

TFLA CONSTITUTION

The mission of the Texas Foreign Language Association is to advance the study of languages other than English and their literatures and cultures through dissemination and publication of information and data; recognition of excellence in study and teaching; encouragement of program development; promotion of state organizations; and cooperation with regional, national, and international organizations also dedicated to the advancement of the study of languages other than English

Article I. **NAME**

The name of this organization shall be Texas Foreign Language Association, hereinafter referred to as TFLA.

Article II. **PURPOSE**

The purpose of this organization shall be the advancement of the study of languages other than English and their literatures and cultures at all levels of instruction:

by disseminating and publicizing information, data, and materials which promote, develop, and enhance the study and teaching of languages together with their literature and cultures;

by recognizing and publicizing excellence in the study and teaching of languages other than English;

by encouraging the development of outstanding programs in languages other than English;

by promoting the work and interests of state organizations for languages other than English;

by cooperating with regional, national, and international organizations whose purposes are compatible with those of TFLA.

Article III. **NON-PROFIT ORGANIZATION**

TFLA is a non-profit organization established exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding section of any future tax code); any and all of its activities are consistent with the status of an educational and charitable organization as defined in the Internal Revenue Code. No part of the net earnings of TFLA shall ever be to the benefit of any member or officer. In the event of its termination or dissolution, any assets remaining after the payment of any and all debts shall be assigned to the American Council on the Teaching of Foreign Languages (ACTFL) as part of its assets for educational purposes.

Article IV **MEMBERSHIP**

1. This organization shall be composed of active, student, and honorary members.

2. Active membership shall be open to all those who pay their annual dues to TFLA. Active members are eligible to vote, to be candidates for office and to participate in all TFLA activities.
3. Student membership shall be open for a maximum of three years at reduced dues. Student members are eligible to vote and to participate in all TFLA activities.
4. Honorary membership may be bestowed upon especially deserving members of this Association, or upon scholars or patrons of languages other than English who are not members of the Association. Nominations shall be made by the members at large and by a Committee on Honorary Membership appointed or approved by the President and chaired by the Immediate Past President. Honorary members will be recommended by the Honorary Membership Committee in accordance with established guidelines and approved by the Executive Board. Honorary members shall enjoy all privileges, including the right to vote, and pay no dues.

Article V. **GOVERNANCE**

A. Officers

1. The officers of TFLA shall be an Immediate Past President, a President, a President-Elect in charge of conference programs, a Vice President in charge of membership, a Recording Secretary, an Executive Secretary-Treasurer, and an Editor of the TFLA Journal. The President-Elect serves consecutive one-year terms as President-Elect, President, and Immediate Past President.
2. A President-Elect, a Vice-President and a Recording Secretary shall be elected each year.
3. The Executive Secretary-Treasurer, the Editor of the TFLA Journal, the Public Outreach and Advocacy Director, the Advertising and Exhibits Director, and the Site Selections Director are appointed by the Executive Board and reviewed and reappointment voted at the first Executive Board Meeting of the calendar year every two years. The reviews alternate so that the Executive Secretary-Treasurer and the Public Outreach and Advocacy Director position are reviewed on even years; the Advertising and Exhibits Director, the Site Selections Director, and the Editor of TFLA Journal are reviewed on odd years. The reviews to be done in January are announced in the Fall TFLA Journal prior to the January of the review.
4. No elected officer may serve more than one term in the same position in succession.

B. Executive Board

1. The Executive Board shall be comprised of the President, the President-Elect, the Vice-President, the Recording Secretary, the Executive Secretary-Treasurer,

the Editor, and the Immediate Past President. Other voting members of the Executive Board are the Advertising and Exhibits Director, the Public Outreach and Advocacy Director, and the Site-Selections Director. A representative from the Division of Languages at the Texas Education Agency may attend if convenient, but shall not vote.

