

INDIANA FOREIGN LANGUAGE TEACHERS ASSOCIATION
CODE OF BY-LAWS
(as amended October 2006 and May 2, 2009)

ARTICLE I.

Section 1. NAME. INDIANA FOREIGN LANGUAGE TEACHERS ASSOCIATION, INC.

Section 2. FISCAL YEAR. The fiscal year of the Corporation shall begin on the First day of January and end on the Thirty-first day of December in each year.

Section 3. Principal Office. The principal office of the Corporation shall be: State House, Room 229, Indianapolis, IN 46204.

Section 4. Nonprofit Status. The Corporation shall be a non-profit organization for educational purposes, organized for the public's benefit, complying with all the requirements of Indiana law and Federal law.

ARTICLE II.

Section 1. Records. The following records must be kept *at the principal office of the Corporation*: (a) correct books of all the business and transactions of the Corporation; (b) a copy of this Code of By-Laws; and, (c) minutes of the meetings of the Corporation.

Section 2. Accounting Method. The general accounting method of the Corporation is the cash method of accounting.

ARTICLE III.

Membership

The membership of the corporation shall consist of two (2) classes with the rights, privileges, duties, liabilities, limitations and restrictions as shown herein:

Section 1. Individual Memberships.

A. Number. There shall be no limitation on the number of Individual Memberships to be issued by the Corporation.

B. Consideration for Membership. Membership fees to be paid by Members, if any, shall be determined by a two-thirds (2/3) majority of the Board of Directors from time to time, payment thereof to be made in money or in other property within a period of sixty (60) days after notice of the amount of the current fees being due and payable.

C. Transferability of Membership. Memberships shall not be transferable.

D. Term. Memberships shall be issued for one-year periods, from September 1 of a given year to August 31 of the following year.

E. Termination of Membership. Memberships in the Corporation may be terminated voluntarily or by death.

F. Voting Rights. Members shall have the right to vote on any matters before the Membership. The Members shall have the right to vote for any officer director.

Section 2. Honorary Memberships.

A. Number. There shall be no limitation on the number of Honorary Memberships to be issued by the Corporation.

B. Consideration for Membership. Membership fees to be paid by Honorary Members, if any, shall be determined by a two-thirds (2/3) majority of the Board of Directors. Payment thereof to be made within a period of sixty (60) days after notice of the amount of the current fees being due and payable.

C. Membership Certificates. Each Honorary Member shall be entitled to an Honorary Membership Certificate signed by the President or Vice-President and Secretary or Assistant Secretary of the Corporation in a form approved by the Board of Directors.

D. Transferability of Membership. Honorary Memberships shall not be transferable.

E. Term. Honorary Memberships may be issued for such term as a two-thirds (2/3) majority of the Board of Directors in its specific action granting such Membership shall determine.

F. Termination of Membership. Honorary Memberships in the Corporation may be terminated voluntarily or by death.

G. Voting Rights. Honorary Memberships shall have no right to any vote on any matters whatsoever.

H. Meetings, Notices and quorum. It is not anticipated that the Honorary Members will be involved in any meetings, receive notice thereof or have any need for the determination of a quorum except as specifically determined by the Board of Directors or the persons calling such meeting.

I. New Members. Honorary Memberships may be issued to individuals by a two-thirds (2/3) majority of the Board of Directors by specific action thereof for any reasons as are determined by the Board to be in the best interests of the Corporation.

ARTICLE IV.
Meetings Of Members

Section 1. Place of Meetings. All meetings of members of the Corporation shall be held at such place, within the State of Indiana, as may be specified in the respective notices of such meetings.

Section 2. Annual Meetings. The annual meeting of the members of the Corporation shall be held in the fall of each year. At such meeting the members shall elect new Officers replacing

those Officers whose terms are expiring, and transact such other business as may properly come before the meeting. Failure to hold the annual meeting at the designated time shall not cause any forfeiture or any dissolution of the Corporation.

Section 3. Notice of Meetings. A written notice of each meeting shall be delivered or mailed by the Corporation at least thirty (30) days in advance of the time fixed for such meeting.

Section 4. Voting at Meeting. The then Members in good standing of the Indiana Foreign Language Teachers Association, Inc. shall be the Members eligible to vote.

Section 5. Quorum. At any meeting of Members, those Members present shall constitute a quorum, in person or by proxy.

Section 6. Organization. The President, and in his/her absence, the Vice-President, shall act as chair of the meeting. The Secretary, and in his/her absence a member appointed by the chair of the meeting, shall act as Secretary of the meeting.

ARTICLE V.

Board of Directors

Section 1. General Powers. The business and the affairs of the Corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The initial number of Directors of the Corporation shall be thirteen (13), however, in any event shall not be less than six (6). All Directors must be Members in good standing of the Indiana Foreign Language Teachers Association, Inc. The terms of the Directors shall begin at the first meeting of the Board of Directors following their election or appointment. The terms of the Directors shall be as follows:

A. There shall be four (4) one-year Officer Directorship positions. No person shall serve more than four (4) years as a four-year Officer Director in an six-year period of time. Those elected to a four-year Officer Directorship shall hold Officer positions as follows:

1. Second Vice-President for the first year.
2. First Vice-President for the second year.
3. President for the third year.
4. Immediate Past President for the fourth year.

