

CONSTITUTION

of the

Illinois Council on the Teaching of Foreign Languages

Adopted at the Annual Meeting of Members October 21, 1994

Amended at the Special Meeting of Members January 6, 2010

Amended at the Special Meeting of Members January 10, 2015

Article I

Name

The name of this non-profit Illinois corporation shall be Illinois Council on the Teaching of Foreign Languages, hereinafter referred to within this document as "I.C.T.F.L."

Article II

Purpose

Section 1. Primary Purpose. The primary purpose for which I.C.T.F.L. has been created is to provide education for teachers and students of modern and classical languages and their literatures and cultures. Consistent with this purpose, I.C.T.F.L. is organized solely for educational and charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

Section 2. Non-Profit. I.C.T.F.L. is a non-profit Illinois corporation, organized under the General Not-For-Profit Corporation Act of the State of Illinois, and has such powers now or hereinafter granted by such Act (or the corresponding provisions of any future Act).

Section 3. Exercise of Powers. I.C.T.F.L. is organized and shall be operated exclusively to promote educational and charitable purposes, of which may include: a) providing education programs and in-service training; b) providing monetary assistance for the attendance at education programs and in-service training; c) providing information concerning current issues, trends, and accomplishments of individuals and programs; d) organizing educational trips to foreign countries designed to improve foreign language skills and knowledge of cultures; e) cooperating with regional, national, and international organizations and agencies whose purposes are compatible to those of I.C.T.F.L.; and f) acquiring by any lawful means properties of any character and, subject to such restrictions as may be imposed by the donor or transferor, to manage, administer, and dispose of the same. In aid of such purposes, I.C.T.F.L. may obtain funds by solicitation or other appropriate means and encourage the making of loans, gifts, grants, devises, or bequests of money or property including gifts or loans of property, works of art, historical papers, and documents and museum specimens having educational, artistic, historical, literary, or

cultural value, may act in a fiduciary capacity in order to carry out any of the foregoing purposes, and may exercise any and all powers now or hereafter granted by the General Not-For-Profit Corporation Act of the State of Illinois which may be necessary or appropriate to effectuate any and all of the foregoing purposes.

Section 4. Expenditure of Funds and Activities. Notwithstanding heretofore provisions, no part of the net earnings of I.C.T.F.L. shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that I.C.T.F.L. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth heretofore. No substantial part of the activities of I.C.T.F.L. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and I.C.T.F.L. shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. However, I.C.T.F.L. may elect to expend funds in support of referendum to benefit I.C.T.F.L. and its purposes. Notwithstanding any other provision of these Articles, I.C.T.F.L. shall not carry on any other activities not permitted to be carried on: 1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code; or 2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code.

Section 5. Dissolution. Upon the dissolution of I.C.T.F.L., the Executive Council of I.C.T.F.L. shall, after paying or making provision for the payment of all liabilities of I.C.T.F.L., dispose of all of the assets of I.C.T.F.L. to such organization or organizations organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future federal tax code) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of I.C.T.F.L. is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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Article III Non-Profit Illinois Corporation

Section 1. Non-Profit. I.C.T.F.L. is a non-profit Illinois corporation, organized under the General Not-For-Profit Corporation Act of the State of Illinois, and has such powers now or hereinafter granted by such Act (or the corresponding provisions of any future Act).

Section 2. Purposes. I.C.T.F.L. is organized solely for educational and charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).

Article IV Membership

Section 1. Eligibility. Any individual or other not-for-profit educational and charitable organization interested in the teaching of foreign languages or cultures shall be eligible for membership in the following classifications:

(a) **Affiliate Members.** The Affiliate Members shall be those organizations having goals in common with I.C.T.F.L. that have been recognized as affiliates by the Board of Directors.

(b) **Regular Members.** Regular Members shall be individuals interested in the teaching or learning of languages, cultures, and international understanding.

(c) **Student Members.** Student Members shall be fulltime students at all levels of education who are interested in learning foreign languages.

(d) **Emeritus Members.** Emeritus Members shall be retired educators interested in foreign language learning and teaching

Section 2. Admission of Members. The Board of Directors shall prescribe procedures for the admission of Members, in which provision shall be made for a hearing on any application for membership before any final denial of membership.

Section 3. Membership Fees. Only persons whose dues are currently paid in full shall be designated as Members. The amount of annual dues and any additional assessments paid by Members shall be determined from time to time by the Board of Directors.

Section 4. Voting Rights. Regular Members, Student Members, and Emeritus Members in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Resignation. Any Member may resign at any time upon first discharging any indebtedness due

to I.C.T.F.L. and submitting a resignation in writing to the President.

Section 6. Termination of Membership. The Board of Directors by affirmative vote of two-thirds of the members present and voting may suspend or expel a Member for cause after a hearing.

