

The Constitution & By-Laws
of the Florida Foreign Language Association, Inc.
An affiliate of the American Council on the Teaching of Foreign Languages
Amended October 20, 2018

ARTICLE I. NAME AND PURPOSE

This organization shall be known as the Florida Foreign Language Association Inc. (“FFLA”) It shall be a non-profit educational organization devoted to the teaching, use, and study of world languages and cultures. It shall provide professional development and support to its members.

ARTICLE II. MEMBERSHIP AND DUES

Section 1. Any person interested in the teaching, use, or study of any world language or culture may become a member by paying annual dues.

Section 2. College students who are studying world languages or cultures may become student members.

Section 3. Annual dues for membership shall be determined by a majority vote of the Board. Student and retired members’ dues shall be one-half of those of regular members. Dues shall be for a twelve-month period. Dues must be paid by January 1 each year, beginning January 1, 2019. Past-Presidents and Executive Directors pay no annual dues and are members for life.

Section 4. FFLA encourages the formation of, and affiliation with statewide non-profit organizations with a professional interest in world language and the teaching of such. Any organization whose main goal is the study of world languages may request affiliation with FFLA. Affiliate organizations must assume financial responsibility for their board representative (includes but is not limited to lodging, meals, plaques, and fundraising donations).

ARTICLE III. OFFICERS AND DIRECTORS

Section 1. Any active member of FFLA is eligible for a position of officer or as a member of the Board. Eligibility for the Regional Directors shall be determined by their place of residence in the regions designated by the Board.

Section 2. The governing body of FFLA shall be a Board of Directors (“the Board”) consisting of President, Past-President, President-Elect, Executive Director, Parliamentarian, Historian, Conference Chair, Advocacy Chair, Development Chair, and Recording Secretary; two elected representatives from among the Regional Directors; the

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Presidents (or appointed representatives) of the associated organizations which have been granted representation; and a representative of the State Department of Education.

Section 3. The officers of the Association shall be: President, President-Elect, Past-President, Executive Director, Parliamentarian, Historian, Conference Chair, Advocacy Chair, Development Chair, and Recording Secretary. The officers shall constitute the Executive Committee of the organization.

Section 4. The President-Elect shall be elected each year. A call for nominations will be made in the spring. Nominees will be vetted by an Election Committee and approved by the Board. Voting will take place electronically in the fall. Results will be reported on the FFLA website. The President-Elect will be invited to attend all board meetings thereafter.

Section 5. All members of the Board will be responsible and accountable for maintaining the financial integrity and solvency of FFLA.

Section 6. An Executive Director shall be selected by a committee of board members and approved by a majority vote of the entire board when a vacancy occurs.

Section 7. The President, President-Elect and Past-President (hereinafter “The Presidential Team”) shall appoint a Recording Secretary, Historian, Parliamentarian, Conference Chair, Advocacy Chair, and Development Chair for one-year terms. The Parliamentarian and Historian are considered members of the board but may not vote.

Section 8. The Presidential Team will appoint Regional Directors from applications submitted by those interested in serving. Regional Directors will serve terms of two years and may reapply. Eligibility for Regional Directors shall be determined by their place of residence or employment in the regions designated by the Board. There will be one director for each region. Vacancies will be announced on the website as they become available. Applications will be accepted via email to the Presidential Team during the spring of each year. Even numbered regions will become vacant on even numbered years and odd numbered regions will become vacant on odd numbered years. All interested active members, including incumbents, may apply for the positions. Appointments will be announced on the FFLA website and at the general membership meeting in October. At the annual conference, all Regional Directors will convene to elect two voting Board Members, one representing odd numbered regions and the other representing even numbered regions.

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ARTICLE IV. POWERS AND PROCEDURES

Section 1. The organization will maintain and follow a Policy and Procedures Manual to be reviewed and updated as needed.

Section 2. The President shall preside over meetings of the Association; will be listed on the bank account and be privy to all financial records; shall appoint committees whose election is not otherwise specified; is an ex-officio member of all committees; and shall advise the committees and officers of the Association. The President shall appoint a qualified member to any office, which may be vacated before the expiration of the term of that office; this appointment will continue until the next annual meeting of the Association. The President shall become the Past-President following their conference, and shall remain as a member of the Board for one year.

Section 3. The President-Elect shall act for the President in case of the latter's absence or disability. The President-Elect shall succeed to the Presidency upon the death or resignation of the President.

