

MFLA Constitution & By-Laws



<http://mflamd.org>

2008 – 09

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Important Links

MFLA web site: <http://mflamd.org>
 MFLA listserve: mfla@yahoogleroups.com

MFLA is member organization of:

ACTFL: <http://www.actfl.org>
 NECTFL: <http://www.nectfl.org>

Other professional organizations:

MSDE: <http://www.marylandpublicschools.org/MSDE>
 AATF: <http://www.aatf.org>
 AATG: <http://www.aatg.org>
 AATSP: <http://www.aatsp.org>
 NCSSFL: <http://www.ncssfl.org>

Welcome to MFLA!

Welcome to everyone as we reflect on the past year and begin a new year of activities that promote the teaching and learning of world languages. I would like to extend a special welcome to all new members of the Board – I think you will find your service on the MFLA Board to be both rewarding and enjoyable. This is a group of professionals who respect each other and work tirelessly to make the MFLA a source of inspiration, creativity, and best practice to so many language teachers across the state of Maryland. We look forward to spending time with each other on a monthly basis and to build a community of learners among our colleagues at all levels from elementary school to higher education.

The Maryland Foreign Language Association (MFLA) is a professional association of world language teachers, professors, and professionals dedicated to the promotion of excellence in the teaching of world languages.

- We host a two-day fall conference in October and a spring technology conference that usually takes place in March.
- MFLA also offers various scholarships for you and your students.
- We have an Awards Banquet at the fall conference at which we honor outstanding colleagues in the profession. Last October, we honored “Friends of Foreign Languages,” which included teachers from other disciplines, principals, assistant superintendents, school board members, and parents.
- Foreign language students at all levels can participate in our annual Visual Arts Contest and win prizes.
- MFLA has also started a College Outreach Program for world language majors. The first event took place in December 2004 at Salisbury University and is something that is continuing with events around the state.

We also cooperate with ACTFL and NECTFL on various levels and issues. Last year, several board members joined Marty Abbott, Director of Education of ACTFL, for an information sharing session with Nancy Grasmick, Maryland State Superintendent of Education. This provided an excellent opportunity to collaborate on promoting the study of world languages in our schools at all levels.

Each year, MFLA members can apply for the NECTFL/ MEAD LEADERSHIP FELLOWS PROGRAM. For several years, we have been sending an MFLA representative to this program. On the MFLA website: <http://mflamd.org> you can find out about all of the various opportunities that we offer.

The MFLA is your local professional world language organization and it can only prosper and succeed through the help and dedication of its board members. Thank you for your time and in advance for your help and support. I am looking forward to working with you all.

Sincerely,



Deborah Espitia, President

CONSTITUTION



ARTICLE I. NAME AND AFFILIATION

- Section 1. The name of the association will be the Maryland Foreign Language Association, hereafter referred to in this Constitution as MFLA.
- Section 2. The MFLA is a delegate member of the American Council on the Teaching of Foreign Languages (ACTFL) and a member of the Advisory Council of the Northeast Conference on the Teaching of Foreign Languages.
- Section 3: The MFLA will have an official seal that will be used on all correspondences and advertisements. At present, it consists of two circles; in the top of the outer circle appears the full name of the association in red color on a goldenrod background, in the lower part of the outer circle appears the acronym MFLA in black. The Maryland flag will be placed inside the inner circle.
- Section 4. The MFLA has its own website. The website will be maintained and updated on a regular basis by a webmaster selected by the board of directors.

ARTICLE II. PURPOSE AND BASIC POLICIES

- Section 1. The purpose of MFLA will be to provide leadership in foreign language education, pre-K through post-secondary, by promoting the study of foreign languages and cultures and by providing opportunities for individual professional growth by symposia, regional meetings, and publications.
- The MFLA will represent its membership and will develop meaningful relationships with the Maryland State Department of Education, other educational agencies, and professional organizations in the furtherance of the aforementioned purpose.
- Section 2. The following are basic policies of MFLA:
- a. The association will be non-commercial, non-sectarian, non-partisan, and non-discriminatory.
 - b. The name of the association or the names of any members in their official capacities will not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purposes not appropriately related to promotion of the Purpose of the association.

