

**BYLAWS OF  
THE CENTRAL STATES CONFERENCE  
ON THE TEACHING OF FOREIGN LANGUAGES,  
INCORPORATED**

*(Revised March 18, 1990, Minneapolis, MN)  
(Revised November 22, 1991, Washington, D.C.)  
(Revised November 20, 1994, Atlanta, GA)  
(Revised March 28, 1998, Milwaukee, WI)  
(Revised November 17, 2000, Boston, MA)  
(Revised March 5, 2003, Minneapolis, MN)  
(Revised March 18, 2009, Chicago, IL)*

**I. NAME**

1. The name of the Corporation shall be the Central States Conference on the Teaching of Foreign Languages, Incorporated (CSCTFL).

**II. PURPOSE**

1. The purpose of this Corporation shall be to promote the study of foreign languages at all levels of instruction especially within the seventeen states it serves: Arkansas, Colorado, Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Tennessee, and Wisconsin.
2. CSCTFL shall assume a proactive, leadership role within the profession and provide services to all foreign 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 Directors. When necessary or desirable, the Directors shall indicate approaches to be followed to accomplish these activities.

**III. SEAL**

1. The Corporation shall have a seal with the name of the Corporation, the year, and the state of its incorporation inscribed thereon.

**IV. THE BOARD OF DIRECTORS**

1. The activities and affairs of the Corporation shall be managed by the Board of Directors. Directors shall be elected for staggered four-year terms by the members of the Corporation. Unless other terms are specified in succeeding sections of the Bylaws, Directors shall begin their terms at the beginning of the new fiscal year following their election and shall hold office through the end of the fiscal year of the last year of their terms. The Board of Directors shall consist of a Chair of the Board, Vice Chair, Past Chair, current Program Chairs of the Conference, current Assistant Program Chair and Local Chair, Delegate to the American Council on the Teaching of Foreign Languages Executive Council, Executive Director, Recording Secretary, and additional members to be no more than ten and as few as two.

Thus, the composition of the Board of Directors shall never exceed twenty nor be less than twelve.

2. Candidates for the Board of Directors shall be required to be members of the Advisory Council at the time the Nominating Committee submits its report to the Corporation and shall continue to be members of the Advisory Council so long as they remain on the Board.
3. One-half of the members of the Board shall constitute a quorum.
4. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board present or represented by proxy at a regular or a specially-called meeting, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the activities and affairs of the Corporation and may have power to authorize the Seal of the Corporation to be affixed to all papers which may require it. These committees shall be chaired by members of the Board of Directors and shall include no fewer than three members of the Corporation.
5. Arrangements for the annual meeting and the general arrangements for the Conference shall be reviewed by the Board of Directors. At the annual meeting the Board of Directors shall present an annual report of the progress of the Corporation.
6. Meetings of the Board of Directors shall be held at the call of the Chair of the Board or at the request of three members of the Board, on five days' notice to each Director. There shall be no fewer than two meetings of the Board of Directors in any fiscal year, one of which must occur during the Conference.
7. The Board of Directors shall have the power to amend the Bylaws. The Corporation may in its Bylaws confer other powers upon the Board of Directors.

#### **V. VACANCIES**

1. If the office of any Director, or of the Chair of the Board, Vice Chair, Program Chair of the Conference, Assistant Program Chair, Executive Director, Recording Secretary, ACTFL Delegate, Conference Report Editor, or Local Chair becomes vacant, and such vacancy cannot be filled by succession as provided for in these Bylaws, the remaining Directors, by a majority vote, shall choose a successor or successors, who shall hold office for the remainder of the term.

#### **VI. RESIGNATION**

1. Any member of the Board of Directors may resign at any time. Such resignation must be made in writing and will take effect at the time of its receipt by the Board of Directors, unless some other time is designated in the resignation.

