

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 22, 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 Hispanic, Luso-Brazilian and related languages, literatures, and cultures in the United States and in other countries.

To unite through membership in the Association persons interested in its purposes; to stimulate and promote worldwide professional and friendly relations among members; to provide relevant educational services to members of the Association; to conduct appropriate meetings; to publish and distribute appropriate journals and other publications; to develop and disseminate information and the results of investigation by members; and to pursue and sponsor such other means, activities, and services as will provide opportunities for members to increase their knowledge of the Hispanic and Luso-Brazilian languages and teaching practices, and their professional capabilities in these fields.

To enhance public awareness of the importance of Hispanic and Luso-Brazilian languages, education and teaching in domestic and international fields; and to furnish a framework within which Hispanic and Luso-Brazilian language teachers, organizations, and others may cooperate in the pursuit of their common goals.

To collaborate with business, industry, governmental agencies, other organizations and individuals in promotion and advancement of the purposes of the Corporation.

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 Executive Council 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 maybe 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 Executive Council, 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 or 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
Applications for Membership

All applicants for membership shall submit written application to the Executive Director accompanied by the initial payment of membership dues. The name of the member shall be entered in the membership roll of the Corporation, and the member duly notified thereof.

Section 4.3
Members in Good Standing

All members duly elected by the Executive Council, 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 full privileges of membership.

Section 4.4
Classes of Members

The Corporation shall have four classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

Section 4.4 (a)
Regular Members

Regular membership is open to all teachers of Hispanic and Luso-Brazilian Languages, literatures, and cultures, and to all others interested in such languages, literatures, and cultures. Only Regular Members (annual and life members) in good standing as defined in Section 4.3, and Emeritus Members shall be entitled to vote and to hold office in the Corporation. Regular Members shall be entitled 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 4.4 (b)
Student Members

Student membership is open to bona fide undergraduate and graduate students, who are enrolled during the academic year in a course of study leading to a degree, and who do not hold any full-time teaching appointments. The durations of a student membership may not exceed a total of three (3) years. For the purposes of membership, Teaching Assistants shall be considered full-time students. Student Members shall be entitled to all official publications of the Corporation, and to exercise other rights and privileges as determined to be appropriate for Student Members by the Executive Council, but not the right to vote and hold office.

Section 4.4 (c)
Honorary Members and Honorary Fellows

Honorary Members

Distinguished foreign Hispanists working and residing outside the United States and Canada, may be elected to honorary membership. Honorary membership is conferred at the Business Meeting, on the recommendation of the Executive Council, upon individuals who have distinguished themselves and received recognition for outstanding services or contributions in the field of Hispanic and Luso-Brazilian languages, literatures, and cultures.

Honorary Fellows

Distinguished writers, who use Spanish, Portuguese, or any other languages of the Hispanic and Luso-Brazilian cultures 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.

The above categories of membership may be conferred at such time and upon such terms as the Executive Council shall determine. Honorary Members and Honorary 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.

Section 4.4 (d)
Emeritus Members

Emeritus membership in the Corporation shall be conferred by the Executive Council, upon appropriate application, on any retired member who has paid dues to the Corporation for at least thirty (30) years. Emeritus Members shall receive Certificates of Election signed by the President and the Executive Director, and shall be entitled to all privileges of membership, except the right to receive *Hispania* free. However, they shall have the right to receive *Hispania* by paying an annual sum equal to the amount fixed by the Executive Council.

Section 4.5
Termination of Membership

The Executive Council, by affirmative vote of three-fifths of all of the members of the Council, 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, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Section 4.9 (a) hereof.

Section 4.6
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 prorata or other share of the assets of the Corporation. All resignations shall be made in writing to the Executive Director.

Section 4.7
Reinstatement

Upon written request and payment of dues for the current calendar year, the Executive Director may reinstate a former member.

Section 4.8
Transfer of Membership

Membership in this Corporation is not transferable or assignable.

Section 4.9
Dues

The Executive Council shall establish membership dues in consultation with the Executive Director.

Section 4.9 (a)
Regular and Student Members.

Regular Members and Student Members shall pay the dues so fixed, annually, in advance, before 1 January. Any member whose dues have not reached the Executive Director by 15 February shall be dropped from the membership roll.

