

Pacific Northwest Council for Languages

ORGANIZATION, POLICY, AND PROCEDURES

November 2007

NONPROFIT STATUS

The **PACIFIC NORTHWEST COUNCIL FOR LANGUAGES** is a nonprofit organization founded at the University of Washington in 1949, recognized by the U.S. Internal Revenue Service as a nonprofit organization under IRS Code 501(c)(5) on 12 February 1974 and under IRS Code 501(c)(3) on 13 July 1984.

The Administrator, on behalf of the Council, must maintain an accurate set of financial records which are open to public inspection; file IRS Form 990 and Schedule A (Return of Organization Exempt from Income Tax) by the 15th day of the fifth month after the end of the annual accounting period; and conduct an annual inventory of assets and holdings, including any equipment and journals, and estimate their value.

PNCFL was incorporated as a Nonprofit Corporation in the State of Oregon on 2 November 1995. Registry Number: 485346-89. It is also registered as a Nonprofit Corporation with the State of Oregon, Department of Justice. Registration Number: 24186. An annual financial report must be filed with the Oregon Department of Justice, as per forms provided by said Department each year, no later than four months and fifteen days after the close of the annual accounting period.

Under current state and federal law, PNCFL must file and pay taxes under the Federal Insurance Contribution Act and under both the State and Federal Unemployment Tax Act on salaries in excess of \$50.00 per quarter to one individual or \$200.00 per quarter aggregate to two or more individuals.

For purposes of retaining its nonprofit status, PNCFL must maintain an official U.S. address.

EMPLOYER IDENTIFICATION NUMBER: 93 6089937.

CONSTITUTION

ARTICLE I. NAME AND PURPOSE.

Section 1. This organization shall be known as the Pacific Northwest Council for Languages, serving constituencies in the following states: Alaska, Idaho, Montana, Oregon, Washington, and Wyoming.

Section 2. Its purposes shall be to foster effective teaching, study, and research on the acquisition of languages, their respective literatures and cultures, and the field of linguistics.

Section 3. No part of the net earnings of the Council shall inure to the benefit of or be distributed to its Executive Council members, officers, other private individuals, or organizations organized or operating for profit, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as herein set forth. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Council shall not participate in or otherwise intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the Council shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law) as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law).¹

ARTICLE II. MEMBERSHIP.

Section 1. Membership shall be open both to persons and institutions upon payment of annual dues. Membership shall be of the following classes: (1) Regular: anyone who has paid combined dues through a state organization or directly to PNCFL under current rates. (2) Life memberships granted under previous constitutions will be honored.

Section 2. The amount of annual dues, as well as other membership entitlements, are determined by the Executive Council in consultation with state organizations.

Section 3. The duration of PNCFL memberships in each state shall be concurrent with the term of the state organization membership.

¹ Section 3 is prescribed by the IRS for 501 c (3) nonprofit organizations.

ARTICLE III. OFFICERS.

Section 1. There shall be an Executive Council which includes: (1) The Officers: President, Vice President (President-Elect), the Immediate Past President. Over three consecutive years, the President-Elect shall serve one year as Vice President, one year as President, and one year as Immediate Past President. (2) The other Executive Council members include a designee from each state participating with payment of joint dues. State designees serve three-year terms.

Section 2. Annually, each state may exercise its right to nominate one candidate for Vice President (President-Elect). Then the Officers will act as a nominating committee, chaired by the Immediate Past President, to place a slate of candidates before the general membership. Current Executive Council Officers are not eligible for the executive office.

Section 3. The annual general election for Vice President (President-Elect) shall be done by mail and/or electronic ballot.

Section 4. The manner of election or appointment of the state languages association designees or replacement of a vacated position shall be at the sole discretion of the respective state associations.

Section 5. One Executive Council member will serve as PNCFL liaison to ACTFL, elected by the Executive Council for a term compatible with ACTFL guidelines. If this term exceeds the 3-year PNCFL term, this representative remains on the PNCFL Executive Council with voting privileges until the ACTFL term expires.

Section 6. The Executive Council may designate a contractee to carry out administrative duties. An administrator or designated representative of the contractee may sit with the Executive Council without voting privileges.

Section 7. The administration and control of PNCFL is vested in the Executive Council. Upon dissolution of PNCFL, the Executive Council shall, after paying or making provision for the payment of all lawful debts and liabilities of PNCFL (including provision of a reasonable separation pay for PNCFL's employees), distribute all of the assets of PNCFL among such nonprofit organizations having similar aims and objects as shall qualify as an exempt organization described in Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States internal revenue law) as the Executive Council shall determine but in accordance with the following priorities: (a) first, to a nonprofit organization which may have been created or selected to succeed PNCFL; (b) second, to one or more other nonprofit organizations which may be selected as an appropriate recipient or recipients to such assets; and/or (c) third, on a pro rata basis to the various language associations within the area specified in Article I, Section 1, herein, and whose Council members, as specified in Article III, Section 2, herein, are voting members of the Executive Council at the time of PNCFL's dissolution or final liquidation, as long as such associations qualify as an exempt organization described in Section 501(c)(3) of the Internal

Revenue code of 1954 (or the corresponding provision of any future United States internal revenue law).²

ARTICLE IV. MEETINGS

Section 1. The Executive Council shall hold at least one annual meeting. The place and time of the regular annual meeting shall be determined by the President in consultation with the Executive Council.

