

## **Minnesota Council on the Teaching of Languages and Cultures (MCTLC)**

### **Bylaws**

*Amended August 2013*

#### **Article I: Membership and Dues**

- Section 1: Membership rolls shall be maintained by the Membership Services Chair, who shall be appointed annually by the President with the approval of the Executive Board. The Membership Services Chair shall report directly to the Treasurer. Funds for the maintenance of the membership rolls shall be allocated annually by the Executive Board.
- Section 2: Dues shall be submitted to the Membership Chair or Conference Registration Chair, who shall forward them promptly to the Treasurer.
- Section 3: Membership dues and categories for the ensuing membership year shall be determined annually by the Executive Board at or prior to its spring meeting.
- Section 4: The rights, privileges, and responsibilities of membership, including determination of those eligible to vote at the annual meeting, shall be established or reviewed by the Executive Board no later than the second meeting of the fiscal year, with changes to take effect no sooner than the following membership year.
- Section 5: Guidelines for sharing membership data shall be established by the Executive Committee, approved by the Executive Board, and reviewed annually by the Membership Committee. Any changes proposed by the Membership Committee shall be submitted for Executive Board approval no later than two meetings prior to the end of the fiscal year.
- Section 6: The membership period extends twelve months from the date of membership payment or renewal with all rights, privileges, and responsibilities beginning on the date dues are received by the Membership Services Chair.
- Section 7: The fiscal year shall begin on January 1 and end on December 31.

#### **Article II: Elections**

- Section 1: Elections for officers as specified in Article VIII of the constitution shall be held at the same time as the annual meeting of the general membership of the Organization.
- Section 2: The President shall call for nominations by the general membership on or before June 15th. Any member of MCTLC may nominate self or other members and direct the nomination to the President. The President will bring the nominations to the Executive Board during the Summer Retreat.

- Section 3: The slate shall be included in the annual general membership meeting notice mailed to all members at least thirty days prior to the meeting. The mailed notice shall also include provisions for proxy voting by any member unable to attend the meeting in person.
- Section 4: Election of officers shall be made by secret ballot in person or by proxy ballot by the general membership at the annual meeting, with a plurality needed for election.
- Section 5: Ballots shall be prepared for distribution by the Membership Services Chair prior to the meeting of the general membership. These ballots shall provide space for write-in candidates.
- Section 6: Any vacancy that may occur in the elected offices during the biennium shall be filled through appointment by the Executive Board.

### **Article III: Duties of Officers**

In addition to the specific duties enumerated in these bylaws, all officers shall maintain accurate records of their activities and relinquish these records to their successors no later than the second Executive Board meeting following the election.

#### Section 1: The President

- (A) Calls and presides at all meetings of the Executive Committee, the Executive Board, and the general membership, chairs the Fall Conference Committee; and serves on the Finance Committee.
- (B) Plans, together with the Executive Committee and other appropriate persons or committees, the agenda for all meetings of the Executive Committee, Executive Board, and general membership.
- (C) Communicates regularly with the membership.
- (D) Nominates, for Executive Board approval, members of the Organization to serve as Historian, Membership Services Chair, Newsletter Editor(s), Webmaster, Advocacy Chair, committee chairs, and in other leadership positions, to carry out specific tasks.
- (E) Nominates, for Executive Board approval, representatives of those regions that do not have a procedure for sending a representative to the Executive Board.
- (F) Extends invitations, following Executive Board approval, to organizations that are eligible for representation on the Executive Board.
- (G) Works with the Program Chair (Vice President) to plan the Fall Conference.
- (H) Represents the Organization or designates an official representative to meetings of the ACTFL Delegate Assembly, the Central States Conference Advisory Council, the Joint National Committee for Languages and other professional organizations or events.

- I. Performs other duties as directed by the Executive Committee or Executive Board.
- (J) At the end of the President's term, the President will compile a packet of the year's minutes and financial reports of his/her term and turn it in to the Historian.
- (K) Reviews and approves bank statements in conjunction with the Treasurer

Section 2: The President-Elect

- (A) Serves for one year as a voting member of the Executive Committee and the Executive Board prior to succeeding to the presidency. Substitutes for President in cases of absences or unfulfilled term of the presidency
- (B) Prepares goals, budget, and a complete slate of appointments to be in place at the beginning of her/his term as President and presents these for Executive Board approval at the last meeting prior to January 1.
- (C) Serves as Program Chair for the Annual Conference including soliciting sessions and workshops, and preparing the conference program
- (D) Performs other duties as directed by the President, Executive Committee, or Executive Board.

