

## **By-Laws of the**

### **Kentucky World Language Association**

#### **ARTICLE I**

##### **General**

- Section 1.1 The name of the corporation is the Kentucky World Language Association, Inc, hereinafter, KWLA.
- Section 1.2 The registered office of the KWLA shall be located in the Commonwealth of Kentucky. KWLA may have any number of offices at such places as the Board may determine.
- Section 1.3 The fiscal year of KWLA shall begin on July 1 and end June 30.
- Section 1.4 Mission: The mission of KWLA is to support, promote and advocate for the teaching and learning of a variety of world languages and cultures.
- Section 1.5 Purpose:
- To affect state policy and practice in language education. KWLA shall
- (a) Support, promote and advocate the teaching and learning of a variety of world languages and cultures,
  - (b) Serve as a clearinghouse for data, information and research relevant to effective programs and practices in the learning and teaching of world languages and cultures,
  - (c) Serve as provider of professional development for preschool through college teachers of world languages and cultures,
  - (d) Work in collaboration with other organizations to advance and support and foster quality teaching, learning and leadership,
  - (e) Identify and advocate positions on key issues in support of the vision and mission of the organization,

#### **ARTICLE II**

##### **Members**

- Section 2.1 Membership. There shall be four (4) classes of membership: Regular, student, retired and supporter
- (1) Those eligible for regular membership are educators and those non-retired persons working in other fields to promote the cause of world language education. Regular members in good standing shall have full voting privileges.
  - (2) Those eligible for student membership are full time enrolled students not currently in a teaching position with exception of university TAs. Student membership in good standing shall have full voting privileges.
  - (3) Those eligible for retired membership are former language educators. Retired membership in good standing shall have full voting privileges.
  - (4)
- Section 2.2 Dues.

- (a) The annual dues, method of payment, and membership criteria shall be determined by the Board of Directors. Membership year shall be from October 1 to September 30.
- (b) A member who fails to pay dues within sixty (60) days following their due date will not be considered to be in good standing and will not be entitled to the rights and privileges of membership. Any such member may be terminated as a member thirty (30) days after notice is sent to the member explaining the reason for termination and providing the member an opportunity to pay the amounts due or, in the alternative, to meet with the Board of Directors to explain the failure to pay. Any member who has been terminated for non-payment of dues may be reinstated at the discretion of the Board of Directors upon payment of such amounts as may be determined by the Board.

Section 2.3 Annual Meeting. The annual meeting of KWLA shall take place in conjunction with the Annual Conference. At least thirty (30) days' written and/or emailed advance notice of the annual meeting shall be sent to each member.

Section 2.4 Special Meetings. Other meetings of KWLA may be arranged upon decision of the Board of Directors or on petition by twenty-five (25) members. Notices of special meetings shall be written and sent to the membership no less than thirty (30) nor more than sixty (60) days in advance of the meeting date.

Section 2.5 Quorum. At all meetings of members, those members present at the meeting shall constitute a quorum. Proxies received in writing (letter, facsimile, or email) shall be included in the determination of a quorum.

### **ARTICLE III Officers/Directors**

Section 3.1 Number and Term: Authority. The Board of Directors shall consist of at least five (5) Elected Officers, at least seven (7) Elected Directors, and three (3) Ex-Officio officers. Each Officer and Director shall be elected for a term of office to expire two (2) years from the January 1st following the date of election and through December of the second year in office, unless otherwise noted. The Elected Officers shall consist of President, Immediate Past President, President Elect, Treasurer, and Secretary. The Elected Directors shall consist of the Presidents and/or Representatives of the constituent language groups, University Liaison, Communications Director, and Regional Representative Liaison. Other Ex Officio officers may be nominated and elected by vote of the Executive Board on an as needed basis.

The Officers and Directors shall serve on the Board of Directors until their successors are elected and qualified, or until the earlier of their death, resignation, disqualification, or removal by the majority of the Board. The Officers and Directors shall have no authority to bind KWLA except when acting as a Board or Committee Member established by the Board of Directors and granted authority to bind KWLA. Officers and Directors shall not be entitled to compensation for serving on the Board of Directors, however this does not preclude Officer or Director being reimbursed for authorized travel and/or other expenses incurred in conjunction with performance of duties.

Section 3.2 Election of Officers

The President will annually appoint a Nominating Committee to prepare a slate of nominees for the Board. The slate will be presented to the membership for approval at the annual meeting. The Election of Regional Representative Liaison to serve as Officer will be chosen by all Commonwealth of Kentucky Regional Representatives.

