

**BYLAWS OF THE  
UNIVERSITY AND COLLEGE INTENSIVE ENGLISH PROGRAMS, INC.**

A Nonprofit Corporation

"Adopted April 1, 2010 as part of Processes of Incorporation"  
February 9, 2017

I. NAME

The name of the organization is University and College Intensive English Programs, Inc.

II. NATURE OF ASSOCIATION

UCIEP is a nonprofit corporation incorporated under the laws of the State of Georgia. UCIEP is qualified as exempt from taxation as a corporation organized for charitable, educational, and scientific purposes pursuant to 26 U.S.C. Section 501(c)(3).

III. LOCATION

The principal office of UCIEP shall be within or without the State of Georgia, as determined by the Board of Directors.

IV. PURPOSE

UCIEP is an educational, charitable, non-profit association. The purpose of UCIEP is to promote quality instruction in intensive English programs in U.S. universities and colleges by the following:

- A. developing and promoting standards, published as the UCIEP Guidelines, to ensure quality English as a second language instruction;
- B. ensuring that member programs adhere to the Guidelines;
- C. providing a communication network among members to facilitate exchange of program information via, for example, surveys, questionnaires, and publications;
- D. serving as a source of information on matters regarding intensive English programs for universities and colleges seeking advice on establishing or enhancing existing programs via consultations and workshops; and
- E. providing consultation regarding intensive English programs in universities or colleges, professional organizations and government agencies.

V. MISSION

UCIEP supports and strengthens university-governed intensive English program

leadership through collegial engagement, applied research, IEP advocacy, and the active promotion of the highest professional standards.

## VI. VISION

The vision for UCIEP is to be the industry leader for university-governed intensive English Programs.

## VII. VALUES

These core values guide UCIEP:

- Integrity: Exemplifying honesty, trust, respect, and transparency
- Excellence: Promoting ethical and professional practices and high standards for students, faculty, and staff
- Collective Wisdom: Sharing knowledge to inspire and advance innovation and academic entrepreneurship
- Collaboration: Working with members and stakeholders to analyze issues, respond proactively to trends, and identify creative solutions

## VIII. MEETINGS

- A. At least two annual face to face meetings of the membership are held each year: the Annual Business Meeting in February and the Annual General Meeting in May/June.
- B. Additional meetings are not required of membership but may occur online or face to face.
- C. Dates for the meetings are announced at the previous meeting and online.
- D. The Annual Directors' Conference is held in February each year and coincides with the Annual Business Meeting.

## IX. PROGRAM MEMBERSHIP QUALIFICATION

Subject to conformance with A through C below, membership in UCIEP is open to any intensive English program fully governed and administered by an accredited university or college in the United States which grants the minimum of the bachelor's degree with the majority of total degrees offered by the institution being at the bachelor's level or higher. Additional qualifications of member programs include:

- A. The program has been in continuous operation for at least three years upon application.
- B. The program meets UCIEP Guidelines.
- C. The program director, defined as the program's chief administrator with decision-making power, is the member program's primary representative at UCIEP meetings and the sole representative on the UCIEP listserv.

X. PROGRAM MEMBERSHIP MAINTENANCE

To remain a member in good standing, a UCIEP member program must:

- A. Pay annual dues
- B. Demonstrate continued compliance to the Board with UCIEP Guidelines
  - 1. through a ten year site visit (unless exempted with CEA Accreditation), and
  - 2. through the UCIEP Self-Study submitted every five years after admission
  - 3. through updates as required by the Board of the program or voluntarily by the program due to significant program changes.
- C. Be represented at least once every two calendar years at the UCIEP Annual Directors' Conference and Business Meeting. Absence from two consecutive UCIEP Annual Directors' Conferences will result in program member being placed on Probation.
- D. Be subscribed to the UCIEP listserv and adhere to official listserv and survey protocols.

XI. MEMBER PROGRAM PROBATION

- A. Program Probation may occur at any time if a program:
  - 1. Has not paid membership dues in the last 12 months
  - 2. Fails to attend required meetings
  - 3. Fails to uphold any UCIEP Guideline
  - 4. Violates any UCIEP Bylaw
- B. In the case that Probation is invoked, a letter will be sent to the program's representative requesting information regarding the program's violations and advising that if conditions are not met in the following 12 months that the program will be dismissed from membership. Revocation of Probation may be initiated by the President upon receipt in writing that the program has satisfied all previous deficiencies. A new Self-Study and Site Visit may be required. A majority vote of the Board is required to revoke Probation.

XII. MEMBER PROGRAM DISMISSAL

Program Dismissal may occur when a program has been on Probation for 12 months and has failed to provide and execute a corrective plan. Dismissed programs will be removed from the membership list and all membership benefits shall be terminated.

