**ARTICLES OF INCORPORATION**

**OF THE**

**VIRGINIA ASSOCIATION OF TEACHERS OF ENGLISH**

**TO SPEAKERS OF OTHER LANGUAGES, INC.**

In compliance with the requirements of Chapter 10 of Title 13.1 of the Code of Virginia of 1950, as amended (the ‘Code”), the undersigned does hereby certify for the purpose of forming a nonstock, not-for-profit corporation:

**ARTICLE I**

**NAME & PURPOSE**

The name of the corporation is Virginia Association of Teachers of English to Speakers of Other Languages, Inc. (the “Corporation”). The Corporation may also informally use its acronym as its name: VATESOL. This corporation is the Official Virginia State Affiliate of TESOL International Association, which may be referred to as TESOL.The Corporation shall work to:

1. Promote the professional development of teachers of English as a Second Language, English to Speakers of Other Languages, and English as a Foreign Language (collectively, “ESOL”);
2. Strengthen, at all levels, instruction and research in ESOL
3. Collect and disseminate useful information about the teaching of ESOL and about new developments in the field;
4. Establish national contacts through affiliation with TESOL or similar national groups;
5. Provide opportunities for sharing information, group study, and discussion of problems confronting ESOL teachers.
6. Inform, educate, and collaborate with TESOL International Association and other related groups on advocacy matters that are of interest to our members.

Notwithstanding the above, the Corporation is organized exclusively for the charitable, educational, religious, or scientific purposes with the meaning of Section 501 c (3) of the Internal
Revenue Code, or its successor.

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

 The Corporation’s initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent is 9200 Church St. Suite 400 Manassas, VA 20110. The registered office is physically located in the City of Manassas. The name of the Corporation’s initial registered agent is ***David B. Wilks, JD, LLM (TAX)*** who is an individual is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

**ARTICLE III**

**MEMBERSHIP**

The Corporation shall have members, the rights and responsibilities of which shall be prescribed by the Bylaws. Nevertheless, membership shall not discriminate on the basis of race, creed, religion, national origin, sexual orientation, age, color, disability, gender, political affiliation, and veteran status.

**ARTICLE IV**

**BOARD OF DIRECTORS**

1. The affairs of the Corporation shall be managed by a Board of Directors and governed according to the Bylaws of the Corporation, except as otherwise specified herein. The incorporator shall appoint the initial directors.
2. The Board of Directors shall consist of no fewer than 15 (fifteen) and no more than 30 (thirty) Directors, inclusive of Officer-Directors. The Board shall include the following elected Officers who shall also be Directors: President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past president (the “Officer-Directors”). The selection criteria and representational capacity of other Directors shall be governed by the Bylaws.
3. The Officer-Directors shall serve for a term of 2 years, and shall be eligible to serve only two consecutive terms in the same office. All other Directors shall serve for terms of 2 years and may be reappointed for an unlimited number of terms.
4. If (i) any vacancy occurs in the Board of Directors or (ii) there are fewer than the maximum number of directors specified above then serving and the existing directors deem it advisable to appoint additional directors up to the limits above, the remaining Board of Directors shall nominate and appoint such new or successor directors. The Board of Directors may, but need not, establish a nominating committee to propose and review potential directors, but any person appointed as a director of the Corporation shall acknowledge and consent to be bound by the provisions of these Articles in order to take the office as a director.
5. The expectations for the Board of Directors are as follows: Attend all Board meetings, attend Board-sponsored VATESOL functions, hold current VATESOL membership, hold a current TESOL membership (per TESOL, 3 VATESOL board members must hold TESOL membership), respond to board communications in a timely manner and act as liaison to a VATESOL committee, when applicable. The Board of Directors may establish such committees from time to time and with such powers and charters as it deems appropriate. Any committee so established will have at least one Director as a member of such committee.
6. A. A Director who is unable to attend a meeting of the Board may appoint any Member in good standing as their proxy. Such nomination of proxy must be dated, in writing, and not be effective for more than (7) days.

B. If a Board member is unable or unwilling to perform his/her duties adequately, the board will send a certified letter (with return receipt) to request an explanation within 30 days of receipt of the letter. If the Board member fails to respond within 30 days, the person has forfeited their position.

1. Duties and Responsibilities of the Officers-Directors
2. A. **The President shall**: promote the vision of VATESOL, write an agenda for each meeting and send it to members ahead of time; provide opportunities for members to contribute to the agenda, encourage members to comply with deadlines, preside at all meetings and convene Executive Board meetings, make necessary **ad hoc** appointments; oversee all committees; write all official correspondence, unless otherwise stipulated; serve as Liaison to TESOL; represent VATESOL at Affiliate Council at TESOL as the voting Affiliate or Delegate or Designate an alternate; provide Board members and committee chairs with information packet concluding duties and Articles; write a message for each Newsletter; and collaborate and network with other regional or state organizations that have a similar or related mission.

B. **The Past President shall:** chair the Nominating Committee and oversee the election process; disseminate TESOL and VATESOL information to the VATESOL Board; submit updated contact information for affiliate president, past president, advocacy liaison, and editors; send out “Call for Nominations” on the Listserv and Newsletter, and facilitate board transitions to the new positions (i.e. providing a brief orientation to the new board members at the beginning of their terms).

