

**BYLAWS OF THE  
AMERICAN ASSOCIATION OF INTENSIVE ENGLISH PROGRAMS  
D/B/A EnglishUSA  
Approved by membership June 2020**

**Article I. Name and Incorporation**

The name of the corporation is the American Association of Intensive English Programs (AAIEP), doing business as EnglishUSA (the “Corporation”, “Association”, or “EnglishUSA”).

**Article II. Purpose**

**Section 2.01 Nonprofit Corporation and General Purposes**

EnglishUSA shall be a nonstock, nonprofit corporation and shall conduct its activities in accordance with the requirements of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code). The general purposes of EnglishUSA are to engage in any lawful act of activity for which corporations may be organized under the Colorado Nonprofit Corporations Act.

**Section 2.03 Specific Purposes**

EnglishUSA is organized as the trade association of English language programs in the United States, and its specific purposes include, but are not limited to the following:

- *promote ethical and professional standards for English language programs.*
- *provide a liaison between English language programs and organizations which use their services and those whose actions affect them, including but not limited to U.S. and foreign government agencies, sponsors, admissions officers and counselors.*
- *increase awareness abroad of opportunities for English language study in the United States.*
- *encourage a collegial and cooperative spirit within the English language program industry and thereby create an inclusive community through engagement and collaboration, based on integrity and excellence.*

**Article III. Membership & Other Affiliations**

**Section 3.01 Membership and Affiliation**

EnglishUSA shall have be the following classes of members and affiliations:

- (a) Member Programs (voting members). Member Programs shall be English programs accredited by the Commission on English Language Accreditation (CEA), the Accrediting Council for Continuing Education & Training (ACCET), or governed by a regionally-accredited university or college. Member programs shall be voting members entitled to vote.

- (b) Associate Members (non-voting members). Associate members shall be those organizations or companies which are not eligible for program membership but are interested in supporting the English language program industry by offering relevant products and services. Associates shall not have the right to vote or hold elected office but may be entitled to other privileges determined by the Board of Directors.
- (c) Strategic Partners (non-voting). Strategic partners are organizations that work with EnglishUSA to ensure mutual support of each other's missions. Strategic Partners shall not have the right to vote or hold elected office but may be entitled to other privileges determined by the Board of Directors.
- (d) Other categories of membership and affiliation may be determined by the Board of Directors in accordance with criteria, qualifications, and other conditions set by the Board of Directors.

### **Section 3.02 Application for Membership**

All applicants for membership must complete and submit the designated application form provided by EnglishUSA along with any required fees. Member Program applicants shall indicate on the form the individual who is the official voting representative (member program director, administrator, or owner).

### **Section 3.03 Membership Term**

The term of membership in EnglishUSA shall be one (1) year. For Member Programs, the initial term of membership shall begin from the date at which the membership is approved until the beginning of the next fiscal year. Associates are on a rolling membership term, beginning the day payment of dues is received and lasting one full year.

### **Section 3.04 Renewal of Membership for Member Programs**

Prior to the beginning of each membership year, each Member Program shall update program profile information required by EnglishUSA, including updating proof of accreditation (copy of certificate for CEA or ACCET accreditation or the most recent letter of accreditation from a regional accrediting body for programs governed by universities or colleges and not accredited by CEA or ACCET). Failure to complete this process by the designated deadline/grace period shall be deemed a voluntary termination from membership in EnglishUSA. Such termination shall not preclude the program's reapplying in the future; however, such member will in such an instance be required to pay full annual (not prorated) dues.

### **Section 3.05 Dues**

Membership dues shall be payable annually at the beginning of each fiscal year. Membership dues that are not paid within 30 days will result in a suspension of the membership; fees not paid within 60 days thereafter shall result in the institution/program being removed from the membership. Membership dues are non-refundable.

### **Section 3.06 Termination & Reinstatement of Membership**

- (a) Resignation: A Member Program may, at any time, resign from EnglishUSA by submitting the request in writing.
- (b) Membership may be terminated by action of the Board of Directors as a result of non-conformity with the Bylaws, Policy Manual or for conduct unbecoming a member.
- (c) Non-payment of dues will result in termination of membership.
- (d) A Member Program may request reinstatement by contacting the Central Office and submitting updated information and payment as required.

