

**BYLAWS**

**BYLAWS OF THE MASSACHUSETTS FOREIGN LANGUAGE ASSOCIATION, INC. (HEREINAFTER “ASSOCIATION”)**

(As amended May 2021))

**Article I: Name, Purposes, Location, Corporate Seal and Fiscal Year**

**1.1 Name and Purposes**

The name and purposes of the Association shall be as set forth in the articles of organization.

**1.2 Location**

The principal office of the Association in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the Association. The Board may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

**1.3 Corporate Seal**

The Board may adopt and alter the seal of the Association.

**1.4 The Fiscal Year**

The fiscal year of the Association shall begin on January 1 and end on December 31 in each year.

**Article II: Voting Members**

For purposes of the Article, the term “member”, unless otherwise specified, shall mean voting member.



## **2.1 Number, Election and Qualifications**

There shall be five classes of members: regular; student (full-time college students); first year teachers (verified by a letter from a principal or supervisor); emeritus (retired) and honorary (Distinguished Service Award recipients and former Presidents). Any person interested in the teaching of foreign languages, literatures and civilizations may become a member upon payment of annual dues.

## **2.2 Membership Tenure and Dues**

Membership shall begin upon payment of appropriate annual dues to the Association. No dues shall be refunded to any member under any circumstances. Dues shall be set by the Board. Distinguished Service Award recipients and former Presidents are exempt from payment of dues.

## **2.3 Powers and Rights**

In addition to such powers and rights as are vested in them by law, the articles of organization or these bylaws, the members shall have such other powers and rights as the Board may designate.

## **2.4 Suspension or Removal**

A member may be suspended or removed with just cause by a vote of the majority of the Board. A member may be removed with cause only after reasonable notice and opportunity to be heard. A member may also be suspended or removed from the directorship of the Association by the Board; suspension or removal from the membership of the Association will also result in automatic suspension or removal from the Board.

## **2.5 Resignation**

A member may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Association, to a meeting of the members or a meeting of the Board or to the Association at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. Resignation from the membership of the Association will automatically result in resignation from the Board.

## 2.6 Annual Meetings

The Annual Meeting shall normally be held on the Saturday of the annual conference. The Annual Meeting may be held at such places as the Board shall determine. Notice of any change of the date fixed in these bylaws for the Annual Meeting shall be given to all members at least twenty days before the new date fixed for such meeting.

If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the Annual Meeting, and in such case all references in these bylaws, except in this Section 2.6, to the Annual Meeting of the members, shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.7 and 2.8.

## 2.7 Special Meetings

Special meetings of the members may be held at any time and at any place. Special meetings of the members may be called by the President or by the Board, and shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application of ten percent or more of the membership.

## 2.8 Call and Notice

**a. Annual Meetings:** No call or notice shall be required for annual meetings of members, provided that reasonable notice of an annual meeting shall be given to each member specifying the purpose of the Annual Meeting if either (i) contracts or transactions of the Association with interested persons are to be considered or (ii) proposing amendments to these bylaws (as adopted by the Board or otherwise) and complying with the articles of organization or these bylaws, (including 2.6) or as otherwise required by law.

**b. Special Meetings:** Reasonable notice of the time and place of special meetings shall be given to each member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these bylaws or unless there is to be considered at the meeting (i) contracts or transactions of the Association with interested persons, (ii) amendments to these bylaws (as adopted by the Board or otherwise), (iii) an increase or decrease in the number of members and Board members, or (iv) removal or suspension of a member or Board member.

**c. Reasonable and Sufficient Notice:** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by mail at least five (5) days before the meeting, addressed to such member at his or her usual or last known business or residence address or to give notice to such member in person or by telephone or other electronic means at least three (3) days before the meeting.

**d. Waiver of Notice:** Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by the member (or his or her attorney thereunto authorized) before or after the meeting, is filed with the records of the meetings. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

## **2.9 Quorum**

At any meeting of the members a majority of the members then present in person or duly represented shall constitute a quorum. Any meeting may be adjourned to such a date or dates not more than 90 days after the first session of the meeting by majority of the votes cast upon the question and the meeting may be held as adjourned without further notice.

## **2.10 Action by Vote**

Each member shall have one vote. A majority of the votes properly cast by members present in person or duly represented shall decide any question, including election to any office unless otherwise provided by law, the articles of organization or these bylaws.