1. **The First Vice President shall:** succeed the President, work as chair of the Fall Conference Committee, appoint a Co-Chair for the conference, submit a post conference report (i.e. fiscal records, exhibitors, membership comparison),follow the recommended timeline for planning the annual Fall conference, if possible represent VATESOL atAffiliate Council at TESOL as second Affiliate Delegate, preside in the absence of President at meetings, and other specified duties
2. **The Second Vice President shall:** succeed the First Vice President, assist the First Vice President with the Fall Conference and assume duties as appropriate in consultation with the First Vice President, serve as VATESOL liaison for SETESOL (South East Teachers of English Other Languages)
3. **The Recording Secretary shall:** distribute board meeting minutes; distribute draft minutes to attending Board members for review and revision at least one week before the next meeting; after the Board approves the minutes, send the approved minutes to all Board members; organize and maintain electronic records of minutes and approved motions for retrieval of information; record approved motions in the register of motions by date of approval for easy referral
4. **The Communications Coordinator shall:** check the VATESOL emails once or twice a week (or more when pertinent information is needed such as during conference time and other times), update the board, and maintain a presence on social media such as Twitter, Facebook, etc.
5. **The Treasurer shall:** collect dues, deposit money received, make disbursements, maintain financial records, arrange for audits as specified by the Executive Board, submit a written report for the newsletter as requested, maintain a register of all paid members in collaboration with the Membership Committee Chair, make a budget for each fiscal year, prepare 990 TAX Forms for the IRS, and upon leaving the position, ensure that the signatory rights to the new Treasurer are transferred (take a trip to the bank), and follow the recommended timeline to perform these duties
6. **The Membership Committee Chair shall:** coordinate production and mailing of Membership/Programs/Resources Directory with welcome letters; keep membership informed through letters and brochures, i.e. new members, (late) membership renewal, program director forms and letters; contribute to and implement Board’s Membership Plan to increase/retain members; follow the recommended timeline to complete such duties
7. **Regional Contacts (NOVA, Eastern, Western, Central) and The Special Interest Groups Leaders (SIGs) shall:** recruit and secure presenters for state VATESOL conference in their interest group, submit an article about the news from the SIG to the VATESOL Newsletter for each newsletter (current educational and legislative trends affecting your group are good topics for the articles); recruit members to write articles for the newsletters, keep list of members in the SIG; coordinate the SIG roundtable sessions at the Fall Conference and outreach to new members
8. **The Advocacy (Legislative) Liaison shall:** inform, educate, and collaborate with TESOL on advocacy matters of interest to the membership, attend TESOL’s Advocacy Day provided that VATESOL pays the honorium, and provide up-to-date information on matters of interest during the Legislative session of the Virginia General Assembly
9. **The Newsletter Editor shall:** produce the four (4) VATESOL newsletter issues each year; solicit articles and information for the newsletter, distribute newsletter to membership, and follow the recommended timeline to perform these duties
10. **The Webmaster shall:** maintain and update the website, solicit and act on suggestions from the membership on how to improve the website, and (if possible) attend a professional development workshop for website managers (i.e. the national TESOL conference has a website)
11. **The Historian shall:** update the website for organizational history, maintain physical (hardcopies) of archived records, take pictures and send them to the communications director
12. **The Parliamentarian shall:** advise the President and others as needed on matters of parliamentary procedure. This is an ex-officio (non-voting) position.

**ARTICLE V**

**OPERATIONS AND LIMITATIONS**

A. Inurement of Income. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I.B above.

B. Political Activities. This corporation acknowledges the difference between Advocacy (Legislative) and Political activities and will engage in advocacy on behalf of its members with the express purpose of informing, educating and collaborating with TESOL, our International affiliate, on Advocacy matters that are of interest to its membership.

The corporation will not engage in political activities such as the following: contributing to campaigns for elected office; and influencing the outcome of elections for elected office.

C. Operational Limitations. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLES VI**

**INDEMNIFICATION**

A. Pursuant to the process set forth in § 13.1-880 of the Code, or any successor provision, the Corporation may indemnify any director of former director and may, by resolution of the Board of Directors, indemnify any officer, employee, or agent against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, and whether it be civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such director, officer, employee, or agent; subject to the limitation, however, that there shall be no indemnification in relation to matters unless such person conducted himself in good faith and reasonably believed that his conduct was in the best interests of the Corporation. Furthermore, there shall be no indemnification in connection with a proceeding (i) by or in right of the Corporation in which the director, officer, employee, or agent was judged liable to the Corporation, or (ii) in which improper personal benefit is charged.

B. The Corporation shall indemnify a director or officer, who entirely prevails in the defense of any proceeding to which he was a party because he is or was a director or officer of the Corporation, for reasonable expenses incurred by him in connection with the proceeding.

C. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees, cost and disbursements, judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, employee, or agent. The Corporation may pay for or reimburse the reasonable expenses in advance of final disposition of the proceeding provided that the provisions of § 13.1-878 of the Virginia Code are met.

D. The provisions of this section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

E. The indemnification provided by this section shall not be deemed exclusive of any other rights to which such director, officer, employee, or agent may be entitled under any statue, bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification permitted by law.

F. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any director, officer, employee, or agent of the Corporation against any liability asserted against or incurred by him which arises out of such person’s status in such capacity or out of acts taken in such capacity, whether or not the Corporation would have the power to indemnify the person against that liability under law.

G. In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual.

H. If any part of this section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**ARTICLE VII**

**DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directions shall determine.

**ARTICLE VIII**

**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Roberts’ Rules of Order shall govern the VATESOL in all cases to which they are applicable and in which they are not inconsistent with these Articles of Incorporation.

**ARTICLE IX**

**AMENDMENTS**

Proposed amendments to these Articles must be approved by a majority of the Directors or be submitted to the President in a petition, signed by at least fifteen (15) members in good standing. Any such proposed amendment shall be distributed to all members at least (30) days before the proposed amendment is voted upon. To become effective, the proposed amendment must be ratified by at least two-thirds of the members in good standing in attendance at a properly called general meeting or by two-thirds of those members in good standing who respond to a vote by **electronic** mail.

Given under my hand this \_\_\_\_\_\_ day of October 2014.

INCORPORATOR:

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_