

NATIONAL FEDERATION OF MODERN LANGUAGE TEACHERS ASSOCIATIONS

BYLAWS

(revised and approved 25 Nov 1991; 22 Nov 1997; 21 Nov 2009; 23 Nov 2013; 21 Nov 2015;
19 Nov 2016; Nov 2017)

1 ARTICLE I. PRINCIPAL OFFICE

2 A. The principal office of the National Federation of Modern Language Teachers Associations
3 (hereinafter the "Federation") shall be in the District of Columbia.

4
5 B. The Federation may have such other offices at such suitable place or places within or
6 without the District of Columbia as may be designated from time to time by the Executive
7 Committee.

8
9

10 ARTICLE II. PURPOSES

11 The Purposes of the Federation, subject to the limitations of Article X, are the expansion,
12 promotion of research, and the improvement of the teaching of modern world, languages,
13 literatures, and cultures, by a variety of activities including but not limited to grants, awards,
14 and the publication of *The Modern Language Journal* (hereinafter known as the "MLJ"). .

15
16

17 ARTICLE III. MEMBERSHIP

18 A. *Member Organizations*. There shall be one class of members in the Federation, which shall
19 consist of associations of modern world languages educators.

20

21 B. *Election of Member Organizations*. Member organizations may be admitted into the
22 Federation by affirmative vote of two-thirds of the members of the Board of Directors
23 present and voting at any annual meeting, provided that notice of the election be contained
24 in the notice of such meeting, in accordance with Article IV, Section I, hereof.

25

26 C. *Resignation of Member Organizations*. Any member organization may resign from
27 membership in the Federation at any time by giving written notice to the President. Such
28 resignation shall take effect upon its receipt by the President.

29

30 D. *Revocation or Termination of Membership*. Any member organization may have such
31 membership revoked or terminated by affirmative vote of two-thirds of the members of the
32 Board of Directors present and voting at an annual meeting.

33

34 ARTICLE IV. BOARD OF DIRECTORS

35 A. There will be a Board of Directors of the Federation.

36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79

B. *Members.* The Board of Directors shall consist of:

1. one representative of each of the member organizations of the Federation, as designated by such organizations;
2. the Editor of the *MLJ* who shall have all the same privileges, rights, and responsibilities (including the privilege of voting) of the Board of Directors as the official representatives of member organizations; and
3. the officers of the Federation (as enumerated in Article V, Section A, hereof), who shall have all the same privileges, rights, and responsibilities (including the privilege of voting) of the Board of Directors as the official representatives of member organizations.

C. *Terms.* Each member organization's representative on the Board of Directors shall be selected by such organization for a stated term, determined by the member organization.

D. *General Powers.* The business, property, and affairs of the Federation shall be managed by the Board of Directors. In the management and control of the business, property, and affairs of the Federation, the Board of Directors shall be vested with all powers possessed by the Federation itself, including the power to appoint and remunerate agents and employees, insofar as such delegation of authority is not inconsistent with or repugnant to the laws of the District of Columbia, the Federation's articles of incorporation, these bylaws, or any amendments to them.

E. *Specific Powers and Duties.* The Board of Directors shall designate the financial institutions, in which shall be deposited the monies and/or securities of the Federation; authorize the investment of the funds of the Federation; direct and control the publication of the *MLJ* and assist in its promotion in accordance; make any and all necessary arrangements for representation of the Federation at the meetings of national or international educational associations; and authorize committees in accordance with Article VII, hereof.

F. *Meetings.* Unless otherwise decided by a majority of the Board of Directors, meetings of the Board of Directors shall be held annually at a time and place determined by the Executive Committee, for the purpose of electing officers to act for the ensuing years and for the transaction of any and all business that may be brought before the meeting. Special meetings of the Board of Directors may be called at any time by the President when, in the opinion of the Federation's officers, circumstances so warrant. Upon the written request of at least three members of the Board of Directors, the President shall canvass the membership thereof and, if a majority of the members approve, the President must call a special meeting of the Board of Directors expeditiously. Meetings of the Board of Directors may be held via conference call or electronic means. The business of the Federation will be conducted commensurate with *Robert's Rules of Order*, newly revised.

