

CONSTITUTION OF THE NATIONAL COUNCIL OF LESS COMMONLY TAUGHT LANGUAGES

PREAMBLE

This Council shall represent the Less Commonly Taught Language (LCTL) teaching profession in the national dialogue on Foreign Language and International Studies.

ARTICLE I: THE COUNCIL

Section 1:

NAME. The name of this organization, hereafter referred to as the Council, shall be "National Council of Less Commonly Taught Languages."

Section 2:

NATURE. The Council shall be a non-profit, non-political professional organization, formed exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 3:

PURPOSE. The goal of the Council is the advancement of a national strategy for the teaching and learning of the LCTLs. Activities of the Council shall include, but not be limited to, the following:

- Policy and planning for the LCTLs;
- Research to promote and facilitate LCTL learning and teaching;
- Support to nurture and strengthen language teaching organizations for the LCTLs;
- Professional development of LCTL teachers;
- Curriculum development in the LCTLs;
- Collection and dissemination of data and information on the LCTLs;
- Fundraising to carry out the activities mentioned above as well as approved programs of member organizations and individual members; and
- Voicing the collective concerns of the LCTLs.

Section 4:

GUIDING PRINCIPLE. Decisions of the Council shall be made within a context reflecting broad and comprehensive representation of all LCTLs.

Section 5:

MEMBERSHIP. The Council shall be an incorporated organization of LCTL teaching organizations and individual LCTL professionals.

i. Organizational Membership. Any organization involved in the teaching of the LCTLs may become a member of the Council. In addition to the founding members, other LCTL organizations may be added as full members **in accordance with this Constitution.** Each member organization in good standing shall have one vote at all annual and special meetings of the Council.

The following criteria shall be considered to determine eligibility for full organization membership:

1. A member organization shall be a fully constituted organization.
Information needed: constitution/bylaws incorporation certificate when applicable.
2. A member organization shall be primarily concerned with the teaching and learning of one or more LCTL.
Information needed: mission statement or evidence of teaching an LCTL.
3. A member organization shall have a clearly defined and effectively operating administrative structure with an established track record.
Information needed: current profile; officers, members; activities, projects; and evidence of track record.
4. A member organization shall be representative of its language field(s), and of a significant portion of U. S. education in its language field(s).
Information needed:
Basis of membership: composition and size of membership.
Field definition: linguistic, geographic
5. A member organization shall agree to work to support the general interests of the LCTLs in accord with the principles of the Council.
Information needed: evidence of commitment; statement/ resolution in support of collective solutions to common problems.

ii. Affiliate Status. Organizations still in their formative stages can be affiliated with the Council prior to being accepted as full members as prescribed by these By-Laws: Article I Section 5.i.

Organizations that have a professional interest in advancing one or more of the less commonly taught languages, but are not eligible for full membership as prescribed by the By-Laws: Article I, Section 5.i, may also apply for Affiliate Status in the Council.

iii. Individual Membership. Any individual with a professional interest in issues of LCTLs may become a member of the Council.

ARTICLE II: GOVERNANCE AND OFFICERS

Section 1:

GOVERNANCE. The determination of policy and planning rests with the Delegate Assembly. Implementation of policy and the management of the affairs of the Council shall be the responsibility of the Executive Board.

Section 2:

DELEGATE ASSEMBLY. The Delegate Assembly consists of the designated representatives, hereafter referred to as ‘delegates,’ of the member LCTL organizations and one delegate representing individual members.

i. Responsibility. The Delegate Assembly determines and ratifies all policies having to do with the organization of the Council and its annual meeting, has the sole authority to admit organizations as members and affiliates of the Council, to elect officers, and to approve changes in the Constitution.

ii. Delegates. Before each Annual Meeting of the Council, each member organization shall designate in writing one person to represent them on the Delegate Assembly. These designated delegates may serve for additional terms without limitation.

iii. Meetings. The Council shall hold an Annual Delegate Assembly at such time and place as the Executive Board may select. More than 50 percent of the members present at any session of the Annual Delegate Assembly shall constitute a quorum. All meetings shall be conducted in accordance with the latest edition of Robert's "Rules of Order".

Section 3:

EXECUTIVE BOARD.

i. Responsibilities. Between annual meetings, the Executive Board is responsible for overall direction in accordance with policies adopted by the Delegate Assembly and shall recommend policy initiatives to the Council.

The Executive Board, at its discretion, may appoint a Director.

