

# THE TENNESSEE FOREIGN LANGUAGE TEACHING ASSOCIATION

## CONSTITUTION

### ARTICLE I. NAME

The name of this organization shall be the Tennessee Foreign Language Teaching Association.

### ARTICLE II. PURPOSE

The basic goal of the Tennessee Foreign Language Teaching Association shall be to improve and to foster the teaching of foreign languages, literatures, and cultures through service to the teachers of Tennessee. The Association is motivated by the desire to improve communication among Tennessee language teachers, to provide educational services to its members, to conduct appropriate meetings, and to develop and disseminate information related to the field of foreign language education. The purpose of the Association is to serve the best interests of foreign language instruction.

### ARTICLE III. MEMBERSHIP

Section 3.1. Teachers. All teachers of all foreign languages, classical and modern, of all levels from kindergarten through university, of both public and private institutions, are eligible for membership in the Association.

Section 3.2. Other Members. Persons with a demonstrated interest in foreign languages and/or foreign language teaching may be accepted for membership in the Association.

Section 3.3. Patrons. Educational and other administrative units or any individuals with a demonstrated interest in foreign languages and/or foreign language teaching may be accepted as patrons of the Association. Rights and obligations of patrons are set forth in the Standing Rules.

Section 3.4. Good Standing. Persons eligible for membership become members in good standing upon payment of dues for the fiscal year.

Section 3.5. Dues. Dues, membership categories, and the fiscal year shall be set as provided in the By-Laws of the Association.

### ARTICLE IV. OFFICERS

Section 4.1. Enumeration. The officers of the Association shall be the President, the First Vice-President, the Second Vice-President, the Secretary, and the Treasurer.

Section 4.2. Terms of Office. Terms of office shall be set forth in the By-Laws.

Section 4.3. Selection. All officers, except for the Treasurer, shall be elected by the membership as provided in the By-Laws. The Treasurer shall be appointed as set forth in the By-Laws.

Section 4.4. The President. The president shall preside at all meetings of the Association, shall appoint such committees as may be necessary or desirable for the proper functioning of the Association, and shall represent the Association in its contacts with other organization and with the public.

Section 4.5. The First Vice-President. The First Vice-President shall assume the duties and prerogatives of the President in President's absence and shall assist the President in various duties, which include those set forth in the By-Laws.

Section 4.6. The Second Vice-President. In the event of the absence of both the President and the First Vice-President, the Second Vice-President shall assume the duties and prerogatives of the President. The Second Vice-President shall also assist the President and First Vice-President in various duties, which include those set forth in the By-Laws.

Section 4.7. The Secretary. The Secretary shall be responsible, under the direction of the President, for the correspondence of the Association. The Secretary shall maintain accurate records of all official business and transactions of the Association, including slates of candidates and election results, shall provide copies of the minutes of meetings to the Board of Directors, shall make the minutes available to members in good standing upon request, and shall maintain an accurate membership list. The Secretary shall also inform the newly elected Officers and Board members concerning the Constitution, the By-Laws, and the Standing Rules of the Association.

Section 4.8. The Treasurer. The Treasurer shall maintain, according to standard bookkeeping procedures, accurate records of all financial matters pertaining to the Association and shall submit the Association's books of record for annual audit. The Treasurer shall keep the President apprised of the financial status of the Association. Specific authorizations for expenditures shall be set forth in the By-Laws.

Section 4.9. The Immediate Past President. The immediate Past President shall serve as an advisor to the President and shall assist the members of the Executive Council as is appropriate. Various other duties are set forth in the By-Laws.

Section 4.10. The Executive Council. The Executive Council of the Association shall act for the membership between membership meetings. It shall be comprised of the Officers, the immediate Past President, and the Conference Secretary . Various committee Chairmen may be invited by the Executive Board as needed.

Section 4.11. The Board of Directors. The Board of Directors shall consist of the Executive Council, the representatives of the affiliated organizations and eighteen members elected at large from the Association. The candidates for the eighteen positions shall be chosen in a manner which will attempt to ensure representation from all major languages and levels taught and from all major areas of the state. The term of office for Board Members elected at large shall be three years, after which there must be a lapse of one year before any individual can be re-elected. Board Members elected at large may be elected officers, and retiring Officers may be elected to the Board without a year's waiting period in either case.

Section 4.12. Duties of the Board of Directors. Members of the Board of Directors shall attend all regular and special meetings of the Association in order to advise and consult with the President and the Executive Council. Members of the Board of Directors shall serve as a liaison between the Board and the membership.

Section 4.13. Vacancies. Vacancies in elective offices shall be filled by appointment of the Executive Council. Officers so appointed shall serve until the next regular election.

Section 4.14. Appointed Positions. Appointed positions, such as Conference Secretary, Historian, Webmaster, and others, shall be created as needed by the Board of

Directors. These appointed positions will be added and deleted by vote of the Board of Directors

#### ARTICLE V. MEETINGS

Section 5.1. Annual Meetings. An annual full meeting of the Association shall be arranged by the Board of Directors.

