



BYLAWS

ARIZONA LANGUAGE ASSOCIATION, Inc.

SECTION 1 OFFICES AND CORPORATE SEAL

1.1 **PRINCIPAL OFFICE**. The Corporation shall maintain a principal office in Arizona. The Corporation may maintain offices and transact business at any place designated by the Executive Board.

1.2 **CORPORATE SEAL**. There shall be no corporate seal.

1.3 **PURPOSE**. The Purpose of the Corporation shall be to promote interest in the teaching of foreign languages in Arizona. The term "foreign languages", also known as "world languages", is understood to mean, for the purposes of the Corporation, any human language taught to non-native speakers. The Arizona Language Association is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Within this general purpose, the aims of the Corporation shall be, specifically:

- a. To promote foreign languages in the state of Arizona through coordination of foreign language organizations;
- b. To coordinate the teaching of foreign languages in Arizona with all national efforts in promoting the study of foreign languages;
- c. To serve as an information center for the teachers of foreign languages in Arizona;
- d. To encourage teachers to improve their skills in the teaching of foreign languages;
- e. To stimulate enthusiasm, growth, and interest in language teaching among teachers of foreign languages;
- f. To stimulate professional interest among college students training to become teachers of foreign languages;
- g. To promote modern, heritage, and classical languages as basic to education.

1.4 **AFFILIATIONS**. The Arizona Language Association is a constituent of the American Council on the Teaching of Foreign Languages (ACTFL) and an affiliate of the Southwest Conference on Language Teaching (SWCOLT).

SECTION 2 MEMBERS

2.1 QUALIFICATIONS OF MEMBERS. Membership in AZLA is open to all persons interested in the purpose and aims of the Corporation promoting the teaching of foreign languages in Arizona.

2.2 CLASSES OF MEMBERSHIP. There shall be four classes of membership, as follows:

- a. Active Members. Active members shall be defined as persons whose dues are current, or who have a lifetime membership in AZLA. Active members are persons interested in foreign language education in the State of Arizona whose major efforts are in the teaching of foreign languages, the coordination of foreign language programs, or the preparation of teachers of foreign languages. Active members shall be eligible to receive AZLA communications and publications of the Corporation, and shall have the right to vote and to hold office.
- b. Retired Members. Retired members shall be retired people who have been involved in foreign language education and who pay applicable dues. They shall have all the rights and privileges of active members.
- c. Student Members. Student members shall be college students at either the undergraduate or graduate level who plan to become teachers of foreign languages and who pay applicable dues. They shall have all the rights and privileges of active members except the right to hold office.
- d. Patron Members. Associate members shall be persons or institutions interested in foreign language education in the State of Arizona, who pay applicable dues. They shall have all rights of active members except the rights to vote and hold office. Patron members shall have first priority to sponsor and participate in AZLA events.

2.3 ADMISSION OF MEMBERS. Members are admitted by the Executive Board upon submission of membership form and payment of applicable dues.

2.4 VOTING RIGHTS OF MEMBERS. Each active, retired and student member is entitled to one vote, either in person or by proxy. Each active, retired and student member is entitled to elect Executive Board members. It is the responsibility of the member to participate in the election process, whether in person or by proxy.

2.5 OTHER RIGHTS OF MEMBERS. All members in good standing may nominate colleagues and students for awards and scholarships given by the Corporation. All members may participate in professional activities sponsored by the Corporation.

2.6 MEMBERSHIP DUES. The Executive Board shall set membership dues annually. The dues are payable annually, by the end of the month of September, for the academic year. Dues paid after September will not be prorated.

2.7 DUTIES OF MEMBERS. Failure to pay annual dues may result in a loss of voting rights and membership, loss of eligibility for reduced member rates for activities, nomination opportunities, and awards offered by the Corporation.

2.8 RESIGNATION. If a member resigns during any fiscal year, the dues for the year in which the member resigns shall be forfeited.