2. The Executive Board may meet at least four times a year, generally in January and May or June, and at the fall and spring conferences. The amount of reimbursement for travel expenses to attend these meetings will be determined on a year to year basis. A quorum at all these meetings shall be two-thirds of the Executive Board. Formal minutes will be taken at all meetings of the Executive Board and will be sent to all Board members in a timely manner. A substitute Recording Secretary will be appointed by the President if the regular Recording Secretary is not present. All meetings shall be conducted according to Robert's Rules of Order Revised.
3. The one-year terms of office will begin at the end of the fall conference. An Executive Board meeting held before or during the fall conference will be attended by the outgoing Executive Board and will be presided over by the outgoing President. An Executive Board meeting held after the fall conference will be attended by incoming and outgoing members and will be presided over by the new President. The outgoing members no longer vote.
4. Any member of the Executive Board who, for whatever reason, is unable to fulfill the term shall be replaced by appointment by the President with approval of the Executive Board.
5. Any committee member or other holder of an appointed position unable to complete the assignment, for whatever reason, shall be replaced by appointment of the President after consultation with the Executive Board.
6. Any holder of an elected or appointed office of the Executive Board found guilty of malfeasance in office may be removed by a two-thirds majority of the voting members of the Board present at the meeting during which the voting takes place.
7. The Board by a vote of simple majority may review an appointed member of the Board and may by a two-thirds majority remove the member from the Board on the grounds that the duties are not being fulfilled.
8. Any TFLA member wishing to be considered for one of the appointed positions on the Executive Board should contact the President, who will so inform the Executive Board.

The duties of the executive board members shall be as follows:

President: to preside at all meetings of TFLA and its Executive Board; with the approval of the Executive Board, to appoint officers to fill unexpired terms whenever vacancies occur; to appoint or approve the following committees in consultation with the Immediate Past President: a Committee on Honorary Membership chaired by the Immediate Past President; a Teacher of the Year Committee chaired by the Immediate Past President; an Administrator of the Year Committee chaired by the Immediate Past President, the Local Arrangements Committee and the Chairs in consultation with President-Elect; and to appoint any other committees needed for conducting efficiently the affairs of the Association and take any other action necessary to carry out the purposes and promote the interests of TFLA.

The President as the officer ultimately responsible for the activities of the organization, shall coordinate all mailings to the Executive Board; convene and conduct all meetings of the Executive Board, notify all members of each meeting and its agenda at least one month prior to the meeting's date; appoint and oversee all committees, communicate with the Chairs of all standing committees, and receive their annual reports; and outline the long-range goals of the organization;

The President shall sign all contracts on behalf of TFLA; approval all invoices for non-budgeted expenditures, and the Immediate Past-President shall approve and non-budgeted expenditures from the President.

The President shall work with the Executive Secretary-Treasurer; plan the budget of the organization and get Board approval of non-budgeted items; represent TFLA to other regional and state organization leaders; communicate with Committee Chairs, and the Executive Board; outline calendar and deadlines; consider sites for future meetings and get Executive Board approval; maintain organizational guidelines, coordinate with the Executive Secretary-Treasurer the preparation of all mailings regarding the conference including content, printing and distribution.

The President shall promote the interests of TFLA; be an ex-officio member of all committees or similar bodies of TFLA and shall have the right to vote at all meetings of such committees or other bodies. She/he shall officially represent TFLA at meetings of interest to the membership, or may appoint a representative. She/He shall perform such other duties as may be assigned by the membership or by the Executive Board.

President-Elect: to serve on the Executive Board; to succeed the President for one year on completion of her/his term of office; and also, in consultation with the President, to be responsible for planning and implementing the spring and fall conference programs; to appoint the local arrangements, committee and chairs in consultation with President; to serve as Acting President in the absence of the President.

Immediate Past President: to serve on the Executive Board for one year as Past President; to chair the Nominating Committee and the Awards and Scholarships Committees; to approves any non-budgeted expenditures from the President.

Vice-President: to serve on the Executive Board; to plan membership recruitment; to organize membership drives before each conference; to work with SBEC to secure CPE provider number; and to coordinate session and workshop facilitators, evaluations, and Best of Texas workshop/session for each conference.

Recording Secretary: to serve on the Executive Board; to record, write, and disseminate minutes in a timely fashion to Executive Board members; to conduct appropriate correspondence; to act as TFLA public relations officer, in which capacity she/he shall ensure that meetings and other important activities of TFLA are brought to the attention of all appropriate media and language associations; to assist the Executive Treasurer with registration at the conferences; and to work with the Director of Public Outreach and Advocacy.