### **Section 3.07 Meetings of Members**

- a) Annual Business Meeting. There shall be one annual business meeting of the members of the Association. Notice of the regular annual business meeting shall be communicated to the membership at least 60 days in advance. The annual business meeting shall be for the purpose of receiving reports of officers and committees and for any other business that may arise.
- b) Other Meetings. Other meetings of the Association can be called by the President or the Board of Directors. Except in the case of an emergency, notice of the time, location and purpose of other meetings shall be provided to the membership at least 30 days in advance, and in no event fewer than 10 days in advance.
- c) Quorum. Ten percent (10%) of the votes entitled to be cast on a matter, which shall be current Member Programs in good standing, shall constitute a quorum at membership meetings.

### **Section 3.08 Voting by Written Ballot**

- (a) Voting on all matters, including the election of Directors/Officers, may be conducted by electronic written ballot without a membership meeting or by such other manner in accordance with applicable law, EnglishUSA's Articles of Incorporation and these Bylaws.
- (b) Voting privileges of Member Programs in good standing shall be exercised by the current *member program directors, administrators, or owners*. A member program director, administrator, or owner may designate a single representative to vote in his or her stead; such designation shall be made in writing to the Executive Board of Directors by the program director, owner, or administrator 10 days prior to the opening of the annual business meeting.
- (c) Voting by written ballot shall be valid only when the number of responses to the written ballot equals or exceeds the quorum required to be present at a meeting set forth in Section 3.07(c), which shall be 10% of the votes entitled to be cast on a matter (i.e. 10% of current Member Programs in good standing).

- (d) All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements set forth in sub-section (c), state the percentage of approvals necessary to approve each matter, state the time by which a ballot must be received in order to be counted, and be accompanied by written information sufficient to permit the vote by ballot to reach an informed decision on the matter.
- (e) Unless a greater number of affirmative votes is required by the Bylaws, the matters being voted on are approved if the total votes cast satisfies the requirement in sub-section (c) and sub-section (d), and the majority of votes cast favors the action.

## **Article IV. Board of Directors and Officers**

### **Section 4.01 Board of Directors**

The governing body of the Association is the Board of Directors. The number of the Association's Board of Directors shall be twelve (12), which shall consist of the five (5) officers of the Association and seven (7) at-large Directors, all of whom are elected from and by the voting members of the Association. The Executive Director of EnglishUSA shall serve as an *ex officio* member without the right to vote.

- a) Duties: The Board shall have oversight responsibilities for all of EnglishUSA's operations, finances, policies, and membership affairs, both current and long-range, as defined in the EnglishUSA Policy Manual. Pursuant to these duties, the Board of Directors shall establish and periodically review such written governance policies as are necessary for carrying out the Mission, Vision, Values, and Strategic Plan of the Association.
- b) Powers: Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable. It shall, in the execution of its powers, appoint such agents as it may consider necessary. Except as otherwise specifically provided in these Bylaws, any action of the Board of Directors shall require a resolution adopted by a vote of a majority of the Directors present at a meeting at which a quorum is present.
- c) Terms: Directors shall be voted in staggered rotation (based on calendar created to implement new/old terms), each to serve a term of three (3) years on the Board. No Director shall be eligible to serve more than two consecutive terms in the same office.
- d) Conflicts of interest: Board members shall be under an affirmative obligation to disclose their actual or potential conflicts of interest in any matter under consideration by the Board. Board members having an actual or potential conflict of interest in any matter under consideration by the Board shall recuse themselves from decision of the matter and, unless otherwise determined by the Board, from its discussion. Board members must sign an annual disclosure statement.
- e) Meetings: Unless otherwise ordered by the Association, meetings of the Board of Directors shall be held at its discretion. Special meetings of the Board can be called by the President. In addition, upon the written notification to all members of the Board of Directors, three or more members of the Board may call a special meeting. Notice of such meeting shall be provided at least three (3) business days in advance.
- f) Voting: A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. Unless otherwise specified in these Bylaws, all

decisions will be made by a majority vote of those Directors present at a meeting at which a quorum is present. Voting by proxy is not allowed.

#### **Section 4.02 Officers**

The Officers of EnglishUSA, elected by the members, shall be the President, the President-Elect, the Secretary, the Treasurer, and the Immediate Past President. The Executive Director is considered a non-voting officer.

