



Bylaws of ¹~~SEP~~ the Ohio Foreign Language Association, Inc. (1977)
(A Not-for-Profit Corporation)

Amended: 4/78; 3/82; 4/86; 3/88; 3/90; 3/92; 3/96; 3/98; 3/02; 3/05; 5/07(corrected/updated); 4/08; 4/09; 4/11; 4/14; 3/16; 4/17; 4/20; 4/22

Article I
Purpose

1. The purpose of this Corporation shall be to promote the study of world languages at all levels of instruction especially within Ohio. The Corporation is organized exclusively for charitable, educational, or scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. The Ohio Foreign Language Association shall assume a proactive, leadership role within the profession and provide services to all world language educators, including those of modern, ancient, less-commonly-taught languages, and English as a Second Language. These activities shall be carried out by committees or individuals appointed by the board. When necessary or desirable, the board shall indicate approaches to be followed to accomplish these activities.

Article II
Offices

The principal office of the Corporation shall be located in Columbus, Ohio. The Corporation may also have such offices at such other places within the state as the Executive Board may from time to time determine.

Article III
Members

1.
 - (A) The persons signing the Certificate of Incorporation shall be the first members of the Corporation. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be presented by regulations duly adopted by the Corporation at the annual meeting, consistent with the provisions of paragraph 1(c) of this Article III.
 - (B) The right of interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, expulsion, dissolution, liquidation of the Corporation, ineligibility, or non-payment of dues.
 - (C) Membership in the Ohio Foreign Language Association, Inc. (hereafter called Association) shall be two classifications:
 - (1) Professional Membership. Any current or former foreign language educator may become a Professional Member of the Association upon payment of the annual dues. Professional members shall have all the rights of membership in the Association, including the right to vote and to hold office.
 - (2) Student Membership. Any full-time foreign language graduate or undergraduate student may become a student member upon payment of the annual dues. Student members shall have all the rights of membership in the Association, except for the right to vote and to hold office. No one may remain a student member who is no longer a full-time student, and in no case may anyone be a student member for more than a total of six years. For the purpose of membership, graduate teaching assistants are defined as full-time students.



2. Members shall adhere to the Code of Ethics of the Educational Professions.
3.
 - (A) The Annual Meeting of Members of the Corporation shall be held during the Annual Spring Conference which shall be held on such date or dates as shall be fixed from time to time by the Executive Board of the Corporation. The first Annual Meeting shall be held on a date within twelve months after the formation of the Corporation. Each successive Annual Meeting shall be held on a date not more than twelve months following the preceding Annual Meeting. Special Meetings of members may be held on such date or dates as shall be permitted by law or by these Bylaws. Notwithstanding anything containing herein to the contrary, the Executive Board shall in case of an emergency have the authority to postpone or cancel the Annual Meeting.
 - (B) Any Annual or Special Meeting of members may be held at such place within or without the state as the Executive Board of the Corporation may from time to time fix. In the event the Executive Board shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then in such event such meeting shall be held at the principal office of the Corporation.
 - (C) Annual or Special Meeting of Members may be called by the Executive Board or by any office of the Corporation instructed to do so by the Executive Board, except to the extent that directors may be required by law to call a meeting, and shall be called by the Editor of *The Cardinal* on behalf of the members when required to do so by law.
 - (D) Written notice stating the place, day, and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state the business to be transacted at the meeting and for the transaction of such other business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At the Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of the meeting shall be given in a manner and at a time determined by the Executive Board.
 - (E) A majority of votes cast shall be required to conduct business at the Annual Meeting.
 - (F) Robert's Rules of Order shall be followed at the Annual Meeting and at Executive Board meetings unless otherwise indicated by these Bylaws.

