

GOVERNING BYLAWS
of the
ALABAMA WORLD LANGUAGES ASSOCIATION
An Alabama Nonprofit Corporation

STATE OF ALABAMA §
 §
COUNTY OF MADISON §

KNOW ALL MEN BY THESE PRESENTS:

WHEREAS, the Articles of Incorporation of the Alabama World Languages Association (hereinafter, AWLA), f/k/a the Alabama Association of Foreign Language Teachers, have been amended and restated to reaffirm the primary purpose of this nonprofit corporation to be: “to advocate, advance, further and support the learning of world languages in the State of Alabama” and to remove the limitations on the activities prohibiting advocacy by the corporation;

WHEREAS, said amendment & restatement materially altered the fundamental nature of this nonprofit corporation, it has become necessary to adopt new Bylaws to govern Alabama World Languages Association; and

WHEREAS, the Amended & Restated Articles of Incorporation specifically empower and direct the Board of Directors to promulgate and adopt Bylaws for the governance of Alabama World Languages Association;

W * I * T * N * E * S * S * E * T * H

NOW THEREFORE, the Board of Directors of Alabama World Languages Association, pursuant to Article IX of the Amended Restated Articles of Incorporation, and pursuant to §§10A-3-2.31 & 10A-3-2.32 of the Alabama Nonprofit Corporation Law, do hereby promulgate and adopt the following as the Governing Bylaws of the Alabama World Languages Association;

BYLAW I:
OPERATING NAME

The corporation shall operate publicly under the name “Alabama World Languages Association” or under the Acronym “AWLA”. In addition, all written communications with outside persons, groups, organizations and governmental entities shall reflect that this corporation is “An Alabama Nonprofit Corporation”.

BYLAW II: PURPOSES

The purpose of this corporation being to advocate, advance, further and support the learning and of world languages in the State of Alabama, all activities conducted by AWLA shall be related to the accomplishment and execution thereof.

BYLAW III: MEMBERSHIP

There shall be two (2) classes of membership in AWLA: Organizational Members and Individual Members. Membership shall be granted for a period of one (1) calendar year, and shall be renewable annually.

- A. Organizational Members: Any organization or association whose governing body elects to apply for membership and is accepted by the Board of Directors.
 1. Application and Annual Renewal of Membership:
 - a. To apply for membership, an organization should submit a letter of application to the Executive Director;
 - b. The Executive Director shall forward all such letters of application to the President;
 - c. Upon receipt of a letter of application, the President shall place the matter of an organization's application for membership on the agenda of the next regular meeting of the Board of Directors;
 - d. An organization shall then be approved for membership upon a majority vote of the Board of Directors;
 - e. Once approved for membership, the organization must renew said membership annually; however, annual renewal of said membership shall not require Board approval;
 - f. An organizational member may be expelled by the Board of Directors upon a two-thirds (2/3) majority vote.
 2. Annual Dues and Renewal:
 - a. Organizational Memberships shall be renewed annually by submission of a letter of intent with the organizations business address, the name and address of each of the organization's members, and the name of the organization's representative to the AWLA Board of Directors with the representative's personal & professional contact information (mailing address, telephone number, email address and fax number)
 - b. Annual membership dues for organizational members shall be set by the Board of Directors at its first meeting in each calendar year. Said membership dues shall be due and payable to the Secretary on or before November 30 each calendar year.
 3. Organizational members shall be entitled to appoint one voting member to the Board of Directors. Because organizational members are entitled to appoint a representative to the Board of Directors, organizational members shall not be entitled to vote on officers at annual meetings. An organizational member's representative shall take his/her seat on the Board of Directors at the first annual meeting of the Board in each calendar year and shall serve a term of one (1) year.

B. Individual Members: Any individual who elects to apply for a membership in AWLA. Annual membership dues for individual members shall be set by the Board of Directors at its first meeting in each calendar year. Said membership dues shall be due and payable to the Secretary on or before December 31 of each calendar year. Each individual member shall submit a membership form declaring the name of the member, mailing address, telephone number and email address and professional occupation. Individual members are entitled to vote at annual meetings and to attend programs presented by AWLA at a discounted rate to be determined by the Board of Directors.

BYLAW IV:
BOARD OF DIRECTORS

Section One: Establishment: The operations of the AWLF shall be governed by a Board of Directors.

Section Two: Composition & Voting Rights: The Board of Directors shall consist of the Elected Officers and the Organizational Member Representatives who shall all have voting rights. In addition, the Executive Staff, both paid and unpaid, shall serve as advisory members of the Board of Directors, but shall have no voting rights.

Section Three: Meetings: The Board of Directors shall meet at least three (3) times each year as follows: immediately upon the close of the Annual Conference, once between March 15 and May 31 of each year, and once between August 1 and October 15 of each year. The Board shall meet at such additional times as determined necessary by the President who shall set the agenda and preside at each meeting.

