



**tesol**

**international  
association**

# **Policy Manual**

*January 2021*

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## Section A - Mission, Vision, Values, and Strategic Plan

### 1. Mission and Vision Statements

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#### Mission

TESOL International Association advances the expertise of professionals who teach English to speakers of other languages in multilingual contexts worldwide. We accomplish this through professional learning, research, standards, & advocacy.

#### Vision Statement

TESOL is the trusted global authority for knowledge and expertise in English language teaching.

### 2. Values

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<i>Professionalism</i>	Committed to excellence in standards, research, and practice that enhance English language teaching and learning
<i>Respect</i>	Committed to equity, diversity, multilingualism, multiculturalism, and individuals' language rights
<i>Integrity</i>	Committed to ethical and transparent action
<i>Lifelong Learning</i>	Committed to quality English language teaching and learning opportunities throughout the life of students and teachers



### 3. Strategic Plan (2019-2021)

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#### Outcome 1: Global Presence & Connectivity

- Strategy 1 (2019) - Identify and pursue opportunities to increase and diversify the Association's membership globally.
- Strategy 2 (2020) - Strengthen and reinvigorate connections and partnerships in the global TESOL community through the Affiliate Network and other organizations.
- Strategy 3 (2021) - Strengthen connections and partnerships in the global TESOL community and increase engagement with and among TESOL members and other English language teaching professionals from diverse backgrounds.

#### Outcome 2: Knowledge & Expertise

- Strategy 1 (2019) - Increase understanding of TESOL professionals' learning interests and needs.
- Strategy 2 (2020) - Investigate and develop innovative models for professional development for TESOL professionals.
- Strategy 3 (2021) - Develop innovative materials and models of professional learning for TESOL members and ELT professionals.

#### Outcome 3: Voice & Advocacy

- Strategy 1 (2019) - Advocate for sound policies and practices for English language teaching globally.
- Strategy 2 (2020) - Empower TESOL professionals to be effective advocates for their students, their programs, themselves, and for one another.
- Strategy 3 (2021) - a) Amplify the voice of TESOL professionals with policy makers, media, and other stakeholders. b) Inform and empower TESOL professionals globally to be effective advocates for their students, their programs, themselves, and one another.

#### Outcome 4: Sustainability

- Strategy 1 (2019) - Ensure sufficient revenue generation and diversity of revenue resources.
- Strategy 2 (2020) - Recruit and engage the next generation of diverse leadership for the Association.
- Strategy 3 (2021) - a) Ensure sufficient revenue generation along with diversity and innovation of revenue resources to minimize debt during the economic crisis caused by the COVID-19 pandemic. b) Increase equity and inclusion of underrepresented groups within the organization's leadership pipeline.

*Approved by the Board of Directors October 2020*

## Section B – Board Governance

### 1. Board Governing Style

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The Board is committed to continually improving its own governance process. The Board will approach its task with a style that emphasizes outward vision, encouragement of diversity in viewpoints, strategic leadership and planning, clear distinction of board and staff roles, thoughtful and respectful deliberation, and collective decision-making. More specifically, the board will:

- Operate in all ways mindful of its trusteeship obligation to the membership.
- Enforce upon itself whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policy making principles, respect of roles, and speaking with one voice.
- Direct and inspire the organization through the careful establishment of the broadest organizational values and perspectives through written policies.
- Focus chiefly on intended long-term impact on the world outside the organization (strategic outcomes) including establishing priorities among competing goals.
- Be an initiator of policy. The board will be responsible for board performance.
- Use the expertise of individual members to enhance the ability of the board as a body, reflecting the group's values.
- Monitor and regularly discuss the board's own process and performance. Ensure the continuity of its governance capability by ongoing training and development.
  - Self-monitoring will include periodic comparison of board activity and discipline to its governance process and board-staff relationship policies.
  - Continual redevelopment will include orientation of new members in the board's adopted governance process and periodic board discussion of process improvement.
- Be accountable to the general public and the membership for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the board to usurp this role or hinder this commitment.

The Board shall establish a process for self-evaluation of its effectiveness and adherence to these principles.

### 2. Board Role and Responsibilities

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The role of the Board of Directors is to act as trustee of the association's assets and ensure that it is well managed and remains fiscally sound. The legal fiduciary responsibilities of the board are:

- *Duty of care*: Board members are expected to actively participate in organizational decision-making, to carry out their responsibilities in good faith, and using diligence, care, and skill to make sound and informed judgments. Accordingly, a board member must act in a manner that he or she reasonably believes to be in the best interests of the institution.
- *Duty of loyalty*: In fulfilling their responsibilities, board members must put the interests of the association before their own interests or those of another entity, and avoid potential conflicts of interest.
- *Duty of obedience*: Board members must work to ensure that the association complies with all applicable federal, state, and local laws and regulations, and that it is operating in furtherance of its established mission.

The board provides oversight to lead the organization toward the desired performance and assure that it occurs. The board's specific contributions are *unique* to its trusteeship role and *necessary* for proper governance and management. Board members should have:

- Commitment to the organization and its mission
- Knowledge about the programs and goals of the organization
- Capacity to focus that knowledge on decision-making that benefits the organization as a whole
- Ability and eagerness to deal with values, vision, and the long-term future of the organization
- Ability to participate assertively, openly, and respectfully in deliberations
- Excellent communication skills with an appreciation for diverse norms of communication

See *Qualifications for Directors* for additional information.

The board will have an Operations Plan from the Executive Director, based on the Strategic Plan, with dates, budget, assignments and charges to accomplish Strategic Plan objectives. The contributions and outcomes of the board shall be:

## Section B – Board Governance

1. Linkage between the organization, its members, and stakeholders. The board is accountable as trustees to the membership. This includes a role as guardian of the **vision** and **values** of the organization, both currently and in the future. Board members attend meetings of member groups, affiliates, and other stakeholder for the purpose of providing information and promoting the programs of the association, maintaining a linkage to the membership, and acting as a resource to provide guidance in administration, directions, and goals.
2. Written governing policies as manifest in this Policy Manual, which, at the broadest levels, address:
  - A. *Strategic Plan: Vision, Mission, Values, and Strategic Outcomes* (see Section A of this manual).
  - B. *Board Governance: Specification of how the board conceives, carries out, and monitors its own task* (see Section B of this manual).
  - C. *Board-Executive Director Relationship: How power is delegated and its proper use is monitored* (see Section C of this manual).
  - D. *Executive Limitations: Constraints on executive authority which establish the prudence and ethics boundaries within which all executive activity and decisions must take place* (see Section D of this manual).
  - E. *Internal and External Components of the Association: Descriptions of the function and characteristics for member groups, committees, and organizations with which the Association may affiliate* (see Section E of this manual).
  - F. *General Policies of the Association: A written expression of the board’s wisdom on a topic following dialogue and deliberation. These policies articulate the values which must not be violated and shape staff and committee work* (see Section F of this manual).
3. The assurance of performance by the Executive Director (in relationship to policies in 2A and 2D above in particular).
4. Fiscal oversight. The Board will review quarterly financial statements to monitor the association’s expenses and revenues with regard to the annual budget and the operational and strategic plans. The board will review the report of the external investment manager to ensure long-term solvency of the association. The board will review the report of the external auditor to ensure that the association is operating in a fiscally sound and appropriate manner. The Board will constitute a Finance Committee as described in Section E of this manual and perform other financial reviews as required by law.

### 3. Board Members' Code of Conduct

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The board expects ethical and businesslike conduct of itself and its members. This commitment includes proper use of authority and appropriate decorum as a group and individually when acting as board members.

1. Board members must represent absolute loyalty to the interests of the association. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, membership on other boards or in other groups, or professional undertaking. This accountability also supersedes the personal interest of any board member acting as an individual user or recipient of the organization's services.
2. Board members must avoid any conflict of interest with respect to their fiduciary responsibility.
  - A. There must be no self-dealing or any conduct of private business or personal services between any board member and the organization except as procedurally controlled to assure openness, competitive opportunity, and equal access to "inside" information.
  - B. Board members must not use their positions to obtain employment in the organization for themselves, family members, or close associates.
  - C. Should a board member be considered for employment, s/he must temporarily withdraw from board deliberation, voting, and access to applicable board information.
3. Board members must declare any potential or actual conflicts of interest in accordance with board policy (see Section F of this manual) as soon as those conflicts arise.
4. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in board policies.
  - A. Board members' interaction with the Executive Director and with staff must recognize the lack of authority in any individual board member or group of board members except as explicitly set forth in board policies.
  - B. Board members' interaction with the public, press, or other entities must recognize the same limitation and the similar inability of any board member or board members to speak for the board except as explicitly set forth in board policies.
  - C. Board members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit board policies by the official process.

### 4. Annual Board Planning Cycle

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The Board will follow an annual agenda which (a) sets, reviews, and reconfirms as appropriate strategic goals and objectives; (b) completes an evaluation of progress on plans and strategic outcomes, (c) determines whether to (re)allocate association resources to meet strategic outcomes, and (d) continually improves its performance through attention to board education and to enriched dialogue and deliberation.

To the extent practicable, the Board will meet face-to-face as a whole at least twice per year, in the TESOL International Association office in October and at the annual convention.

Information related to the agenda for the October and the annual convention meetings will be sent to the Board at least two weeks before the meetings.

In-person board meetings will focus on developing the board's ability to act as a cohesive decision-making body, discussion and setting of strategic policies, and the exercise of fiduciary responsibility. Meetings will be structured to prioritize policy discussions over informational reporting. Newly-elected Board members who will take office at the end of the annual convention are invited to attend the annual convention Board meeting as observers.

Information will flow between the Executive Director, staff, and the Board throughout the year. The Executive Committee will meet online at regular intervals to handle business that may arise between the meetings of the Board as a whole. The agendas for the Executive Committee meetings and minutes from meetings will be sent to the Board as a whole for review.

Decisions considered substantive by the Executive Committee will be put to the Board as a whole for ratification. Upon review of the minutes, a Board member may also request that a decision be put to the group as a whole.

Online meetings may be called by the Executive Committee for the purpose of discussing time-sensitive issues or as follow-up to activities begun at the face-to-face meetings.

The Board shall take decisions through votes on resolutions presented as action items on the agenda of in-person and online meetings. Voting for resolutions discussed in online meetings will take place subsequent to the meeting. Electronic votes must be ratified at a subsequent meeting of the Board or Executive Committee. No vote shall be taken without the sharing of background information by staff and or the Board member proposing the resolution and the opportunity for discussion. All meetings shall be documented with minutes that shall be approved at a subsequent meeting of the Board.

The cycle will run concurrent with the fiscal year of the Association, ending 31 October, to facilitate the alignment of budgeting with implementation of strategic policies.

### 5. Role of the President

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The President serves as the highest-ranking officer within TESOL International Association. All his/her duties are to be understood in collaboration with the Executive Committee and the Board of Directors. S/he serves one year as President-Elect, one year as President, and one year as Past President. Each position (President, President-Elect, and Past President) carries a unique set of tasks.

Policies relating to the relationship between the President and the board:

1. The President faithfully represents decisions and deliberations of the board to outside parties. The President is expected to confer with the Executive Committee, where possible, before speaking on behalf of the board in other areas. Other than in rare and specifically authorized instances, the President is the only board member authorized to go beyond reporting board decisions and speak for the board.
2. The President strives to ensure that the board behaves in a manner consistent with its own rules and those legitimately imposed upon it from outside the organization.
  - A. Meeting discussion content will only be those issues which, according to board policy, clearly belong to the board to decide, not the Executive Director.
  - B. Deliberation will be fair, open, and thorough, but also efficient, timely, orderly, and kept to the point. Roberts' Rules are observed except when the board formally sets them aside.
3. The authority of the President consists of making decisions on behalf of the board.
  - A. The President is empowered to chair board meetings with all the commonly accepted power of that position (e.g., ruling, recognizing).
  - B. The President has no authority to alter policies created by the board within Strategic Outcomes and Executive Limitations policy areas. Therefore, the President has no personal authority to supervise or direct the Executive Director.

### 6. Board-appointed Committees and Advisory Groups Principles

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The Board must maintain a holistic view of the association, so it should delegate responsibility with care.

Board-appointed committees and other advisory groups may not speak or act for the association except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director.

Board-appointed committees ordinarily will assist the board by preparing policy alternatives and implications for board deliberation. Other advisory groups, such as Professional Councils and Task Forces, may advise staff as well as the board. Board-appointed committees and other advisory groups cannot exercise authority over staff.

Board committees and other advisory groups should avoid over-identification with sectors of the Association rather than with the whole organization.

Because the Executive Director works for the full board, he or she will not be required to obtain approval of a board-appointed committee or other advisory group before an executive action.



### 7. Qualification for Directors

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A candidate for election to the Board of Directors must:

- Have been a member of TESOL for the past five 5 out of the previous 6 years by June 1 of the year for which his or her name will appear on the ballot
- Not be a director who has served on the Board within the previous six (6) years
- Not be a former President of TESOL
- Not be a full- or part-time employee of TESOL within the past three (3) years
- Not be a member of the Board of Directors at the time of the election
- Not be a member of the Nominating Committee at the time of the election

A Director may be eligible for re-election, but with a limitation of two (2) non-consecutive terms of office.

