

TFLA CONSTITUTION

The mission of the Texas Foreign Language Association is to advance the study of world languages and cultures.

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 to:

- 1) Advocate for world language education;
- 2) Provide, facilitate, and implement professional growth opportunities for world language educators which align with national and state standards, and that are based on current research and high yield instructional practices;
- 3) Collaborate with other world language organizations to broaden opportunities for professional growth;
- 4) Disseminate information, data, and research focused on world language instruction; and,
- 5) Acknowledge exemplary programs, educators, and students.

Article III. **NON-PROFIT ORGANIZATION**

TFLA is a non-profit organization established exclusively for charitable and educational purposes within the meaning of section 501c(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, retired, 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. A student member shall be defined as one who is currently enrolled in a minimum of 12 undergraduate or 9 graduate semester hours. Individuals who are working full time in the educational professional are not eligible for “student membership status”, reduced membership and/or professional development registration fees.
- 4) Retired is defined as any individual no longer employed in the profession of education in any capacity. Retired members do not pay annual dues.
- 5) Honorary membership may be bestowed upon especially deserving members of this Association. Honorary members shall enjoy all privileges, including the right to vote. Honorary Members do not pay dues to TFLA.

Article V. **GOVERNANCE**

1) Officers

- a) The Elected Officers of TFLA shall be
 - Immediate Past President
 - President
 - President-Elect
 - Vice President
 - Recording Secretary
 - Historian
- i) The President-Elect serves consecutive one-year terms as President-Elect, President, and Immediate Past President.
- ii) A President-Elect shall be elected each year. A Vice President, a Historian, and a Recording Secretary shall be elected every other year for a two-year term.
- iii) No elected officer may serve more than one term in the same position in succession.
- iv) In order to be considered for an Elected Office on the Executive Board, candidates shall have been active members of TFLA for a minimum of five years.

- v) The term of newly elected officers will begin at the end of the ~~Fall~~ Annual Conference.
 - vi) In the event that any elected member of the Executive Board is unable to fulfill the term, this position shall be replaced by appointment by the Executive Director with the approval of the Executive Board.
 - vii) Any holder of an elected 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.
- b) The Appointed Officers of TFLA shall be
- ~~Treasurer~~ Director of Finance/Membership
 - Director of Technology
 - Director of Public Outreach and Advocacy
 - ~~Journal Editor~~ Director of Publications
 - Director of Professional Development
 - Executive Director
- i) The following positions will be reviewed and voted upon by the Elected Members of the Executive Board at the January meeting in odd-numbered years:
 - ~~Treasurer~~ Director of Finance/Membership
 - Director of Public Outreach and Advocacy
 - Director of Professional Development
 - ii) The following positions will be reviewed and voted upon by the Elected Members of the Executive Board at the January meeting in even-numbered years:
 - Director of Technology
 - ~~Journal Editor~~ Director of Publications
 - Executive Director
 - iii) Appointed Board Positions do not have a term limit.
 - iv) Should the above appointed positions become available, job descriptions will be published, and the application process will be open to any active member of TFLA.
 - v) Any TFLA member who wishes to be considered for one of the appointed positions on the Executive Board should contact the President, who will so inform the Executive Board.
 - vi) The selection of appointed members will be made by the Executive Board.
 - vii) In the event that any appointed member of the Executive Board is unable to fulfill the term, this position shall be replaced by appointment by the President, with the approval of the Executive Board.

- viii) 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.
- ix) Any holder of an 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.

2) Executive Board

a) The voting members of the Executive Board shall be comprised of

- Immediate Past President
- President-Elect
- Vice President
- ~~Recording~~ Secretary
- Historian
- ~~Treasurer~~ Director of Finance/Membership
- Director of Technology
- Director of Public Outreach and Advocacy
- ~~Journal Editor~~ Director of Publications
- Director of Professional Development

- i) The president will only cast a vote in the case of a tie.
- ii) A representative from the Division of Languages at the Texas Education Agency may attend board meetings, if convenient, but shall not vote.
- iii) In the event that an appointed officer of the Executive Board is not a former or current member of the educational profession, said officer will not be accorded the right to vote.

b) The Executive Board may meet at least four times a year, generally in January, May or June, ~~August~~ and at the Annual Conference, usually held in the fall.

- i) An Executive Board meeting held before or during the Annual Conference will be attended by the outgoing Executive Board and will be presided over by the outgoing President.
- ii) An Executive Board meeting held after the Annual Conference will be attended by incoming and outgoing members and will be presided over by the new President. The outgoing members no longer vote.
- iii) Outgoing members are required to complete the transition process at the ~~January~~ meeting ~~following~~ the end of the term.

- c) The amount of reimbursement for travel expenses to attend these meetings will be determined on a year-to-year basis.
- d) A quorum at all meetings shall be two-thirds of the Executive Board.
- e) 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.
- f) All meetings shall be conducted according to the most current version of *Robert's Rules of Order Revised*.

