

BYLAWS

THE SOUTH ASIAN LANGUAGE TEACHERS ASSOCIATION (SALTA)

Adopted by unanimous vote on 27-June-2021

ARTICLE 1 – NAME AND OFFICES

Section 1.1 – Name and Website

The organization shall be known as the South Asian Language Teachers Association (SALTA). The website address of SALTA is www.mysalta.org.

Section 1.2 - Offices and State of Incorporation

The office of the corporation shall be located at 7212 Poplar Creek Trace, Nashville, TN 37221. SALTA has been incorporated as a non-profit with the Government of Tennessee (Secretary of State– Division of Business Services) on June 1st, 2021. The File Number is 001205565.

Section 1.3 – Principal and Other Offices

The corporation's principal office is located in Nashville, TN. The corporation may have offices at other places where it is qualified to do business, as the Executive Board may from time to time determine. The address of the initial principal office is 7212 Poplar Creek Trace, Nashville, TN 37221.

Section 1.4 – Records Maintained at Principal Office

The corporation shall keep at its principal office a copy of its Articles of Incorporation and By-laws as amended to date, names and addresses of its directors and officers, minutes of all meetings of the Executive Board and Committees, indicating the time and place of the meeting, whether regular or special, the notice given, and names of those present, and the proceedings of any decisions made at the meeting. The corporation shall also maintain at its principal office adequate and correct books and records of account, tax information, including accounts of its transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and loses.

ARTICLE 2- NONPROFIT PURPOSES

Section 2.1 – Purpose

The specific objectives and purposes of this corporation are set forth in the Articles of Incorporation, which are:

The South Asian Language Teachers Association (SALTA) is a non-profit, professional organization, whose objective is to advance and improve the study and teaching of South Asian languages and cultures; to promote research in the field of South Asian languages, linguistics, and literatures; to further the common interests of teachers in the field; and to facilitate communication and professional cooperation among its members.

Section 2.2. – Terminology and Definitions

The term South Asian Languages used in this document refers to and will include the

recognized classical and modern languages regularly employed in the South Asian region as defined by the South Asian Association for Regional Cooperation (SAARC) and adjacent territories where there is significant linguistic, historical, and cultural overlap.

Section 2.3 – Status of SALTA

SALTA is a Non-Profit corporation. It intends to file for 501(c) (3) status – in conformity with Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 3- MEMBERSHIP

Section 3.1 – Membership Qualification and Rights

Any person may become a member of the SALTA upon the payment of the annual membership fee. All members will have the right and will be encouraged to participate in the annual meeting of the Association and will receive, free of charge, the newsletter and any such periodicals that are published by the Association. Members will also have access to SALTA working groups and the materials available in the members area of SALTA's website.

Section 3.2 – Classes of Membership

There will be the following classes of membership in the Association:

1. Regular members are persons who are professionally interested in teaching South Asian language and/or literature and are entitled to vote.
2. Student members are students in the field of South Asian studies, who are formally engaged in a course of study at an institution of higher learning leading to a degree in the field of South Asian language and/or literature. They have all the rights, privileges, and obligations of regular members except the right to vote.
3. Institutional members are organizations interested in supporting the purposes and goals of the Association by contributing annually to its funds. They have the rights, privileges, and obligations of regular members, except the right to vote.

Section 3.3 – Suspension, Termination, and Voluntary Withdrawal of Membership

Any member may withdraw from the Association by submitting in writing notice to the Executive Secretary his/her intention to withdraw as member of the Association on a specified date. Upon such date, the member relinquishes all rights and obligations to the Association. However, voluntary withdrawal will not impede renewal of membership at a later date. The membership in the Association of any member may be suspended or terminated for nonpayment of dues, or for any activity or behavior, which the Executive Board in its discretion considers contrary to the best interest of the Association, by resolution of the Executive Board. Upon adoption of such a resolution, all the rights and obligations of such member in respect to the Association, except such obligations that had accrued prior to the suspension or termination, shall terminate. In cases of suspension, the rights and obligations of the suspended member in respect to the Association shall automatically be terminated.

Section 3.4 – Rates for Membership

Rates for membership will be decided by the Executive Board at the business meeting on a regular basis. The membership rates will be posted on SALTA's website and published in its newsletter. Memberships fees will be due upon or before January 1 of each year.