Prospective Board members should be selected with consideration of the following qualities and competencies:

#### Knowledge

- Be familiar with the Association’s mission, vision, values, and goals (strategic plan)
- Be aware of the role and function of the Association in advancing the ELT field
- Be knowledgeable about the role of the Board in regard to the proper stewardship of the Association
- Be knowledgeable about the Association’s governing structure and policies
- Be knowledgeable about the Association's programs and services
- Be knowledgeable about the needs of the Association's members and stakeholders
- Be knowledgeable about the distinct role and responsibilities of TESOL staff and TESOL volunteers within the Association
- Be knowledgeable about the ELT profession in different contexts
- Be knowledgeable about research related to English language learning and teaching
- Recognize opportunities and anticipate opportunities and threats in the ELT field that may have direct implications for the Association

#### Skills

##### Strategic Thinking

- Ability to keep the big picture in mind and not allow self or others to be caught up in minutiae
- Ability to think independently, grow in knowledge and rely on data rather than opinions
- Ability to be goal- and future-oriented
- Ability to think critically, ask questions and challenge unsubstantiated opinions
- Ability to understand issues from different perspectives
- Ability to apply research findings to policy making

## Section B – Board Governance

- Ability to understand and process large amounts of information (print, online, and oral) effectively and efficiently

### Communication

- Ability to articulate ideas, opinions, rationales, and comments in a clear, concise and logical manner for the needs of the audience
- Ability to effectively communicate with a culturally and linguistically diverse team of other board members, leadership entities, TESOL members and TESOL staff, orally and in writing
- Ability to speak in front of small and large groups using both self-prepared and externally-prepared material, and possess a professional demeanor
- Ability to achieve practical consensus in group discussions
- Ability to advocate for the profession and its members

### Decision making

- Ability to use logic and reasoning to identify issues as well as the strengths and weaknesses of alternative solutions, conclusions or approaches to problems
- Ability to make informed decisions efficiently and take action when needed
- Ability to be objective at all times about what is best for the whole of the Association, rather than what is best for a particular constituency

### Collaboration

- Ability to effectively collaborate with the Executive Director, Board colleagues, and staff
- Ability to work independently as required
- Ability to interact with other board members in a group setting, both contributing to discussions, and valuing the contributions of all members.

### Analytical Skills

- Ability to understand and analyze financial reports
- Ability to review and analyze proposed budgets in light of Association resources, strategic goals, and priorities
- Ability to analyze reports of standing committees, task forces, etc. and comment on drafts of publications and other documents as appropriate

### Experience

- Have various leadership experiences within the profession
- Have leadership experience within TESOL or other professional association(s)
- Have experience interacting with diverse ELT professionals

**Monitoring:** Annually

### 8. Qualifications for President-elect

---

A candidate for election as President-elect shall:

- Have been an active member of TESOL for the past eight (8) years by June 1 of the year for which his or her name will appear on the ballot
- Have been a Director of the Association
- Not be a former President of TESOL
- Not have been a full- or part-time employee of TESOL within the past three (3) years
- Not be a member of the Board of Directors at the time of the election
- Not be a member of the Nominating Committee at the time of the election

#### Knowledge

- Be familiar with the Association's mission, vision, values, and goals (strategic plan)
- Be aware of the role and function of the Association in advancing the ELT field
- Be knowledgeable about the specific responsibilities attached to the position
- Be knowledgeable about the distinct role and responsibilities of TESOL staff and TESOL volunteers within the Association
- Be knowledgeable about the Association's governing structure and policies
- Be knowledgeable about the Association's programs and services
- Be knowledgeable about the needs of the Association's members and stakeholders
- Be knowledgeable about the ELT profession in different contexts
- Recognize and anticipate opportunities and threats in the ELT field that may have direct implications for the Association
- Be familiar with (or willing to become familiar with) the authoritative literature on association leadership and governance

#### Skills

##### Leadership

- Ability to inspire and empower others
- Ability to organize Board tasks and delegate responsibilities
- Understands the difference between managing and leading
- Ability to effectively direct the association's resources to achieve its goals and objectives
- Understand what it means to govern

##### Strategic thinking

- Ability to keep the big picture in mind and not allow self or others to be caught up in minutiae

## Section B – Board Governance

- Ability to think independently, grow in knowledge and rely on data rather than opinions
- Ability to be goal- and future-oriented
- Ability to think critically, ask questions and challenge unsubstantiated opinions
- Ability to understand issues from different perspectives
- Ability to understand and process large amounts of information (print, online, and oral) effectively and efficiently
  - Ability to synthesize multiple viewpoints and incorporate them into sound decisions

### Communication

- Ability to articulate ideas, opinions, rationales, and comments in a clear, concise and logical manner for the needs of the audience
- Ability to effectively communicate with a culturally and linguistically diverse team of other board members, leadership entities, TESOL members and TESOL staff, orally and in writing.
- Ability to speak in front of small and large groups using both self-prepared and externally prepared material, and possess a professional demeanor
- Ability to facilitate Board meetings and discussions effectively, maintain focus on agenda and to keep discussions at a strategic level
- Ability to achieve practical consensus in group discussions
- Ability to advocate for the profession and its members

### Decision making

- Ability to use logic and reasoning to identify issues as well as the strengths and weaknesses of alternative solutions, conclusions or approaches to problems
- Ability to make informed decisions efficiently and take action when needed
- Ability to be objective at all times about what is best for the whole of the Association, rather than what is best for a particular constituency

### Collaboration

- Ability to effectively collaborate with the Executive Director, Board colleagues, and staff
- Ability to work independently
- Ability to interact with other board members in a group setting, both contributing to, and valuing the contributions of all members
- Ability to provide feedback to the Executive Director on behalf of the Board

### Analytical Skills

- Ability to understand and analyze financial reports

## Section B – Board Governance

- Ability to review and analyze proposed budgets in light of Association resources, strategic goals, and priorities
- Ability to analyze reports of standing committees, task forces, etc. and comment on drafts of publications and other documents as appropriate

### Experience

- Has various leadership experiences within the profession
- Has leadership experience within TESOL
- Has thorough knowledge of TESOL policies and procedures
- Has experience interacting with diverse ELT professionals

## Section C – Board-Executive Director Relationship

### 1. Delegation to the Executive Director

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All Board authority delegated to staff is delegated through the Executive Director (ED), so that all authority and accountability of staff--as far as the Board is concerned--is considered to be the authority and accountability of the ED. Only decisions of the Board acting as a body are binding upon the ED.

The Board will develop and monitor the Strategic Plan, policies, and annual budget of the Association as a way of specifying expected results and means to the ED. The Board will limit the latitude the ED may exercise in practices, methods, conduct, and other "means" to the ends through establishment of policies on Executive Limitations.

Decisions or instructions of individual Board members, officers, or committees are not binding on the ED except in rare instances when the Board has specifically authorized such exercise of authority.

### 2. Executive Director Job Description

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As the Board's single official link to the operating organization, the ED's performance will be considered to be synonymous with operational performance as a whole. Consequently, the ED's job contributions can be summarized as performance in two areas:

- Organizational progress towards the Strategic Outcomes.
- Organization operation within the boundaries of prudence and ethics established in board policies on Executive Limitations.

The ED is hired and retained at the will of the Board of Directors. As part of signing or renewing an employment contract with the ED, the Board shall provide a written position description specifying general responsibilities and specific duties. The position description may be revised on an annual basis by mutual agreement between the Board and the ED.

### 3. Executive Director Compensation and Benefits

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TESOL International Association will pay its ED a competitive salary for his/her services within the context of fiscal responsibility to the organization and scope of operating budget. The Executive Committee will annually review benefits and adjustments to the salary. Benefits will be outlined in the ED contract.



### 4. Monitoring and Evaluating Executive Director Performance

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The Board monitors the performance of the ED by reviewing regular management reports submitted by the ED that outline progress made toward attainment of the strategic plan. Reports are submitted at each Board meeting.

The Executive Director is evaluated annually by the Board of Directors using formal means such as a survey and/or written narratives. The Board of Directors delegates the process of information gathering and reporting to an Evaluation Team comprised of the Executive Committee and one third year Board Member. This team is chaired by the Past President (PP). This annual evaluation serves to:

- set clear expectations;
- document accomplishments as well as unmet expectations; and
- provide formative feedback to the Executive Director.

Input for the evaluation shall be gathered from the Board together with the ED's self-assessment related to the ED's Board-approved annual goals. Feedback from senior and other staff members will be obtained by the Evaluation Team, documented, and summarized for the Board. Findings from the evaluation shall be summarized for the Board and used by the Executive Committee for the purpose of making adjustments to ED compensation and/or renewing the ED's contract.

Evaluation shall occur annually at the October board meeting, with an informal check-in at the board meeting that occurs at the TESOL International Convention.

## Section D – Executive Limitations

The Board's responsibility is typically confined to establishing policies, leaving implementation and development of the policies to the Executive Director. "Executive Limitations" policies delineate acceptable boundaries of prudence and ethics within which the Executive Director should operate.

### 1. General Executive Constraint

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The Executive Director will refrain from and disallow any organizational practice, activity, decision, or circumstance which is unlawful, imprudent, or in violation of commonly accepted business and professional ethics and practices.

### 2. Staff Treatment

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With respect to treatment of paid and volunteer staff, the ED will forbid conditions that are inhumane, unfair or undignified. Accordingly, s/he may not:

1. Operate without personnel procedures, which clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions.
2. Discriminate against any staff member for expressing an ethical dissent.
3. Prevent staff from grieving to the board when (A) internal grievance procedures have been exhausted and (B) the employee alleges either (i) that board policy has been violated to his or her detriment or (ii) that board policy does not adequately protect his or her human rights.
4. Fail to acquaint staff with their rights under this policy.
5. Operate without clear expectations, job descriptions, and authority for volunteer staff.
6. Operate without annual written performance evaluations for staff that document progress toward objectives and identify areas that need improvement.
7. Fail to provide staff development and training opportunities.

#### Whistleblower Policy

##### Questionable Conduct

It is possible that an employee or volunteer has engaged in questionable conduct involving TESOL assets or in other potentially illegal violations. These actions might include outright theft (of equipment or cash), fraudulent expense reports, misstatements of any accounts to any manager or to TESOL's auditors, or an employee's conflict of interest that results in financial harm to TESOL. This conduct may also be sexual misconduct. TESOL has a process that allows for anonymous reports of such questionable conduct.

The Whistleblower protocol is established to uncover the misuse of TESOL's assets, particularly its financial assets, or sexual misconduct. Misuse of assets may include conflicts of interests with vendors, inappropriate purchases, falsified expense reports, and the like. Sexual misconduct includes sexual harassment, sexual assault, and any conduct of a sexual nature that is without consent or has the effect of threatening or intimidating the person against whom such conduct is directed.

For other kinds of complaints, please see the Problem Resolution/Grievance Policy.

## Section D – Executive Limitations

### Making a Report

Any individual suspecting conduct involving misuse of TESOL assets or sexual misconduct, should make a confidential report to the Human Resources Manager at any time, or the Chair of the Finance Committee if the allegation involves finances. TESOL will promptly conduct an investigation into the matter and inform the reporting individual of the results. The individual should also inform the Executive Committee at this time. To protect anonymity, the individual's identity will not be disclosed without permission.

If the complaint involves the Human Resources Manager, the individual should inform the Executive Committee alone. If the complaint involves the Executive Director, the individual should inform the TESOL President, Past President, and President-elect.

If a Board member receives a report of questionable conduct from someone else, such as a staff member or a vendor, the Board member should encourage the person reporting to contact the Human Resources Manager as soon as possible, unless s/he is named in the complaint. The Board member should also inform the Executive Committee, or the presidential line, if the Executive Director is named in the complaint. The Executive Committee or the presidential line will promptly conduct an investigation into the matter and inform the individual of the results, and will inform the full Board about the results of the investigation if there prove to be grounds for the complaint.

Substantiating claims of illegal activity may entail a legal process. In that case, the TESOL lawyer will be contacted by the Human Resources Manager or a member of the Executive Committee.

### No Retaliation

TESOL strongly disapproves of and will not tolerate any form of retaliation against those who report concerns in good faith. Reports of retaliation will be investigated promptly in a manner intended to protect confidentiality, consistent with a full and fair investigation. Any employee who engages in such retaliation will be subject to discipline up to and including termination for cause. However, this protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

### Avoiding Baseless Allegations

Individuals making complaints must be cautious to avoid baseless allegations; employees who intentionally make false allegations are subject to disciplinary action in accordance with TESOL policies.

### Problem Resolution/Grievance Policy

If staff members have a concern or question or need clarification on a policy or procedure, they should first discuss it with their supervisor. The Executive Director will meet with staff members to resolve the matter if they have been unable to resolve their question or concern with their supervisor or if it is a matter that is more appropriate to discuss directly with the Executive Director.

The Grievance Advisory (GA) Committee is charged with resolving matters brought forth by staff that involve unresolved concerns with the Executive Director. Staff should consult with their supervisor and the Human Resources Manager before bringing such problems to the attention of the Grievance Advisory Committee. Written grievances are preferred when addressing the GA) Committee because they can be more easily investigated.

The Grievance Advisory Committee comprises one member of the Executive Committee, one Board member, and TESOL's Human Resources Manager or, if necessary, a staff member who is not part of the Leadership Team. Each year, the Grievance Advisory Committee will be selected by the President and the Executive Director.

When a concern about the Executive Director is shared with a specific Grievance Advisory Committee member, the committee member will share it with the other members on the GA Committee.

If a grievance comes to a Board member, the Board member will remind the staff member of the policy: to bring concerns to their supervisor, the executive director, and finally to a member of the GA Committee. The Board member may also bring the concerns directly to the GA Committee.

