



# **BYLAWS OF THE AMERICAN ASSOCIATION OF TEACHERS OF SPANISH AND PORTUGUESE, INC.**

## **ARTICLE I. NAME**

The name of this Corporation is the American Association of Teachers of Spanish and Portuguese, Inc., as set forth in its Articles of Incorporation. It is a Not-For-Profit Corporation, incorporated under the laws of the State of Kansas on December 26, 1967.

## **ARTICLE II. GOVERNING LAWS**

### **Section 2.1**

#### **Bylaws**

These Bylaws constitute the Code of Rules adopted by this Corporation for the regulation and management of its affairs.

### **Section 2.2**

#### **Purposes and Powers**

The Corporation will have the purposes and powers stated in its Articles of Incorporation and such powers as are now or may be granted by the General Corporation Code of the State of Kansas, or any successor legislation.

The nature of its purpose, as set forth in the Articles of Incorporation, is to conduct, operate, and manage this Corporation exclusively for professional, literary, educational, scientific, and charitable purposes, or for any one or more, or all such purposes as defined in the sections of the Internal Revenue Code with respect to charitable organizations.

More specifically, and in order to implement, promote, and achieve the aforesaid aims, it is the purpose of the Corporation to promote, develop, and advance, through research, discussion, exchange of information and activities, the study and teaching of the Spanish and Portuguese languages and their corresponding Hispanic, Luso-Brazilian, and other related literatures and cultures at all levels of education.

The aforesaid purposes and activities of this Article are neither all-inclusive nor mandatory.

## **ARTICLE III. REGISTERED OFFICE**

### **Section 3.1**

#### **Location of Office**

The Corporation shall have and continuously maintain in the State of Kansas, as required by

law, a registered office which may, but need not be the same as its place of business.

**Section 3.2**  
**Principal and Other Offices**

The principal office of the Corporation in the State of Kansas will be located at such place as the Board of Directors may from time to time designate by resolution. In addition, the Corporation may have such other offices, either within or without the State of Kansas, in other states of the United States of America and in foreign countries, as its business shall require.

**Section 3.3**  
**Resident Agent**

The Corporation shall have and maintain in the State of Kansas a resident agent, which may be either an individual resident in the State of Kansas whose business office is identical with the Corporation's registered office, or a domestic corporation, which may be itself, having a business office identical with such registered office.

**Section 3.4**  
**Change of Registered Office or Resident Agent**

The Corporation, by resolution of the Board of Directors, may change the location of its registered office to any other place in the State of Kansas. By like resolution, the resident agent of the Corporation may be changed to any other person or corporation, including itself.

The resident agent of the Corporation may change the address of the registered office of the Corporation, for which he/she is resident agent, to another address in the State of Kansas.

All changes, as aforesaid, shall be effected in manner and form as in such cases and provided by the laws of the State of Kansas.

**ARTICLE IV. MEMBERSHIP**

**Section 4.1**  
**Qualifications**

The membership of the Corporation shall be open to all persons who are interested in the aims and purposes of the Corporation and who are otherwise qualified under the provisions set forth in the Articles of Incorporation and Bylaws.

The membership of the Corporation shall consist of those persons who from time to time are admitted to membership in such manner, under such requirements, and with such membership rights as may be prescribed in the Articles of Incorporation and Bylaws of the Corporation.

**Section 4.2**  
**Dues**

The Board of Directors shall establish membership dues in consultation with the Executive Director.

**Section 4.2 (a)**  
**Payment of Dues**

All dues are to be paid annually and in advance. Members who have not paid the advance annual dues by December 31 of the calendar year are considered inactive and are so classified in the membership database. Once dues for the calendar year have been paid the member status is recorded as active and all membership rights and privileges for the membership category are reinstated as of date of payment.

### **Section 4.3**

#### **Applications for Membership**

All prospective members shall submit a completed application form to the AATSP National Office accompanied by the initial payment of membership dues. The name of the member shall be entered in the membership database of the Corporation, and the member duly notified thereof.

### **Section 4.4**

#### **Members in Good Standing**

All members who maintain their membership by payment of dues as required under the Articles of Incorporation and Bylaws, and who otherwise qualify, shall be considered in good standing and entitled to the rights and privileges of membership defined by their membership category.

### **Section 4.5**

#### **Categories of Membership**

The Corporation shall have six categories of membership. The designation of such categories and the qualifications and rights of the members of such categories follow.

#### **Section 4.5 (a)**

##### **Regular Membership**

Regular membership is open to all individuals who teach or who are interested in Hispanic and Luso-Brazilian languages, literatures, and cultures. Regular Members in good standing as defined in Section 4.4 shall be entitled to vote, to hold office in the Corporation, to participate in meetings of the Corporation, to receive all official publications of the Corporation, and to exercise all other rights and privileges of membership.