## **2.11 Action by Writing**

Any action required or permitted to be taken at any meeting may be taken in writing and the written consents filed with the records of the meetings of the members. Members' consents may be taken without a meeting, if all members entitled to vote on the matter consent to the matter. Such consents shall be treated for all purposes as a vote at a meeting.

## **2.12 Proxies**

Members may vote either in person or by written proxy dated not more than six months before the meeting named therein, which proxies shall be filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting. Unless otherwise specifically limited by their terms, such proxies shall entitle the holders thereof to vote at these meetings but the proxy shall terminate after the final adjournment of such meetings.

# Article III: Board

## 3.1 Number and Election

The Board shall consist of the Officers listed in Article IV, up to twelve Directors elected by majority vote of those general members present at an annual meeting, and the Coordinators listed in Section 3.3. The Members may, by a vote of majority of the membership, elect from time to time additional Directors of the Association.

Nominations and voting for Officers and Directors shall be as provided in Section 4.2 of Article IV of these bylaws. The Board Members at any annual or special meeting may alter the number of Board Members to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more Directors. 5/12

**a. Adjunct :** If the officers of MaFLA determine that a specific need in an area is not being met by current Board members, the officers shall appoint an adjunct for one year with the option of renewal at the discretion of the Board. The adjunct attends Executive Board meetings by invitation, but all Board meetings as part of the responsibilities of the position. The adjunct shall vote on matters pertaining to the Board, but not to those pertaining to the Executive Board.

**b. Presidential Appointee:** If the President of MaFLA determines that a need for assistance in an area is not being met by current Board members, the President may appoint a Board member to serve in that capacity for one year with the option of renewal at the discretion of the Board. The Presidential Appointee attends Executive Board meetings at the invitation of the President and attends all Board meetings. The Presidential Appointee shall vote on matters pertaining to the Board, but not to those pertaining to the Executive Board.

**c. Massachusetts Representative to the National Council of State Supervisors for Language:**

**d. Massachusetts Representative to the National Network for Early Language Learning:**

**e. Webmaster:** The Webmaster is responsible for the development, maintenance, and updating of the MaFLA website. The Webmaster shall be appointed by the President with the consent of the Board, and shall have a tenure of four years with the option of renewal at the discretion of the Board. The Webmaster attends Executive Board and Board meetings and votes on matters pertaining to the Executive Board and to the Board.

## 3.2 Executive Board

The Executive Board shall consist of the President, First and Second Vice-Presidents, the Clerk, Treasurer, the President-Elect, and the Coordinators. The Executive Board shall help prepare the agenda for the meeting of the Board and shall act for the Board

between its meetings in accordance with the by-laws. The Coordinators as described in the BlueBook shall be voting members of the Executive Board.

### **3.3 Coordinators**

The Board of Directors reserves the right to appoint additional coordinator positions or amend titles and duties of existing coordinator positions as deemed necessary by a simple majority vote of the Board of Directors, without amendment to the bylaws.

- (i) The Advocacy Coordinator
- (ii) The Communications Coordinator
- (iii) The Events Coordinator
- (iv) The Exhibits and Sponsorships Coordinator
- (v) The Membership Coordinator
- (vi) The Programming Coordinator

### **3.4 Tenure**

Each Director shall hold office until his or her term as a member of the Board expires or until he or she sooner dies, resigns, is removed or becomes disqualified. The Directors specified above shall each serve for a term of four years. A Director may not be re-elected for a second term until an interval of one year has elapsed before he or she stands for re-election. If a Director is appointed or elected to fill a vacancy on the Board, he or she may serve a full term as defined in this section upon the expiration of the term of the person he or she replaced.

Each Coordinator shall hold office until his or her term as a member of the Board expires or until he or she sooner dies, resigns, is removed or becomes disqualified. The Coordinator shall have a tenure of four years with the option for renewal at the discretion of the Board.

The appointed positions of Adjunct and Presidential Appointee serve for one-year terms, renewable at the discretion of the Board. The Webmaster serves a four-year term, renewable at the discretion of the Board.

### **3.5 Powers**

The affairs of the Association shall be managed by the Board who shall have and may exercise all the powers of the Association to promote its interest, except those powers reserved to the members by law, the articles of organization or these bylaws.

### **3.6 Committees**

The Board may elect or appoint one or more committees and may delegate to any such committee any or all of its powers. However, the voting members of any committee shall be solely the members of The Board.

a. The Chair of each committee shall be appointed by the President from the Board, except for those committee chairpersons who hold such positions by virtue of their office.

b. In addition to the Chair, each committee shall consist of at least one other Board member.

c. Committee members who are not Board members shall be appointed by the President from Association members in good standing for a one-year term. Such committee members shall serve on only one committee in a given year.

