



ORGANIZATIONAL POLICIES & PROCEDURES MANUAL  
UPDATED JUNE 1, 2024

**Updates to manual coming soon!**

## Table of Contents

<b>Section I: About EnglishUSA .....</b>	<b>3</b>
A.    Mission, Vision, Values.....	3
B.    Specific Purposes .....	3
C.    Strategic Plan (2021-24, approved by October 2021) .....	3
D.    History.....	4
<b>Section II: Board of Directors &amp; Officers .....</b>	<b>6</b>
A.    Officers' & Directors' Qualifications.....	6
B.    Officers' Duties .....	7
C.    Officer & At-Large Director Responsibilities .....	7
D.    Candidate Commitment .....	7
<b>Section III: Board Committees .....</b>	<b>8</b>
A.    Governance Structure .....	8
<b>Section IV: Membership .....</b>	<b>10</b>
A.    Membership and Affiliation.....	10
B.    Membership Categories .....	10
C.    Membership Benefits.....	12
D.    Other Membership Considerations.....	13
E.    Application for Membership.....	14
F.    Term of Membership .....	14
G.    Renewals.....	14
H.    Dues.....	14
I.    Associate Members.....	14
J.    Programs & Services .....	15
K.    Good Standing .....	15
L.    Termination & Reinstatement of Membership.....	15
M.    Meetings of Members.....	15
N.    Member Code of Conduct .....	15
O.    Voting.....	15
P.    Elections.....	16
Q.    Complaints / Grievances .....	16
R.    Volunteer Rights and Responsibilities (to be developed) .....	16
<b>Section V: Other Association Policies.....</b>	<b>17</b>

A. Multi-Site Policy.....17

B. Use of Logo.....17

C. Records Retention Policy.....17

D. Whistleblower Policy .....18

*Appendix A: EnglishUSA Membership Code of Conduct..... 19*

*Appendix B: Committee Descriptions ..... 20*

*Appendix C: Officer & At-large Directors Position Descriptions ..... 25*

*Appendix D: Nominating Committee Policy ..... 28*

## Section I: About EnglishUSA

### **A. Mission, Vision, Values**

- Mission: To support and represent English language programs in the USA.
- Vision Statement: To be the recognized voice of English language programs in the USA.
- Values: EnglishUSA encourages a collegial and cooperative spirit within the English language program industry and thereby creates an inclusive community through engagement and collaboration, based on integrity and excellence.

### **B. 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:

- 1) promote ethical and professional standards for English language programs.
- 2) 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.
- 3) increase awareness abroad of opportunities for English language study in the United States.
- 4) 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. (Section 2.03 Bylaws)

### **C. Strategic Plan (2021-24, approved by October 2021)**

EnglishUSA's 2021-24 Strategic Plan is addressing the needs of the industry during this pivotal time by focusing on the following areas (key takeaways):

- Expanding scope of influence through enhanced strategic alliances at home and abroad / nationally and internationally.
- Solidifying our position as THE voice of English language programs to safeguard the interests of our industry as an integral part of international education.
- Incorporating a theme of collaborative competitiveness across member programs that is both supportive and entrepreneurial.

## **Strategic Plan 2021-2024**

*EnglishUSA's Strategic Plan acknowledges the role the association plays throughout the pandemic as a leader and unifier during this difficult time. We identified three areas of focus to lead our industry into the future:*

- *Solidify our position as the voice of English language programs. We are increasing our advocacy efforts to safeguard the interests of our industry as an integral part of international education.*
- *Expand our scope of influence through enhanced strategic alliances at home and abroad.*
- *Incorporate a theme of collaborative competitiveness by supporting member programs while also fostering a spirit of entrepreneurship and innovation.*

**Programs Goal:** Create and offer current, impactful, and relevant programs and services that serve the needs of EnglishUSA's diverse membership and maximize retention and engagement.

1. Offer regular programming and networking opportunities that match EnglishUSA's current strengths, strategically support members' diverse needs, and assist in attracting and diversifying membership.

2. Provide, define, and enhance up-to-date resources for all membership types and engagement categories

**Financial Sustainability Goal:** Engage in revenue-generating strategies that support operational expenses, foster additional strategic activities, and prepare the association to address unforeseen challenges and opportunities.

3. Diversify and/or incorporate new and/or improved revenue streams
4. Increase revenue from events
5. Identify strategies to maximize operating expenses covered by membership dues

**Marketing & Outreach Goal:** Develop and implement activities that assist in member recruitment by initiating and participating in regular external activities and advocacy efforts to educate the national and international public and thus expand the reputation and influence of the association.

6. Increase EnglishUSA's brand recognition nationally and internationally
7. Identify and implement recruitment strategies for each membership type
8. Influence national policies and guidance related to international student enrollments and English language programming
9. Develop strategic alliances to enhance EnglishUSA's presence and ultimately, member resources and opportunities

**Governance Goal:** Build and maintain a strong, vibrant board and volunteer pool to guide and support EnglishUSA in accomplishing its mission.

10. Develop opportunities for nurturing current and future board members
11. Implement revised committee structure and update if needed to ensure efficacy in board and association operations
12. Incorporate a coordinated approach to volunteering opportunities for board and non-board members
13. Explore additional options for board member composition

**Administration Goal:** Review, add and adjust policies and procedures that enable EnglishUSA to strengthen the organization's infrastructure to best advantage of staff, board, and members.

14. Implement transition plan with new Central Office Senior Association and Assistant Managers, including incorporating AMC staff into EnglishUSA culture

## D. History

In 1986, an ad-hoc group of IEP directors met in San Antonio concurrently with the NAFSA conference. This group selected a committee to draft a mission statement and goals for a new association. The following year at the NAFSA conference in Long Beach, the group debated the mission statement and goals, elected pro-temporary officers, and appointed a bylaws committee. In 1988 at the NAFSA conference in Washington, D.C., 65 directors from throughout the country, representing both university-governed and independent IEPs, agreed to charter an official organization. In 1989, AAIEP incorporated in Colorado and began publishing a newsletter. In 1990 a set of standards for post-secondary IEPs was adopted.