#### **Section 4.5 (b)**

##### **Student Membership**

Student membership is open to undergraduate and graduate students who verify enrollment during the academic year in a course of study leading to a degree and who do not hold any full-time teaching appointments. The duration of a student membership may not exceed a total of three years. For the purposes of membership, teaching assistants shall be considered full-time students. Student Members shall be entitled to the electronic version of all official publications of the Corporation, and to exercise other rights and privileges as determined to be appropriate for Student Members by the Board of Directors. Student members shall not have the right to vote or hold office.

#### **Section 4.5 (c)**

##### **Joint Membership**

Joint Membership is available for two individuals residing at the same residential address; school, institutional, and PO Box address are not eligible. Each pair of joint members will receive one copy of AATSP publications, including *Hispania*. Each pair of joint members will collectively retain all voting rights and privileges as are retained by each regular, individual member.

#### **Section 4.5 (d)**

##### **Life Membership**

Regular Members who have paid dues for forty years shall automatically become life members exempt from payment of further dues. Any member, or any person eligible for membership, may choose to become a life member by a single payment of thirty times the current annual dues for regular membership. Life members shall be entitled to all rights and privileges of Regular Membership. Life

members shall receive free registration for the AATSP annual conference not including the Awards Banquet or other ticketed conference events.

**Section 4.5 (e)**  
**Emeritus Membership**

Emeritus membership in the Corporation shall be conferred upon appropriate application, on any retired member who has paid dues to the Corporation for at least thirty years. Emeritus Members are exempt from the payment of further dues. They shall be entitled to all rights and privileges of Regular Membership, but are not entitled to receive the print version of *Hispania* free. They may, however, receive the print version of *Hispania* by paying an annual sum equal to the amount fixed by the Board of Directors.

**Section 4.5 (f)**  
**Honorary Fellows**

Eminent foreign Hispanists working and residing outside the United States and Canada who have distinguished themselves and received recognition for outstanding services or contributions in the field of Hispanic and Luso-Brazilian languages, literatures, cultures, linguistics, and cinema may be elected as Honorary Fellows. Honorary Fellows may also include distinguished writers, who use Spanish, Portuguese, or any other Romance language or dialect of the Iberian Peninsula in their writings, residing in the United States or abroad; and/or scholars in fields other than those specified above, who have made significant contributions to the enrichment of these fields, may be elected as Honorary Fellows to a number not to exceed fifty. The designation of Honorary Fellow may be conferred at such time and upon such terms as the Board of Directors shall determine. Fellows shall receive Certificates of Election signed by the President and the Executive Director, and shall enjoy all privileges of the Corporation, except the right to vote and hold office. Honorary Fellows are appointed for life and are exempt from paying dues.

**Section 4.6**  
**Conditions of Membership**

**Section 4.6 (a)**  
**Termination of Membership**

The Board of Directors, by affirmative vote of three-fifths of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

**Section 4.6 (b)**  
**Resignation**

Any member may resign at any time, but such resignation shall not give any right to rebate for dues paid, or any right to a pro-rata or other share of the assets of the Corporation. All resignations shall be made in writing to the Executive Director.

**Section 4.6 (c)**  
**Transfer of Membership**

Membership in this Corporation is not transferable or assignable to others.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 5.1 Management**

The property, business, and affairs of the Corporation shall be managed by a Board of Directors, which shall be constituted as provided in the Articles of Incorporation and the Bylaws. Every member of the Board of Directors shall be a member in good standing of the Corporation and shall represent the entire membership of the Corporation.

The Board of Directors shall have supervision, control, and direction of the property, business, and affairs of the Corporation, its chapter and auxiliary activities, and its committees and publications; shall determine its policies and changes therein; shall actively pursue and promote its objectives and supervise the income, custody, management, and disbursement of all its property and funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as it may deem advisable, and may, in the exercise of the powers granted to it, delegate certain of its authority and responsibility to the Executive Director, officers, and agents.

### **Section 5.2 Number of Members of the Board of Directors**

As set forth in the Articles of Incorporation, the Board of Directors shall consist of not fewer than eleven nor more than thirty-one members as determined by the Bylaws of the Corporation which provide as follows:

The number of members which shall constitute the Board of Directors at any time shall be fixed from time to time by resolution of the Board of Directors.

The normal term of office on the Board of Directors shall be three years. Whenever the Board membership is expanded, the new member(s) shall serve on the Board for one to three years as decided by the Board of Directors prior to the election. Thereafter, each member shall be replaced after the expiration of his/her term in the manner of election described herein.

### **Section 5.3 Annual Election of Board of Directors**

There shall be an Annual Election of the Regular Members of the Corporation in good standing for the purpose of electing the President Elect and Members of the Board of Directors.

