

2013-2014 NNELL Bylaws Proposed Changes

Bylaws Committee 2013-2015

Nadine Jacobsen-McLean (Chair), Dorie Perugini, Marcela Summerville, Kate Krotzer, Katherine Olson-Studler

The current bylaws can also be located on the NNELL website: <http://www.nnell.org/bylaws.shtml> Since August 2013 the committee has been meeting online via Skype. The committee kept track of proposed changes and feedback using a Google doc in regards to the bylaws. Guests were invited to the Bylaws Committee meetings in order to discuss certain areas of the bylaws. Keep in mind that a NNELL Policy and Procedures Handbook is being created in addition to the proposed changes to cover any matters that the bylaws do not.

We discussed the proposed changes on Friday, November 22nd, 2013, during the NNELL Membership Meeting during ACTFL 2013. This meeting was open to all members. Committee member and Executive Secretary, Dorie Perugini took notes on the feedback during this meeting.

The following draft has been brought to the NNELL Board for feedback and now we invite you to review the draft and submit your comments to the chair, Nadine Jacobsen-McLean at: njacobsen@nnell.org by [December 22, 2013](#).

Article I. Official Name and Purpose

The name of this Association shall be the National Network for Early Language Learning (NNELL). The purpose of NNELL is to provide leadership to support early language learning and teaching.

Article I Highlights:

- This was added

Article II. The NNELL Board

The NNELL Board shall be made up of the Executive Board, the appointed officers, and the Advisory Board. Together they will function in their established capacities as overseers of the organization. The Executive Board shall consist of four elected officers: President, Past President, President Elect and the Treasurer. The appointed officers with voting privileges shall be the Network Coordinator and the Advocacy Chair. The appointed officers who are non-voting members shall be the Executive Secretary and the Journal Editor.

Article II Highlights:

- This was added

Article III. Membership

Section A. Categories of membership:

Regular members: Educators, consultants and parents interested in early language learning.

Student members: University / college students who are enrolled in post-secondary programs.

Retired members: Members who have retired from active employment.

Section B. The **membership year** shall be the academic year from September 1-August 31. The Executive Board shall determine the amount for each membership category. Members who have paid dues shall be considered in good standing, shall have voting privileges, shall receive the organization's official publications and electronic mailings, and shall have access to the Members-Only section of the organization's website.

Article III Highlights:

- **Lifetime** membership has been added
- **Organizational, Friend** and **Publisher** memberships have been eliminated from the bylaws; however, **Sponsorship/Friend of NNELL** is still in discussion
- **Section C. Election of Officers** and **Section D. Vacancy in any office or position** sections have been moved to Article IV

Article IV. Duties of Officers

Section A. Election of Officers shall be elected by a majority of votes submitted by the members. Election shall be done by written ballot and/or electronic means and opened to members as specified in the policy manual. The president, with the approval of the Executive Board, shall appoint a Nominating Committee of three members with the Past President serving as Chair. No member of the Executive Board, other than the Immediate Past President, shall serve on the Nominating Committee. The newly elected officers shall start the transition of their duties at the organization's Annual Meeting of the Executive Board and assume full responsibility in January.

Section B. The **President** shall be the official representative of the organization and shall preside at all meetings. The President shall call meetings of the Executive Board and carry out all business of the organization. The President shall oversee all committees. The President shall act for the organization between meetings of the Executive Board and shall keep the Executive Board informed on matters pertinent to the organization. The President shall work with the Treasurer to oversee the financial matters of the organization and should have secure access to all financial transactions. The term of the President is two years. Following that term, the President shall serve on the Executive Board for two years as Past President. This is a voting position.

Section C. The **President-Elect** shall preside in the absence of the President and shall succeed to the Presidency either if a vacancy occurs or when the President's term ends. The President-Elect shall chair the Bylaws Committee and the Awards Committee. The President-Elect carries out duties as assigned by the President. The term of the President-Elect is two years. This is a voting position.

Section D. The **Treasurer** assumes all financial responsibilities and shall provide financial and membership reports to the Executive Board and members on a regular basis. The Treasurer is responsible for maintaining all financial records for archival purposes. The Treasurer shall prepare and oversee compliance with all federal and/or state reporting as

required for tax exempt organizations. The Treasurer shall apprise the President and Executive Board of such matters. The Treasurer shall be responsible for the disclosing and posting of financial information for public transparency as required by law for tax exempt organizations. The Treasurer shall work with the President who provides a checks and balance role with regard to all financial matters of the organization. The term for the Treasurer is two years with option of a one-time renewable term. This is a voting position.

Section E. The **Past President** shall chair the Nominating Committee for two years. The Past President shall serve as the organization's representative to the Delegate Assembly at the annual meeting of the American Council on the Teaching of Foreign Languages (ACTFL) for two years. The term of the Past President shall be two years. This is a voting position.