Section 4.9 (b)
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 4.9 (c)
Life Members

Any member, or any person eligible for membership, may become a life member, exempt from the payment of further dues, by a single payment of thirty (30) times the annual dues, or by paying ten (10) times the annual dues for three successive years. With each decade of regular membership in good standing, the fee for life membership shall be diminished by one-fourth. Regular Members who have paid dues for forty (40) years shall automatically become life members exempt from payment of dues.

Section 4.9 (d)
Honorary Members and Honorary Fellows

Honorary Members and Honorary Fellows are exempt from the payment of dues.

Section 4.9 (e)
Emeritus Members

Emeritus Members are exempt from the payment of dues, but are not entitled to receive *Hispania* free. They may, however, receive *Hispania* by paying an annual sum equal to the amount fixed by the Executive Council.

ARTICLE V. Executive Council

Section 5.1
Management

The property, business, and affairs of the Corporation shall be managed by a Board of Directors, called the Executive Council, which shall be constituted as provided in the Articles of Incorporation and the Bylaws. Every member of the Executive Council shall be a member in good standing of the Corporation and shall represent the entire membership of the Corporation. Council members need not be residents of the State of Kansas.

The Executive Council shall have supervision, control, and direction of the property, business, and affairs of the Corporation, its chapter and auxiliary activities, 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 Executive Council 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.

The policies and actions of the Executive Council shall be subject to the direction and approval of the members at the annual Business Meeting.

Section 5.2
Number of Council Members

As set forth in the Articles of Incorporation, The Executive Council shall consist of not fewer than eleven (11) nor more than thirty-one (31) members as determined by the Bylaws of the Corporation which provide as follows:

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

The normal term of office on the Executive Council shall be three (3) years. Whenever the Council membership is expanded, the new member(s) shall serve on Council for one (1) to three (3) years as decided by lot prior to the election. Thereafter, each member shall be replaced after the expiration of his or her term in the manner of election described herein.

Section 5.3
Composition

The Executive Council shall consist of the following:

Section 5.3 (a)
Elected Members

A minimum of ten (10) Executive Council members elected by the members of the Corporation including the following: Three college/university members, three high school (9-12) members, a President-Elect, 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 5.3 (b)
Ex officio Members

In addition to the regularly elected members of the Executive Council, as aforesaid, the following shall be members, *ex officio*, of the Executive Council: the President, the Executive Director, the Editor of

Hispania, the Past President, the retiring Executive Director, the retiring Editor of *Hispania*, the Director of the National Spanish Examinations and the representative for the Sociedad Honoraria Hispánica / Sociedad Hispánica de Amistad.

Section 5.4 Voting Rights

Each member of the Executive Council, including the Executive Director, shall be entitled to one (1) vote on each matter submitted to a vote of the members of the council. The rights of the *ex officio* members of the Executive Council shall be identical to those of the elected members.

The President may vote in all matters and business of the Executive Council.

Voting rights of a Council Member cannot be delegated nor exercised by proxy.

Section 5.5 Manner of Voting

Voting action by the Members of the Executive Council shall be taken in person, by teleconference, by electronic mail, or by mail. Council Members shall vote personally at all meetings of the Council at which they are present. The Executive Director shall provide notice to all members of the Executive Council promptly when issues requiring a vote of the Executive Council arise.

Three-fifths (3/5) of the members of the Executive Council shall constitute a quorum for the transaction of the business presented, and the vote of at least three-fifths (3/5) of the Council Members so voting shall be the act of the Executive Council in the matter and shall constitute a valid action of the meeting.

Section 5.6 Term of Office

Each Council Member shall serve until a successor shall have been elected and qualified by having filed written acceptance of his or her election to office.

Section 5.6 (a) Elected Members

Each of the ten (10) elected members of the Executive Council shall be elected for a term of three years, and until his or 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 Executive Council member 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 Executive Council member who is a secondary teacher (9-12) must be elected annually. 9-12 candidates must be grouped on the ballot in order to ensure the election of one 9-12 candidate each year.

One Executive Council 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 Council Member so elected, who has served a full three (3) year term, shall be eligible for reelection until at least one (1) year shall have elapsed.

Each of said ten (10) Council Members so elected shall take office on 1 January following his or her election, and shall hold office through 31 December of the year ending his or her term of office, or until his or her successor shall have been duly elected and qualified, or until his or her earlier displacement from office by resignation, removal, or otherwise.