Section Four: Authority: The Board shall have authority over all operations of AWLA. The following matters require a majority vote of the entire Board for approval: all strategic long-term plans for the corporation, compensation for any Executive Staff Member, the date and location for all corporate events, any amendments or changes to either the Articles of Incorporation or the Governing Bylaws of the corporation. All other matters may be authorized and approved by a majority vote of the Executive Committee.

BYLAW V:
ELECTED OFFICERS & ELECTIONS

Section One: Offices: There shall be six (6) elected officers of AWLA as follows:

President
Vice President
Secretary
Treasurer
Membership Director

Parliamentarian

The former offices of 1st Vice President, 2nd Vice President, Recording Secretary and Corresponding Secretary are hereby abolished. The duties of said abolished offices are being distributed among the five (5) elected officers and the Executive Staff hereinafter created. All Elected officers shall be voting members of the Board of Directors and shall attend all meetings thereof.

Section Two: Elections: Elections for officers shall be held at the Business Meeting of the Annual Conference in each even numbered year. Nominees for elected offices shall be selected by the Nominating Committee. The Nominating Committee shall submit a list of all nominees for elected office to the Secretary no later than thirty (30) days prior to the Annual Conference. The Secretary shall publish the list of nominees to the membership, and shall conduct elections according to the method selected by the Board of Directors. Elections may be held by either voice vote at the Business Meeting or by written ballot at the discretion of the Board of Directors. The candidate receiving a majority of the votes of the members voting at the Annual Conference shall be elected to each respective office for which they were nominated.

Section Three: Terms of Office: Each Elected Officer shall serve a term of two (2) calendar years. The term of an Elected Officer shall begin immediately upon the closing of the Annual Conference and shall run until the close of the Annual Conference two (2) years hence. All Elected Officers, both incoming and outgoing, shall attend a meeting of the Board of Directors to be held immediately following the closing of the Annual Conference. Outgoing officers shall cooperate and coordinate with the incoming officers to ensure continuity of the operations of AWLA.

Section Four: Vacancies in Office: Vacancies in any office, except for that of President, occurring during a term shall be filled by appointment of the President with confirmation by a majority vote of the Board of Directors. A vacancy in the office of President shall be immediately filled by the Vice President.

Section Five: Duties: The duties of each elected office shall be as follows:

A. PRESIDENT:

1. The President shall be the Chief Executive officer of AWLA;
2. The President shall preside at all meetings of the Board of Directors and at all meetings of the Membership, and shall set all agendas;
3. The President, in cooperation with the Executive Director, shall be responsible for developing the long range strategic plan for AWLA;
4. The President shall be responsible for the execution of the mission and purpose of AWLA and shall supervise all activities and operations of AWLA;
5. The President shall serve as a defacto member of all committees, except for the nominating committee;
6. The President shall serve as Chair of the Executive Committee;
7. The President shall serve as Chair of the Advocacy Committee, and shall direct and coordinate all advocacy efforts of AWLA, including all press releases and publications;

8. The President shall serve as the official representative of AWLA to all outside groups and organizations, including, but not limited to: the Delegate Assembly of the American Council on the Teaching of Foreign Languages (ACTFL) and the Leadership Exchange of the Southern Conference on Language Teaching (SCOLT);
9. The President shall attend the annual meetings of both ACTFL and SCOLT;
10. The President shall attend any other conferences or meetings as may deemed appropriate by the Board of Directors;
11. All expenses of attending any conferences or meetings as a representative of AWLA or in furtherance of the advocacy efforts of AWLA including, but not limited to: registration, travel, meals & lodgings, not paid by another organization or the President's employer shall be paid by AWLA;
12. The President shall be responsible for delivering a State of the Association report at each annual meeting of AWLA and composing a letter to the members to be included in the Quarterly Newsletter;
13. The President shall be responsible for composing and delivering Chapter News Reports to both ACTFL and SCOLT, and for providing updates on the status of foreign language education in Alabama to ACTFL's magazine, *The Language Educator*;
14. The President shall coordinate the selection of the date and site for the annual conference and meetings, and shall work with the Vice President and the Programs Committee to plan and oversee the same;
15. The President shall maintain timely communications among the Board of Directors about ongoing activities and operations of AWLA;
16. The President shall be vested with the authority to bind AWLA contractually by his/her signature counter-signed by either the Secretary or the Executive Director;
17. The President shall be vested with the authority to approve payment of expenses in amount up to \$500 without prior approval of the Executive Committee;
18. The President shall be vested with the authority to appoint persons to serve in the advisory non-voting offices, subject to confirmation by majority vote of the Board of Directors;
19. The President shall maintain and update the "President" file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office;
20. Upon completion of his/her term in office, the President shall continue to serve in the capacity of Past President as set forth herein below; and
21. If the Vice President declines nomination to become President-elect, any member in good standing who has previously served as an elected officer shall be eligible to be nominated to fill the office of President. Ordinarily, no member should serve consecutive terms as President of AWLA; however, in the event the Vice President declines nomination, the sitting President may be nominated for a 2nd term.

