

# CONSTITUTION



## ARTICLE I. NAME AND AFFILIATION

- Section 1. The name of the association will be the Maryland Foreign Language Association, Incorporated, hereafter referred as "MFLA."
- Section 2. MFLA is a delegate member of the American Council on the Teaching of Foreign Languages (ACTFL) and a member of the Advisory Council of the Northeast Conference on the Teaching of Foreign Languages (NECTFL).
- Section 3: MFLA will have an official seal that will be used on all correspondences and advertisements. At present, it consists of two circles; in the top of the outer circle appears the full name of the association in red color on a goldenrod background, in the lower part of the outer circle appears the acronym MFLA in black. The Maryland flag will be placed inside the inner circle.
- Section 4. MFLA has its own website which will be maintained and updated on a regular basis by a webmaster selected by the Board of Directors, hereafter referred to as "the Board".

## ARTICLE II. PURPOSE AND BASIC POLICIES

- Section 1. The purpose of MFLA will be to provide leadership in foreign language education, pre-K through post-secondary, by promoting the study of foreign languages and cultures and by providing opportunities for individual professional growth by symposia, regional meetings, and media.

The MFLA will represent its membership and will develop meaningful relationships with the Maryland State Department of

Education (MSDE), other educational agencies, and professional organizations in the furtherance of the purpose.

Section 2. The following are basic policies of MFLA:

- a. The association will be non-commercial, non-sectarian, non-partisan, and non-discriminatory.
- b. The name of the association or the names of any members in their official capacities will not be used in the endorsement or promotion of a commercial concern or in connection with any partisan interest or for any purposes not appropriately related to promotion of the purpose of MFLA.
- c. MFLA will not – directly or indirectly – participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- d. MFLA may cooperate with other organizations and agencies concerned with foreign languages, but an MFLA representative will make no commitments that bind MFLA unless prior approval is given by the Board.
- e. No part of the net earnings of MFLA will inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that MFLA will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof.
- f. Notwithstanding any provisions of these articles, MFLA will not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- g. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of MFLA, the remaining assets will be distributed to one or more non-profit funds, foundations, or organizations which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **ARTICLE III. MEMBERSHIP**

Any individual interested in furthering the purpose of MFLA is eligible for membership and entitled to all privileges of membership upon paying dues as stipulated in the By-laws, and thereby becomes a member in good standing.

### **ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS**

- Section 1. The officers will be a president; a 1<sup>st</sup> vice-president; a 2<sup>nd</sup> vice-president; a secretary; and a treasurer.
- Section 2. The Board will consist of the incumbent officers of MFLA, the immediate past president, the webmaster, the chairpersons of existing committees, duly elected representatives from the public school systems, private and parochial schools, colleges and universities, and any other persons interested in foreign languages.
- Section 3. Any officer or Board member who fails to fulfill the responsibilities described in the by-laws may be removed by a majority vote of those present at one of its meetings, wherein there exists a voting quorum.
- Section 4. A vacancy occurring on the Board may be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Board present at one of its meetings, wherein there exists a voting quorum.

### **ARTICLE V. ELECTIONS**

- Section 1. Election of officers and the Board will take place at the annual Fall Conference of MFLA. A majority vote of MFLA members present at the Fall Conference will be enough for the election of officers and the Board.

If the Fall Conference is canceled or does not take place, the Board shall hold elections electronically by the end of October. The results shall be determined by a majority of the votes cast electronically.

Section 2. Officers and the Board will assume their duties at the meeting following the election and will serve for two years.

Section 3. Members of the Board will be proposed by the nominating committee and approved by the general membership at the annual Fall Conference of MFLA. Any individual from any of the groups mentioned in Article IV, Section 2, may propose himself/herself to the Nominating Committee as a nominee for Board membership.

## **ARTICLE VI. MEETINGS**

Section 1. MFLA will have at least one professional meeting of the membership each year.

Section 2. MFLA officers will meet on a monthly basis at the discretion of the president. The president will call a minimum of three meetings of the Board each year, at least one of which will be a full-day retreat.

