

# **Constitution of the Foreign Language Association of Virginia 2002-2003**

## **Article I: Name**

The name of this organization shall be the Foreign Language Association of Virginia (FLAVA).

## **Article II: Purposes**

FLAVA is a non-profit educational organization. The purposes of this organization are:

1. To promote and enhance the study, teaching and learning, use, and appreciation of foreign languages, cultures, and literatures.
2. To encourage among members the exchange of ideas which clarify the place of foreign languages in their schools and lives.
3. To recognize and publicize excellence in foreign language teaching and learning.
4. To encourage participation in national, regional, and state language associations.

## **Article III: Membership**

### **Section A:**

There shall be two classifications of membership in FLAVA:

1. Professional Membership: All persons interested in foreign language education in Virginia may become Professional Members, with all rights and privileges of membership in FLAVA including the right to vote and to hold office. There shall be three categories of Professional Members:
  - a. Life: Members in this category pay a one-time fee.
  - b. Individual: Members in this category pay annual dues.
  - c. Student: Members in this category are fulltime students who pay annual dues at a reduced rate.
2. Honorary and Emeritus Memberships: Honorary or Emeritus membership in FLAVA may be conferred by the President, with the approval of the Board of Directors, on individuals who have distinguished themselves by their contributions to foreign language education. Honorary and Emeritus Members enjoy all the rights of membership in FLAVA except the right to vote and to hold office.

### **Section B:**

1. Membership dues shall be:
  - a. Recommended by the Board of Directors.

- b. Voted on by a majority of members present at a Business Meeting.
2. Payment of annual dues shall entitle a member to:
  - a. Vote.
  - b. Hold office.
  - c. Receive the official publication of the organization.
  - d. Access all other privileges of membership.

#### **Article IV: Board of Directors:**

The Board of Directors is the management body of FLAVA, responsible for providing for the orderly conduct of the business of the Association in order to fulfill its purposes. Members of the Board of Directors must be members of FLAVA. The Board of Directors is comprised of:

1. Executive Committee
2. Language Affiliates
3. Appointed Positions
4. Chairs of Standing Committees

#### **Article V: Executive Committee**

**Terms:** A term of the Executive Committee is two years.

##### **Section A: President:**

1. Serves one two-year term, then serves as Immediate Past President.
2. Presides at the meetings of the Board of Directors, the Annual Conference, and other called meetings.
3. Calls meetings of the Board of Directors no fewer than two times a year.
4. Appoints individuals to specified committees and positions.
5. Appoints a member to fill an unexpired term of the Conference Coordinator, President-Elect, Secretary, or chair of any Standing Committee.
6. Advises officers and committees of FLAVA and assures that the business of FLAVA is carried out.
7. Is designated an alternate signer with the Treasurer for documents required by financial institutions.
8. Represents FLAVA at SCOLT, NECTFL, and ACTFL or appoints a designee.

##### **Section B: President-Elect:**

1. Serves one two-year term, then advances to the position of President.
2. Advances to the presidency for the completion of that term if the President is unable to complete the term, at which time a special election will be conducted to elect a President-Elect.
3. Coordinates site selection and on-site arrangements for the Annual Conference of FLAVA.

4. Serves as a liaison between the Board and the Conference facility representative.
5. Serves on the Conference Committee.
6. Presides at meetings of FLAVA in the event of the President's absence.
7. Assumes the duties of the President if the latter is unable to complete the term of office.
8. Assumes other responsibilities as directed by the President.

**Section C: Conference Coordinator:**

1. Serves a two-year term.
2. Develops the program for the Association's Annual Conference.
3. Chairs the Conference Committee.
4. Serves as liaison between the Board of Directors and the Conference Committee.

**Section D: Secretary:**

1. Serves a two-year term.
2. Provides written minutes of all FLAVA meetings.
3. Maintains an orderly and accessible file of the official records of FLAVA.
4. Maintains a record of attendance of the Board of Directors.

**Section E: Treasurer:**

1. Serves a two-year term.
2. Collects all member dues and assessments and has custody of all funds of FLAVA, depositing and disbursing such funds as required by the Board of Directors.
3. Maintains the permanent fiscal records of FLAVA.
4. Maintains an accurate database of the membership.
5. Has power to sign documents required by financial institutions.

**Section F: The Immediate Past President:**

1. Serves a two-year term.
2. Serves on the Conference Committee.
3. Assumes responsibilities as directed by the President.

**Article VI: Language Affiliates**

1. Language Affiliates shall be defined as State language associations, Virginia Foreign Language Supervisors Association, and the Virginia Department of Education.
2. Each Language Affiliate shall be represented by a president, or a designee, of the organization who will
  - a. Serve as liaison between the organization and FLAVA.
  - b. Assist the Conference Committee in obtaining sessions for the annual conference.

