

# CONSTITUTION

## CONNECTICUT COUNCIL OF LANGUAGE TEACHERS, INC.

REVISED INCLUDING ALL AMENDMENTS THROUGH **MARCH 3, 2022**

### Article I. NAME AND PURPOSE

This corporation shall be called the Connecticut Council of Language Teachers, Inc., CT COLT, a constituent of ACTFL. The Connecticut Council of Language Teachers (CT COLT) is a non-profit membership organization that promotes language proficiency and knowledge of world cultures.

#### CT COLT:

The Connecticut Council of Language Teachers (CT COLT) promotes, advocates for and fosters the teaching and learning of World Languages and cultures. With a commitment to diversity, equity, and inclusion, we support, guide and connect all educators, students, policymakers, and the public through professional development, scholarship, and collaborative initiatives.

### Article II. MEMBERS

There shall be two classes of members, which shall be designated Organizational Members and Individual Members.

Any statewide language organization within the State of Connecticut whose purposes and activities are substantially devoted to furthering the stated purposes of the Corporation may apply to the Board of Directors for Organizational Membership and, upon two-thirds vote of the directors in office, shall become an Organizational Member until such time as it resigns or its membership is otherwise terminated. Each Organizational Member shall hold one seat on the Board of Directors and shall have one vote to be cast by its duly authorized representative. The Board of Directors may, by a two-thirds vote of the directors in office, terminate the membership of any such action to be in the best interests of the Corporation. The Corporation shall not levy dues or assessments against Organizational Members and shall not interfere in matters of internal governance of such members, including the manner in which representatives are selected and the term of office such representatives may serve. Each Individual Member shall be entitled to one vote on each matter submitted to the members of the Corporation for action. No corporation, association, institution or foundation shall be eligible for Individual Membership.

### Article III. MEETINGS OF THE MEMBERS

A regular annual meeting of the members of the Corporation shall be held each year at such time and place as the Board of Directors shall determine, such as at an annual event like a conference for members. Special meetings may be called by the President or by the Board of Directors at such time and place as the Board of Directors shall determine. The general purpose or purposes for which a special meeting is

called shall be stated in the notice thereof, and no other business shall be transacted at the meeting.

Notice of the meetings of the members, or any other notice required by law or by the Certificate of Incorporation, the Constitution or Bylaws shall be published in a way that disseminates information to members, such as via email or on the website.

The Individual Members present at any meeting of the members shall constitute a quorum at such meeting. The members present at a duly held meeting shall continue to do business, notwithstanding the withdrawal of any members prior to adjournment.

No Individual Member shall be entitled to vote by proxy.

#### **Article IV. VOTING**

Where directors or officers are to be elected by Individual Members or any other action is to be voted upon by such members, the elections may be conducted and the actions voted upon in person, by mail or through online ballot in such manner as the Board of Directors shall determine.

#### **Article V. BOARD OF DIRECTORS**

The property, activities and affairs of the Corporation shall be managed by its Board of Directors, which shall consist of the Coordinators, the Organizational Directors and the Ex-Officio Directors. Each director/coordinator shall be an Individual Member of the Corporation. Coordinators shall be elected in the manner prescribed in the Bylaws and may, if the Bylaws so provide, be elected by the Board of Directors and be classified as the term of office. Organizational Directors shall be duly authorized representatives of the Organizational Members. Ex-Officio Directors shall be the holders of such positions within and without the Corporation as set forth by the Bylaws. Any director/coordinator who ceases to be an Individual Member of the Corporation shall cease being a director/coordinator of the Corporation. Each director/coordinator shall have one vote on each matter submitted to the Board of Directors for action and shall be counted in determining the presence of a quorum of the Board. Any remunerated position established by the Board of Directors shall be accompanied by a job description and shall be reviewed annually by the Executive Committee for continuation. Any such position shall be non-voting. Any Board member who fails to act within the best interest of the organization may be removed by a two-thirds vote of the Board of Directors.