Article VI **DUTIES OF EXECUTIVE BOARD MEMBERS**

- The duties of the Executive Board members shall be as follows:

a) Immediate Past President:

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to chair the Nominating and the Awards and Scholarships Committees
- ~~to approve any non-budgeted expenditures from the President~~
- to assist the President, the President Elect, and the Director of Professional Development in planning and implementing professional development offerings of the Organization
- to manage the voting process of officer elections
- to manage updates to the TFLA Constitution
- ~~to maintain the guidelines/procedures book/manual~~
- to confer with the President to conduct bi-annual performance reviews of appointed Executive Board directors

b) President:

The President is the officer ultimately responsible for the governance of the Organization, under the direction of the Executive Director.

- to preside at all meetings of TFLA and its Executive Board
- to carry out the purposes and promote the interests of TFLA
- to work in conjunction with the Executive Director
- ~~to conduct business on behalf of TFLA, to include signing of contracts and approval of non-budgeted expenditures~~
- to approve and to sign, in accordance with the Executive Director, official contracts of the Organization.
- to plan and implement professional development offerings of the Organization the Annual Conference, in conjunction with the President Elect and the Director of Professional Development, in consultation with the Executive Director

c) President-Elect:

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to assist the President and the Director of Professional Development in planning and implementing spring and summer professional development offerings of the Organization
- to serve as Acting President in the absence of the President
- to collaborate and work closely with the President in developing the Annual Conference program and in recruiting presenters for workshops and sessions

d) Vice President:

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to coordinate membership recruitment
- ~~to assist with the execution of professional development offerings of the Organization~~
- to serve as the TFLA public relations officer
- to assist the President and the President Elect with Annual Conference facilitations
- to plan and coordinate session and workshop evaluations, with the assistance of the Director of Technology
- to recommend the Best of Texas presenter to the Board at the Executive Board meeting following the Annual Conference

e) Recording Secretary:

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to record, write, and disseminate minutes in a timely manner to the Executive Board members;
- to manage correspondence, as needed
- to assist, as needed, with professional development offerings of the Organization
- to keep all official full minutes of all Board meetings;
- to categorize and maintain a list of all motions passed by the Board
- to maintain and update, as needed, the Executive Officer Duty Manual

f) Historian

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to maintain records of proceedings, correspondence, minutes, conference programs and agendas, journals, and digital media of TFLA events
- to maintain records of previous Honorary members, Executive Board members, scholarship winners, grant winners recipients, teachers and administrators of the year, and other award recipients
- to maintain a database of previous conference session and workshop presenters
- to be the custodian of all official records of the Organization, including but not limited to:
 - TFLA Constitution
 - TFLA Officer Duties Manual
 - TFLA By-Laws

- Local Arrangements Manual
- Policies and Procedures Manual
- TFLA Journal
- Conference programs
- Forms and criteria for honors, awards, grants and scholarships
- to maintain and update the digital presence of TFLA, in conjunction with the Director of Technology the official records of the Organization

g) ~~Treasurer~~ Director of Finance/Membership:

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to maintain and report on the financial records of the Organization in such a way that provides transparency to the membership
- 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 keep the Executive Board informed about all financial matters
- to compile annual budget requests from Executive Board members and to submit them to the Board for approval
- to keep the Executive Director and the Executive Board informed of monetary transactions
- to maintain accurate records on conference and professional development expenditures/income
- to monitor bank accounts and transactions regularly
- to work closely with the insurance agent to ensure that the insurance for the Organization is adequate and current each year

h) Director of Technology:

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to serve as webmaster
- to serve as technology consultant for the Organization
- to maintain the membership database

i) Director of Public Outreach and Advocacy:

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to advocate for World Language education
- to disseminate information, data, and research focused on World Language instruction
- to serve as the TFLA representative to JNCL/NCLS

j) ~~Journal Editor~~ Director of Publications

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to publish the TLFA Journal three times a year and to implement publishing policy as established by the Executive Board

- to arrange for a presence at all professional development offerings in order to provide and publish coverage of professional development activities with items such as highlights, summaries of sample sessions, interviews, and photos

k) Director of Professional Development

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to work with SBEC to secure and update CPE provider number
- to coordinate session and workshop facilitators, evaluations, and Best of Texas session for each conference
- to assist as needed with the execution of professional development offerings of the Organization
- to assist the President Elect in recruiting presenters for professional development offerings of the Organization
- to coordinate the recruitment and responsibilities of Regional Coordinators
- to plan, direct and evaluate professional development training conducted by Regional Coordinators and outside consultants

l) Executive Director:

The Executive Director as the officer is ultimately responsible for the activities, officers and the direction of the Organization.

- ~~to serve on the Executive Board (deleted due to redundancy)~~
- to work in conjunction with the President
- to assist officers with understanding their duties
- to support and carry out the mission of the Board
- to be responsible for documenting and providing information to Board members about practices and procedures of the Organization
- to collaborate and coordinate with other professional organizations
- to work in collaboration with the Board to propose programs and projects
- to prepare and present an annual budget, working in conjunction with the Director of Finance
- ~~to keep TFLA Executive Board informed about all financial matters~~
- 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
- to attend other state, regional, or national conferences annually to network with potential exhibitors
- to consider sites for future meetings, to negotiate arrangements with hotels and convention bureaus
- ~~to provide conference contracts to the President for signature to approve and to sign, in accordance with the President, official contracts of the Organization~~
- to oversee the logistics of the professional development offerings of the Organization
- to work with the Executive Board to facilitate a smooth transition and continuity from year to year
- to oversee the logistics of the Annual Conference

- Detailed descriptions of all officer duties and responsibilities are delineated in the ~~Organization's Policies and Procedures Manual~~. Executive Officer Duty Manual.
- All negotiations shall be approved by the Executive Board.

