

PSMLA CONSTITUTION & BYLAWS

Approved February 28, 2024

ARTICLE I: NAME

The name of this organization shall be the PENNSYLVANIA STATE MODERN LANGUAGE ASSOCIATION, hereinafter referred to as PSMLA.

ARTICLE II: PURPOSE

The mission of PSMLA is to enhance world language education throughout Pennsylvania by:

- promoting the teaching and learning of world languages and culture at all levels (Pre-K through university); and
- providing opportunities for professional growth and networking; and
- recognizing excellence in the field; and
- collaborating with local, state, and national organizations.

ARTICLE III: MEMBERSHIP

Any individual interested in the study or teaching of world languages may become an active member of PSMLA by the payment of such dues as may be prescribed in the bylaws.

ARTICLE IV: OFFICERS

Section 1. The officers of PSMLA shall be a President, a First Vice President, a Second Vice President, an Immediate Past President, a Secretary, and a Treasurer.

Section 2. The Nominations Committee shall present a slate of officers which shall be voted on by the general membership.

Section 3. All elected officers shall serve a term of two years, beginning and ending on January 1 following the elections, which shall be held in the fall of each year.

Section 4. The President shall be that individual who served as First Vice President during the preceding term. Their powers and duties shall be such as usually attached to this office. They shall serve as chair of the Executive Council during their term of office. Upon completion of their term, the President shall serve a two-year term as Immediate Past President.

Section 5. The First Vice President shall be that individual who served as Second Vice President during the preceding term. The First Vice President serves in the absence of the President.

Section 6. Any candidate for Second Vice President shall be nominated by the Nominations Committee after seeking nominations from the Executive Council, to be approved by the Executive Council.

Section 7. The Secretary shall have such powers and duties as usually attached to this office.

Section 8. The Treasurer shall have such powers and duties as usually attached to this office.

ARTICLE V: REPRESENTATIVES TO OTHER PROFESSIONAL ORGANIZATIONS

Section 1. Representatives shall be appointed by the President and approved by the Executive Council to serve as liaisons to other professional organizations (e.g., ACTFL, JNCL-NCLIS, and NECTFL).

Section 2. These representatives shall have voice but not vote as a member of the Executive Council of PSMLA unless they are elected representatives of the Executive Council.

ARTICLE VI: EXECUTIVE COUNCIL

Section 1. The voting members of the Executive Council shall consist of the officers of PSMLA and nine PSMLA members elected by the membership. The non-voting members of the Executive Council are the representatives to other professional organizations, a Conference Coordinator, Editors of PSMLA publications, a Webmaster, a Historian, and others approved by the Executive Council and invited by the President to attend.

Section 2. The Nominations Committee, chaired by the Immediate Past President, shall present a maximum of two candidates for each Executive Council member vacancy and shall submit this ballot to the Executive Council for approval. Nomination information shall be made available to the general membership through PSMLA publications (such as the news mailing or website). Upon approval of the candidates by the Executive Council, the Chair of the Nominations Committee shall prepare the ballot of nominations for Executive Council and the slate of officers for vote by the general membership. The election shall be arranged through an online system. After the vote, the Chair of the Nominations Committee shall inform all candidates of the election results.

Section 3. Three Executive Council members-at-large shall be elected annually for a term of three years. Every effort shall be made to have diverse representation. The elected members of the Executive Council shall serve a maximum of two complete terms. After two terms, the elected members shall be ineligible to serve in the same position but shall be eligible to serve as officers or to work in a non-voting position.

Section 4. The non-voting members of the Executive Council listed in Article VI, Section 1 shall be appointed by the President and approved by the Executive Council.

Section 5. The non-voting members of the Executive Council listed in Article VI, Section 1 shall serve at the pleasure of the voting members of the Executive Council. They shall perform such functions appropriate to the position as the Executive Council may designate. The compensation, if any, shall be fixed by the members of the Executive Council. These individuals shall have voice but no vote.

Section 6. The Executive Council shall administer the affairs and determine the policies of PSMLA.

Section 7. The Executive Council shall meet virtually or in person at least three times a year, in addition to the annual meeting at the fall conference, at the call of the President. It can also meet for reasons of urgency, upon the request of a majority of the Council members, at such time and place as they may deem advisable.

Section 8. It is the obligation of all Executive Council members (both elected and appointed) to attend all scheduled Council meetings. Any member of the Executive Council who is absent from two meetings within a calendar year or two consecutive meetings (including the annual conference), without an excuse which is justifiable in the opinion of the Executive Council, shall be asked to resign from the Executive Council immediately. Failing this, they shall be removed from the Council. All records of attendance shall be kept by the Secretary and will be published in the minutes of the meeting.