#### Responses to different types of grievances

- If the concern seems to be a difference of opinion, the GA Committee will speak to the President, who may discuss the concern further with the Executive Director. The Executive Director is expected to take grievances seriously. The staff member will be informed of this action.
- If the concern relates to financial misbehavior or possible illegal activity, including sexual misconduct, this should be treated as a whistleblower complaint. Staff and Board should follow the Whistleblower Policy.
- There may be serious concerns that do not rise to the level of a whistleblower complaint, such as grievances about the Executive Director's failure to act in accordance with Policy Manual guidelines. The GA Committee may do any or all of the following, depending on the type of grievance. In all scenarios, the staff member will be kept advised, as appropriate by the GA Committee, of the status of his or her grievance.
  - Ask the complainant for documentation, if any is available
  - Follow up with the Human Resources Manager or appropriate members of the Leadership Team to investigate whether there is a basis for the claims

## Section D – Executive Limitations

- Discuss the situation with the Executive Director to see if there is a reason for the ED's actions
- Create a plan to rectify the situation, at the direction of the President, with specific milestones and a timetable for a follow-up evaluation
- If the situation remains unresolved after the plan is in place, bring the issue to the attention of the full Board to discuss next steps.

### No Retaliation

TESOL strongly disapproves of and will not tolerate any form of retaliation against those who report concerns in good faith. Reports of retaliation will be investigated promptly in a manner intended to protect confidentiality, consistent with a full and fair investigation. Any employee who engages in such retaliation will be subject to discipline up to and including termination for cause. However, this protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors.

### Avoiding Baseless Allegations

Individuals making complaints must be cautious to avoid baseless allegations; employees who intentionally make false allegations are subject to disciplinary action in accordance with TESOL policies.

### 3. Budgeting

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Financial planning for any fiscal year or the remaining part of any fiscal year will conform to Board priorities, demonstrate fiscal responsibility, and will always show a generally acceptable level of foresight. To this end, the Executive Director will:

- Present reasonable revenue and expense budget assumptions to minimize risks of incurring situations or conditions described as unacceptable in the Board “Financial Condition” policy.
- Provide supportive information regarding revenues and expenses, the separation between capital and operational items, and cash flow.
- Disclose revenue budget assumptions and operational funding activities.
- Include reasonable funding to cover all Board functions, including fiscal audit, Board meetings, development, and communications.

The Executive Director shall be responsible for presenting the proposed budget to the Finance Committee at least 60 days prior to the end of the fiscal year.

The Finance Committee shall review, make modifications (if any), and submit the Finance Committee’s proposed budget for approval to the Board of Directors at least 45 days prior to the end of the fiscal year.

### 4. Financial Condition

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Regarding the actual, ongoing financial condition and activities, the Executive Director will always demonstrate fiscal responsibility and keep actual expenditures within Board priorities. The Executive Director shall ensure:

- Normal operational expenditures in any fiscal year fall within the parameters of the overall approved budget for that year.
- Any significant variances in expenditures are reported to the Finance Committee along with the reasons for these variances in the financial statement for the month in which they are incurred.
- Current assets at any time be at a minimum six (6) months' operating reserve.
- Operating cash should be kept at a level to cover essential monthly expenses.
- Effective management of investment reserves as outlined in the Investment Policy and Procedures.



### 5. Executive Succession

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To protect the Board from sudden loss of ED services, the ED will designate at least one staff member who is familiar with Board and ED issues and processes as an interim successor. In addition, the ED will develop and maintain a full succession plan at the time of initial appointment. The plan will be reviewed and approved by the Board. Subsequent reviews will be commensurate with renewal of the ED’s contract.

### 6. Asset Protection

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The Executive Director must maintain reasonable and adequate coverage to protect the Association's interests and assets, as well as the Board of Directors and the Association's employees. To that end, the Executive Director must:

- Insure against theft and casualty losses and against liability losses to Board members, staff, or the organization.
- Forbid non-bonded personnel access to material amounts of funds.
- Adequately maintain plant and equipment.
- Protect the organization and its Board and staff from claims of liability or loss.
- Secure Board approval before making any unbudgeted purchase or commit the organization to any expenditure of greater than \$15,000.
- Clear any conflict of interest before making a purchase.
- Obtain comparative prices and quality for any purchase or consultant contract over \$25,000.
- Ensure that funds received, processed, or disbursed under controls that are sufficient to meet the Board-appointed auditor's standards.
- Invest or hold operating capital in secure instruments, including insured checking accounts and bonds of more than AA rating, or in interest bearing accounts, except where necessary to facilitate ease in operational transactions.
- Secure Board approval before acquiring, encumbering, or disposing of real property.
- Not change the organization's name or substantially alter its identity.
- Secure Board approval before creating a wholly-owned or partially-owned subsidiary or purchasing a company that would become a subsidiary.
- In addition to the ED's signature on any check over \$10,000, require the signature of a member of the Leadership Team designated by the Executive Director.
- Secure two signatures representing both the Board and the ED: a) Board – President or the Chair of the Finance Committee – and b) Executive Director – or, if the Executive Director is unavailable, the designated member of the Leadership Team, before a withdrawal from long-term or short-term reserve funds.
- Maintain the following insurance policies on a yearly basis: Commercial Property Contents and Computer Policy, General and Professional Liability Insurance, Directors and Officers Liability Insurance, Employee Dishonesty Bond Insurance, Employees Life Insurance, Workers Compensation Insurance, Long-Term Disability Insurance, and Employee Health Insurance.

### 7. Compensation and Benefits

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Regarding employment, compensation and benefits to employees, consultants, contract workers, and volunteers, the Executive Director may not cause or allow jeopardy to fiscal integrity or public image. The Executive Director may not:

- Change the Executive Director’s own compensation and benefits.
- Promise or imply permanent, guaranteed, or anything other than “at will” employment.
- Establish current compensation and benefits that deviate materially from the geographic or professional market for the skills employed.
- Create obligations over a longer term than revenues can safely be projected; in no event longer than one year and in all events subject to losses of revenue.
- Establish or change retirement plan benefits that:
  - Incur unfunded liabilities or commit the organization to benefits that incur unpredictable future costs.
  - Provide less than some basic level of benefits to all full-time employees, though differential benefits to encourage longevity in key employees are not prohibited.
  - Allow any employee to lose benefits already accrued from any foregoing plan.
  - Treat the Executive Director differently from other comparable key employees.

### 8. Communication and Counsel to the Board

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Regarding the provision of information and counsel to the Board, the Executive Director may not permit the Board to be uninformed or unsupported in its work. The Executive Director may not:

- Neglect to submit monitoring data required by the Board.
- Allow the Board to be unaware of any actual or anticipated noncompliance with any policy; relevant trends and significant external and internal changes; anticipated adverse media coverage; or threatened or pending lawsuits.
- Fail to provide a mechanism for official Board, officer, or committee communications.
- Fail to deal with the Board as a whole except when:
  - Fulfilling individual requests for information.
  - Responding to officers or committees duly charged by the Board.
- Fail to report in a timely manner an actual or anticipated noncompliance with any policy of the Board.
- Give information to the Board that is not clearly identified as either “Information for Decision Making”, “Incidental Information Only” (FYI), or “Monitoring Information”.
- Fail to distribute a monthly program overview to keep the Board aware and informed of organizational programs and operations.
- Fail to submit to the Board those items (with applicable monitoring information) delegated to the Executive Director and required by law, regulation, or contract to be approved by the Board.

### 9. Complaints and Feedback

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Regarding complaints and feedback, the Executive Director must have a mechanism to deal with complaints and feedback that is easily accessible, unbiased, and functions in a timely manner and will inform the Board of positive and negative feedback that significantly impacts the image of the organization or the relationship between TESOL and its stakeholders.

## Section E – Internal and External Components

### 1. Governance Committees

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There are three Governance Committees responsible for critical areas within the Association:

- Executive Committee
- Finance Committee
- Nominating Committee

Members of each of the Governance Committees serve by virtue of being elected to their position.

- The Executive Committee is comprised of the President, President-elect, and the Past President.
- The Finance Committee is comprised of members of the Board of Directors.
- Members of the Nominating Committee are elected by the general membership.

### 2. Executive Committee Charter

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#### Purpose

The Executive Committee is the highest governing body of the TESOL International Association bringing together representatives responsible for both policy making and implementation. It derives its authority from the Board of Directors and is entrusted by the Board to exercise some or all powers in the interim between Board meetings. It operates as an immediate decision-making body, guides the work of the Board of Directors, and represents the Association and its mission with both internal and external groups. It serves this purpose by:

- a. Promoting a strategic vision and actions for the Association
- b. Providing oversight of governance for the Association.
- c. Organizing the work of the Board of Directors
- d. Ensuring effective delegation from the Board to the Executive Director

#### Membership and Terms

The Executive Committee shall comprise the President, President-Elect, Past President, and Executive Director (ED) as staff liaison. The term of the Executive Director coincides with the term of his or her contract. Other members shall serve concurrent with the terms to which they are elected by the TESOL membership. The terms of the elected members begin at the end of the annual TESOL International Convention. The Chair of the Executive Committee shall be the President.

#### Responsibilities and Duties

The Executive Committee shall have the following responsibilities related to its purpose:

##### Strategic Vision

- Raise awareness of issues in the ELT field; consider implications for the Association and potential actions by the Board.
- Oversee the strategic planning process.
- Generate ideas for future strategic plans.

##### Leadership and Governance

- Represent the Association and its mission with both internal and external groups.
- In coordination with the Board of Directors, assess all governance groups for effectiveness, uniqueness, and ability to serve the needs of the organization.
- Suggest and vet policies before they are submitted to the Board of Directors.
- Review and propose policies as needed for internal consistency and consistency with the mission and vision of the Association.
- Propose strategies to develop volunteer leaders in TESOL.

## Section E – Internal and External Components

- Plan financial and investment strategy in collaboration with the Finance Committee.
- Ensure that leaders at all governance levels within the Association are briefed on an annual basis regarding Association activities and the implementation of the Strategic Plan.

### Working with the Board of Directors

- Monitor the work of the Board for efficiency and effectiveness.
- Assess Board performance.
- Promote the ongoing development of board members beginning with the orientation of newly elected members and continuing throughout the members' terms.
- Formulate Board agendas in collaboration with the ED.

### Effective delegation from the Board to the Executive Director

- Provide feedback to the ED on implementation of strategic goals.
- Lead the assessment of progress toward attainment of strategic goals.
- Lead the performance evaluation of the ED.
- Oversee the process for hiring and retaining the ED.
- Serve as a sounding board for the ED on emerging issues, problems, and initiatives.

To fulfill these responsibilities, the Executive Committee meets as needed during the year.



### 3. Finance Committee Charter

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#### Purpose

The Finance Committee supports the Board of Directors in fulfilling its fiduciary duties by executing key financial oversight functions for TESOL International Association. The Finance Committee derives its authority from the Board of Directors, and assists with budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies. To fulfill its purpose, the Finance Committee accomplishes the following:

- Oversees the Association’s financial planning, including adherence to the budget and monitoring of investments
- Gives advice on and reviews the Association’s fiscal policies
- Ensures the Board of Directors receives and understands accurate and complete information regarding the Association’s financial position

#### Membership and Terms

The Finance Committee shall include three Board members:

- A third-year Board Member, who serves as Chair and Treasurer of the Association
- A second-year Board Member, who will serve as Chair the following year
- The Past President
- The Executive Director serves as Staff Liaison to the Committee

The Executive Director attends all meetings, except for executive session meetings.

#### Responsibilities and Duties

The Committee’s responsibilities encompass, but are not limited to, the following:

##### Oversight of Financial Planning

- Prepare and recommend to the Board the adoption of a proposed budget and activity plan for the Association, as proposed by TESOL’s Executive Director consistent with the Association’s strategic plan and financial policies
- Ensure the Association’s compliance with applicable federal, state, and local requirements regarding financial information
- Safeguard the Association’s assets, including assessing the implications of proposed funding sources
- Oversee and monitor the use and investment of funds in accordance with the Association’s investment policies, and monitor investment performance to ensure that the investment objectives are being met

## Section E – Internal and External Components

### Fiscal Policies

- Advise and review fiscal policies for Board consideration and adoption
- Review and recommend to the Board any changes to investment policies, make decisions regarding transfers to/from the long-term and short-term investment funds, and changes to guidelines for use of reserves as needed

### Communication

Ensure that the Board of Directors receives and understands accurate and complete information regarding the Association's financial position

- Monitor and report periodically to the Board concerning the financial affairs of the Association, including how the revenues and expenditures conform to the budget and activity plan then in effect, as set forth in the financial records of Association
- Review and approve the scope of the annual audit
- Review all audited financial statements
- Confer with auditors on the strengths and weaknesses of the Association's financial staff, systems, internal controls, and other factors that pertain to the integrity of published reports
- Help the Board of Directors understand the financial position of the Association, and comprehend all relevant financial statements

### 4. Nominating Committee Charter

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#### Purpose

The Nominating Committee shall support effective governance for the TESOL International Association by identifying a diverse slate of candidates with the necessary competencies, attributes, and knowledge to stand for election as Officers and Directors of the Association, as well as members of the next Nominating Committee. The Committee fulfills this purpose by

- a. Understanding the strategic direction and needs of the Association as it relates to the leadership needed on the Board of Directors and the Nominating Committee,
- b. Identifying, recruiting, and vetting nominees, and
- c. Developing a final slate of candidates to stand for election.