## **VII. REMOVAL FROM OFFICE**

1. The members of the Advisory Council, by affirmative vote of a two-thirds majority of those voting, may at the annual meeting, or, upon notice, at any special meeting, remove any Director for just cause.
2. The Board of Directors, by affirmative vote of a two-thirds majority of those voting, may at any regular meeting, or, upon notice, at any special meeting, remove any Director for just cause.

## **VIII. THE CHAIR OF THE BOARD**

1. The Chair of the Board shall serve for a term of two years, beginning the first day of the new fiscal year, having succeeded to this office after a term as Vice Chair. Following this term, the retiring Chair shall not hold the post of Vice Chair again either by election or appointment. The Chair of the Board shall conduct the business of the Board of Directors and the Corporation, shall sign official papers and documents of the Corporation, except those assigned to the Executive Director, shall preside at meetings of the Board of Directors and at the annual meeting of the Corporation, shall appoint the Conference Report Editor, and shall appoint all committees except the Nominating Committee. In the event of the Chair's absence, the Chair's duties shall be performed by the Vice Chair. In the event of the absence of both the Chair and the Vice Chair, the Board members present shall elect a Chair pro tempore from among their number who shall serve until the return of the Chair or Vice Chair or until the meeting is adjourned.
2. The Chair may, with the consent of the Directors, appoint no more than three persons to serve as consultants to the Corporation. These consultants shall be invited to attend all meetings of the Board of Directors and shall be reimbursed for their expenses. At the discretion of the Chair they may participate without vote in all discussions of the Board of Directors.
3. During the two-year period following the Chair's term of office, s/he shall act as Chair of the Nominating Committee and serve on the Board of Directors.

## **IX. THE VICE CHAIR**

1. The Vice Chair shall be elected by the members of the Corporation and shall serve for a term of two years, beginning the first day of the new fiscal year following election. After this term, the Vice Chair shall automatically succeed to the office of Chair of the Board. The Vice Chair shall assist the Chair of the Board and assume any duties assigned by the Chair. In the event of the Chair's resignation or death or when other circumstances prevent the Chair from discharging her/his responsibilities, the Vice Chair shall assume the office of Chair.

## **X. THE EXECUTIVE DIRECTOR**

1. The Executive Director shall be appointed by the Board of Directors for a two-year term and shall thereafter be eligible for reappointment for terms of one or two years. The Board of Directors shall submit in writing to the Executive Director an annual performance review in

the fall and shall approve a fiscal year salary in the spring. The Executive Director shall maintain permanent records of the Corporation and an office for the same. Additional duties shall be as assigned by the Board of Directors. The Executive Director shall be custodian of and receive and disburse money, bonds, notes, and other securities and properties of the Corporation. The Executive Director shall give a bond when required by the Board for the official business of the Corporation, shall sign official fiscal papers and documents of the Corporation, and shall dispense such office accounts as shall be approved annually by the Board of Directors prior to the beginning of each fiscal year.

#### **XI. THE RECORDING SECRETARY**

1. The Recording Secretary shall be appointed by the Board of Directors as a full voting member for a term of two fiscal years and shall thereafter be eligible for reappointment for terms of one or two years to a maximum of two additional years. The Recording Secretary shall keep a record of all proceedings of the Board of Directors and of the Advisory Council. The Recording Secretary shall be reimbursed for reasonable charges for office assistance, supplies, postage, and telephone.

#### **XII. THE PROGRAM CHAIR OF THE CONFERENCE**

1. The Program Chair of the Conference shall be appointed by the Board of Directors no earlier than twenty-five (25) and later than fifteen (15) months prior to the Conference for which that person will be responsible and shall serve as a member of the Board of Directors effective the date of appointment until the conclusion of the fiscal year in which the conference is held. Program Chairs of the Conference shall vote only during the fiscal year in which their conference is held. Future Program Chairs of the Conference shall serve as non-voting members until the first day of the fiscal year in which the conference for which they are responsible is held. The Program Chair shall plan the forthcoming Conference with the advice of the Board of Directors. In the event of the Program Chair's absence, the Program Chair's duties shall be performed by the Assistant Program Chair.

