

BYLAWS OF THE JOINT NATIONAL COMMITTEE FOR LANGUAGES AND THE NATIONAL COUNCIL FOR LANGUAGES AND INTERNATIONAL STUDIES.

1. **PURPOSE.** The common purpose of the Joint National Committee for Languages and the National Council for Languages and International Studies (JNCL-NCLIS) is the promotion and implementation of public policy in support of languages and international studies; the improvement and enhancement of international studies and the studying, learning, teaching of languages, linguistics, cultures, and their practical application; and the advancement of that purpose, by joint action among the members and through appropriate relationships with other individuals and organizations in the public and private sectors of the nation.

2. **FOUNDING ORGANIZATIONS.** The following organizations were the initial members of the Joint National Committee for Languages (JNCL):

American Association of Teachers of French (AATF)
American Association of Teachers of German (AATG)
American Association of Teachers of Italian (AATI)
American Association of Teachers of Slavic and East European Languages (AATSEEL)
American Association of Teachers of Spanish and Portuguese (AATSP)
American Council on the Teaching of Foreign Languages (ACTFL)
Association of Teachers of Japanese (ATJ)
Modern Language Association-Association of Departments of Foreign Languages (MLA- ADFL)
Modern Language Journal-National Federation of Modern Language Teachers Association (MLJ- NFMLTA)
National Committee for Latin and Greek (NCLG)
Teachers of English to Speakers of Other Languages (TESOL)

3. **MEMBERSHIP.** Organizations subscribing to the common purposes of the JNCL/NCLIS may apply for, and be duly admitted to, membership in either or both entities in accordance with these bylaws. Each organization, immediately upon admission to membership, shall have one vote on matters under consideration by the Delegate Assembly. Organizations shall comply with these bylaws and all applicable rules and regulations of JNCL and/or NCLIS, including payment of fees, as they may be established by the Board of Directors from time to time. The membership of any organization may be terminated by a two-thirds vote of the Board of Directors for failure to pay required fees or for other conduct by the member materially detrimental to the interests of JNCL and/or NCLIS.

4. DELEGATE ASSEMBLY

4.1 Responsibilities. The policies of JNCL/NCLIS shall be established by a Delegate Assembly consisting of the designated representatives of the member organizations of JNCL and NCLIS. The members of the Delegate Assembly shall determine the common purpose and mission of JNCL/NCLIS. As provided in these Bylaws, the Delegate Assembly alone shall have the authority to elect officers and at-large members of the Board of Directors and to approve bylaws changes.

4.2 Organizational Representatives. Each member organization shall designate an official delegate to represent it at the Delegate Assembly. The member organization may withdraw a designation at any time, and may make a new designation whenever there is a vacancy in the position or for any reason.

4.3 Meetings. The Delegate Assembly shall normally meet once each year, usually in the spring. The meeting shall be planned by the Board of Directors. A quorum shall consist of at least one third of the delegates of the member organizations. Each delegate shall have one vote for each member organization that the delegate represents. Notice of the meeting shall be issued at least thirty days in advance. Prior to the meeting, the Delegates shall receive an agenda, a financial report from the previous fiscal year, and any information relevant to the upcoming meeting. The President or Executive Committee may also call special meetings of the Delegate Assembly on no less than thirty days advance notice. The business of the Delegate Assembly will be conducted according to Roberts' Rules of Order, Newly Revised.

5. BOARD OF DIRECTORS

5.1 Membership. There shall be a single JNCL/NCLIS Board of Directors of at least eighteen (18) delegates, composed of (a) delegates nominated by member organizations that provide a significant level of financial or in-kind support and/or commitment to the purposes and activities of JNCL or NCLIS; (b) at least nine at-large, elected delegates broadly representative of the diversity of the memberships of JNCL and NCLIS; (c) members whose cumulative contributions to the missions of JNCL and/or NCLIS, over the history of JNCL and/or NCLIS, merit permanent inclusion on the Board; (d) the Executive Director, serving ex-officio with voting rights, and (e) any officers elected pursuant to Section 6.1 below. The number of such delegates on the Board from subsection (a) shall not exceed the number of at-large delegates under subsection (b). The Board of Directors will define, pursuant to published policy, the kinds and levels of support and commitment that are significant under subsection (a), and will establish criteria for a one-time admittance of Board members under subsection (c), with members admitted to the Board not later than January, 2015.

5.2 Terms. At-large delegates of the Board of Directors shall be elected by the Delegate Assembly for a two-year term and are eligible for re-election once. The terms of service of the Board of Directors shall commence on the first day of January following their election. To maintain staggered terms, five at-large members shall normally be elected each even-numbered year and four each odd-numbered year. Any Board members elected to an Officer position shall have their service on the Board extended to be concurrent with their service as an Officer.