- 80
81 G. *Quorum*. A majority of the voting members of the Board of Directors shall constitute a
82 quorum for conducting business.
83
- 84 H. An Executive Committee shall be empowered to act for the Board of Directors in the periods
85 between meetings of the Board of Directors. The Executive Committee shall consist of the
86 President, President-Elect, immediate Past-President, and Treasurer. The Executive
87 Committee is authorized to conduct affairs of the Federation in the name of the full Board
88 of Directors, provided that all members of the Board of Directors be informed of the dates,
89 locations, and purposes of such meetings, and that actions taken by the Executive
90 Committee shall be subject to ratification by the full Board of Directors, at the next
91 scheduled meeting or by e-mail. The Executive Committee shall meet at such times and
92 places as determined by the President in consultation with the other members of the
93 Executive Committee.
94
- 95 I. *Notice*. Notice stating the time and place of any annual meeting of the Board of Directors
96 shall be delivered at least sixty days before the date of the meeting to each member of the
97 Board of Directors. In the case of a special meeting of the Board of Directors, such notice shall
98 state the purpose or purposes for which the meeting is called and be delivered at least thirty
99 days before the date of the meeting.
100
- 101 J. *Voting*. Members of the Board of Directors may vote in person, or through an alternate duly
102 designated by the member organization. No individual may have more than one vote. In the
103 event of a tie, the President shall cast the deciding vote. Action by the Board of Directors may
104 be taken between meetings, at the discretion of the Executive Committee. The President
105 shall report to the Board of Directors the result of any votes taken and a record of such
106 actions shall be incorporated into the minutes of the next Board of Directors meeting.
107
- 108 K. *Minutes*. Minutes of all meetings of the Board of Directors and the Executive Committee
109 shall be recorded by the President-Elect. Minutes shall be provided to all members of the
110 Board of Directors within thirty days of such meetings. The Board of Directors shall approve
111 the minutes at a time designated by the President. The President archives all approved
112 minutes.
113

114
115 ARTICLE V. OFFICERS

- 116 A. *Officers*. The officers of the Federation shall consist of a President, a President-Elect,
117 immediate Past-President and a Treasurer, and may include such other officers as may be
118 deemed necessary, each of whom shall be elected or appointed by the Board of Directors
119 in accordance with these Bylaws. They shall also serve as the officers of the Board of
120 Directors.
121

- 122 B. *Eligibility of Officers.* No two or more offices of the Federation may be held concurrently by
123 the same person. Members of the Board of Directors and persons not members of the
124 Board of Directors shall be eligible for election to any office of the Federation.
125
- 126 C. *Removal of Officers, Agents, and Employees.* All officers, agents, and employees of the
127 Federation may be removed, for cause, at any time by the Board of Directors by a two-thirds
128 vote of remaining members.
129
- 130 D. *Vacancies.* Vacancies among any of the offices of the Federation occurring as the result of
131 resignation or other cause shall be filled for the balance of the term in a special election
132 held by the Board of Directors within sixty days of the vacancy, except for the office of
133 President, for which Section F of this Article shall apply. Persons so elected shall serve out
134 the unexpired term of the officer replaced.
135
- 136 E. *Temporary Delegation of Powers.* In case of absence of any officers of the Federation or for
137 any other reason that may appear sufficient to the Board of Directors, the Board of
138 Directors may delegate the powers and duties of any such officer for the temporary period
139 as required to any other officer or to any other individual, except that the powers and duties
140 of the President may not be delegated to the Treasurer or vice versa.
141
- 142 F. *President.* The President shall have all powers and shall perform all duties commonly incident
143 to and vested in the office of president of a corporation, including but not limited to being
144 the chief executive officer of the Federation, determining the time and place of the annual
145 meeting and preparation of the agenda thereof (subject to these Bylaws), presiding at all
146 meetings of the Board of Directors, and having general charge and supervision of the
147 business of the Federation. The President shall have the power to sign all certificates,
148 contracts, and other instruments of the Federation authorized by the Board of Directors.
149 The President shall also perform such other duties as the Board of Directors may from time
150 to time designate. The President shall serve for two years and shall not be eligible for
151 election as President-Elect for the two years following the completion of the term. The
152 President shall serve in the role of immediate Past-President at the conclusion of her/his
153 term as President.
154
- 155 G. *President-Elect.* The Board of Directors shall elect a President-Elect by an affirmative vote of
156 a majority of the members present and voting at the annual meeting, for a term of two
157 years. The President-Elect shall perform the duties and have the powers of the President
158 during the absence or disability of the President and shall perform such other duties and
159 have such other powers as the Board of Directors may from time to time designate. The
160 President-Elect shall succeed to the office of the President at the conclusion of her/his term
161 as President-Elect , or at such other time as the office of President may become vacant.
162
- 163 H. *Immediate Past-President.* The immediate Past-President shall serve as an advisor to the
164 President, be a member of the Governance Committee, and perform such other duties and

165 have such other powers as the Board of Directors may from time to time designate. The
166 immediate Past-President shall serve a two-year term.