#### Membership and Terms

The Nominating Committee shall consist of 8 members elected by the members of TESOL International Association in addition to the Chair and Past Chair. Committee members shall serve a one-year term running from 1 January to 31 December.

A Chair for the next year's committee shall be appointed by the Board of Directors from among those members currently sitting on the Committee after consultation with the current Chair, Past Chair, Staff Partner, and Past-President. The Chair shall serve a one-year term running from 1 January to 31 December. The Past Chair is a non-voting position.

#### Responsibilities and Duties

The Nominating Committee shall have the following responsibilities related to its purpose:

- Consulting with the Board of Directors and the Executive Director regarding:
  - The roles and responsibilities of the President and the Board of Directors as it pertains to the competencies, attributes, and skills needed for the election slate.
  - The strategic direction and needs of the Association, and
  - Other desirable qualifications for leaders.
- Communicating to members the process for identifying and selecting the most qualified candidates in a transparent, timely, and comprehensive manner.
- Identifying and recruiting potential nominees through a transparent and open process.
- Carefully evaluating and screening nominees in regards to competencies, attributes, knowledge, and experience to stand for election.
- Providing the entire list of nominees to the Board of Directors for review prior to the selection of a slate of candidates. The Board may, after due consideration and with deference to the determination of nominee qualification by the Committee, remove any

## Section E – Internal and External Components

nominee deemed as unfit to fulfill the fiduciary duties and responsibilities as an Officer or Director of the Association.

- Developing a ballot for the election comprised of the following:
  - Two individuals to run for President-elect of the Association,
  - A slate of five individuals (if three open positions), or four individuals (if two open positions) to run for seats on the Board of Directors.
  - A slate of 12 individuals to run for eight positions on the Nominating Committee that will serve subsequent to the term of the current committee.
- Ensuring through the nomination process that the Board of Directors and Nominating Committee reflect the widest possible range of professional expertise, experience, and perspectives in the Association, seeking diverse and inclusive representation in keeping with TESOL’s Diversity, Equity, and Inclusion policy (see Section F.2).
- Making recommendations to the Board of Directors regarding procedures for conducting elections and encouraging member investment in and/or “commitment to” the governance of the Association (cf., Elections Policy).
- Ensuring all of its deliberations remain completely confidential.

### 5. Qualification for Nominating Committee

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A candidate for the Nominating Committee is required to be:

- An active member of TESOL International Association for the past five (5) out of the previous 7 years by June 1 of the year for which his or her name will appear on the ballot
- Not a full- or part-time employee of TESOL within the past three (3) years
- Not a member of the Board of Directors at the time of the election
- Not a member of the Nominating Committee at the time of the election

#### Knowledge

- Be familiar with the Associations' mission, vision, values, and goals (strategic plan)
- Be knowledgeable about the specific responsibilities attached to the different positions
- Be knowledgeable about the role and responsibilities of TESOL volunteers within the Association
- Be knowledgeable about the Association's governing structure and policies
- Be knowledgeable about the Association's programs and services
- Be knowledgeable about the needs of the Association's members and stakeholders
- Be knowledgeable about the ELT profession in different contexts
- Recognize and anticipate opportunities and threats in the ELT field that may have direct implications on the Association

#### Skills

##### Strategic Thinking

- Ability to always keep the big picture in mind while paying attention to details.
- Ability to think independently, grow in knowledge and rely on data rather than opinions
- Ability to be goal- and future-oriented
- Ability to think critically, ask questions and challenge opinions in delicate conversations
- Ability to understand issues from different perspectives
- Ability to understand and process large amounts of information (print, online, and oral) effectively and efficiently
- Ability to synthesize multiple viewpoints and incorporate them into sound decisions

##### Communication

- Ability to articulate ideas, opinions, rationales, and comments in a clear, concise and logical manner for the needs of the audience

## Section E – Internal and External Components

- Ability to effectively communicate with a culturally and linguistically diverse team of other board members, leadership entities, TESOL members and TESOL staff, orally and in writing
- Ability to achieve practical consensus in-group discussions.

### Decision making

- Capability in executing due diligence in order to effectively evaluate potential candidates
- Ability to use logic and reasoning to identify strengths and weaknesses of candidates
- Ability to make informed decisions efficiently and take action when needed
- Ability to be objective at all times about what is best for the whole of the Association, rather than what is best for a particular constituency

### Collaboration

- Ability to effectively collaborate as well as work independently and online
- Ability to interact with other committee members in a group setting, both contributing to, and valuing the contributions of all members

### Experience

- Has various leadership experiences within the profession and other professional associations
- Has experience with policies and procedures
- Has experiences interacting with ease with diverse ELT professionals

### 6. Professional Councils – General Provisions

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Unless otherwise specified in their charter, the following applies to all Professional Councils.

#### Purpose

Professional Councils are appointed to provide professional expertise to help advance the strategic objectives of the Association. Councils may either be short-term or long-term in nature, and function to supplement or complement the practical work of the Association.

#### Terms of Service

Members are appointed by the Executive Committee through an application process. The application should solicit information regarding education and professional training, relevant experience, and potential contributions to the Professional Council with reference to the Professional Council's goals and objectives. Once appointed, Professional Council members make a one (1)-year commitment to serve. They may seek to renew their commitment annually, for up to three (3) years of service.

Each Professional Council shall ensure adequate membership to carry out its duties and responsibilities as specified in its charter. To the extent that is practical, Professional Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL's Diversity, Equity, and Inclusion policy (see Section F.2).

Each year, a Chair-Elect shall be nominated by the Executive Director through an application process, with final approval by the Executive Committee. Only those serving on the Professional Council at the time of the application process are eligible to apply. Once appointed, the designee shall serve for one (1) year as Chair-Elect, followed by one (1) year as Chair, and followed by one-year as Past Chair before rotating off the Professional Council.

Member terms shall coincide with the fiscal year of the association: 1 November – 31 October. Unless selected to serve as Chair-elect, a member must step down from the Professional Council after he/she has completed three years of service. A member may re-apply to serve on a Professional Council one year after the conclusion of their previous term of service.

#### Conflict of Interest

All Professional Council members shall avoid conflicts of interest. A potential or actual conflict of interest exists when commitments and obligations are likely to be compromised by an individual's other material interests, or relationships (especially economic), particularly if those interests or commitments are not disclosed. Simultaneous service on more than one Professional Council, Committee, or other leadership position (e.g., Interest Section Leader) shall not be permitted.

### Accountability

Professional Councils work closely with Staff, but are ultimately accountable to the Board of Directors. The actions and recommendations of all Professional Councils are at all times subject to review and approval by the Board of Directors. All Professional Councils work with a Staff Partner appointed by the Executive Director and a Board Liaison appointed by the President.

### Procedures

Each Professional Council is responsible for documenting all its procedures and maintaining a procedure manual to serve as a resource for council members. PC members should work with their Board Liaisons and Staff Partners to update their procedure manuals as needed.

### Ad Hoc Members

Depending upon the scope of work of the Professional Council, additional volunteers may be recruited for a limited period of time to either contribute to a specific task, or provide necessary expertise not already present among members of the Council. Chairs should work with their Staff Partner and Board Liaison to identify individuals who can bring needed skills or expertise to the Council.



### 7. Affiliate Network Professional Council

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#### Purpose

The Affiliate Network Professional Council (ANPC) supports TESOL International Association by helping to ensure a strong and robust Affiliate Network. The ANPC accomplishes this by advising on initiatives and activities that advance the association’s strategic direction through the Affiliate Network, helping to shape facets of the Affiliate Network, and facilitating clear and timely communication between and among Affiliated Associations and the Board of Directors of TESOL International Association.

#### Terms of Service

The ANPC shall consist of 8 to 10 members, plus a staff partner and board liaison.

Members are appointed by the TESOL Executive Committee through an application process, with advice from the Leadership of the current ANPC. The application solicits information regarding education and professional training, relevant experience, and potential contributions to the Professional Council with reference to the Professional Council’s goals and objectives. The Executive Committee ensures adequate membership to enable the ANPC to carry out its duties and responsibilities.

Once appointed, ANPC members make a one (1)-year commitment to serve. They may seek to renew their commitment annually, for up to three (3) years of service.

Each year, an incoming chair shall be nominated by the TESOL Executive Director through an application process from within the ANPC, with final approval by the Executive Committee. Only those serving on the Professional Council at the time of the application process are eligible to apply. Once appointed, the designee shall serve for one (1) year as Chair-Elect, followed by one (1) year as Chair, and followed by one-year as Past Chair before rotating off the Professional Council.

#### Membership Criteria

Interested applicants shall be asked to list their level of education, experience, and how they are qualified to contribute to the ANPC in meeting its goals and objectives, including recent demonstrable leadership experience with a TESOL affiliate. ANPC members should have knowledge and experience of TESOL International Association and its affiliated associations, the relationship between TESOL and its affiliated associations, and the strategic direction of the association. The Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL’s Diversity, Equity, and Inclusion policy (see Section F.2).

### Responsibilities and Duties

The ANPC will collaborate with staff to facilitate and conduct activities that support the Affiliate Network. This includes, but is not limited to, advising on programmatic elements, facilitating procedures for activities within the Affiliate Network, developing a collaborative partnership between TESOL International Association and its Affiliated Associations, and enhancing and fostering communication among Affiliated Associations. It will also provide oversight and advice for projects pursued as part of this partnership.

The ANPC shall:

- Assist with procedural elements to develop and maintain the Affiliate Network
- Review and revise additional criteria for joining and remaining in the Affiliate Network as needed
- Facilitate methods to collect, share, and disseminate information and knowledge on emerging professional issues through the Affiliate Network
- Advise on issues and matters that arise relating to Affiliate Network
- Facilitate communication between and among TESOL International Association and Affiliated Associations
- Support networking and professional development events for leaders within the Affiliate Network
- Support, facilitate, and advise on collaborations with Affiliated Associations.

### 8. Awards Professional Council

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#### Purpose

The Awards Professional Council (APC) supports TESOL International Association by recognizing outstanding accomplishments of individuals who have made exceptional contributions to the TESOL field and offering opportunities for educators to participate in the Association's programs. The APC coordinates the review and selection of applications for specific TESOL awards and grants as determined by the Board of Directors.

#### Terms of Service

Members are appointed by the Executive Committee through an application process. Once appointed, Professional Council members make a one-year commitment to serve, renewable twice annually up to three years of service. Service on the APC shall begin and end at the annual TESOL International Convention.

Each year, a Chair-elect shall be nominated by the Executive Director through an application process, with final approval by the Executive Committee. Only those serving on the Professional Council at the time of the application process are eligible to apply. Once appointed, the designee shall serve for one (1) year as Chair-Elect, followed by one (1) year as Chair, and followed by one-year as Past Chair before rotating off the Professional Council.

The APC shall consist of 10 to 20 members, plus a staff partner and board liaison. The APC shall ensure adequate membership to carry out its duties and responsibilities as specified below. APC members may not apply for, nor receive, any TESOL award overseen by the council while serving on the APC and for a period of one (1) year after rotating off the council.

#### Membership Criteria

Interested applicants shall be asked to list their level of education and experience and how they are qualified to contribute to the APC in meeting its goals and objectives. APC members should have experience as an awards reviewer prior to serving. The Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL's Diversity, Equity, and Inclusion policy (see Section F.2).

#### Duties and Responsibilities

The Awards Professional Council shall

- Coordinate activities related to the adjudication of applications for TESOL awards and grants.
  - Recruit volunteers to review applications.
  - Serve as an award reviewer (and in some cases as a tiebreaker).
  - Assess and administer the award review process.

## Section E – Internal and External Components

- Provide guidance on the criteria and adjudication for TESOL awards and grants.
- Develop and implement a process for the periodic review and revision of TESOL awards and grants.
- Assist in the recognition of award winners at the annual TESOL International Convention.

### 9. Conferences Professional Council

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#### Purpose

The Conferences Professional Council (CPC) shall ensure that the content and program of TESOL International Association regional conferences and the annual Convention are focused on current issues that impact the field of English language teaching, are responsive to the diverse needs of members and the TESOL field, and are aligned with the strategic direction of the Association. The CPC achieves this purpose by collaborating with staff and the Board of Directors in setting the overall goals for each regional conference and the annual Convention, providing advice and guidance as needed.

#### Membership and Terms

The Conferences Professional Council shall consist of a minimum of 10 members and a maximum of 12 members in addition to a Board Liaison and a Staff Partner. The Board of Directors shall ensure that the Council has adequate membership to carry out its duties and responsibilities as specified below.

The Chair of the Council shall be nominated by the Executive Director through an application process among the current members of the Council, with final approval by the Executive Committee. Chairs shall serve for a total of two years: one year as Associate Chair, and one year as Chair. Due to the nature of this two-year term, the CPC will not have the position of Past Chair.

All other Council members shall be selected based on an application process. The application should solicit information regarding education and professional training, relevant experience, and potential contributions to the Council with reference to the Council's goals and objectives. Council members shall be appointed by the Executive Committee to serve for a two-year term. Appointments shall be made on a staggered rotation so that half of the members of the Council shall rotate on and off at each Annual Convention.

The Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL's Diversity, Equity, and Inclusion policy (see Section F.2).

#### Responsibilities and Duties

The Conferences Professional Council shall have the following responsibilities related to its purpose (other tasks may be assigned by the Executive Committee or Board of Directors as needed):

- Collaborate with the TESOL International Association staff, the Board Liaison, and other Professional Councils to develop a framework for determining the content, themes, and the selection of tracks and topics for regional conferences and the Annual Convention.

