is sufficient for election.
- D. A vacancy (due to illness, excessive absences from Board meetings, or lack of completion of responsibilities) in any office shall be determined and filled through a two-thirds vote of the Executive Board. If a vacancy occurs in the Vice-President position, the appointed replacement does not automatically succeed to the presidency but must be duly elected by the members at the next Annual Meeting or in a special election by the members.

IX. EARNINGS

No part of the net earnings of this organization shall be used for the benefit of, or be distributed to, its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, the association (organization) shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c) (3) of the IRC.

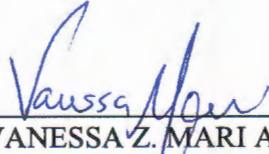
X. DISSOLUTION

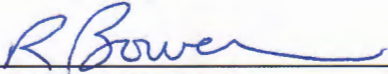
Upon dissolution of the organization, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the IRC.

XI. AMENDMENTS

Proposed amendments to this Constitution or Bylaws must first be approved by a majority of the members of the Executive Board or submitted to the Executive Board in a petition signed by at least 25 percent of the current members. Any such proposed amendments shall be distributed to all members at least thirty days before the amendment is voted on. To become effective, a proposed amendment must be ratified by a two-thirds majority of those members voting at the Annual Meeting or at a special meeting of the membership called by the Executive Board.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of NV TESOL INC., a Nevada corporation, hereby acknowledge that the above and foregoing Constitution was duly adopted as the Constitution of said corporation on the 2 day of October, 2018.

  
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VANESSA Z. MARI ACEVEDO, President

  
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RACHEL BOWER, Secretary