In annual elections of the President Elect and members of the Board of Directors, members shall vote by confidential ballot and votes shall be tabulated by an impartial agent independent of the Corporation.

Voting shall be completed in time to inform the newly elected members of the Board of Directors of their election and provide them with information so that they can assume their positions as of January 1 of the first year of their term.

### **Section 5.4 Composition**

The Board of Directors shall consist of elected and *ex-officio* members as described below.

#### **Section 5.4 (a) Elected Members**

A minimum of ten Board of Directors members must be elected by the members of the Corporation including the following: a President Elect, three college/university members, three high school (9–12) members, one individual representing the elementary (K–8) grades, one individual representing the

community college level, and one individual representing the Portuguese language and/or Luso-Brazilian culture.

**Section 5.4 (b)**  
**Ex officio Members**

In addition to the regularly elected members of the Board of Directors, as aforesaid, the following shall be members, *ex officio*, of the Board of Directors: the President, the Past President, the Executive Director, the Editor of *Hispania*, the Director of the National Spanish Examinations and the Director of the Sociedad Honoraria Hispánica.

**Section 5.5**  
**Voting Rights**

Each member of the Board of Directors, including the Executive Director, shall be entitled to one vote on each matter submitted to a vote of the members of the Board of Directors. The rights of the *ex officio* members of the Board of Directors shall be identical to those of the elected members.

The President may vote in all matters and business of the Board of Directors.

Voting rights of a Board member cannot be delegated nor exercised by proxy.

**Section 5.6**  
**Manner of Voting**

Voting action by the Members of the Board of Directors shall be taken in person, by teleconference, by electronic mail, or by other means deemed appropriate by the Board of Directors. Any vote not taken at a meeting shall be ratified at the next Board meeting. Board members shall vote personally at all meetings of the Board at which they are present. The Executive Director shall provide notice to all members of the Board of Directors promptly when issues requiring a vote of the Board of Directors arise.

**Section 5.7**  
**Quorum**

Three-fifths of the members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required under the provisions of the General Corporation Code, the Articles of Incorporation, or these Bylaws.

**Section 5.8**  
**Term of Office**

Each member of the Board of Directors shall serve until a successor shall have been elected and qualified by having filed written acceptance of his/her election to office.

**Section 5.8 (a)**  
**Elected Members**

Each of the ten elected members of the Board of Directors shall be elected for a term of three years, and until his/her successor has been duly elected and qualified. A President Elect must be elected each year. That person will serve for three years as President Elect in year one, President in year two, and Past President in year three.

At least one member of the Board of Directors who is a college/university faculty member must be elected annually. College/university candidates must be grouped on the ballot in order to ensure the election of one college/university candidate each year.

At least one member of the Board of Directors who is a secondary teacher (9–12) must be elected annually. Candidates for secondary (9–12) representative must be grouped on the ballot in order to ensure the election of one 9–12 candidate each year.

One Board of Directors seat will rotate among a representative from a community college, from K–8, and from Portuguese. Candidates for those rotating positions must be grouped on the ballot to ensure that one community college, K–8, or Portuguese representative will be elected every three years.

No member of the Board of Directors so elected, who has served a full three year term, shall be eligible for reelection to any Board position except that of President Elect until at least one year shall have elapsed.

Each of said ten members of the Board of Directors so elected shall take office on January 1 following his/her election, and shall hold office through 31 December of the year ending his/her term of office, or until his/her successor has been duly elected and qualified, or until his/her earlier displacement from office by resignation, removal, or otherwise.

**Section 5.8 (b)**  
**President Elect**

The President Elect shall serve as a member of the Board of Directors for a term of three years, distributed as hereinafter provided, and until his/her successor is duly elected and qualified, or until his/her earlier displacement from office by resignation, removal, or otherwise.

In the event that the President Elect succeeds to the office of President pursuant to the provisions of Section 6.2 (a) of these Bylaws, the term of office shall be for the remaining period of the former President's term of office, plus two years, i.e., one year as President and one year as Past President.

**Section 5.8 (c)**  
**Executive Director**

The Executive Director shall serve as a member of the Board of Directors for the duration of his/her term or terms of office, or until he/she resigns, and until his/her successor is duly appointed and qualified. The Board of Directors will determine the initial date of the term at the time of the appointment of the Executive Director.

**Section 5.8 (d)**  
**Editor of *Hispania***

The Editor of *Hispania* shall serve as a member of the Board of Directors for the duration of his/her term or terms of office, and until he/she resigns, or until his/her successor is duly appointed and qualified. His/her term of office shall begin on January 1 of the year determined by the Board of Directors, and end on 31 December of the last year of his/her term of office in the Board of Directors.