- c. The association will not - directly or indirectly - participate or intervene (in any way, including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.
- d. The association may cooperate with other organizations and agencies concerned with foreign languages, but an MFLA representative will make no commitments that bind the MFLA unless prior approval is given by the board of directors.
- e. No part of the net earnings of MFLA will inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that MFLA will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purpose set forth in Article II hereof.
- f. Notwithstanding any provisions of these articles, MFLA will not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or (ii) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.
- g. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of MFLA, the remaining assets will be distributed to one or more non-profit funds, foundations, or organizations which have established their tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Any individual interested in furthering the purpose of MFLA is eligible for membership and entitled to all privileges of membership upon paying dues as stipulated in the By-laws, and thereby becomes a member in good standing.

ARTICLE IV. OFFICERS AND BOARD OF DIRECTORS

- Section 1. The officers will be a president; two vice-presidents; a recording secretary; a corresponding secretary; and a treasurer.
- Section 2. The board of directors will consist of the incumbent officers of MFLA, the immediate past president, the newsletter editor, the webmaster, the chairpersons of existing committees, duly elected representatives from the public school systems, private and parochial schools, colleges and universities, and any other persons interested in foreign languages.
- Section 3. Any officer or board member who fails to fulfill the responsibilities described in the by-laws may be removed by a majority vote of the members of board of directors present at one of its meetings.
- Section 4. A vacancy occurring on the board may be filled for the un-expired term by a person elected by a majority vote of the remaining members of the board of directors present at one of its meetings.

ARTICLE V. ELECTIONS

Section 1. Election of officers will take place at the annual fall professional meeting of MFLA, following the report of the Nominating Committee.

A plurality vote of MFLA members present at the fall meeting will be sufficient for the election of officers.

Section 2. Officers will assume their duties at the fall meeting and will serve for two years.

Section 3. Members of the board of directors will be proposed by the nominating committee and approved by the general membership at the annual professional meeting of MFLA. Any individual from any of the groups mentioned in Article IV, Section 2, may propose himself/herself to the Nominating Committee as a nominee for Board membership.

ARTICLE VI. MEETINGS

Section 1. MFLA will have at least one professional meeting of the membership each year.

Section 2. The MFLA officers will meet on a monthly basis at the discretion of the president. The president will call a minimum of three meetings of the board of directors each year. One of which will be a full-day retreat.

Section 3. Standing committees will meet at the discretion of the committee chair, provided that at least two meetings are held each year.

Section 4. No official business may be conducted without the presence of a simple majority of the current board members. However, the President may call for an electronic vote during a period of time designated by the President.

Section 5. Board meetings are open to the general membership and will posted on the MFLA website.

ARTICLE VII ADMINISTRATIVE ASSISTANT

An administrative assistant will be hired for the entire school year. The assistant will be reimbursed for assigned work accordingly. This person will generally maintain a database of the membership and will send a duplicate of said information to the president, the chair of the Membership Committee, and the treasurer. The administrative assistant prepares and sends various mailings to the membership.

ARTICLE VIII. STANDING COMMITTEES

Section 1. The chairpersons of these committees will be the vice-presidents or other board members appointed by the president in consultation with the board of directors.

Section 2. Committee members will be appointed by the chairperson from MFLA members in good standing.

Section 3. The president will be a member ex-officio of all committees except the Nominating Committee.

Section 4. The Standing Committees of MFLA will be:

- | | |
|----------------------|---------------------|
| A. Annual Meeting(s) | D. Public Relations |
| B. Nominating | E. Awards |
| C. Membership | F. Archives |

ARTICLE IX. SPECIAL COMMITTEES

The president will appoint chairpersons of special committees with the approval of the board of directors as needs require.