Section 9. The President shall have the power to appoint both officers and members-at-large to fill any unexpired term. These must be approved by a vote of the Executive Council.

Section 10. Voting members of the Executive Council are not authorized to receive compensation from PSMLA for services rendered while serving on the Executive Council.

Section 11. An Executive Council member may resign at any time by giving written notice (electronic or hard copy) to the President. The resignation shall take effect upon receipt of such resignation, and acceptance of the resignation shall not be necessary to make it effective. Any Executive Council member may be removed at any time with due cause, as determined by the Executive Council, by a minimum of a two-thirds majority, provided that there is a quorum of the voting members of the Executive Council present (virtually or in person) at the Executive Council meeting at which such action is taken.

ARTICLE VII: COMMITTEES

Section 1. The following standing committees of PSMLA and their members shall be appointed by the President each year: Advocacy Committee, Awards Committee, Communications Committee, Conference Committee, Finance Committee, Membership Committee, Nominations Committee, and Professional Development Committee.

Section 2. The Treasurer shall chair the Finance Committee. It shall consist of the Officers and the Conference Coordinator. The President may appoint additional Executive Council members. The Finance Committee shall meet at a mutually convenient time before each Council meeting to review financial matters and make recommendations to Council on financial matters such as, but not limited to, advertising and exhibit table rates, dues, compensation/honoraria, and expense reimbursement.

Section 3. The Conference Committee shall consist of at least three members, one of whom is a current or past officer. This committee shall, with the approval of the Executive Council, set the conference registration fees and provide programs, speakers, facilities, and publicity for the stated conferences of PSMLA.

Section 4. The President shall appoint other committees, with the consent of the Executive Council, as the occasion may demand, to serve until they have discharged their duties.

ARTICLE VIII: CONFERENCES AND MEETINGS

Section 1. An annual conference shall be held at a location that varies from year to year by region. All members of PSMLA shall be notified at least six months in advance of the time and place for all stated conferences. The conference may be canceled or the time and place can be altered for emergency reasons by vote of the Executive Council. In addition, special meetings/workshops may be convened at the call of the Executive Council.

Section 2. There shall be at least one business meeting of the general membership, each year, to be held in conjunction with the PSMLA statewide conference. This will be open to all PSMLA members.

ARTICLE IX: AMENDMENTS

This Constitution may be altered or amended by a majority vote of the Executive Council, subject to ratification by a majority vote of the members. The members are either present at the business meeting of PSMLA, provided that all members shall have previously received timely notice that such action is contemplated, or by means of an electronic vote. A copy of the PSMLA Constitution and Bylaws shall be made available to each member of PSMLA via the PSMLA website.

BYLAWS

B1. The membership year of PSMLA shall run from July 1 to June 30.

B2. The dues of PSMLA shall be set by the Executive Council. The membership will be informed of said changes via the news mailing (email), the website, and/or mailings. Dues are payable annually, on or before July 1, for the ensuing membership year. Members shall remit their dues via the PSMLA website or directly to the Treasurer.

B3. The active members present at any meeting of PSMLA shall constitute a quorum for the transaction of business. An active member who is unable to attend any stated meeting may send a proxy to the Secretary, who shall exercise the desires of the absent member as indicated in the proxy.

B4. The annual conference and membership meeting shall be held in the fall of the year.

B5. The sites for the conferences shall be chosen by the Conference Committee and approved by the Executive Council with due regard to accessibility, population, and physical facilities.

B6. Representatives to the other professional organizations shall attend their respective conferences and meetings and provide reports to the Executive Council of that organization's activities in a timely fashion.

B7. Minutes of proceedings, upon approval by an electronic vote of the Executive Council, shall be kept on permanent file by the Secretary. Minutes of all Executive Council and Membership meetings shall be available to current members on the PSMLA website within one month of the meeting and for at least 12 months following the meeting.

B8. The Treasurer shall file an annual report with the President by January 31. Each year a financial review will be conducted and reviewed by the Finance Committee. This will be either an internal or external review on an alternating year cycle.

B9. Awards shall be given annually by PSMLA and details will be published.

B10. The Immediate Past President is responsible for maintaining and updating the PSMLA Responsibilities, Procedures and Policies Document that outlines the specific responsibilities of all officers, committees, representatives to professional organizations, and other appointed positions.

B11. PSMLA Bylaws may be amended or repealed, and proposed Bylaws that are consistent with the Constitution of the PSMLA may be adopted, by a majority vote of the Executive Council via an electronic vote or at an Executive Council meeting. The membership will be notified of all changes.

B12. The conference chairs will be invited and are expected to attend all Executive Council meetings in the year prior to and the year of the conference that they chair.