Section 5.6 (b) President-Elect

The President-Elect shall serve as a member of the Executive Council for a term of three (3) years, distributed as hereinafter provided, and until his or her successor is duly elected and qualified, or

until his or her earlier displacement from office by resignation, removal, or otherwise. The President-Elect shall serve his or her said three-year term, consecutively, in the following manner:

One (1) year as President-Elect of the Corporation, One (1) year as President, and One (1) year as Past President.

In the event that the President-Elect succeeds to the office of President pursuant to the provisions of Section 7.2 (a) of these Bylaws, the term of office shall be for the remaining period of the former President's term of office, plus two (2) years, i.e., one (1) year as President and one (1) year as Past President.

Section 5.6 (c)
Executive Director

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

Section 5.6 (d)
Editor of *Hispania*

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

Section 5.6 (e)
Directors of NSE and SHH/SHA

The Director of the National Spanish Examinations (NSE) shall serve as a member of the Executive Council during his/her appointed term of office. One individual representing the Sociedad Honoraria Hispánica (SHH) and the Sociedad Hispánica de Amistad (SHA) shall serve as a member of the Executive Council during his/her appointed term of office.

Section 5.6 (f)
Retiring Executive Director and Editor

A retiring Executive Director and a retiring Editor of *Hispania* shall continue to serve as a member of the Executive Council for one (1) year following the expiration of his or her respective term of office.

Section 5.7
Time and Place of Annual Meetings of the Executive Council

The Annual Meeting of the Executive Council shall be held immediately preceding, and at the place designated for the Business Meeting, or at such other time and place, within or without the State of Kansas, as the Executive Council may determine from time to time in accordance with these Bylaws. This provision of the Bylaws constitutes notice to all Council Members of Annual Meetings for all years and instances, and no further notice will be required, although such notice may be given.

Section 5.8
Notice of Special Meetings of the Executive Council

Special meetings of the Executive Council may be called by the President, the Executive Director, or by a majority of the members of the Executive Council. Notice stating the place, date, and time of any special meeting of the Executive Council shall be given to each Council Member either personally, by mail, or electronically at the direction of the President, the Executive Director, or the Council Members calling the meeting.

**Section 5.9
Waiver of Notice**

Whenever any notice whatever is required to be given under the law, or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Council Member at any meeting of the Executive Council will constitute a waiver of notice of such meeting, except where such Council Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5.10
Informal Action by Council Members**

Any action required by law to be taken at a face-to-face meeting of the Executive Council may be taken without a face-to-face meeting if consent shall be signed or confirmed electronically by all the Executive Council members 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
Quorum**

Three-fifths (3/5) of the Council Members shall constitute a quorum for the transaction of business. The act of a majority of the Council Members present at a meeting at which a quorum is present shall be the act of the Executive Council, unless a greater number is required under the provisions of the General Corporation Code, the Articles of Incorporation, or these Bylaws.

**Section 5.12
Compensation of Council Members**

Council Members as such shall not receive any compensation for their services, but by resolution of the Executive Council a fixed sum, or expenses of attendance, if any, may be allowed for attendance at regular or special meetings of the Executive Council; but nothing herein contained shall be construed to preclude any Council Member from serving the Corporation in any other capacity and receiving compensation thereof by resolution of the Executive Council. Compensation for the services of the Executive Director and the Editor of *Hispania* shall be granted by such a resolution.

**Section 5.13
Resignation and Removal**

Any member of the Executive Council 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 Executive Council may be removed, for cause or without cause, by the affirmative vote of at least three-fifths (3/5) of all the remaining members of the Executive Council then entitled to vote.

**Section 5.14
Vacancies**

Any vacancy in the Executive Council occurring by reason of the death, disqualification, resignation, or removal of any member of the Council, or otherwise, may be filled by the remaining members of the Executive Council. A majority of the remaining Council Members shall constitute a quorum for the purpose of such action. The vote of at least a majority of said remaining members of the Executive Council 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 or her successor is elected and has qualified, or until his or her earlier displacement from office by resignation, removal, or otherwise.

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

ARTICLE VI. Committees

Section 6.1

Committees Appointed by Executive Council

The Executive Council, by resolution adopted by a majority of the Council Members in office, may designate and appoint one or more committees each of which shall consist of two or more members which are held accountable to the Executive Council, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Executive Council in the management of the Corporation; provided, however, that no such committee shall have the authority of the Executive Council 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 Executive Council, 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 Executive Council which by its terms provides that it shall not be so modified by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Council, or any individual Council Member, of any responsibility imposed upon it, or him or her, by law.