Section 2. Between annual meetings, issues are subject to a majority vote of the Executive Council within three days of acknowledged receipt of a mailed or electronic ballot.

ARTICLE V. AMENDMENTS.

Section 1. Amendments to the Constitution may be made by a two-thirds vote of the members via mail and/or electronic mail.

Constitution Adopted: 1 December 1974.

Constitution Amended: 24 April 1976; 1 September 1978; 21 April 1979; 31 October 1981; 30 September 1983; 10 May 1984; 1 July 1985; 8 May 1986; 30 September 1995; May 2000; November 2007.

² The language of Article 3, Section 5 is prescribed by the IRS for 501 c (3) nonprofit organizations.

BYLAWS

ARTICLE I. APPOINTIVE POSITIONS AND NOMINATION AND ELECTION OF OFFICERS.

Section 1. All officers elected or appointed, and all members of the Executive Council, must be members in good standing.

Section 2. The nomination and election procedures for Vice President are outlined in the Constitution, Article III. The Executive Director shall be appointed by the President, with the approval of the Executive Council, from a slate of candidates screened by the Officers. The Executive Director shall serve at the discretion of the Executive Council and shall be a nonvoting member of the Executive Council.

Section 3. If between the time of his/her election and the next regular meeting circumstances arise which prevent the President from functioning, the Vice President will assume the duties of the President. The Executive Council may, at its discretion, appoint a Vice President pro tem under these circumstances.

Section 4. The President, with the approval of the Executive Council, shall appoint a Publications Director, a PNCFL/ACTFL Delegate, a JNCL-NCLIS representative, and any additional committees or agents deemed necessary. All appointments are for a one-year term except for the Publications Director, the PNCFL/ACTFL Delegate, and the JNCL-NCLIS representative, who shall each serve a term of three years. The PNCFL/ACTFL Delegate will be appointed from the membership of the Executive Council, shall be a member of the American Council on the Teaching of Foreign Languages, and shall continue to be a voting member of the Executive Council for the duration of the term as PNCFL/ACTFL Delegate. Appointees may be reappointed in ensuing years, except that the PNCFL/ACTFL Delegate may not serve two consecutive terms.

Section 5. The members of the Executive Council representing state language associations shall serve for a term of three years to begin from the time of the annual meeting of the Executive Council. State language associations may petition the Executive Council to alter the term of service. At the end of this term, each language association will notify the Council of their intent to send a new representative or to keep the same representative for the next term. This decision shall be at the sole discretion of each state organization.

Section 6. The term of office for all elected officers and members of the Executive Council shall begin at the start of the annual meeting.

ARTICLE II. DUTIES OF OFFICERS AND APPOINTEES.

Section 1. The President shall call and preside over all meetings of the Executive Council as well as those of just the Officers. S/he shall be responsible for the administration of the Council, name all committees, charge them with their duties, and receive their reports.

Section 2. The Vice President shall assist the President in the various duties which the President may assign to him/her and serve as President in the event the President is unable to discharge his/her duties.

Section 3. The Executive Director is the chief executive officer of the Executive Council; s/he shall keep a written record of the general business meetings and meetings of the Officers and of the Executive Council; shall notify all members of each meeting and its agenda prior to the meeting; shall have charge of receiving, disbursing, billing, and accounting for all funds of the Council; shall submit to the Executive Council at its regular meeting a proposed budget for the coming year; shall maintain up-to-date membership records and actively seek to expand the membership; shall oversee all publications of the organization; and shall represent the Council at the meetings of the National Federation of Modern Language Teachers Association/Modern Language Journal. The Executive Director may appoint any assistants deemed necessary.

Section 4. The Executive Council shall assist the President in the formulation and administration of the Council's policies.

Section 5. The Publications Director shall be responsible for the overall management of all publications of the Council, including arrangement both for the editing and printing of these publications. Publication format and editorial policy shall be determined by the Executive Council. The Publications Director shall be responsible for soliciting advertising for the Council's publications; shall assure that all members in good standing receive those publications to which their membership entitles them; and shall seek institutional and non-member orders for the Council's publications. The Publications Director may appoint any Editors deemed necessary.

Section 6. The PNCFL/ACTFL Delegate shall represent PNCFL on the Executive Council of the American Council on the Teaching of Foreign Languages (ACTFL), as well as ACTFL on the PNCFL Executive Council and shall report to the Executive Council at least twice a year, subsequent to each ACTFL Executive Council meeting.