### **3.7 Publications**

The Board may provide for the publication and dissemination of reports and studies concerned with foreign languages, literature and civilization.

### **3.8 Suspension or Removal**

A Director or Coordinator may be suspended or removed with just cause by vote of a majority of the members then in office or by vote of a majority of the Board members then in office. Cause for removal shall include repeated failure to attend Board meetings. A Director or Coordinator may be removed with cause only after reasonable notice and opportunity to be heard. A person may also be suspended or removed from the Board if he or she is suspended or removed from the membership of the Association.

### **3.9 Resignation**

A Director or Coordinator may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Association, to a meeting of the members or a meeting of the Board or to the Association at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

### 3.10 Vacancies

Any vacancy on the Board may be filled by members in accordance with section 4.4 and 4.12. Each successor shall hold office for the unexpired term or until he or she sooner dies, resigns, is removed or becomes disqualified. The Board shall have and may exercise all its powers notwithstanding the existence of one or more vacancies in its number.

### 3.11 Regular Meeting

Regular meetings of the Board shall be held by notice of the President. Meetings shall generally be held at such places and at such other times as the Board may determine.

### 3.12 Special Meetings

Special meetings of the Board may be held at any time and at any place when called by the President or by three or more Board members.

#### **Call and Notice:**

**a. Regular Meetings:** No call or notice shall be required for a regular meeting of the Board, provided that reasonable notice (i) of the first regular meeting following the determination by the Board of the times and places for regular meetings shall be given to absent members; (ii) specifying the purposes of a regular meeting shall be given to each Board member if either contracts or transactions of the Association with interested persons or amendments to these bylaws are to be considered at the meetings and (iii) shall be given as otherwise required by law, the articles of organization or these bylaws.

**b. Reasonable and Sufficient Notice:** Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Board member to send notice at least forty-eight hours before the meeting addressed to the Board member at his or her usual or last known business or residence address, or to give notice to the Board member in person, by telephone or other electronic means at least twenty-four hours before the meeting. Reasonable notice of a meeting for the purpose of considering an amendment to these bylaws shall be such notice as is set forth in Section 2.8C of these bylaws.

**c. Waiver of Notice:** Whenever notice of a meeting is required, such notice need not be given to any Board member if a written waiver of notice executed by the Board member (or his or her attorney thereunto authorized) before or after the meeting is filed with the records of the meeting or to any Board member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to

him or her. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

### **3.14 Quorum**

At any meeting of the Board, one-third of the Board members then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

### **3.15 Action by Vote**

When a quorum is present at any meeting, a majority of the Board present and voting shall decide any question, including the nomination of Officers, unless otherwise provided by law, the articles of organization or these bylaws.

### **3.16 Action by Writing or E-Vote**

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Board members consent to the action in writing or by other technological formats and the resultant consents are filed with the records of the meetings of the Board. Such consents shall be treated for all purposes as a vote at a meeting. A simple majority shall carry the motion. An e-vote may be initiated for urgent matters by an officer in consultation with the President, unless the vote pertains only to a Committee, in which case it shall be initiated by a Committee Chair. Prior to putting forward an item for an e-vote, the full Board shall be informed and given opportunity for discussion. A minimum of three days of discussion time shall be given before an e-vote can be taken. An e-vote shall be closed after 72 hours. Members submitting an electronic vote shall transmit that action directly to the officer or chair who initiated it, and not to the full Board or committee. Votes shall be limited to “yes,” “no,” or “abstain.” The resultant consents shall be reported by said officer or chair to the Board within 48 hours, and shall be filed as addenda to the minutes of the previous Board meeting. Such consents shall be treated for all purposes as a vote at a meeting.

### **3.17 Compensation**

Board members shall not receive compensation for their services as Board members but may be reimbursed for reasonable expenses incurred in the performance of their duties.

# Article IV: Officers and Agents

## 4.1 Number and Qualifications

The Officers of the Association shall be the President, President Elect, First Vice President, Second Vice President, Treasurer, Clerk, and such other Officers, if any, as the Board may determine. The Association may also have such agents, if any, as the Board may appoint. An Officer must be a member of the Association. The Clerk shall be a resident of Massachusetts unless the Association has a resident agent duly appointed for the purpose of service of process. No person may hold more than one office at the same time. If required by the Board, any Officer shall give the Association a bond for the faithful performance of his or her duties in such amount and with such surety or sureties as shall be satisfactory to the Board. With the approval of the Board and the membership, the Second Vice President will succeed to First Vice President, then President Elect, then President.