1986            Ad hoc group of IEP directors meets at NAFSA in San Antonio

- 1987 Ad hoc group creates 1st mission statement
- 1988 65 directors agree to charter official organization
- 1989 AAIEP incorporates in Colorado
- 1990 Initial AAIEP Standards ready for membership approval
- 1991 161 members; board considers need to establish a full-time professionally staffed office but determine there are not enough resources (dues = \$95)
- 1990-91 One of top 3 advocacy issues = concern with student misuse of immediate transfer
- 1991 AAIEP Fair in Seoul
- 1992 1st printed Member Profile compiled and printed for NAFSA (Chicago) AAIEP debuts booth at TESOL in Vancouver (dues - \$125); pre-conference workshops designed for IEP administration provided by AAIEP, UCIEP and TESOL  
Membership = 213
- 1992-3 AAIEP leadership joins accreditation feasibility task force with TESOL
- 1993-4 Completion of PSA (Program Self Appraisal) required for continued membership
- 1995 Part-time Central Office Director hired and sets up office at Drexel University;  
Revised logo with the umbrella introduced—maintained globe and umbrella; AAIEP contributes to TESOL accreditation project
- 1997 AAIEP, NAFSA and UCIEP leadership (along with Study in the USA Editor) meet with Department of Commerce in DC to talk about potential partnerships
- 1997 New Central Office Director hired (membership = 245 member programs in 39 states)
- 1997 TESOL IEP Trust Fund—AAIEP helps promote TESOL with the TCA accreditation
- 1997 Fast track PSAs implemented
- 1997 AAIEP & Department of Commerce collaborate on improving IEP access to student markets (dues = \$285)
- 1998 Associate membership established (used to have individual associate and institutional associate)
- 1998 AAIEP and Department of Commerce Asian Trade Mission
- 1999 IIE reaches out to AAIEP and UCIEP to collaborate on a new survey for Open Doors for specific data on IEPs
- 2000 First 3 programs obtain initial accreditation by CEA (former TCA): Georgetown, University of South Carolina, and Eastern Washington University
- 2000 Membership= 284 members
- 2001 AAIEP fears for the survival of its members and the survival of the organization but instead continues to grow; Executive Board moves its fall meetings to Washington, D.C. and participates in Congressional Advocacy Day with NAFSA and the Alliance
- 2003 New logo adopted
- 2004 Outreach stream added to Board of Directors  
AAIEP holds its first Overseas Educational Adviser Workshop at NAFSA
- 2006 AAIEP Board, collaborating with its sister organization UCIEP, begins formulating an advocacy plan and hires a lobbying firm in 2006, Washington Partners  
Membership = 272
- 2007 Lobbyist efforts ramp up
- 2008 Inaugural Professional Development Workshop held in DC (in conjunction with Advocacy Day)
- 2010 3rd Annual Professional Development Workshop in DC (26 attendees)
- 2010 On December 1st the Accreditation bill passes during a lame duck session; on December 14th President Obama signs the bill into law
- 2012 AAIEP headquarters moves to Pacifica, CA; 1st full-time Executive Director hired
- 2012 AAIEP reviews its standards and PSA process, which is eliminated
- 2012 Adopts new logo; starts using new name: EnglishUSA



2013	Professional Development Workshop changes to January and moves to west coast (71 attendees) Inaugural IEP Stakeholders Conference in DC (October)
2014	AAIEP passes bylaws revision to adopt “EnglishUSA” as its DBA name
2014	EnglishUSA headquarters moves back to Philadelphia, PA (interim Executive Director); Membership = 350+ Professional Development Workshop (PDW) renamed Professional Development Conference (PDC) with 144 attendees
2015	New Executive Director hired; EnglishUSA headquarters moves to Atlanta, GA Membership = 423
2016	Eighth annual PDC held in Monterey with over 230 participants; Membership = 458 EnglishUSA Board engages in Strategic Planning at May Board meeting and approves a 5-year strategic plan in October 2016
2017	EnglishUSA launches a new website and member database; membership = 490
2018	Launches webinar series and Membership Review Task Force; significant decrease in membership prior to dues renewal (4/16/2018, n=460)
2019	Revisions of bylaws prepared for a membership vote to expand membership categories and enhance governance structures (4/12/2019, n=423)
2019	Bylaws approved by membership (6/30/2019); membership renewals=382 on 12/18/2019
2020	EnglishUSA launches monthly formal and informal virtual events to meet needs during COVID-19
2021	EnglishUSA becomes member of ACE and ALTO
2022	Stakeholders event returns in person

## Section II: Board of Directors & Officers

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. (Bylaws, Section 4.01)

### A. Officers’ & Directors’ Qualifications

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.

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. (Bylaws Section 4.0)

The At-large Directors (n=7), elected by the members, shall be employed at a voting Member Program in good standing. 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 (Bylaws Section 4.03).

Additional qualifications for President-Elect

- Have been an active member in good standing of EnglishUSA for the past three (3) years by January 1 of the year for which his or her name will appear on the ballot
- Have served on the EnglishUSA Board of Directors in the past
- Not have been a full- or part-time employee of EnglishUSA 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

#### Qualifications for At-large Directors

- Have been an active member in good standing of EnglishUSA for the past two (2) years by January 1 of the year for which his or her name will appear on the ballot
- Not have been a full- or part-time employee of EnglishUSA 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

### B. Officers' Duties

- 1) The President shall be the principal Officer of EnglishUSA and shall run meetings of the membership and of the Board of Directors.
- 2) In addition to his/her specific duties, the President-Elect shall perform such duties as the President, or the Board of Directors may assign.
- 3) 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.
- 4) 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.
- 5) 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. (Bylaws Section 4.02).
- 6) Additional duties in Appendix D

### C. Officer & At-Large Director Responsibilities

- 1) Promote the EnglishUSA brand to current and potential members and to other organizations in the international education field
- 2) Develop strategic partnerships that will further the mission of EnglishUSA
- 3) Attend all board meetings, annual business meeting and reception, Stakeholders Conference and Professional Development Conference
- 4) Provide and contribute to reports for review and discussion at board meetings
- 5) Contribute to the EnglishUSA webinars, journal/newsletter, conferences
- 6) Report on committee accomplishments at the annual business meeting
- 7) Align activities with the goals of the EnglishUSA strategic plan
- 8) Review the strategic plan annually and contribute to its revision as necessary
- 9) Contribute to the recruitment of new board members
- 10) Participate in the Executive Director's annual performance review
- 11) Mentor incoming at-large Directors and Officers
- 12) Additional duties in Appendix C related to committees

### D. Candidate Commitment

While participating in meetings as a Board member for EnglishUSA, my first allegiance, priority, and my fiduciary duties and responsibility are to EnglishUSA.