**Section 5.8 (e)**  
**Directors of NSE and SHH**

The Director of the National Spanish Examinations (NSE) shall serve as a member of the Board of Directors during his/her appointed term of office. The Director of the Sociedad Honoraria Hispánica (SHH) shall serve as a member of the Board of Directors during his/her appointed term of office.

**Section 5.8 (f)**  
**Retiring Executive Director and Editor of *Hispania***

A retiring Executive Director and a retiring Editor of *Hispania* shall continue to serve as a member of the Board of Directors for one year following the expiration of his/her respective term of office.

The retiring Executive Director and Editor of *Hispania* shall not be eligible to vote during the period of transition.

**Section 5.9**  
**Meetings of the Board of Directors**

The Board of Directors shall hold at least one annual, face-to-face meeting during the annual conference of the Association. Additional meetings may be held in person or by means of conference telephone or other similar communications equipment by means of which all persons participating in the meeting can hear each other.

**Section 5.9 (a)**  
**Notice of Meetings of the Board of Directors**

Regular and special meetings of the Board of Directors may be called by the President, the Executive Director, or by a majority of the members of the Board of Directors. Notice stating the place, date, and time of any regular or special meeting of the Board of Directors shall be given to each member of the Board of Directors at the direction of the President, the Executive Director, or the Board members calling the meeting.

**Section 5.10**  
**Informal Action by Members of the Board of Directors**

Any action required by law to be taken at a face-to-face meeting of the Board of Directors may be taken without a face-to-face meeting if consent shall be signed or confirmed electronically by all the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Such consents all have the same force and effect as a unanimous vote, and may be stated as such.

**Section 5.11**  
**Compensation of Members of the Board of Directors**

Elected members of the Board of Directors shall not receive any compensation for their services, but by resolution of the Board of Directors a fixed sum, or expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Board of Directors. Nothing herein contained shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation thereof by resolution of the Board of Directors.

**Section 5.12**  
**Resignation and Removal**

Any member of the Board of Directors may resign at any time by filing a written notice of such resignation with the Executive Director, and such resignation shall become effective when so filed unless some other effective date is set forth in the resignation.

Any member of the Board of Directors may be removed, for cause, by the affirmative vote of at least three-fifths of all the remaining members of the Board of Directors then entitled to vote.

**Section 5.13**  
**Vacancies**

Any vacancy in the Board of Directors may be filled by electing a successor to fill the vacancy. A majority of the remaining members of the Board of Directors shall constitute a quorum for the purpose of such action. The vote of at least a majority of said remaining members of the Board of Directors shall be required to elect a successor to fill the vacancy. Each member elected to fill a vacancy shall hold office for a term expiring on the date when the term of office of the person whose departure from office created such vacancy, or until his/her successor is duly elected and qualified, or until his/her earlier displacement from office by resignation, removal, or otherwise.



The Board of Directors may declare vacant the office of any Board member who has not attended two consecutive annual meetings of the Board. The failure to fill a vacancy, or to elect a Board member or officer, shall not constitute a dissolution of the Corporation.

## **ARTICLE VI. OFFICERS**

### **Section 6.1**

#### **Officers**

The officers of the Corporation shall be a President, a President Elect, an immediate Past President, an Executive Director, and such other officers as may from time to time be determined by resolution of the Board of Directors. The Editor of *Hispania*, the Director of the National Spanish Examinations, and the Director of the Sociedad Honoraria Hispánica shall serve as members of the Board of Directors.

Such officers shall be elected or appointed in the manner provided in the Articles of Incorporation or the Bylaws, and shall have such powers and duties as shall be prescribed in the Articles of Incorporation and in the Bylaws.

### **Section 6.2**

#### **Elected Officers**

#### **Section 6.2 (a)**

#### **President Elect**

The President Elect shall be elected in the Annual Election of the Corporation.

In the event of a tie, the Board of Directors shall vote to elect the President Elect. Three-fifths of the Board Members shall constitute a quorum for the purpose of electing the President Elect, as aforesaid, and at least a majority of the votes of all the members of the Board so voting shall be required to elect the President Elect.

The term of office of the President Elect shall be one year, after which he/she shall serve as President for one year, and as a member of the Board of Directors, as Past President, for one year, or until he/she resigns, or is removed, and until his/her successor is duly elected and qualified.

In the event of a vacancy in the office of President Elect during his/her term of office, the Board of Directors shall elect a successor to hold the office of President Elect for the unexpired term in respect to which such vacancy occurred. The election and appointment of the new President Elect shall be conducted no later than three months from the date the vacancy occurred. Prior to the election, the Board of Directors, through the Executive Director, shall conduct a search for the position employing whatever methods and procedures the Board, in its sole discretion, may deem appropriate to insure obtaining the best candidates for the ballot.