Section 7. Reinstatement of Membership. Upon written request of a former Member who has resigned or whose membership has been terminated, the Board of Directors may, by the affirmative vote of two-thirds of its members present and voting, reinstate membership.

Article V Meetings of Members

Section 1. Annual Meeting. I.C.T.F.L. shall hold an Annual Meeting of Members for the purpose of transacting such business as may come before the Members. This meeting shall be open to all Members and reserved for items of business proposed by Members, for items required by this Constitution and the I.C.T.F.L. Bylaws to be acted upon by the Members, and for matters that, in the opinion of the Board of Directors, merit being brought to the attention of the membership at large.

Section 2. Special Meetings. Special Meetings of Members may be called by the President, the Board of Directors or one-fifth of the Members.

Section 3. Notices. Notice of any Annual Meeting of Members shall be given in writing to each Member at the Member's address as shown by the records of I.C.T.F.L., at least sixty days previous thereto. Notice of any Special Meeting of Members shall be given in the same manner at least thirty days previous thereto.

Section 4. Quorum. At any Annual or Special Meeting of Members, the number of Members present and entitled to vote shall constitute a quorum for the transaction of business.

Article VI Board of Directors

Section 1. Authority. Except as otherwise required by law or provided by this Constitution, management of I.C.T.F.L. and its affairs and property shall be vested in the Board of Directors.

Section 2. Composition. The Board of Directors shall be composed of not less than thirty or more than thirty-five Directors, all of whom shall be Mem-

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bers of I.C.T.F.L. and shall be residents of Illinois or have employment within Illinois. The members of the Board of Directors shall be the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, Associate Secretary, Associate Treasurer, Regional Directors, Associate Regional Directors, and one Delegate from each Affiliate Member. The Delegate from each Affiliate shall be its elected presiding officer.

Section 3. Vacancies. Any vacancy among the members of the Board of Directors, except for the Affiliate Delegates may be filled for the unexpired term of office by vote of the remaining members of the Board, after considering the recommendation of the Nominating Committee.

Section 4. Meetings. The Board shall hold at least four meetings in each calendar year, with approximately equal intervals between meetings. Additional meetings of the Board may be called by the President or at the request of two Directors.

Section 5. Notice. Notice of any regular meeting of the Board of Directors shall be given in writing to each Director at the Director's address as shown by the records of I.C.T.F.L., at least thirty days previous thereto. Notice of any additional meeting of the Board of Directors shall be given in the same manner at least five days previous thereto.

Section 6. Quorum and Voting. Ten Directors shall constitute a quorum at any meeting of the Board of Directors, and any action of a majority of Directors present shall be the act of the Board. Voting in Board of Directors' meetings may be by general consensus of the Directors present. If a clear majority is not achieved, a written vote of the Directors shall be taken.

Section 7. Failure To Attend Meetings. In any case where a Director, except for the Affiliate Delegates, fails to attend three consecutive regularly scheduled meetings of the Board of Directors, the Board may at its discretion, at the third consecutive meeting, declare the office of such Director vacant and elect a new Director for the unexpired term.

Section 8. Removal. Whenever in the Board's judgment the best interests of I.C.T.F.L. would be served, any Director may be removed for cause after a hearing by the affirmative vote of two-thirds of the Directors present and voting at any properly called meeting attended by at least half of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed unless otherwise provided by action of the

Board of Directors.

Section 9. Compensation. Directors shall not receive any salary for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving I.C.T.F.L. in any other capacity and receiving reasonable compensation therefore.

Article VII Officers

Section 1. Elected Officers. The elected officers of I.C.T.F.L. shall be the President, First Vice President, Second Vice President, Immediate Past President, Secretary, Treasurer, Associate Secretary, Associate Treasurer, Regional Directors, and Associate Regional Directors, all of whom shall serve on the Board of Directors as long as they hold their respective offices. Officers must be Members of I.C.T.F.L., residing or working in the State of Illinois during their respective terms of office.

Section 2. Election and Term of Office. The term of office for elected officers shall be two calendar years. The First Vice President shall be elected by the Members to one term in a manner to be determined by the Board of Directors and shall, upon expiration of that term, succeed to the position of President for one term. Upon expiration of the President's term of office, the individual concerned shall succeed to the position of Immediate Past President for one term. All remaining officers shall be elected by the Members to one term in a manner to be determined by the Board of Directors, and may be elected to the same or other offices for any number of successive terms. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected and shall have qualified, or until resignation, or until removal in the manner provided in Section 3 of this Article. Election of an officer shall not of itself create contract rights.

Section 3. Removal. Any officer elected by the Members or appointed by the Board may be removed for cause after a hearing by the affirmative vote of two-thirds of the Board of Directors present and voting at any properly called meeting attended by half of the entire Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed unless otherwise provided by

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action of the Board of Directors.