ARTICLE X. NEWSLETTER

MFLA will publish at least two editions of the newsletter per year. The editor of the newsletter will be selected by the board and will serve at its discretion.

ARTICLE XI. DELEGATES TO AFFILIATE ORGANIZATIONS

Section 1. DELEGATES TO ACTFL: The delegate and alternate to the American Council on the Teaching of Foreign Languages (ACTFL) will be elected by the board of directors.

The conference registration will be paid by MFLA.

Section 2. DELEGATES TO Northeast Conference on the Teaching of Foreign Languages. The delegate and alternate to the Northeast Conference will be elected by the board of directors. The membership on the Advisory Council will be paid by MFLA.

Section 3. DELEGATES TO OTHER CONFERENCES Delegates and alternates to other appropriate conferences and meetings will be elected by the board of directors. Any required registration fees will be paid by MFLA.

ARTICLE XII. AMENDMENTS

This constitution may be amended by a two-thirds vote of the Board of Directors which may include electronic voting during a period of time designated by the President. Amendment of this constitution is subject to ratification by a plurality of the general membership.

BY-LAWS

ARTICLE I.

By-laws to this constitution may be established, amended, or rescinded by a majority vote of the board of directors which may include electronic voting during a period of time designated by the President, and must be approved by a plurality of the general membership.

ARTICLE II. MEMBERSHIP AND DUES

- Section 1. Membership in MFLA will be made available without regard to gender, race, color, creed or national origin to any individual who subscribes to the Purpose and Basic Policies of MFLA.
- Section 2. The membership year will be from September 1 through August 31. MFLA will conduct an annual enrollment of members; however, admission to membership may take place at any time during the year.
- Section 3. Each member will pay annual dues of an amount to be determined by the board of directors. Memberships will include: regular, student, retired, life, friends of MFLA, and first-time members
- a. regular - will include those employed as classroom teachers and or language supervisors on a full or part-time basis
 - b. student - will include those presently enrolled in a college or university who are not currently employed as classroom teachers.
 - c. retired - will include those previously active in foreign language education who are presently retired from full or part-time employment
 - d. life members - will be selected by the board of directors as an honor and acknowledgement of past dedication and service.
 - e. friends of MFLA - will include all those persons interested in the Purpose of MFLA but not employed as classroom teachers or language supervisors
 - f. first time members – will include those teachers who have never been a member of the MFLA. They receive a free membership for one academic year.
- Section 4. No membership fees will be assessed persons accorded life membership status. Life members will be designated by a majority vote of the board of directors.

ARTICLE III. DUTIES OF OFFICERS

All officers will perform the duties outlined in these by-laws and other delegated duties as assigned. Upon expiration of the term of office or in case of resignation, each officer will turn over to the president, without delay, all records, books, and other materials pertaining to the office, and shall return to the treasurers, without delay, all funds pertaining to the office.

Section 1. PRESIDENT

The president will preside at all meetings; will represent MFLA when called upon to do so; will call meetings of the board of directors when necessary; appoint committees and their chairpersons; will act for MFLA between meetings of the board of directors; will represent or will delegate representation with other educational organizations, institutions, and agencies except as otherwise provided; and will keep the board of directors informed of matters pertinent to the organization.

Section 2. VICE-PRESIDENTS

The vice-presidents will provide leadership under the direction of the board of directors for achieving the goals of MFLA statewide; for communicating the goals and activities of MFLA; and will act as aide(s) to the president.

The first vice-president will perform the duties of the president in the absence or inability of that officer to act and will become the MFLA president.

One of the vice-presidents will chair the Membership Committee and coordinate the dissemination of applications for membership and the recruitment of new members.

Section 3. RECORDING SECRETARY

The recording secretary will keep the minutes of all meetings of the board of directors; will provide summaries of the minutes for all meetings to board meetings in a timely manner.