Section 6.2

Other Committees

Other committees not having and exercising the authority of the Executive Council in the management of the Corporation may be established by resolution adopted by a majority of the Council 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 of the Corporation. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Corporation shall be served by such removal.

Section 6.3

Special Committees

The Executive Council may from time to time establish other committees for any purposes deemed desirable 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 Executive Council upon their appointment.

Section 6.4

Committee Appointments

The President, or any other person or persons duly authorized by the Executive Council 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 his or her judgment the best interests of the Corporation shall be served by such removal.

Section 6.5
Other Appointments

The Executive Council, by the vote of at least three-fifths (3/5) of the Council 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.

Section 6.6
Tenure, Reports, Procedures

Each such committee shall serve at the pleasure of the Executive Council. It may hold meetings and make rules for the conduct of its business, and appoint such assistants as it shall from time to time deem necessary. It shall keep minutes of its meetings and report the same to the Council as and when requested by the Council; 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 Council. 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 6.7
Standing Committees

The 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 Executive Council with such recommendations for actions as seem appropriate:

Section 6.7(a)
Nominating Committee

The Nominating Committee shall normally consist of a minimum of five (5) members: The Past President of the Corporation, after completion of his or her post-Presidential Council term, as chairperson; the outgoing elected Executive Council Members; and at least one (1) member, not on the Executive Council, appointed by the Executive Council. 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. Self nominations are entirely appropriate.

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

ARTICLE VII. Officers

Section 7.1
Elected Officers

The officers of the Corporation shall be a President, a President-Elect, an immediate Past President, an Executive Director who also serves as Secretary-Treasurer, and such other officers as may from time to time be determined by resolution of the Executive Council. The Editor of *Hispania*, the Director of the National Spanish Examinations, and one individual representing the Sociedad Honoraria Hispánica / Sociedad Hispánica de Amistad will serve as members of the Executive Council. The Executive Director shall also hold the office of secretary-treasurer of the corporation.

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 7.2
Election of Officers

Section 7.2 (a)
The President-Elect

The President-Elect is the only officer elected by the members of the Corporation. The President-Elect shall be elected in the Annual Election of Regular Members, as hereinafter provided in Section 9.5 of these Bylaws.

In the event of a tie, the Executive Council shall vote to elect the President-Elect. Three-fifths (3/5) of the Council 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 Council so voting shall be the act of the Executive Council in the matter and shall elect the President-Elect.

Term of Office

The term of office of the President-Elect shall be one (1) year, after which he or she will serve as President for one (1) year, and as a member of the Executive Council, as Past President, for one (1) year, or until he or she resigns, or is removed, and until his or her successor shall have been duly elected and qualified.

Vacancy

In the event of a vacancy in the office of President-Elect during his or her term of office, such vacancy shall be filled by the remaining members of the Executive Council, who, by a majority vote, shall elect a successor to hold the office of President-Elect for the unexpired term in respect to which such vacancy occurred. Before the election, the Executive Council, through the Executive Director, shall solicit names, along with respective *vitae*, of candidates for the office of President-Elect to fill the vacancy; and the Council may employ whatever other methods and procedures the Council, in its sole discretion, may deem appropriate to insure obtaining the best candidates for the ballot.

The vote shall be by ballots, which shall be mailed by the Executive Director to the members of the Executive Council. It is an essential requirement of the election that each ballot representing the vote of the Council Members voting be signed by the respective voter and returned by mail to reach the Executive Director within three weeks after date of mailing by the Executive Director. Otherwise the vote will not qualify for the election.

A majority of the remaining members of the Executive Council 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 Executive Council shall be required to elect the President-Elect. Upon election, as aforesaid, the President-Elect shall hold office for the unexpired term in respect to which such vacancy occurred. He or she 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 hereinbefore provided.

Section 7.2 (b)
Appointed Executive Council Members

The Executive Director, the Editor of *Hispania*, the Director of the National Spanish Examinations, and the Director of SHH/SHA shall be appointed by the Executive Council. The Executive Director shall also hold the office of Secretary- Treasurer. Three-fifths (3/5) of the total membership of the Executive Council, 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 three-fifths (3.5) of the Council Members shall be required to elect the Executive Director, and the Editor of *Hispania*, respectively.