#### **XIII. THE ASSISTANT PROGRAM CHAIR**

1. The Assistant Program Chair shall, with the concurrence of a majority of the Board of Directors present or represented by proxy at a regular or a specially-called meeting, be appointed by the Program Chair no later than the previous Conference and shall serve as a member of the Board of Directors during the fiscal year in which the Conference is held. The Assistant Program Chair shall assist the Program Chair in planning the forthcoming Conference and assume any duties assigned by the Program Chair. In the event of the Program Chair's resignation or death, the Assistant Program Chair shall normally assume the position of Program Chair.

#### **XIV. THE LOCAL CHAIR**

1. The Local Chair shall, with the concurrence of a majority of the Board of Directors present or represented by proxy at a regular or a specially-called meeting, be appointed by the Program Chair of the Conference no later than the previous Conference to serve

as a coordinator on the local level for the annual Conference and shall serve as a member of the Board of Directors during the fiscal year in which the Conference is held.

#### **XV. THE CONFERENCE REPORT EDITOR**

1. The Conference Report Editor shall be appointed by the Chair of the Board for a term of one fiscal year, renewable by mutual consent for a second fiscal year. The Editor shall arrange for the publication of the Conference Report as directed by the Board of Directors and shall report to the Board at the semi-annual meetings. The Editor shall appoint two Associate Editors.

#### **XVI. THE DELEGATE TO JNCL/NCLIS**

1. The Corporation shall normally be represented on the Joint National Committee for Languages and the National Council for Languages and International Studies by the Executive Director or his designee.

#### **XVII. THE DELEGATE TO THE ACTFL EXECUTIVE COUNCIL**

1. The Corporation shall be represented on the Executive Council of the American Council on the Teaching of Foreign Languages by a Delegate to be elected by the members of the Corporation for a term of four calendar years. Candidates for the position of Delegate shall be members of ACTFL and shall have recent, appropriate experience on the Board of Directors of the Corporation. Members of the Board of Directors currently in office may run for the position of Delegate but must resign from the position they currently hold on the Board of Directors if elected. The Delegate shall be a full voting member of the Board of Directors during the years s/he represents the Corporation on the ACTFL Executive Council.

#### **XVIII. OTHER DELEGATES**

1. The Corporation shall send representatives to other organizations as invited and as determined appropriate by the Board. These organizations shall include but not be limited to the National Federation of Modern Language Teachers' Associations (NFMLTA).

#### **XIX. NOMINATING COMMITTEE**

1. There shall be a Nominating Committee consisting of the Nominating Committee Chair, who is the past Chair of the Board of Directors, and two members elected annually by the Board of Directors from among their number. They shall represent at least two languages. The ballot of the Nominating Committee shall be sent to current members of the Corporation at least eight weeks in advance of the annual meeting. A summary of each candidate's professional background and a personal statement shall be included in this ballot. The Nominating Committee shall also, at least sixteen (16) months prior to a given Conference, submit to the Board of Directors a nominee or nominees for the position of Program Chair of that Conference.

2. Nominations other than those submitted by the Nominating Committee shall require the signature of fifteen Corporation members and must be received by the Nominating Committee Chair four weeks in advance of the annual meeting. Included with these nominations must be documents required of candidates by the Nominating Committee, and letters of acceptance from the nominees stating that they have read the description of the duties of the office for which they have been nominated and that they are willing to serve if elected.

#### **XX. MEETINGS OF THE CORPORATION**

1. The annual meeting of the Corporation shall be held at the location and on the dates established by the Board of Directors. The time and place of the annual meeting shall be communicated to the members of the Corporation no less than thirty days prior to the meeting dates. Meetings of the Corporation may be held in any of the states, territories or colonies of the United States.
2. Special meetings of the members may be called by the Chair of the Board or by majority vote of the Board. A written notice stating the day, hour, and place and the general nature of the business to be transacted shall be mailed to each member at least ten days prior to such meetings.