#### **Article VI. OFFICERS**

The officers of the Corporation, which shall constitute the Executive Committee, shall be a President, a President-Elect, a Secretary, and a Treasurer. Officers shall be elected at the appropriate annual meeting or through online ballot of the members in accordance with the provisions of the Bylaws. Officers shall be Individual Members of the Corporation and shall serve for a term of two years and until their successors have been elected. The Board of Directors may fill, for the balance of any unexpired term, any vacancy created in any of the offices. No person may hold more than one office at the same time, unless the office is vacant and not filled despite the best efforts of the Board of Directors.

## **Article VII. EXECUTIVE DIRECTOR**

An Executive Director may be appointed by the Board of Directors and shall be directly responsible to that body and to the Executive Committee of the Board. This appointment shall be reviewed annually by the Board of Directors. The person appointed to this position shall be given a salary for services rendered with such salary to be determined on a yearly basis by the Board of Directors and approved by the majority of those voting.

## **Article VIII. PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and mileage incurred to attend CT COLT-related meetings and to make payments and distributions in furtherance of its purposes. No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, (except as otherwise provided by Internal Revenue Service Code Section 501 (h)), and the Corporation 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. Notwithstanding any other provision of this Constitution or the Bylaws, the Corporation shall not engage in any activities or exercise any powers that are not in the furtherance of the purposes set forth in the Certificate of Incorporation. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. If any director or officer violates this policy they may be removed by a two-thirds vote of the Board.

## **Article IX. INDEMNIFICATION**

The Organization agrees to indemnify, defend and hold harmless the board members, its officers, directors and employees, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the Organization, arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein. Organization may maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

## **Article X. DEDICATION OF ASSETS**

In the event of dissolution the net assets of the Corporation, after payment of debts, shall proceed to the State of Connecticut.

## **Article XI. AMENDMENTS**

This constitution may be amended at any meeting of the members by a two-thirds vote of those voting at a meeting, provided that notice of the proposed amendment or amendments be given to each Individual Member in the call of the meeting.

# **BYLAWS**

## **CONNECTICUT COUNCIL OF LANGUAGE TEACHERS, INC.**

**REVISED INCLUDING ALL AMENDMENTS THROUGH MARCH 3, 2022**

### **Article I. DUES**

The annual dues structure is as follows: Individual Members can choose from a one, two, or three year option with graduated savings for choosing two or three year alternatives. Each membership year shall consist of 365 days. Pre-certified teachers are eligible for a reduced annual rate. Retired teachers shall have the option to pay a fixed lifetime rate. Members whose dues remain unpaid after the expiration of their membership will cease to be active members of the organization and thus will no longer have access to the benefits provided, but payment of current dues will entitle such person to reinstatement. No dues or assessments will be levied against Honorary Life Members. Any dues increase must be ratified by a majority vote of the members present at the annual meeting or through online ballot. All activities of CT COLT are open only to members in good standing (who have paid dues) and to their students. The only exception to this is that presenters at the Fall Conference need not be dues-paying members. Fully paid members of other states' organizations (such as MAFLA) can attend CT COLT events without also paying dues to CT COLT, provided that a relationship of reciprocity exists between the two organizations.

### **Article II. ELECTION OF OFFICERS**

Officers shall be elected by a majority vote of the Individual Members by electronic ballot sent to all members. The President, with the approval of the Board of Directors, shall appoint a Nominating Committee of not less than three Individual Members, one of whom shall be the Immediate Past President as Chair, to call for nominations from the membership at large to propose a slate of officers for the President-Elect, Secretary, and Treasurer. The Nominating Committee shall review the nominations from the membership at large and create a slate of officers for the President-Elect, Secretary, and Treasurer. The proposed slate of officers shall be presented to the Board of Directors for a majority vote. The approved slate will then be sent to the entire membership for a majority vote within a specified timeframe. The newly elected officers shall assume their duties July 1st, the beginning of the new fiscal year.