- Duty of Care: to be reasonably informed and to use sound information and judgment in making decision on the behalf of EnglishUSA
- Duty of Loyalty: to put aside personal interests and act in the best interest of EnglishUSA

- Duties of Obedience: to act in compliance with EnglishUSA’s mission, bylaws and policies as well as legal and regulatory requirements <sup>1</sup>

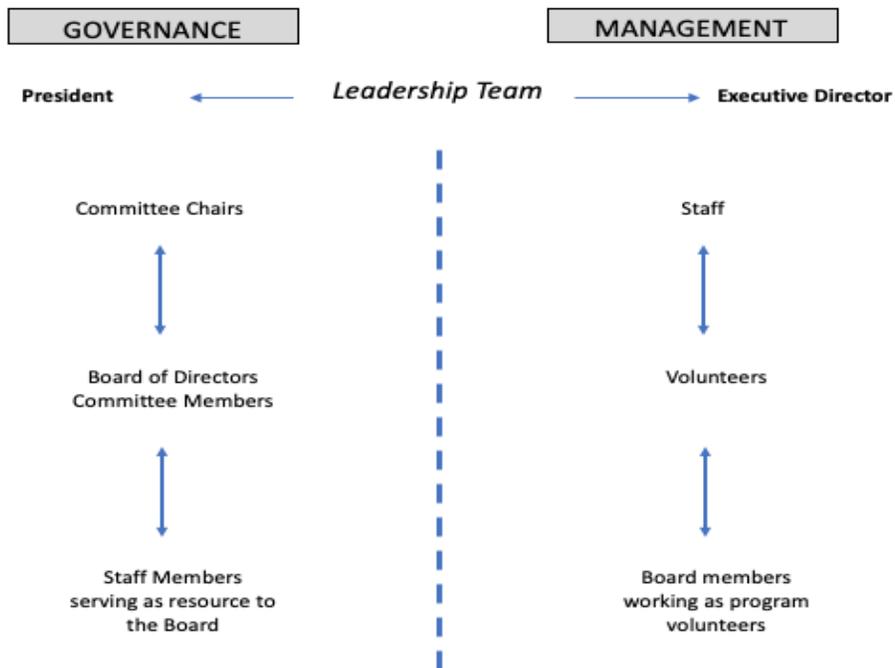
- I must disclose all conflicts of interest as per the Conflict of Interest policy established by EnglishUSA.
- I will adhere to the Board policies and expectations.
- Except for extenuating circumstances, I will attend each and every required meeting, held virtually or in person.
- I will prepare myself sufficiently for each and every meeting by thoroughly reading the background material that is provided.
- I understand the requirements of the position and the general terms under which I will be asked to serve, if elected.
- I have communicated with my employer that Board members are expected to attend all meetings and that we have agreed to serve with the understanding that we will receive some financial support from EnglishUSA, but that the allotted funds are not expected to cover all expenses for the two in-person board meetings. Service begins on July 1<sup>st</sup> and continues through June 30.

Having acknowledged the above, I agree to serve EnglishUSA if elected by the membership for three year. I acknowledge the significant commitment of time required in attending at least five Executive Board Meetings per year (2 virtual and 2 in-person), as well as committee service required to discharge my duties between Board Meetings.

## Section III: Board Committees

### A. Governance Structure

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 (Bylaws, Article V).



<sup>1</sup> N. Axelrod, *The Governing Board: Key Responsibilities for Association Boards and Board Members* (Washington, D.C.: ASAE Association Management Press, 2013), 14-15

The committees that have been established:

- Governance Committee (GC)
- Finance Committee (FC)
- Membership Development & Engagement Committee (MDEC)
- Professional Development Activities Committee (PDAC)
- Advocacy & External Relations Committee (AERD)

Committees make up the heart of the governance structure of the organization. The general duties include (see Appendices for additional information):

- Making decisions by determining the work plan needed to accomplish a committee's goals
- Making recommendations by providing professional content expertise when the opportunity arises regarding projects, policy adherence, or changes in policies that will help EnglishUSA accomplish its strategic plan
- Providing input on items relevant to committees that should be considered for the annual budget

## Section IV: Membership

### A. Membership and Affiliation

EnglishUSA shall have be the following classes of members and affiliations (Section 3.01 bylaws):

- 1) 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.
- 2) 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.
- 3) 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
- 4) 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.
- 5) Honorary Membership. Any Member may propose to the Board the appointment of an Honorary Member. Nominations for Honorary Membership must include a letter from an EnglishUSA member or a letter from a former member of the Board of Directors. Nominations for Honorary Membership will be presented to the Board of Directors for consideration prior to approval. The proposed Honorary Member shall be considered to have rendered exceptional service to EnglishUSA, demonstrating a clear commitment to the mission and values.

### B. Membership Categories

Member Programs & Associates		
	Intensive and/or Pathway Single or Multi-site	Associate
Who	English language programs that are (1) governed solely by a college, university, or community college, (2) jointly owned and operated* by third-party provider, (3) corporate or independently-owned single or multi-sites** *Operations, personnel, resources, etc. shared with college, university, or community college	Organizations or companies offering relevant products and services to the English language program industry, including third-party providers who provide oversight/management/consultants or products & services to English language programs (short-term basis or joint partnership agreements)
Why	To allow all instructors, administrators and staff of the programs to have access to the benefits of EnglishUSA membership	To support the industry, have access to EnglishUSA benefits, and have opportunities to market products & services to member programs
What	English language program(s) must be accredited by ACCET, CEA or governed by a regionally-accredited university or college; adhere to membership policies; update profile annually, update individual regularly	Organizations and businesses must affirm to support the objectives and standards of EnglishUSA, adhere to membership and Associate policies, and update profile annually
Cost	Annual Membership per program (July 1 – June 30 with prorated dues available December – April for new members) **Multi-site policy applies: each site must have its own membership under the company umbrella	Annual (rolling calendar)

**Updates available on website; honorary members is no longer offered. Please review membership categories under “Join Now” on website**

<b>Other Industry Partner Engagement</b>			
	<b>Friends of EnglishUSA</b>	<b>Strategic Partners</b>	<b>Honorary</b>
<b>Who</b>	Individuals, independent consultants, freelancers, and independent contractors who offer products and services that support the English language program industry or may be in-between positions who are not employed by a program nor an Associate	Organizations or associations that work strategically with EnglishUSA to ensure complementary and mutual support of each other’s missions	Former presidents or founding members of EnglishUSA who are ineligible for other categories, by reason of retirement, resignation, or reorganization of functions within a Member Program or an Associate with the expectation that such a change is of a permanent nature (must fill out attestation each year).
<b>Why</b>	To support the industry and have access to EnglishUSA benefits and offerings	To support the industry through mutual exchange of contributions, services, etc.	To support EnglishUSA and continue to contribute to the industry
<b>What</b>	Friends of EnglishUSA must affirm support of EnglishUSA’s objectives & standards, adhere to association policies, and update profile annually to reflect current employment status	Strategic partnership agreements are reviewed and approved by the Executive Director & Board of Directors	Honorary members must affirm support of EnglishUSA’s objectives & standards, adhere to association policies, and update profile annually to reflect current status; honorary members that offer contracted, freelanced, consultancy services must apply as a Friend of EnglishUSA
<b>Cost</b>	Annual (rolling calendar start date)	N/A	Donations accepted for EnglishUSA Conference Awards Fund