Section 7.2 (c)
Vacancy of Executive Director, Editor of *Hispania*, or Directors of NSE, SHH, or SHA

In the event of a vacancy in the office of Executive Director, Editor of *Hispania*, Director of the National Spanish Examinations (NSE), Sociedad Honoraria Hispánica (SHH), or Sociedad Hispánica de

Amistad (SHA) during his or her term of office, such vacancy shall be filled by the remaining members of the Executive Council, exclusive of any member being considered for any of said positions, shall constitute a quorum for the purpose of the appointment of said positions and who, by a majority vote, shall appoint a successor to hold the office of Executive Director, Editor of *Hispania*, Director of NSE, SHH, or SHA for the unexpired term in respect to which such vacancy occurred. Before the appointment, the Executive Council shall solicit names, along with respective *vitae*, of candidates for the office of Executive Director, Editor of *Hispania*, Director of NSE, Director of SHH, or Director of SHA to fill the vacancy; and the Council may employ whatever other methods and procedures the Council, in its sole discretion, may deem appropriate to insure obtaining the best candidates for the ballot.

The vote shall be by ballots, which shall be mailed by the Executive Director to the members of the Executive Council. It is an essential requirement of the election that each ballot representing the vote of the Council Members voting be signed by the respective voter and returned by mail to reach the Executive Director within three weeks after date of mailing by the Executive Director. Otherwise the vote will not qualify for the election.

Term of Office

The term of office of the Executive Director, and of the Editor of *Hispania*, respectively, shall be three years. The term of office of the Executive Director shall begin on 1 June and end on 31 May of the last year of his or her said term. The term of office of the Editor of *Hispania* shall begin on 1 January and end on 31 December of the last year of his or her said term. The Executive Director, and the Editor of *Hispania*, respectively, shall not be eligible to succeed themselves in office for more than two (2) terms after completing their first full term of office. 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 or her earlier displacement from office by resignation, removal, or otherwise. Neither the Executive Director nor the Editor of *Hispania* will be eligible for election to office within the Association for a period of five (5) years after leaving office.

Section 7.3

Removal

Any officer elected or appointed by the Executive Council may be removed by the Executive Council 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.

7.4 Officers

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 Executive Council, and proposing courses of action to the Executive Council.

ARTICLE VIII. Duties of Office

Section 8.1

President

The President shall be the chief executive officer and the official representative of the Corporation, 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 Executive Council. The President shall preside at all Business Meetings. He or she shall be an *ex officio* member of the Executive Council, and may vote on all matters and business of the Executive Council.

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

Section 8.2
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 Executive Council.

Section 8.3
Executive Director

The Executive Director, as Secretary, shall keep minutes of all Business Meetings and of the Executive Council, shall be the custodian of the corporate records and the seal of the Corporation, shall give all notices as are required by law or by these Bylaws, and, generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Executive Council.

The Executive Director, as Treasurer, shall collect all member dues and assessments, will have charge and custody of all funds of the Corporation, will deposit the funds as required by the Executive Council, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accountings to the Executive Council and to the members of the Corporation, as required by the Executive Council or the members of the Corporation. He or she shall report on the financial condition of the Corporation at all meetings of the Executive Council and at other times when called upon by the President. At the end of each fiscal year, as Treasurer, the Executive Director shall prepare an annual report which shall reflect an audit of a Certified Public Accountant; and will perform, in general, all duties incident to the office of Treasurer, and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned from time to time by the Executive Council.

The Executive Director, subject to the control of the Executive Council, shall be the principal administrative officer of the Corporation, responsible for all management functions of the Corporation. He or she shall direct all activities of the Corporation as prescribed by the Executive Council, and shall be responsible to the Council.

He or she shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation and fix their compensation within the approved budget. He or she shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in his or her judgment, be in the best interest of the Corporation.

All monies due and payable to the Corporation from any source whatsoever: membership fees, dues, and other monies due the Corporation, shall be collected by the Executive Director and deposited without delay to the credit of the Corporation in such banks, trust companies, or other depositories as the Executive Council may designate. The Executive Director shall invest and reinvest funds of the Corporation, for which he/she shall be accountable to the Executive Council. The books and financial records of the Corporation shall be kept under his or her supervision.