- a) **Qualifications.** The Officers shall be employed at a voting Member Program in good standing. If an Officer goes through an employment status change during his/her term and is no longer employed at a voting Member Program in good standing, the Board of Directors shall determine if said Officer may conclude his/her remaining term by majority vote. The President-Elect must have served for at least one (1) term as a Board of Director of the Association. Additional qualifications may be established by the Board of Directors to ensure that individuals have sufficient experience to lead the Association and to avoid any conflict of interest. Determination that an Officer is unavailable or otherwise unable to assume her or his duties will be made by a majority vote of the Board of Directors then serving.
- b) **Terms:** The term for the President, President-Elect, and Immediate Past President positions shall each be one (1) year. The Secretary and Treasurer shall be voted in staggered rotation, each to serve a term of three (3) years on the Board. No Officer shall be eligible to serve more than two consecutive terms in the same office.
- c) **Duties of Officers.**
  - i. **President.** The President shall be the principal Officer of EnglishUSA and shall preside at meetings of the membership and of the Board of Directors.
  - ii. **President-elect.** In addition to his/her specific duties, the President-elect shall perform such duties as the President or the Board of Directors may assign.
  - iii. **Immediate Past President.** In addition to his/her specific duties, the Immediate Past President shall perform such duties as the President or the Board of Directors may assign.
  - iv. **Treasurer.** The Treasurer shall serve as the financial advisor to the Board of Directors and chair of the Finance Committee. The Treasurer shall review the annual budget and submit it to the Board of Directors for approval. The Treasurer shall also perform such other duties as the President or the Board of Directors may assign.
  - v. **Secretary.** The Secretary shall manage the minutes of the meetings of the Board of Directors and ensure they are distributed shortly after each meeting. The Secretary shall be sufficiently familiar with articles, bylaws, etc. to note applicability during meetings. The Secretary shall also perform such other duties as the President or the Board of Directors may assign.
  - vi. **Executive Director.** The Executive Director shall be responsible for the

administration and management of EnglishUSA and report to the Board of Directors.

Additional duties of Officers are outlined in the Board Policy Manual.

#### **Section 4.03 At-Large Board of Directors**

- a) Qualifications. The at-large Directors (n=7), elected by the members, shall be employed at a voting Member Program in good standing. If an at-large Director goes through an employment status change during his/her term and is no longer employed at a voting Member Program in good standing, the Board of Directors shall determine if said at-large Director may conclude his/her remaining term by majority vote. Additional qualifications may be established by the Board of Directors to ensure that individuals have sufficient experience to lead the Association and to avoid any conflict of interest.

#### **Section 4.04 Election**

The Board of Directors shall be elected annually by majority vote of the Association's voting members in good standing by written ballot in accordance with Section 3.08 of the Bylaws, applicable law, or at the annual business meeting when a quorum of such is present. As set forth in Section 3.07(c) of the Bylaws, the quorum for meetings of members shall be ten percent (10%) of the current Member Programs in good standing.

#### **Section 4.05 Nominating Committee**

Within two months of the new fiscal year, a Nominating Committee consisting of five members shall be selected by the President and approved by the Board of Directors. The Executive Director will serve on the Nominating Committee as an ex officio (non-voting) member.

- (i) This Nominating Committee shall coordinate the nominations process and vet the nominees for the offices and at-large Directors of the Association based on policies created by the Board of Directors.*
- (ii) The Nominating Committee shall submit a slate of candidates for the Board positions to the Board of Directors six months prior to the start of the subsequent fiscal year.*
- (iii) Based on these recommendations, the Board will approve the slate of candidates.*
- (iv) At least 120 days prior to the start of the subsequent fiscal year, the Executive Director shall prepare and distribute to each Member Program in good standing a written ballot presenting the approved slate of candidates in accordance with applicable laws and request the return of a secret ballot.*
- (v) Members of the Nominating Committee serve for one year and may not be appointed for more than two consecutive one-year terms; however, after an absence of at least one term, they may again be appointed.*

#### **Section 4.06 Vacancies**

Except for a vacancy occurring in an Officer position, which shall be filled as described in this

section, appointment of a new Director to fill a vacant position shall be made by majority vote of the remaining voting members of the Board of Directors. A Director appointed to fill a vacancy shall fill such vacancy only for the remainder of her or his predecessor's term.