## Section E – Internal and External Components

- Advance the Association’s reputation as the global leader in professional development for the TESOL field by upholding standards of quality in providing unique and outstanding keynote speakers and conference sessions that will benefit the profession and the field.
- Uphold and advance the quality of regional conferences and the Annual Convention by:
  - Assessing current and anticipated needs as they relate to the call for proposals and proposal review process
  - Setting standards for conference speakers that address session titles, learning objectives, and the development and delivery of presentation content
  - Developing a process to continually evaluate the relevance of current conference and convention programming.
- Assist Association staff in identifying elements that will enhance the attendee experience at regional conferences and the Annual Convention.
- Advise Association staff on program content for regional conferences and the Annual Convention.
- Collaborate with other Professional Councils to identify trends and issues in the field in order to shape programming at regional conferences and the Annual Convention to meet the needs of the English language teaching community.

### 10. Membership Professional Council

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#### Purpose

The Membership Professional Council (MPC) assists TESOL International Association in recruiting and engaging members of the Association who teach English to speakers of other languages in multilingual contexts worldwide. The MPC works in conjunction with the Staff Partner and Board Liaison to advance the goals of the Association’s Strategic Plan and to foster a satisfying member experience.

#### Terms of Service

Members are appointed by the Executive Committee through an application process. Once appointed, Professional Council members make a two-year commitment to serve, renewable once. Appointments shall be made on a staggered rotation so that half of the members of the Council shall rotate on and off at the start of each year.

Each year, a Chair-elect shall be nominated by the Executive Director through an application process, with final approval by the Executive Committee. Only those serving in their second year on the Professional Council at the time of the application process are eligible to apply. Once appointed, the designee shall serve for one year as Chair-elect followed by one year as Chair before rotating off the Professional Council.

The MPC shall consist of 10-12 members, plus a Staff Partner and Board Liaison. The MPC shall ensure adequate membership to carry out its duties and responsibilities as specified below.

#### Membership Criteria

Interested applicants shall have been TESOL members for at least one year and shall be asked to list their level of education, experience, understanding of member needs and interests, and how they are qualified to contribute to the MPC in meeting its goals and objectives. MPC members should have general knowledge of TESOL’s membership structure, programs, and benefits. The Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL’s Diversity, Equity, and Inclusion policy (see Section F.2).

#### Responsibilities and Duties

The Membership Professional Council shall advise the Board of Directors and work with the Staff Partner and Board Liaison to:

- Periodically review TESOL’s membership model and benefits.

## Section E – Internal and External Components

- Give feedback regarding TESOL recruitment and retention campaigns
- Communicate opportunities that arise for possible partnerships by reaching out to affiliates, CoPs, and other educational institutions that may increase membership and engagement with the Association.
- Organize, pilot, and manage a New Member Mentor Program.
- Support and participate in the reception for first-time attendees to the annual convention.
- Conduct, analyze, and report on surveys about member satisfaction and engagement with the TESOL Association and its programs and benefits. Surveys may be to targeted subgroups of members or the whole membership.
- Recommend specific programs and activities that will enhance the member experience



### 11. Professional Development Professional Council

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#### Purpose

The Professional Development Professional Council (PDPC) assists TESOL International Association in identifying professional development needs based on issues and developments in English language teaching and through membership feedback and surveys. The PDPC works in conjunction with the Staff Partner and Board Liaison to advance the Professional Learning and Engagement Goal of the Association’s Strategic Plan.

#### Terms of Service

The PDPC shall consist of twelve (12) to sixteen (16) members in addition to a Board Liaison and a Staff Partner. The PDPC shall ensure adequate membership to carry out its duties and responsibilities.

Members are appointed by the Executive Committee through an application process. Once appointed, PDPC members make a one (1)-year commitment to serve. They may seek to renew their commitment annually, for up to three (3) years of service.

Each year, a Chair-Elect shall be nominated by the Executive Director through an application process, with final approval by the Executive Committee. Only those serving on the Professional Council at the time of the application process are eligible to apply. Once appointed, the designee shall serve for one (1) year as Chair-Elect, followed by one (1) year as Chair, and followed by one-year as Past Chair before rotating off the Professional Council.

#### Membership Criteria

Interested applicants shall be asked to list their level of education, experience, understanding of professional development trends, and how they are qualified to contribute to the PDPC in meeting its goals and objectives. PDPC members should have knowledge about a particular English language instruction program level and its associated issues, trends, workplace requirements, and demographics. Members should also have background and experience in providing in-service training programs, other kinds of professional development programs, or both.

The Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL’s Diversity, Equity, and Inclusion policy (see Section F.2).

#### Responsibilities and Duties

The Professional Development Professional Council shall:

- Expand the variety and reach of professional learning opportunities.
- Incorporate relevant research and development into TESOL professional learning.
- Strive to ensure a positive member experience at all TESOL professional learning offerings, including the annual Convention, symposia, academies, and online events.

## Section E – Internal and External Components

- Expand TESOL’s capacity for members to participate in professional learning opportunities.
- Recommend specific programs, oversee their implementation, evaluates the effectiveness of each program, and provides general oversight of TESOL's professional development programs for the association.

### 12. Research Professional Council

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#### Purpose

The Research Professional Council (RPC) informs, supports and guides TESOL International Association's research initiatives and priorities.

#### Membership Criteria

The RPC shall consist of 8 to 12 members, plus a staff partner and board liaison, to carry out its duties and responsibilities as specified below.

The RPC membership should be representative of the diversity of researchers and researcher interests within the broader, international TESOL membership. To this end, relevant application criteria include: level of education, English language research experience (including methodologies, topics and length of time in the field), geographical representation, research contexts, understanding of the current TESOL research initiatives, and willingness of the applicants to contribute to meeting RPC goals and objectives.

The RPC should aim for a mix of experienced and novice researchers who use a range of language teaching and learning research methodologies and who have varying areas of investigation that include but are not limited to English language instruction and language acquisition theories, teacher education, professional identity, applied linguistics, second language acquisition, multilingualism, and World Englishes.

The Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL's Diversity, Equity, and Inclusion policy (see Section F.2).

#### Responsibilities and Duties

The Research Professional Council shall

- Identify priorities in ELT research for TESOL International Association for strategic support and development
- Find ways to communicate TESOL identified research findings to different stakeholders, for example classroom teachers, administrators, policy makers, and researchers
- Promote productive, inclusive, and generative dialogues between practitioners and researchers
- Support identified priority research areas through various activities, including but not limited to mini-grants and collaborations with other Professional Councils
- Build members' expertise in different types of scholarship and mentor novice scholars into the profession

### 13. Standards Professional Council

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#### Purpose

The Standards Professional Council (SPC) supports TESOL International Association in advancing the quality and expertise in the field of English language teaching through standards for teaching and learning. The Council advises the Association on strategy and supports the implementation of its strategic direction as it relates to standards. This is done by providing review and comment on educational standards that are relevant to the profession of English language teaching, and English learners, and English language teacher training, including TESOL standards, and raising the visibility and feasibility/practicality of the Association's standards.

#### Terms of Service

The SPC shall consist of eight (8) to fourteen (14) members in addition to a Board Liaison and a Staff Partner. The Board of Directors shall ensure that the Council has adequate membership to carry out its duties and responsibilities.

Each year, a Chair-elect shall be nominated by the Executive Director through an application process, with final approval by the Executive Committee. Only those serving on the Professional Council at the time of the application process are eligible to apply. Once appointed, the designee shall serve for one (1) year as Chair-Elect, followed by one (1) year as Chair, and followed by one-year as Past Chair before rotating off the Professional Council.

The SPC shall consist of 8 to 14 members, plus a Staff Partner and Board Liaison.

#### Membership Criteria

Interested applicants shall be asked to list their level of education, experience, and how they are qualified to contribute to the SPC in meeting its goals and objectives. SPC members shall have knowledge of and experience with relevant standards in the TESOL field, including the application, development, revision, and application/implementation of standards. The Council membership should reflect the widest possible range of professional expertise, experience, and perspectives, seeking diverse and inclusive representation in keeping with TESOL's Diversity, Equity, and Inclusion policy (see Section F.2).

#### Responsibilities and Duties

The Standards Professional Council shall

- Assist TESOL International Association in overseeing the development and maintenance of TESOL standards.
  - Advise the Board on standards to meet the needs of the field of English language teaching and learning.

## Section E – Internal and External Components

- Provide guidance on the criteria and procedures to develop and validate the Association’s standards.
- Develop, implement, and assess a process for the periodic review and revision of the Association’s standards.
- Support the Association’s strategic direction.
  - Advise the Association on initiatives related to standards.
  - Provide feedback and guidance as needed on standards-related programs and products for the association.
  - Serve as a central focus for standards in order to raise the visibility of the Association’s standards among members and the field of English language teaching and learning.
- Provide expertise to the Association.
  - Review and offer feedback on other educational standards that impact the field of English language teaching and learning.
  - Monitor and inform the Association on trends and developments related to standards that impact the field of English language teaching and learning.

### 14. Task Forces

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#### Purpose

Commissioned by the Board of Directors, Task Forces are ad-hoc working groups responsible for addressing a critical, strategic issue, which can be technical or administrative in nature, in a short period of time with a high level of activity and commitment.

#### Membership Terms and Criteria

A Chair and all Task Force members are appointed by the Executive Committee in consultation with the Executive Director. Task Force members should be members of the Association in good standing, and have the demonstrated experience, expertise, skills, and competencies necessary for the responsibility of the Task Force. Board, Staff, and Committee representatives may also serve as full members of the Task Force as needed. All Task Forces work with a Staff Partner appointed by the Executive Director. Depending on the work of the Task Force, a Board Liaison may be appointed.

Members serve for the duration of the Task Force's work. The Task Force is dissolved when the task has been completed.

#### Responsibilities and Duties

Prior to commissioning a Task Force, a well-defined set of goals, timelines, and deliverables must be determined by the Board of Directors. Task Forces are responsible for completing their tasks and submitting deliverables according to the agreed-upon timeline set by the Board. Unless specified otherwise in the charge, TF deliverables should be shared with the Board as a whole for discussion and review.

#### Conflict of Interest

All Task Force members shall avoid conflicts of interest. A potential or actual conflict of interest exists when commitments and obligations are likely to be compromised by an individual's other material interests, or relationships (especially economic), particularly if those interests or commitments are not disclosed. (see policy on Conflicts of Interest for fuller explanation).

#### Accountability

Task Forces serve at the discretion of the Board. The actions and recommendations of all Task Forces are at all times subject to review and approval by the Board of Directors. Task Force members should be asked to evaluate and provide suggestions for future Task Forces with respect to the clarity and purposefulness of their charge, their functioning as a group, and the work that they have produced.

### 15. Communities of Practice

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#### Purpose

TESOL Communities of Practice (COPs) are professional learning communities where expertise on English language teaching and learning is generated and disseminated within the Association. They are committed to research-based practice and scholarship. COPs share ideas and issues with other COPs, Professional Councils, the TESOL Board of Directors, and the whole of TESOL membership.

#### Functions

COPs have the following functions:

##### *Knowledge-generating*

- Assist in cultivating content in areas of expertise
- Serve as area-specific resources

##### *Communicative/Facilitative*

- Develop leaders within the profession and within the Association
- Disseminate relevant information to members
- Engage with members around professional issues relevant to their areas of interest
- Facilitate dialogue and community

#### Guiding Principles

These principles shape the relationship between the Association and all COPs within the Association:

##### Trust

The Association strives to cultivate a culture of trust among its COPs, members, Association leaders, and staff. This should be achieved through open and frequent dialogue, information-sharing, and transparency in decision-making.

##### Inclusivity

In principle and in practice, TESOL values and seeks diverse and inclusive participation within the field of English language teaching. TESOL COPs should promote involvement and broad access to professional opportunities for all. COPs will not allow any kind of discrimination including, but not limited to, language background, race, ethnicity, gender, religion, age, sexual orientation, nationality, disability, appearance, or geographic location in their membership and the activities they undertake.

##### Strategic Alignment

COP activities align with and seek to further the strategic direction of the Association.

## Section E – Internal and External Components

### Sustainability

COPs engage in sustained, year-round activities that promote dynamic and vibrant communities.

### Cultivation of Leadership

COPs contribute significantly to the Association’s body of knowledge and sense of community as well as strengthening the Association’s relationships with its members. COPs should provide opportunities for leadership development and progression within the Association and should be recognized for their contributions.

### Types

There are two types of COPs: Professional Learning Networks (PLNs) and Interest Sections (ISs).

PLNs are informal, discussion-based groups that are self-structured by their members. They typically emerge in response to specific and/or timely issues or actions and therefore form and dissolve easily.

ISs focus on a specific area of knowledge-generation within the field. They provide greater variety and level of sustained activities, such as IS-specific projects and year-round outreach. ISs develop strategies for communications, member engagement, and leadership development. ISs are rooted in and contribute to current practice and research. ISs take time and effort to establish and are assigned both a Board Liaison and Staff Partner.

Both PLNs and ISs adhere to TESOL’s Mission, Vision, Core Values, & Nondiscrimination Policy and support TESOL’s strategic direction, but each type has a different structure, allocation of TESOL resources, and expected set of activities. This allows COPs with various goals to engage in activities in a way that makes sense to them and works best for them--i.e., with flexibility that helps not only the COPs but also the Association.

