

Bylaws of The American Organization of Teachers of Portuguese (AOTP)

Revised on 2013

Article I - Name and location

The official name of the organization shall be "The American Organization of Teachers of Portuguese" located in Miami, Florida.

Article II – Mission Statement and goals and strategic plan

Mission Statement

The American Organization of Teachers of Portuguese (AOTP) advocates the study of the Portuguese language and the cultures of the Portuguese-speaking countries in the United States. Given the significance of speaking Portuguese in the world and the international cultural, economic, and political impact of the Portuguese-speaking countries, our mission is to promote the Portuguese language as a tool for communication in the United States and globally. As a professional organization, the AOTP represents Portuguese language teachers in k-12 school, higher education institutions and community schools. It supports the establishment and sustainability of quality Portuguese programs, the education and professional development of teachers of Portuguese, and promotes research relating to all aspects of teaching and learning the Portuguese language and about Portuguese-speaking cultures.

Goals

The primary purposes of this organization shall be:

1. Promote excellence in Portuguese language programs in the United States.
2. Guide AOTP members in the establishment of high standards for Portuguese language instruction.
3. Create opportunities for AOTP members to exchange information, knowledge, experiences, and materials for Portuguese instruction.
4. Encourage excellence in scholarship based on academic and practical research on teaching and learning of Portuguese.
5. Encourage cooperation and communication between the profession and the community.

Strategic plan

The association shall strive to:

1. Provide clear guidelines for K-12 schools, higher education institutions, and community schools to establish high standards in Portuguese language programs.
2. Create opportunities to improve the methodology expertise of Portuguese language instructors and administrators.
3. Encourage the development of syllabi, methodologies, teaching materials, and assessment tools that reflect needs and goals of 21st century students.
4. Promote the use of technologies of information and communication and other technological resources for Portuguese language teaching and learning.
5. Stimulate best practices in teaching through conferences, workshops, websites, and other professional events.
6. Foster the cooperation between educational, professional, and business organizations, in the public and private sector, to advance the field.

7. Develop an advocacy toolkit for Portuguese instructors and programs and organize national and regional discussion meetings and workshops.

Article III – Membership

1. The privilege of membership in AOTP is voluntary and is available to all persons and groups that are interested in the studies and promotions of the Portuguese language, supportive of AOTPS's purposes, goals, and objectives as well as willing to abide to these bylaws.
2. Membership fee is renewable every year in January.

Article IV - Officers and Executive Board

Executive Board will be formed by:

1. President
2. Vice President
3. Past-president
4. Secretary and alternate
5. Treasurer
6. Midwest Advisory Board member (Representing members working in the states of Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin.)
7. Northeast Advisory Board member (Representing members working in the states of Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania, New Jersey, Delaware, and Maryland.)
8. Pacific Advisory Board member (Representing members working in the states of Alaska, California, Hawaii, Oregon, and Washington.)
9. Rocky Mountain Advisory Board member (Representing members working in the states of Arizona, Colorado, Idaho, Montana, Nevada, New Mexico, Utah, and Wyoming.)
10. South Atlantic Advisory Board member (Representing members working in the states of Alabama, Florida, Georgia, Kentucky, North Carolina, South Carolina, Virginia, and West Virginia.)
11. South Central Advisory Board member (Representing members working in the states of Texas, Oklahoma, Tennessee, Louisiana, Arkansas, and Mississippi.)
12. AOTP Newsletter Editor and Coordinator of AOTP column Nosso Idioma at Gazeta Brazilian News.

Section 1:

Those wishing to become a part of the executive board must teach Portuguese or be an educator engaged in the promotion of the Portuguese language.

Section 2:

The last president of the Organization, upon completion of his or her term of office, shall serve on the executive board as past-president.

Section 3:

- a. The terms of the officers shall be two years. Each of the officers shall be elected members of the executive board.
- b. Executive board members will be elected in alternate years: the President, Secretary and alternate, Midwest Advisory Board member, Rocky Mountain Advisory Board member, and South Atlantic Advisory Board member will be elected together on even years, while the Vice President, Treasurer, Northeast Advisory Board member, Pacific Advisory Board member, South Central Advisory Board member and the AOTP Newsletter Editor and Coordinator of AOTP column Nosso Idioma at Gazeta Brazilian News will be elected together on odd years.
- c. Whenever there is a vacancy in any office or advisory board position, and before the term is expired, the President will appoint a substitute until a special meeting for election is held. The Executive board will vote for approval on the President's choice of substitute.
- d. If the vacancy is the presidency, then the Vice-President will assume presidency until an election meeting is called.