Article IV Executive Board

1.
 - (A) The Executive Board shall consist of voting members and nonvoting members.
 - (B) Voting members of the Executive Board shall be the President, the President-Elect, the Executive Vice President, the Immediate Past President, the Public Relations & Advocacy Chair, the Membership Chair, the Editor for Electronic Media, the Editor of *The Cardinal*, the Executive Treasurer, the Professional Development Chair, the Parliamentarian & Bylaws Chair, and the Elected Chairpersons of the Standing Committees.
 - (C) Nonvoting members of the Executive Board shall be the State World Languages Consultant(s), an Assistant to the President, and such other persons as the President, with the concurrence of the voting members of the Executive Board, shall appoint.
2.
 - (A) The Executive Board shall meet no fewer than four times a year. Such regularly scheduled meetings shall be announced at least 30 days in advance of the meeting.
 - (B) The Executive Board may be called to conduct business of the Corporation at the discretion



- of the President. The Executive Board may also meet by request of a majority of the voting members of the Executive Board.
3.
 - (A) The Executive Board shall direct the activities of the Corporation, in accordance with the provisions of the law, the Articles of In Corporation, and these Bylaws subject to the approval of the Professional Members through voting procedures established by the Executive Board.
 - (B) Action shall be taken by the Executive Board by a majority of the voting members present.
 - (C) The Executive Board shall take action on matters that cannot be deferred until the next Annual Conference.
 - (D) The Executive Board shall approve all appointments.
 - (E) The Executive Board shall set the dues of the Corporation.
 - (F) The Executive Board shall approve all expenditures of the Corporation with the advice and recommendations of the Executive Treasurer.
 4. The corporate logo shall be in such form as the Executive Board shall from time to time prescribe.

Article V Executive Officers

1. The officers of the Corporation shall consist of the President, the President-Elect, the Executive Vice President, the Immediate Past President, the Public Relations & Advocacy Chair, the Membership Chair, the Editor for Electronic Media, the Editor of *The Cardinal*, the Executive Treasurer, the Professional Development Chair, and the Parliamentarian & Bylaws Chair.
2. The duties of the President shall be as follows:
 - (A) Serve for a term of one (1) year, and following completion of his or her year as President, shall become Immediate Past President.
 - (B) See that all business of the Corporation and of the Annual Conference is carried out.
 - (C) Take action on all necessary matters that cannot be deferred until the next Executive Board meeting, subject to approval of the Executive Board.
 - (D) Call Executive Board meetings no fewer than four (4) times during a year.
 - (E) Serve as presiding officer at Executive Board meetings and at the Annual Meeting.
 - (F) Establish ad hoc committees when necessary and appoint Chairpersons thereof.
 - (G) Assign the various responsibilities for the Annual Conference, including the Program and Registration, AV, Hospitality, and Publicity.
 - (H) Fill by appointment any vacancy among the officers as required by the Bylaws.
 - (I) Execute all necessary documents pertaining to the Corporation with the Executive Treasurer.
 - (J) Represent the Corporation, or designate an alternate, with other educational groups, or with community, state or national groups, except for those official affiliations whose delegates are



elected by the Executive Board.

- (K) Write a letter for each issue of *The Cardinal*.
3. The duties of the President-Elect shall be as follows:
- (A) Serve a term of one (1) year, and following completion of his or her term as President-Elect, shall become President.
 - (B) Succeed to the Presidency if that office shall become vacant.
 - (C) Carry out duties as requested by the President or the Executive Board.
 - (D) Attend regularly called meetings of the Executive Board.
 - (E) Serve as the Chairperson of the Nominating Committee.
4. The duties of the Executive Vice President shall be as follows:
- (A) Serve for a term of one (1) year, and following completion of his or her term as Executive Vice President, shall become President-Elect.
 - (B) Succeed to the office of President-Elect should that office become vacant.
 - (C) Carry out duties as requested by the President or the Executive Board.
 - (D) Attend regularly called meetings of the Executive Board.
 - (E) Send out notices of the Executive Board Meetings.
5. The duties of the Immediate Past President shall be as follows:
- (A) Serve for a term of one (1) year.
 - (B) Serve as Chairperson of the Awards Committee, whose duties shall be as follows:
 - (1) Determine winners for the established Association Awards, subject to the approval of the Executive Board, and announce the award winners at a session of the Annual Conference designated by the President.
 - (2) May decide, with the consent of the Executive Board, not to confer all awards each year if there are no candidates who adequately meet the qualifications for such awards.
 - (3) Suggest additional awards to the Executive Board, and shall make decisions on those awards subject to approval by the Executive Board.
 - (C) Carry out duties as requested by the President or the Executive Board.
 - (D) Attend regularly scheduled meetings of the Executive Board.
6. The duties of the Public Relations & Advocacy Chair shall be as follows:
- (A) Be responsible for communicating with the members and the public about foreign language teaching.