B. There shall be two (2) two-year Officer Directorship positions. These Directors shall be elected biannually in alternate years and shall hold the office of the Treasurer or Secretary.

C. There shall be additional Non-Officer Directors, one each to be selected by the membership of a constituent organization of the Indiana Foreign Language Teachers Association. These Directors shall not hold any Officer position during their term. Each Director must be a member of the language group she/he has been elected to represent. There is no limit on the number of terms a person may serve as one of these Directorships, and each Director shall serve until his/her successor is duly elected or appointed. The Board of Directors shall determine the language groups represented by the Non-Officer Directors. The language groups as of October 2006 are as follows:

1. AATF (two chapters).
2. AATG
3. AATSP
4. AITJ
5. I-CLASS
6. ICC
7. IN-NELL

D. The Coordinator for World Languages from the Department of Education in the State of Indiana shall serve *ex officio* on the Board of Directors.

E. Director Defined. For purposes of quorum and voting, a Director shall be defined as any person elected to the position as Director, or any person appointed by such Director to act on his/her behalf. Any appointed person shall not already be a Director of the Corporation.

Section 3. Nominations. In the spring of each year, the President shall appoint a nominating committee of seven individual Members and designate the Chairperson. The nominating committee shall recommend a slate of nominees for the two elected Officers to the Board of Directors for their approval. Non-Officer Directors shall be nominated and appointed or elected within the various constituent organizations of the Indiana Foreign Language Association and shall be presented as Non-Officer Directors to the Board of Directors. The term of each Non-Officer Director shall be determined by the constituent organization.

Section 4. Regular Meetings. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting shall be given at least seven (7) days previously thereto by written notice delivered personally or mailed or e-mailed or faxed to each Director at his/her preferred address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

Section 7. Quorum. A two-thirds (2/3) majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 8. Manner of Acting. The act of the two-thirds (2/3) majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Compensation. By resolution of the Board Directors, the Directors may be paid their actual and necessary expenses, if any. Serving on the Board of Directors shall not preclude

any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 10. Presumption of Assent. If a Director of the Corporation who is present at a meeting of the Board of Directors at which action on any Corporate matter is taken dissents, his/her dissent shall be entered in the minutes of the meeting, or he/she shall file his/her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Removal of Directors. Any Director of the Board of Directors may be removed with cause by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Director may be removed with or without cause by a majority vote of the Membership at any annual meeting.

ARTICLE VI.

Officers

Section 1. Number. The Officers of the Corporation shall be President, First Vice-President, Second Vice-President, Immediate Past President, Secretary, and Treasurer. Such other Officers and Assistant Officers as may be deemed necessary may be elected or appointed by the Board of Directors.

Section 2. Removal. Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any Officer may be removed with or without cause by a majority vote of the membership at any annual meeting.

Section 3. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification or otherwise, may be filled by a two-thirds vote of the Board of Directors for the unexpired portion of the Officer's term. Any vacancy in the Office of President shall be filled by the First Vice-President for the remainder of the President's term plus one year. Any vacancy in the Office of First Vice-President shall be filled by the Second Vice-President for the remainder of the First Vice-President's term plus one year. Any vacancy in the office of Second Vice-President shall be filled by an acting Second Vice-President appointed by a two-thirds vote of the Board of Directors to serve until the next annual meeting. The Second Vice-President may be elected Second Vice-President at the next annual meeting. The Office of Immediate Past President shall not be filled in the event of a vacancy before the end of the Immediate Past President's term.

Section 4. President. The President shall be the principal executive Officer of the Corporation and subject to the control of the Board of Directors and shall in general, supervise and control all of the business and affairs of the Corporation. He/She shall preside at all meetings of the Members and of the Board of Directors. The President, with the advice of the Board of

Directors, shall appoint all committees and committee chairs. He/She may sign, with the Secretary or any other proper Officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 5. First and Second Vice-Presidents. In the absence of the President or in the event of his/her death, inability or refusal to act, the First Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The primary responsibility of the First Vice-president shall be the planning and administration of the annual conference with the assistance of the Second Vice-President. The First Vice-President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 6. Secretary. The secretary shall: (a) Keep the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized, and (d) in general perform all duties incidental to the Office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with a resolution of the Board of Directors; and (b) keep a register of the post office address of each Member which shall be furnished to the Treasurer by such Member; (c) have general charge of the Membership books of the Corporation; and (d) in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 8. Assistant Officers. Any Assistant Officers elected or appointed by the President or the Board of Directors shall, in the absence of the principal Officer, perform the duties and exercise the powers of the Officer to which he/she is assistant, and shall perform such other duties as the President or the Board of Directors shall prescribe.

Section 9. Salaries. The salaries, if any, of the Officers, employees and/or agents, shall be fixed from time to time by the Board of Directors, and no Officer, employee and/or agent shall be prevented from receiving such salary by reason of the fact that he/she is also a Member or Director of the Corporation.

ARTICLE VII.
Amendments

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors. All amendments to the By-Laws or new By-laws adopted shall be made available to the Members at the annual meeting following the adoption.

ARTICLE VIII.
Dissolution

Distribution of Assets on Dissolution or Final Liquidation

In the event that the Corporation dissolves, after the obligations shall have been satisfied, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, for the use of an organization similar in subject matter and intent, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by the Court exclusively for such purposes or to such organization or organizations as said Court shall determine, under the cy pres doctrine, which are organized and operated exclusively for such purposes.