### C. Membership Benefits

	Member Programs	Associates	Friends of EnglishUSA
Access to ongoing updates, news, announcements from EnglishUSA including and member-only content	✓	✓	✓
Contribute and network with peers nationwide through online forums	✓	✓	✓ Read Only
Program(s) listings within searchable directory and map on the EnglishUSA website	✓		
Program listing in printed directory updated and distributed at ICEF, StudyTravel Network, TESOL and NAFSA (and other relevant events)	✓	✓	
Invitation to annual networking reception at NAFSA	✓	✓	✓
Complimentary and/or discounted webinars and webinar recordings	✓	✓	✓
Use of the EnglishUSA logo	✓	✓	✓
Access to EnglishUSA Journal	✓	✓	✓
Discounted registrations (up to 25% savings) for EnglishUSA conferences	✓	✓	✓
Eligibility to submit conference proposals for PDC with additional conference discount for accepted speakers (up to 40% discount from non-member rates)	✓	✓	✓
Access to advocacy and call to action resources	✓	✓	✓
Representation at conferences on the value of English language study in the US	✓		
Enhanced connections with peers at regional and national conferences	✓	✓	✓
Advertising of vacant positions on the EnglishUSA website	✓	✓	✓
Exhibiting/sponsorship/advertising opportunities at Stakeholders Conference or at PDC (with discounted or complimentary session, if accepted)		✓	✓
Eligibility to serve on EnglishUSA task forces and committees	✓	✓	✓
Advertising opportunities on website		✓	✓
Eligibility to serve on EnglishUSA Executive Board	✓		
Eligibility to vote in elections (designated representative of program site)	✓		

## **D. Other Membership Considerations**

Admission is open to any intensive English program located in the United States, which is accredited by CEA or by ACCET, or which is under the sole governance of a regionally accredited institution and has been in operation for at least one year at the time of application. An applicant shall be declared a member upon approval by the Executive Director and payment of dues as recommended by the Finance Committee and approved by the Executive Board. In the case of member programs with multiple sites, all sites must be accredited and apply for membership.

In addition to the information in the Membership Categories and Benefits charts above, each category had additional requirements, benefits, limitations.

### **Single or Multi-Site Program Membership**

Membership belongs to the program/institution for all personnel who work in English language instruction or administration on-site.

- 1) Current designated program/center director will serve as primary contact / voting member (1 vote per site) and be responsible for updating the program's data at least once annually (at time of renewal)
- 2) Unlimited number of individual subaccounts are available under the program membership
- 3) All individual subaccounts must have email address associated with university/college/community college/company/organization
- 4) If the membership sits with the English language program, it is the primary contact's responsibility to provide the pathway, short-term, graduate/undergraduate ESL support program personnel on site (if applicable) subaccounts. This includes institutional joint partnership personnel but NOT third-party provider corporate personnel, who must apply for separate Associate membership)
- 5) Multiple listings in the EnglishUSA Directory for intensive English and pathway programs, if applicable and only if designated in profile (e.g., "Bridgeview College IEP" "Bridgeview College Academic Access Pathway")
- 6) Employees of the corporate multi-site company must be attached to one of its multi-site members

### **Associate**

The Associate membership covers up to 4 individual subaccounts for personnel who work for the company or organization.

- 1) Primary contact needs to be designated; he/she coordinates the 3 other individual subaccounts and is responsible for updating the company's data at least once annually (at time of renewal)
- 2) No voting rights/board service; however, ad hoc, task force, and committee service opportunities are possible

### **Friends of EnglishUSA**

Friends of EnglishUSA covers one individual who is not eligible for other categories.

- 1) No voting rights/board service; however, ad hoc, task force, and committee service opportunities are possible
- 2) Listing on Consultants/Contractors (if applicable) website page
- 3) Read-only access to online forums
- 4) Must fill out attestation each year to maintain Friends status

### **Strategic Partner**

Strategic Partners are peer organizations or associations that work strategically with EnglishUSA to ensure complementary and mutual support of each other's missions

- 1) No voting rights/board service but may be entitled to committee service, presence at conferences, etc. to be determined by the Board of Directors
- 2) Read-only access to online forums

Board members may submit nominations for an honorary membership for individuals who shall be considered to have rendered exceptional service to EnglishUSA, demonstrating a clear commitment to the mission and values by participating as an active member for five (5) or more years and meeting three (3) or more of the additional following criteria:

- Served as Board Member
- Chaired a Committee
- Served as a member of the EnglishUSA Board of Directors
- Presented at an EnglishUSA conference
- Served as a webinar presenter
- Submitted article(s) to EnglishUSA publications
- Volunteered in other activities not included above but are judged to have provided a significant contribution to EnglishUSA and its members.
- are ineligible for other categories of membership/engagement, by reason of retirement, resignation, or reorganization of functions within a Member Program or an Associate with the expectation that such a change is of a permanent nature (must fill out attestation each year).

#### **E. 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). (Bylaws, Section 3.02)

Program applicants of EnglishUSA agree, as a condition of initial and continuing membership, that all information provided is stated honestly and candidly with no attempt to mislead or misrepresent. Program applicants recognize that EnglishUSA must, rely largely (if not completely) on self-reported information provided by the applicants and may not attempt to verify that information. Applicants further recognize and agree that failure to provide information honestly and candidly is grounds for the denial of application for initial and continuing membership and for termination of existing membership. In addition, applicants and members agree that if a change occurs in a status of the program after submission of the applicant for membership or renewal of membership or during the period of a member's term of membership which materially affects the accuracy of the information previously provided to EnglishUSA, applicants and members agree to notify EnglishUSA in a timely manner of such change.

#### **F. Term of Membership**

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. (Bylaws, Section 3.03)

#### **G. Renewals**

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. (Bylaws, Section 3.04)

#### **H. 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. (Bylaws, Section 3.05)

#### **I. Associate Members**

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

#### **J. Programs & Services**

- Professional Development Conference: Annual virtual event (generally the 3rd week of January) that includes more than 20 educational and professional development sessions and presentations, best practices, networking opportunities and exhibits.
- Annual 2-day event in Washington, D.C. (1st week of October) provides the IEP community with information, access, and networking opportunities with its key stakeholders.
- Advocacy: Membership support by advocating for policies and practices that advance interests; informing and broadening the perspective of regulatory agencies; and providing information, training and strategic guidance to English language program leaders.
- Website, online forums and communications: Resource for collection of data; vehicles for sharing and exploring the issues, policies and practices common to the field; and news updates affecting the IEP field.
- Standards: Communication and maintenance for the profession in the areas of administration, faculty qualifications, program curriculum, student admissions and services, marketing and recruiting, and program assessment.

#### **K. Good Standing**

Members who are not delinquent in their dues shall be considered in "good standing".