5.3 Vacancies. In the event of a vacancy on the Board of Directors, the vacant position shall be filled by election at the next annual meeting of the Delegate Assembly following the occurrence of the vacancy. If the vacancy occurs in the first year of a two-year term, a delegate shall be elected to serve for one year to complete the original term, and the delegate so elected shall be eligible for reelection once for a full two-year term. The election to an Officer position or as an at-large member of the Executive Committee of a delegate from a member organization that provides a significant level of financial support and commitment shall not create a vacancy on the Board. Contrariwise, the election of a delegate from an at-large Board member to an Officer position shall create a vacancy on the Board.

5.4 Responsibilities. Except as otherwise provided in these Bylaws, the business and affairs of JNCL/NCLIS shall be governed by the Board of Directors. Without limiting the foregoing, the Board shall recommend policy initiatives to the Delegate Assembly; have responsibility for approval of the Annual Budget and planning the annual meeting of the Delegate Assembly; elect organizations to membership in JNCL and NCLIS; and establish the level of membership fees.

5.5 Meetings. The JNCL/NCLIS Board of Directors shall meet at least twice a year, in person or via conference call, between annual meetings and/or at the call of the President or of three members of the Executive Committee. A quorum shall consist of a majority of the members of the Board. With the permission of the President, any Director may attend an in-person meeting via conference telephone. Any action of the Board may be taken without a meeting if that action is approved by a

majority of the Board members, such approval to be provided by each Director in writing, including by email or facsimile. The Board shall develop processes for actions taken outside of a meeting. Such votes shall subsequently be recorded in minutes and reported to the membership. Each member of the Board may cast one vote only on any matter before the Board.

5.6 Voluntary Service. All members of the Board of Directors, except the Executive Director, shall serve without compensation. This will not preclude reimbursement of members of the Board for reasonable expenses necessarily incurred in connection with their service to JNCL/NCLIS.

5.7 Conflict of Interest. The Board of Directors shall adopt a written conflict of interest policy for its members to assist in avoiding any impropriety or perception of impropriety in actions of the Board.

5.8 Removal. Any member of the Board, including Officers, may be removed by two-thirds vote of the Board of Directors for conduct which the Board determines to be materially detrimental to the interests of the JNCL or NCLIS, including but not limited to conduct that may harm the reputation of JNCL or NCLIS.

5.9 Limited Liability. Board members, including Officers, shall not be liable to JNCL/NCLIS or its members for damages for any action taken, or for failure to take any action, as a Board member, except liability for (a) the amount of financial benefit improperly received by a Board member; (b) an intentional infliction of harm on the association or one or more of its members; (c) an intentional violation of criminal law; (d) breach of the duty of loyalty; or (e) improper distributions.

5.10 Indemnification. JNCL/NCLIS may indemnify any Board member, including Officers, for any debt, obligation, or other liability incurred in the course of the indemnified person's activities on behalf of JNCL/NCLIS if the person seeking indemnification acted in good faith, in a manner he or she reasonably believed to be in the best interests of JNCL/NCLIS, and with such care, including reasonable inquiry, as a prudent person would reasonably exercise in a similar position and under similar circumstances.

6. OFFICERS

6.1 The Officers of JNCL/NCLIS shall be a President, a President-Elect, a Secretary, a Treasurer, and an Executive Director. Except for the Executive Director, the Officers shall be nominated by the Nominating Committee from the Board of Directors and elected by vote of the Delegate Assembly, and the term of office shall be two years. The positions of President and President-Elect shall be limited to one term. No person, following conclusion of their term as President, may serve as an Officer or member of the Executive Committee for more than three years. The President-Elect shall automatically succeed to the position of President. Any person elected as Secretary may be reelected to one additional consecutive term, and any person elected as Treasurer may be reelected to two additional consecutive terms.

6.2 The President shall serve as Chair of, and shall establish the agendas for, and shall preside at meetings of the Executive Committee, the Board of Directors, and the Delegate Assembly, and shall have general supervision over the affairs of JNCL/NCLIS. The President shall also appoint the Nominating Committee Chair, with approval of the Executive Committee.

6.3 The President-Elect shall, as requested, assist the President in the performance of his or her obligations; perform duties and exercise such responsibilities as are determined by the Board of Directors; and shall exercise the powers of the President in the absence of the President.

6.4 The Secretary shall confirm that accurate and complete minutes of Board of Directors, Executive Committee, and Delegate Assembly meetings are prepared; serve as Parliamentarian for the Delegate Assembly; serve as Chair of the Bylaws Committee; and shall perform such other duties as are assigned to this office by the Board of Directors.

6.5 The Treasurer shall assist in the preparation of reports on the financial condition of JNCL/NCLIS and present such reports to the Board of Directors and Delegate Assembly; serve as Chair of the Finance Committee; and shall perform such other duties as are assigned to this office by the Board of Directors.