Section 3: The Vice-President

- (A) Serves as Parliamentarian of the Organization and works with the Professional Issues Committee.
- (B) Coordinates the MCTLC awards program and serves on the Awards Committee.
- (C) Publicizes and coordinates the awards program with the advice of the Executive Board.
- (D) Performs other duties as directed by the President, Executive Committee, or Executive Board.

Section 4: The Immediate Past President

- (A) Advises the Executive Committee and the Executive Board for one year following her/his presidency as a voting member of each group.
- (B) Performs other duties as directed by the President, Executive Committee, or Executive Board.

## Section 5: The Secretary

- (A) Keeps accurate minutes of all meetings of the Executive Committee, the Executive Board, and the general membership. S/He distributes them promptly in complete form to the Executive Board and sends a condensed form to the Editor(s) of the Organization's journal.
- (B) Maintains official files of the Organization.
- (C) Prepares and sends notices of all meetings and handles other correspondence as directed by the President, Executive Committee, or Executive Board.
- (D) Consults with the President on the appointment of all Editor(s), chairs the Publications Committee, and coordinates all publications of the Organization.
- (E) Maintains copies of current policies and procedures and distributes them to Executive Board and committee members and, through the Nominating Committee, to candidates for offices of the Organization.
- (F) Maintains a current calendar of events of interest to the membership and submits it regularly for publication in the journal of the Organization.
- G. Performs other duties as directed by the President, Executive Committee, or Executive Board.

## Section 6: The Treasurer

- (A) Collects dues through the Membership Chair and Conference Registration Chair and maintains accurate financial records of the Organization.
- (B) Receives and holds all funds and makes disbursements at the direction of the Executive Board or the Executive Committee and maintains accurate records of the same.
- (C) Prepares, in consultation with the Executive Committee and other appropriate persons or committees, and submits a budget for the coming year to the Executive Board no later than its last meeting of the current fiscal year. All disbursements are made by approval and in conjunction with the President.
- (D) Prepares and submits quarterly and annual financial reports to the Executive Board. A copy of the annual report shall be filed with the Historian containing information pertinent to government agencies. (IRS form 9908)
- (E) Consults with the President on the appointment of the Membership Services Chair and co-chairs the Membership Committee with the Membership Services Chair.
- (F) Performs other duties as directed by the President, Executive Committee, or Executive Board.

Section 7: The Historian

- (A) Review materials received from your predecessor: MLR's, photographs, videos, etc.
- (B) Familiarize oneself with the awards and historical listing of board members.
- (C) Decide on methods for sharing historical information with the membership at the annual fall conference.
- (D) Collect monthly newsletter wraps and other pertinent memorabilia (conference program, etc.) and keep in a secure location (archived alongside the previous MLR collection).
- (E) Keep a current account of the board members, award recipients, and conference themes on the external hard-drive of the organization and the website.
- (F) File a copy of the annual Financial Report.
- (G) Work with the webmaster to update the website as needed with new historical information.
- (H) Add pertinent information to the social media outlets to communicate with membership.
- (I) Meet with the President and incoming Historian at term end to transfer all historical materials.

Section 8: The Webmaster

- (A) Administer website, [mctlc.org](http://mctlc.org); maintaining and updating pages.
- (B) Create and manage events.
- (C) Manage (sometimes initiate) communication with membership.
- (D) Administer Google Apps (primarily Gmail) for board members forwarding mail as desired.
- (E) Aid board members in understanding the importance of using [@mctlc.org](mailto:@mctlc.org) instead of personal or professional account.
- (F) Manage social media (Facebook flows to Twitter) presence and communication.
- (G) Aid board members and members in web-based communication including conference calls and virtual meetings.