167
168 I. Treasurer. The Board of Directors shall appoint a Treasurer following an affirmative vote of a
169 majority of the members present and voting at the annual meeting. The term of office shall
170 be three years, and she/he shall be eligible for re-appointment for one term upon the
171 approval of the Board of Directors. The Treasurer shall have all powers and shall perform all
172 duties commonly vested in the office of Treasurer of a corporation, and shall also have such
173 other duties as the Board of Directors may from time to time designate. The necessary
174 expenses of the Federation shall be paid by the Treasurer out of the operating funds of the
175 Federation. Allocation of funds not in the operating budget shall be made only after specific
176 authorization by the Executive Committee. The accounts of the Treasurer shall be reviewed
177 by a certified public accountant employed for such purpose at least once every three years
178 and upon change of Treasurer. The Treasurer shall submit a reviewed statement of the
179 financial affairs of the Federation at the first meeting of the Board of Directors, following
180 such a review.

181
182 The Treasurer shall:

- 183
184 1. have care and custody of the funds of the Federation;
- 185
186 2. prepare for the approval of the Board of Directors an annual budget in consultation
187 with the Finance and Executive Committees and submit such budget for approval of the
188 Board of Directors at the annual meeting;
- 189
190 3. have and exercise under the supervision of the Board of Directors, the powers and
191 primary responsibility for conducting the financial affairs of the Federation;
- 192
193 4. deposit all funds of the Federation in such depositories as may be designated by the
194 Board of Directors in accordance with Article IV, Section E, hereof;
- 195
196 5. implement the investment policy as approved by the Board of Directors at its annual
197 meeting;
- 198
199 6. 6. keep accurate books of account of the Federation's transactions. These books shall
200 be the property of the Federation and shall be subject at all times to the inspection and
201 control of the Board of Directors.

202
203 ARTICLE VI. *THE MODERN LANGUAGE JOURNAL*

204 A. The NMFLTA is the owner of *The Modern Language Journal*.

205
206 B. *Editor*. There shall be an Editor of the *MLJ* appointed by the Board of Directors at the annual
207 meeting. The initial term of office shall be four years. The Editor shall be eligible for re-

208 appointment upon completion of a successful evaluation of her/his performance in the
209 position. The Editor is a voting member of the Board of Directors.

210

211 C. *Duties of the Editor.* The Editor shall be responsible for the editorial content of the *MLJ* and
212 for delivery of that content to the publisher. The Editor appoints the members of the
213 editorial board, including, as appropriate, the Monograph and Perspectives Editors. The
214 Editor shall submit a written report for the annual meeting of the Board of Directors. The
215 Editor shall also promote the journal, develop a budget for the journal (subject to approval
216 by the Executive Committee), and determine editorial policies.

217

218 D. *Business Management.* The Editor receives an annual budget for running the editorial office,
219 as approved by the Board of Directors. The Editor shall submit invoices for the production of
220 the journal, quarterly for *MLJ* editors, and monthly for editorial staff, to the NFMLTA
221 Treasurer.

222

223

224 ARTICLE VII. COMMITTEES

225 A. *Governance Committee.* There shall be a Governance Committee, which shall consist of the
226 President, immediate Past-President, President-Elect and two other members of the Board
227 of Directors. One of the two members of the Board of Directors shall serve as Chair. The
228 Governance Committee is tasked with the revision of the bylaws, policy and the board
229 handbook.

230

231 B. *Nominating committee.* There shall be a Nominating Committee that shall consist of at least
232 three members of the Board of Directors who shall place one or more names in nomination
233 for any position for which there should be an election at that time. The chair of the
234 Nominating Committee shall be appointed by the Board of Directors.

235

236 C. *Finance Committee.* There shall be a Finance Committee which shall consist of the
237 Treasurer, the President, and two other members of the Board of Directors. The Treasurer
238 shall serve as Chair.

239

240 D. *Special Committee.* The Executive Committee or the Board of Directors may from time to
241 time authorize special committees in accordance with the mission and purpose of the
242 organization. The President shall appoint the members of these special committees with the
243 approval of the Executive Committee.

244

245 E. *Expenses.* The expenses of committees shall be paid by the Treasurer as authorized by the
246 Board of Directors.

247

248

249 ARTICLE VIII. DISSOLUTION OR FINAL LIQUIDATION

250 Dissolution or final liquidation of the Federation shall take place and the distribution of assets
251 shall proceed as provided in the Seventh Article of the Federation's Articles of Incorporation.

252
253
254
255
256
257
258
259
260
261
262
263
264
265
266
267
268
269
270
271
272
273
274
275
276
277
278

ARTICLE IX. LIMITATION OF ACTIVITIES

No part of the net earnings of the Federation shall inure to the benefit of or be distributed to its member organizations, officers, other private individuals, or organizations organized and operating for profit, except that the Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article II hereof. No substantial part of the activities of the Federation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Federation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any provision in these Bylaws or in the Federation's articles of incorporation, the Federation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c) (3) of such Code (or the corresponding provisions of any future United States internal revenue laws), (b) by an organization described in Sections 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue laws), or (c) by an organization described in Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE X. AMENDMENTS TO THE BYLAWS

The bylaws may be amended by a two-thirds majority vote of the Board of Directors present at the annual meeting.