Section 4. The Past-President shall work collaboratively with the President and the President-Elect to provide a smooth transition for upcoming Presidents and shall serve as a mentor to the Board. The Past-President assists the Board in forming necessary committees, developing Regional Directors, and making general recommendations. In addition, the Past-President shall assist the President in all matters concerning interpretation of the Bylaws and shall be responsible for ensuring the actions of the Board are in accordance with the Bylaws.

Section 5. In the event that the President-Elect is unable to assume the office of President, a special election will be held for the office of President of the Association at the annual meeting of the Association. In which case, the Board will appoint an interim President-Elect.

Section 6. The President-Elect will become President beginning with the board meeting held at the end of their term. They shall serve as President in accordance with the roles and responsibilities as outlined in the Policies and Procedures Manual.

Section 7. The Executive Committee shall fulfill the executive functions of the Board and shall be responsible for implementing the Articles and By-Laws of the Constitution and Policies and Procedures of the Association.

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Section 8. The Executive Director shall collect, disburse, and account for all monies, and maintain all permanent records, which includes but is not limited to fiscal, membership, conference and all official correspondence with the Internal Revenue Service (IRS), State of Florida, and maintain documentation of the non-profit status of the Association. The Executive Director shall present such records as required by the Board. A comprehensive financial report shall be distributed to the Board as well as at the annual meeting of the Association. Any expenditures exceeding \$500.00, with the exception of those expenditures necessary for the running of the Association, shall be subject to the approval of the Executive Committee. The Executive Director is considered a member of the Board, but may not vote. The Executive Director shall attend all business meetings of the Association.

Section 9. The Parliamentarian shall assist the President in all matters concerning interpretation of the Articles of the Constitution, interpretation of the By-Laws and recommendations for appropriate change or addition to the Constitution or By-Laws. The Parliamentarian will attend all meetings of the Executive Committee, as well as meetings of the full Board, and the annual Business Meeting of the Association.

Section 10. The Historian will serve as record keeper of all important documents that record the history of the organization, which may include but is not limited to award winners, elected officers, and changes in Bylaws. The Historian will keep an accurate record of all motions taken by the Board. The Historian will archive and have immediate access to all minutes taken to serve as a reference for the Board when there is any uncertainty over previous actions taken. Records of minutes will be available to the general public to review upon request.

Section 11. The Conference Chair assists the President and Executive Director in preparing and conducting the business of the annual conference.

Section 12. The Recording Secretary shall record the attendance of all Board Members present at regular meetings of the Board and is responsible for producing minutes of all said board meetings.

Section 13. The Board shall take responsibility for the Association's affairs not assigned specifically by the Constitution to any office or committee.

Section 14. Members of the Executive Committee and the Board are expected to be at every Board meeting. In the event that a member misses two consecutive Board meetings,

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the Board reserves the right to appoint an interim representative for the remainder of their term.

ARTICLE V. COMMITTEES

Committees may be appointed based on current needs. Committee members shall be chosen from the Board or from FFLA members in good standing.

ARTICLE VI. MEETINGS

Section 1. An annual Fall Conference and Business Meeting shall be held at a time and place determined by the President, Conference Coordinator and the Executive Committee.

Section 2. The Board shall meet quarterly. Meetings may be held electronically. Additional Board meetings may be called by the President provided notice is given to each Board member at least 15 days prior to such meetings. The President may call an Executive Committee meeting at any time. All meetings will be held according to the rules of the Sunshine State Law, Section 286.011, Florida Statutes.

ARTICLE VII. INDEMNITIES AND LIMITATIONS OF LIABILITY

To the fullest extent that the laws of the State of Florida permit, elimination or limitation of the liability of Board' members, no Board member or officer shall be personally liable for monetary damages as such for any action taken or any failure to take any action as a Board member.

ARTICLE VIII. AMENDMENTS

Amendments to the Constitution and By-Laws must be submitted to the Parliamentarian by any member or group of members for presentation at a Board meeting of the Association. Proposed amendments must be published on the official FFLA website 30 days before a vote can take place. The Constitution may be amended at the annual Business Meeting by a two-thirds vote of the active members present, and upon approval shall become effective immediately.

ARTICLE IX. DISSOLUTION

In the event that FFLA ceases to exist as an association, any funds remaining after all obligations have been paid will be donated to and divided equally among the active affiliated associations.