



BYLAWS

ARTICLE I NAME AND PURPOSE

- 1 The name of this Association shall be "UTAH FOREIGN LANGUAGE ASSOCIATION." The Association is a Utah non-profit corporation.
- 2 The purpose of the Association shall be:
 - A To stimulate the interest of all peoples everywhere in the learning and preserving of skills in foreign languages, and all languages other than English.
 - B To foster discussion and interchange of ideas relative to the duties, responsibilities, and problems of teachers and students engaged in the study of foreign languages in order to aid and promote the advancement and mutual understanding of teachers and students, and to encourage interest and participation in the activities of the Association.

ARTICLE II MEMBERSHIP

- 1 Any person interested in the learning or preserving of a foreign language skill is eligible for regular membership in this Association provided the annual dues are paid.
- 2 Honorary memberships may be conferred upon any individual who has made an unusual or extraordinary contribution to the advancement of foreign language skills, or a contribution to the Association. Honorary memberships are conferred only upon a unanimous vote of the Executive Board of the Association.
- 3 Any student of a foreign language may, upon application and payment of dues, become a student member of this Association.
- 4 Any member may be expelled from the Association for just cause upon unanimous vote of the Executive Board and shall be entitled to a hearing before the Executive Board prior to the expulsion. Failure to appear at the hearing upon a prior five day written notice constitutes waiver of the right to a hearing before the Executive Board.

ARTICLE III OFFICERS

- 1 The officers of the Association shall be President, President-Elect, Past-President, Secretary and Executive Secretary/Treasurer. They shall be nominated and elected as herein provided at the Annual Meeting of the Association except for the Executive Secretary/Treasurer, who be appointed by the Executive Board. Tenure of office shall begin with the adjournment of the Annual Meeting in which they are elected or as soon thereafter as their successors they shall have been duly elected and qualified.
- 2 All regular members and only regular members shall be eligible for any office.

- 3 The President of the Association, upon completion of his or her term of office, shall serve on the Executive Board as Past-President.
- 4 The powers and duties of the officers shall be as follows:
 - A The President shall preside at all meetings of the Association and the Executive Board. At the Annual Meeting of the Association, he or she shall present a report of the activities of the Association during the preceding year.
 - B The President-Elect shall perform such duties as may be assigned by the President and the Executive Board and shall perform the duties of the President at any time the President is unable to perform such duties. Upon the death or resignation or during the disability or absence of the President or upon his or her refusal to act, the President-Elect shall perform the duties of the President only as long as the disability or absence continues or for the remainder of the president's term.
 - C The Secretary shall keep a record of all meetings of the officers, the Association and of the Executive Board. The Secretary shall perform such other duties as may be assigned by the President or the Executive Board.
 - D The Executive Secretary/Treasurer shall be appointed by a majority decision of the Executive Board to a renewable two-year term and shall be the custodian of all programs, papers, documents, and other property of the Association including its funds. The Executive Secretary/Treasurer shall serve as a liaison with the Utah State Office of Education. He or she shall also perform such other duties as may be assigned by the President of the Executive board. The position of Executive Secretary/Treasurer shall be remunerated.
- 5 The President-Elect and the Secretary shall be elected for one-year terms by the regular members of the Association at the Association's Annual Meeting. The President-Elect shall serve as President-Elect for one year, as President for one year, and as Past-President for one year, consecutively. Any vacancy in an office, except as otherwise provided herein, shall be filled by interim appointment by majority vote of the Executive Board.
- 6 Any officer of the Association may be removed from office with cause by a two-thirds vote of the entire membership of the Executive Board at a regular meeting of said Board, provided the officer has had a fair hearing to determine the cause of removal.

ARTICLE IV EXECUTIVE BOARD

- 1 There shall be an Executive Board composed of the officers together with additional members of the Association who shall be approved by the officers. The number of members approved for the Executive Board each year shall be discretionary with the officers.
- 2 Any vacancy on the Executive Board, through resignation or otherwise, may be filled by the officers. Board members approved by the officers may be removed by the unanimous vote of the officers at any time without cause, or with cause by a two-thirds vote.
- 3 The Executive Board shall have the general supervision and control of the affairs of the Association and shall establish and execute the general policy, programs, and activities of the Association.
- 4 The Executive Board may authorize any officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances.
- 5 All checks, drafts, or other orders for the payment of any money, notes, or other evidences of indebtedness incurred in the name of the Association shall be signed by such officer or officers of the Association and in such manner as shall from time to time be determined by resolution of the Executive Board.

- 6 All members of the Executive Board shall have the right to vote on Board decisions; however, any member of the Executive Board who, directly or indirectly, receives compensation from UFLA for services is precluded from voting on matters pertaining to that compensation.

ARTICLE V MEETINGS

- 1 There shall be an Annual Meeting of the entire membership of the Association held at a time and place to be determined by the Executive Board. The program and order of business shall conform with the requirements of the by-laws as supplemented by the Executive Board.
- 2 Special meetings of the Association may be called by the President at such time and place and with such notice as he or she may determine.
- 3 The Executive Board shall meet regularly to conduct the affairs and activities of the Association at a time and place to be selected by the President.
- 4 Six Executive Board members constitute a quorum.

ARTICLE VI COMMITTEES

- 1 At any time during the year the officers may appoint special committees as needed in order to carry out the purposes of the Association and shall prescribe the duties and functions of such committees.
- 2 Committees shall meet as often as may be necessary in order to perform their duties. Each committee shall report its activities to the Executive Board and shall prepare and submit to the Board a report in writing whenever requested to do so by the President.

ARTICLE VII DUES

Dues for the Association shall be based upon the projected estimated financial needs of the Association and may vary from year to year. The dues are to be fixed and announced by the Executive Board prior to the Annual Meeting.

ARTICLE VIII AMENDMENTS

These by-laws may be amended at any meeting of the Association by a two-thirds vote of the regular members of the Association present and voting, provided notice of the substance of the proposed amendments shall have been mailed to all regular members of the association at least ten days prior to the meeting, or they may be amended by a two-thirds majority of respondents to a mail-in or internet ballot.

As amended in November 1995, July 2005, February 2006, and 2017.