Section 7. The JNCL-NCLIS delegate shall represent the Council at the meetings of the Joint National Committee for Languages (JNCL) and the National Council for Languages and International Studies (NCLIS). The delegate shall report to the Executive Council subsequent to each meeting and as needed during the year.

Section 8. The Officers shall act on behalf of the Executive Council between meetings of the Council.

ARTICLE III. CONFERENCES.

Section 1. If the need arises, the Executive Council may decide to hold an annual conference for the membership of the organization. This article describes procedures for establishing and maintaining such a conference.

Section 2. The President shall appoint a Conference Chair who will serve as a member of the Conference Committee in the year preceding his/her tenure as Conference Chair. The Conference Chair shall be responsible for all organizational details connected with the annual conference, including achieving a balance of literature, pedagogy, and linguistics in program content; establishing a format and sequence of presentations on the program; contracting and arranging for special speakers and workshop directors; and arrangement for local publicity in connection with the program. S/he may appoint assistants deemed necessary and shall attend meetings of the Executive Council and work within the policy guidelines set by the Executive Council. The Conference Chair may commit funds of the Council to meet expenses approved in advance by the Executive Council.

Section 3. For purposes of determining the overall structure of the annual conference, all sections are categorized as either primary or special. The primary ones are the long-range, standing activities which constitute the core of the annual conference. Special sections are those established with short-term or experimental objectives for a period of up to three years or those scheduled for one conference only.

Section 4. Such categorization is periodically reviewed and, if necessary, amended by the Executive Council. Any member of PNCFL in good standing may request the establishment of a primary or special session or a change in the status of a given session or in the general structure of the annual conference. Such requests should be in writing, accompanied by a short justification and, except as noted in Section 6 below, addressed to the Executive Director. Except as noted in Section 6 below, all such requests are subject to the approval of the Executive Council.

Section 5. Sessions in which formal papers evaluated for purposes of publication are presented shall be announced in the Call for Papers. Papers for special sessions shall be solicited and evaluated for purposes of presentation and publication as for primary sessions.

Section 6. Other specials sessions, such as demonstrations of teaching approaches, panels, nonfee workshops, audio-visual presentations and the like, scheduled for one conference only, may be proposed by any member and are submitted to the Conference Committee.

Bylaws Adopted: 1 December 1974.

Bylaws Amended: 24 April 1976; 1 September 1978; 21 April 1979; 11 April 1981; 31 October 1981; 8 May 1982; 15 May 1983; 12 May 1984; 1 July 1985; 8 May 1986; May 1987; May 1992; 13 May 1994, May 2000, 12 June 2005, November 2007.

OPERATING PROCEDURES

Section A. MEMBERSHIP DUES and BENEFITS.

1. Dues and fees are established and payable in U.S. funds only.
 2. Membership dues are not refundable. This stipulation does not apply to overpayment or duplicate payment of dues.
 3. PNCFL officers and members of the Executive Council must be on the membership rolls by November 1.
 4. All members in good standing receive the following benefits: Members shall receive the PNCFL Newsletter, are eligible to stand for and vote in elections, are eligible to receive organizational awards, may submit articles for publication, and may apply to become a PAWS speaker. PNCFL members are eligible to receive membership rates to attend any state conference in the region. By virtue of being a part of PNCFL, members receive representation at the national level, both at ACTFL and JNCL-NCLIS.
 5. Executive Council members are not eligible to receive organizational awards during their term of office.
 6. The member states of PNCFL are:
Alaskans for Language Acquisition [1985-86]*
Confederation in Oregon for Language Teaching [1982-83]
Idaho Association of Teachers of Language and Culture [1985-86]
Montana Association of Language Teachers [1983-84]
Washington Association for Language Teaching [1982-83]
Wyoming Foreign Language Teachers' Association [1990-91]
- *Year in which combined dues first became effective.
7. The fee for Regular membership is \$10.00 per year and is collected by the state language associations. (effective 1 November 2007)

Section B. ADVERTISING RATES

LINGO Newsletter (2007)

Exclusive, full-page ad: \$900
Commercial, full-page ad: \$450
Commercial, half-page ad: \$250
Commercial, quarter-page ad: \$150

Educational/nonprofit, full-page ad: \$200
Educational/nonprofit, half-page ad: \$100
Educational/nonprofit, quarter-page ad: \$50

Reciprocal Promotion Agreements

1. PNCFL will promote affiliate organizations (ACTFL, NFMLTA/MLJ, and the state language associations represented on the Executive Council) in the newsletter as space allows if provided with an appropriate advertisement or announcement.
2. Conference advertisements will be included in the conference program or newsletter at no charge to other language associations which, on a reciprocal basis, include a PNCFL advertisement in their conference program, newsletter, or journal.