B. VICE PRESIDENT:

1. The Vice President shall fill the duties of the President in his/her absence, and shall ascend to the office of President in the event said office shall be vacated during a regular two-year term;
2. The Vice President shall serve as Chair of the Programs Committee for the planning and execution of the Annual Conference & Meetings of the Membership, as well as, for any other programs or events as determined by the Board of Directors;

3. The Vice President shall oversee the activities of the Professional Development Chair, Site Chair, Awards Chair, Exhibits Chair, and Registration Chair in the planning and execution of the Annual Conference and any other events as determined by the Board of Directors;
4. The Vice President shall assist the President and Executive Director in recruiting and selecting members to serve in the positions of Site Chair, Awards Chair, Exhibits Chair and Registration Chair;
5. The Vice President shall coordinate with the Communications Committee in the distribution of information and the promotion of the Annual Conference and other programs and events presented by AWLA;
6. The Vice President shall coordinate with the President and Executive Director to select a Keynote Speaker for the Annual Conference Luncheon, and a Speaker for the Friday night general plenary session.
 - a. The Keynote Speaker should be an individual of national or regional renown for his/her expertise in any field related to world languages (e.g. careers, business, education or advocacy). The Vice President shall be responsible for arranging payment of travel expenses (transportation, meals & lodging) and honorarium (up to \$500 or as allowed by the budget) for the Keynote Speaker;
 - b. The Friday night speaker should be an individual of local renown for his/her expertise on an issue or matter of general interest to the membership. As the Friday night speaker is generally local, it has not been the custom of AWLA to pay either expenses or an honorarium; and
 - c. Deviation from this policy shall require prior approval of the Executive Committee of the Board of Directors;
7. The Vice President shall coordinate with the Professional Development Director and the Organizational Member Representatives to set the program for the Annual Conference and to select presenters for the breakout sessions at the Annual Conference;
8. The Vice President shall be responsible for coordinating with the Site Chair and the Conference Center to:
 - a. provide refreshments (generally water & coffee or tea) as directed by the Executive Committee;
 - b. assign rooms and times for all presentations and conference sessions;
 - c. prepare proper signage for all sessions;
 - d. provide for all necessary A/V needs of the speakers and presenters;
 - e. plan and execute the annual luncheon at noon on Saturday of the Conference, including, but not limited to: meal planning, seating assignments & place cards (for officers, board members and special guests), and any decorations;
 - f. make all necessary arrangements for the Friday night general plenary session, including, but not limited: seating assignments & place cards (for officers, board members and special guests); and
 - g. to arrange exhibits space for all Exhibitors;
9. The Vice President shall coordinate with the Awards Chair and the Organizational Member Representatives to collect nominees for awards and to select the winners of all awards;
10. The Vice President shall coordinate with the Registration Chair to:
 - a. prepare name tags for function attendees, presenters and speakers;
 - b. supervise registration upon arrival for all attendees, presenters, speakers and guests;

- c. prepare luncheon tickets;
- d. prepare conference packets for attendees including the following items:
 - i. Attendance/Membership Verification Form
 - ii. Business Meeting Agenda
 - iii. Announcement of time and location of next Annual Conference;
 - iv. Announcement of any upcoming events (SCOLT, ACTFL, AATSP, AATF, AATG, ACA, ACLTA, AAESL, AWLEF, Professional Development Webinars and such like);
 - v. Program for the Conference;
 - vi. Awards Nomination Form;
 - vii. Presentation Evaluation Forms;
 - viii. Minutes of Previous Annual Meeting;
 - ix. Name Tag;
 - x. Luncheon and other event tickets as needed;
- 11. The Vice President shall coordinate with the Exhibits Chair to solicit Exhibitors for the Conference and to coordinate exhibit space with the Conference Center;
- 12. The Vice President shall serve as host for the Keynote and Friday night speakers and shall assign members to serve as hosts for each breakout session presenter;
- 13. The Vice President shall maintain and update the “Vice President” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office;
- 14. The Vice President is automatically nominated to stand for election as President; but may exercise the option not to accept the nomination. Upon the Vice President’s acceptance of nomination, he/she shall become the President-elect and shall take office as President upon conclusion of the Annual Conference; and
- 15. Any member in good standing shall be eligible to be nominated to stand for the office of Vice President. However, the nominating committee is encouraged to seek members who have served on the Executive Staff, preferably on the Program Committee, to nominate for the office of Vice President. A member may serve multiple non-consecutive terms in the office of Vice President.