Section 9: The Advocacy Chair

- (A) Serves as a voting member of the Executive Board and regularly attends board meetings.
- (B) Maintains relations with the Joint National Committee on Languages and National Council on Language and International Studies (JNCL-NCLIS) by keeping apprised of priorities.
- (C) Represents MCTLC as a member of the state ACTFL Advocacy Committee which meets periodically by conference call.
- (D) Communicates to the Organization's members when action (e.g., sending messages to elected officials) needs to take place.
- (E) Regularly reports on the JNCL-NCLIS and ACTFL national advocacy priorities to the Executive Board at board meetings and to members of the Organization through the newsletter and social media.
- (F) Performs other duties as directed by the President, Executive Committee, or Executive Board.

#### **Article IV: Duties of Regional Representatives and their Chair**

- Section 1: Regional Representatives attend meetings of the Executive Board and of the Council of Regional Representatives.
- Section 2: Regional Representatives shall communicate at least once each year with their constituents and organize at least one meeting or project in their own or in an adjacent region for members and those eligible for membership. Ideally this meeting should be held in a season different from that of the annual meeting of the Organization.
- Section 3: Regional Representatives shall perform other duties as directed by their Chair, the President, the Executive Committee, or the Executive Board.
- Section 4: The Chair of the Regional Representatives shall serve for as many one-year terms as elected by the Council of Regional Representatives. Duties include, but are not limited to: convening the regional representatives for regular meetings, maintaining communications with all Regional Representatives, and serving as a member of the Executive Committee and Nominating Committees.
- Section 5: All Regional Representatives and their Chair shall maintain a file related to their participation on the Executive Board and the Council of Regional Representatives and transfer this file to the new Representative or Chair in advance of that person's first Executive Board or Council of Regional Representatives meeting.

#### **Article V: Duties of Organizational Representatives**

- Section 1: Organizational Representatives attend meetings of the Executive Board and of their own organization, informing both groups about issues and actions of common concern. Other duties include, but are not limited to: contributing calendar items and articles to publications of both organizations, suggesting sessions and events for the annual conference, requesting MCTLC assistance with organizational projects or awards programs, and promoting positive relations between the two organizations.
- Section 2: Organizational Representatives shall notify the MCTLC President when replaced and provide full contact information for their replacements.
- Section 3: Organizational Representatives shall maintain a file related to their participation on the Executive Board and transfer this file to any new Organizational Representative in advance of that person's first Executive Board meeting.
- Section 4: Organizational Representatives may perform other duties as requested by the President, the Executive Committee, or the Executive Board.

#### **Article VI: Committees and Appointments**

- Section 1: The President or President-Elect shall nominate and the Executive Board shall elect, at the meeting prior to the annual meeting, the Editor(s) of the Organization's journal, the Membership Chair, the Historian the Webmaster, and the Advocacy Chair. Duties for these positions shall be established by the Executive Committee, approved by the Executive Board, reviewed annually by the Executive Committee, and maintained and distributed by the Secretary. All persons appointed to these positions shall maintain accurate records of their activities and relinquish these records to their successor prior to their leaving the position.
- Section 2: The President shall nominate chairs for all committees established by the Executive Board according to timelines determined by the Executive Board, which shall approve all such nominations.
- Section 3: Committees shall include, but not be restricted to: Fall Conference, Awards, Finance, Professional Issues, Membership, Nominating, and Publications.
- Section 4: Membership, size, duties, and Executive Committee liaison for all committees shall be determined by the Executive Board. Vacancies shall be filled by the Executive Committee.
- Section 5: Committee policies and procedures shall be established by the Executive Board and recorded in files maintained by the Secretary.

#### **Article VII: Quorum**

- Section 1: The quorum required to conduct business at the annual meeting of the Organization shall be the number present in person provided that written notice of the meeting was given to the membership at least thirty (30) days prior to the meeting.
- Section 2: The quorum required to conduct business at any meeting of the Executive Board shall be one more than half of the total voting membership of the Executive Board,

except in the case of amending the bylaws, when the number must be at least two-thirds of the full voting membership of the Board.

#### **Article VIII: Amendments**

These bylaws may be amended without previous notice by a two-thirds vote of the full voting membership of the Executive Board, at any official meeting of the Executive Board, provided that no change in the bylaws shall take effect until thirty (30) days after the change has been made. All changes in the bylaws shall be printed in the next issue of the Organization's journal following their adoption.

*Approved after the July 2013 Summer Retreat meeting of the Executive Board*