- c. Participate in leadership roles on committees.
- d. Serve a term as determined by the represented organization.

## **Article VII: Positions and Committee**

### **Section A: Appointed Positions**

The President shall appoint individuals to the following positions for a term of two years:

1. Exhibits coordinator,
2. Parliamentarian,
3. Newsletter Editor, and
4. Website Editor

### **Section B: Descriptors**

1. Exhibits Coordinator
  - a. Secures and coordinates exhibits for the Annual Conference.
  - b. Solicits advertisements for the program bulletin for the Annual Conference.
2. Parliamentarian
  - a. Guides the presiding officer and members in following parliamentary rules.
3. The Newsletter Editor:
  - a. Is responsible for the official publications of FLAVA.
4. The Website Manager:
  - a. Is responsible for maintaining and updating the FLAVA website.
  - b. Is responsible for location and maintenance of FLAVA site license.
  - c. Serves as an ex-officio member of the Communications Committee.

### **Section C: Standing Committees:**

#### **Appointment of Chairs**

1. The Standing Committee chairs are appointed by the President in consultation with committee members for the duration of the term of the President who appoints them.
2. Standing Committees, whose terms are constitutionally determined, consist of the following:
  1. Nominations Committee,
  2. Recognitions and Awards Committee,
  3. Membership Committee,
  4. Professional Issues Committee,
  5. Public Advocacy Committee,
  6. Local Committee, and
  7. Conference Committee consisting of

- a. Conference Coordinator,
- b. Treasurer,
- c. President-Elect,
- d. Exhibits Coordinator, and
- e. Local Committee Chair.

**Section C: Ad Hoc Committees:**

Ad hoc Committees are appointed by the President as needed for a period of time not to exceed the President's term.

**Article VIII: Elections:**

**Section A: Nominations**

The slate of nominees shall be President-Elect, Conference Coordinator, Treasurer, and Secretary.

1. The Nominating Committee shall obtain the consent of the candidates before placing their names on the slate.
2. The Nominating Committee shall present the slate at the Business Meeting of the Annual Conference.
3. Members may nominate additional candidates during the Business Meeting. Persons so nominated must be current members and consent to their nomination.

**Section B: Voting**

1. Elections shall be held during the Business Meeting at the Annual Conference.
2. Professional Members shall be eligible to vote.
3. Members may approve a slate of officers by acclamation. Whenever two or more names are submitted for a position, voting for that position shall be by secret ballot.
4. A plurality of the votes cast shall constitute election.

**Article IX: Emergency Powers of the Board of Directors:**

Any issue of FLAVA business may be declared an emergency issue by a two-thirds vote of the members present at a Board meeting. Once an issue has been declared to require action on an emergency basis, the Board's resolution of that issue shall be considered to be binding and official FLAVA policy until the issue can be brought before the membership, which reserves, through majority vote, the right to uphold or modify any such decisions.

**Article X: Resignations or Removal from Office from the Board of Directors**

1. Any Board member wishing to resign must notify the President in writing.
2. At a regularly scheduled meeting, the Board shall formally consider the removal of any member of the Board who fails to attend two consecutive meetings, is excessively absent from meetings, fails to

maintain membership in FLAVA, and/or is found guilty of malfeasance of office. A two-thirds majority of voting members of the Board in attendance shall constitute approval.

## **Article XI: Meetings of the Organization:**

### **Section A: Annual Conference:**

The Annual Conference of FLAVA shall be a primary means of fulfilling the purposes of FLAVA and conducting the Association's business.

1. The Board of Directors shall choose the time and place for the Annual Conference.
2. Notice of the time and place of the Annual Conference shall be published in the Bulletin. Members shall receive such notice at least thirty (30) days prior to the Conference.
3. The Business Meeting shall be held during the Conference.
4. The Minutes of the Business Meeting and the Financial Report for the fiscal year shall be published in the issue of the Bulletin following the meeting to which they refer or at which they were given.

### **Section B: Additional Meetings**

The Board of Directors may schedule additional meetings of FLAVA during the year, providing the membership with written notification at least thirty (30) days prior to such a meeting.

### **Section C: Meetings of the Board of Directors**

1. There shall be a minimum of two regular meetings of the Board of Directors each year, one at the Annual Conference and another at a site chosen by the President. Members of the Board shall receive written notification of the regular meetings at least thirty (30) days in advance.
2. An emergency meeting of the Board may be called by the ranking officer.

## **Article XII: Amendments**

This constitution may be amended at any Business Meeting by a two-thirds majority of the members voting, provided that written notice of each proposed amendment is given to the membership at least thirty (30) days prior to such business meeting.