C. SECRETARY:

- 1. The Secretary shall be the Chief Communications Officer of the corporation;
- 2. The Secretary shall be responsible for recording minutes of all meetings of the Board of Directors and the Annual Conference Business Meeting, and shall distribute a copy of the same to all members of the Board of Directors of AWLA;
- 3. The Secretary shall serve as Chair of the Communications Committee, and shall oversee all communications of the corporation, both internal and external;
- 4. The Secretary shall coordinate with the Membership Recruitment Chair to recruit and retain members of AWLA, and to maintain a current membership roster;
- 5. The Secretary shall serve as the Chief Elections Officer and shall prepare, distribute and collect all ballots, and shall in conjunction with the Treasurer count and certify all election results;
- 6. The Secretary shall be responsible for the execution and filing of any amendments to the Articles of Incorporation, maintenance of an official copy of the current Governing Bylaws,

and publication of any amendments or changes to the Bylaws to the Board of Directors and membership of AWLA; and

7. The Secretary shall counter-sign and affix the seal of AWLA to any contracts executed by the President on behalf of AWLA. Any contract signed by the President and properly counter-signed and sealed will be binding upon the corporation. The Secretary may empower the Executive Director to act in his/her stead to countersign and affix the seal;
8. The Secretary shall merge the “Recording Secretary” and “Corresponding Secretary” files on the cloud storage platform maintained by AWLA into a “Secretary” file and shall maintain and update the the file for future holders of the office;
9. Any member in good standing shall be eligible to be nominated to stand for the office of Secretary. However, the nominating committee is encouraged to seek members who have served on the Executive Staff, preferably on the Communications Committee, to nominate for the office of Secretary. A member may serve multiple consecutive terms in the office of Secretary.

D. TREASURER:

1. The Treasurer is the Chief Financial Officer of the corporation;
2. The Treasurer shall officially receive and receipt any funds received by the corporation, including, but not limited to: membership dues and registration fees for corporate events;
3. The Treasurer shall officially record all disbursements of corporate funds, and his/her signature must accompany that of the President on all expenditures in excess of \$500.00;
4. The Treasurer shall manage all banking and financial accounts of the corporation;
5. The Treasurer shall be responsible for payment of quarterly stipends to all paid Executive Staff members;
6. The Treasurer shall be responsible for payment to the conference center for all charges for corporate events, and shall pay all authorized expenses for corporate guests and speakers as approved by the Board of Directors;
7. The Treasurer shall provide a financial report at each of the Quarterly Board Meetings, and shall keep the Executive Committee reasonably apprised of the balance of corporate funds on hand;
8. The Treasurer shall arrange a surety bond for both the President and Executive Director in the amount of \$10,000.00 each;
9. The Treasurer shall be responsible for managing door prizes and any fund raising efforts at the Annual Conference and/or any other events hosted by the corporation. He/she shall solicit donations from businesses across the state to offer as door prizes. He/she shall award door prizes during each of the plenary general sessions of the Annual Conference and/or any other events hosted by the corporation;
10. The Treasurer shall be responsible for all tax filings due to all taxing authorities, including, but not limited: Form 1099 for each paid member of the Executive Staff;
11. The Treasurer shall maintain and update the “Treasurer” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office; and
12. Any member in good standing shall be eligible to be nominated to stand for the office of Treasurer. However, the nominating committee is encouraged to seek members who have served on the Executive Staff to nominate for the office of Treasurer. A member may serve multiple consecutive terms in the office of Treasurer.

E. MEMBERSHIP DIRECTOR:

1. The Membership Director is the corporate officer primarily responsible for enrollment and recruitment of individual members of AWLA;
2. The Membership Director shall be responsible for maintaining the official list of current active members and their contact information, as well as, a list of past members who are not currently active;
3. The Membership Director shall be responsible for organizing and conducting membership recruitment on behalf of AWLA;
4. The Membership Director, in conjunction with the Secretary and the Organizational Member Representatives, shall develop a working list of all foreign language educators (both elementary, secondary and post-secondary) and foreign language professions doing business in the State of Alabama;
5. The Membership Director shall coordinate with the Vice President and the Programs Committee in any manner consistent with the position of Membership Director to assist in the preparation and execution of the Annual Conference and Business Meetings;
6. The Membership Director shall serve on the following Committees: Membership Committee and Communications Committee; and
7. The Membership Director shall maintain and update the “Membership Director” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

F. PARLIAMENTARIAN:

1. As all Business meetings of the Board of Directors and the Membership shall be conducted according to Robert’s Rules of Order, the Historian/Parliamentarian shall be responsible for maintaining an official up-to-date copy of said rules and shall make his/herself reasonably familiar therewith;
2. The Parliamentarian shall be responsible for resolving any conflicts or questions of order and his/her decision shall be binding on the meeting;
3. The Parliamentarian shall maintain and update the “Parliamentarian” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office;
4. Any member in good standing shall be eligible to be nominated to stand for the office of Historian/Parliamentarian. However, the nominating committee is encouraged to seek members who have served on the Executive Staff to nominate for the office of Historian/Parliamentarian. A member may serve multiple consecutive terms in the office of Historian/Parliamentarian.

BYLAW VI:
EXECUTIVE STAFF

Section One: Establishment: The Executive Staff of AWLA shall consist of the following positions:

Past President(s)
Executive Director

Webmaster
Social Media Director

Communications Director

Advocacy Director
Professional Development
Director
Event Site Chair

Registration Chair
Awards Chair
Exhibits Chair
ACTFL Delegate
SCOLT Delegate

Section Two: Function: The Executive Staff shall exist to assist and facilitate the Elected Officers and the Board in fulfilling the duties of their offices. The Executive Staff is expected to attend all meetings of the Board of Directors. The Executive Staff shall serve on the standing committees and fulfill functions and duties as described herein below.