#### **L. 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 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.

#### **M. 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.

#### **N. Member Code of Conduct**

All Members of EnglishUSA, as a condition of membership, continuously adhere to the Code of Conduct, found in [Appendix A](#).

#### **O. Voting**

- 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 is 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.

#### **P. Elections**

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.

#### **Q. Complaints / Grievances**

Complaints regarding alleged violations of the Member Code of Conduct may be made only by an EnglishUSA member in good standing. Notices of alleged violations must be in writing, signed by the member making the complaint and submitted to the President or Executive Director. The President shall report the violation to the Governance Committee, which shall have sole authority to investigate the complaint and administer due process within a reasonable period of time. The Governance Committee will report its findings and a recommendation for action on the complaint to Board of Directors. 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. The Board of Directors will accept or reject the recommendation of the Governance Committee and the President shall notify the parties involved as to the actions taken by the Board.

#### **R. Volunteer Rights and Responsibilities (to be developed)**

## Section V: Other Association Policies

### **A. Multi-Site Policy**

Amended January 2016

Multi-site member programs are those with programs offered at more than one location in the United States. Qualifiers that may determine when a program is part of a multi-site include:

- 1) There is centralized marketing for multiple sites including a centralized website and/or brochure listing the different sites
- 2) Each site has its own manager and student services operations
- 3) If the site has CEA or ACCET accreditation, each site is considered a separate branch

All sites of a prospective multi-site must be accredited and apply together to be considered for initial membership. When a current single or multi-site EnglishUSA member program adds an additional site(s), the site must be accredited and apply for membership (or be included in the renewal of a multi-site) within one year of beginning operations.

The Board of Directors has the sole discretion to classify a program for membership purposes as either a single-site with or without auxiliary branches or a multi-site, in consultation with the Membership Development & Engagement Committee and in keeping with the qualifiers listed above.

### **B. Use of Logo**

Amended October 2014; needs to be updated

- Use of the EnglishUSA logo will be limited to member programs in good standing.
- Use of the EnglishUSA logo with a subscript, "Associate", will be limited to associate members in good standing. Associate membership does not equate to EnglishUSA endorsement of that member's products or services.
- Links to the EnglishUSA web site (other than those of members and associate members) will be considered on a case-by-case basis relative to EnglishUSA's mission. Final approval rests with the President.

### **C. Records Retention Policy**

Adopted: October 2016

- 1) It is EnglishUSA's policy to maintain complete, accurate and high-quality records.
- 2) Unless noted below, records are to be retained for the period of their immediate use, unless longer retention is necessary for historical reference, contractual, legal or regulatory requirements or for other purposes as may be set forth. Records that are no longer required or have satisfied their required periods of retention shall be destroyed.
- 3) All records (paper or electronic) shall be transferred to and maintained by the Central Office.
- 4) The following records shall be kept indefinitely:
  - a) Governance records: Articles of Incorporation, Bylaws, Policies and Procedures Manual, minutes of meetings, strategic plan
  - b) Tax records: IRS exemption letter, copies of filed form 990, audit/review reports
  - c) Financial & legal records: contracts, insurance policies, etc. still in effect; year-end financial statements; legal correspondence
  - d) Intellectual property: copyright and trademark registration
- 5) The following records shall be kept for seven years:
  - a) Financial & legal records: bank statements; cancelled checks; contracts, insurance policies, etc. which have expired; supporting data for income and expenses

No paper or electronic documents will be knowingly destroyed or deleted if pertinent to, or with the intent to obstruct or influence, any ongoing or anticipated government investigation or proceeding or private litigation.

#### **D. Whistleblower Policy**

Adopted: October 2016

EnglishUSA is committed to maintaining an environment where staff and volunteers are free to raise good faith concerns regarding EnglishUSA business practices. Staff and volunteers are encouraged to report suspected violations of the law or EnglishUSA policy, including those contained in Bylaws or Policies and Procedures, and to provide truthful information in connection with any official inquiry or investigation. EnglishUSA expressly prohibits any form of retaliation against those who raise aforementioned suspected violations, whether staff or volunteer.

##### **Procedure**

- 1) Reports of suspected violation of law or policy and reports of retaliation will be investigated promptly and, in a manner, intended to protect confidentiality. Reports should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries and should be directed to EnglishUSA's Executive Director or President of the Executive Board; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the current Past President.
- 2) Reports of suspected violation of law or policy and reports of retaliation will be investigated promptly and, in a manner, intended to protect confidentiality. Staff or volunteers must recognize that EnglishUSA may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.
- 3) Any staff or volunteer who believes that s/he has been subjected to any form of retaliation as a result of reporting suspected violation should immediately report such incident to the Executive Director, President (or Past President).

## Appendix A: EnglishUSA Membership Code of Conduct

In order to promote high standards of conduct and ethics, and to promote respect and professionalism among members, the EnglishUSA Board of Directors has adopted this Code of Conduct and encourages all members and attendees at EnglishUSA functions to comply with this code.

- 1) Members and attendees at EnglishUSA functions/online communities are expected to maintain high standards of conduct and treat fellow attendees, participants, sponsors, exhibitors and speakers with respect at all chapter functions and meetings.
- 2) Members and attendees at EnglishUSA functions/online communities will address each other with respect even in circumstances of disagreement.
- 3) Members will act with the highest ethical standards, recognizing that whenever competitors within an industry gather, appropriate care must be exercised to ensure that violations of anti-trust laws do not occur. All participants in any EnglishUSA function, meeting, or online presence should avoid any collusive practices or discussions. Collusion is an agreement to restrain trade and most usually is evidenced in the following anti-trust violations: product boycott, restrictive market allocations, refusal to deal with a third party, and price restraining activities. There need not be written or verbal agreements to restrain trade. Conversation regarding any of these sensitive areas may be construed as implicit violations.
- 4) Members and attendees at EnglishUSA functions/online communities are discouraged from making inaccurate or misleading representations or statements to current or potential clients, or disparaging statements about fellow members, competitors or attendees.
- 5) Members and attendees at EnglishUSA functions/online communities are encouraged to be aware of and avoid any real or apparent conflicts of interest in performing their duties and obligations and to promptly disclose any such conflicts.
- 6) While the association does not restrain the exchange of business cards at any EnglishUSA function, attendees should display respect towards the EnglishUSA sponsors. Only EnglishUSA sponsors may distribute literature or otherwise promote their company during an EnglishUSA event.
- 7) EnglishUSA encourages members to refrain from criticizing peers and/or competitors or their business practices and to maintain a healthy and professional relationship with other members of the association and industry at large.
- 8) Members and attendees at EnglishUSA functions/online communities shall meet all financial obligations of participation in various activities and functions in a timely fashion and according to any terms listed on invoices.
- 9) Violations of this code may be grounds for the EnglishUSA Board of Directors to designate a member as “not in good standing,” and to be afforded the loss of rights and privileges that accompany such designation. Under the by-laws, the Board of Directors has the power to terminate members for non-payment of dues.
- 10) Complaints regarding alleged violations of this code of conduct may be made only by an EnglishUSA member in good standing. Notices of alleged violations must be in writing, signed by the member making the complaint and submitted to the current President or Executive Director. The President shall report the alleged violation to the Governance Committee within 30 days, which shall have sole authority to investigate the complaint and administer due process. The Governance Committee will report its findings and a recommendation for action on the complaint to Board of Directors within 60 days of the original submission of alleged violation. 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. The Board of Directors will accept or reject the recommendation of the Governance Committee and the President shall notify the parties involved as to the actions taken by the Board.