### **Article III. EX-OFFICIO DIRECTORS**

The Ex-Officio Directors shall consist of the Immediate Past President of the Corporation, the elected officers as provided in Article VI of the Constitution, and the World Language Consultant of the Department of Education of the State of Connecticut or any title as may now or hereafter designate such office.

### **Article IV. DIRECTORS-AT-LARGE**

Directors-at-Large shall consist of those members who represent world language-related special area groups who will serve in this capacity at the discretion of the President and with the approval of the Board of Directors; e.g., Northeast Conference on the Teaching of Foreign Languages Board Member from Connecticut and other similar groups. The absence without reasonable cause of any Director-at-Large from two consecutive regular meetings of the Board of Directors may be deemed to be the resignation of the Director-at-Large, effective at the discretion of the Board; and the Board of Directors, by resolution adopted by a majority of directors in office, may accept the resignation and fix its effective date.

## **Article V. ORGANIZATIONAL DIRECTORS**

Each application for Organization Membership shall include the name, address and telephone number of the representative who is authorized to act on behalf of the organization. Until such time as the Membership Coordinator has been notified of the name and address of a different person, the Corporation shall be entitled to treat the person listed on its records as the duly authorized representative of such Organizational Member. No persons other than those so listed on the records of the Corporation and who are current members of CT COLT shall have or exercise the rights and privileges of Organizational Directors, and no Organizational Director shall have the authority to assign his/her rights and privileges to any other person.

An Organizational Director shall serve as a representative of his/her organization and as an advocate for world language learning, and shall act as the board liaison and member of a standing committee or major event. The absence without reasonable cause of any Organizational Director from two consecutive regular meetings of the Board of Directors may be deemed to be the resignation of the Organizational Member, effective at the discretion of the Board; and the Board of Directors, by resolution adopted by a majority of directors in office, may accept the resignation and fix its effective date.

## **Article VI.**

### **COORDINATORS**

CT COLT will have Coordinator Roles to support the mission of the organization. Each Coordinator will each serve for a term of two years. A Coordinator may apply for additional terms, but shall serve no more than two consecutive terms in a given coordinatorship, unless the position is vacant and not filled despite the best efforts of the Board of Directors. The CT COLT Board of Directors meets at least five times a year. Regular attendance at Board meetings is part of each Coordinator's job as it provides the organization with the member expertise necessary to engage in informed decision-making. Consequently, the absence without reasonable cause, of any Board Member from two consecutive regular meetings of the Board of Directors may be deemed to be the resignation of the Board Member, effective at the discretion of the Board; and the Board of Directors, by resolution adopted by a majority of directors in office, may accept the resignation and fix its effective date.

Coordinators are encouraged to submit reports to the Board two days prior to each meeting. Coordinators are expected to attend all meetings and should complete tasks between each Board meeting to further advance language learning through their coordinator role. It is not expected that any coordinator shall be an

expert in his/her role, and will receive continued mentoring and guidance from members of the Executive Committee. Coordinators, in their roles, will work with other board members and members from the membership at-large to complete tasks.

Coordinators shall be elected by a majority vote of the Board of Directors. A member of the Executive Committee shall issue a call for nominations from the membership at large to fill vacancies in Coordinator positions. Members of the Executive Committee will review the candidate(s) for vacant position(s) and select those to bring to the Board of Directors. Members of the Executive Committee shall present the candidates to the Board of Directors for a majority vote. The newly elected coordinator(s) shall assume their positions on July 1st, or immediately following the vote for a vacant position.

The CT COLT Board of Directors reserves the right to appoint joint Coordinators for coordinator positions, as deemed necessary.

**1. Advocacy Coordinator:**

The Advocacy Coordinator shall support CT COLT's efforts to advocate for programs, funding, and promote language learning for students in the state of Connecticut and keep CT COLT membership informed of developments in the legislative arena at the local, state and national levels.

