BYLAWS

THE TRANSNATIONAL EDUCATION AND LEARNING SOCIETY

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be the Transnational Education and Learning Society, hereinafter referred to as TELS.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation or society is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

The Transnational Education and Learning Society (TELS) is organized to provide leadership in transnational education and learning by networking communities of stakeholders through education, communication, publication, research, advocacy, and consulting activities, around the principles of borderlessness, inclusion, authenticity, quality, and sustainability. The TELS is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of the TELS 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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization,
contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The TELS is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

3.02 Public Benefit

The Transnational Education and Learning Society is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

The Transnational Education and Learning Society is organized exclusively for charitable and educational 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 corresponding section of any future federal tax code. No part of the net earnings of the Transnational Education and Learning Society 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 the purpose clause 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 any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Transnational Education and Learning Society is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The society may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.
4.02 Personal Liability

No officer or director of this society shall be personally liable for the debts or obligations of the Transnational Education and Learning Society of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this society.

4.03 Dissolution

Upon termination or dissolution of the Transnational Education and Learning Society any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Transnational Education and Learning Society hereunder shall be selected by the discretion of a majority of the managing body of the Transnational Education and Learning Society and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Transnational Education and Learning Society by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Montana.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Montana to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation’s activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.
4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V

SPECIAL INTEREST GROUPS

5.01. General. Special Interest Groups (SIG) may be established to facilitate the formation of research specialties of an intra- or cross-divisional nature and to increase the exchange of knowledge within research arenas of special interest, and for other reasons in keeping with achieving the purposes of the TELS. The board shall have the authority to determine the requirements for establishing SIGs and for the requirements of membership. A new SIG must be approved by a majority of Board members present at a meeting of the TELS.

5.02. Petition. Any group of 5 or more active TELS members may petition to establish a SIG. Petitions to establish SIGs are accepted or rejected by the TELS Board of Directors. A petition should include (a) the name of the SIG, (b) the rationale and purpose, (c) an initial committee, and (d) a list of members in good standing (i.e., with paid annual membership dues) with the TELS.

5.03. Special interest group executive committee. The Special Interest Groups Executive Committee provides general oversight for the operations of Special Interest Groups and makes recommendations to the TELS board regarding their establishment or dissolution. The Special Interest Groups Executive Committee also recommends policies and procedures for the formation, operations, and dissolution of SIGs for Board review and approval. Upon approval of these policies and procedures by the BOARD, the SIG Executive Committee shall have responsibility for their implementation.

5.04. Annual session. If in good standing, each SIG is allocated one business meeting time slot and one substantive the TELS Annual Meeting. SIGs with at least 10 active members shall be allocated one substantive session.

5.05. Fees or Dues. All fees associated with the operations of a Special Interest Group or dues levied on its membership shall be determined by the Board.

5.06. Officers. Each Special Interest Group shall have a Chair and a Secretary registered with the Executive Committee.
5.07. Bylaws. Special Interest Groups shall have Bylaws that must be approved by the Board. SIG Bylaws and activities may not conflict with the Articles of Incorporation or the Bylaws of the TELS.

5.08. Report. Each SIG must:
Assess dues of $10 per member.
Present an annual report to the Board, which shall include:
(1) a listing of the minimum of 15 required members who are certified as current TELS members,
(2) a list of officers,
(3) activities for the current year,
(4) a financial report.

5.09. Dissolution. A Special Interest Group may be dissolved by the Board for good and sufficient reasons. Action to dissolve a Special Interest Group shall require a vote of two-thirds of the members of the Board members present.

ARTICLE VI
GOVERNANCE

6.01 Governance Structures

The Transnational Education and Learning Society shall be governed by its board of directors, committees, and country chapters.

6.02 Initial Directors

The initial directors of the corporation shall consist of members elected by consensus for a period of four years renewable. After the third year, members of the executive will be elected annually for a three-year term or until a successor takes office. Executive committee members will be elected at a previous annual business meeting, but will take office at the next annual meeting.