### XIII. MEMBERSHIP APPLICATION PROCEDURE

- A. The Board of Directors of UCIEP reviews and votes upon membership applications at least twice a year.
- B. The Board of Directors reviews the prospective program's Self-Study, Site Visit Report and any additional materials to determine whether applicant program meets membership Guidelines by majority vote. New programs must pay all initial site visit and membership fees within six months of vote before membership offer will expire.
  - 1. Qualifying member programs and the UCIEP membership will be notified of newly approved programs.
  - 2. Programs not meeting membership requirements will be notified in writing. Reconsideration of an application not meeting UCIEP Guidelines or of an approved program failing to pay fees may be initiated by the President upon receipt in writing that the program has satisfied all previous deficiencies. A new Self-Study and Site Visit may be required.

### XIV. MEMBERSHIP RENEWAL PROCEDURE

- A. The Board of Directors of UCIEP reviews and acts upon membership renewal applications at least twice a year.
- B. At the Board meeting at the Annual General Meeting, the Board of Directors reviews the recommendations of the Evaluation Committee as well as program Self-Studies, applicable Site Visit Reports, and any additional materials to determine whether a program continues to meet membership Guidelines and remains in good standing. A majority vote of the Board is required.
  - 1. Renewing member programs and the UCIEP membership will be notified of continuing programs.
  - 2. Programs not meeting membership requirements will be put on Probation.
  - 3. Under extenuating circumstances (under review for CEA, medical emergency, etc.) a program may be given a one year Deferral on a self-study by majority vote of the Board. The Deferral does not change future years of self-studies. Programs not providing the Deferred Self-Study within 12 months of approval for the extension will be put on Probation.

### XV. OFFICERS

- A. The officers of UCIEP are a President, a Vice President, and a Past President.
- B. The term of office for all is one year from the close of one annual UCIEP General Meeting until the close of the meeting one-year hence. A UCIEP

representative appointed by the President to fill an officer vacancy (Article XV) takes office upon his/her acceptance.

- C. Officers are elected as stipulated by Article XVIII.

D. DUTIES OF OFFICERS:

1. The President shall:
  - a. Serve as the spokesperson for the organization
  - b. Oversee the execution and regular review of the Strategic Plan.
  - c. Appoint, in the case of his or her absence, the Vice President or the Past President to preside at meetings of UCIEP;
  - d. Serve as UCIEP liaison with other professional organizations, in conjunction with the Past President;
  - e. Appoint and define the functions of standing and special committees;
  - f. Preside over the Board of Directors;
  - g. Set and announce the date for, plan the agenda for, and preside at the annual UCIEP Business Meeting and General Meeting and all Board meetings; and
  - h. Oversee membership application process.
  
2. The Vice President:
  - a. Shall assist the President with the membership application procedure;
  - b. Shall serve as chair of the Evaluation Committee;
  - c. May serve as spokesperson in lieu of President when necessary;
  - d. Shall call roll at the UCIEP Business and General meeting;
  - e. Shall assist President as needed and
  - f. Shall preside over UCIEP meetings in the absence of the President.
  
3. The Past President:
  - a. May serve as spokesperson in lieu of President when necessary;
  - b. Shall assist President as needed and;
  - c. Shall chair the Nominations Committee and oversee the nominations procedure for the annual board of directors election.

XVI. THE BOARD OF DIRECTORS

- A. The Board of Directors consists of twelve UCIEP representatives in the positions of President, Vice President, Past President, Central Office Coordinator, Communications Coordinator, Membership Coordinator, and six Elected members-at-large with two each serving as members of the Board Committees: Advocacy, Professional Development, and Promotions.
- B. The Board of Directors serves as a working committee and an advisory

body to the President of UCIEP, completes strategic work of the Board, reviews action items proposed by the membership, and makes recommendations. The Board of Directors also reviews and acts upon membership applications.

