

Minnesota Council on the Teaching of Languages and Cultures

Constitution **(as emended October 2009)**

Article I: Name and Affiliations

The name of this Organization shall be the MINNESOTA COUNCIL ON THE TEACHING OF LANGUAGES AND CULTURES (MCTLC). MCTLC is an organizational member of the American Council on the Teaching of Foreign Languages (ACTFL) and the Central States Conference (CSC) Advisory Council, and the Joint National Committee for Languages and the National Council for Languages and International Studies (JNCL-NCLIS).

Article II: Purposes

The purposes of this Organization shall be to promote the study of modern and classical languages and to improve the teaching of languages at all levels of instruction in public and private institutions. All activities are to be within the educational purpose and meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Article III: Location

The principal office of the Organization shall be located in the Minnesota county of employment or residence of the President.

Article IV: Duration

The period of duration of this Organization shall be perpetual.

Article V: Membership

Section 1: Membership in this Organization shall be open to all persons interested in furthering its purposes.

Section 2: The Executive Board shall determine categories of membership, a corresponding dues structure, and the rights, privileges, and responsibilities of members.

Article VI: The Executive Board

Section 1: The Executive Board shall be composed of the officers of the Organization, the immediate Past President or President Elect, one Regional Representative of each region/sub-region and each Organizational Member, the Editor(s) of the Organization's publication(s), the Membership Services chair, the Historian, the Webmaster, and the Fall Conference Chair(s). These members shall have full voting privileges.

Section 2: Representatives of other organizations identified by the Executive Board shall be *ex officio* and non-voting members.

Section 3: The number of members that shall constitute the entire Executive Board shall be fixed from time to time by resolution of the Executive Board.

Section 4: All members of the Executive Board shall be members in good standing of the Organization.

Article VII: The Executive Committee

Section 1: The Executive Committee shall be composed of the officers, the chair of the Council of Regional Representatives, the immediate Past President or, and the President Elect. All members shall have full voting privileges.

Section 2: The Executive Committee shall have and may exercise, so far as may be permitted by law, all of the powers of the Executive Board in the direction and management of the business and affairs of the Organization during the intervals between meetings of the Executive Board, but the Executive Committee shall not have the power to fill vacancies in the Executive Board, or to change the membership of, or to fill vacancies in the Executive Committee, or to make or amend the Bylaws of the Organization.

Section 3: The Executive Committee may hold meetings and make rules for the conduct of its business as it shall from time to time deem necessary. Four members of the Executive Committee shall constitute a quorum and all action taken by the Executive Committee at a meeting thereof shall require the vote of a majority of those members present at such meeting.

Section 4: Minutes of Executive Committee meetings shall be submitted to the Executive Board at intervals to be determined by the Executive Board, but no later than with the mailed agenda for the next Executive Board meeting.

Article VIII: Officers and Elections

Section 1: The officers of this Organization shall be the President, Vice President, Secretary, and Treasurer.

Section 2: All officers shall be members in good standing of both MCTLC and ACTFL and/or the CSC Advisory Council.

Section 3: The Vice President shall be elected every year. That person shall serve one year as Vice President, one year as President Elect, one year as President, and one year as Past President. The Secretary and the Treasurer shall be elected in even-numbered years.

Section 4: Persons elected or appointed to the offices of Vice President, Secretary, or Treasurer shall be ineligible to serve in the same office beyond two consecutive terms. A current President may stand once for election as President Elect, having the effect that s/he serves a second consecutive term as President.

Section 5: Officers shall assume their duties on January 1 following their election. They may sit as *ex officio* and non-voting members of the Executive Board from the time of their

election until January 1.

Article IX: Regional Representation

Section 1: The state shall be divided into regions/sub-regions as determined by the Executive Board. Each region/sub-region shall be entitled to one Regional Representative on the Executive Board.

Section 2: Regional Representatives shall be nominated by their regional organization or by the President or President Elect and confirmed by the Executive Board, usually at the Executive Board meeting immediately preceding the Organization's Fall Conference.

Section 3: In general, Regional Representatives serve for two-year terms unless their regional organization specifies a different term. Regional Representatives nominated by the President or President Elect may serve unlimited consecutive terms with the approval of the Executive Board. Vacancies occurring during the biennium shall be filled promptly by the regional organization or by vote of the Executive Board at the next Executive Board meeting.

Section 4: The Regional Representatives, meeting regularly as a Council of Regional Representatives, shall annually elect one of their number to serve as their chair. This chair shall serve as a member of the Executive Committee.

Article X: Organizational Representation

Section 1: Any Minnesota organization related to the purposes of the Organization may be invited to have one representative on the Executive Board. The Executive Board shall determine the voting status of the representative as provided in Article VI, Section 1, and stated in the invitation. Organizations whose representative is a voting member of the Executive Board shall be designated Organizational Members of the Executive Board; other organizations may be invited to send an *ex officio* and non-voting representative.

Section 2: Invitations, which shall include notice of the voting status as specified in Section 1, shall be extended by the President following approval by the Executive Board.

Section 3: The term of representation shall be determined by the sponsoring organization and communicated in the letter of acceptance. Vacancies occurring during the term of representation shall be filled promptly by the sponsoring organization.

Article XI: Pecuniary Gain and Restrictions

The Organization shall afford no pecuniary gain to inure to the benefit of, or be distributable to, its members or Executive Board, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Constitution, the Organization shall not carry on any other activities not permitted a) by an

organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or b) by any organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Article XII: Personal Liability

The members and the Executive Board of the Organization shall have no personal liability for the debts of the Organization.

Article XIII: Capital Stock

The Organization shall have no capital stock and shall have no authority to issue shares.

Article XIV: Dissolution of Assets

Upon the dissolution of the Organization, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Organization is located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XV: Meetings

Section 1: There shall be at least one meeting of the general membership and at least three meetings of the Executive Board each year.

Section 2: A quorum, as established in the Bylaws (Article VII), shall be required to conduct business at meetings of either the general membership or the Executive Board.

Section 3: Notice of meetings of the general membership shall contain the date, place, time, and purpose of the meeting and be issued not less than thirty (30) or more than one hundred twenty (120) days before the meeting. The notice shall also include provisions for proxy voting by any member unable to attend the meeting in person.

Article XVI: Bylaws

The Executive Board shall be empowered to establish, amend, and rescind Bylaws.

Article XVII: Amendments

This Constitution may be amended by a two-thirds (0.67) vote of the voting membership present in person and by proxy at the annual meeting of the Organization provided that written notice of the proposed constitutional revision(s) is given at least thirty (30) days prior to the meeting.