2.9 PERMANENT SUSPENSION. The Executive Board may suspend a member for any action by the member which the Board, by two-thirds vote, deems inconsistent with the stated purposes and aims of the Corporation. This suspension will be irrevocable, and any dues shall be forfeited and privileges of membership suspended.

SECTION 3 MEETINGS AND VOTING

3.1 ANNUAL MEETING. The Corporation shall hold an annual meeting of members during the fall or on a date designated by the Executive Board. At the annual meeting members shall elect members in good standing to fill vacant positions on the Executive Board and may transact any other business properly brought before the meeting.

3.2 SPECIAL MEETINGS. The President may and the President or the Executive Director shall, on written request of a majority of the Executive Board or of members holding a majority of the outstanding votes of members of the Corporation, call special meetings of the members, for any purpose or purposes unless otherwise prescribed by statute. The written request and the notice of the special meeting shall state the purpose of the meeting and the business transacted at the meeting shall be limited to the purpose(s) stated in the notice.

3.3 TIME AND PLACE OF MEETINGS. The Executive Board, the President, or the Executive Director shall fix the time and place of all meetings of members.

3.4 VOTING. Each voting member is entitled to one vote, or such other voting rights as are provided in Section 2.4 of these Bylaws, in person or by proxy. The proxy must have a signed statement from the member being represented. Members entitled to vote at the meeting shall be determined upon confirmation of good standing. Proxy votes are only valid at the time of voting.

3.5 NOTICE OF MEETINGS. The Corporation shall give notice in written form of annual meetings and special meetings to each member entitled to vote at the meeting, stating the place, date, hour, and, in the case of special meetings, the purpose of the meeting, not less than ten nor more than sixty days before the meeting.

3.6 LIST OF MEMBERS. The Corporation shall prepare an alphabetical list of the members entitled to vote at each meeting. The list shall be available at the meeting and may then be inspected by any member.

3.7 QUORUM AND ADJOURNMENT. A quorum consists of no fewer than ten (10) members present at the general meeting.

3.8 MAJORITY REQUIRED. When a quorum is present at any meeting, the vote of the holders of a majority of the voting power present and voting shall decide any question brought before the meeting, unless an express provision of a statute or of the Corporation's Articles of Incorporation or Bylaws requires a different vote.

3.9 WAIVER OF NOTICE. Attendance of a member at a meeting shall constitute a waiver of notice unless the member objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any member in good standing may waive notice of a meeting of members by executing a written waiver of notice.

SECTION 4 EXECUTIVE BOARD

4.1 NUMBER AND ELECTIONS. The Executive Board shall consist of the number of Executive Board members determined by resolution of the Board, including at least the President, the President-Elect, the Immediate Past-President, the Past-President, the Recording Secretary, and the Executive Director. Except as provided in these Bylaws for the filling of vacancies, the voting members shall elect the Executive Board members at the annual meeting.

4.2 VACANCIES. A majority of the Executive Board members then serving, though less than a quorum, or a sole remaining Executive Board member may fill vacancies and newly created Executive Board memberships. An Executive Board member so chosen shall hold office until a successor is elected and qualifies, or until such Executive Board member's earliest resignation or removal.

4.3 POWERS. The Executive Board shall manage the business of the Corporation and may exercise all powers of the Corporation and do all lawful acts and things permitted by statute or by the Articles of Incorporation.

4.4 PLACE OF MEETINGS. The Executive Board of the Corporation may hold its meetings either in or out of Arizona.

4.5 MEETINGS. The Executive Board shall meet at least twice in each calendar year or as deemed necessary by the President and the Executive Board. Other special meetings of the Executive Board may be called by the President or the Executive Director. All meetings will be conducted according to Robert's Rules of Order

4.6 QUORUM. A quorum consists of the members present at any announced Executive Board meeting. Alternately, the President or Executive Director may solicit votes of the Board by e-mail or other form of communication.