The Executive Director shall pay all monies owed by the Corporation and be responsible for keeping proper accounts of all monies received, invested and disbursed on behalf of the Corporation, and of all records in connection therewith.

The Executive Director shall maintain a general overview of the Chapters of the Corporation. With the advice of the President and the Executive Council, the Executive Director shall make the arrangements for the Business Meeting, the Annual Meeting of the Executive Council, and for all activities pertaining thereto.

At the Business Meeting, a report on the financial condition and state of affairs of the Corporation, shall be made by the Executive Director or representatives of the AATSP national office, and present such recommendations, if any, as are made by the Executive Council for the advancement of the purposes of the Corporation.

In the event of the death/disability of the Executive Director, the Executive Council shall appoint an acting Executive Director to perform the duties of the office until a permanent Executive Director shall be chosen.

Section 8.4
Editor of *Hispania*

The Editor of *Hispania*, the official publication of the Corporation, shall be responsible for editing and publishing all material appearing in *Hispania*. He or she shall determine, in consultation with the Executive Council, editorial and advertising policies, rates, format, and method of publication and distribution of *Hispania*; and he or she will perform all duties incident to the office, and such other duties as may be required by law, by the Articles of Incorporation, by these Bylaws, or which may be assigned by the Executive Council.

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, either within or without the State of Kansas, as the Executive Council may determine. If an emergency prevents the holding of any Business Meeting, the Executive Council 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 (1) 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.

Section 9.4
Annual Election by Regular Members
Voting Power and Who May Vote

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 Executive Council.

Section 9.5
Manner of Voting

In annual elections of the President-Elect and members of the Executive Council, 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 Executive Council members 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 9.6
Notice of Business Meeting

A notice stating the place, date, and time of the Business Meeting shall be mailed at least fourteen (14) days before the date of the Meeting by mail, by or at the direction of the President, the Executive Director, or the officers or other person or members calling the Meeting, to each member entitled to vote at such Meeting, unless notice is waived in writing as provided in these Bylaws. If mailed, the Notice will be deemed to be delivered when deposited in the United States Mail, addressed to the

member at his or her address as it appears in the records of the Corporation, with postage prepaid. Publishing notice of the Business Meeting in *Hispania* and mailing a copy of *Hispania* to each member entitled to vote, at least fourteen (14) days prior to the date of the Meeting, shall constitute notice of the Meeting.

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 Executive Council, and shall be called by the President or the Executive Director at the request, in writing, of twenty (20) per cent 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

A notice stating the place, date, and time of a Special Meeting of Members, and the object or purpose thereof, shall be mailed, at least fourteen (14) days before such meeting to each member entitled to vote thereat, to such address as appears on the books of the Corporation, unless notice is waived in writing as provided in these Bylaws.

Section 9.9
Informal Action by Members

Any action required or permitted by law, the Articles of Incorporation or these Bylaws to be taken at the Business Meeting of the Corporation, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all the members of the Corporation entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE X. Official Publication

Section 10.1
Name

Hispania shall be the official publication of the Corporation and shall be made available to all regular members in good standing.

Section 10.2
Staff

The staff of *Hispania* shall consist of the Editor, an Assistant to the Editor, an Editor's Advisory Council of not more than five (5) members, Associate Editors of not more than twenty-four (24) in number, and an Advertising Manager. The staff members, other than the Editor, shall be appointed by the Executive Council with the advice of the Editor for a term of three years.

The Advertising Manager shall serve for three years and shall not be eligible to succeed himself or herself for more than two (2) terms beyond his or her first full term of office.

Article XI. Chapters

Section 11.1
Organization

Chapters of the Corporation may be organized by ten (10) 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 Executive Council. Each Chapter shall have an appropriate

geographical name and a Constitution which shall be in agreement with the principles and purposes of the Corporation. Chapter Constitutions must have the prior approval of the Executive Director. In January of each year, each Chapter shall file the names and addresses of the officers and members of the Chapter with the Executive Director of the Corporation.

Section 11.2
Membership

Each Chapter must have at all times at least ten (10) members in good standing. All Chapter members must be members of the Corporation.

Section 11.3
Cancellation or Suspension of Chapter

If a Chapter becomes inactive, ceases to perform properly its functions, or conducts its affairs in such a manner as to jeopardize the best interests of the Corporation, the President, with the approval of the Executive Council, 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 go to the national office.