### Governance

A procedure manual maintained by the Board of Directors and the COP Staff Partner shall be established to promote good governance of COPs. The manual will identify both criteria and process for establishing, renewing, and discontinuing both PLNs and ISs. The goal of the procedures should be to promote a sense of purpose, responsive leadership, regular activity, and effective communication with members in COPs.



### 16. Affiliate Network

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TESOL International Association values relationships and partnerships that connect the global TESOL community. This Affiliate Network Policy provides a broad vision and structure to facilitate TESOL International Association's relations with local, regional, and national teacher associations that share and support TESOL's mission. Specific protocols, procedures, and other details about the Affiliate Network are developed by the Affiliate Network Professional Council.

#### Purpose

The Affiliate Network provides a framework through which TESOL International Association can advance its strategic direction with other associations that share and support TESOL's mission. The purpose of Affiliation with TESOL International Association is to encourage the sharing of knowledge and information, and to encourage the development of cooperative events, projects, and initiatives between and among TESOL and Affiliated Associations to advance excellence in the field of English language teaching.

#### Goals for the Affiliate Network

The overall goal for the Affiliate Network is to promote communication and mutually beneficial collaboration that expands and enriches the global English-language educator community. TESOL International Association desires a strong and robust Affiliate Network that benefits those who participate in the Network, and can serve as a resource in advancing the association's strategic direction. This includes, but is not limited to, connecting English language educators around the world, providing venues to share knowledge and information to advance the field of English language teaching, and expanding the association's reach.

TESOL International Association and its Affiliate Associations share common goals in their work with English language educators and learners around the globe including:

- professionalism demonstrated by excellence in standards, research, and practice that improve learning outcomes,
- respect for diversity, multilingualism, multiculturalism, and individuals' language rights,
- integrity guided by ethical and transparent action,
- commitment to lifelong learning,
- advocacy for educators and learners,
- availability of quality professional learning,
- opportunities for engagement and leadership development within the field,
- the promotion of research and research-based practice, and
- the definition of standards that serve to advance the field and promote quality.

This sense of shared purpose should provide direction and parameters for participation by Affiliated Associations in the Affiliate Network.

### Principles for the Affiliate Network

#### Respect

Each Affiliate Association is independent of TESOL International Association, with its own governance structure, mission, finances, and members. Decisions made by either TESOL International Association or one of the Affiliate Associations that impact upon the other must recognize and respect their respective governance, goals, and membership.

#### Significance

The overall purpose of the Affiliate Network is to raise the profile of the TESOL profession and contribute to a broader understanding of the significance of the work of TESOL professionals, locally, regionally and globally, among educational institutions, public service providers, and other entities. The collaboration between and among TESOL and Affiliate Associations should expand and enhance the work of TESOL professionals.

#### Flexibility

Affiliate Associations are diverse in their history, the contexts in which they operate, their representation of professionals, their contributions to the profession and to the professionals whom they serve, and the challenges they face. The relationships between and among TESOL and Affiliate Associations may vary because of this diversity.

#### Mutuality

The relationship between TESOL and its Affiliated Associations is to be based on mutual interest and result in mutual benefits. The relationship should include the sharing of information, resources, and expertise through collaborative activities between and among TESOL and Affiliate Associations.

### Affiliate Network Professional Council (see Section E.7)

The role of the Affiliate Network Professional Council (ANPC) is to oversee, facilitate, and advise on aspects of the Affiliate Network. The specific role and responsibilities of the ANPC are outlined in its charter.

### Criteria for Affiliation

Any professional association meeting specific criteria is eligible to apply for affiliation with TESOL. For the purposes of this policy, professional associations are generally defined as non-profit or non-governmental membership organizations that seek to advance a particular profession or field of study.

The items below are minimum criteria for potential Affiliate Associations. Additional criteria may be developed and evaluated annually by the ANPC.

- The professional association represents individuals or organizations committed to the effective teaching and learning of English as an additional language.

## Section E – Internal and External Components

- The professional association shares and support's TESOL's mission and values.
- The professional association is not in violation of any applicable laws in its state/province, country, or region.

The ANPC reviews and evaluates the applications and accompanying documentation for potential affiliates to see if the criteria for membership in the Affiliate Network has been met. If the minimum criteria established above, as well as any criteria set by the ANPC, has been satisfied, the ANPC submits its recommendation for approval to the Executive Director. If the ANPC has questions about the application, the application will be referred to the Executive Director (ED) for consideration. The ED may accept or reject an application as is in the best interest of the Association.

The applicant may request reconsideration within sixty (60) days or that association may re-apply once it can satisfy all of the affiliation criteria.

TESOL also maintains the right to approve the name an Affiliate Association will use as part of the Affiliate Network.

### Features and Benefits of Affiliation

TESOL International Association will provide several features and benefits in order to support and strengthen the Affiliate Network. These will include, but not be limited to, the following:

- Networking and collaboration opportunities between and among TESOL and Affiliated Associations both online and at the annual TESOL International Convention
- Means to share knowledge and information for the mutual benefit of TESOL and Affiliate Associations to advance the field of English language teaching
- Opportunities for grants and other resources to support activities of Affiliate Associations

The ANPC will collaborate with staff to regularly review and update these features and benefits for Affiliate Associations.

TESOL and its Affiliate Associations may also pursue individual collaborative projects beyond the scope of the activities outlined above. This may include such things as unique events or other professional development opportunities, research projects, or advocacy initiatives. The ANPC may serve as an advisory body on these projects as well.

### Maintenance of Affiliation

In order to maintain its status in the Affiliate Network, each Affiliate Association will meet the following minimum criteria:

- Continue to meet all affiliation criteria as outlined above.
- Sign an annual affiliation agreement to include specific annual commitments.

## Section E – Internal and External Components

- Submit an annual report with current information about its leadership, membership, and activities.
- Pay an annual affiliation fee as determined by the dues structure approved by the TESOL Board of Directors.
- Have an identified Liaison responsible for communicating important information between TESOL and the Affiliate Association, particularly names and contact information of newly elected leaders.

Additional criteria may be developed and evaluated annually by the ANPC.

Any Affiliate Association failing to meet the maintenance criteria outlined above, or conducts actions that conflict with TESOL’s mission or values, will lose its status within the Affiliate Network.

### 17. Board Liaisons

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#### Purpose

In carrying out its fiduciary duties and responsibilities effectively, the Board of Directors must maintain strong and active interaction and communication with key components and entities within the Association (see policy on Board Roles and Responsibilities). Board Liaisons are members of the Board who maintains a critical connection between the Board of Directors and a designated Professional Council, Committee, Task Force, or other group.

Board Liaisons are appointed by the Executive Committee on an annual basis. The Board Liaison serves as a contact for all governance related issues and supports the leadership of the appointed group as necessary. The role of the Board Liaison is not to direct the day-to-day work of the group or to dictate the group's working agenda, but to accurately represent:

- The strategic direction of the association as it pertains to the group's activities;
- The interests and positions of the Board of Director to the group; and,
- The interests and positions of the group to the Board of Directors.

#### Responsibilities and Duties

The Board Liaison:

- Ensures that the work of the appointed group stays aligned with the strategic plan and direction of the Association
- Facilitates communication between the Board and the appointed group
  - Presents regular reports on behalf of the group and relays any responses to them
  - Relays important and timely information between the group and the Board
- Ensures that the appointed group operates within the parameters of their charter
- Provides counsel and serves in advisory role to the appointed group
- Unless otherwise indicated, also serves as a full working member of Professional Councils and Task Forces

### 18. Staff Partners

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TESOL Staff serve a critical role in furthering the strategic direction of the Association. A Staff Partner will be assigned by the Executive Director to work with every Professional Council, Committee and Task Force.

As employees of TESOL International Association, Staff Partners often have significant responsibilities that relate to the same work area as these groups to which they have been assigned. They serve as full working members and help facilitate the work of these groups. They also serve as a content and professional resource to these groups. The Executive Director may also assign Staff Partners to other groups.

The specific responsibilities of Staff partners will vary depending upon the group to which they are assigned. In collaboration with the Executive Director, these roles and responsibilities will be outlined in the group's procedural manual.

## Section F – General Policies of the Association

### 1. Meetings at the Annual Convention

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#### Annual Business Meeting

In keeping with the functions specified in the Bylaws of the Association, the Annual Business Meeting (ABM) shall provide an update to members regarding the financial situation of the Association, the implementation of the Strategic Plan, new initiatives, and noteworthy achievements. The agenda for the ABM should include:

- A report from the President focused on the state of the field and the Association’s vision with respect to the field
- A report from the Executive Director on the status of the Association
- An opportunity to vote on proposed resolutions from the membership
- Installation of new members of the Board of Directors, and recognition of outgoing members of the Board of Directors

#### Town Hall Meeting

A town hall meeting is to be scheduled during the Annual Convention. The purpose of this meeting is to provide members with a forum during which they have the opportunity to meet and discuss various issues of interest with the President, other Officers, and Directors.

### 2. Commitment to Diversity, Equity, and Inclusion: Non-Discrimination Policy

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TESOL values diversity and inclusion, which have been part of the association’s core principles since its foundation. This commitment is reflected in its leadership, membership, resources, and staff and by ensuring an inclusive environment at all levels. TESOL promotes equitable representation, engagement, and broad access to professional opportunities for all professionals within the field of English language teaching and works to eliminate any kind of discrimination including, but not limited to, language background, race, ethnicity, gender identity, religion and belief, age, sexual orientation, national origin, disability, culture, or geographic location.

TESOL believes that diversity, equity, and inclusion contribute to the association’s excellence. TESOL recognizes that its members come from all corners of the world and bring to the field their professional backgrounds, experiences and perspectives, which reflect their cultures and circumstances. Hence, the association is committed to being a welcoming organization, with membership that volunteers and is engaged at all levels, working to achieve the mission of the organization.



### 3. Conflict of Interest

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When acting in an assigned or assumed capacity as a director of TESOL, directors must at all times act in the best interests of TESOL and not use the position for personal or third-party gain or financial enrichment. Directors must do everything they reasonably can to avoid conflicts of interest or the appearance of conflicts of interest with TESOL.

A “conflict of interest” exists when an individual’s private interest interferes in any way with TESOL’s interest. Conflict situations arise:

1. When a Director, or a member of his or her family, or the Director's institution, employer, client, or other organization with which the Director is affiliated will benefit personally from something the Director does or fails to do that is not in TESOL’s best interests,
2. When a Director takes actions or has interests that may make it difficult to perform his or her TESOL work objectively and effectively, and
3. When a Director, or a member of his or her family, or the Director's institution, employer, client, or other affiliate receives personal benefits from somebody other than TESOL as a result of his or her position with TESOL. Loans to, or guarantees of obligations of, such individuals are of special concern.

If a conflict of interest becomes unavoidable, a Director will promptly report the conflict of interest to the Association’s Board of Directors and/or a member of the Executive Committee. In each instance the Director will work with the individual or individuals to whom a conflict of interest is reported to devise an arrangement by which:

- (i) that individual or those individuals (or their designee) will monitor the situation which creates, or gives the appearance of creating, a conflict of interest,
- (ii) the Director who has a conflict will, to the fullest extent possible, be kept out of any decisions that might be affected by the conflict of interest,
- (iii) arrangements will be made to ensure that the Director will not profit personally from the situation that causes the conflict of interest,
- (iv) every reasonable effort will be made to eliminate the conflict of interest as promptly as possible.

In order to avoid any appearance of a conflict of interest, Directors may not accept honoraria or charge fees for speaking or participating at conferences or events organized by TESOL International Association or its Affiliate Associations while serving as a member of the Board. Similarly, Directors should also avoid accepting honoraria or other forms of payment for work on behalf of the Association while serving as a member of the Board. Board members must donate back to TESOL any honoraria or fees offered by other groups for speaking engagements specifically in their role as a Director of the Association.

### 4. Elections

Elections should be conducted following a transparent process determined by the Board of Directors and in keeping with guidelines specified in the Bylaws and all applicable U.S. laws. The Board of Directors shall develop procedures that promote

- member awareness of candidates’ qualifications, visions for the Association, and positions with respect to issues facing the field and the Association.
- the highest possible member participation.

Procedures for the annual election shall be documented in a procedure manual.

#### President-Elect and Board of Directors ballot

The Nominating Committee, in collaboration with the Board of Directors and Executive Director, shall have the responsibility to present a slate of candidates for the Board of Directors that represents a diverse team of leaders with the competencies, attributes, and knowledge necessary to carry out their roles. The composition of the Board of Directors should strive to reflect a wide range of professional expertise and experience and should strive to reflect diversity as reflected in TESOL’s Commitment to Diversity, Equity, and Inclusion: Non-discrimination Policy. (See the “Executive Committee Charter” for further details.)

#### Nominating Committee ballot

The ballot for the Nominating Committee shall represent a diverse team of leaders with the competencies, attributes, and knowledge necessary to carry out their roles. The composition of the Nominating Committee should strive to reflect a wide range of professional expertise and experience, and should strive to reflect diversity as reflected in TESOL’s Commitment to Diversity, Equity, and Inclusion: Non-discrimination Policy. Twelve (12) candidates shall be on the ballot, with the top eight (8) candidates being elected to serve on the Nominating Committee. (See the “Nominating Committee Charter” for further details.)

#### Campaigning and Electioneering

In order to make an informed decision in voting, all TESOLers should be able to clearly understand the qualifications, goals, and vision of the candidates for Board and President-elect. All TESOLers should be able to clearly understand the qualifications of the candidates for Nominating Committee.