ARTICLE 4 – DIRECTORS AND OFFICERS

4.1 Qualifications, Duties, and Term of Office of the President

(a) **Qualifications:** The President of SALTA should have a Ph.D. or similar terminal degree in a field related to the study of South Asian languages and experience in teaching South Asian languages. The President of SALTA will not have served as President in the previous six years.

(b) **Duties:**

The President will,

- preside at the meetings of the Association,
- appoint special committees to carry out specified functions for the advancement of the objective of the Association,
- present an annual report at its annual general meeting,
- prepare the annual report to be submitted to the Government of the State of Tennessee, Secretary of State - Division of Business Services in a timely manner based on the guidelines and calendar required by the government to maintain SALTA's nonprofit status in good standing, currently the annual dues date is April 1,
- ensure that SALTA regularly files with the IRS under the nonprofit status and within the next 24 months as of 5/27/2021 files for 501 (c) (3) status,
- exercise general supervision over all the activities and affairs of the Association and may be invested by the vote of the membership with any authority consistent with the terms stipulated in the By-laws of the Association.

(c) **Appointment:** The Vice-President will assume the office of the President after having served for at least one year. In the event that no Vice-president is available to assume the office at the end of the President's term, the President will be elected by electronic vote of all voting members. An election ad hoc committee will be established at the annual meeting and will set an election to be completed between 1 December and 21 December, tally the votes, confirm the choice of President, and notify the members in January of the following year.

(d) **Term of Office:** The President shall hold a term of office of three years. At the request of the Vice-President and with the majority consent of the Board of Directors, the President's term may be extended one additional year. A President cannot hold consecutive terms or serve as Vice President immediately following their term as President. A President may hold any office other than that of Vice President and/or serve in an advisory capacity immediately after their term as President. A former President is eligible for election as Vice-President only after a period of three years following the end of their previous term has passed.

4.2 Qualifications, Duties, and Term of Office of the Vice-President

(a) **Qualifications:** The Vice-President of SALTA should have a Ph.D. or similar terminal degree in a field related to the study of South Asian languages and experience in teaching South Asian languages. The Vice-President of SALTA will not have served as President in the previous three years.

(b) **Duties:** The Vice-President will:

- assist the President in preparing and filing annual reports,

- serve as the chair of the annual conference organizing committee,
 - perform the duties of the President in the event that the president is unable to do so,
 - agree to serve as President at the end of the current President's term.
- (c) Appointment: The Vice-President will be elected by electronic vote of all voting members. An election ad hoc committee will be established at the annual meeting and will set an election to be completed between 1 December and 21 December, tally the votes, confirm the choice of Vice-President, and notify the members in January of the following year.
- (d) Term of Office: The Vice-president will serve a term of office of three years. After three years, the vice president will choose to assume the office of president, remain as Vice-President for one additional year before assuming the office of President, or vacate the office. The Vice-President will inform the board of their decision at the annual meeting in the third year of their term. If a Vice-President chooses to vacate the office, a replacement Vice-President be elected in the same manner as the Vice-President was elected. The replacement Vice-President will serve a term of only one year before assuming the office of President.

4.3 Qualifications, Duties, and Term of Office of the Executive Secretary

(a) Qualifications: Strong administrative, written, verbal, and computer skills; experience in teaching a South Asian language.

(b) Duties:

The Executive Secretary will:

- provide administrative support for SALTA's membership,
- take minutes in meetings,
- assist the President in preparing and filing annual reports,
- maintains the general filing system.

(c) Appointment: The Executive Secretary will be elected by electronic vote of all voting members. An election ad hoc committee will be established at the annual meeting and will set an election to be completed between 1 December and 21 December, tally the votes, confirm the choice of Executive Secretary, and notify the members in January of the following year.

(d) Term of Office and Renewal: The Executive Secretary will hold a term of office of two years, with a possibility of a two renewals for a maximum of six years. The Executive Secretary will inform the board of their intent to continue at the annual meeting in their second and fourth years.

4.4 Qualifications, Duties, and Term of Office of the Treasurer

(a) Qualifications: Thorough understanding of financial reports and able to translate financial concepts/information to the board.

(b) Duties:

The Treasurer will:

- maintain the bank account,
- collect and deposit all checks,
- oversee and keep accurate books of account of SALTA's financial transactions,
- approve fundraising initiatives, expenditures, and reimbursements,
- prepare an annual financial report to be presented at SALTA's annual meeting,
- assist the President in annual filing and reporting requirements.