4.7 WAIVER OF NOTICE. Attendance of an Executive Board member at a meeting shall constitute waiver of notice unless the Executive Board member objects at the commencement of the meeting that the meeting is not lawfully called or convened. Any Executive Board member may waive notice of any meeting by executing a written waiver of notice.

SECTION 5 OFFICERS

5.1 OFFICERS. The officers of the Corporation must include at least a President, a President-Elect, a Recording Secretary and an Executive Director. Any number of offices, except the offices of President and Executive Director, may be held by the same person.

5.2 NOMINATIONS AND ELECTION OF OFFICERS.

- a. A slate of nominations for officers shall be prepared prior to each annual meeting by a nomination committee. The Immediate Past-President shall be the chairperson of the nomination committee. Further nominations may be made prior to the annual meeting by any active, retired or student member in good standing of the Corporation.
- b. All persons nominated for office must be active or retired members of the Corporation and must indicate in writing their willingness to serve in the capacity for which they are nominated.
- c. The election shall take place at the annual meeting. The elected officers shall take office at the close of the annual meeting at which they are elected.
- d. The officers shall be elected by a majority vote of the active, retired and student members present, and voting shall take place at the business session of the annual meeting of the Corporation.
- e. The Executive Board shall have the power to appoint officers to fill unexpired terms until the next annual meeting, at which time the office will be filled by normal election by the voting membership.
- f. The President-Elect shall automatically become the President for the following year. The automatic succession to the Presidency can be prevented in any year by a majority vote of those present and voting at the annual meeting. In such event, both a President and a President-Elect shall be elected. The President becomes Immediate Past-President. The Immediate Past-President becomes the Past-President.
- g. The Immediate Past-President shall serve for a term of one year and may also serve as the editor of publications.
- h. The Past-President serves for one year and fulfills duties as requested by the Executive Board.
- i. The Recording Secretary shall be elected for a term of two years and may be re-elected for one or more successive terms.
- j. The Executive Director is appointed to serve at the discretion of the Executive Board.

5.3 TENURE AND DUTIES OF OFFICERS. Officers shall hold their offices for the duration of the designated terms and shall have the title and perform the duties designated by the Executive Board.

5.4 COMPENSATION. The Executive Board shall determine from time to time the compensation of the officers and Executive Board members. An officer or an Executive Board member shall not be prevented from receiving compensation because of service on the Executive Board. The minutes of the meeting will be the official record of such action.

5.5 VACANCIES. The Executive Board may fill, at any time, a vacancy in any office because of death, resignation, removal, disqualification or otherwise.

5.6 PRESIDENT. The President shall preside at meetings of the members and of the Executive Board. Subject to policies established by the Executive Board, the President shall be the chief operating officer of the Corporation. The President may sign deeds, conveyances, contracts, agreements, and all other instruments requiring execution on behalf of the Corporation. The Executive Board may also authorize the Executive Director to sign documents on behalf of the President.

5.7 PRESIDENT-ELECT. The President-Elect is the person elected to serve as President for the next succeeding term.

5.8 IMMEDIATE PAST-PRESIDENT. The Immediate Past-President may assume the duties of President if the President is not present or able to act, and perform other duties as requested by the President or Executive Board.

5.9 PAST-PRESIDENT. The Past-President shall serve as mentor to current Executive Board members and shall fulfill any other duties as requested by the Executive Board.

5.10 RECORDING SECRETARY. The Recording Secretary shall keep, and cause to be kept, minutes of all meeting of the members, Executive Board and committees. The Secretary shall perform all the duties incident to the office of Secretary of a Corporation and such other duties as may be assigned by the Executive Board or the President. The Recording Secretary, or representative, will provide a written draft of the minutes to the Executive Board as soon as possible following such meetings, to be amended and approved at the next scheduled meeting. The Secretary shall keep on file all minutes submitted by designated committee chairs, and make those minutes available to the Executive Board when called upon to do so.