**2. Seal of Biliteracy Coordinator:**

The Seal of Biliteracy Coordinator shall coordinate all aspects of advocacy for and implementation of the Seal of Biliteracy. This will involve chairing meetings of the pre-existing Seal of Biliteracy Committee, as well as meetings at the CDSE and others as appropriate. In addition, this will require coordination between stakeholders in World Languages and English Language in order to facilitate a suggested pilot put forth by the CSDE. This chair will keep all leaders and the CT COLT Board informed with respect to the Seal of Biliteracy. The Coordinator shall maintain communication among districts and facilitate a dialogue between CT COLT and CT SDE.

**3. Membership Coordinator:**

The Membership Coordinator will be responsible for reviewing the database of current members and Supervisors/Coordinators at the district level for the state of Connecticut and seeking out ways to increase membership. This person will contact both private and public schools, as well as universities and colleges, to encourage new membership and renewal of lapsed memberships. This Coordinator will reach out to retired faculty to make them aware of discounted rates for their further involvement within the CT COLT organization.

**4. PD Coordinator**

The PD Coordinator will lead and oversee Professional Development initiatives for CT COLT. This person shall serve as the chairperson of the Professional Development Committee, lead a Committee to oversee the Summer Proficiency Institute, and participate in the annual Conference Committee. Working collaboratively with the Membership Coordinator and Professional Development Committee, this person shall identify the professional development needs of CT COLT membership and disseminate resources to support members.

## **5. Teacher Leadership Coordinator**

The Teacher Leadership Coordinator will work with the Executive Committee to cultivate and mentor emerging leaders on the CT COLT Board, and among our membership. This person will chair the selection committees for teacher leadership opportunities, including, but not limited to LILL, NECTFL Mead Fellowship, and the Teacher of the Year. This person will also serve as a mentor to candidates in these programs. This person shall also serve as the coordinator for the CT COLT Networking Group.

## **6. Community & Business Outreach Coordinator:**

The Community and Business Outreach Coordinator will reach out to local businesses to solicit needs for biliterate students entering the workforce and also to local attractions that are looking for students to help with tours or communication with non-English speaking tourists. This person shall build a relationship with the World Affairs Council and other state organizations and businesses promoting languages. This Coordinator will seek out more opportunities to build community & business partnerships by soliciting information from around the state in the newsletter and by writing a short column in the newsletter.

## **7. Student Events Coordinator:**

The Student Events Coordinator shall serve as the liaison between the Board and the various student events, such as, but not limited to: Rhyme Celebration, Poetry Contest, Poster Contest, Student Awards for Excellence, and Essay Contest. This person will update the Board on each event and elicit articles from event coordinators after each event for the newsletter. This Coordinator will not be in charge of each student event, but rather will work with the person(s) chairing each event to provide support.

## **8. Awards and Hospitality Coordinator:**

The Awards and Hospitality Coordinator shall coordinate some professional awards and scholarships for teachers and students. This person shall be in contact with the Board in order to solicit information about events, celebrations and condolences and send out correspondence on behalf of CT COLT. The Hospitality Coordinator will send thank you cards to all presenters and seek out information about member events that merit recognition. This Coordinator shall solicit news in each newsletter and then write a short column recognizing celebrations, retirements and new jobs. The Hospitality Coordinator will be responsible for coordinating refreshments for in-person Board meetings.

## **9. Social Media Coordinator:**

The Social Media Coordinator will manage and maintain the organization's mass media and electronic communication to its members and potential members.

## **10. Website Coordinator:**

The Website Coordinator shall oversee all updates and edits to the CT COLT website. This person shall also train other Board members on how to update the website for various CT COLT initiatives.

## **OTHER MEMBERS OF THE BOARD**

There shall be, at the discretion of the board, other voting members as needed. The positions may include a liaison from higher education, or a liaison with external resource centers, and newsletter editors. These positions must be voted on by the board before a person is sought to fill the post.