6.6 The Executive Director shall be the chief executive officer of JNCL/NCLIS, managing the day-to-day operations, including staff, subject to Board of Directors policies. The Executive Director shall be appointed by the Board of Directors and serve under the guidance of the Executive Committee. The Executive Director shall be an ex-officio member, with voting rights, of the Board of Directors and Executive Committee.

6.7 The Board of Directors also shall have the power to assign other duties to each officer, and to replace officers who do not complete their terms of office.

7. EXECUTIVE COMMITTEE

7.1 Membership. There shall be an Executive Committee consisting of the President, President-Elect, Secretary, Treasurer, Executive Director, and two at-large members. The at-large members of the Executive Committee must be official delegates to the Delegate Assembly but need not be members of the Board of Directors.

7.2 Terms and Election. The members at large shall be elected by the Delegate Assembly for two year terms and are eligible for re-election once. Their terms shall be staggered.

7.3 Responsibilities. The Executive Committee shall provide direct oversight with respect to the work of the Executive Director, including conducting annual performance reviews. The Executive Committee shall also determine the Executive Director's compensation, subject to the approval of the Board of Directors.

7.4 Meetings. The Executive Committee shall meet as necessary, in person or via conference telephone, to conduct its business and at the call of the President or three members of the Executive Committee. A quorum shall consist of a majority of the members of the Executive Committee. With the permission of the President, any member of the Executive Committee may attend an in-person meeting via conference telephone. Any action of the Executive Committee may be taken without a meeting if approved by a majority of the Executive Committee members, such approval to be provided by each such Executive Committee member in writing, including by email or facsimile. Such votes shall subsequently be recorded in minutes.

8. OTHER COMMITTEES

8.1 Qualifications. Members of the Finance, Nominating, and Bylaws Committees must be official delegates to JNCL/NCLIS when nominated and throughout their terms on these Committees.

8.2 Finance Committee. There shall be a Finance Committee consisting of the Treasurer, as Chair,

and no fewer than three additional members who shall serve terms of one year. The Treasurer shall select the other members of the Finance Committee, subject to approval of the Executive Committee. The Finance Committee shall prepare the annual budget, review and recommend membership assessments, oversee the financial management of JNCL/NCLIS, recommend sources of alternative funding and fund raising activities, and recommend organizations for membership in the JNCL and NCLIS. The Committee membership should reflect the diversity of organizational membership in JNCL/NCLIS.

8.3 Nominating Committee. There shall be a Nominating Committee consisting of a Chair and no fewer than additional three members who shall serve for terms of one year. The President shall appoint the Chair, who shall select the other members of the Nominating Committee, subject to approval of the Executive Committee. The Nominating Committee members shall not be members of the Board of Directors who are-eligible for reelection, except for the President who shall be an ex-officio member of the Nominating Committee. The Nominating Committee shall present a slate of candidates to fill vacancies on the Board of Directors, including Officer positions. The Committee membership should reflect the diversity of organizational membership in JNCL/NCLIS.

8.4 Bylaws Committee. There shall be a Bylaws Committee consisting of the Secretary as Chair and no fewer than three additional members who shall serve for terms of one year. The Bylaws Committee shall be chaired by the Secretary, who shall select the other members of the Bylaws Committee, subject to approval of the Executive Committee. The Bylaws Committee shall meet as necessary in order to review the structure and procedures of JNCL/NCLIS and recommend changes in the bylaws to the Delegate Assembly when necessary and appropriate. The Committee membership should reflect the diversity of organizational membership in JNCL and NCLIS.

9. FISCAL MATTERS

9.1 The fiscal year of JNCL/NCLIS shall be January 1 through December 31.

9.2 There shall be an annual financial review by an independent accountant.

10. AMENDMENTS

10.1 The bylaws may be amended by two-thirds vote of the Delegate Assembly, such vote to take place either at a meeting of the Annual Assembly or via email, as determined by the Board of Directors.

11. DISSOLUTION

11.1 If JCNL or NCLIS is dissolved or terminated in any manner or for any reason, its remaining assets, if any, after payment (or provision for payment) of all liabilities shall, upon recommendation of the Board of Directors and approval of a majority of the members, present and voting, be transferred to one or more organizations engaged in activities similar to those of the dissolving entity and organized and operated exclusively for charitable, scientific, literary or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member or individual. If the dissolving entity does not make such a recommendation, or the required approval of a majority of the members is not obtained, the remaining property and assets shall be distributed among the members, in equal proportions, provided that all such members are then nonprofit charitable, scientific, or educational institutions; and if any is not, the assets shall be distributed among such members as are nonprofit charitable, scientific or educational organizations.