- C. At least two Meetings of the Board of Directors are called annually by the President. The presence of a majority of Directors constitutes a quorum. A majority of votes carries any action, except where provided otherwise by law or by these Bylaws.
- D. Any action that is required to be taken, or that may be taken, at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. Such consent in writing shall have the same force and effect as a unanimous vote of the Board and shall be filed with the corporate records with the minutes of Board of Directors meetings.
- E. Members of the Board, or any committee designated by the Board, may take any action permitted or authorized by these Bylaws by meeting using any means of communication by which all directors may communicate.
- F. Board members serve as chair or committee member and Board of Directors liaison on all UCIEP standing and special committees. UCIEP Standing Committee members serve for one year as committee member and one year as chair. These Standing Board committees include:
  - 1. The Promotions Committee shall promote and publicize the work of UCIEP;
  - 2. The Advocacy Committee shall work to educate the membership on all matters related to program advancement and shall provide specialized training as needed at NAFSA.;
  - 3. The Professional Development Committee shall provide a rich, robust program of training for members at the Annual Winter Conference, shall provide specialized training as needed at TESOL, and publicizes additional training opportunities throughout the year.
- G. UCIEP Special Committees include members of the general membership. Board Members may serve on these committees as well:
  - 1. The Evaluation Committee, chaired by the Vice President, serves from December until May, reviews all Self-Study member program applications and convenes at the Annual Conference. At least five general members shall be appointed to this committee.
  - 2. The Nominating Committee, chaired by the Past President, serves from February until May, nominates all elected members of the Board and prepares the election slate. Committee membership includes the Past President, President, Vice President, and one member at large.
  - 3. Additional special committees or task forces as needed to advance the

UCIEP Strategic Plan may be convened by the President for a term of no more than 12 months.

## XVII. APPOINTED POSITIONS TO THE BOARD OF DIRECTORS

- A. Central Office Coordinator
1. One member program shall be designated to serve as the UCIEP Central Office.
  2. The term of such service shall be four years, beginning and ending with the annual UCIEP General Meeting. This term may be renewed in one- year increments by approval of the Board of Directors.
  3. The Central Office shall:
    - a. Serve the function of treasurer and prepare an annual financial statement to the membership;
    - b. Make all arrangements for UCIEP meeting rooms and refreshments at annual NAFSA conference;
    - c. Maintain incorporation documentation;
    - d. Maintain operating database and website contract and communications with vendor;
    - e. Archive documents on the website and
    - f. Serve such administrative functions as may be assigned by the Board of Directors in support of UCIEP projects.
- B. Communications Coordinator
1. One program representative shall be appointed by the President to serve as Communications Coordinator.
  2. The term of such service shall be three years, beginning and ending with the annual UCIEP General Meeting. This term may be renewed in one-year increments by approval of the Board of Directors.
  3. The Communications Coordinator shall:
    - a. prepare the minutes of the annual UCIEP Business Meeting and distribute them to the membership for approval by the next Business Meeting;
    - b. prepare and distribute annually a list of UCIEP member programs with the contact information of each of the program's representative;
    - c. oversee the various forms of internal communications within UCIEP and make them as efficient and effective as possible. These forms of communication include:
      1. Overseeing the listserv protocol including member subscriptions;
      2. Providing content for the website; and
      3. Archiving documents on the website.
- C. Membership Coordinator
1. One program representative shall be appointed by the President to serve as Membership Coordinator.
  2. The term of such service shall be three years, beginning and ending with the

annual UCIEP General Meeting. This term may be renewed in one-year increments by approval of the Board of Directors.

3. The Membership Coordinator shall oversee various tasks related to maintaining membership rosters and member program information, including but not limited to:
  - a. Tracking member program data;
  - b. tracking meeting attendance;
  - c. responding to and tracking progress of new-member inquiries;
  - d. assisting the Vice President with tracking program self-studies and gathering documents;
  - e. receive and acknowledge new program membership applications, distribute them to the Board of Directors; and
  - f. Respond to inquiries from intensive English programs interested in UCIEP membership and from others.

## XVIII. NOMINATIONS, ELECTIONS, AND VACANCIES

- A. The call for nominations will be sent out through the UCIEP listserv by the Nominating Committee. Nominated candidates are individual persons from UCIEP member programs in good standing. The Nominating Committee will announce a slate of candidates no later than thirty days prior to the annual UCIEP General Meeting. Elections are conducted by electronic ballot during the month preceding the annual UCIEP General Meeting and concluding at least two weeks prior to the General Meeting. The results are announced at the UCIEP General Meeting.
- B. The elected UCIEP President, elected Vice President, and elected members of the Board of Directors may not serve consecutive terms in the same office.
- C. The UCIEP Vice President is elected for a one-year term by electronic ballot during the month preceding the annual UCIEP General Meeting. The Vice President assumes the office of President at the close of the annual UCIEP General Meeting, one year after assuming the office of Vice President.
- D. The out-going President of UCIEP serves as Past President and continues as a member of the Board of Directors for the year following his/her term as President.
- E. At the annual UCIEP General Meeting preceding the one at which the term of office of the UCIEP Central Office will expire, member programs shall be invited to submit to the President, within 90 days, proposals to serve in that capacity. The Board of Directors shall decide, within 60 days, which of the programs submitting proposals is best suited to serve as the Central Office.
- F. The Nominating committee consists of the President and Vice President and is chaired by the Past President. The call for nominations will be sent out through the UCIEP listserv. The Nominating Committee will announce a slate of candidates no later than thirty days prior to the annual UCIEP General Meeting. Elections are conducted by electronic ballot during the month preceding the annual UCIEP General Meeting and concluding at least two weeks prior to the General Meeting. The results are announced at the UCIEP

General Meeting.