## **Article VII. DUTIES OF OFFICERS**

### ***IMMEDIATE PAST PRESIDENT***

As an advisor to the President, the Immediate Past President shall chair the Nominating Committee for the Executive Committee and be responsible for other functions as requested by the President. Duties may include tasks as assigned by the President, such as making arrangements for awards.

### ***PRESIDENT***

The President shall be chief executive officer of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall collaborate with Board members to develop meeting agendas and preside at all meetings of the members and of the Board of Directors and shall be an ex-officio member of all committees. The President shall submit along with the Treasurer an annual budget for adoption by the Board of Directors. The President may sign, with the Treasurer and any other officer authorized by the Board of Directors, any contracts or other instruments which the Board has authorized to be executed. In the absence of an Executive Director, the President shall be custodian of the corporate records and see that the reports, statements and other documents required by law are properly kept or filed. The President shall ensure that key organizational documents are stored and passed on to the next President. On the recommendation of the Board of Directors, the President shall appoint the Newsletter Editor(s)-in-Chief and Event Coordinators for all CT COLT activities. The President shall serve as the Corporation's delegate to the ACTFL, the Northeast Conference (NECTFL), and any other activity at which a CT COLT representative is deemed appropriate by the Board of Directors. Regular attendance at Board meetings provides the organization with the member expertise necessary to engage in informed decision-making.

### ***PRESIDENT-ELECT***

The President-Elect shall preside in the absence of the President, and if the latter should become incapacitated or resign, will succeed to the office of President. The President-Elect shall be an ex-officio member of all committees. In the second year, the President-Elect shall serve as the ACTFL delegate at the ACTFL convention in the Fall and report to the Board on the Meeting with the Delegates session, carry out duties assigned by the President, and succeed to the Presidency when the President's term ends. Regular attendance at Board meetings provides the organization with the member expertise necessary to engage in informed decision-making.



## ***SECRETARY***

The duties of the Secretary will be to keep minutes of the meetings of the members and of the Board of Directors, as well as to oversee communications to individual Members, to the Board of Directors, and to other groups as the President may direct. The Secretary shall see that all notices are duly given in accordance with the provisions of the Constitution and these Bylaws or as required by the law. In the absence of an Executive Director, the Secretary shall prepare and file the annual Report with the Secretary of the State. Upon approval of the minutes, the Secretary shall submit a summary of actions taken by the Board to be posted on the web site. Regular attendance at Board meetings provides the organization with the member expertise necessary to engage in informed decision-making.

## ***TREASURER***

The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the Corporation. The Treasurer shall keep full and accurate accounts of assets, liabilities, receipts, and disbursements and other transactions of the Corporation in electronic files and/or in paper format. These electronic and paper documents are the property of the Corporation.

At regular Board meetings, the Treasurer shall prepare a balance sheet showing the financial condition of the Corporation, to include a statement of receipts and disbursements for the previous months, a bimonthly cash flow report, and a cash flow report for the current fiscal year as well as a listing of the balances in all bank and stock accounts. Such balance sheet and statement of receipts may be audited by an audit committee consisting of at least two directors designated by the President and approved by the Board of Directors. The balance sheet, the statement of receipts and disbursements, and the report of the audit committee shall be published annually at the annual meeting held at the annual Conference by the Corporation and made available to the membership. They shall be kept by the Treasurer of the Corporation for at least seven years from such date.

The Treasurer shall work with the President to formulate the annual fiscal year budget and assist in presenting it to the Board of Directors prior to the start of the new fiscal year, which begins on July 1.