6.03 Board of Directors

The board shall consist of up to 12 members, including the president, the Vice-President, the secretary, the treasurer, the past president, and seven at-large members. Directors will be elected whenever there is a vacancy. The elected officers and directors shall take office at the next Board of Directors meeting following their installation at the annual business meeting. Their terms of office shall be three years, and they shall have specific responsibilities as indicated in the TELS Policy and Procedures. In the interim between elections, all Director vacancies shall be filled by Presidential appointment for the unexpired term with the approval of the Board of Directors.
6.04. The President

The President shall serve as TELS’s principal officer and its representative to the public and shall preside at all meetings of the Executive Committee, Board of Directors, annual business meeting, and any other official meeting. The President shall serve as an ex-officio member of every commission, unit, and organizational entity, and will designate a representative to serve on his/her behalf.

6.05 Vice President

The Vice President shall serve as vice chairperson of the Board of Directors and shall represent the President when the latter is unable to perform the duties specified above.

6.06 Treasurer

The Treasurer receives and deposits in the Society’s bank account the proceeds from membership fees, separate subscription fees, grants, and all other monies of the Society; make Society disbursements on the basis of the warrants signed by the President and authorizations by the Board of Directors or by the Executive Committee; ensure that membership renewal notices are prepared and sent to members and affiliates of the Society; see that membership rosters are kept current; draft the annual budget and present it to: (1) the Executive Committee, and (2) the Board of Directors, for their recommendation to the membership; report any requests to the Board of Directors and the Executive Committee and annually to the membership on the Society’s finances; and perform other duties consistent with the office.

6.07 Immediate Past President

The Immediate Past President shall chair and convene the Nominations and Elections Committee. The term of office of the Immediate Past President shall be one year, or until a successor takes office.

6.08 Eligibility

To be a eligible to become a director of the executive committee, a member must have been active in the society for at least two consecutive years.

6.09 Standing Committees

Standing Committees are defined in these Bylaws and can only be removed or redefined by majority vote of the membership. Other committees may be created by the Board to serve specific duties important to the organization

Directors of Standing Committees, except the Executive Committee, are nominated by the President and approved by the Board. They serve three-year terms until the close of the next Annual Business Meeting and may be reappointed.
Members of Standing Committees, except the Executive Committee, are appointed by the committee Director, who will notify the Board of all committee membership changes. All appointed members shall serve one year terms until the close of the next Annual Business Meeting and may be reappointed.

6.10 About the Standing Committees

The following are the standing committees to statutory establish:

1) Executive Committee: Makes decisions and take actions on behalf of the Board of Directors in between Board Meetings. The President shall call meeting for the executive committee.

2) Membership and Professional Development Committee: Develops plans, programs, strategies, and activities for active membership recruitment, retention, and professional development of members.

3) Finance Committee: Assists the treasurer in maintaining the financial health of the society, including preparation of the annual budget. The treasurer shall be the Director of the Finance committee.

4) Organizational Development and Sustainability Committee: Develops plan and strategies to seek and secure funding to support the work, growth, and sustainability of the society.

5) Research and Publications Committee: Oversees and manages research activities and publications of the society.

6) Technology and Innovation Committee: Oversees and manages technology integration and innovative initiatives and practices of the society.

7) Policy and Advocacy Committee: Plans and implements activities related to education policies and advocacy.

8) Nominations and Elections Committee: Plans and organizes elections for members of the Board of Directors. This is a standing committee of the Board of Directors led by the Immediate Past President. The Committee will consist of six members plus the Immediate Past President. A candidate receiving a majority of the votes cast shall be elected. The Nominations and Elections Committee will establish a slate of officers and conduct a fair and impartial election in accordance with the Bylaws.

9) Events and Conference Committee: Plans and organizes events for the society, including the annual international conference.

6.11 Country Chapters

The Board of Directors may establish and dissolve Country Chapters as needed to assist the Board in its governance of the Association.
AMMENDMENTS

7.01 Amendment

This Constitution shall be amended when the following activities have taken place:

1. A proposal to amend the Constitution is submitted in writing to the Board of Directors at least one week prior to a formal meeting of the Board;
2. The Board votes to endorse the proposal as a provisional amendment;
3. The provisional amendment is presented at a duly constituted Meeting on the State of Society held during the Annual Meeting;
4. A summary of the discussion and preliminary action together with an official ballot for voting on the proposed amendment is sent to the members along with any related recommendation by the Board of Directors; Two-thirds of members responding within three months to a mail or electronic poll vote in favor of the proposed amendment; and
5. The President makes a formal announcement of the results of the poll to the membership.

Amended: 10/02/2015