## Appendix B: Committee Descriptions

Committees make up the heart of the governance structure of the organization. The general duties include:

- Making decisions by determining the work plan needed to accomplish a committee's goals
- Making recommendations by providing professional content expertise when the opportunity arises regarding projects, policy adherence, or changes in policies that will help EnglishUSA accomplish its strategic plan
- Providing input on items relevant to committees that should be considered for the annual budget

### **Governance Committee (GC)**

#### **Purpose & Responsibilities**

The Governance Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the board. The focus of the committee revolves around the following four major areas with multiple responsibilities in each:

#### **Board Role and Responsibilities**

- 1) Lead the board in regularly reviewing and updating the board's statement of its role and areas of responsibility
- 2) Assist the board in periodically updating and clarifying the primary areas of focus for the board — the board's agenda for the next year or two, based on the strategic plan

#### **Board Composition**

- 3) Lead in assessing current and anticipated needs for board composition, determining the board's knowledge, attributes, skills, abilities, influence, and access the board will need to consider in order to accomplish future work of the board
- 4) Sometime between the election of the new board and the last board meeting of the fiscal year, the governance committee convenes to draft up a recommended make-up of the upcoming year's Committees (first week of May for 2020).

#### **Board Knowledge**

- 5) Oversee the annual board orientation, including information prior to election as a board member and information needed during the first cycle of board activity for new board members
- 6) Design and implement an ongoing program of board information and education for all board members

#### **Board Effectiveness**

- 7) Lead the periodic assessment of the board's performance; propose, as appropriate, changes in board structure, roles, and responsibilities
- 8) Conduct exit interviews of outgoing board members and recommend and/or implement changes as needed
- 9) Provide ongoing counsel to the President and other board leaders on steps they might take to enhance board effectiveness
- 10) Regularly review the board's practices regarding member participation, conflict of interest, confidentiality, etc., and suggest improvements as needed as well as reviews designated sections of the Policy Manual according to the review schedule

#### **Composition, Term Length & Selection of Chair**

The President, President-Elect, Immediate Past President, and Executive Director. The Immediate Past President serves as default Chair of the Governance Committee.

#### **Frequency of Meetings, Reports & Staff Assistance**

The Committee will meet at least 2-3 times between in-person Board meetings and on call by the Committee Chair or Board President, if needed. The Committee Chair, in collaboration with the Executive Director, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 3-4 days in advance of the meeting. Regular reports of committee activities will be made at scheduled full board meetings.

## **Finance Committee (FC)**

### **Purpose & Responsibilities**

The Finance Committee is responsible for assisting the board in ensuring the organization is in good fiscal health. The work of the committee includes the following four major areas:

#### **Financial Records and Statements**

- 1) Ensure that accurate, timely, and meaningful financial statements and policies are prepared and presented to the board
  - a. Log into QuickBooks on regular basis to review reports and monitor income and expenditures against projections
  - b. Review the status of the Association's investments on a periodic basis from reports provided by investment management company
- 2) Review and recommend financial policies to the board, including ensuring adequate internal controls and maintaining financial records in accordance with standard accounting practices
- 3) Review designated sections of the Policy Manual according to the review schedule

#### **Budget oversight & financial planning**

- 4) Ensure that the budget accurately reflects the needs, expenses, and revenue of the organization
  - a. Review the proposed annual operating budget presented by the Executive Director
  - b. Propose for board approval a budget that reflects the organization's goals and board policies
  - c. With the Executive Director, plan ahead for potential expenses or use of the reserves to meet the strategic objectives and annual goals

#### **Safeguarding Assets**

- 5) Ensure that the organization has the proper risk management provisions in place, including appropriate insurance coverage for the organization and for the board

#### **Board Education**

- 6) Ensure that the board as a whole is well-informed about the organization's finances, taking measures to educate the board on areas that need further explanation

#### **Federal/state/local Compliance**

- 7) Ensure that the IRS Form 990 or any other forms required by government are filed completely, correctly, and on time

### **Composition, Term Length & Selection of Chair**

The members of the Finance Committee are prescribed in the bylaws: Treasurer, President, President-Elect, and Executive Director. The Treasurer serves as default Chair of the Finance Committee throughout his/her term. [NOTE: It has been suggested that the Past President also serve on this committee as well to bring his/her experience. While a bylaws change would be necessary to formalize this addition, a trial basis in 2020-21 could be explored]

### **Frequency of Meetings, Reports & Staff Assistance**

The Finance Committee will meet at least 2-3 times between in-person Board meetings and on call by the Treasurer or Board President, if needed. The Finance Committee also meets on site prior to each in-person Board meeting. In addition, the Treasurer and Executive Director may also meet on an ad hoc basis to prepare the financial reports and budget proposals. The

Treasurer, in collaboration with the Executive Director, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 3-4 days in advance of the meeting. Regular reports of committee activities will be made at scheduled full board meetings.

## **Membership Development & Engagement Committee (MDEC)**

### **Purpose & Responsibilities**

The Membership Development & Engagement Committee is responsible for high-level, strategic plan priorities for the recruitment and retention of member programs and Associates as well as the engagement of individual members. While the staff generally handles membership questions, inquiries and applications, the MDEC develops ideas and provides guidance on attracting new members, creating strategies for retaining existing members, evaluating current programs/services (with PDC), and getting members involved in the mission. The work of the committee includes the following four major areas:

#### **Recruitment**

- 1) Develop initiatives aimed at targeting prospective programs in accordance with membership drive goals
- 2) Review the membership criteria to suggest and pursue potential new Associates, Program Members, Friends of EnglishUSA
  - a. Review the Associate Prospectus each year prior to distribution (May)

#### **Retention**

- 3) Review strategic plan and annual goals to ensure that membership input has been considered
  - a. Identify reasons why past members have not renewed their membership
  - b. Communicate in a timely manner to the Executive Director any positive or negative feedback received from members or the public regarding pricing, content, or delivery of services

#### **Engagement**

- 4) Serve as thought leaders on online forums
- 5) Recommend (collaborate with the Professional Development Committee) for enhanced or additional EnglishUSA programs and services, within the scope of staff resources

#### **Membership Categories/Criteria**

- 6) Review and propose updates (if needed) for designated sections of the Policy Manual
  - a. Criteria for membership and levels of engagement bi-annually (odd numbered years) in February
  - b. Code of Conduct annually (February/March)
  - c. EnglishUSA standards

### **Composition, Term Length & Selection of Chair**

Four (n=4) board members are appointed to the MDEC by the Governance Committee with consideration of the annual goals of the association, the member's preference, experience, and program-type representation. Once elected to the board, members' roles will evolve within the 3-year terms Ideally, Board members should have served on the committee in the past to be considered for the Chair. There may also be one additional non-board member from a member program or Associate in good standing or an external stakeholder who will be invited to serve on the committee for 1 year (non-Chair position).