A majority of the remaining members of the Board of Directors shall constitute a quorum for the purpose of such election, and the vote of at least a majority of all the remaining members of the Board of Directors shall be required to elect the President Elect. Upon election, the President Elect shall then succeed to all the rights and responsibilities of the office of President Elect, including the right to succeed to the office of President as provided above.

### **Section 6.3**

#### **Appointed Members of the Board of Directors**

The Executive Director, the Editor of *Hispania*, the Director of the National Spanish Examinations, and the Director of the Sociedad Honoraria Hispánica (SHH) shall be appointed by the Board of Directors. Three-fifths of the total membership of the Board of Directors, exclusive of any member being considered for any of said positions, shall constitute a quorum for the purpose of the election of said

positions, respectively, and the affirmative vote of at least a majority of the Board Members shall be required to elect the Executive Director, and the Editor of *Hispania*, respectively.

### **Section 6.3 (a)**

#### **Term of Office**

The Executive Director of the Corporation, the Editor of *Hispania*, the Director of the National Spanish Examinations (NSE), and the Director of the Sociedad Honoraria Hispánica (SHH) shall be appointed by the Board of Directors for a term and with compensation as designated by the Board of Directors. Each of these officers shall be subject to a contract, normally of three years duration, that is renewable upon the approval of the Board of Directors.

### **Section 6.3 (b)**

#### **Vacancy of Appointed Officers**

In the event of a vacancy in the office of Executive Director, Editor of *Hispania*, Director of the National Spanish Examinations (NSE), or Director of the Sociedad Honoraria Hispánica (SHH), such vacancy shall be filled by appointment by the remaining members of the Board of Directors, exclusive of any member being considered for any of said positions. The election and appointment of the new President Elect shall be conducted no later than three months from the date the vacancy occurred. Prior to the appointment, the Board of Directors shall conduct a search for the open position employing whatever methods and procedures the Board, in its sole discretion, may deem appropriate to insure obtaining the best candidates for the ballot.

Each officer of the Corporation will remain in office until a successor to such office has been elected or appointed, and qualified, or until his/her earlier displacement from office by resignation, removal, or otherwise. None of the officers will be eligible for election to office within the Association for a period of three years after leaving office.

### **Section 6.4**

#### **Removal of Officers**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

### **Section 6.5**

#### **Steering Committee**

The Executive Director, President, President Elect, and Past President will constitute the Corporation's Steering Committee. The Steering Committee is charged with ensuring current policies are followed, resolving issues that arise that do not need to be brought to the attention of the full Board of Directors, and proposing courses of action to the Board of Directors.

## **ARTICLE VII. DUTIES OF OFFICE**

### **Section 7.1**

#### **President**

The President shall have such powers and perform such duties as pertain to the office of President, and such other powers and duties as may be required by law, by these Bylaws, or may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at the Business Meeting of the Corporation. He/she shall be an *ex officio* member of the Board of Directors, and may vote on all matters and business of the Board of Directors.

The President shall be a member, *ex officio*, without the right to vote, of all committees, except the Nominating Committee.

### **Section 7.2**

#### **President Elect**

The President Elect shall, in the absence or disability of the President, exercise the powers and perform the duties of the President, and will perform all duties incident to the office of President Elect and such other duties as may be required by law, by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

### **Section 7.3**

#### **Past President**

The Past President shall be a voting member of the Board of Directors. The Past President serves on the Nominating Committee in a non-voting capacity as the Liaison from the Board of Directors to the Nominating Committee. The Past President shall perform such other duties as the President or the Board of Directors may assign.

### **Section 7.4**

#### **Executive Director**

The Executive Director of the Corporation shall be appointed by the Board of Directors for a term and with compensation as designated by the Board of Directors.

The Executive Director shall be the chief executive and operating officer of the Corporation and shall exercise general supervision over the day-to-day affairs of the Corporation. The Executive Director shall endeavor to carry out the policies formulated by the Board of Directors and Steering Committee.

The Executive Director serves as an *ex-officio*, voting member of the Board of Directors and shall be present (or have a designated representative present) at all meetings of the Board and the Steering Committee. The Executive Director shall make the arrangements for the meetings of the Board of Directors and the Business Meeting of the Corporation, and for all activities pertaining thereto. He/she shall keep a record of the proceedings of all meetings of the Corporation and of the Board of Directors and Steering Committee. The Executive Director shall be the official custodian of all such corporate records and of the seal of the Corporation.

The Executive Director will have charge and custody of all funds of the Corporation. The Executive Director is responsible for and shall oversee the collection of all dues and assessments and the payment of all monies owed by the Corporation. He/she will be responsible for depositing the funds as required by the Board of Directors, keeping and maintaining adequate and correct accounts of the Corporation's properties and business transactions, and rendering reports and accountings to the Board of Directors and to the members of the Corporation, as required by the Board of Directors or the members of the Corporation.