Section 4. President. The President shall preside at all meetings of members, the Board of Directors, and the Executive Council. The President shall make appointments to committees, subject to approval of the Board of Directors, as provided in Article IX, Section 2. The President shall serve as an ex-officio member of all committees, except for those having responsibilities for elections, nominations, and awards, unless otherwise provided by the Board of Directors. The President shall perform all other duties and exercise all other powers commonly incident to the office, or which are or may at any time be authorized by the Board of Directors or required by law.

Section 5. First Vice President. The First Vice President shall perform general administrative functions under the direction of the Board of Directors and the President and shall perform such additional duties and exercise such additional powers as may be assigned to the First Vice President from time to time by the President or the Board of Directors. In case of the absence or disability of the President, the First Vice President shall perform the duties and exercise the powers of the President, unless otherwise ordered by the Board of Directors or as provided for in this Constitution. The First Vice President shall perform such other duties and exercise such other powers as the Board of Directors may prescribe.

Section 6. Second Vice President. The Second Vice President shall perform general administrative functions under the direction of the Board of Directors and the President and shall perform such additional duties and exercise such additional powers as may be assigned to the Second Vice President from time to time by the President and the Board of Directors. In case of the absence or disability of the President and First Vice President, the Second Vice President shall perform the duties and exercise the powers of the President, unless otherwise ordered by the Board of Directors or as provided for in this Constitution. The Second Vice President shall perform such other duties and exercise such other powers as the Board of Directors may prescribe.

Section 7. Immediate Past President. The Past President shall serve I.C.T.F.L. as an administrative officer and member of the Board of Directors. The Immediate Past President shall advise and support the Board of Directors, assist the President, and assume the duties of President during the absence or disability of the President, the First Vice President, and Second Vice President. The Immediate Past President shall perform

such other duties and exercise such other powers as the Board of Directors may prescribe.

Section 8. Secretary. The Secretary shall record or cause to be recorded all the proceedings of the Meetings of Members and of the Board of Directors. The Secretary shall give, or cause to be given, notice of all Meetings of Members and of the Board of Directors. The Secretary shall perform such other duties and exercise such other powers as the Board of Directors may prescribe.

Section 9. Associate Secretary. The Associate Secretary shall assist the Secretary in performing all prescribed duties and shall assume the Secretary's duties when the latter is unable to perform them. The Associate Secretary shall perform such other duties and exercise such other powers as the Board of Directors may prescribe.

Section 10. Treasurer. The Treasurer shall have responsibility for financial planning; development of a budget; deposit and investment of all monies and other valuable effects in the name and to the credit of I.C.T.F.L. in such depositories, securities, instruments or other property as may be designated by the Board of Directors; disbursement of I.C.T.F.L. funds as may be ordered by the Board of Directors; custody of I.C.T.F.L. funds and securities; and full and accurate accounts of the receipts and disbursements. The Treasurer shall further render to the Board of Directors at its regular meetings, or when the Board of Directors so requires, an accounting of all fiscal transactions and of the financial condition of I.C.T.F.L. and shall perform such other duties and exercise such other powers as the Board of Directors may prescribe.

Section 11. Associate Treasurer. The Associate Treasurer shall assist the Treasurer in all prescribed duties and shall assume the Treasurer's duties when the latter is unable to perform them. The Associate Treasurer shall perform such other duties and exercise such other powers as the Board of Directors may prescribe.

Section 12. Regional Directors. The Board of Directors shall divide the state into regions for administrative purposes, the number to be determined from time to time by the Board. One Regional Director and one Associate Regional Director shall be elected from each region by Members residing and/or employed in the region. The Regional Directors and their Associates shall perform such duties and exercise such powers as the Board of Directors may prescribe.

Section 13. Other Officers and Employees. The Board of Directors may appoint such agents, counsel

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or employees, and fix their terms of service or employment, duties, salaries, or other remuneration, as it may deem necessary for the proper conduct of the affairs of I.C.T.F.L. Officers and employees whose authority and duty are not prescribed in this Constitution shall have the authority to perform those duties as prescribed from time to time by the Board of Directors.

Article VIII Executive Council

The Executive Council shall consist of the officers having statewide responsibilities: President, First Vice President, Second Vice President, Immediate Past President, Secretary, Associate Secretary, Treasurer, and Associate Treasurer. The Executive Council shall be responsible for the conduct of the day-to-day business of the association, serve as an advisory body to the President and Board of Directors, present items for action by the Board of Directors, and implement the policies and directives of the Board. Meetings may be called as necessary by the President or any other member of the Council for the purpose of considering I.C.T.F.L. business.

Article IX Committees

Section 1. Establishment. The Board of Directors shall create one or more committees that shall have the authority to implement plans and projects authorized by Board. The creation of such committees and the delegation of authority thereto shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed by law upon the Board or the Director.