Section 3. Standing committees will meet at the discretion of the committee chair, provided that at least two meetings are held each year.

Section 4. No official business may be conducted without the presence of a simple majority of the Board, which shall be defined as a quorum. However, the President may call for an electronic vote during a designated period of time.

Section 5. Board meetings are open to the general membership. The dates, times and locations will be posted on the MFLA website.

## **ARTICLE VII. ADMINISTRATIVE ASSISTANT**

An administrative assistant may be hired at the discretion of the Board. The assistant shall be reimbursed for work assigned by the president or a designee, at a rate or amount approved by the Board.

## **ARTICLE VIII. STANDING COMMITTEES**

- Section 1. The chairpersons of standing committees will be the vice-presidents or other Board members appointed by the president in consultation with the Board.
- Section 2. Committee members will be appointed by the chairperson from MFLA members in good standing.
- Section 3. The president will be an ex-officio member of all committees except the Nominating Committee.
- Section 4. The Standing Committees of MFLA will be:
- A. Conferences
  - B. Membership
  - C. Communications
  - D. Awards
  - E. Archives
  - F. Professional Development
  - G. Advocacy
  - H. Finance

## **ARTICLE IX. SPECIAL COMMITTEES**

The president will appoint chairpersons of special committees as needs require with the approval of the Board.

## **ARTICLE X. DIGITAL PRESENCE**

MFLA will maintain an online presence through its website and other media. The Communications Committee will coordinate the effort.

## **ARTICLE XI. DELEGATES TO AFFILIATE ORGANIZATIONS**

- Section 1. DELEGATES TO ACTFL: The delegate and alternate to the annual ACTFL Conference / Assembly of Delegates will be selected by

the Board. Their conference registration fees will be paid by MFLA.

Section 2. DELEGATES TO NECTFL: The delegate and alternate to the annual NECTFL Conference/Advisory Council meeting will be selected by the Board. The membership on the Advisory Council and conference registration for the delegate will be paid by MFLA.

Section 3. DELEGATES TO OTHER CONFERENCES: Delegates and alternates to other appropriate conferences and meetings will be selected by the Board. Any required registration fees will be paid by MFLA.

## **ARTICLE XII. AMENDMENTS**

This constitution may be amended by a two-thirds vote of the Board, which may include electronic voting during a time period designated by the President. Amendment of this constitution is subject to ratification by a majority vote of the general membership.

## **BY-LAWS**

### **ARTICLE I.**

By-laws to this constitution may be established, amended, or rescinded by a majority vote of the Board, which may include electronic voting during a time period designated by the President, and must be approved by a majority of the general membership.

### **ARTICLE II. MEMBERSHIP AND DUES**

- Section 1. Membership in MFLA will be made available without regard to race, color, religion, sex or national origin to any individual who subscribes to the purpose and basic policies of MFLA.
- Section 2. The membership year will be from July 1 through June 30. MFLA will conduct an annual enrollment of members; however, admission to membership may take place at any time during the year.
- Section 3. Each member will pay annual dues of an amount to be determined by the Board. Memberships will include regular, student, retired, and life:
- a. Regular - will include all those people interested in the purpose and basic principles of MFLA.
  - b. Student - will include those presently enrolled in a college or university who are not currently employed as classroom teachers.
  - c. Retired - will include those previously active in foreign language education who are presently retired from full or part-time employment.
  - d. Life – will include all those people who are interested in the purpose and basic principles of MFLA whether they are currently or were previously employed as a world language professional and who elect to purchase said lifetime privileges. Once life membership has been purchased, member will not be subject to annual dues.
  - e. Meritorious Life - will be selected by the Board as an honor and acknowledgement of past dedication and service.

- Section 4. Exemption from membership fees will apply to:
- a. Meritorious Life members who will be designated by a majority vote of the Board
  - b. Teachers who are applying for membership to MFLA for the first time.