Section Three: Stipends & Compensation Rights: The Executive Director and the Webmaster shall be paid a stipend for their services. Other Executive Staff Members may be paid a stipend if funds are available and such is approved by the Board of Directors. Otherwise, Executive Staff members are volunteers and perform their duties as service to their respective professions and to AWLA and the community at-large.

Section Four: Compensation for Expenses: AWLA shall pay all expenses of any members of the Executive Staff directed by the Executive Committee and/or the President to travel for any meetings or conferences as a representative of AWLA in furtherance of the advocacy efforts of AWLA including, but not limited to: registration, travel, meals & lodgings, not paid by another organization. However, any member of the Executive Staff already scheduled to attend a meeting or conference as a part of his or her regular employment, shall first apply all funds available from his/her employer before requesting AWLA to cover expenses.

Section Five: Duties: The Duties of the Executive Staff shall be as follows:

A. PAST PRESIDENT(S):

1. All Presidents upon the termination of their service as President shall become a Past President and shall serve as an official advisor to the President and the Board of Directors;
2. The Past President(s) shall perform such duties as may be designated by the President; and
3. The most immediate active Past President shall serve as Chair of the Nominating Committee.

B. EXECUTIVE DIRECTOR:

1. The Executive Director shall be appointed by the President and shall take office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Executive Director shall attend all meetings of the Board of Directors and the Executive Committee;
3. The Executive Director shall support, facilitate and assist the elected officers in fulfillment of their duties;
4. The Executive Director shall work with the President to develop a long-range strategic plan for the execution of the mission and purpose of AWLA;
5. The Executive Director shall act as “Chief of the Executive Staff” and shall be a defacto member of all committees, shall assist and oversee the activities thereof;

6. The Executive Director shall work with the President to select members to serve on the Executive Staff;
7. The Executive Director shall be authorized to keep and use a debit and/or credit card in the name of AWLA for expenditures. Expenditures up to the amount of \$500.00 which may be made with the President's authorization. For expenditure in excess of \$500.00 prior approval of the Executive Committee is required;
8. The Executive Director shall serve as a liaison to outside persons and organizations as requested by the Board or Executive Committee;
9. The Executive Director shall attend the annual conferences of both ACTFL and SCOLT, and any other conferences or meetings as directed by the Executive Committee;
10. The Executive Director shall be authorized to counter-sign contracts and other official documents with the President and such shall serve to legally bind AWLA;
11. The Executive Director shall serve as Chair of the Records Committee;
12. The Executive Director shall be the official repository of all official corporate records more than four (4) years old. Each Elected Officer and Executive Staff Member shall forward a copy of all such documents to the Historian/Parliamentarian;
13. The Executive Director shall maintain and update the "Executive Director" file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office;
14. The Executive Director shall serve as the official "Registered Agent" of AWLA and shall maintain a permanent business address for AWLA. Notice of change of Registered Agent and Business Address shall be given to the Alabama Secretary of State immediately upon a new person becoming Executive Director; and
15. The Executive Director shall be entitled to an annual stipend of \$2,500.00. This stipend may be split into installments on a schedule as may be determined by the Board of Directors.

C. WEBMASTER:

1. The Webmaster shall be appointed by the President and shall take office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Webmaster shall design and maintain the web page and any blog pages for AWLA on the internet; and
3. The Webmaster shall work with the Executive Committee and the Executive Staff to develop content for AWLA on the internet;
4. The Webmaster shall serve on the following Committees: Records Committee, Programs Committee, Membership Committee and the Communications Committee; and
5. The Webmaster shall be entitled to an annual stipend in an amount to be determined by the Board of Directors.

D. SOCIAL MEDIA DIRECTOR:

1. The Social Media Director shall be appointed by the President and shall take office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Social Media Director shall be responsible for the maintenance of an active AWLA's active presence on Social Media, including, but not limited to: Facebook, Twitter and

Instagram; At a minimum, an active presence shall be defined as posting to each social media site chosen by AWLA on a weekly basis;

3. The Social Media Director shall serve on the following Committees: Advocacy Committee, Programs Committee, Membership Committee and Communications Committee;
4. The Social Media Director shall maintain and update the “Social Media Director” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office; and
5. The Social Media Director should attend all meetings of the Board of Directors and shall advise the Board and the Executive Staff on the maintenance of AWLA’s social media presence.