#### **XXI. MEMBERSHIP**

1. The members of the Board of Directors and the members of the Advisory Council shall be selected from the Corporation. Any person whose membership on such Board or Council shall cease, shall cease to be a member of the Corporation.

#### **XXII. THE ADVISORY COUNCIL**

1. The Advisory Council may allow members to join at one of up to three different levels. Any individual or non-profit institution or organization interested in the advancement of the teaching of foreign languages may, upon payment of an annual fee, become a member of the Central States Conference on the Teaching of Foreign Languages for the current fiscal year. Each individual shall become a voting member of the Advisory Council for the current fiscal year, and each institution or organization shall have the right to name an official representative as a voting member of the Advisory Council for the current fiscal year. The names of individuals, institutions or organizations, together with the names of official representatives, shall be printed each year in the Conference program.
2. The Advisory Council shall meet annually with the Board of Directors to receive reports from and provide suggestions to the Board. Each member shall be entitled to one vote, either in person or by proxy, on all questions or actions at all meetings of members. The proxies shall be received by the Executive Director at least one week prior to the annual Advisory Council meeting.
3. A quorum shall consist of one-third of the Corporation members either present, or represented by proxy.

### **XXIII. ELECTIONS**

1. The Advisory Council shall elect new Directors annually by mail, email or fax ballot. Regardless of the manner in which the ballot is submitted, Advisory Council members must include both their name clearly and legibly printed as well as their signature on the ballot. A Chair of the Board, a Vice Chair of the Board, and the delegate to the ACTFL Executive Council shall be elected by the Advisory Council when appropriate. If an election by mail should result in a tie for any position, the Board of Directors will vote by secret ballot, and without discussion, at its next regular meeting. The Board Chair will cast a ballot prior to the counting of the Board of Directors' ballots to ensure that no tie will result from the Board vote. This ballot will be counted only to break a tie resulting from the Board vote.

### **XXIV. PARLIAMENTARY PROCEDURE**

1. The rules contained in the latest revised edition of Robert's Rules of Order shall govern the Central States Conference on the Teaching of Foreign Languages, Inc. in all cases to which they are applicable, unless they are inconsistent with the Bylaws or the special rules of order of this Corporation.

### **XXV. LIABILITY PROTECTION**

1. Any Directors of this corporation, including the Executive Director and all officers, shall not be personally liable, as such, for monetary damages for any action taken unless: (A) The Director has breached or failed to perform the duties of her/his office under this article; and (B) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
2. This protection does not apply to: (A) the responsibility of a director pursuant to any criminal statute; or (B) the liability of a Director for the payment of taxes pursuant to federal, state or local law.

### **XXVI. REGISTRANTS**

1. Any person not a member of the Corporation, who is interested in the advancement of the teaching of foreign languages, may upon payment of the current registration fee as set by the Board of Directors, become a registrant for the current Conference. Each registrant may attend all meetings of the Conference with the exception of the meetings, regular or special, of the Board of Directors, and of the meetings, annual or special, of the members of the Corporation.

### **XXVII. FISCAL YEAR**

1. The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

### **XXVIII. AMENDMENTS**

1. The members of the Advisory Council, by the affirmative vote of a two-thirds majority of those voting, may at the annual meeting, or, upon notice, at any special meeting, amend these Bylaws.
2. The Board of Directors, by the affirmative vote of a two-thirds majority of those voting, may at any regular, or upon notice, at any special meeting, amend these Bylaws. The Board of Directors, by majority vote, may at any regular or, upon notice, at any special meeting, authorize the Chair of the Board to conduct a mail ballot to amend these Bylaws. A mail ballot shall require the affirmative vote of a two-thirds majority of those eligible to vote to amend these Bylaws.

### **XXIX. CONFLICT OF INTEREST**

1. Any member of the board who has a financial, personal, or official interest in, conflict, or appearance of a conflict with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.