

Revisions by Tonia Tinsley - President Elect 2017 -2019 Bylaws of the Foreign Language Association of Missouri (FLAM) voted at 2018 Fall conference

Bylaws of the Foreign Language Association of Missouri (FLAM) ARTICLE I. NAME The name of the organization shall be the Foreign Language Association of Missouri, hereinafter referred to as FLAM.

ARTICLE II PURPOSES Section 1. To promote high standards of professionalism. Section 2. To promote interest in foreign language study and support the professional interest and position of foreign language teachers. Section 3. To advance the professional welfare of foreign language teachers by uniting educators on all levels so as to stimulate their growth and participation in programs pertaining to foreign language education. Section 4. To inform the members on current issues in the field so that they may become better functioning educators. Section 5. To cooperate with the American Council on the Teaching of Foreign Languages (ACTFL), the Central States Conference on the Teaching of Foreign Languages, (CSCTFL), and all other organizations that promote foreign languages.

ARTICLE III MEMBERSHIP Membership in FLAM shall be open to those interested in the study of world languages and their cultures. Members of FLAM will be active world language advocates, encouraging and supporting the study of world languages in K-12 and in the wider community. Each member shall have the right to vote in FLAM elections. Each member shall be in good standing as a professional and shall have one vote in FLAM elections. A member in good standing shall be defined as s/he who a) is currently studying to become a world language educator with certification; b) is currently serving in a volunteer capacity in a K-12 setting or a non-profit group related to world languages; c) is currently employed in the field of world language education in a K-12 environment, to include ESL; d) is retired from the field of world language education in a K-12 environment, to include ESL; e) is currently serving at the university level in world languages content or teacher education; f) is retired from the university level in world languages or teacher education.

ARTICLE IV EXECUTIVE BOARD Section 1. FLAM shall be governed by an Executive Board composed of the Executive Officers, regional representatives, and other appointed positions outlined in Article IV Section 3. All must be members in good standing of FLAM. All have voting privileges.

Section 2. The Executive Officers of FLAM shall be the president, the president-elect, the immediate past-president, secretary, treasurer, and conference chair.

Section 3. Terms of officers a. The term of office for the president, the president-elect, and the immediate past president shall be for two years. The president-elect shall succeed to the presidency and the president will become the past-president. The out-going past-president and Executive Officers who leave the Executive Board before completing the normal term as president-elect, president, or past-president are eligible to be elected as president-elect after a three-year interval has passed.

b. The term of office for the secretary shall be two years. Members may be re-elected for one consecutive term in this position.

c. The treasurer and deputy treasurer are sought out and vetted by the president with the advice and consent of the FLAM Executive Board. The term of office for the treasurer and deputy treasurer shall be two years. Members may be reappointed for an unlimited number of terms in this position.

d. The conference chair and deputy chair, exhibitor chair, and communications chair and co-chair are appointed by the president with the advice and consent of the Executive Board to initial two-year terms that may be renewed for one consecutive term in this position.

e. The regional representatives are appointed by the president with the advice and consent of the Executive Board to two-year terms that may be renewed for an unlimited number of terms as needed.

f. Other positions that may be appointed by the FLAM President with advice and consent of the Executive Board to two-year terms that may be renewed for special initiatives and projects. include the advocacy representative. If the board deems these roles to be permanent, new descriptions of responsibilities will be reviewed and voted on, with that designee in the position for the first 2 years of its permanent status.

Section 4. Qualifications a. All members of the FLAM Executive Board shall teach or reside in Missouri and shall have had experience teaching a foreign language. They must be members in good standing of FLAM before being elected or appointed to the Board.

b. Executive Officer positions of President, President-Elect, and Past President must have served at least one year on the FLAM Executive Board within the previous five years before being eligible for their initial election or appointment as Executive Officers. Executive Officer positions of secretary, treasurer and conference chair shall have attended two of the last five FLAM conferences.

c. Board member vacancies may also occur if Board members do not fulfill the responsibilities of the position. This would include not attending two consecutive face-to-face Board meetings. In

the event that a Board member be asked to step down for this reason, the decision would need to be made on a majority vote from the full Board.

Section 5. Vacancies a. Should the Executive Board determine that the president is unable to complete his/her term of office, he/she shall be replaced by the president-elect. A new president-elect shall be elected at the next opportunity, following the procedures outlined below for regular elections.

b. Should the Executive Board determine that the president-elect is unable to complete his/her term of office, a new president-elect shall be elected at the next opportunity, following the procedures outlined below for regular elections. c. Should the office of secretary become vacant, a replacement shall be appointed by the president with the advice and consent of the Executive Board to serve until the next regular election.

d. Should the office of treasurer, conference chair, exhibitor chair, and communications chair or regional representative become vacant, a replacement shall be appointed by the president with the advice and consent of the Executive Board to serve until that time when the regular appointment period would begin.

Section 6. Nominations Nominations for the offices of president-elect shall be made by the Executive Board by April 1st and a proposed slate for election shall be posted on the FLAM Website along with a solicitation of independent nominations from members. The consent of all persons to be nominated shall be obtained before a nomination takes place.

Section 7. Elections The Secretary will publish a candidate slate for the positions of president-elect and secretary on the FLAM Website with a request for online voting to conclude on **October 15 in years where elections are required**. Results of the election will be announced by the president at the business meeting during the annual fall meeting. The duties of the newly-elected officers shall commence at the adjournment of the fall annual meeting.

ARTICLE V. DUTIES OF EXECUTIVE OFFICERS

Section 1. President The president shall preside at all meetings of the organization. He/she shall represent FLAM in all official capacities. The president shall appoint Executive Board members to serve on subcommittees and in other ways coordinate activities to promote the goals of the organization. The president shall communicate with the FLAM membership via email to promote the happenings of the organization. The president or his/her designee will be a co-signer on any FLAM financial accounts. The president shall be a voting ex-officio member of all committees.