(c) Appointment: The Treasurer will be elected by electronic vote of all voting members. An election ad hoc committee will be established at the annual meeting and will set an election to be completed between 1 December and 21 December, tally the votes, confirm the choice of Treasurer, and notify the members in January of the following year.

(d) Term of Office and Renewal: The Treasurer will hold a term of office of two years, with a possibility of a two renewals for a maximum of six years. The Treasurer will inform the board of their intent to continue at the annual meeting in their second and fourth years.

4.5 Qualifications, Duties, and Term of Office of Immediate Former President

- (a) Qualifications: The Immediate Former President should have a Ph.D. or similar terminal degree in a field related to the study of South Asian languages and experience in teaching South Asian languages. The Immediate Former President will also be the person who has most recently vacated the office of President.
- (b) Duties: Attend meetings and assist the President and Vice-President in carrying out their duties.
- (c) Appointment: The President will assume the office of Immediate Former President immediately and automatically at the end of their term as President. In the event that the Immediate Former President is unable or unwilling to serve in this office, the Board may a) invite other Former Presidents to serve or b) appoint a qualified, willing person by unanimous consent of the Executive Board.
- (d) Term of Office and Renewal: The Immediate Former President will serve until the end of the current President's term.

4.6 Qualifications, Duties, and Term of Office of Executive Officers (2)

- (a) Qualifications: The two Executive Officers will be experienced South Asian language teachers dedicated to the promotion of South Asian studies.
- (b) Duties: Attend meetings and assist the President and Vice-President in carrying out their duties.
- (c) Appointment: The Executive Officers will be elected by electronic vote of all voting members. An election ad hoc committee will be established at the annual meeting and will set an election to be completed between 1 December and 21 December, tally the votes, confirm the choice of Officers, and notify the members in January of the following year.
- (d) Term of Office and Renewal: Elected Executive Officers will hold a term of office of two years, with a possibility of three renewals for a maximum of eight years. Elected Executive Officers will inform the board of their intent to continue at the annual meeting in their second and fourth years.

4.7 Suspension/Termination/Resignation of Directors and Officers

(a) Grounds for Suspension or Termination: A board member will be terminated from the Board due to excessive absences. In the event of suspension/termination/resignation of any officers, the Executive Board will nominate and elect an acting officer from any of the members in good standing until there are new elections at the regular scheduled date.

(b) Procedure for Suspension or Termination: The Executive Board shall have the authority to remove at any time any officer of a special committee appointed by the Executive Board. The removal of a member of the Executive Board shall be subject to the vote of the membership at the annual general meeting.

(c) Resignation or Withdrawal: Any director or officer may resign by filing a written resignation with the Executive Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

ARTICLE 5 – THE EXECUTIVE BOARD

5.1 Composition and Mandate:

The Executive Board is composed of the President, the Vice-President, the Executive Secretary, the Treasurer, and three Executive Officers (one of which will be the former President). There will be a total of seven members. They will manage the affairs of the Association. Members of the Executive Board will assume responsibilities of their respective offices upon the conclusion of the annual meeting of the Association.

5.2 Compensation:

Members of the Executive Board will not receive any compensation for their services.

5.4 Meeting:

The Executive Board shall meet officially at least once a year. Special meetings may be called by the Executive Secretary at the request of the President or any two members of the Executive Board. Each member of the Executive Board shall be notified at least three weeks before the time scheduled.

ARTICLE 6 – ELECTIONS

6.1 Voting Method

All elections should be carried out through electronic voting software, not with email. This is to ensure privacy and efficiency of the members voting rights. The choice of the electronic software will be reviewed at every election and chosen by the election committee.

6.2 Selection of candidates for officer positions by Ad-hoc Election Committee

An Ad-hoc election committee will be established at the annual meeting. The election committee should solicit and approve the qualifications of candidates from the general membership for each officer position. Candidates must be current members in good standing. The election committee will set an election to be completed between 1 December and 21 December. The

committee will tally the votes, confirm the choices of officers, and notify the members in January of the following year. The ad hoc election committee will work with the standing Executive Board to constitute amicable election rules.

ARTICLE 7 – MEETINGS

7.1 Annual Meeting of the Members

The Association will hold a general meeting once a year. The agenda of the meeting will include the presentation of the President's annual report, the annual report of the Treasurer concerning the fiscal situation of the Association, and any other matters of common interest that the Executive Board deems desirable to bring to the member's attention.