The Executive Director shall be in charge of the staff members necessary to carry on the work of the Corporation. He/she shall employ them, determine their duties, establish their compensation within the approved budget, and may terminate their employment.

In the event of the death/disability of the Executive Director or if the Executive Director can no longer perform his/her duties, the Board of Directors shall appoint an acting Executive Director to perform the duties of the office until a permanent Executive Director shall be appointed.

## **ARTICLE VIII. COMMITTEES**

### **Section 8.1**

#### **Advisory Committees**

The Board of Directors may from time to time establish advisory committees for any purposes deemed desirable, but not having and exercising the authority of the Board of Directors in the management of the Corporation, and assign to standing or other committees, subcommittees or task forces as are necessary, and which are not in conflict with other provisions of these Bylaws, any appropriate subject for study, investigation, and action, and the duties of any such committees shall be prescribed by the Board of Directors upon their appointment. Except as otherwise provided in such resolution, members of each such committee shall be members in good standing of the Corporation. Any member thereof may be removed by the Board of Directors or by the person or persons authorized by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

## **Section 8.2**

### **Other Committees**

Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be established by resolution adopted by a majority of the Board members present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members in good standing of the Corporation. Any member thereof may be removed by the Board of Directors or by the person or persons authorized by the Board of Directors whenever in their judgment the best interest of the Corporation shall be served by such removal.

## **Section 8.3**

### **Committees to Be Delegated Board Authority**

The Board of Directors, by resolution adopted by a majority of the Board members in office, may designate and appoint one or more committees to have and exercise the authority of the Board of Directors provided that no such committee shall have the authority of the Board of Directors in reference to any of the following:

- (a) Amending, altering, or repealing the Bylaws.
- (b) Electing, appointing, or removing any member of such a committee or any member of the Board of Directors, or officer of the Corporation.
- (c) Amending the Articles of Incorporation.
- (d) Adopting a plan of merger or of consolidation with another corporation.
- (e) Authorizing the sale, lease, exchange, or mortgage of all, or substantially all of the property and assets of the Corporation.
- (f) Authorizing the voluntary dissolution of the Corporation or revoking proceeding for such.
- (g) Adopting a plan for the distribution of the assets of the Corporation.
- (h) Amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be so modified by the committee.

Any such committee will consist of two or more directors. Furthermore, the designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Board member, of any responsibility imposed upon it, or him or her, by law.

## **Section 8.4**

### **Committee Appointments**

The Board of Directors or the person or persons authorized by the Board of Directors to appoint the members of committees, shall appoint such members of committees, appoint chairpersons for the committees, fill vacancies in the membership of any committee, and remove any member thereof whenever in their judgment the best interests of the Corporation shall be served by such removal.

**Section 8.5**  
**Standing Committees**

Standing committees shall be appointed for the terms indicated, with continuity of membership provided within each committee. Each committee shall report its findings and conclusions to the Board of Directors with such recommendations for actions as seem appropriate.

**Section 8.5 (a)**  
**Nominating Committee**

The Nominating Committee shall normally consist of a minimum of five members: the Past President of the Corporation, after completion of his/her post-Presidential Board term, as chairperson; the outgoing elected members of the Board of Directors; and at least one member, not on the Board of Directors, appointed by the Board of Directors. The current Past President of the Corporation shall serve on the Nominating Committee in a non-voting capacity as the Liaison from the Board of Directors to the Nominating Committee. All members of the Nominating Committee shall serve a one-year term.

The Chair of the Nominating Committee shall prepare a Call for Nominations and publicize it widely.

The selected nominations shall be transmitted to the Executive Director, who shall present the slate to the Board of Directors for approval. The Executive Director shall then prepare and distribute the ballot for election.

**Section 8.6**  
**Tenure, Reports, and Procedures**

All committees outlined in Article VIII shall serve at the pleasure of the Board of Directors and for the term stipulated at the time of each committee's appointment. Each committee may hold meetings and make rules for the conduct of its business. It shall keep minutes of its meetings and report the same to the Board as and when requested by the Board; and it shall observe such other procedures with respect to its meetings as are prescribed in these Bylaws, or, to the extent not prescribed herein, as may be prescribed by the Board of Directors. A majority of the members of the committee shall constitute a quorum, and require the vote of a majority of the members present at such meeting.

**Section 8.7**  
**Other Appointments**

The Board of Directors, by the vote of at least two-thirds of the Board members at a meeting in which a quorum is present, shall elect the Corporation's delegates or representatives to other professional organizations, and make such other appointments as may from time to time be determined.