Section 2. President-elect The president-elect shall be in charge of membership recruitment and retention. In the absence of the president, the president-elect shall preside at meetings of the organization or of the Executive Board. He/she shall work closely with the president in establishing policy and goals for the organization. **The president-elect shall also coordinate the work of the regional representatives, take charge of the award nominations and grant applications, to include the review of submissions and making recommendations to the board.**

Section 3. Immediate Past-President The immediate past-president shall maintain archival records of the organization and serve the Board as resource person for FLAM past policy. He/she will also chair a nominating committee to prepare a slate of candidates before the Board

meeting in the spring. He/she will act as advocacy chair or appoint someone from the membership to act on his/her behalf.

Section 4. Secretary The secretary shall maintain an accurate record of all regular and special meetings of the organization and of the Executive Board and shall present minutes of the meetings in written form to Executive Board members. He/she shall send notices of the meetings and activities of the organization at the request of the president. The secretary shall prepare the ballot for election of officers as outlined in Article IV, Section 7 of these bylaws.

Section 5. Treasurer The treasurer will be responsible for dispatching all financial transactions of the organization and keeping accurate records thereof. The treasurer, together with two members of the executive board who will continue on the board after the fall election and are selected by the president, shall audit the books of the organization in August or September of each year and submit a report to the Executive Board before the fall conference. **Once every 5 years, the association will undergo an external financial review, in keeping with its non-profit status. The Treasurer will facilitate all required documentation access to the external accountants chosen for the financial review.**

Section 5a. Deputy Treasurer The deputy treasurer will be primarily responsible for seconding the treasurer in all duties during the term. Upon the end of the term of the Treasurer, the Deputy Treasurer will move into that role and a new Deputy Treasurer will be appointed.

Section 6. Conference Chair The conference chair will be primarily responsible for the organization of the annual conference. This includes delegating tasks to all other members of the Board as necessary. The conference chair will have the main responsibility to propose conference sites, liaise with the hotels/conference centers, make presentations to the board relative to the conference organization as required, so that votes may be taken in a timely way for decisions, disbursement of funds and reservations.

Section 6a. Deputy Conference Chair. The deputy conference chair will be primarily responsible for seconding the Conference Chair in all duties during the term. Upon the end of the term of the Conference Chair, the Deputy Chair will move into that role and a new Deputy Conference Chair will be appointed.

Section 7. Communications Chair: Communications Chair proposed responsibilities. The communications chair is appointed by the president to a two-year term which can be renewed once. He or she works with the president, the regional representatives, and other FLAM Board members to coordinate the collection and sharing of information across the association, with key partners, and with other external constituencies. The primary responsibilities of the Communications Chair are managing the permanent parts of the website.

Section 7a. Communications Co-Chair proposed responsibilities. The communications co-chair is appointed by the president to a two-year term which can be renewed once. He or she works with the president, the regional representatives, and other FLAM Board members to coordinate the collection and sharing of information across the association, with key partners, and with other external constituencies. The communications co-chair is the point person to whom announcements, news briefs, and other information related to promotion of the association on

social media are sent.

ARTICLE VI. DUTIES OF REGIONAL REPRESENTATIVES The regional representatives shall work individually and with the president-elect to stimulate membership in their respective areas. They shall serve on committees at the request of the president and shall assist the conference chair in organizing and carrying out the fall conference. They shall maintain a current regional presence through regular contact with their regions, and provide input on the FLAM website, cultivate new teacher leaders to serve as representatives, and attend and participate in all board meetings. They shall maintain an updated regional list of members between July and September of each year, so that the mailing list for informational messages is current prior to the fall conference.

ARTICLE VII. FINANCES

Section 1. Changes in conference registration cost shall be proposed by the Executive Board, and approved by a majority vote.

Section 2. The treasurer, conference chair, and the president or his/her designee shall be the only persons authorized to use the debit/credit card or other means of payment against the accounts established by FLAM. The president, treasurer, and conference chair will have access to the accounts held by the association. The budget must be approved by the board at regular face-to-face meetings. Emergency expenditures must be approved by the Executive Board.

ARTICLE VIII.

MEETINGS Section 1. Conference. At least one annual general meeting of FLAM shall be held as designated by the Executive Board at the conference. The date and place of this meeting or meetings shall be determined by the Executive Board.

Section 2. Executive Board Meetings The Executive Board shall hold at least one annual meeting within sixty days prior to the annual general meeting of FLAM at a time and place to be designated by the president.

Section 3. Board meetings Monthly board meetings will be held with the exception of the month of July. All board members must indicate their participation or absence from these meetings, and provide information necessary for the functioning of the association to either the president or president-elect. This information will become part of the minutes.

ARTICLE IX. ORDER OF BUSINESS Standard parliamentary procedure, according to Robert's Rules of Order shall apply to the order of business and voting procedure of the organization. Ordinary business must be conducted and passed by a majority vote.

Article X. AMENDMENTS AND REVISION OF BYLAWS Revisions to the bylaws may be initiated by any member of the organization through the Executive Board. The proposed revisions must be approved by the Executive Board and notification sent to the membership at least ten days in advance of the annual general meeting. A majority vote of the members present at the annual general meeting shall be required for the adoption of any amendments or revisions to the bylaws.

AMENDMENTS Amendment 1. The Foreign Language Association of Missouri is organized exclusively for educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law).

Amendment 2. No part of the net earnings of the organization shall benefit or be distributed to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Amendment 1 thereof.

No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these amendments, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 179 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law).

Amendment 3. Upon the dissolution of the organization, the Executive Board shall, after paying or making provision for the payment of all liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization in such manner, or to such organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of

1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.