The Executive Board may establish committees and task forces as the business of the Council may require. The Board shall define the tasks and powers thereof and fix the terms and methods of appointment of members.

ii. Members. The Executive Board shall consist of the President, the Vice-President, the immediate Past-President, the Secretary-Treasurer, and two at-large members.

iii. Meetings. The Executive Board shall meet as necessary at the call of the President or three members of the Executive Board to conduct the business of the Council. The

Executive Board will be responsible for the long-term planning of annual meetings and for the publication and dissemination of information on these meetings.

Section 4:

ELECTED OFFICERS. The officers of the Council shall be elected by the delegates at the Annual Delegate Assembly of the Council from among a slate of candidates presented by the Nominating Committee and shall serve without compensation. The term of office shall be two years.

i. The President shall be the executive head of the Council, shall preside at all business meetings of the Council and of the Executive Board and carry out the instructions of the Delegate Assembly and the Executive Board. The President may not serve two consecutive terms. By virtue of his/her office the President may not represent his/her organization in the Delegate Assembly.

ii. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice-President shall automatically succeed the President when the latter's term of office expires. By virtue of his/her office the Vice-President may not represent his/her organization in the Delegate Assembly.

iii. The immediate Past-President shall serve as a member of the Executive Board as an ex-officio non-voting member and shall perform such duties as are assigned to this office by the Executive Board and the Delegate Assembly.

iv. The Secretary-Treasurer shall maintain accurate records for the Council, shall conduct the correspondence for the Council, shall keep the minutes of all meetings of the Delegate Assembly and of the Executive Board, and shall mail out all notices of meetings of the Council and of the Executive Board.

The Secretary-Treasurer shall have general supervision over the fiscal affairs of the Council, shall be responsible for disbursing the funds of the Council as needed or authorized by the Executive Board, and shall maintain records of all other moneys received and paid out for the account of the Council and perform such other duties as are assigned to this office by the Executive Board and Delegate Assembly. The Secretary-Treasurer shall submit such records to the Executive Board or the Council members upon request, and shall submit a treasurer's report at each annual meeting of the Delegate Assembly. The Secretary-Treasurer may be elected for more than one term.

v. The **two at-large members** shall serve staggered terms.

vi. An elected officer may not represent his or her organization in the Delegate Assembly.

Section 5:

DIRECTOR. The Executive Board, at its discretion, may appoint a Director to carry out its mandate, to represent the Council and to be responsible for fundraising.

Section 6:

NOMINATING COMMITTEE. Each year at the Delegate Assembly of the Council, a committee consisting of the President, Vice President, and two immediate Past Presidents shall constitute the Nominating Committee. At least one member of this Committee shall have been a member of the Nominating Committee of the previous year.

i. The Nominating Committee shall solicit nominations from all member organizations and individual members for positions on the Executive Board and shall present a slate of candidates to the Delegate Assembly at the annual meeting.

ii. The Nominating Committee shall give due consideration to achieving representational balance on the Executive Board.

iii. The Nominating Committee shall also solicit nominations from all individual members for a delegate to represent the Council's individual membership on the Delegate Assembly, and shall present a slate of candidates to the Council's individual membership to be voted upon.

Section 7:

ELECTIONS. Vacancies on the Executive Board shall be filled by elections through ballots from the designated delegates of the member organizations and individual members prior to the Annual Assembly. The new officers assume their duties at the conclusion of the Annual Assembly.

ARTICLE III: FINANCES

Section 1:

FISCAL YEAR. The fiscal year of the Council shall be determined by the Executive Board on the recommendation of the Secretary-Treasurer.

Section 2:

LEGAL CONTRACTS. The right to enter into legal contracts for the Council or any of its constituent parts is vested solely in the Executive Board.

Section 3:

AUDIT OF ACCOUNTS. There shall be an audit or a financial review of accounts by an independent accountant at least every three years.

Section 4:

COMPLIANCE WITH IRS CODE SECTION 501(C)(3).

i. The Council shall comply with all the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and shall not carry on any activities not permitted in that code.

ii. Assets of the Council are permanently dedicated to exempt purposes as described in Section 501(c)(3). In the event of dissolution, all remaining assets and property of the Council shall, after payment of necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or, to another organization to be used in such manner as will best accomplish the general purposes for which the Council was formed.

ARTICLE IV: AMENDMENTS

With two weeks written notice, this Constitution may be amended by a two-thirds vote of the Delegates.