- G. The appropriate number of members is elected to the Board of Directors each year to achieve a twelve-member Board. The standard term of appointment as a member-at-large of the Board of Directors is two years. The terms of three members-at-large expire in odd-numbered years, and the terms of the other three members-at-large expire in the even-numbered years.
- H. If the office of UCIEP President becomes vacant, the Vice President will vacate the position of Vice President, become President, complete the term, and also serve as President the next term.
- I. If the office of Vice President becomes vacant, the UCIEP President, in consultation with the Board of Directors, will appoint from among the members-at-large a new Vice President to complete the term. The new Vice President or any UCIEP representative will then be eligible for election to the office of President for the succeeding year.
- J. If a member-at-large position on the Board of Directors becomes vacant, the President, in consultation with the Vice President and Past President, will appoint a UCIEP representative to fill the position and complete the term of office.

#### XIX. REMOVAL OF AN OFFICER OR A BOARD OF DIRECTOR

The Board of Directors has full authority to remove any Officer or appointed or elected Board of Director for good cause. Good cause shall consist of nonfeasance, malfeasance, or misfeasance. Removal shall be by a two-thirds (2/3) vote of the voting members of the Board of Directors. At least fifteen (15) days before final vote is taken the individual shall have the opportunity to present any relevant information before final action is voted upon.

Any program losing membership will automatically forfeit any Board Officer or Board of Director position on the board.

#### XX. MEMBER VOTING

- A. Each member program is entitled to one vote. Voting may take place at the annual UCIEP Business Meeting or annual General Meeting or by electronic ballot unless otherwise specified.
- B. All voting representatives present at the annual UCIEP Business or General Meeting constitute a quorum. All matters requiring a vote shall be decided by a majority of the quorum.
- C. The primary representative may informally appoint an alternate to represent the program at the annual UCIEP Business Meeting or the annual UCIEP General Meeting. Alternates must be currently employed at the same university/college as the primary program representative. The alternate must inform the Vice President of his or her presence prior to that meeting.

- D. Electronic ballots are sent to the primary UCIEP program representative. A simple majority of all ballots cast, to be open not less 15 days, is required for action.
- E. Unless otherwise stipulated, all majority votes take effect immediately.

#### XXI. OPERATING PROCEDURES AND POLICIES

The Board of Directors shall establish additional general procedures and policies for the operation and management of UCIEP, with a procedure for amending them.

#### XXII. FISCAL YEAR

UCIEP's administrative and fiscal year shall be January 1-December 31.

#### XXIII. DISSOLUTION

On dissolution of UCIEP, UCIEP shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds, after payment of debts of UCIEP, shall inure or be distributed to the members of UCIEP. On dissolution of UCIEP, any funds remaining after payment of debts of UCIEP shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Board of Directors

#### XXIV. AMENDMENTS TO THE BYLAWS

- A. The Bylaws may be amended by a majority vote of the official representatives attending the annual UCIEP Business Meeting or the annual UCIEP General Meeting provided that notice of the proposed change has been given to all member programs of UCIEP at least thirty days before the annual Business Meeting. The Bylaws may also be amended by a majority of the member programs returning a electronic ballot, provided that notice of the proposed change has been given to all member programs of UCIEP at least thirty days before the ballot is distributed.
- B. Unless otherwise stipulated, all changes to the Bylaws take effect immediately once voted upon.

#### XXV. AMENDMENTS TO THE UCIEP GUIDELINES

- A. The UCIEP Guidelines may be amended by a 75% vote of the official representatives attending the annual Business Meeting or the Annual General Meeting provided that notice of the proposed change has been given to all member programs of UCIEP thirty days before the annual meeting. The UCIEP Guidelines may also be amended by a 75% vote of the member programs casting an electronic ballot, provided that notice of the proposed change has been given to all member programs of UCIEP at least thirty days before the ballot is distributed.
- B. Unless otherwise stipulated, all changes to the UCIEP Guidelines take effect

immediately once voted on.

- C. Member institutions must provide evidence of compliance to newly instituted guidelines in their first official UCIEP self-study following passage of the amendment.

**XXVI. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order, Newly Revised govern the organization in all cases not covered by the Bylaws.