E. COMMUNICATIONS DIRECTOR:

1. The Communications Director is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Communications Director shall coordinate all written communications, both traditional letters (mail or fax or service delivered) and electronic mail, between AWLA, its members and outside organizations.
3. The Communications Director shall be responsible for coordinating with the Communications Committee to publish the AWLA Newsletter at least quarterly;
4. The Communications Director serves on the Advocacy Committee, the Programs Committee, the Membership Committee and the Communications Committee; and
5. The Communications Director shall maintain and update the “Social Media Director” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

F. ADVOCACY DIRECTOR:

1. The Advocacy Director is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Advocacy Director shall serve as Co-chair of the Advocacy Committee with the President;
3. The Advocacy Director shall attend all meetings of the Board of Directors;
4. The Advocacy Director shall be responsible for coordinating the development of a “Strategic Advocacy Plan” for AWLA;
5. The Advocacy Director shall fully engage in the execution of the advocacy mission of AWLA and lobby for issues and positions with outside private, public and government entities for adoption of policies favorable to the goals and missions of AWLA;
6. The Advocacy Director shall travel to and attend meetings within the State of Alabama as directed by the President to fulfill the advocacy mission of AWLA; and
7. The Advocacy Director shall maintain and update the “Advocacy Director” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

G. PROFESSIONAL DEVELOPMENT DIRECTOR:

1. The Professional Development Director is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Professional Development Director shall serve as Chair of the Professional Development Committee;
3. The Professional Development Director shall have the primary responsibility for coordinating the recruitment and selection of presenters for the breakout sessions at the Annual Conference;
4. The Professional Development Director shall be responsible for planning and organizing web based professional development presentations to be offered to members and outside persons for a fee. It is anticipated that, in addition to any sessions videoed and archived at the Annual Conference, at least four (4) hours of professional development programs will be developed each year; and
5. The Professional Development Director shall be responsible for serving as the primary host to each of the session presenters at the Annual Conference. Recognizing that it is impossible for one (1) person to be present in every session, the Professional Development shall recruit and designate other members of AWLA to act as host for each breakout session. The hosts shall be responsible for introducing the speaker and contact Conference Staff regarding any problems or issues that may arise during a session;
6. The Professional Development Director shall serve on the Program Committee and the Professional Development Committee; and
7. The Professional Development Director shall maintain and update the “Professional Development Director” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

H. SITE CHAIR:

1. The Site Chair is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Site Chair serves as a member of the Program Committee
3. The Site Chair shall coordinate with the Vice President to plan and execute the Annual Conference & Business Meeting. Specifically, the Site Chair shall act as the primary liaison between AWLA and the Conference Center to coordinate all necessary functions, including but not limited to:
 - a. provide refreshments (generally water & coffee or tea);
 - b. assign rooms and times for all presentations and conference sessions;
 - c. prepare proper signage for all sessions;
 - d. provide for all necessary A/V needs of the speakers and presenters;
 - e. plan and execute the annual luncheon at noon on Saturday of the Conference, including, but not limited to: meal planning, seating assignments & place cards (for officers, board members and special guests), and any decorations;
 - f. make all necessary arrangements for the Friday night general plenary session, including, but not limited: seating assignments & place cards (for officers, board members and special guests); and
 - g. to arrange exhibits space for all Exhibitors;
4. While not required, it is preferred that the Site Chair be a member whose primary residence and work is as local to the Conference site as possible; and

5. The Site Chair shall maintain and update the “Site Chair” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

I. REGISTRATION CHAIR:

1. The Site Chair is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Registration Chair shall serve as Chair of the Registrations Committee;
3. The Registration Chair shall work with the Secretary, Treasurer, Webmaster and Membership Director to gather information regarding members who pre-register for the events;
4. The Registration Chair shall coordinate with the Program Committee to plan and execute the registration function for all events hosted by AWLA;
5. The Registration Chair shall serve on the Program Committee, Registration Committee and the Professional Development Committee; and
6. The Registration Chair shall maintain and update the “Registration Chair” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

J. AWARDS CHAIR:

1. The Awards Chair is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Awards Chair serves as a member of the Programs Committee and the Awards Committee;
3. The Awards Chair shall Chair the Awards Committee and coordinate the selection of the winners of all awards given by AWLA;
4. The Awards Chair shall notify all award winners of their awards and arrange the attendance of as many as possible at the Awards Luncheon to be held at the Annual Conference each year;
5. The Awards Chair shall coordinate the selection of plaques, certificates, trophies and other memorabilia commemorating an award;
6. The Awards Chair shall coordinate with the Treasurers of AWLA and the Alabama World Languages Education Foundation to arrange checks for any monetary rewards;
7. The Awards Chair shall coordinate with the Vice President to execute all awards presentations at the Annual Conference; and
8. The Awards Chair shall maintain and update the “Awards Chair” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

K. EXHIBITS CHAIR:

1. The Exhibits Chair is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
2. The Exhibits Chair shall be responsible for working with the Vice President and Executive Director to recruit and select exhibitors to attend the Annual Conference;
3. The Exhibits Chair shall coordinate with the Site Chair to ensure adequate exhibition space for the Exhibitor at the Annual Conference; and

4. The Exhibits Chair shall maintain and update the “Exhibits Chair” file on the cloud storage platform maintained by AWLA, updating the file as necessary, as a reference for future holders of the office.