- (B) Be responsible for monitoring, promoting, and advocating for policies related to foreign language teaching in Ohio.
 - (C) Attend regularly called meetings of the Executive Board.
7. The duties of the Membership Chair shall be as follows:
- (A) Be responsible for collecting dues and other monies pertaining to dues and forwarding them to the Executive Treasurer.
 - (B) Be responsible for maintaining a computerized membership list. This database shall be composed of accurate membership lists and information for various categories of membership within the Corporation.
 - (C) Attend regularly called meetings of the Executive Board.
8. The duties of the of Editor of *The Cardinal* shall be as follows:
- (A) Be responsible for all *The Cardinal* and any printed publications of the Corporation and for all print publicity for the Annual Conference.
 - (B) Be responsible for publication of the official OFLA newsletter, *The Cardinal*, three times each year and additionally as the Executive Board may from time to time direct.
 - (C) Be responsible for publishing electronically all issues of *The Cardinal* to the membership.
 - (D) Collect and disseminate such other foreign language and Corporation news as the Executive Board may direct.
 - (E) Attend regularly called meetings of the Executive Board.
 - (F) Serve as Recorder, whose duties shall be as follows:
 - (1) Be responsible for the minutes of the Annual Meeting and of all Executive Board Meetings.
 - (2) Furnish copies of all minutes to all Executive Board members.
 - (3) Be responsible for maintaining the files of the minutes.
 - (4) Maintain a permanent file containing the Articles of In Corporation and Bylaws of the Corporation, together with a copy of each amendment made thereto and the date of adoption of each amendment.
 - (5) Maintain a permanent file containing official minutes of meetings, the Annual Meeting, officially adopted Executive Board policies, and other official matters.
 - (6) Back up electronically the records required by provisions in Article V, Section 8, F, (1), (3), (4), and (5) annually and give a copy to the President-Elect at the last meeting of the fiscal year.
 - (G) If the position of Editor of *The Cardinal* cannot be filled by a member of the Corporation, the Executive Board may hire an outside editor, who shall not be a member of the Executive Board. In such a case, the President shall appoint a current member of the Executive Board



- to fulfill the Recorder duties as described in Article V, Section 8, F.
9. The duties of the Editor for Electronic Media shall be as follows:
- (A) Be responsible for all electronic media of the Corporation and for all electronic publicity for the Annual Conference.
 - (B) Be responsible for maintenance of the official OFLA website.
 - (C) Collect and disseminate electronically such other foreign language and Corporation news as the Executive Board may direct.
 - (D) Attend regularly called meetings of the Executive Board.
 - (E) If the position of Editor for Electronic Media cannot be filled by a member of the Corporation, the Executive Board may hire an outside editor, who shall not be a member of the Executive Board.
10. The duties of the Executive Treasurer shall be as follows:
- (A) Receive and pay out all monies belonging to the Corporation.
 - (B) Keep an accurate record of receipts, expenditures and accounts, and make each available at the principal office of the Corporation.
 - (C) Keep a file of receipts, bills, returned checks, bank statements, etc.
 - (D) Carry on such correspondence of the organization as may be delegated by the President or the Executive Board.
 - (E) Present a report at the regular Executive Board Meetings and at the Annual Meeting.
 - (F) Aid the President in the execution of all necessary documents pertaining to the Corporation.
 - (G) Attend regularly called meetings of the Executive Board.
 - (H) If the position of Executive Treasurer cannot be filled by a member of the Corporation, the Executive may hire an outside accountant, who shall not be a member of the Executive Board.
11. The duties of the Professional Development Chair shall be as follows:
- (A) Establish, supervise, and coordinate regional meetings, forums, and workshops for purposes of mutual understanding, fellowship, and professional growth.
 - (B) Compile a list of available speakers in the foreign language field for such meetings, forums and workshops, or for such other groups as may be interested.
 - (C) Attend regularly called meetings of the Executive Board.
12. The duties of the Parliamentarian & Bylaws Chair shall be as follows:



- (A) Direct the Bylaws Committee regularly to review the Bylaws of the Corporation and notify the Executive Board when provisions of the Bylaws fail to be observed.
 - (B) The Bylaws Committee shall accept and consider suggested revisions from members and/or shall itself originate suggested revisions, and shall submit these suggested revisions with appropriate recommendations to the Executive Board no later than the regularly scheduled and announced Executive Board meeting prior to the Annual Conference.
 - (C) Attend regularly called meetings of the Executive Board and give necessary advice in parliamentary procedure when requested.
 - (D) It is recommended that a past president of the Corporation serve as Parliamentarian & Bylaws Chair.
13. The Public Relations & Advocacy Chair, the Membership Chair, the Editor for Electronic Media, the Editor of *The Cardinal*, the Professional Development Chair, the Parliamentarian & Bylaws Chair and the Executive Treasurer shall each serve for the term of three (3) years and shall be limited to two consecutive terms in the same office. One officer shall be elected each year in the sequential cycle, in accordance with the provisions of Article VI, Paragraph 4 of these Bylaws.
- (A) Elected officers may be removed from office for the following reasons: failure to carry out duties, failure to renew membership in the Corporation, or failure to meet standards for Professional Membership.
 - (B) An elected officer may be removed by a two-thirds (2/3) vote of the Executive Board, after first being notified of deficiencies at least thirty (30) days in advance of such vote, and if deficiencies have not been corrected by the date of the vote. Such vote shall occur at a regularly scheduled and announced meeting.
14. The President shall fill by appointment a vacancy in the office of the President-Elect, the Executive Vice President, the the Public Relations & Advocacy Chair, the Membership Chair, the Editor for Electronic Media, the Editor of *The Cardinal*, the Executive Treasurer, the Professional Development Chair, or the Parliamentarian & Bylaws Chair. The appointee shall serve until the following Annual Conference, at which time an election shall be held to fill the office for the balance of the term.

SEP

Article VI Elections

1. (A) All Professional Members have the right to vote and are eligible to hold elected office.
- (B) Voting shall be by printed ballot and/or such other means approved by the Executive Board. The Executive Board shall have procedures in place to assure that all votes are confidential and secret.
- (C) Completed ballots shall be returned to the President-Elect or his/her designee no later than one week prior to the opening of the Annual Conference. Ballots shall be tallied by the Nominating Committee or its designee. Ballots postmarked or otherwise dated later than one week prior to the opening of the Annual Conference shall be deemed invalid.



- (D) A plurality of the valid votes cast shall constitute election.
 - (E) Results of the voting shall be announced at the Annual Meeting and ~~again~~ at the awards banquet of the Annual Conference.
2. The Executive Vice President, the Public Relations & Advocacy Chair, the Membership Chair, the Editor for Electronic Media, the Editor of *The Cardinal*, the Executive Treasurer, the Professional Development Chair, and the Parliamentarian & Bylaws Chair shall be elected by the members of the Corporation in accordance with the provisions of Article VI, Paragraphs 3 and 4 of these Bylaws. All officers shall assume their offices no later than July 1.
3. (A) Nominations shall originate within the Nominating Committee. The Nominating Committee shall present a slate of candidates to the President not later than January 15.
4. (A) An Executive Vice President shall be elected each year at the Annual Meeting.
- (B) A candidate for office may also be nominated by a petition signed by not fewer than twenty-five (25) Professional Members of the Corporation. Such petition shall be ~~normally~~ presented to the President not later than January 1.
- (C) The slate of candidates shall be presented to the membership on a printed ballot or by such other means approved by the Executive Board.
- (D) A Public Relations & Advocacy Chair shall be elected at the Annual Meeting in the following years: 2012, 2015 and at three (3) year intervals thereafter.
- (E) A Membership Chair shall be elected at the Annual Meeting in the following years: 2013, 2016 and at three (3) year intervals thereafter.
- (F) An Executive Treasurer shall be elected at the Annual Meeting in the following years: 2012, 2015 and at three (3) year intervals thereafter.
- (G) An Editor of *The Cardinal* shall be elected at the Annual Meeting in the following years: 2013, 2016 and at three (3) year intervals thereafter.
- (H) A Parliamentarian & Bylaws Chair shall be elected at the Annual Meeting in the following years: 2012, 2015 and at three (3) year intervals thereafter.
- (I) A Professional Development Chair shall be elected at the Annual Meeting in the following years: 2014, 2017 and at three (3) year intervals thereafter. A person shall be appointed as prescribed in Article V, Section 14, to fill this position from the date of amendment of these Bylaws until the election of 2014.
- (J) An Editor for Electronic Media shall be elected in 2014, 2017 and at three (3) year intervals thereafter.