- (a) President. If the office of the President is vacated, the Immediate Past President shall assume the position as President and shall serve for the remainder of the term of the individual replaced. If the Immediate Past President is unavailable or otherwise unable to so serve, the President-elect shall assume the position as President and shall serve for the remainder of that term and the entire succeeding term.
- (b) President-elect. If the office of the President-elect is vacated, the Board of Directors may, at any regular or special meeting, appoint an official member of a program in good standing who has previously served on the Board to fill such vacant position for the balance of the replaced individual's term as an Officer.
- (c) Person elected to be President-elect. If the person elected to become President-elect declines the position between the date the election results are declared and before the start of the new Board year, the Board of Directors may appoint another member of EnglishUSA to assume the office of President-elect and complete the term of the person who stepped down. The person appointed by the Board to assume the office of President-elect according to sub-section (c) and sub-section (d) is not required to be slated by the nominating committee as the president for the subsequent year when the person completes the term as President-elect.
- (d) Immediate Past-President. If the office of the Immediate Past-President is vacated, the position will be left vacant for the remainder of the term.
- (e) If there is a vacancy in the office of the Treasurer, the Immediate Past President shall assume the vacant position for the balance of the term. If the Immediate Past President is unavailable or otherwise unable to so serve, the President-elect shall assume the duties as Treasurer for the remainder of that term.

## **Article V. Committees, Task Forces, Advisory/Professional Councils**

The Board of Directors may designate and appoint such Committees, Councils, and Task Forces as may be necessary to further the goals of the Association. No such Committees, Councils, or Task Forces shall have or exercise any of the authority of the Board of Directors. The Board of Directors shall establish policies and parameters governing these groups to be set forth in the Board Policy Manual.

### **Section 5.01 Board Committees**

- (a) **Finance Committee:** The Finance Committee shall be composed of the Treasurer (chair), President, President-elect, and Executive Director. The Finance Committee is responsible for providing financial oversight for the Association, including budgeting, financial planning, financial reporting, and the development and implementation of any appropriate internal accountability policies.

- (b) Other Board Committees: Individual members of the Board may be assigned to serve on Board Standing committees based on policies and parameters in the Board Policy Manual.

### **Section 5.02 Advisory Council**

The Advisory Council shall be composed of the Immediate Past President and up to six individuals approved by the Board of Directors in consultation with the Executive Director to serve for a period of up to three years. Invited individuals shall not be directors of member programs or their designated representatives. Membership on the Advisory Council shall be open to persons who can contribute to the goals and objectives of the Association.

### **Section 5.03 Task Forces & Ad Hoc Committees**

Other Ad hoc committees and Task Forces (and its members) shall be identified by the Board and Executive Director as deemed necessary to carry on the work of the Association.

## **Article VI. Indemnification**

In accordance with applicable laws, including the Colorado Nonprofit Corporation Act, EnglishUSA shall indemnify a person made a party to a proceeding because the person is or was a director or officer of EnglishUSA, or an employee approved by resolution of the Board of Directors, against liabilities incurred in the proceeding, provided that all conditions set forth in the applicable laws are fully satisfied.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not the EnglishUSA would have the power to indemnify the person against that liability under law.

## **Article VII. Policy Determination**

Responsibility for the determination of the general policies of EnglishUSA is vested in the Board of Directors, pursuant to the procedures set forth in these Bylaws.

## **Article VIII. Dissolution**

The net earnings of the Association shall not inure, in whole or in part, to the benefit of, or be distributable to, its staff, members, trustees, directors, officers, or any other private individual, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of its § 501(c)(6) purposes, and to distribute assets upon dissolution in compliance with its Bylaws.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If NAFSA: Association of International Educators and TESOL International Association qualify as such organizations at the time of dissolution, they shall receive first and equal priority in any such distribution of assets of this Association as determined by the Board of Directors.

## **Article IX. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules the Association may adopt.

## **Article X. Amendments to the Bylaws**

- (a) Upon proposal by the Board of Directors, these Bylaws may be amended, repealed, or altered in whole or in part, by approval of the Member Programs in good standing through a vote in accordance with the provisions of Section 3.07 or Section 3.08
- (b) Amendments to the Bylaws may also be initiated by the Board of Directors or by written petition to the Board of Directors by a member program in good standing, signed by ten percent (10%) of the Member Programs in good standing.
- (c) For Amendments initiated according to Article X (b), the Board of Directors shall either send out notice within sixty days of receiving such petition for a membership meeting in accordance with Section 3.07, or distribute a written ballot within sixty days of receiving such petitions in accordance with the requirements set forth in Section 3.08.
- (d) Amendments to the Bylaws shall be approved by two-thirds of those members voting through a vote in accordance with Section 3.07 or Section 3.08.