The Treasurer shall be responsible for the proper preparation and execution of the information report which the Internal Revenue Service requires that tax-exempt organizations annually file. The treasurer will secure the services of a Certified Public Accountant to prepare the annual tax form for the IRS. Since income tax forms for non-profit organizations are due in mid-November, during the summer, the treasurer will supply the CPA with the following documents/records of the organization for the fiscal year in question:

- an electronic and paper copy of the checkbook register for the fiscal year in question which lists the total inflows and outflows for the fiscal year and all paper documentation of transactions, if requested by the CPA. a cash flow report for the fiscal year in question listing all inflows and outflows by category for both the general checking account and the fall conference account including a detailed summary of the payment made for the fall conference,
- a list of all the current members of the board of directors with each person's home address,
- a list and description of all awards and scholarships that pay a financial stipend,

- a list of all financial stipend award/scholarship recipients including their home addresses,
- copies of all stock fund statements, and, if requested, copies of all bank statements,
- copies of Excel spreadsheets for all stock funds detailing all transactions since the funds were acquired,
- a cumulative balance sheet showing the inflows, outflows and cash transfers for the fiscal year in question for all bank accounts including the general checking account and the fall conference account. Each account must balance by taking the opening balance and adding the inflows, subtracting the outflows and either adding or subtracting cash transfers (only if applicable). The ending balance on each account MUST match the ending balance in each checkbook EXACTLY.

At the direction of the Board of Directors, the Treasurer and/or any other officer or agent of the Corporation shall be bonded. Regular attendance at Board meetings provides the organization with the member expertise necessary to engage in informed decision-making.

### **Article VIII. MEETINGS OF THE BOARD OF DIRECTORS**

Meetings of the Board of Directors, regular or special, may be held either within or without the State of Connecticut. Regular meetings of the Board of Directors may be fixed by resolution of the Board and may be held without other notice than such resolution. Special meetings may be called by or at the request of the President or three or more directors. The person or persons authorized to call such meetings of the Board may establish the time and place of any such meeting. At least two days written or oral notice of special meetings of the Board of Directors shall be given to each director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board, may be taken without a meeting if consented to in writing, setting forth the action so taken shall be signed by all of the directors. The Secretary shall file such consents with the minutes of the meetings of the Board of Directors.

### **Article IX. SPECIAL COMMITTEES OF THE BOARD**

There are several special topics that CT COLT may wish to pursue in any given year. These topics are selected by the group and reflect the needs of the organization at that time. The President may choose to organize the council's work into committees or action planning teams or another format, suitable to the needs of the group. The following is a list of possible areas of focus and is not meant to be inclusive or exclusive.

**Internal Organization.** This group studies issues pertaining to the structure and rules of the organization. This includes biennial Bylaws revision.

**Advocacy.** This group pursues ways in which the members of the organization can promote the study of world languages, help teachers to promote programs, lobby the legislature, etc.

**Professional Development.** This group may promote professional development for the members of the

organization, as well as those not in the group. Their work could also include professional recognition of both students and teachers.

**Diversity, Equity, and Inclusion.** This committee shall establish and periodically review and revise any policies, correspondence, or other actions regarding the stance of the organization vis à vis diversity, equity and inclusion.

**Retired Teachers.** This committee shall work to engage retired teachers in membership. Their work may include, but is not limited to, activities for retired teachers, advocacy, and support for teachers new to the profession.

## **Article X. CORPORATE OFFICE**

The mailing address for the organization shall be determined by the President of the organization. For all financial and income tax purposes, the treasurer's address shall serve as the address of the organization.

## **Article XI. PARLIAMENTARY AUTHORITY**

The current edition of Robert's Rules of Order shall govern the Corporation in all parliamentary situations that are not provided for in its Certificate of Incorporation, Constitution, Bylaws or adopted rules.

## **Article XII. AMENDMENT OF BYLAWS**

The Chair is appointed by the President, with the approval of the Board of Directors. The committee shall assist the Board of Directors in reviewing the Constitution and Bylaws biennially. These Bylaws may be amended by a two-thirds vote of the directors in office at any regular or special meeting of the Board of Directors or by a two-thirds vote of the Individual Members voting at any meeting of members, provided that notice has been given in the call of the meeting.

Bylaws newly made or amended by the Board of Directors shall be made available on the web site. They must be ratified at the next annual meeting of members, at any special meeting of members called for such purpose, or by electronic ballot.