### **ARTICLE III. DUTIES OF OFFICERS**

All officers will perform the duties outlined in these by-laws and other delegated duties as assigned. Upon expiration of the term of office or in case of resignation, each officer will turn over to the president, without delay, all records, books, and other materials pertaining to the office, and shall return to the treasurer, without delay, all funds pertaining to the office.

- Section 1. **PRESIDENT:** The president will preside at all meetings; will represent MFLA when called upon to do so; will call meetings of the Board when necessary; will appoint committees and their chairpersons; will act for MFLA between meetings of the Board; will represent or will delegate representation with other educational organizations, institutions, and agencies except as otherwise provided; and will keep the Board informed of matters pertinent to the organization. The president is permitted to disburse funds not to exceed \$100, monthly as needed, for legitimate MFLA expenses without initial formal Board and will report such action at the next meeting.
- Section 2. **VICE-PRESIDENTS:** The vice-presidents will provide leadership under the direction of the Board for achieving the goals of MFLA statewide; for communicating the goals and activities of MFLA; and will act as aide(s) to the president.

The 1<sup>st</sup> vice-president will perform the duties of the president in the absence or inability of that officer to act. This individual will become the candidate for the next MFLA president after serving his or her initial term of two years. This individual will also chair the Conferences Committee. If the individual is unable to run for president after the 2-year term, the Board will nominate a new candidate for president instead.

The 2<sup>nd</sup> vice-president will chair the Membership Committee and coordinate the dissemination of applications for membership and the recruitment of new members, including new members for the



Board. The 2<sup>nd</sup> vice-president is also responsible for creating, distributing and tallying conference evaluations.

Section 3. SECRETARY: The secretary will keep the minutes of all meetings of the Board and will provide summaries of the minutes for all meetings to board meetings in a timely manner. The secretary will also be responsible for handling all correspondence requested by the president or the Board and for maintaining the files of correspondence, for maintaining a current copy of the Constitution and By-laws and will chair the Archives Committee.

Section 4. TREASURER: The treasurer will receive membership forms and dues; will have custody of all funds of MFLA; will keep a full and accurate account of receipts and expenditures; and will make expenditures as authorized by the president and/or Board in accordance. The treasurer will present a financial statement at every meeting of the MFLA Board and at other times when requested by the Board and will make a full report at the meeting during which new officers assume their duties. The treasurer will provide a final accounting of conference-related revenues and expenditures to the Board after each MFLA conference. The treasurer will file annual financial reports and other required legal documents with the IRS, State of Maryland, or other entities. The treasurer shall serve as Resident Agent for MFLA. Every six years, the treasurer will consult with a 3<sup>rd</sup> party who is not an MFLA member to review the financial reports. In a timely fashion, the treasurer will inform the Membership and Communications Committees as new members join.

#### **ARTICLE IV. DUTIES OF THE BOARD OF DIRECTORS**

Section 1. MEMBERSHIP: The total number of Board members and officers combined will not exceed (30) persons. Each member of the Board must be a member in good standing of MFLA.

Section 2. DUTIES

- The Board is the policy-making body of MFLA.
- Members of the Board will normally serve as chairpersons of the standing committees and ad hoc committees as appointed by the president.
- Members of the Board are expected to be active participants in all board matters and to attend regularly scheduled meetings and must be a member of at least one, but no more than two, standing committees.

- The duties of the Board are
  - to transact necessary business in the intervals between MFLA meetings and such other business as may be referred to it by MFLA;
  - to serve on special, ad hoc and standing committees;
  - to approve the plans or work of the standing committees;
  - to approve proposed expenditures within the limits of the budget;
  - to establish the amount of annual dues for membership in MFLA.
- Board members are expected to attend all regularly scheduled meetings. Absence from meetings severely limits the ability of a member to participate fully in Board matters. Therefore, excessive absence from meetings, not directly related to MFLA business, may be grounds for removal and replacement by the officers.

Section 3. TENURE: The tenure of board membership will be two years. A board member may be re-nominated and re-elected.

