

MIWLA By-Laws

By-Laws of the Michigan World Language Association

Article I – Purpose

The Michigan World Language Association, Inc. [also referred to as the Association] is a nonprofit tax-exempt corporation organized and operated exclusively for the purposes described in section 501 (c) (3) of the Internal Revenue Code and incorporated in Michigan. Its members are interested in the teaching, learning, and promoting of world languages and cultures.

Article II – Offices

The principal office of the Association shall be located in the city and state designated in the Articles of Incorporation. The Association may also maintain offices at such other places within the United States as the Executive Board may, from time to time, determine.

Article III – Membership

- A. Classification of Members.** There are four classes of members of the Association: Regular Members, Student Members, Retired Members, and Honorary Members.
- I. Regular Members.** Any person interested in world language education is eligible to be a Regular Member of the Association.
 - II. Student Members.** Any full-time student with an interest in world languages enrolled in a secondary or post-secondary institution is eligible to be a Student Member of the Association.
 - III. Retired Members.** Any person retired from world language education is eligible to be a Retired Member of the Association.
 - IV. Honorary Members.** The Executive Board may appoint honorary members of the Association at its discretion.
- B. Rights and Duties of Members.** Any eligible person may become a member by paying the annual dues according to member class established by the Executive Board. All Members of the Association shall have the right to vote at Association meetings. Only Regular and Retired Members may become an Officer of the Association.

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Article IV – Membership Meetings

- A. Annual Meeting.** An Annual Meeting of the Members of the Association shall be held each year for the purpose of transacting Association business as shall come before it.
- B. Special Meetings.** Special Meetings of the Members may be called at any time by the Executive Board of the Association. The business transacted at a Special Meeting of the Members shall be confined to the topic(s) stated on its notice.
- C. Location of Meeting.** Any Meeting of the Members shall be held at a location designated by the Executive Board.
- D. Notice of Meetings.** A notice of each Meeting of the Members, whether Annual or Special, shall be sent to all dues paying Members at least ten days prior to the Meeting date. Notice of any Meeting need not be given to any person who becomes a Member after the notice and prior to the Meeting or to any person who submits a waiver of notice.
- E. Quorum at Meetings.** At any Meeting of the Members, a majority of the Members who are present constitutes a quorum for the transaction of any business. Voting by proxy is not allowed.
- F. Voting.** Each Member shall be entitled to one vote.

Article V – Executive Board

- A. Voting Officers.** The Voting Officers of the Association consist of the Immediate Past President, President, President-Elect, Vice President, Executive Secretary, Executive Treasurer, and Public Affairs Liaison.
- B. Nomination and Election of Voting Officers in the Presidential Stream.** Nominations for the new Vice President shall be called for and received by the Immediate Past President. Nominations may be made by any Member in good standing. The election for a new Vice President may be held at the Annual Meeting, a duly called Special Meeting, or held electronically by such method determined by the Executive Board, with notice provided to each Member. The candidate receiving the majority of votes cast by the Members is elected. The Voting Officers in the Presidential Stream consist of the Immediate Past President, President, President-Elect, and Vice President.
- C. Appointment of Voting Officers outside the Presidential Stream.** The Voting Officers in the Presidential Stream of the Association appoint the following additional Voting Officers: Executive Secretary, Executive Treasurer, and Public Affairs Liaison.
- D. Appointment of Non-Voting Officers.** The Voting Officers may appoint additional Non-Voting Officers as needed.

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E. Terms of Office.

I. Voting Officers in the Presidential Stream. Each of the Voting Officers in the Presidential Stream of the Association serves for a period of four years in the following capacities: Year One: Vice President; Year Two: President-Elect; Year Three: President; Year Four: Immediate Past President. The terms of office for all Voting Officers in the Presidential Stream begin on January 1 and end on December 31 of each year.

II. Voting Officers outside the Presidential Stream. The Voting Officers outside the Presidential Stream of the Association are appointed for up to a five year term as determined by the Executive Board and may be reappointed for additional terms up to five years.

III. Non-Voting Officers. The Non-Voting Officers of the Association are appointed by the Executive Board for a one-year term and may be reappointed for up to two additional years.

F. Vacancies. If an officer is unable, for any reason, to complete his or her term of office, the remaining Members of the Executive Board may appoint a person to complete the unexpired term. A vacancy on the Executive Board may be filled by a current officer of the Executive Board. In such cases an officer may hold more than one office.

G. Non-Fulfillment of Duties. If an officer is unable or unwilling to fulfill his or her duties, the Executive Board may remove said officer by majority vote.

H. Duties and Powers. The Executive Board is responsible for the oversight and management of the activities, property, and interests of the Association, and as such exercise all powers of the Association, except as limited by law or by the Articles of Incorporation.

I. Duties of Officers. Duties of Officers shall be defined by the Executive Board.

J. Meetings. The Executive Board meets to conduct Association business as necessary.

K. Quorum. The presence of a majority of the Voting Officers of the Executive Board constitutes a quorum.

L. Voting. At all meetings of the Executive Board, each Voting Officer has one vote and the vote of a majority of Voting Officers constitutes the action of the Executive Board. Voting on Association matters may occur at regular meetings of the Executive Board, on Executive Board Conference Calls, or through other means approved by the Executive Board. In the event of a tie vote, the presiding officer casts the deciding vote.

M. Compensation.

I. Voting Officers in the Presidential Stream. Voting Officers in the Presidential Stream shall not receive any compensation for their services. The Executive Board may provide

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for expenses incurred by each Executive Board member in the Presidential Stream in the course of fulfillment of duties.

II. Voting Officers outside the Presidential Stream. The Voting Officers in the Presidential Stream establish the honoraria for the Voting Officers outside the Presidential Stream.

III. Non-Voting Officers. The Voting Officers in the Presidential Stream establish the honoraria for the Non-Voting Officers.

N. Contracts. Contracts, notes, and other instruments shall be signed on behalf of the Association by the Executive Treasurer with the approval of a majority of the Voting Officers of the Executive Board. No contract or any other transaction between the Association and any other organization shall be affected, nor shall any Voting Officer be liable in any way, by reason of the fact that one or more of the Voting Officers of the Association is or are interested in said contract either as a Voting Officer of such organization, provided that such facts are disclosed or made known to the Executive Board. Any Voting Officer may be a party to or interested in any contract or transaction of the Association without being liable by reason of such interest, provided that the facts of such interest are disclosed or made known to the Executive Board. Any Voting Officer who is or may be a party to or interested in any contract or transaction of the Association, shall abstain from any vote made or taken regarding such contract or transaction.

Article VI – Miscellaneous Provisions

A. Corporate Seal. The corporate seal shall be approved by the Executive Board.

Article VII – Indemnification

The Association shall indemnify any Officer who is made party to any legal action, proceeding, or investigation by reason of the fact said person is or was an Officer of the Association. Such indemnification shall be construed as broadly as possible and shall be in addition to, but shall not be intended to conflict with the provisions of the Articles of Incorporation of the Association, as amended, and shall provide for the payment of any expense, including reasonable attorney fees, and payments made in settlement of any such action, proceeding, or investigation.

Article VIII – Amendments

These by-laws may be amended, added to, or repealed by a two-thirds vote of the members present and voting at any Business or Special Meeting of the Membership. These by-laws may also be amended by unanimous vote of the Executive Board.

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Revised 2014

Approved by the MIWLA Executive Board on 3/8/14.