L. ACTFL DELEGATE:

1. The President shall serve as AWLA’s delegate to the ACTFL Delegate Assembly. However, if funds are available, or in the event the President cannot attend the Assembly, the Executive Committee may opt to fill the position of ACTFL Delegate;
2. If the Executive Committee opts to fill this position, the ACTFL Delegate is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
3. If the Executive Committee opts to fill this position, the ACTFL Delegate shall serve as a member of the Advocacy Committee and shall attend all meetings of the Board of Directors;
4. If the Executive Committee opts to fill this position, the ACTFL Delegate shall accompany the President and the Executive Director to the annual conference of the American Council on the Teaching of Foreign Languages;
5. If the Executive Committee opts to fill this position, the ACTFL Delegate may serve in the President’s stead, if so requested by the President, as the official representative of AWLA at the ACTFL Delegate Assembly; and
6. If the Executive Committee opts to fill this position, the ACTFL Delegate shall attend to such other duties as directed by the Advocacy Committee.

M. SCOLT DELEGATE:

1. The President shall serve as AWLA’s delegate to SCOLT. However, if funds are available, or in the event the President cannot attend the Assembly, the Executive Committee may opt to fill the position of SCOLT Delegate;
2. If the Executive Committee opts to fill this position, the SCOLT Delegate is appointed by the President and takes office upon confirmation by the Board of Directors, and thereafter serves at the pleasure of the Executive Committee;
3. If the Executive Committee opts to fill this position, the The SCOLT Delegate shall serve as a member of the Advocacy Committee and shall attend all meetings of the Board of Directors;
4. If the Executive Committee opts to fill this position, the SCOLT Delegate shall accompany the President and the Executive Director to the annual conference of the Southern Conference of Language Teachers;
5. If the Executive Committee opts to fill this position, the SCOLT Delegate may serve in the President’s stead, if so requested by the President, as the official representative of AWLA at the SCOLT Leadership Exchange and deliver the Chapter Report for AWLA; and
6. If the Executive Committee opts to fill this position, the SCOLT Delegate shall attend to such other duties as directed by the Advocacy Committee.

BYLAW VII:
STANDING COMMITTEES

Section One: Establishment: The standing committees represent working groups to accomplish the missions of AWLA. There shall be ten (10) standing committees:

Executive Committee	Professional Development Committee
Nominating Committee	Membership Committee
Records Committee	Registration Committee
Advocacy Committee	Communications Committee
Programs Committee	Awards Committee

Section Two: Composition, Duties & Functions: The composition, duties and functions of the standing committees shall each be as follows:

A. EXECUTIVE COMMITTEE:

1. The Executive Committee shall consist of the elected officers of the corporation and the Executive Director;
2. The Executive Committee is chaired by the President;
3. The Executive Committee shall be responsible for the day-to-day operations of the corporation;
4. The Executive Committee shall have the authority to approve expenditures of corporate funds, other than compensation for Executive Staff Members;

B. NOMINATING COMMITTEE:

1. The Nominating Committee shall consist of each Past President who maintains a position as a member in good standing of AWLA, the Executive Director, and each Organizational Member Representative to the Board of Directors;
2. The most immediate active Past President shall serve as Chair of the Nominating Committee;
3. The Nominating Committee is responsible for soliciting and selecting nominees for all elected offices as each office comes up for election;
4. The Nominating Committee shall begin soliciting nominations from members 180 days prior to the Annual Conference at which elections for officers is scheduled to be held; and
5. The Nominating Committee shall deliver the final list of nominees for elected office to the Secretary no later than thirty (30) days prior to the Annual Conference at which elections for officers is scheduled to be held.

C. RECORDS COMMITTEE:

1. The Records Committee shall consist of the Secretary, Treasurer, Historian/Parliamentarian, Executive Director and Webmaster;
2. The Records Committee shall be Chaired by the Historian/Parliamentarian; and
3. The Records Committee shall be responsible for preserving and maintaining all official records of the corporation in a secure but accessible manner;

D. ADVOCACY COMMITTEE:

1. The Advocacy Committee shall consist of the President, Advocacy Chair, ACTFL Delegate, SCOLT Delegate, Executive Director, Webmaster, Social Media Director, Communications Director, and the Organizational Member Representatives;

2. The Advocacy Committee shall be Co-Chaired by the President and the Advocacy Director;
3. The Advocacy Committee shall develop a strategic advocacy plan for executing the advocacy mission of AWLA and for prioritizing activities to achieve that mission; and
4. The Advocacy Committee shall have the responsibility for coordinating the execution of the strategic advocacy plan.

E. PROGRAMS COMMITTEE:

1. The Programs Committee shall consist of the Vice President, Executive Director, Site Chair, Professional Development Director, Registration Chair, Exhibits Chair and Awards Chair;
2. The Programs Committee shall be Chaired by the Vice President; and
3. The Programs Committee shall be responsible for planning and executing all aspects of the Annual Conference & Business Meetings not otherwise specifically assigned in these Bylaws.