- At-Large Directors, Years 1 and 2: Board members will be appointed to one committee but can participate (as can Officers) in other committees (ad hoc) to gain exposure to more specific dimensions of the association.
- At-Large Directors, Year 3: Board members will Chair one of the two committees on which he/she served in previously. (MDEC, PDAC, and AERC)

### **Frequency of Meetings, Reports & Staff Assistance**

The Committee will meet at least 2-3 times between in-person Board meetings and on call by the Chair or Board President, if needed. The Chair, in collaboration with the Executive Director, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 3-4 days in advance of the meeting. Regular reports of committee activities will be made at scheduled full board meetings.

## **Professional Development Activities Committee (PDAC)**

### **Purpose & Responsibilities**

The Professional Development Committee (PDAC), comprised of multiple subcommittees and/or ad hoc committees, plans and assists with the delivery of EnglishUSA's conferences, workshops, webinars, and other meetings related to the mission of the organization. While the staff generally handles the logistics components of resources and services provided, EnglishUSA relies heavily on the Board and other volunteers to drive the content and assist with logistics. The work of the committee includes the following four major areas:

#### **Webinars**

- 1) Oversee the monthly EnglishUSA webinar series (presenters, moderators, etc.) to share best practices in the industry including
  - a. Determine annual calendar for upcoming year (general topics for diversity of subject and intended audience)
  - b. Choose content and recruit presenters; serve as moderators
  - c. Suggest successful live presentations to be converted to webinars

#### **Professional Development Conference**

- 2) Contribute to planning, coordination, and evaluation of the Professional Development Conference
  - a. Prepare call for proposals
  - b. Encourage members to apply as reviewers, review reviewer applications and assign to subtopics
  - c. Review proposal reviews for conference program sessions (accept and deny)
  - d. Recruit Associates to exhibit, advertise, sponsor, present
  - e. Choose Table Topics and find facilitators
  - f. Research and suggest a plenary speaker (if feasible)
  - g. Review and edit conference program

#### **Publications**

- 3) Coordinate the contributions and distribution of the EnglishUSA Journal (articles in different categories: In the Classroom, Reports and Reviews, Journal Articles)

#### **Other: Evaluation**

- 4) Review designated sections of the Policy Manual according to the review schedule.

### **Composition, Term Length & Selection of Chair**

Five (n=5) board members are appointed to the PDAC by the Governance Committee with consideration of the annual goals of the association, the member's preference, experience, and program-type representation. Once elected to the board, members' roles will evolve within the 3-year terms. Ideally, Board members should have served on the committee in the past to be considered for the Chair. There may also be one additional non-board member from a member program or Associate in good standing or an external stakeholder who will be invited to serve on the committee for 1 year (non-Chair position).

- At-Large Directors, Years 1 and 2: Board members will be appointed to one committee but can participate (as can Officers) in other committees (ad hoc) to gain exposure to more specific dimensions of the association.
- At-Large Directors, Year 3: Board members will Chair one of the two committees on which he/she served in previously. (MDEC, PDAC, and AERC)

### Frequency of Meetings, Reports & Staff Assistance

The Committee will meet at least 2-3 times between in-person Board meetings and on call by the Chair or Board President, if needed. The Chair, in collaboration with the Executive Director, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 3-4 days in advance of the meeting. Regular reports of committee activities will be made at scheduled full board meetings.

Monthly meetings are expected except for June-July-August when more input is needed on reviewers and potential speakers for the PDC and Stakeholders sessions, respectively.

## **Advocacy & External Relations Committee (AERC)**

### Purpose & Responsibilities

The Advocacy & External Relations Committee (AERC) promotes the public image and member interests of EnglishUSA stakeholders. The AERC committee is responsible for monitoring public policy and relations with stakeholders. The focus of the committee revolves around the following four major areas with multiple responsibilities in each:

#### Advocacy

- 1) Provide resources for members to advocate for their programs and as constituents with government officials
- 2) Identify opportunities for EnglishUSA to become more involved in congressional, legislative, and public advocacy
- 3) Identify and respond to legislative issues of interest to EnglishUSA and its members

#### External Relations

- 4) Review and recommend policies pertaining to public relations, branding, advertising, internal and external communications, news and information, and publications (including reviewing promotional material re-branding)
- 5) Collaborate with staff & President to communicate with external stakeholders (i.e., government agencies, elected officials, international sponsor programs & embassies, international language associations, media)
- 6) Collaborate with relevant organizations on joint statements, position papers, etc. by facilitating networking and collective action on issues of shared interest among peer organizations

#### Conferences

- 7) Identify speakers for the Stakeholders Conference and facilitate pre-conference planning meetings for the speakers/panels
- 8) Assist Executive Director in submitting proposals to TESOL and NAFSA conferences and serving on joint sessions with other organizations

#### Communications & Other

- 9) Review designated sections of the Policy Manual according to the review schedule
  - a. Social media policy
  - b. Crisis communications plan

### Composition, Term Length & Selection of Chair

Four (n=4) Board members are appointed to the AERC by the Governance Committee with consideration of the annual goals of the association, the member's preference, experience, and program-type representation. Once elected to the board, members' roles will evolve within the 3-year terms. Ideally, Board members should have served on the committee in the past to be considered for the Chair. There may also be one additional non-board member from a member program or Associate in good standing or an external stakeholder who will be invited to serve on the committee for 1 year (non-Chair position).

- At-Large Directors, Years 1 and 2: Board members will be appointed to one committee but can participate (as can Officers) in other committees (ad hoc) to gain exposure to more specific dimensions of the association.
- At-Large Directors, Year 3: Board members will Chair one of the two committees on which he/she served in previously. (MDEC, PDAC, and AERC)

### Frequency of Meetings, Reports & Staff Assistance

The Committee will meet at least 2-3 times between in-person Board meetings and on call by the Chair or Board President, if needed. The Chair, in collaboration with the Executive Director, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent to committee members at least 3-4 days in advance of the meeting. Regular reports of committee activities will be made at scheduled full board meetings.