**ARTICLE IX. BUSINESS MEETING**

**Section 9.1**  
**Place and Time of Business Meeting**

The Business Meeting of the Corporation shall be held at such time and place as the Board of Directors may determine. If an emergency prevents the holding of any Business Meeting, the Board of Directors shall carry on the business of the Corporation until such emergency has been resolved and the Business Meeting held.

**Section 9.2**  
**Quorum**

The members present at any duly called Business Meeting constitute a quorum for the transaction of business coming before the Meeting, except those where otherwise required by law, the Articles of Incorporation, or these Bylaws.

### **Section 9.3**

#### **Voting Power and Who May Vote**

Each Regular Member of the Corporation in good standing shall be entitled to one vote on each matter submitted to a vote at any Business Meeting. The vote of the majority of the members present at a duly constituted Business Meeting in which a quorum is present shall be the act of the Meeting, except that directors shall be elected by plurality of the votes cast. Any official act of a duly constituted Business Meeting shall pass by a simple majority vote of the members present at the meeting.

### **Section 9.6**

#### **Notice of Business Meeting**

At least fourteen days prior to a Business Meeting, all eligible voting members of the Corporation shall be notified by the office of the Corporation of the date, time, and place of the Meeting. Notification may be done by mail, email, or publication on the website of the Corporation together with separate notice to members of such posting or by other electronic transmission consented to by the member.

### **Section 9.7**

#### **Special Meetings of Members**

Special Meetings of Members for any purpose, unless otherwise prescribed by law, the Articles of Incorporation, or these Bylaws, may be called by the President, or a majority of the Board of Directors, and shall be called by the President or the Executive Director at the request, in writing, of twenty percent of the members entitled to vote. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all Special Meetings shall be confined to the object stated in the call.

### **Section 9.8**

#### **Notice of Special Meetings of Members**

At least fourteen days prior to a Special Meeting, all eligible voting members of the Corporation shall be notified by the office of the Corporation of the date, time, and place of the Meeting. Notification may be done by mail, email, or publication on the website of the Corporation together with separate notice to members of such posting or by any other electronic transmission consented to by the member.

## **ARTICLE X. OFFICIAL PUBLICATION**

### **Section 10.1**

#### **Name**

*Hispania* shall be the official publication of the Corporation. *Hispania* is available to members in either print or electronic format upon payment of dues or fees as specified in these Bylaws.

### **Section 10.2**

#### **Staff**

The staff of *Hispania* shall consist of the Editor, a Managing Editor, and a Book/Media Review Editor. Additional staff may be appointed based on the recommendation of the Editor and approval of the Board of Directors.

The staff members, other than the Editor, shall be appointed by the Board of Directors with the advice of the Editor for a term of three years. The contract for each of these staff members is renewable upon the recommendation of the Editor and approval of the Board of Directors.

**Section 10.3**  
**Editorial Board**

An Editorial Board consisting of no fewer than ten nor more than twenty-four Associate Editors shall be appointed based on the recommendation of the Editor and approval of the Board of Directors. The Editorial Board shall assist the Editor with policy decisions and editorial duties.

**ARTICLE XI. CHAPTERS**

**Section 11.1**  
**Organization**

Chapters of the Corporation may be organized by ten or more members of the Corporation in good standing, in such manner, under such requirements, and with Chapter rights and obligations as may be prescribed in such cases by the Board of Directors. Each Chapter shall have an appropriate geographical name. Each chapter shall establish its own Bylaws which shall be in agreement with the principles and purposes of the Corporation and approved by the Executive Director. Each Chapter shall file the names and contact information of the officers of the Chapter with the Executive Director of the Corporation.

**Section 11.2**  
**Membership**

All Chapter members must be members in good standing of the Corporation. In order to retain active status, each Chapter must have at all times at least ten members in good standing.

**Section 11.3**  
**Cancellation or Suspension of Chapter**

If a Chapter becomes inactive, fails to perform its functions as outlined in the Chapter Guidelines, or conducts its affairs in such a manner as to jeopardize the best interests of the Corporation, the Board of Directors may cancel or suspend the Chapter and its activities, and may stipulate the measures, if any, which shall be taken by such Chapter for its reinstatement. Any remaining assets shall be remitted to the National Office.

**ARTICLE XII. ACTIVITIES**

**Section 12.1**  
**Service Activities**

The Corporation, through its Board of Directors, may authorize and undertake activities, including but not limited to the annual Conference, National Spanish Examinations, National Portuguese Examinations, Sociedad Honoraria Hispánica, Sociedad Hispánica de Amistad. Such activities may generate funds that may be used to benefit the Corporation and other designees, in accordance to the rules, regulations, and operating procedures of the Board of Directors.

**Section 12.2**  
**Accounts and Records**

The Executive Director and the Board of Directors will provide proper accounts and records of all monies received and of all monies disbursed in such activities to the membership of the Corporation on an annual basis.

