

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 **Floridians for Language Advocacy/Acquisition, Inc.** ~~the Florida Foreign Language Association Inc.~~ (hereinafter "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.

Rationale: Current trends in second language learning is to move away from the term *foreign language*. Second languages are used domestically, and it is increasingly common to encounter native users as our world becomes increasingly connected due to technological advances. Previous revisions to the Constitution & By-Laws have already been adjusted by changing references to *world language*. Using "Floridians for Language Advocacy/Acquisition" allows the organization to remain "FFLA" and addresses the professional movement away from outdated terminology. In researching the expense of making a name change, accounting experts have assured the Board of Directors that the cost would be under \$100.

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

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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 or employment in the regions designated by the Board.

Rationale: With the advent of virtual learning and in our larger metropolitan areas where teachers live outside the region in where they work, the professional networks of our regional directors may lie outside their place of residence. This change seeks to reflect current trends, while requiring directors to maintain a vested interest in the region of Florida where they are most invested.

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, Recording Secretary and Treasurer; ~~two~~ three elected representatives from among the Regional Directors; and the ~~Presidents (or~~ appointed representatives) of the associated organizations which have been granted representation; ~~and a representative of the State Department of Education.~~

Rationale: Historically, the presidents of the affiliated leagues have served on the FFLA Board of Directors; however, this does not follow best practices according to the standards for nonprofit organizations. It is a conflict of interest for anyone to serve on the board of two organizations with similar missions. Additionally, FFLA needs Board members who are solely dedicated to FFLA. Association presidents are desperately needed by their respective organizations and do not have the time needed to advance the mission and vision of FFLA. Additionally, the State Board of Education will not allow a representative to serve on the Board as it is a conflict of interest with their current employment. The change from two to three voting Regional Directors will be explained below.

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

Section 4. The President-Elect shall be elected ~~each~~ every two years. 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.

Note: To protect against a loss of institutional knowledge, to follow the practices of the Southern Conference on Language Teaching (SCOLT), and to follow the trends of other major nonprofit organizations, it is advisable to extend the terms of officers to two years.

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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, **and** Parliamentarian, ~~Conference Chair, Advocacy Chair, and Development Chair~~ for two-year terms. ~~The Presidential Team shall work with the current Advocacy Chair, Capital Development Chair, and Conference Chair to appoint a successor to serve four-year terms to be divided as follows: two years as Co-Chair followed by two years as Chair. Upon approval of the full Board of Directors, the Presidential Team shall select a Treasurer to manage financial transactions of the organization. In the event the Treasurer becomes a paid position, the Treasurer will become a non-voting member of the Board.~~ The Parliamentarian, ~~Conference Co-Chair, Advocacy Co-Chair, Co-Chair of Capital Development, Treasurer, Executive Director,~~ and Historian are considered members of the board but may not vote.

Rationale: The Conference Chair, Advocacy Chair, and Development Chair are important positions that require experience integral to the success of FFLA. Changing these positions to four-year terms provides stability and protects the organization against a potentially devastating loss of institutional knowledge. In addition, the workload expected from these positions is an unreasonable expectation for a volunteer. Having a Co-Chair provides the extra assistance needed and provides an opportunity for mentoring future leaders.

Based on best practices for nonprofit organizations and the advice of our accountant, FFLA must have someone other than the president and executive director to manage the organization’s finances. This is a large task with a unique skillset in bookkeeping; therefore, this may need to be a paid position.

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

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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~~three voting Board Members, one representing North Florida (Regions 1-5), one representing Central Florida (Regions 6-12)~~odd-numbered regions~~ and ~~the other~~one representing South Florida (Regions 13-16) ~~representing even-numbered regions.~~

Rationale: This follows the “three Floridas” concept, with connecting regions having more in common than the pre-existing odd/even model. (e.g. Region 2 in the Panhandle has little in common with Region 14 in Palm Beach County).

Section 9: Any immediate family of a board member will be excluded from consideration for board membership. Board members and their immediate family members will also be excluded from consideration for any position within a committee of the board that would be supervisory to or supervised by a member of their immediate family. There shall be no immediate family relation among members of the board or within any chain of command within the organization.

