

CONSTITUTION OF THE VIRGINIA ELs SUPERVISORS' ASSOCIATION

Article I: NAME

The name of the organization shall be the Virginia English Learners (ELs) Supervisors' Association (VESA).

Article II: PURPOSES

VESA is a nonprofit educational organization. The purposes of the organization shall be:

- To promote and support the teaching of ELs.
- To enhance and support the learning opportunities of ELs.
- To exchange ideas among members that support ELs in our schools and communities.
- To recognize and publicize excellence in EL teaching and communities.
- To advocate on behalf of ELs and their families.
- To provide an annual conference for educators of ELs.
- To offer scholarships for post-secondary education to ELs.

Article III: MEMBERSHIP

There shall be classifications of membership in VESA:

- **Professional Membership:** All EL supervisors and/or school division designees in the state of Virginia may become professional members, with all rights and privileges of membership in VESA, including the right to vote and to hold office. Members initiate or maintain membership through the payment of annual dues (date). Eligibility for full membership in VESA including the right to vote and hold office will not be denied to a member on sabbatical or leave of absence.
- **Honorary and emeritus membership:** Honorary or emeritus membership in VESA may be conferred by the President, with the approval of the Executive Board, on individuals who have distinguished themselves by their contributions to EL education.
 - Membership dues shall be recommended by the Officers and voted by a majority of members present at the VESA meeting.
 - Payment of annual dues shall entitle the individual to membership in VESA for the current academic year (September 1 to August 31).
 - Honorary and emeritus members are exempt from the payment of dues.

Article IV: EXECUTIVE BOARD MEMBERS - President, Vice President, Secretary, Treasurer, Immediate Past President, one or more representatives from the Virginia Department of Education, the Conference Coordinator, the Scholarship Committee Chair, and a representative from each of the eight regions in the state

- **President**
 - Duties. The President shall:
 - preside at the meetings of the Officers, the annual conference, and other scheduled meetings.
 - call meetings of the Officers no fewer than two times a year.
 - appoint a member to fill an unexpired term of the Vice President, Secretary, Treasurer, or the Chair of any standing committee.

- advise the Officers of VESA and assure that the business of VESA is carried out.
 - be designated a co-signer with the Treasurer for documents required by financial institutions.
 - hire a conference coordinator to organize the annual conference as outlined in the conference coordinator's job description.
 - Term. The president shall serve a two-year term. If the President is unable to complete the term, the Vice President shall assume the office for the unexpired term.
- **Program Chair**
 - Duties. The Program Chair Shall: develop the program of workshops for the annual conference work with the conference coordinator to schedule workshops and secure needed equipment
 - Term. The Program Chair shall serve a two-year term. If the Program Chair is unable to complete the term, the President shall appoint a replacement.
 - Selection. The Program Chair shall be appointed by the President with the approval of a majority of members.
- **Vice President**
 - Duties. The Vice President shall:
 - preside at meetings of VESA as directed by the President in case of the President's temporary absence.
 - be prepared to assume duties of the President, in the case of that person being unable to complete his or her term of office.
 - make recommendations for special recognition and awards to the members for their approval.
 - secure, organize and supervise vendors at the annual conference.
 - Term. The Vice President shall serve a two-year term. If the Vice President is unable to complete the term, the President shall appoint a member to the office for the unexpired time.
- **Secretary**
 - Duties. The Secretary shall:
 - record and report to membership minutes of all VESA meetings.
 - maintain an orderly and accessible file of the official records of VESA.
 - maintain a current mailing list of ESL supervisors or designees.
 - Term. The Secretary shall serve a two-year term. If the Secretary is unable to complete the term, the President shall appoint a member to the office for the unexpired time.
- **Treasurer**
 - Duties. The Treasurer shall:
 - collect all member dues and assessments and will have custody of all funds of VESA, depositing and disbursing such funds as required by the Officers.
 - maintain the permanent fiscal records of VESA.
 - maintain an accurate roster of the dues-paying membership.

- be empowered to sign documents required by financial institutions.
 - supervise the collection of pre-registration and on-site registrations for the conference and provide the conference coordinator with a list of registrants.
 - present a financial report at each VESA meeting
 - Term. The Treasurer shall serve a two-year term. If the Treasurer is unable to complete the term, the President shall appoint a member to the office for the unexpired time.
- **VESA Executive Board**
 - The Executive Board will consist of the President, Vice President, Conference Program Chair, Secretary, and Treasurer, Past President, and one representative from each of the eight regions in the state.
 - The representatives will be chosen yearly by their region or will be appointed by the President.
 - The Executive Board will meet a minimum of four times a year in addition to the three regularly scheduled meetings.

Article V: ELECTIONS

VESA will hold elections every two years at or prior to the spring meeting for the positions of President, Vice President, Secretary, and Treasurer.

- **Eligibility**
 - Any member in good standing shall be eligible to hold elected office in VESA.
- **Nominations**
 - The nominating committee will be appointed by the President.
 - The slate of nominees shall be President, Vice President, and in alternating years, Secretary, Treasurer.
 - Elections will be held during the VESA Spring Meeting. A ballot may be submitted electronically by a member. A member who votes by a ballot submitted by electronic transmission is deemed present at the VESA Spring meeting. Persons so nominated must meet eligibility requirements; they must also be present at the meeting to consent to their nomination or, if unable to be present, have indicated their consent in writing.
- **Voting**
 - Election shall be held during the VESA spring meeting.
 - Members in good standing shall be eligible to vote.
 - Members may vote in a slate of officers by acclamation. Whenever two or more names are submitted for a position, voting for such a position shall be by secret ballot.
 - A plurality of the valid votes cast shall constitute an election.
- **General**
 - Any Officer wishing to resign must notify the President in writing.
 - The Officers shall formally consider at a regularly scheduled meeting the removal of any officer who fails to attend two consecutive meetings, is excessively absent from meetings, fails to maintain membership in VESA, or is found guilty of

malfeasance in office. A two-thirds vote of voting Officers present at the meeting during which the voting takes place shall constitute officers' approval of the removal.

Article VI: MEETINGS

VESA holds an annual conference, a minimum of three meetings for the general membership, and four meetings of the Executive Board.

- The Officers shall choose the time and place for the annual conference.
- Notice of the time and place of the annual conference shall be provided to all members.
- A business meeting shall be held during the conference.
- The Officers may schedule additional meetings of VESA during the year, providing the membership with written notification at least thirty (30) days prior to such a meeting.
- There shall be a minimum of two regular meetings of the members each year, one at the annual conference and another at a site chosen by the President. Members shall receive written notification of the regular meetings at least thirty (30) days in advance.

Article VII: AMENDMENTS

- This constitution may be amended at any business meeting by a two-thirds majority of the members voting, provided written notice of each proposed amendment has been provided to all members.
- VESA, the corporation, is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

- Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Last amended: September 28, 2018