Monthly meetings are expected except for June-July-August when input is needed more frequently on potential speakers for the Stakeholders sessions and when the need arises.

## Appendix C: Officer & At-large Directors Position Descriptions

The President is responsible for:

- 1) Chairing the Board meetings
- 2) Establishing regular communication with the Executive Director and the presidential stream (currently once/weekly)
- 3) Monitoring the implementation of the EnglishUSA Strategic Plan
- 4) Working closely with the Executive Director and the Board of Directors to provide leadership to the organization.
- 5) Communicating regularly with the membership
- 6) Collaborating with the Executive Director and AERC to maintain communication with appropriate governmental agencies, advocacy/public policy personnel in other organizations
- 7) Coordinating the Executive Director's annual evaluation
- 8) Planning Executive Board meetings (soliciting agenda items 2 weeks in advance and working with the ED to prepare agenda) and reporting on activities/issues/ concerns to board in Fall prior to Stakeholders, in January prior to the Professional Development Conference, and in May/June prior to the NAFSA Annual Conference. These meetings are generally one full day. There are also 2-3 virtual meetings per year
- 9) Attending Finance Committee meeting (prior to board meetings)
- 10) Assisting Executive Director with conference proposal submissions to NAFSA and co-present with Executive Director at NAFSA conference and other opportunities that may arise
- 11) Attending lunch at NAFSA with new and continuing board members
- 12) Contributing to virtual orientation with new board members
- 13) Assigning mentors to the incoming board members
- 14) Promoting EnglishUSA to current and potential members and to other organizations in the international education field

The President-Elect is responsible for:

- 1) Promoting EnglishUSA to current and potential members and to other organizations in the international education field
- 2) Working closely with the President to learn the role and duties of the incumbent to insure a smooth transition of leadership
- 3) Attending Finance Committee meeting (prior to board meetings)
- 4) Attending lunch at NAFSA with new and continuing board members

**The Immediate Past President is responsible for:**

- 1) Promoting EnglishUSA to current and potential members and to other organizations in the international education field
- 2) Carrying out other assignments in consultation with or at the behest of the President and the Executive Board
- 3) Chairing the Governance Committee
- 4) Assisting the Executive Director and President in preparing the Annual Report for the October Business meeting
- 5) Attending lunch at NAFSA with new and continuing board members
- 6) Serving on one committee each year in addition to Governance

**The Treasurer is responsible for:**

- 1) Chairing the Finance Committee and serving on another
- 2) Signing off on all accounting functions and knowing exactly where EnglishUSA stands financially at any point in time
- 3) Being accountable to the Board for the state of EnglishUSA finances
- 4) Providing updates on current financial position of the organization—budget-to-actuals report
- 5) Ensuring that revenues are sufficient to cover the cost of implementing the Strategic Plan
- 6) Ensuring that reserves are adequate to keep EnglishUSA financially viable
- 7) Monitoring investments and making recommendations for change
- 8) Delivering a financial report for the NAFSA business meeting, which includes a 3-year budget summary plus a net-assets overview as well as projections of large, nonrecurring expenses for the following three years
- 9) Approving Executive Director travel expenses
- 10) Presenting the draft of the budget prepared with the Finance Committee to the Board for adjustments and approval
- 11) Preparing and presenting an analysis of the current dues in relationship to the budget and proposing an adjustment to the budget and dues, if needed
- 12) Promoting EnglishUSA to current and potential members and to other organizations in the international education field

**The Secretary is responsible for:**

- 1) Preparing and communicating minutes and action items of Executive Board meetings using Minute Guidelines from Non-Profit Governance and Management, 3<sup>rd</sup> edition (synopsis in Board Orientation materials) within 30 days of Board meetings
- 2) Assisting the Executive Director and Executive Board in arrangements for NAFSA conferences (select, book, and oversee site and catering for events)
- 3) Assisting Executive Director with annual election ballot preparation and other voting
- 4) Assisting with By Laws revisions
- 5) Promoting EnglishUSA to current and potential members and to other organizations in the international education field
- 6) Serving on one committee each year, likely the same committee at least 2-3 years and chairing a committee in the 3<sup>rd</sup> year

**The At-Large Directors & Officers are responsible for:**

- 1) Promoting the EnglishUSA brand to current and potential members and to other organizations in the international education field
- 2) Developing strategic partnerships that will further the mission of EnglishUSA
- 3) Attending all board meetings, annual business meeting and reception, Stakeholders Conference and Professional Development Conference
- 4) Providing and contributing to reports for review and discussion at board meetings
- 5) Contributing to the EnglishUSA webinars, journal/newsletter, conferences
- 6) Reporting on committee accomplishments at the annual business meeting
- 7) Aligning activities with the goals of the EnglishUSA strategic plan
- 8) Reviewing the strategic plan annually and contribute to its revision as necessary
- 9) Contributing to the recruitment of new board members
- 10) Participating in the Executive Director's annual performance review
- 11) Serving on one committee each year, likely the same committee at least 2-3 years and chairing a committee in the 3<sup>rd</sup> year
- 12) Mentoring incoming at-large Directors and Officers
- 13) Additional duties in Appendix C related to committees

## Appendix D: Nominating Committee Policy

Originally approved: November 29, 2016

Amended and approved: May 29, 2017

### Section 4.05 Nominating Committee

- a) 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.
- *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.*
  - *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.*
  - *Based on these recommendations, the Board will approve the slate of candidates.*
  - *At least 120 days prior to the start of the subsequent fiscal year, the Executive Director shall prepare, 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.*
  - *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.*

### Committee Procedures

Each year at the January meeting, the Executive Board reviews the current Board composition (program, type of program, position, location) along with a list of the positions that will be open for the subsequent year. The Board reviews this list along with the strategic priorities for the upcoming year to create any additional criteria, which the President-Elect will eventually include in the charge that he/she prepares for the Nominating Committee in June.

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EnglishUSA values its diverse membership and seeks representation on the Board from all types of programs to provide a strong voice as a supporter and advocate for IEPs and their students, staff, and faculty.

Criteria that should be considered each year (in charge and recruitment) include:

- Type of program: independent, multi-site, university/college-based (public/private), community college-based, joint partnership
- Board member representation: representation from same multi-site, joint partnership corporation, or state university system
- Skill sets that align with strategic priorities for the upcoming year
- Teaching and administrative experience in the field
- Volunteer service in field-related organizations
- Board-level experience
- Current position within the member program (program and center directors)
- Geographical diversity
- If a recommended or approved candidate withdraws after the slate was submitted and/or approved, confer with notes on whether the runner-up for the position is appropriate. If not, other candidate applications will be considered before soliciting new applications.