## **ARTICLE V. DUTIES OF THE STANDING COMMITTEES**

Each chair will be responsible to report to the Board on a regular basis and to maintain files pertaining to his or her committee and to relinquish said files to the succeeding chairperson.

- a. Conferences: The Fall Conference Committee will be chaired by the first vice-president who will select as many members as necessary, in consultation with the president, and will report to the Board. The Spring Conference will be chaired by a member of the Board who will select as many members as necessary, in consultation with the president and will report to the full Board. The chairs will be responsible for securing the ---site, presenters, exhibitors, and for organizing the conference program.
- b. Membership – This committee will be chaired by the second vice-president who will select 2-4 members, in consultation with the president. This committee will be responsible for recruiting new members and coordinating the dissemination of applications for membership. The treasurer will keep the committee apprised of the current status of membership. This committee will also solicit nominations from the Board and the general membership for candidates for the Board. The committee will also solicit nominations for officers from

the Board. This committee will be responsible for determining the eligibility of each candidate proposed for the slate and will try to balance the representation of languages, levels, gender, and geography to best represent the state. This committee will also be responsible for the orientation of new Board members.

- c. Communications – This committee will be chaired by a member of the Board who will select 2-4 members, in consultation with the president. This committee will have three principal responsibilities:
  - 1) Social media - This committee will be responsible for maintaining a MFLA presence via social media.
  - 2) Publicity for Board and MFLA organizational activities - This committee will work with conference chairs and other individuals to disseminate information concerning MFLA activities in a timely manner.
  - 3) Website – The webmaster will serve as an ex-officio member of this committee and coordinate the posting of information on the official MFLA website.
- d. Awards - This committee will be chaired by a member of the Board and will select 3-5 members, in consultation with the president. This committee will be responsible for defining the criteria of the awards, publicizing the awards, and receiving and reviewing applications. This committee will present the candidates to the Board, who will select the ~~candidate(s)~~ and/or winner(s), and acknowledge the recipient of awards listed on the MFLA website, such as Yvonne Escola, Ann Beusch, Celeste Carr, Visual Arts Contest, Northeast Conference MEAD Fellowship, Dora Kennedy Scholarship for New Teachers, A & R Scholarship, MD Language TOY and any other awards to be given upon Board selection ad hoc.
- e. Archives – This committee will be chaired by the secretary who will select 1-2 members, in consultation with the president. This committee will find, organize and maintain artifacts of the organization’s history, in digital and/or print form.
- f. Professional Development - This committee will be chaired by a member of the Board who will select 2-4 members, in consultation with the president. This committee will work with world language supervisors in the area of the state being served in a particular year to arrange the site, presenters, and the program for our annual outreach effort. They will

also determine what, if any, other professional development opportunities should be provided to the membership.

- g. Advocacy – This committee will be chaired by a member of the Board who will select 1-2 members, in consultation with the president. This committee will look for opportunities to advocate for the study of world languages within the state, region and beyond and will work with the Outreach/Professional Development Committee to promote the growth of leadership among the members. The committee chair should be in contact with the appropriate liaison at the Maryland State Department of Education.
- h. Finance – This committee will be chaired by the treasurer who will select 2-4 members, in consultation with the president. This committee will advise the Board about financial matters such as revenues and expenditures, membership fees, MFLA organizational memberships and arrangements, any investments and accounts held by MFLA, financial planning, and general financial operations as circumstances may arise.

## **ARTICLE VI. DUTIES OF DELEGATES**

Delegates and alternates to affiliate organizations will represent MFLA at designated meetings and will present an oral report at the first board meeting following the conference at which the delegate has served as a representative. A written summary will be due to the Board within one month following the conference and will be added as an appendix to Board meeting minutes as well as to the MFLA archives.

## **ARTICLE VII. IMPLEMENTATION**

This revision of the Constitution and By-laws will become effective immediately following ratification by the MFLA membership. Every five years, the Board will create an ad hoc Committee to review the Constitution and By-Laws unless requested sooner by a majority vote of the Board.

**Ratified: Spring 2019**