Article VII Finances

1. The fiscal year shall begin July 1.
2. Any gifts, special subvention, magazine commissions, membership rebates, or monies from any other source not earmarked for a special purpose shall go to the treasury to be disbursed as



directed by the Executive Board.

Article VIII Committees

1. Standing Committees (voting). The Standing Committees of the Corporation shall be those committees that serve the interests of all the members of the Corporation.
 - (A) Committees shall be established by the Executive Board each year and presented to the Nominating Committee by January 15.
 - (B) Duties of each Committee Chair shall be determined by the one who holds the chair under the guidance of the President of the Executive Board.
 - (C) Chairpersons of the Standing Committees shall serve one (1) year terms and shall serve for no more than three (3) consecutive terms on any one committee.
 - (D) Chairpersons of the Standing Committees shall be current Professional Members of the Corporation.
 - (E) Committee members shall be chosen from the current Professional Members of the Corporation.
 - (F) The slate of committee members shall be submitted to the Executive Board for acceptance at the January meeting of the Board of Directors.
2. Special Interest Committees (non-voting). The Special Interest Committees of the Corporation shall be those committees that serve or represent the interests of certain groups of OFLA members.
 - (A) Other special interest committees may be established upon the acceptance of recommendation of the Executive Board and the approval of two-thirds (2/3) of the members at the Annual Meeting.
3. Ad Hoc Committees (nonvoting). Ad hoc committees may be established by the Executive Board to work on specific problem areas or to deal with current issues confronting foreign language teachers.
4. All committee chairpersons shall be presented for election as a slate at the Annual Meeting, except those designated as nonvoting and the Chairperson of the Nominating Committee, who shall be the President-Elect.
5. Committee members shall be appointed by the committee chairperson in consultation with the President and subject to approval by the Executive Board. Committee members shall be current Professional Members of the Corporation.

Article IX Affiliations

1. By action of the Executive Board, the Corporation may join in the work of other education bodies.
2.
 - (A) Official delegates to the other bodies shall be elected by the Executive Board for the appropriate terms.
 - (B) The President, or such person as may be designated by the President, may temporarily fill



- such a position until an election can be held by the Executive Board.
3. The Editor of *The Cardinal* shall maintain a list of all current affiliations of the Corporation, and shall include in such a list the respective delegates of the Corporation.
 4. The Corporation affiliates shall be as follows:
 - (A) The Corporation shall be an associate member of the Ohio Education Association (OEA). The Corporation shall file an annual report and such information as the OEA Affiliation Committee requests.
 - (B) The Corporation shall be a constituent member organization of the National Federation of Modern Language Teachers Association whose official organ is the Modern Language Journal.
 - (C) The Corporation shall be a constituent member organization of the American Council on the Teaching of Foreign Languages (ACTFL).
 - (D) The Corporation shall be a constituent member organization of the Joint National Committee for Languages (JNCL) and the National Council for Languages and International Studies (NCLIS).
 - (E) The Corporation shall cooperate with the various Ohio language associations, as listed in the Policies.
 5. The Corporation by action of the Executive Board may recognize, sponsor, or establish associate or affiliate foreign language organizations to serve special interest groups within the Corporation whenever such organizations do not conflict with previously recognized Ohio foreign language organizations which themselves are consistent with the purpose of the Corporation.

Article X Dissolution

1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XI Amendments

1. An amendment to these Bylaws may be submitted by the Executive Board, or may be submitted by a petition to the Executive Board signed by no fewer than fifteen members and presented to the President by January 15, but in any case, not later than two (2) weeks prior to the last



Executive Board meeting preceding the Annual Conference.

2. Proposed amendments shall be available to members on the pre-conference election ballot.
3. Voting shall be by the Professional Members through voting procedures approved by the Executive Board.
4. A two thirds (2/3) majority of votes cast by the Professional Members through voting procedures approved by the Executive Board shall be necessary to amend these Bylaws.
5. Amendments shall take effect at the close of the Annual Conference at which they are adopted, or as soon thereafter as implementation is possible, but not later than July 1 after the adoption.