



NFMLTA BYLAWS

(Revised and approved 25 Nov 1991; 22 Nov 1997; 21 Nov 2009; 23 Nov 2013; 21 Nov 2015; 19 Nov 2016; Nov 2017; 11 Nov 2018; Nov 2019; Nov 2023; 19 Dec 2024)

ARTICLE I. PRINCIPAL OFFICE

- A. The principal office of the National Federation of Modern Language Teachers Associations (hereinafter the "Federation") shall be established by the Board of Directors.
- B. The Federation may have such other offices at such suitable place or places within or without the District of Columbia as may be designated from time to time by the Executive Committee.

ARTICLE II. PURPOSES

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

ARTICLE III. MEMBERSHIP

- A. *Partner Organizations.* There shall be one class of partners in the Federation, which shall consist of associations of modern world languages educators.
- B. *Election of Partner Organizations.* Partner organizations may be admitted into the Federation by affirmative vote of two-thirds of the members of the Board of Directors present and voting at any annual meeting, provided that notice of the election be contained in the notice of such meeting, in accordance with Article IV, Section I, hereof.

- C. *Resignation of Partner Organizations.* Any partner organization may resign from membership in the Federation at any time by giving written notice to the President. Such resignation shall take effect upon its receipt by the President.
- D. *Revocation or Termination of Membership.* Any partner organization may have membership revoked or terminated by affirmative vote of two-thirds of the members of the Board of Directors present and voting at an annual meeting.

ARTICLE IV. BOARD OF DIRECTORS

- A. There will be a Board of Directors of the Federation.
- B. *Members.* The Board of Directors shall consist of
 1. one representative of each of the partner 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 of the Board of Directors (including the privilege of voting) as the official representatives of member organizations;
 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;
 4. The Executive Director, who shall serve as a non-voting ex officio member of the Board of Directors;
 5. In addition, the Board of Directors may appoint a number of at-large representatives not to exceed 15% of the total number of partner organizations.
- C. *Terms of Office.*
 1. Each partner organization's representative on the Board of Directors shall be selected by such organization for a stated term, determined by the partner organization.
 2. At-large members of the Board shall be appointed for a term of up to three years. The term will be renewable at the discretion of the Board.
- 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 Executive Director is responsible for:
1. **Functional Operations**, including oversight for NFMLTA infrastructure, policies and procedures, and organizational compliance;
 2. **Financial Accountability**, including budgetary responsibilities, financial reporting, financial policy development and adherence, and liaising with outside financial advisors/vendors as appropriate;
 3. **Outreach and Leadership**, building relationships and promoting/representing the NFMLTA in support of its mission;
 4. **Program and Journal Support**, ensuring the success of NFMLTA's awards and grants programs, and its flagship journal, The Modern Language Journal;
 5. **Governance and Volunteer Management**, advising the Board on strategic decisions, supporting board/committee meetings, and ensuring volunteer leaders are empowered to support NFMLTA's mission.
- 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 Director and 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 Executive Director or 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.
- G. *Quorum.* A majority of the voting members of the Board of Directors shall constitute a quorum for conducting business.
- H. An Executive Committee shall be empowered to act for the Board of Directors in the periods between meetings of the Board of Directors. The Executive Committee shall consist of the President, President- Elect, and Immediate Past President. The Executive Committee is authorized to conduct affairs of the Federation in the name of the full Board of Directors, provided that all members of the Board of Directors be informed of the dates, locations, and purposes of such meetings, and that actions taken by the Executive Committee shall be subject to ratification by the full Board of Directors at the next scheduled meeting or by e-mail. The Executive Committee shall meet at such times and places as determined by the Executive Director and the President in consultation with the other members of the Executive Committee.
- I. *Notice.* Notice stating the time and place of any annual meeting of the Board of Directors shall be delivered to each member of the Board of Directors at least sixty days before

the date of the meeting. In the case of a special meeting of the Board of Directors, such notice shall state the purpose(s) for which the meeting is called and be delivered at least thirty days before the date of the meeting.

- J. *Voting.* Either a member of the Board of Directors or a duly designated alternate of a partner organization, including at-large members, may vote. Each partner organization and at-large member shall have one vote. In the event of a tie, the President shall cast the deciding vote. Action by the Board of Directors may be taken between meetings, at the discretion of the Executive Committee. The Executive Director shall report to the Board of Directors the result of any votes taken, and a record of such actions shall be incorporated into the minutes of the next Board of Directors meeting.
- K. *Minutes.* Minutes of all meetings of the Board of Directors and the Executive Committee shall be recorded by the Executive Director. Minutes shall be provided to all members of the Board of Directors within thirty days of such meetings. The Board of Directors shall approve the minutes at a time designated by the President. The Executive Director shall archive all approved minutes.

ARTICLE V. OFFICERS

- A. *Officers.* The officers of the Federation shall consist of President, President-Elect, and Immediate Past- President, and may include such other officers as may be deemed necessary, each of whom shall be elected or appointed by the Board of Directors in accordance with these Bylaws. They shall also serve as the officers of the Board of Directors.
- B. *Eligibility of Officers.* No two or more offices of the Federation may be held concurrently by the same person. Members of the Board of Directors and persons not members of the Board of Directors shall be eligible for election to any office of the Federation.
- C. *Removal of Officers, Agents, and Employees.* All officers, agents, and employees of the Federation may be removed, for cause, at any time by the Board of Directors by a two-thirds vote of remaining members.
- D. *Vacancies.* Vacancies among any of the offices of the Federation occurring as the result of resignation or other cause shall be filled for the balance of the term in a special election held by the Board of Directors within sixty days of the vacancy, except for the office of President, for which Section F of this Article shall apply. Persons so elected shall serve out the unexpired term of the officer replaced.
- E. *Temporary Delegation of Powers.* In case of absence of any officers of the Federation or for any other reason that may appear sufficient to the Board of Directors, the Board of Directors may delegate the powers and duties of any such officer to any other officer or to any other individual for a temporary period as required.