## **ARTICLE XIII. CONTRACTS, LOANS, CHECKS, DEPOSITS, AND GIFTS**

### **Section 13.1**

#### **Contracts**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

### **Section 13.2**

#### **Loans**

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 13.3**

#### **Payments**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 13.4**

#### **Deposits**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Director in consultation with the Steering Committee may select.

### **Section 13.5**

#### **Contributions, Gifts, and Bequests**

The Board of Directors may accept on behalf of the Corporation any contribution, gift, grant, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE XIV. INSURANCE, BONDS, AND RECORDS**

### **Section 14.1**

#### **Fidelity Bonds**

The Executive Director, and such other officers, agents, and employees of the Corporation who are responsible for the collection, disbursement, investment, and safekeeping of its funds, shall give to the Corporation surety bonds to indemnify the Corporation against all losses to the Corporation resulting in any manner from their failure to faithfully perform their duties, in such amount and such form as from time to time the Board of Directors shall direct and approve. The cost of such bonds shall be paid by the Corporation.

### **Section 14.2**

#### **Directors and Officers Liability Insurance**

Unless insurance is unavailable on terms deemed to be reasonable by the Board of Directors, directors, officers, committee members, and employees of the Corporation including leased, part-time, seasonal and temporary workers, independent contractors, volunteers, and interns, will be covered against claims made against the Corporation for alleged wrongful acts arising solely out of the performance of



duties related to the conduct of the Corporation's business. The cost of such liability insurance will be paid by the Corporation.

#### **Section 14.2**

##### **Directors and Officers Liability Insurance**

Unless insurance is unavailable on terms deemed to be reasonable by the Board of Directors, directors, officers, committee members, and employees of the Corporation including leased, part-time, seasonal and temporary workers, independent contractors, volunteers, and interns, insurance against claims made against the Corporation for alleged wrongful acts arising solely out of the performance of duties related to the conduct of the Corporation's business shall be purchased by the Corporation. The cost of such liability insurance will be paid by the Corporation.

#### **Section 14.3**

##### **Records**

The Corporation shall keep correct and complete records of account and minutes of the proceedings of its members, the Board of Directors, and Committees. The Corporation shall maintain a record of the names and contact information of its members.

#### **Section 14.4**

##### **Inspection of Records**

Every member of the Corporation shall have the right to examine the records of the Corporation as set forth in the Kansas General Corporation Code.

### **ARTICLE XV. EMERGENCY BYLAWS**

The Emergency Bylaws shall be operative during any emergency resulting from an attack on the United States or on a locality in which the Corporation conducts its business or customarily holds meetings, or during any atomic disaster, or other similar emergency condition, as a result of which a quorum of the Board of Directors cannot readily be convened for action, notwithstanding any different provision in the preceding Articles of the Bylaws or in the Articles of Incorporation of the Corporation or in the law. To the extent not inconsistent with the provisions of this Article, the Bylaws provided in the preceding Articles shall remain in effect during such emergency and upon its termination the Emergency Bylaws shall cease to be operative.

During any such emergency:

- (a) A meeting of the Board of Directors may be called by any officer or Board member of the Corporation. Notice of the time and method of communication for the meeting shall be given by the person calling the meeting to such of the Board members as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.
- (b) At any such meeting of the Board of Directors, a quorum shall consist of such Board members as have been reached by available means of communication for the meeting.
- (c) The Board of Directors, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such an emergency any or all officers or agents of the Corporation shall for any reason be rendered incapable of discharging their duties.
- (d) The Board of Directors, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative offices, or authorize the

officers so to do. No officer, Board member, or employee acting in accordance with these Emergency Bylaws shall be liable except for willful misconduct.

These Emergency Bylaws shall be subject to repeal or change by further action of the Board of Directors, but no such repeal or change shall modify the provisions of the immediately preceding paragraph with regard to action taken prior to the time of such repeal or change. Any amendment of these Emergency Bylaws may make any further or different provision that may be practical and necessary for the circumstances of the emergency.

#### **ARTICLE XVI. AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted in the following manner. Five or more members in good standing may at any time propose to the Board of Directors an amendment altering, amending, or repealing these Bylaws, or new Bylaws may be adopted, provided that notice of any such proposal be sent to the Executive Director for consideration by the Board of Directors. On the recommendation of the Board of Directors, said proposal shall be given wide publicity via email announcements, posting on the website of the Corporation and/or in publications of the Corporation for no less than a thirty-day period.

Once at least thirty days have passed, any amendment, alteration, repeal of these Bylaws, or proposal of adoption of new Bylaws may be adopted by the vote of two-thirds of the members voting at any Business Meeting of the Corporation.