Executive Secretary-Treasurer: to serve on the Executive Board; to maintain the official records of the organization; to be the custodian of, and receive and disburse money, bonds, notes, and other securities and properties of the organization; to give a bond when required by the Executive Board for the official business of the organization; to collect annual dues and all contributions, issuing receipts for same; to sign official fiscal papers and documents of the organization; to monitor budget compliance and to bring discrepancies to the attention of the Executive Board; to coordinate the preparation of all mailings; to furnish Editor with membership lists; to pay bills incurred by the organization for budgeted items and for items approved by the President; to give a financial statement at each regular meeting of the Executive Board (detailed written reports in January & summer meetings); to consult with the President and President-Elect concerning registration and/or budget for the conferences; to distribute mail ballots to members at least 60 days prior to the fall conference; and to serve as ex-officio member of the Nominating Committee.

Editor of the TFLA Journal: to serve on the Executive Board; to publish the Journal three times a year and to implement publishing policy as established by the Executive Board; to encourage manuscript submissions from conference presenters, experts in the field, and the membership; to be active during conferences in order to provide and publish coverage of conference activities with items such as highlights, summaries of sample sessions, interviews, and photos.

Director of Public Outreach and Advocacy: to serve on the Executive Board; to disseminate and publicize information, data, and materials which demonstrate the importance of the study of languages other than English and their literatures and cultures; to make the public aware of the need for the study of languages other than English in our schools; to distribute to libraries and other educational organizations the TFLA Journal. The Public Outreach and Advocacy Director may be assisted by a Committee consisting of three to five members. The Committee will suggest sessions and speakers on topics of interest to the general public at the fall and spring meetings. The Committee will encourage and help teachers to sponsor programs that demonstrate to their students and to the general public the importance of the study of foreign languages as well as those programs which give them a greater understanding of the importance of other languages and cultures in our society. The Director of Public Outreach and Advocacy serves as the TFLA representative to JNCL/NCLIS.

Director of Advertising and Exhibits: to serve on the Executive Board; to solicit advertising for the TFLA Journal, and conference programs; to coordinate contacts with prospective exhibitors and make all necessary arrangements for exhibits at conferences.

Director of Site Selection Chair: to serve on the Executive Board; to consider sites for future meetings, to negotiate with hotels and convention bureaus to obtain the most beneficial terms and arrangements for the conferences; and to sign conference contracts with hotels. Negotiations shall be approved by the Executive Board.

Article VII **COMMITTEES**

The President shall be authorized to appoint working committees as deemed appropriate. These committees shall include:

1. **Nominating Committee:** The Nominating Committee shall be chaired by the Immediate Past President. It shall consist of three members appointed or approved by the President in consultation with the Immediate Past President and chosen from outside the Executive Board and representing a diversity of geographical areas in Texas. It shall prepare a slate of candidates, selected from nominations from the membership and committee, verify that the nominees are members in good standing in TFLA, are willing to run for office, understand the duties and, if elected, will serve. The Committee shall ensure that the nominees represent diversity of languages and levels of instruction. The Committee shall convey nominations to the President for approval. A blank space shall be provided for write-in votes on the mail ballot.

2. **Awards Committees**
 - a. **Honorary Membership Committee.** The Honorary Membership Committee shall consist of three to five members appointed or approved by the President and chaired by the Immediate Past President. Guidelines for Honorary Membership will convey recommendations with supporting documentation to the President for approval. Honorary members shall be exempt from paying membership dues and conference registration fees.

 - b. **Teachers of the Year Committee.** The Teachers of the Year Committee shall consist of three to five members appointed or approved by the President and chaired by the Immediate Past President. Guidelines for Teachers of the Year will be issued to the Committee members by the President, ensuring that the appropriate criteria are respected. TFLA members will be invited to make nominations. Those persons nominated will be requested to submit supporting documentation on TFLA forms for this purpose. The Committee will convey recommendations with the supporting documentation to the President for approval. Nominees are eligible to update files and to be considered for a total period of three years.