- Candidates for President-Elect, the Board of Directors, and the Nominating Committee will be given the opportunity to share biographical information and positions on issues through established TESOL media venues.
- Candidates may announce in-person at professional events not sponsored by TESOL where they are presenting and through their own social media outlets:
  - their nomination and qualifications for office,
  - their vision for the Association,
  - their positions with respect to issues facing the field and the Association, and

## Section F – General Policies of the Association

- the link to the Association page to find info about their candidacy, vision, and position.
- Candidates must be respectful of each other and focus their communications on their own strengths and qualifications.
- To ensure equitable access to the members when using Association resources, candidates shall use only those Association resources, media, and/or communication channels specifically designated for candidates to share information about or to promote their candidacy.
- Candidates must have written permission from those pictured if they wish to link to photos or other media with images of others that could be construed as endorsements. Images of minor children may only be used with the written permission of their parents or guardians.
- All campaigning must adhere to TESOL’s values of professionalism, respect, and integrity.

Violations of these guidelines may be reported to the Executive Committee. If the complaint is deemed to have merit, the Board will be informed and the Executive Committee, as delegated by the Board of Directors, may take whatever action they feel is appropriate to the circumstances. This may include asking a candidate to cease making and/or retract statements and removing a candidate from the ballot for an egregious violation of these guidelines.

### 5. Fiduciary responsibility

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Fiduciary responsibility refers to the legal mandate that the Board of Directors bears to act solely for the well-being of the Association as a whole. Board members should not profit financially from their work with the Association and must abide by the Conflict of Interest policy (see Section F.3). They should seek to make informed decisions in all matters and seek outside counsel in cases where their own knowledge and expertise is limited (e.g., legal concerns, financial advice).

### 6. Membership

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TESOL accepts all classes of membership except when prohibited by applicable law, including, but not limited to, that of the United States of America.

Members who are in good standing are permitted to vote. Members in good standing are those whose dues are currently paid or otherwise waived in accordance with the provisions below.

TESOL is an individual membership association, there are three categories of voting members:

1. Professional: A regular membership is extended to an individual who applies for membership, and, as required, pays the duly assessed dues. These dues may be at a reduced rate for individuals who qualify under one of the following categories. The criteria for these categories will be reviewed by the Board of Directors. The procedures for verifying eligibility in each of these categories will be determined by the Executive Director in consultation with the Central Office staff in charge of member services.
  - a. Reduced Income: Individuals whose annual income for whatever reason is less than US \$25,000 per year.
  - b. Global Professional: A current resident of a country categorized by the World Bank as a Low Income, Lower Middle Income, or Upper Middle Income. [Note: This policy goes into effect on 1 November 2022.]
  - c. Retired: Individuals who are fully retired from the TESOL field but wish to remain involved in TESOL. Applicants must have been TESOL members at least 5 of the past 10 years.
  - d. New Professionals: Individuals who are new to the field. Individuals who no longer meet the eligibility criteria for student membership automatically migrate to this category.
    - i. Eligibility for the New Professional member category is limited to a lifetime maximum of three (3) years.
2. Student: Any individual who is enrolled at least half-time at a degree granting institution may apply for a student membership and pay the duly assessed dues.
  - a. Student members must reapply annually for this status. Student membership is limited to a lifetime maximum of six (6) years.
3. Honorary within TESOL: Any member of TESOL or professional from the TESOL field who has provided genuinely distinguished or extraordinary service to TESOL may be awarded an honorary lifetime membership. Honorary members are not required to pay annual dues in order to receive the benefits of membership including voting rights.
  - a. All Presidents of TESOL automatically become honorary members upon the completion of their term of office as president.

## Section F – General Policies of the Association

- b. Other individuals may be nominated through a letter to the Executive Director specifying the reasons why the individual should be so recognized and signed by at least fifteen (15) members of TESOL in good standing.
- c. The Executive Director confirms the technical eligibility of the nominee and presents the nomination to the Board of Directors, together with a recommendation to approve or not to approve.

There are two (2) categories of members without voting privileges.

1. Subscription: Individuals and groups that are prohibited from doing business with TESOL by applicable U.S. law may subscribe to all serial refereed publications. Subscription members receive, upon payment, TESOL's serial refereed publication.
2. Honorary outside TESOL: Any person outside the TESOL Association and the TESOL field who has provided genuinely distinguished or extraordinary service to TESOL may be nominated for honorary membership.
  - a. Nomination consists of a letter to the Executive Director specifying the reasons why the individual nominated should be so recognized. The letter of nomination must be signed by fifteen (15) members of TESOL in good standing.
  - b. The Executive Director confirms the technical eligibility of the nominee and presents the nomination to the Board of Directors at the Midyear Meeting, together with a recommendation to approve or not to approve.
  - c. Honorary members from outside TESOL receive their choice of a refereed serial publication with the option to eliminate or change their choice. Honorary members may discontinue their membership at any time.

### 7. Financial Policy

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#### Purpose

The purpose of financial management in the operation of all of TESOL International Association's activities is to fulfill the Association's mission in the most effective and efficient manner and to remain accountable to stakeholders, including members, partners, funders, employees, and the community. In order to accomplish this, TESOL commits to providing accurate and complete financial data for internal and external use by the Executive Director and the Board of Directors.

#### Authority

Board members are the fiduciaries who steer the Association towards a sustainable future by adopting sound financial management policies, as well as making sure the Association has adequate resources to advance its mission. It is the responsibility of the Board of Directors to approve the annual budgets of the Association.

The Finance Committee derives its authority from the Board of Directors and works with the Executive Director to provide financial oversight for the Association. The Finance Committee periodically formulates financial policies and reviews financial operations. The Executive Director, with oversight of the Finance Committee, is responsible for the coordination of the following: annual budget presentation, management of the Endowment and other fund investments, selection of the outside auditors, and approving revenue and expenditure objectives in accordance with the Board approved annual operating budget and/or strategic plan.

The Executive Director acts as the primary fiscal agent for TESOL, implementing all financial policies and procedures, and is responsible for the day-to-day financial management of the Association.

#### Financial Statements

TESOL's financial statements shall be prepared on an accrual basis in accordance with Generally Accepted Accounting Principles ("GAAP") and presented in accordance with Financial Accounting Standards No. 117, "Financial Statements of Not-For-Profit Organizations". The net assets of the Association and changes shall be classified as unrestricted, temporarily restricted, and permanently restricted.

#### Audit

TESOL shall have an annual audit of its financial statements beginning within five weeks of the end of each fiscal year. The audit shall be completed by a firm of Independent Certified Public Accountants that will report the final results to the Board of Directors.

## Section F – General Policies of the Association

The Executive Director, supported by the outsourced financial services company, shall have direct responsibility in overseeing the coordination and presentation of financial reporting and data requested by the auditing firm. The Finance Committee will conduct both a pre-audit and post-audit conference call with the auditing firm for the purpose of discussing aspects of financial operations along with any specific areas to investigate as part of field work.



### 8. Investment Policy Statement and Procedures

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#### General

Teachers International Association is organized as a not-for-profit corporation under Section 501(c) (3) of the Internal Revenue Code and is designated as an educational association.

#### Overview

The funds are intended to support the financial stability of the Association and programs

For purposes of clarity, the following definitions will be used to identify the types of funds held by the Association:

*Operating Fund:* Those funds expected to be spent in the normal course of business during the current budget cycle or committed to the next budget cycle.

*Short Term Reserve Fund:* Those funds held to meet unanticipated expenses that may arise during the current budget year which were not budgeted initially, or to meet revenue shortfalls during the current budget year.

*Long Term Reserve Fund:* Those funds held to provide financial stability, ensure the real growth of capital to meet future needs, and to provide a source of revenue to meet emergency financial requirements.

*Awards Fund, Tina Carver Fund, and Seifert Endowment Fund:* Those funds comprising the various TESOL awards accounts and the Seifert Endowment.

#### Procedures

The following procedures will be followed to ensure that the investment policy statement be consistent with the current mission of TESOL and accurately reflect the current financial conditions of the Association:

1. This investment policy shall be reviewed annually by the Executive Director, who will recommend any necessary revisions to the Finance Committee.
2. The Investment Advisor will have authority to rebalance the accounts based on the approved asset allocation. If a fund is recommended for replacement, the Advisor will need to receive approval from the Finance Committee. Rebalancing changes will be reported to the Finance Committee quarterly.
3. The Finance Committee will forward its recommendations for changes to the investment policy statement to the Board of Directors;
4. The Finance Committee will conduct quarterly conference calls with the investment consultant and Executive Director to review investment performance, asset allocation, and monitor guidelines and procedures outlined in the Investment policy.
5. The investment policy statement shall be reviewed and approved annually by the Board of Directors as part of the annual budget approval process.

## Section F – General Policies of the Association

These procedures will be used to fund the various investment pools. Any funds not designated to the Short Term Reserve, the Long Term Reserve, or the Awards Fund will be automatically assigned to the Operating Fund.

It is anticipated that from time to time the services of a registered investment consultant may be sought to manage portions of TESOL funds. The following procedure shall be followed to engage a new or replace a current registered investment consultant. The same procedure shall apply for both individually managed accounts and mutual funds (with the exception of money market mutual funds).

1. The Executive Director will report to the Finance Committee reasons for the hiring or replacing of an investment consultant;
2. The Executive Director will report to the Finance Committee the process to be used to identify potential investment consultant(s);
3. The Executive Director selects the investment consultant and reports the decision to the Finance Committee and the Executive Committee.

### Operating Fund

#### Purpose

The purposes of the Operating Fund are:

- Provide sufficient cash to meet the financial obligations of TESOL in a timely manner.
- Provide funding for unbudgeted strategic initiatives to promote TESOL's mission worldwide. Near the beginning of the 4th quarter for each fiscal year, the Executive Director of Finance, with support from the outsourced financial services company, will provide an estimate of operating net revenue based on reasonable revenue and expense assumptions for the remaining months of the fiscal year (August, September, and October). If net operating revenue is forecasted, the Executive Director is authorized to expend 15% of estimated operating net revenue to a maximum \$50,000 expenditure(s) in products and/or services for administrative operations and/or strategic initiatives.

#### Investment Objectives

The investment objectives of the Operating Fund are as follows:

1. Preservation of capital
2. Liquidity
3. Optimization of the investment return within the constraints of (1) and (2).
4. Facilitate transfer (if cash balance allows) from TESOL operating account to Long Term Reserve in the amount of 1% of annual revenue and/or to Short Term Reserve fund to maintain balance equivalent to 3 months of annual operating expense.

## Section F – General Policies of the Association

### Allowable Investments

The Executive Director and any registered investment advisor retained by TESOL shall be authorized to invest the TESOL Operating Fund as follows:

1. Federally insured Certificates of Deposit not to exceed \$250,000 or maximum allowed.
2. Money market funds that invest in government backed securities;
3. Commercial Paper rated A-1/P-1 by Standard & Poor's and Moody's;
4. Direct Obligations of the US Government, its Agencies and instrumentalities;
5. Repurchase agreements with institutions whose senior debt rating is rated AA or better by Standard & Poors or Moody's.

### Maturity

The maturity on investments for the Operating Fund shall be limited to one year.

### Restrictions

The intent of this policy is to restrict the assets in the Operating Fund to cash and cash equivalents. Accordingly, the Operating Fund will not be invested in any security in which it is expected that the net asset value (NAV) will fluctuate.

### Reporting

The Executive Director, with support from the outsourced financial services company, shall prepare the following reports on the Operating Fund for presentation on a quarterly basis to the Board of Directors:

1. Schedule of investments held;
2. Interest income year to date;
3. Current yield of the securities.

### Short-Term Reserve Fund

#### Purpose

The purposes of the Short Term Reserve Fund are:

- Support continuing operations in times of temporary operating revenue deficiency.
- Provide additional funding for unbudgeted strategic initiatives to promote TESOL's mission worldwide.
- Manage investment risk tied to Investment Objective #5 below.

#### Investment Objectives

The investment objectives of the Short Term Reserve Fund are:

1. Preservation of capital;
2. Liquidity
3. Optimization of the investment return within the constraints of (1) and (2)
4. Facilitation of periodic transfers from TESOL operating account when balance exceeds annual and/or remaining fiscal year cash requirements
5. Maintain a fund balance equivalent to 3 months of annual operating expense

#### Allowable Investments

The Executive Director, and any registered investment consultant retained by TESOL with authorization of the TESOL Finance Committee, may invest the TESOL Short Term Reserve Fund as follows:

1. Any investment vehicles authorized for the Operating Fund;
2. RBC Bank Deposit Program;
3. Investment grade corporate bonds;
4. High yield corporate bonds;
5. International bonds;
6. Mutual funds which invest in any of the above.

#### Investment Guidelines

The investment policies and restrictions presented in this statement serve as a framework to achieve the investment objectives at a level of risk deemed acceptable. These policies and restrictions are designed to minimize interfering with efforts to attain overall objectives, and to minimize excluding any appropriate investment opportunities. The policy allows substantial discretion in the asset allocation and diversification of the assets for the purposes of increasing investment returns or reducing risk exposure. The manager of these mutual funds has broad responsibility to shift the securities to pursue opportunities presented by long-term secular changes within the capital markets.

## Section F – General Policies of the Association

### Maturity

The weighted average maturity for the Short Term Reserve Fund shall be five years or less. The average maturity shall be three years.