Section 4. CORRESPONDING SECRETARY

The corresponding secretary will handle the correspondence requested by the president or board of directors; will keep a current copy of the Constitution and By-laws; will maintain files of correspondence and will serve on the Archives Committee.

Section 5. TREASURER

The treasurer will receive membership forms and dues and will forward these to the administrative assistant in a timely fashion, will have custody of all funds of MFLA; will keep a full and accurate account of receipts and expenditures; and will make disbursements as authorized by the president, and/or board of directors in accordance with the budget adopted by MFLA. The treasurer will present a financial statement at every meeting of MFLA and at other times when requested by the board of directors and will make a full report at the meeting during which new officers assume their duties. Prior to the Annual Meeting in the fall the treasurer will have the financial records audited by a non-member of the organization.

ARTICLE IV. DUTIES OF THE BOARD OF DIRECTORS

Section 1. MEMBERSHIP

The board of directors will not exceed (30) persons. Each member of the board of directors must be a member in good standing of MFLA.

Section 2. DUTIES

The board of directors is the policy-making body of MFLA. Members of the board of directors will normally serve as chairpersons of the standing committees and Ad hoc committees. Members of the board of directors are expected to be active participants in all board matters and to attend regularly scheduled meetings and must be a member of at least one, but no more than two, standing committees. The duties of the board of directors are (a) to transact necessary business in the intervals between MFLA meetings and such other business as may be referred to it by MFLA; (b) to create special and standing committees; (c) to approve the plans or work of the standing committees; (d) to approve routine bills within the limits of the budget; and, (e) to establish the amount of annual dues for membership in MFLA.

Section 3. TENURE

The tenure of board membership will be two years. A board member may be re-nominated and re-elected.

ARTICLE V. DUTIES OF THE STANDING COMMITTEES

Each chair will be responsible to report to the board of directors on a regular basis and to maintain files pertaining to his/her committee and to relinquish said files to the succeeding chairperson.

- a. Annual Meetings: The Fall Conference will be chaired by the first vice-president who will select as many members as necessary and will report to the Board of Directors. The Spring Conference will be chaired by a member of the board of directors-who will select as many members as necessary and will report to the Board of Directors. The chairs will be responsible for securing the site, presenters, exhibitors, and for organizing the conference program.
- b. Membership - chaired by the second vice-president who will select 3-5 members. This committee will be responsible for recruiting new members and coordinating the dissemination of applications for membership.
- c. Nominating - chaired by a member of the board of directors-who will select 3-5 members who will solicit nominations from the board of directors and the general membership via an article in the newsletter. This committee will be responsible for determining the eligibility of each candidate proposed for the slate.
- d. Public Relations - chaired by a member of the board of directors who will select 3-5 members. This committee will have three principal responsibilities:

- 1) Newsletter - The editor of the newsletter will serve as an ex-officio member of this committee. Members of this committee should write or solicit articles for this publication.
 - 2) Publicity for board activities - The committee will work with conference chairs and other individuals to disseminate information concerning MFLA activities in a timely manner.
 - 3) Website - The webmaster will serve ex-officio member of this committee.
- e. Awards - chair will be a member of the board of directors and will select 5-8 members. This committee will be responsible for defining the criteria of the award, the publicizing of the award, the receiving and reviewing of applications, the selection of candidate(s) and or winner(s) and acknowledging the recipient of awards such as Escola, Ann Beusch, Celeste Carr, Visual Arts Contest, Northeast Conference MEAD Fellowship, and any other awards to be given.
 - f. Archives - chaired by a member of the board of directors who will select 3-5 members. This committee will find, organize and maintain artifacts of the organization's history

ARTICLE VI. DUTIES OF DELEGATES

Delegates and alternates to affiliate organizations will represent MFLA at designated meetings and will present an oral report at the first board meeting following the conference at which the delegate has served as a representative. A written summary will be due to the Board of Directors within one month following the conference.

ARTICLE VII. IMPLEMENTATION

This revision of the Constitution will become effective following ratification by the MFLA membership.

Ratified: Spring 2005