Section 2. Appointment of Members. The President shall appoint the chair and other members of each committee, subject to approval of the Board of Directors, unless otherwise provided in the Bylaws. The term of appointment of committee chairs and members shall be one calendar year and may be renewed for any number of successive terms, unless otherwise provided in the Bylaws.

Section 3. Responsibilities of the Chair. The Chair of each committee is responsible for providing committee reports to the Board of Directors and for notifying the President of any vacancies in committee membership.

Section 4. Vacancies. Vacancies in the membership

of any committee may be filled by appointments made in the same manner as provided for the original appointments.

Article X Contracts and Fiscal Transactions

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of I.C.T.F.L., in addition to the officers so authorized by this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of I.C.T.F.L., and such authority may be general or confined to specific instances.

Section 2. Instruments of Payment. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of I.C.T.F.L., shall be signed by such officer or officers, agent or agents of I.C.T.F.L. and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by either the President or Treasurer.

Section 3. Deposits. All funds of I.C.T.F.L. shall be deposited from time to time to the credit of I.C.T.F.L. in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of I.C.T.F.L. any contribution, gift, bequest or devise for the general purposes or for any special purpose of I.C.T.F.L.

Article XI Books and Records

I.C.T.F.L. shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors. All books and records of the association shall be available during normal working hours, upon reasonable notice, for inspection and copying by the Members or their duly authorized representatives.

Article XII Fiscal Year

The fiscal year of I.C.T.F.L. shall be the calendar year.

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Article XIII Bylaws

The power to adopt, alter, amend, or repeal Bylaws pursuant to this Constitution shall be vested in the Board of Directors. Such Bylaws may contain any provision for the regulation and management of the affairs of I.C.T.F.L. which are not inconsistent with the law, this Constitution, or other Bylaws. Resolutions to adopt Bylaws or to alter, amend, or repeal Bylaws may be introduced at any meeting of the Board of Directors, but such resolutions shall not be acted upon at the same meeting at which they are introduced. Adoption, alteration, amendment, or repeal of Bylaws shall require the affirmative vote of two-thirds of the Board members present and voting.

Article XIV Amendments

The power to alter, amend, or repeal this Constitution shall be vested in I.C.T.F.L. Members. Such action may be taken at a regular or special Meeting of Members for which written notice of the purpose shall be given. Any amendment shall require the affirmative vote of two-thirds of the Members present and voting. At least thirty days prior to the meeting at which it will be introduced, such amendment shall be presented in writing to all Members entitled to vote.

Article XV Indemnification of Directors, Officers, Employees and Agents

Section 1. Indemnification. I.C.T.F.L. shall have power to indemnify any persons who were or are a party or are threatened to be made a party of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of I.C.T.F.L.) by reason of the fact that they are or were a Director, officer, employee or agent of this association against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such persons in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of I.C.T.F.L., and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any

action, suit or proceeding by judgment or settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that such persons did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the association and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

Section 2. Derivative Actions. I.C.T.F.L. shall have power to indemnify any persons who were or are a party or are threatened to be made a party to any threatened, pending or completed action or suit by or in the right of I.C.T.F.L. to procure a judgment in its favor by reason of the fact that they are or were a Director, officer, employee or agent of the association, or are or were serving at the request of I.C.T.F.L. as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such persons in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such persons shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to I.C.T.F.L., unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all the circumstances of the case, such persons are fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Successful Defense. To the extent that Directors, officers, employees or agents of I.C.T.F.L. have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2, or in defense of any claim, issue or matter therein, they shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by them in connection therewith.

Section 4. Determination. Any indemnification under Sections 1 and 2 (unless ordered by a court) shall be made by I.C.T.F.L. only as authorized in the specific case upon a determination that indemnification of the Directors, officers, employees or agents is proper in the circumstances because they have met the applica-

able standard of conduct set forth in Section 1 and 2. Such determination shall be made (a) by the Board Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Continuation and Other Rights. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to persons who have ceased to be Directors, officers, employees or agents and shall inure to the benefit of the heirs, executors, and administrators of such persons.

Section 6. Insurance. I.C.T.F.L. shall have power to purchase and maintain insurance on behalf of any persons who are or were Directors, officers, employees or agents of the association, or are or were serving at the request of the association as Directors, officers, employees or agents of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not I.C.T.F.L. would have power to indemnify them against such liability under the provisions of this Article.

Article XVI

Parliamentary Authority

The rules contained in the most recent edition of *Roberts Rules of Order Newly Revised* shall govern I.C.T.F.L. in all cases in which they are applicable and in which they are not inconsistent with this Constitution and any special rules of order the association may adopt and any statutes applicable to I.C.T.F.L.

Article XVII

Enabling Clause

This Constitution, and any Bylaws or amendments subsequently adopted, shall go into effect immediately upon their adoption, unless otherwise specified in the Constitution, Bylaws, or amendments.