## 4.2 Election

The President, First Vice President, Second Vice President, Treasurer, Clerk and President Elect shall be elected annually by the majority of members present at the Annual Meeting. The Nominating Committee shall present a slate of candidates for election as Officers and Directors. It shall be the aim of the Nominating Committee to achieve a wide and balanced representation among the different regions within Massachusetts and among the languages and levels of instruction represented by the Association membership.

## 4.3 Tenure

- a) The President, First Vice President, Second Vice President and President Elect shall each hold office for a term of one calendar year following such election, unless a shorter period shall have been specified by the terms of his or her election or appointment or in each case until he or she sooner dies, resigns, is removed or becomes disqualified. Each shall retain his or her authority at the pleasure of the Board.
- b) The Treasurer and Clerk shall each serve one term of four years and may stand for re-election to consecutive terms, or in each case until he or she sooner dies, resigns, is removed or becomes disqualified.
- c) The Treasurer and Clerk may not be re-elected to a term as a Director until an interval of one year has elapsed before he or she stands for re-election. Each shall retain his or her authority at the pleasure of the Board.

## **4.4 President**

The President shall be the chief executive officer of the Association and, subject to the control of the Board, shall have general charge and supervision of the affairs of the Association. The President shall be the official representative of MaFLA throughout the state and nation. The President shall call Board meetings and preside at all meetings of the members and at all meetings of the Board except as the members or Board members otherwise determine. The President shall formulate and execute policies and projects. The President shall be an ex-officio member of all committees and shall appoint the chairpersons of all standing committees after consultation with the Executive Board. The President will work cooperatively with the President Elect on all Board matters and serve as mentor to the President Elect. The President shall also nominate a successor for any office vacated by the death, disability, resignation, removal or disqualification of an Officer as provided below in Sections 4.12 or 4.13. Said nominee shall be approved by a vote of the Board prior to assuming any such office.

## **4.5 First Vice President**

The First Vice President shall serve as chair of the Annual Conference Committee. The First Vice President shall work cooperatively with the Second Vice President on all current and upcoming conference matters and serve as mentor to the Second Vice President. The First Vice President shall serve ex-officio on the Nominating, Financial and Programming Committees.

## **4.6 Second Vice President**

The Second Vice President shall assist the President, the President Elect, and especially the First Vice President, and shall assume additional responsibilities as designated by the President. The Second Vice President shall work cooperatively with the First Vice President on all current and upcoming conference matters.

## **4.7 Treasurer**

The Treasurer shall be the chief financial officer and the chief accounting officer of the Association. The Treasurer shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. The Treasurer shall have such other duties and powers as designated by the Board or the President. The Treasurer shall also be in charge of its books of account and accounting records and of its accounting procedures. The Treasurer shall manage current funds, collecting sums due and paying bills due. He or she shall serve as custodian of capital or invested funds, making from them such investments and expenditures as the Board may authorize. An annual audit shall be presented to the full Board. All financial

records deemed necessary to the accounting firm retained by the Association shall be made available upon prior request for examination by any member in good standing. Every year the Treasurer shall send to the tax preparer a complete record of all deposits and disbursements and every five years shall apply for renewal of the Association's tax-exempt certificate.

#### **4.8 Clerk**

The Clerk shall record and maintain records of all proceedings of the members and the Board in an appropriate technological format. Such records shall be kept within the Commonwealth at the principal office of the Association or at the office of its Clerk and shall be open at all reasonable times to the inspection of any member. The original recording of these proceedings shall be retained by the Clerk until final approval by the Board. The records shall also contain documentation of all meetings of Association members and the original, or attested copies, of the articles of organization and bylaws and names of all members and Board members and the addresses of each. If the Clerk is absent from any meeting of Board members, a temporary Clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting. The Clerk shall be in charge of Association correspondence, including condolences, congratulations, remarks, and thanks, and shall publish and distribute minutes of Executive Board and Board meetings after each respective meeting. A summary of key issues discussed at Executive Board meetings and motions passed and rejected shall be distributed to all Board members whether present or absent.