F. PROFESSIONAL DEVELOPMENT COMMITTEE:

1. The Professional Development Committee shall consist of the Professional Development Director, Historian/Parliamentarian, Membership Director, Registration Chair and Webmaster;
2. The Professional Development Committee shall be Chaired by the Professional Development Director;
3. The Professional Development Committee shall be responsible for archiving by video for later web presentation the Keynote Address and select breakout presentations at the annual conference; and
4. The Professional Development Committee shall be responsible for developing at least six (6) hours of web-based professional development programs each to be made available to members and outside persons for a fee.

G. MEMBERSHIP COMMITTEE:

1. The Membership Committee shall consist of the Secretary, Treasurer, Historian/Parliamentarian, Membership Director, Social Media Director, Webmaster and the Organizational Member Representatives;
2. The Membership Committee shall be Chaired by the Membership Director;
3. The Membership Committee shall be responsible for maintaining the official listing of active members, and a listing of past, but currently inactive, members;
7. The Membership Committee shall be responsible for compiling a working list of all foreign/world language educators (both elementary, secondary and post-secondary) and foreign/world language professions doing business in the State of Alabama; and
8. The Membership Committee shall be responsible for coordinating the recruitment of new members, and the retention of current members of AWLA.

H. REGISTRATIONS COMMITTEE:

1. The Registrations Committee shall consist of the Secretary, Treasurer, Membership Director, Registration Chair and Webmaster;
2. The Registrations Committee shall be Chaired by the Registration Chair;

3. The Registrations Committee shall be responsible for planning and executing all aspects of the registration process for attendees at any events hosted by AWLA, including, but not limited to the follow:
 - a. Planning and executing the pre-registration process;
 - b. prepare name tags for function attendees, presenters and speakers;
 - c. supervise registration upon arrival for all attendees, presenters, speakers and guests;
 - d. prepare luncheon tickets;
 - e. prepare conference packets for attendees including the following items:
 - i. Attendance/Membership Verification Form
 - ii. Business Meeting Agenda
 - iii. Announcement of time and location of next Annual Conference;
 - iv. Announcement of any upcoming events (SCOLT, ACTFL, AATSP, AATF, AATG, ACLTA, WILD, Professional Development Webinars and such like);
 - v. Program for the Conference;
 - vi. Awards Nomination Form;
 - vii. Presentation Evaluation Forms;
 - viii. Minutes of Previous Annual Meeting;
 - ix. Name Tag;
 - x. Luncheon and other event tickets as needed;

I. COMMUNICATIONS COMMITTEE:

1. The Communications Committee shall consist of the Secretary, Membership Director, Social Media Director, Communications Director and Webmaster;
2. The Communications Committee shall be Chaired by the Secretary;
3. The Communications Committee shall be responsible for executing communications between the Board and members of AWLA and between AWLA and outside persons and organizations; and
4. The Communications Committee shall be responsible for publication of a quarterly newsletter to members.

J. AWARDS COMMITTEE:

1. The Awards Committee shall consist of the Awards Chair, Executive Director and the Organizational Member Representatives;
2. The Awards Committee shall be Chaired by the Awards Chair;
3. The Awards Committee shall be responsible for coordinating the selection of the winners of all awards given by AWLA;
4. The Awards Committee shall notify the Board of Directors and all award winners of their awards and arrange the attendance of as many award winners as possible at the Awards Luncheon to be held at the Annual Conference each year;
5. The Awards Committee shall coordinate the selection of plaques, certificates, trophies and other memorabilia commemorating an award;
6. The Awards Committee shall coordinate with the Treasurers of AWLA and the Alabama World Languages Education Foundation to arrange checks for any monetary rewards; and
7. The Awards Committee shall coordinate with the Vice President to execute all awards presentations at the Annual Conference.

BYLAW VIII:
MEETINGS OF MEMBERSHIP

Section One: Annual Conference & Business Meeting: The members of the Alabama World Languages Association (AWLA) shall meet at least annually during the first quarter of each calendar year. This meeting shall be known as “the Annual Conference & Business Meeting”. The date, time and location for the Annual Conference & Business Meeting shall be set by the Executive Council as early and timely as possible. The Annual Conference & Business Meeting shall be organized to facilitate the networking of members, professional development of members, election of officers, dissemination of news and information to members, and exposure of members to new developments, products and technologies for use by foreign/world language professionals.

Section Two: Special Meetings: Special Meetings of Members may be called by the Board of Directors as may be deemed necessary and prudent.

BYLAW IX: AMENDMENTS

The Bylaws may be amended, revised or restated as deemed necessary by the Board of Directors, and shall be done so upon a majority vote thereof.

I, KRISTA S. CHAMBLESS, the President of the Alabama World Languages Association, the undersigned, having been duly authorized by the Board of Directors, do hereby certify that the foregoing GOVERNING BYLAWS OF THE ALABAMA WORLD LANGUAGE ASSOCIATION have been duly adopted by majority vote of the Board of Directors thereof.

IN WITNESS WHEREOF, we do each freely and voluntarily set our hands and seals hereto below on this the _____ day of _____, 2015.

Alabama World Languages Association

By: KRISTA S. CHAMBLESS, Its President

ATTESTED TO:

By: **BELITA BROOKS FAKI, Secretary**