- Section 3.3 Quorum. At least two-thirds (2/3) of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Officers and Directors present shall be the act of the Board of Directors.
- Section 3.4 Vacancies. Any vacancy in the Elected Officers from whatever cause arising may be filled by selection of a new Officer by a majority vote of the remaining members of the Board of Directors (even if less than quorum). The term of the new Officer elected or selected to fill a vacancy shall expire at the end of the term for which such Officer's predecessor was elected.
- Section 3.5 Annual and Regular Meetings. The Board of Directors shall meet annually, at a time and place specified by the Board, for the purpose of electing officers and conducting such other KWLA business as shall come before the meeting. In addition to the annual meeting, other regular meetings of the Board of Directors may be held on such dates and at such times and at such places as shall be fixed by resolution adopted by the Board of Directors and shall be presided over by the President.
- Section 3.6 Special Meetings. The President may call a special meeting of the Board of Directors and must call a special meeting of the Board of Directors upon receipt of a written request signed by a majority of the Officers and Directors. Each Officer and Director must have three (3) days notice of said meeting. Notice must specify the purpose or purposes of meeting and shall be communicated in writing, by U.S. Postal Service, by facsimile, electronic or other similar form of communication. Notice of any meeting of the Board may be waived by any Officer or Director in writing at any time if the waiver is signed by the Officer or Director entitled to the notice and is filed with the minutes or corporate records.
- Section 3.7 Participation by Conference Telephone. The Board of Directors may permit any or all Officers and Directors to participate in a regular or special meeting by, or through the use of, any means of communication, such as conference telephone or by internet based meetings by which all Officers or Directors participating may simultaneously hear or read during the meeting. An Officer or Director participating in a meeting by such means shall be deemed to be present in person at the meeting.
- Section 3.8 Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each Officer or Director and included in the minutes or files with the corporate records reflecting the action taken. Action taken under this Section is effective when the last Officer or Director signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.
- Section 3.9 Committees of the Board of Directors.
- (a) The Board of Directors may create one or more committees by resolution of the Board of Directors adopted by a majority of all the Officers and Directors in office when the resolution is adopted. Each committee may have one or more members and all the members of a committee shall serve at the pleasure of the President.

- (b) To the extent specified by the Board of Directors in the resolutions creating a committee, each committee may exercise all of the authority of the Board of Directors; provided, however, that a committee may not:
- (1) Authorize any distributions without consent of the President.
  - (2) Approve or propose to members: 1) dissolution, 2) merger, 3) sale, 4) pledge or 5) transfer of all or substantially all of KWLA's assets.
  - (3) Elect, appoint or remove Officers or Directors or fill vacancies on the Board of Directors or on any of its committees.
  - (4) Adopt, amend, repeal or waive any provisions of KWLA's Articles of Incorporation or By-Laws.
  - (5) Make or set policy, except for Association Committees, which have policy setting authority for the association.

**Section 3.10** Executive Committee. There shall be an Executive Committee consisting of the Officers of KWLA: President, Past President, President-Elect, Secretary, and Treasurer,. The Executive Committee shall have the power to act for the Board of Directors in the interim between meetings of the Board in the management of KWLA's affairs and shall oversee all the management and business functions. The Board of Directors may restrict the powers of the Executive Committee as it deems appropriate and may provide for the manner in which the Executive Committee exercises such powers. The Executive Committee shall report to the Board of Directors at the Board's annual meeting all actions taken.

**Section 3.11** Officers. The Board of Directors shall elect a President who shall serve as KWLA's general officer and be responsible for the day to day administration of KWLA. The President shall serve at the pleasure of the Board of Directors and may be removed, with or without cause, by the Board at any time. The President shall preside at all meetings of the members, the Board of Directors and the Executive Committee. President-Elect shall, in the absence of the President, preside over any meeting.

The Treasurer shall have general care of all funds of KWLA and shall oversee the deposit of such funds in the name of KWLA in such bank or depository as shall be agreed upon by the Board of Directors. When requested to do so, the Treasurer will prepare and present a report, at least annually. He/she shall keep accurate accounts of all money received and paid out and upon request shall open his/her books to any member of the Board of Directors. The Treasurer may be bonded by an indemnity bonding company for such an amount as the Executive Committee may direct.

The Secretary shall keep accurate minutes of the meetings of the Board of Directors and see that copies of the minutes of the meetings are provided to all Officers. The Secretary shall be responsible for sending all notices of meetings. The Secretary shall be responsible for conducting the correspondence and record keeping of the Board of Directors. The Past President shall serve on the Board of Directors and Executive Committee Immediate Past President shall serve as mentor to current President.

**Section 3.12** Salaries. There shall be no salary paid to any officer or director of the association. The association may pay necessary traveling and other expenses of the officers and director or members of the Board of Directors in attending all meetings of the association. All expenses of the officers, directors and members of the Board of Directors shall be reviewed by the Executive Committee annually and a policy on expenses outlined.

Section 3.13 Removal. The Board of Directors may remove any Officer or Director from office at any time with cause whenever two-thirds (2/3) of the Officers and Directors eligible to vote for such office shall vote in favor of removal. Vacancies in such offices, however occurring, may be filled by the members of the Board of Directors eligible to vote for such office at any meeting of the Board.

**ARTICLE IV**  
**Financial Transactions**

Section 4.1 All financial transactions shall be made in the name of KWLA by such officers or persons as the Board of Directors shall designate from time to time by resolution adopted thereby and included in the minute book of the association.

**ARTICLE V**  
**Execution of Documents**

Section 5.1 The President or any officer or director designated by the President may, in KWLA's name, sign all deeds, leases, contracts or other similar documents that may be authorized by the Board of Directors unless execution is otherwise provided for, required, or directed by the Board of Directors, KWLA's Articles of Incorporation or other law.

**ARTICLE VI**  
**Amendments**

Section 6.1 The By-Laws may be rescinded, changed or amended and provisions hereof may be waived by a two-thirds (2/3) vote of the entire Board of Directors or by the active members, voting at the annual meeting.