#### **4.9 President Elect**

**The President Elect shall preside over meetings of the Board in the absence of the President.** If the President should become incapacitated, resign, die, or be removed, then the President Elect shall succeed to the duties of the President for the remainder of the President's term of office. The President Elect shall attend all meetings. The President Elect shall be responsible for planning and directing the Annual Meeting. The President Elect shall work cooperatively with the First Vice President on all conference matters and serve as mentor to the First Vice-President. The President Elect shall work cooperatively with the President in all matters of the running of the Board.

#### **4.10 Delegate to ACTFL**

The official delegate to the American Council on the Teaching of Foreign Languages (ACTFL) shall be the President.

#### **4.11 Delegate to the Northeast Conference**

The official delegate to the Northeast Conference shall be the President.

#### **4.12 Suspension or Removal**

An Officer may be suspended or removed with just cause by vote of a majority of Board members then in office at any special meeting called for such purpose or any regular meeting. An Officer may be removed only after reasonable notice and opportunity to be heard.

#### **4.13 Resignation**

An **officer** may resign by delivering his or her written resignation to the President, Treasurer or Clerk of the Association, to a meeting of the members or a meeting of the Board, or to the Association at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

#### **4.14 Vacancies**

If any office except that of the President becomes vacant, the Board shall elect a successor from nominees submitted by the President.

#### **4.15 Clerical Assistance**

Officers, Coordinators, and Standing Committee Chairs shall be authorized to hire clerical assistance subject to approval of the president.

### **Article V: Execution of Papers**

#### **5.1 Overview**

Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Association shall be signed by the President, by the Treasurer, or an authorized board member as described in article 5.2.

## **5.2 Authorized Board Members**

At the January meeting each year (or when such a need arises), the president will request the board to authorize the following people to sign contracts:

Events coordinator,

Programming coordinator,

Exhibits and sponsorships coordinator,

Conference chair,

Or any other board member as deemed necessary by the president.

## **5.3 Process**

The president and treasurer will be made aware of all potential contracts prior to signing by either party.

All discussions regarding honoraria, fees to be paid, or other benefits will occur between authorized persons only. Conference strand leaders or other Board members who have information regarding potential contracts shall contact an authorized party.

Any new language for contracts will be provided to Needs and Policies and will be reviewed by the association's counsel prior to formal adoption.

Anyone who signs a contract will share the contract with the treasurer in a timely manner.

Copies of signed contracts will be maintained in a shared folder for the board.

## **Article VI: Personal Liability**

The members, Directors, Officers and Coordinators of the Association shall not be personally liable for any debt, liability or obligation of the Association. All persons, corporations or other entities extending credit to, contracting with or having any claim against the Association, may look only to the funds and property of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Association.

# **Article VII: Indemnification of Directors, Officers, Employees and other Agents**

## **7.1 Right to Indemnification**

The Association shall indemnify and reimburse out of the Association funds any person (or the personal representative of any person) who at any time serves or shall have served as a Director, Officer, employee or other agent of another organization in which it has an interest, whether or not in office at the time, against and for any and all claims and liabilities to which he or she may be or become subject by reason of such service, and against and for any and all expenses necessarily incurred in connection with the defense or reasonable settlement of any legal or administrative proceedings to which he or she is made a party by reason of such service, except with respect to any matter as to which he or she shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association. In effecting such indemnity and reimbursement, the members of the Association may enter into such agreements and direct the Officers of the Association to make such payment or payments and take such other action (including employment of counsel to defend against such claims and liabilities) as may in their judgment be reasonably, necessary or desirable. Such indemnification or reimbursement shall not be deemed to exclude any other rights or privileges to which such person may be entitled

## **7.2 Indemnification in Advance of Final Disposition of Action**

Indemnification of the persons specified may include payment by the Association of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by the person indemnified to repay such payment if he or she shall be adjudicated to be not entitled to indemnification under this by-law or under Section 6 of Chapter 180 of the General Laws of Massachusetts.

## **7.3 Insurance**

The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Coordinator, employee or other agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or other agent of another organization in which it has an interest, against any liability incurred by him or her in any such capacity or arising out of his or her status as

such, whether or not the Association would have the power to indemnify him or her against such liability.

## **Article VIII: Amendments**

These bylaws may be altered, amended or repealed in whole or in part by vote of two-thirds of the Board members then in office, except with respect to the provision thereof which by law, the articles of organization, or these bylaws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the Board of any bylaws, notice thereof stating the substance of such change shall be given to all members. The members present at an annual meeting may by a two- thirds vote alter, amend or repeal any bylaws adopted by the Board otherwise or they may adopt, alter, amend or repeal any provision which bylaw, the articles or organization or these bylaws requires action by the members.