Section F. The **Executive Secretary** shall record and distribute the minutes of all Executive Board meetings. The Executive Secretary shall record and distribute the minutes of all membership meetings to the membership. The Executive Secretary is also responsible for submitting records of the organization for archival purposes. The Executive Secretary will handle correspondence related to tax exempt, non-profit and tax-related matters and will work closely with the Treasurer in such matters. The Executive Secretary will apprise the President and Board of such correspondence. The Executive Secretary shall be responsible for responding to inquiries related to membership in the organization. The Executive Secretary shall work closely with the Executive Board to compile electronic communication to be sent out to the membership, following an established publication calendar. The Executive Secretary shall be appointed for a one time renewable three-year term. This is a non-voting position.

Section G. The **Journal Editor** will be responsible for the content of each publication, establish deadlines, define a process for and supervise the refereeing of articles, and supervise work of the Guest Editors, Contributing Editors, and the Journal Editing Committee. The Journal Editor shall organize and supervise the preparation, design, printing, and disbursement of the publication and chair the Journal Editing Committee. The Journal Editor shall be appointed by the President with approval by the NNELL Board for a one time renewable three-year term. This is a non-voting position.

Section H. The **National Networking Coordinator** shall oversee the work of the regional and state representatives, and coordinate placement of representatives with the President. The National Networking Coordinator shall share the two semi-annual reports from the regional reps with the Executive Board. The National Networking Coordinator shall chair the NNELL Events Committee and work in tandem with state and regional reps to carry out the responsibilities of the events. The National Networking Coordinator shall work closely with the Executive Board in the development of NNELL-sponsored institutes and professional development events for NNELL members. The National Networking Coordinator shall be appointed by the President with the Board's approval for a one-time renewable appointment of three years. The National Networking Coordinator is recommended to have served as a state or regional rep and have been a member of NNELL for at least three years before being appointed to this role. This is a voting position.

Section I. The **Advocacy Chair** shall work closely with the President and Executive Board in promoting early language learning and staying abreast of current policies and issues. The Advocacy Chair shall maintain a compilation of current research in the field of early language learning for use in dissemination to the membership and acts as the chair of the advocacy committee. The Advocacy Chair shall work closely with the Advocacy Committee in the development of NNELL-publications related to advocacy for NNELL members. The Advocacy Chair shall be appointed by the President with the Board's approval for a one-time renewable appointment of three years. This is a voting position.

Section J. Removal / Vacant position. A vacancy in any office or position except that of the President shall be filled by an appointment of the President with approval of the Executive Board. In the case of a vacancy in the office of President, the President Elect shall succeed to the Presidency, except in the case where s/he has been appointed to that position. In such a case, the President shall be elected by the membership in a special election. At any regular or special meeting, any officer may be removed by majority vote of the Executive Board for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the organization, or lack of sympathy with stated purpose of the association. Any officer proposed to be removed is entitled to five business days notice of the meeting at which the removal shall be considered and may address the Board at such meeting.

Article IV Highlights:

- Please compare with the current bylaws for more detailed changes
- **Section A. Election of Officers** has been added
- **Section F. Membership Secretary** has been eliminated partly as a result from improvements in technology and how membership is handled. Many duties have been consolidated within other officers' duties.
- Current Bylaws **Section G: The Editor of the organization's official publication** has been renamed and changed to **Journal Editor**
- **Section I. Regional Representatives** have been moved to Article V.
 - This has been replaced with a section addressing **Removal / Vacant positions** which was not in the current bylaws.
- **Section J. The Editor of the Organization's Website** section has been removed; however, this contracted position remains and is detailed in the contract amongst the Executive Board's documents. The committee agreed it may not be necessary in the Bylaws.
- **Section L. The NNELL Organizational Liaison** has been eliminated.

Article V. Regional and State Representatives

Section A. The six Regional Representatives shall be appointed by the National Networking Coordinator with approval of the Executive Board for a renewable three year term and shall report directly to the National Networking Coordinator. Each Regional Representative shall be responsible for

- maintaining frequent contact with individual State Representatives within the particular region.
- submitting two reports from their region with news from the individual State Representatives per year.
- updating information from their region on the NNELL forum within the NNELL website and contribute to other social media sites for NNELL.
- working with their State Representatives on representing NNELL at state and regional events with supports such as attending the conference, holding a members' meeting, hosting a NNELL display or presenting a session/workshop at the conference.
- actively assisting the National Networking Coordinator on regional events and actively serving on the Events Committee
- participating in one Annual Meeting of the Executive Board per year.
- serving as the direct contact person for NNELL members of that state in the event that a state does not have a NNELL representative.