 - c. **Administrators of the Year Committee.** The Administrators of the Year Committee shall consist of three to five members appointed or approved by the President and chaired by the Immediate Past President. Guidelines for

Administrator of the Year will be issued to the Committee members by the President. The purpose of this award shall be to recognize excellence in supporting languages other than English programs, teachers, and students. TFLA members will be invited to make nominations submitting supporting documentation on TFLA forms for this purpose. The Committee will convey recommendations with supporting documentation to the President for the approval of the Executive Board.

- d. Friends of the Profession Committee. The Friends of the Profession Committee shall consist of three to five members appointed or approved by the President and chaired by the Immediate Past President. Guidelines for Friends of the Profession Awards will be issued to the Committee members by the President. The purpose of this award shall be to recognize persons outside the languages other than English education community who have demonstrated outstanding support for programs, teachers, and students in languages other than English. TFLA members will be invited to make nominations, submitting supporting documentation on TFLA forms for this purpose. The Committee will convey recommendations with supporting documentation to the President for the approval of the Executive Board.
3. Local Arrangements Committees: The Local Arrangements Committees, one for the fall conference and one for the spring conference, shall consist of chair appointed by the President in consultation with the President-Elect and additional members as needed appointed by the Chairs. The committees will be responsible for the arrangements for fall and spring conferences that are described in the Local Arrangements Committee Manual.
4. Scholarships Committee: The Awards and Scholarship Committee shall consist of three to five members appointed or approved by the President and chaired by the Immediate Past President. The purpose shall be to recognize and encourage outstanding performance in language study and support of languages other than English by members of the wider business and educational community. The Committee, with the approval of the Executive Board, will offer scholarships and contests for students from elementary school through university and will encourage and help members sponsor programs that recognize achievement in the study of languages other than English.

Article VIII. **ARCHIVES**

Each officer shall keep a copy of correspondence and other written records created in the performance of duties for the Association, and these records shall be turned over to the successor at the Executive Board meeting after the fall conference.

Article IX. **DUES**

1. Each active member shall pay the annual dues of TFLA, the amount of which shall be recommended by the Executive Board and approved by a majority of the members present and

voting at a fall conference. Dues are payable by September 1 to the Executive Secretary-Treasurer for the ensuing scholastic year.

2. Dues may be used to defray program expense, necessary expenses incurred by officers in the administration of the organization, and other expenses as recommended by the Executive Board.

Article X. **CONFERENCES**

The organization shall have two conferences a year, one to be held in the fall semester and one in the spring semester.

Article XI. **BYLAWS**

Bylaws may be adopted at any business meeting at the fall or spring conference.

Article XII. **AMENDMENTS**

This Constitution may be amended by a two-thirds vote of those present and voting at a business meeting at the fall or spring conference.

Article XIII. **ENABLING CLAUSE**

This Constitution, and any Bylaws or Amendments subsequently adopted, shall go into effect immediately upon their adoption by the Association.

Article *XIV.* **Non-Profit Internal Financial Controls**

1. The Executive Board of the Texas Foreign Language Association shall approve all contracts for more than \$2,000.00 with any individual or entity.
2. The President shall sign all contracts on behalf of the Texas Foreign Language Association. The President shall approve all invoices for non-budgeted expenditures. The Immediate Past President shall approve any non-budgeted expenditures from the President.
3. The Treasurer shall only pay budgeted or approved invoices. Budgeted expenditures for each office may be spent without approval.
4. Any non-budgeted expenditure of more than \$2,000.00 shall require the approval of the Executive Board.
5. Hotel contracts shall be signed by both the Director of Site Selection and the President.
6. The Executive Board will receive an itemized financial report at the winter and summer Board Meetings.

7. The President or his/her designee shall handle all disputes concerning goods and services contracted for by the Texas Foreign Language Association.

8. No person who signs a contract may issue a check to pay for services for that contract.

9. No person authorized to sign checks may enter into a contract on behalf of the Texas Foreign Language Association.

10. Individuals failing to follow these policies shall not be reimbursed by the Texas Foreign Language Association without Executive Board Approval.

Article XV. **DISSOLUTION**

Upon dissolution of TFLA, the Executive Board shall, upon paying or making provision for the payment of all lawful debts and liabilities of the conference, donate all the assets to the American Council on the Teaching of Foreign Languages.

Article XVI. The Executive Board will always exercise ordinary care to ensure fiscal responsibility.