5.11 EXECUTIVE DIRECTOR. The Executive Director shall be responsible for the membership record by keeping the database up-to-date, and by notifying the membership of certain information, as determined by the Executive Board. The Executive Director shall have charge of the preparation and filing of reports, financial statements, and returns as required by law. The Executive Director shall render financial statements to the President, Executive Board and/or members at proper times as designated by the Executive Board.

5.12 AD HOC EXECUTIVE BOARD MEMBERS. Other members in good standing may be invited to participate on the Executive Board at the discretion of the elected officers and the Executive Director.

SECTION 6 COMMITTEES

6.1 **COMMITTEES.** The Executive Board may establish regular or special committees. The resolution establishing a regular or special committee shall set forth its powers and duties. At the discretion of the Executive Board, a person serving on a regular or special committee need not be an Executive Board member. The Corporation may pay compensation to members of regular or special committees for attending committee meetings or accomplishing a previously established objective.

6.2 **MINUTES.** The Chair of each regular or special committee designated by the Executive Board shall keep, or cause to be kept, minutes of meetings of such committees and shall file the minutes with the Recording Secretary of the Corporation.

SECTION 7 INDEMNIFICATION OF MEMBERS, EXECUTIVE BOARD MEMBERS AND OFFICERS

7.1 **INDEMNIFICATION.** Except as provided in these Bylaws, the corporation shall hold harmless and indemnify each of its Executive Board members and officers (*indemnitee*) against any and all liability and expenses incurred by indemnitee in connection with any threatened or actual proceeding or legal action resulting from indemnitee's service to corporation or to another entity at corporation's request.

7.2 **EXCLUSIONS.** Except insofar as permitted by law, corporation shall not indemnify indemnitee for acts listed in A.R.S. § 10-1005.C.8.

7.3 **PROCEDURE.** Indemnitee shall notify corporation promptly of the threat or commencement of any proceeding or legal action with respect to which indemnitee intends to seek indemnification. Corporation shall be entitled to assume indemnitee's defense with counsel reasonably satisfactory to indemnitee, unless indemnitee provides corporation with an opinion of counsel reasonably concluding that there may be a conflict of interest between indemnitee and corporation in the defense, corporation shall not be liable to indemnitee for legal or other expenses subsequently incurred by indemnitee.

7.4 **EXPENSE ADVANCES.** Corporation shall advance automatically expenses, including attorneys' fees, incurred or to be incurred by indemnitee in defending a proceeding or legal action upon receipt of notice of the expenses. If required by law, before advancing any expenses the corporation may require that an indemnitee or a representative promise to repay the advances if a final judicial decision (after expiration or exhaustion of any appeal rights) determines that indemnitee is not entitled to be indemnified for such expenses.

7.5 **SETTLEMENT OF CLAIMS.** Corporation shall not be obligated to indemnify indemnitee for any amounts incurred in settlement if settlement is made without prior written consent. Corporation shall not enter into any settlement that would impose any penalty or

limitation on indemnitee without indemnitee's written consent. Neither corporation nor indemnitee will unreasonably withhold consent to any settlement.

7.6 EFFECT OF REPEAL. In order that indemnitee may rely on the indemnification promised by this Section, no repeal or amendment of this Section shall reduce the right of indemnitee to payment or expenses or indemnification for acts of indemnitee taken before the date of repeal or amendment.

SECTION 8 **REPEAL, ALTERATION, OR AMENDMENT**

These Bylaws may be repealed, altered or amended, or substitute bylaws may be adopted only by a majority of the Executive Board at any time.

Amended May 14, 2011. Committee Members:

Kathleen Backalukas, Executive Director
Linda Bedson, Past Co-President
Barbara Eickmeyer, Web Master
Kathryn Ellefsen, President
Anne Walton-Ramírez, Recording Secretary
Jocelyn Raught, Past Co-President
Nadine Salahub, Immediate Past-President
Holly Silvestri, President-Elect

Originally adopted August 16, 1995. Committee Members:

Brian E. Barabé, Immediate Past President/Newsletter Editor
Sharon L. Carrel, Secretary
Anne-Marie Quihuis, President