- F. *Executive Director.* The Executive Director of the Corporation shall be appointed by the Board of Directors for a term of up to three years, renewable, and with compensation as recommended by the Executive Committee to and approved by the Board of Directors. The Executive Director serves as an ex-officio, non-voting member of the Board of Directors. They shall keep a record of the proceedings of all meetings of the Corporation and of the Board of Directors and Executive Committee. The Executive Director shall be the official custodian of all such corporate records and of the seal of the Corporation. The Executive Director shall have all powers and shall perform all duties commonly vested in the office of Treasurer of a corporation and shall also have such other duties as the Board of Directors may from time to time designate. The Executive Committee shall review the performance of the Executive Director annually in the first term of appointment and every two years in subsequent terms. In the event of the death/disability of the Executive Director or if the Executive Director can no longer perform their duties, the Board of Directors shall appoint an acting or interim Executive Director to perform the duties of the office until a permanent Executive Director shall be appointed.
- G. *President.* The President shall have all powers and shall perform all duties commonly incident to and vested in the office of president of a corporation, including but not limited to establishing the time and place of the annual meeting and preparation of the agenda thereof (subject to these Bylaws) with the assistance of the Executive Director, presiding at all meetings of the Board of Directors, and having general charge and supervision of the business of the Federation. The President shall have the power to sign all certificates, contracts, and other instruments of the Federation authorized by the Board of Directors. The President shall also perform such other duties as designated by the Board of Directors. The President shall serve for one year and shall not be eligible for election as President-Elect for the two years following the completion of the term. The President shall serve in the role of Immediate Past President at the conclusion of their term as President.
- H. *President-Elect.* The Board of Directors shall elect a President-Elect by an affirmative vote of a majority of the members present and voting at the annual meeting, for a term of one year. The President-Elect shall perform the duties and have the powers of the President during the absence or disability of the President and shall perform such other duties and have such other powers as the Board of Directors may designate from time to time. The President-Elect shall succeed to the office of the President at the conclusion of their term as President-Elect or at such other time as the office of President may become vacant.
- I. *Immediate Past President.* The Immediate Past President shall serve as an advisor to the President, be a member of the Governance Committee, chair the Outreach Committee, and perform such other duties and have such other powers as the Board of

Directors may designate from time to time. The Immediate Past President shall serve a one-year term.

ARTICLE VI. THE MODERN LANGUAGE JOURNAL

- A. The NFMLTA is the owner of *The Modern Language Journal*.
- B. *Editor*. There shall be an Editor of the MLJ appointed by the Board of Directors. The initial term of office shall be four years. The Editor shall be eligible for re-appointment upon completion of a successful evaluation of their performance in the position. The Editor is a voting member of the Board of Directors.
- C. *Duties of the Editor*. The Editor shall be responsible for the editorial content of the *MLJ* and for delivery of that content to the publisher. The Editor appoints the members of the editorial board, including, as appropriate, the Monograph and Perspectives editors. The Editor shall submit a written report for the annual meeting of the Board of Directors. The Editor shall also promote the journal, work with the Finance Committee and executive director to develop a budget for the journal, and determine editorial policies.
- D. *Business Management*. The Editor receives an annual budget for running the editorial office, as approved by the Board of Directors. The Editor shall submit invoices to the NFMLTA Executive Director for the production of the journal.

ARTICLE VII. COMMITTEES

- A. *Governance Committee*. There shall be a Governance Committee, which shall consist of the President, Immediate Past President, President-Elect and two other members of the Board of Directors. The President shall appoint the chair of the committee. The Governance Committee is tasked with the revision of the bylaws, policy, and the board handbook and with other issues of concern to the organization. The Executive Director is a non-voting member of this committee.
- B. *Nominating Committee*. There shall be a Nominating Committee that shall consist of at least three members of the Board of Directors who shall place one or more names in nomination for any position for which there should be an election at that time, including at-large members of the Board of Directors. The President-Elect shall be one of these members. The chair of the Nominating Committee shall be appointed by the Board of Directors. The Executive Director is a non-voting member of this committee.
- C. *Finance Committee*. There shall be a Finance Committee which shall consist of the President, the Executive Director, and two other members of the Board of Directors. One member from the Board of Directors shall serve as Chair. The Executive Director is a non-voting member of this committee.

- D. Outreach Committee. There shall be an Outreach Committee which shall be chaired by the Immediate Past President and consist of the President-Elect, and two members of the Board of Directors. The Executive Director is a non-voting member of this committee.
- E. *Special Committees*. The Executive Committee or the Board of Directors may from time to time authorize special committees in accordance with the mission and purpose of the organization. The President shall appoint the members of these special committees with the approval of the Executive Committee. The Executive Director is a non-voting member of any special committee.
- F. *Committee Service*. Each representative of each partner organization and each at-large member is required to participate in at least one committee.
- G. *Expenses*. The expenses of committees shall be paid by the Executive Director as authorized by the Board of Directors.

ARTICLE VIII. DISSOLUTION OR FINAL LIQUIDATION

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

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 partner 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. 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.