Article VII COMMITTEES

1) Nominations Committee.

The Nominations Committee shall consist of three to five active members appointed and chaired by the Immediate Past President, in consultation with the President.

a) This Committee shall oversee recommendations for:

i) Officer Elections:

- (1) The committee members should be selected from outside the Executive Board and should represent a diversity of geographical areas in Texas.
- (2) The committee shall prepare a slate of candidates that represents a diversity of languages and levels of instruction, selected from nominations made by the membership and the committee.

2) Awards Committee.

The Awards Committee shall consist of three to five active members appointed and chaired by the Immediate Past President, in consultation with the President.

i) Awards:

- (1) Honorary Membership. Honorary members shall be exempt from paying membership dues and conference registration fees.
- (2) Teachers of the Year. Nominees are eligible to update files and to be considered for a total period of ~~three~~ two years, provided that the nominee remains actively teaching in the same category as the original nomination.
- (3) Administrators of the Year. The purpose of this award shall be to recognize excellence in supporting World Language programs, teachers, and students.
- (4) Friend of the Profession. The purpose of this award shall be to recognize persons outside the World Language education community who have demonstrated outstanding support for programs, teachers, and students. ~~in languages other than English.~~

- (5) Scholarships. The purpose shall be to recognize and encourage outstanding performance in language study and/or instruction, and support of World Language by members of the wider business and educational community.
- b) Eligibility and Procedure
- i) Active members are eligible to submit names for consideration for elected Executive Board positions to the Nominating Committee.
 - ii) Active members are eligible to submit names to the Immediate Past President for consideration for scholarships, friends of the profession, administrator of the year, and teacher of the year.
 - iii) The Immediate Past President shall forward those nominations to the Nominations and Awards Committee.
 - iv) Recommendations from the Nominations and Awards Committees shall be submitted by the Immediate Past President to the President for approval by the Executive Board.
- c) Any committee member unable to complete the assignment, for whatever reason, shall be replaced by appointment of the President after consultation with the Executive Board.
- d) The President, in consultation with the Immediate Past President, shall be authorized to appoint other working committees as deemed appropriate.
- 3) The Local Arrangements Committee for the Annual Conference shall consist of a chairperson appointed by the President in consultation with the President-Elect. Additional members, as needed, are appointed by the Committee Chairperson. Local Arrangement Committees may be named in the same manner as needed for other professional development offerings.
- 4) The Public Outreach and Advocacy Committee shall be appointed by the Director of Public Outreach and Advocacy in consultation with the President-Elect, President, and Immediate Past President. The Committee may consist of up to seven members.

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~~ immediately following the Annual Conference, at the end of his/her term in office.

Article IX. **DUES**

- 1) Each active and student 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 the Annual Conference.
- 2) Retired and Honorary Members do not pay annual dues to TFLA.
- 3) Dues may be used to defray program and conference expenses, necessary expenses incurred by officers in the administration of the Organization, and other expenses as recommended by the Executive Board.

Article X. **PROFESSIONAL DEVELOPMENT**

The Organization shall hold an Annual Conference, usually held in the fall, and may offer other professional development offerings throughout the year.

Article XI. **BYLAWS**

Bylaws may be adopted at the Annual Conference business meeting.

Article XII. **AMENDMENTS**

This Constitution may be amended by a two-thirds vote of those present and voting at the Annual Conference business meeting.

Proposed amendments to the Constitution shall be posted and available for review no later than 30 days prior to the Annual Conference business meeting.

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 and Executive Director shall sign all contracts on behalf of the Texas Foreign Language Association.

- 3) The President and Executive Director shall approve all invoices for non-budgeted expenditures.
- ~~4) The Immediate Past President shall approve any non-budgeted expenditures for the President. (deleted for consistency with page 5)~~
- 5) The Treasurer Director of Finance shall only pay budgeted or approved invoices. Budgeted expenditures for each office may be spent without approval.
- 6) Any non-budgeted expenditure of more than \$2,000.00 shall require the approval of the Executive Board.
- 7) Hotel contracts shall be signed by the President and the Executive Director.
- 8) The Executive Board will receive an itemized financial report at the winter and summer Board Meetings.
- 9) The Executive Director, in consultation with the President, or his/her designee shall handle all disputes concerning goods and services contracted for by the Texas Foreign Language Association.
- 10) No person who signs a contract may issue a check to pay for services for that contract.
- 11) No person authorized to sign checks may enter into a contract on behalf of the Texas Foreign Language Association.
- 12) 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 Organization, donate all the assets to the American Council on the Teaching of Foreign Languages.

Article XVI. **FIDUCIARY RESPONSIBILITY**

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