Section B. State Representatives: The State Representatives shall be appointed by the National Networking Coordinator, with the approval of the Executive Board for a renewable three-year term and shall report directly to the Regional Representative within their geographical area. Each State Representative shall be responsible for:

- maintaining frequent contact with the NNELL members in their state and for engaging in ongoing and active recruitment for NNELL membership.
- submitting two annual reports to their Regional Representative about NNELL related activities in their state.
- working with their state foreign language organization as an early language learning resource and to provide supports such as attending the conference, holding a members' meeting, hosting a NNELL display or presenting a session.
- serving as a board member of their state professional organization to represent early language learning when possible.
- actively serving on the in tandem with the Regional Representative and the National Networking Coordinator.

Section C. The Removal/Dismissal of Regional and State Representatives. At any regular or special meeting, any regional or state representative may be removed by majority vote of the Executive Board for failure to carry out the duties of the office as prescribed by these bylaws, conduct detrimental to the organization, or acute disengagement from priorities for the association. Any officer proposed to be removed is entitled to five business days notice of the meeting at which the removal shall be considered and may address the Board of Directors at such meeting.

Article V Highlights:

- **Section A: Regional Representatives** has been added to this Article
- **Section C: The Removal/Dismissal of Regional and State Representatives** has been added, but will not take effect immediately. Once informed of the new duties, both State and Regional Representatives will have an opportunity to step up and comply with the new description or step down in light of the new duties
- Each Section has been changed significantly following discussions with the **National Networking Coordinator** along with a **Regional and State Representative**.

Article VI. Standing Committees

Section A. The **Nominating Committee** shall present a slate of candidates for each vacant office for the election of officers and shall prepare a ballot that includes a short description of each candidate's qualifications to be sent to the membership with the renewal notice. This committee shall be chaired by the Past President for two years and shall be made up of three members in good standing to serve and be appointed by the chair with approval of the Executive Board for a one-time renewable appointment of two years.

Section B. The **Awards Committee** shall organize the nomination of awards and supported by and for awards in the foreign language profession. This committee shall be chaired by the President Elect and be made up of three members in good standing to serve and be appointed by the chair with approval of the Executive Board for a one-time renewable appointment of two years.

Section C. The **Bylaws Committee** shall study all proposed changes in the Constitution, Articles of Incorporation and Bylaws and report to the Executive Board recommendations for appropriate wording and actions on proposals. The Bylaws Committee shall present changes to the membership for approval by majority of votes submitted by members by written ballot and/or electronic means provided to members. The President Elect shall chair this committee and appoint two board members and two non-board members in good standing to serve with approval of the Executive Board for a one-time renewable appointment of two years.

Section D. The **Journal Editing Committee** shall assist the Journal Editor with the content, organization, preparation and design of each publication. The Journal Editing Committee is to be chaired by the Journal Editor. The five Journal Editing Committee members shall be appointed by the Journal Editor with approval of the Executive Board for a one-time renewable appointment of three years and must be in good standing to serve.

Section E. The **Events Committee** shall organize and coordinate NNELL sessions and the NNELL booth at all NNELL events, including annual meetings, nationally, regionally, and at the state level. The National Networking Coordinator shall chair this committee consisting of a board member and state and regional representatives in good standing. The Events Committee members shall be appointed by the National Networking Coordinator with approval of the Executive Board for a one-time renewable appointment of three years.

Section F. The **Advocacy Committee** shall organize and promote early language learning at the local, state, and national level through the development of NNELL-publication related to advocacy for NNELL members and is to be chaired by the Advocacy Chair. The Advocacy Committee shall be appointed by the Advocacy Chair with approval of the Executive Board for a one-time renewable appointment of three years. The Advocacy Chair shall work in tandem with this committee and it shall include a minimum of three members in good standing to serve.

Article VI Highlights:

- **Section D: The Finance Committee** has been eliminated.
- **Journal Editing Committee** has been added.
- **Section E: The Conference Committee** has been renamed the **Events Committee**
- Each Section has also been updated. Please refer to the current bylaws for these changes.

Article VII. Amendments

Section A. A proposed amendment may be submitted to the membership by: (1) a majority vote of the Executive Board or (2) a petition signed by 30 members in good standing of the organization.

Section B. A proposed amendment shall be sent to the membership in writing and /or electronically for a vote and shall appear in the Members Only section of the organization's website.

Section C. The bylaws may be amended by subsequent ratification by responding by means of written ballot and/or electronic means provided to members with majority of votes submitted by the membership.

Article VII Highlights:

- Sections B & C have been updated to accommodate votes submitted electronically.

All matters not covered by the Constitution and Bylaws and other basic documents of the Organization shall be governed by the current edition of **Robert's Rules of Order, Newly Revised.**