### Restrictions

The intent of this policy is to place all assets in the Short Term Reserve Fund in a blended portfolio consisting of cash equivalents and appropriate fixed income bond funds. The overall investment portfolio should be constructed to minimize excessive fluctuation in the net asset value. Specific instructions include the following:

1. No assets will be invested in equities or equity mutual funds;
2. At least 10% of the portfolio will be invested in cash and cash equivalents.

Target Asset Allocation

Asset Class	Minimum	Target	Maximum
Cash	10.0%	10.0%	15.0%
Intermediate Term Bonds	62.0%	69.0%	76.0%
High Yield Bonds	3.0%	8.0%	10.0%
Global Bonds	3.0%	7.0%	10.0%

### Reporting

The Investment Consultant will forward quarterly performance reports to the Executive Director for presentation to the Board of Directors quarterly. For those investments other than cash and cash equivalents, the Investment Consultant will measure the performance against the relevant index.

### Long-Term Reserve Fund

#### Purpose

The purposes of the Long Term Reserve Fund are:

- Provide financial stability in times of emergency.
- Provide additional funding for strategic initiatives to promote TESOL's mission worldwide.
- Provide support for organizational growth and/or capital investment outside scope of short term reserve fund
- Manage investment risk tied to Investment Objective #4 below.

#### Investment Objectives

The objectives of the account should be pursued as a long term goal designed to maximize the returns without exposure to undue risk. It is understood that fluctuating rates of return are characteristic of the securities markets. The greatest concern should be long term appreciation of the assets and consistency of total portfolio returns. TESOL also seeks long-term investments congruent with its mission and values, including socially responsible investments. Recognizing that short term market fluctuations may cause variations in the account performance, the expectations of the account will be to achieve the following specific objectives over a five-year period:

1. The account's total return should exceed the increase in the Consumer Price Index by 4% annually;
2. The account's total return should exceed the increase in the Treasury Bill Index by a minimum of 4% annually;
3. The portfolio should be invested to minimize the likelihood of low negative total returns, defined as a one year return worse than negative 27%. It is anticipated that a loss greater than this will occur no more than one out of 20 years.
4. Reach and maintain a fund account balance equal to 1 year of average annual operating expense (for the previous 3 years).

#### Investment Guidelines

The investment policies and restrictions presented in this statement serve as a framework to achieve the investment objectives at a level of risk deemed acceptable. These policies and restrictions are designed to minimize interfering with the efforts to attain overall objectives, and to minimize excluding any appropriate investment opportunities. The policy allows substantial discretion in the asset allocation and diversification of the assets for the purposes of increasing investment returns or reducing risk exposure. In addition, a \*tactical asset allocation will be utilized which allows over- or underweighting particular asset classes depending on economic conditions.

## Section F – General Policies of the Association

Socially Responsible Investment (SRI) Funds are to be researched by investment consultant when recommendations are made to replace or add to existing funds for performance or target allocation purposes. SRI investments that pass the screening process of selection/retention criteria will be chosen over non SRI funds and placed accordingly in the investment fund portfolio.

\*Allows investment consultant to adjust the asset allocations per the approval of the Finance Committee required by the guidelines in the policy.

### Allowable Investments

#### Equities

The equity portion of the portfolio may be invested in the following:

1. Large capitalization funds;
2. Mid capitalization funds;
3. Small capitalization funds;
4. International funds;
5. Real Estate Investment Trust funds.
6. From time to time, 10-15% of the portfolio may be invested in non-traditional strategies using any regulated investment vehicle (typically mutual funds).

#### Fixed Income

1. Any investment suitable for the Short Term Reserve Fund;
2. Average maturity shall be 10 years or less.

### Prohibited Investments

1. Private placements;
2. Letter stock;
3. Options, except in mutual funds;
4. Commodity or futures trading, except in mutual funds where the trading objective is to preserve principal;
5. Short selling, except in mutual funds where the trading objective is to preserve principal;
6. Margin transactions.

## Section F – General Policies of the Association

### Target Asset Allocation

Asset Class	Minimum	Target	Maximum
<b>Equities</b>			
Large Cap Stocks			
Large Cap Value	14%	15%	24%
Large Cap Growth	8%	9%	18%
Mid Cap Stocks			
Mid Value	0%	2%	7%
Mid Growth	0%	1%	5%
Small Cap Stocks			
Small Value	0%	3%	6%
Small Growth	0%	2%	5%
International Stocks	8%	13%	18%
Emerging Market	2%	5%	8%
Non-Traditional	0%	10%	15%
REIT	0%	3%	5%
<b>Bonds</b>			
Core Bonds	19%	25%	32%
High Yield Bonds	0%	5%	8%
Global Bonds	0%	5%	8%
<b>Cash</b>	0%	2%	5%

### Reporting

The Investment Consultant will evaluate the Long Term Reserve Fund quarterly on a total return basis. The following indices, where applicable, will be used to gauge the performance of the various asset classes. Whenever non-traditional strategies are used, their appropriate index will be added to the review process.

Asset Class	Index
International Stocks	MSCI AC World ex US
Large Cap Stocks	S&P 500 Index
Mid Cap Stocks	Russell 2000 Index
Small Cap Stocks	Russell 2000 Index
REIT	DJ Wilshire REIT USD
Global Bonds	Barclays Global Treasury
Non-Traditional	Barclays US Govt/Credit 1-3 yr.
High Yield Bonds	Barclays High Yield Index
Core Bonds	Barclays US Intermediate Govt//Credit
Cash	Barclays US Govt./Credit 1-3 yr



## Section F – General Policies of the Association

### Awards Fund, Tina Carver Fund, and Seifert Endowment Fund

#### Purpose

The TESOL Awards Fund is a pool of assets comprising a number of awards. By pooling these awards into one investment account, they may be better managed.

The Seifert Endowment is a stand-alone Endowment. In 1999, TESOL was bequeathed a monetary gift from the estate of Charles W. Seifert. At his request, a permanent endowment was established, “the income from which to be used to assist programs, projects, teachers, and students in teaching of English as a foreign language outside of the United States.”

No more than fifty percent of the accrued interest may be withdrawn in one fiscal year without the consent of the Executive Committee.

The Tina B. Carver Fund was established by her family and colleagues to honor the life and work of [Tina B. Carver](#), longtime member of TESOL and the ESL/EFL community. Grants are available for funding the purchase of student classroom learning materials and/or teacher-related materials (e.g., ancillary materials that can be used in conjunction with textbooks or other instruction materials) to support adult ESL education programs in the United States.

#### Investment Objectives

The investment objectives of the Funds should be pursued as a long term goal designed to maximize the returns without exposure to undue risk. It is understood that fluctuating rates of return are characteristic of the securities markets. The account should be structured to provide sufficient income to pay for the various awards, combined with long term appreciation of assets and consistency of total portfolio returns. Recognizing that short term market fluctuations may cause variations in the account performance, the expectations of the account will be to achieve the following specific objectives over a five-year period:

1. The account’s total return should exceed the increase in the Consumer Price Index by 2% annually;
2. The account’s total return should exceed the increase in the Treasury Bill Index by a minimum of 2% annually;
3. The portfolio should be invested to minimize the likelihood of low negative total returns, defined as a one year return worse than negative 15%. It is anticipated that a loss greater than this will occur no more than one out of 20 years.

#### Investment Guidelines

The investment policies and restrictions presented in this statement serve as a framework to achieve the investment objectives at a level of risk deemed acceptable. These policies and restrictions are designed to minimize interfering with the efforts to attain overall objectives,

## Section F – General Policies of the Association

and to minimize excluding any appropriate investment opportunities. The policy allows substantial discretion in the asset allocation and diversification of the assets for the purposes of increasing investment returns or reducing risk exposure. In addition, a \*tactical asset allocation will be utilized which allows over- or underweighting particular asset classes depending on economic conditions.

Socially Responsible Investment (SRI) Funds are to be researched by investment consultant when recommendations are made to replace or add to existing funds for performance or target allocation purposes. SRI investments that pass the screening process of selection/retention criteria will be chosen over passing non SRI funds and placed accordingly in the investment fund portfolio.

\*Allows investment consultant to adjust the asset allocations required by the guidelines in the policy.

### *Equities*

The equity portion of the portfolio may be invested in the following:

1. Large capitalization funds;
2. Mid capitalization funds;
3. Small capitalization funds;
4. International funds;

### *Fixed Income*

1. Any investment suitable for the Short Term Reserve Fund;
2. Average maturity shall be 10 years or less;

### *Prohibited Investments*

1. Private placements;
2. Letter stock;
3. Options, except in mutual funds;
4. Commodity or futures trading, except in mutual funds where the trading objective is to preserve principal;
5. Short selling;
6. Margin transactions.

### Target Asset Allocation

Asset Class	Minimum	Target	Maximum
<i>Equities</i>			
Large Cap Stocks	9%	14%	21%
Small/Mid Cap Stocks	4%	8%	12%

## Section F – General Policies of the Association

International Stocks	5%	<u>10%</u>	15%
		32.0%	
<i>Bonds</i>			
Short Term Fixed	28%	40%	55%
Intermediate Term Bonds	10%	16%	21%
High Yield Bonds	0%	4%	7%
International Bonds	2%	<u>8%</u>	14%
		68.0%	

### Reporting

The Investment Consultant will evaluate the Awards Fund quarterly on a total return basis. The following indices, where applicable, will be used to gauge the performance of the various asset classes:

Asset Class	Index
International Stocks	MSCI-Europe, Australia, Far East Index
Large U S Stocks	S&P 500 Index
Small U S Stocks	Russell 2000 Index
Short Term Fixed Income	Barclays US Govt/Credit 1-3 yr.
High Yield Bonds	Barclays Corporate High Yield Index
Intermediate Term Fixed Income	Barclays Interim Govt/Corporate Index
International Bonds	Barclays Global Treasury

### 9. Volunteer Rights and Responsibilities

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#### Role

In order to achieve its mission, TESOL depends on members to volunteer their time and expertise in a wide range of capacities. Volunteers complement the work of paid staff and allow the Association to extend its activities and services far beyond what could be accomplished by staff or paid consultants alone.

#### Rights

Volunteer service to the Association should be a rewarding and enriching experience. Volunteers should be officially recognized for their contributions and offered mentoring and training for current and future responsibilities. In particular, the Association should seek to develop and make clear pathways of potential service that allow volunteers to grow and develop as leaders.

Volunteers' commitment of time should be respected. They should be provided with clear tasks and parameters for service. Those tasks should have a clear linkage to the mission of the Association.

No volunteer should be expected to compromise their regular employment because of service to the Association, and they should feel free to step down from their service to the Association if other commitments require them to do so.

When members apply for a volunteer position, they should expect that appointments will be based on qualifications specified in a position description.

Volunteers should know whom they can contact if they have concerns regarding:

- expectations placed upon them,
- interactions with other volunteers and/or staff,
- the functioning of a group they are working with.

#### Responsibilities

Volunteers should be asked to make a formal commitment to the responsibilities entailed in a given position and understand that a failure to fulfill these responsibilities frequently entails negative consequences for other members and for the ability of the Association to achieve its mission.

Volunteers should be informed of and agree to the Association's Conflict of Interest policy prior to taking on a position.

Volunteers should understand the importance of clear and timely communication with staff and other volunteer leaders.

## Section F – General Policies of the Association

Volunteers should seek to maximize their ability to focus on their appointed or elected position by avoiding serving in multiple positions.

All appointed positions within TESOL serve at the discretion of the person or body that made the appointment. Failure to fulfill the specified obligations for a position are grounds for removal and replacement.

### 10. Member Resolutions and Policy Development

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Resolutions are formal statements adopted by a group. They may represent the group's views on a matter, guidelines to be followed, or an intent to pursue a course of action. When adopted by the TESOL International Association Board of Directors, they become a binding policy of the Association. For resolutions to be considered by the Board, they must be proposed by at least one Director.

Resolutions may originate as recommendations from entities within the governance structure of the Association including Professional Councils, Governance Committees, Interest Sections, and Task Forces. They may also be proposed to the Board by TESOL Staff or ad-hoc working groups set up by the Board. Member resolutions are a mechanism by which members of the association can help shape policy and put an issue before the Board of Directors.

TESOL's Bylaws and mission statement describe the purposes for which TESOL was organized. Resolutions proposed must be compatible with those purposes and, as appropriate, any applicable Strategic Objectives/Strategic Initiatives in TESOL's Strategic Plan. Resolutions will be developed that propose actions that are possible and practical within the Association's current structure or policy.

The Board of Directors shall determine the specific procedures through which members or entities within the governance structure may submit resolutions for consideration. The procedures shall be made available online and accessible to members. The procedures will outline the steps in the process, requirements for proposed resolutions, timelines for when proposed resolutions must be submitted, how the proposed resolutions will be evaluated and considered, and follow-up actions.

### 11. Partnerships

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Partnerships with other organizations provide the Association opportunities to further its mission and goals. Those associations that meet the criteria for affiliation may join the Affiliate Network. Partnerships with other organizations will be guided by the following principles:

- 1) The partnership must always represent the best interests of the Association, including financial and reputational interests.
- 2) The partner organization should share TESOL's core values.
- 3) The partnership, and the activities it supports, should demonstrate an alignment of the overall missions of TESOL and the partner organization.

The Executive Director can establish partnerships with other organizations, and will consult with the Executive Committee as needed. TESOL will not establish new partnerships that do not meet these basic principles. The Association will periodically review ongoing partnerships to ensure that they continue to meet these principles.