Article XII. Activities

Section 12.1
Service Activities

With the object of rendering service for the general benefit of its members and others, the Corporation, by its Executive Council, may authorize and undertake such activities, including financially-involved activities generating funds, as in the sole discretion and judgment of the Executive Council are designed to promote and develop the Corporation and to carry into effect the purposes stated in its Articles of Incorporation; such activities to be authorized and undertaken in accordance with rules, regulations and operating procedures prescribed for such purposes by the Executive Council.

Section 12.2
Accounts and Records

Proper accounts and records of all monies received by, and of all monies disbursed in such activities, shall be accountable to the membership of the Corporation by means of one or more financial statements each year, as may be required by the Corporation, and channeled through the Executive Director and the Executive Council.

Section 12.3
Terms of Office

The Directors of Activities, Coordinators, and all other members of the Corporation receiving honoraria for services performed on behalf of the Corporation, shall serve for three (3) years and shall not be eligible to succeed themselves for more than two (2) terms beyond their first full term of office.

Article XIII. Contracts, Loans, Checks, Deposits, and Gifts

Section 13.1
Contracts

The Executive Council 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 Executive Council. Such authority may be general or confined to specific instances.

Section 13.3

Checks

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 Executive Council.

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

Gifts

The Executive Council 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. General

Section 14.1

Fidelity Bonds

The Executive Director, the Secretary-Treasurer, 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 Executive Council 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 Executive Council, directors, officers, committee members, and employees of the Company including leased, part-time, seasonal and temporary workers, independent contractors, volunteers and interns, will be covered against all 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 14.3

Fiscal Year

The fiscal year of the Corporation begins on July 1 and ends on June 30.

Section 14.4

Membership Year

The membership year shall begin on 1 January and end on 31 December.

Section 14.5

Seal

The Executive Council may adopt a seal for the Corporation, to be in such form and to be used in such manner as the Executive Council shall direct.

Section 14.6

Books and Records

The Corporation shall keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, of the Executive Council and Committees. The Corporation shall keep at the office of the Executive Director a record of the names and addresses of its members entitled to vote.

Section 14.7

Rules of Order

The order of business at Business Meetings of the Corporation, of the Executive Council, and of its Committees shall be as prescribed by the Executive Director. Except as may be otherwise provided by these Bylaws, the meetings and proceedings of this Corporation shall be regulated and controlled according to *Robert's Rules of Order* (Revised) for parliamentary procedures.

Section 14.8

Inspection of Records

Every member of the Corporation shall have the right to examine in person, or by agent or attorney, at any reasonable time and for any reasonable purposes, the Articles of Incorporation, the Bylaws, membership roster, books of account and records of the proceedings of the members and of the Executive Council, and to make copies thereof at his or her sole expense

Article XV. Emergency Bylaws

The Emergency Bylaws provided in this Article XV shall be operative during any emergency in the conduct of the business of the Corporation resulting from an attack on the United States or any nuclear or atomic disaster, 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 Executive Council may be called by any officer or Council Member of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Council 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 calling the meeting.

(b) At any such meeting of the Executive Council, a quorum shall consist of such Council Members as have been reached by available means of communication for the meeting.

(c) The Executive Council, 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 Executive Council, 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, Council 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 Executive Council, 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 one (1) of the two (2) following manners:

(1) Five (5) or more members in good standing may at any time propose to the Executive Council an amendment altering, amending, or repealing these Bylaws, or new Bylaws may be adopted, provided that Notice of any such proposed alteration, amendment or repeal, or adoption of new Bylaws, be sent to the Executive Director for consideration by the Executive Council. On the recommendation of the Executive Council, said proposal shall be given wide publicity.

Or

(2) One hundred (100) or more members in good standing may at any time propose an amendment altering, amending, or repealing these Bylaws, or new Bylaws may be adopted, provided that notice of any such proposed alteration, amendment or repeal, or adoption of new Bylaws, be sent to the Executive Director. Said proposal shall be given wide publicity.

Any amendment, alteration, repeal of these Bylaws, or proposal of adoption of new Bylaws may be adopted by the vote of two-thirds (2/3) of the members voting at any Business Meeting of the Corporation that takes place at least thirty (30) days after being made available to the membership.