For purposes of the above, "immediate family" refers to any spouse, domestic partner, cohabitant, child, stepchild, grandchild, parent, stepparent, mother-in-law, father-in-law, son-in-law, daughter-in-law, grandparent, great grandparent, brother, sister, half-brother, half-sister, stepsibling, brother-in-law, sister-in-law, aunt, uncle, niece, nephew, or first cousin (that is, a child of an aunt or uncle).

Rationale: While this has never been an issue, including a nepotism clause follows best practices for nonprofit organizations, especially when it comes to grant writing.

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 ~~two-year term~~conference, and shall remain as a member of the Board for ~~one year~~two years.

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Rationale: As mentioned previously, best practices for nonprofits dictate the president and executive director not be attached to the organization bank account. An additional advantage of having a two-year terms is the President will still have an opportunity to preside over at least one conference in the event that one year's conference is canceled due to unforeseen circumstances (pandemic, hurricane, etc.).

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.

Section 8. The ~~Executive Director~~Treasurer 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~~Treasurer 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 non-budgeted expenditures exceeding ~~\$500.00~~1,000, 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~~

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~~a member of the Board, but may not vote. The Executive Director shall attend all business meetings of the Association.~~

Rationale: These changes define the responsibilities of the Treasurer and include many responsibilities previously assigned to the Executive Director. The rationale for these changes was described previously under Article III, Section 7. Due to inflation, the maximum transaction amount needs to be raised. The current limit was established nearly 20 years ago.

Section 9. The Executive Director is responsible for overall leadership, strategic planning, and management of FFLA. They oversee day-to-day operations, ensure the organization's mission is carried out effectively, manage staff and resources, foster relationships with stakeholders, and oversee fundraising efforts implemented by the Capital Development Chair. The Executive Director shall maintain documentation of the non-profit status of the Association with the Internal Revenue Service and the State of Florida. 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.

Rationale: The latter portion of this section is identical to portions of the Executive Director description under Section 8 of the current bylaws. Additional verbiage was added to describe the responsibilities of the Executive Director in most nonprofit organizations.

Section 910. 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 1011. 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. The Historian is responsible for maintaining the digital files of the Association, including but not limited to files saved virtually and any resource library published to the Association website.

Rationale: Additional responsibilities have been added to correspond with current trends.

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Section ~~11~~12. The Advocacy Chair assists the President and Executive Director in promoting language acquisition, growing Association membership, and representing the Association on state, regional, and national Boards, and recognizing students and educators through awards and scholarships.

Rationale: The role and responsibilities of the Advocacy Chair was previously undefined. FFLA is a member of JNCL-NCLIS and the Modern Language Association, both of which invite the Association to participate in national meetings and committee work. Previously, this responsibility was fulfilled by the President and President Elect. Removing this responsibility not only eliminates any conflict of interest and makes their roles more manageable. Removing award recognition from the Conference Chair makes that role more manageable. This also provides the Association with an opportunity to develop new leaders.

Section 13. The Capital Development Chair assists the President, Treasurer, and Executive Director in supporting the long-term financial sustainability of the Association. Activities may include but not limited to managing direct-giving campaigns such as silent auctions, scholarships, and endowments.

Rationale: The role and responsibilities of the Capital Development Chair was previously undefined. Removing the silent auction responsibilities from the Conference Chair makes that role more manageable.

Section 14. The Conference Chair assists the President, Treasurer, and Executive Director in preparing and conducting the business logistics of the annual conference, including but not limited to collecting and reviewing proposals; developing a conference theme and program; coordinating registration and site-based volunteers; and keeping conference expenditures within the guidelines of the conference budget.

Rationale: Add additional clarity to the role of the Conference Chair.

Section ~~12~~15. 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~~16. The Board shall take responsibility for the Association's affairs not assigned specifically by the Constitution to any office or committee.

Section ~~14~~17. 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~~ Chair 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.