7.2 Business Meetings

Following the Annual Meeting of Members, the Executive Board will meet in-person or virtually to adopt an annual budget, approve new initiatives, establish an election committee, and present and decide any matters important to the organization's functioning. Quorum will consist of at least five Executive Board members including at least three of the following four members: President, Vice President, Executive Secretary, Treasurer. Decisions will be made by unanimous vote or tabled until the next Business Meeting or Special Meeting. Voting by proxy will not be permitted. An advisory committee consisting of individuals who have previously held office in SALTA or similar organizations and approved by the Board may attend and offer advice in this meeting. Members of the advisory committee do not have voting rights for Board resolutions.

7.3 Special Meetings/Notice

Special meetings of the members of the Association may be called at any time by order of the Executive Board of the Association. When these meetings are called, the President or Executive Secretary will give notice of three weeks prior to the meeting.

ARTICLE 8 – COMMITTEES

The President with the approval of the Executive Board may appoint a committee, delegating the program of the Association or creating an ad hoc committee for a specific new program, and each committee will exercise powers and perform such duties as may be prescribed by the President. Members of such committees need not be members of the Executive Board if the committee in question is not vested with a power or duty normally considered a primary duty of the Executive Board.

A series of specialized committees should be created including:

(a) An Ad-hoc Election Committee

- a. An election ad hoc committee will be established at the annual meeting and will set an election to be completed between 1 December and 21 December, tally the votes, confirm the election of Officers, and notify the members in January of the following year. The ad hoc election committee will work with the standing Executive Board to constitute amicable election rules.

(b) Advisory Committee

- a. This committee will consist of individuals who have previously held office in SALTA or similar organizations and approved by the Board. They must also be members in good standing. This committee is permitted to attend and advise at the annual Business Meeting but does not have voting rights for board

resolutions. The members of this committee retain their voting rights in the organization's general body elections.

(c) Awards Committee

- a. This committee will be chaired by a member of the Executive Board and will be charged with honoring current members, former officers, and individuals who have made a significant contribution to the field of South Asian language teaching. Members of this committee are ineligible for awards in the year that they are serving on this committee.

(d) Research Committee

- a. This committee will be chaired by a member of the Executive Board and will be charged with organizing the general body into research groups with a mission to encourage collaboration and publication of research

(e) Publications Committee

- a. This committee will be chaired by a member of the Executive Board and will be charged with producing the biennial newsletter, maintaining internet and social media presence, and generating additional publication in service of the organization.

ARTICLE 9 – FISCAL YEAR

Section 9.1 –Dates

The fiscal year of the Association will begin on January 1 and shall end on December 31 of the same year.

ARTICLE 10 – DISSOLUTION

10.1 Procedure for Dissolution of the SALTA

The SALTA may be dissolved only with authorization by its Executive Board given at a Special Meeting called for that purpose.

10.2 Distribution of Assets Upon Dissolution

Upon dissolution or other termination of the SALTA all remaining assets after payment in full of all of its debts, financial obligations, and necessary final expenses shall be distributed to such tax exempt organizations with purposes similar to that of the SALTA.

ARTICLE 11- REPORTING OBLIGATIONS

11.1 Reporting obligation with the location of Incorporation.

(a) Compliance.

According to the requirements of the Secretary of the State of Tennessee, Division of Business Services

(b) Date of Filing of Report is no later than April 1

(c) Fees/Requirements, as required by the Secretary of the State of Tennessee, Division of Business Services.

(d) Duties. The President and the Executive Secretary must fulfill this reporting duty and ensure that the SALTA is in compliance with its reporting obligations of the location of incorporation. When the annual report is submitted the registered agent can be modified in accordance with applicable laws and payments of fees.

(e) Registered Agent. The current registered agent is Elliott Craver Mccarter, current President of SALTA. Any service of process of the will go to Elliott Craver McCarter. The registered agent can be modified.

11.2 Filing with the IRS

Annually the President, Executive Secretary, and the Treasurer must file with the IRS.

Article 12 – Amendments

12.1 By Laws:

The President with the Executive Board has the power to make, alter, amend, and repeal By-laws of the SALTA by affirmative vote of the majority of the Board if such action is proposed at the Business or Special meeting and adopted at a subsequent business or special meeting. The Executive Board may adopt one or more amendments at any one meeting.

12.2 Articles of Incorporation:

Any amendment to the Article of Incorporation will be adopted by vote of the majority of the Board if such action is proposed at the Business of Special meeting and adopted at a subsequent business or special meeting except as otherwise provided by law. The Executive Board may adopt one or more amendments at any one meeting.