Section 5.2. Other Meetings. Other full meetings of the Association shall be called by the Executive Council on written petition by no fewer than twenty-five members.

Section 5.3. Notice. Members shall be notified of the date of regular and special meetings including the purpose of the meeting. Notice of regular meetings shall be not fewer nor more than thirty days prior to the meeting date. Notice of special meetings shall be no fewer nor more than fifteen days prior to the meeting date.

Section 5.4. Meetings of the Board of Directors. Members of the Board of Directors shall meet at least once a year. The Board of Directors shall be notified in writing not less than two weeks before the meeting date.

Section 5.5. Rules of Order. Meetings of the Association, its Board of Directors, its Executive Council, and its Committees shall be governed by the latest edition of Robert's Rules of Order where they are not in conflict with the Association's Constitution and By-Laws.

Section 5.6. Quorum. Fifty members in good standing shall constitute a quorum for the transaction of business at meetings of the general membership. A majority shall constitute a quorum for meetings of the Committees, Executive Council, and the Board of Directors of the Association."

#### ARTICLE VI. AMENDMENTS

Section 6.1. Proposed Amendments. Amendments to the Constitution may be proposed by the Board of Directors or by petition of no fewer that twenty-five members in good standing.

Section 6.2. Amendments to the Constitution shall be submitted in writing to the entire membership.

Section 6.3. Power to Amend the Constitution. A proposed Constitutional amendment shall be accepted when two-thirds of the members voting approve it.

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## BY-LAWS

### ARTICLE I. ELECTIONS

Section 1.1. Nominations. The President shall appoint a Nominating Committee of three or more members which shall prepare for the Board of Directors a slate of candidates. The Nominating Committee shall attempt to submit at least two names for each elective position. A brief resume of each candidate's background shall accompany the slate. Provision shall be made for write-in votes.

Section 1.2. Time of Elections. Officers and new Board Members for the ensuing year shall be elected at the Annual Meeting of the Association.

Section 1.3. Tellers. The President shall appoint two tellers, the Secretary and the Chair of the Nominating Committee, who shall receive all of the ballots, count them, and report the results of the election to the membership at the final session of the Annual Meeting.

Section 1.4. Tie Votes. In the event of a tie vote for any position on the ballot, the Executive Board shall vote to establish the person who shall assume the position.

### ARTICLE II. OFFICERS

Section 2.1. Terms of Office for the President and Vice-Presidents. The term of office shall be one year each for the President, the First Vice-President, and the Second Vice-President.

Section 2.2. Term of Office for the Secretary. The term of office for the Secretary shall be three years and shall be staggered with that of the Treasurer. Appointments to fill vacancies shall not interrupt this schedule. The Secretary may be elected to successive terms.

Section 2.3. Term of Office for the Treasurer. The President, with the approval of the Board of Directors, shall appoint a Treasurer for a term of three years. Interim appointments shall be made to fill premature vacancies. The Treasurer may be appointed to successive terms.

Section 2.4. Terms of Office for the Board of Directors. The term of office for each elected Member of the Board of Directors shall be three years. The terms shall be staggered so that one-third of the Board shall be replaced each year. Appointments to fill vacancies shall not interrupt this schedule.

Section 2.5. Term of Office for the Immediate Past President. The term of office for the immediate Past President shall be one year following the term of President.

Section 2.6. Automatic Succession. The Second Vice-President shall automatically succeed to the office of First Vice-President after one term of office. The First Vice-President shall automatically succeed to the office of the President after one term of office.

Section 2.7. Vacancies. Appointments to fill vacancies will not interrupt the scheduled rotation of office. In the event of a situation when an elected official is unable to serve in a position on the Executive Board, the current serving officer/s may be required to continue in the position to insure continuity of the business of the organization.

Section 2.8. Duties of the Vice-Presidents. In addition to their other duties, the First Vice-President shall serve as Chairman of the full conference. The Second Vice-President shall assist the First Vice-President as deemed necessary.

Section 2.9. Financial Authorization. The President shall have the authority to approve expenditures of \$500 or less without the approval of the Board of Directors.

Section 2.10. Reports. The President shall submit a digital report to the membership at the Annual Meeting of the Association, summarizing Board actions for the year and the reports of duly appointed Committees of the Association.

### ARTICLE III. DUES

Section 3.1. Fiscal Year. The fiscal year of the Association shall begin January first and end on the following December thirty-first.

Section 3.2. Categories of Membership. The categories of Membership shall be determined by the Board of Directors and shall be recorded in the Standing Rules of the Association.

Section 3.3. Dues. The amount of annual membership dues shall be established by a vote of the Board of Directors.

### ARTICLE IV. AMENDMENTS

Section 4.1. Proposed Amendments. Amendments to the By-Laws may be proposed either by the Board of Directors or by petition of not fewer than fifty members in good standing.

Section 4.2. Notice of Meeting. Amendments to the By-Laws may be passed at any duly called meeting of the membership.

Section 4.3. Power to Amend the By-Laws. A proposed amendment to the By-Laws shall be accepted when two-thirds of the members voting approve it.