Section 4:

The management and affairs of the organization shall be at all times under the direction of the Executive Board, whose operations in governing the organization shall be defined by statute and by the organization's by-laws. No member or Director shall have any right, title, or interest in or to any property of the organization.

Article V - Duties of Officers and Directors**Section 1:** The president shall:

- a. Be the chief executive officer of the Organization.
- b. Preside at all meetings of the Organization.
- c. Supervise the Executive Board.
- d. Exercise such other powers as may from time to time be conferred on him or her by the executive board.

Section 2: The Vice President Shall:

- a. Exercise the duties of President in the absence of that officer.
- b. Take charge of activities as are assigned to him or her by the President.

Section 3: The Secretary shall:

- a. Maintain an archive of the written minutes of board meetings and send copies to all members of the executive board, which will be reviewed and approved at the next meeting.
- b. Give copies of the Organization's by-Laws to Officers upon their election.
- c. Preside over the meetings in the absence of the President and Vice President.
- d. Keep an historical account of all Organization events, including flyers, programs, newsletters, etc.
- e. Engage in all membership issues, such as, recruitment, updated membership forms, announcement of scheduled meetings, and delivery of informational e-mails.

Section 4: The Treasurer shall:

- a. The Treasurer shall oversee the financial operations of the Organization and shall present reports on the Organization's financial operations and status to the executive board and at the association's Annual General Membership meeting.
- b. Keep a book of all AOTP financial transactions
- c. Keep control of membership dues and charge members when their dues annuity is past due.
- d. Preside over meetings in the absence of the President, Vice President, and Secretary.

Section 5. Advisory Board members shall:

Assist the Board of directors in implementing the objectives of the Organization by offering advice and counsel, and by performing those duties that may from time to time be assigned them by the President or the board of Directors.

Section 6. The Newsletter Editor and Coordinator of AOTP column in the newspaper Gazeta Brazilian News shall:

- a. Prepare and edit content for AOTP newsletter every two months.
- b. Compile, write, and organize articles for AOTP column in the Gazeta News every two weeks.

Article VI - Personal and E-mail Information

Personal and E-mail information is maintained for the exclusive use of the executive board of AOTP for organizational purposes only.

Article VII – Meetings and Procedures

1. There shall be an Annual Meeting of the entire membership of the Organization held at a time and place to be determined by the Executive Board.
2. Special meetings of the Organization may be called by the president at such time and place and with such notice as he or she may see fit.
3. The executive board shall meet regularly to conduct the affairs and activities of the Organization at a time and place to be selected by the President.
4. Six Executive Board members constitute a quorum.
5. Traditionally, the Executive Board meets every two months.

6. A quorum for all meetings of the AOTP shall consist of fifty-one percent of all voting members present.
7. Written notice of the membership meeting stating the location, date, time, and purpose shall be delivered by e-mail to the voting members not less than 15 days before the date of such meeting unless is an emergency meeting.

Article VIII - Removal

Any member or officer of the Executive Board may be removed from the board for poor performance of his or her duties and or excessive absences, as board member or officer. Such removal shall be at a regular or especially called meeting of the Executive Board, and upon a vote of five members, provided that a notice of the proposed removal shall have been sent by mail, certified or registered if possible, to the last recorded address of such member or officer at least fifteen days before final action is taken on such removal. The member or officer shall have the opportunity to present any relevant information, in writing, in person, or through a representative, to the board of directors before the final action is taken.

Article IX – Committees

1. At any time during the year the officers may appoint special committees as needed in order to carry out the purposes of the Organization and shall prescribe the duties and functions of such committees.
2. Committees shall meet as often as may be necessary in order to perform their duties. Each committee shall report its activities to the Executive Board and shall prepare and submit to the Board a report in writing whenever requested to do so by the President.
3. After the completion of the duties of the committees, such committees should be dissolved.
4. A Constitution Revision Committee shall be appointed by the Executive Board, if needed, to revise any new changes to the current Constitution.

Article X – Limitations

At all times the following shall operate as conditions restricting the operations and activities of the American Organization of Teachers of Portuguese:

1. No part of the net earnings of the organization shall inure to any member of the organization not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the organization, nor to any other private persons, excepting solely such reasonable compensation that the organization shall pay for services actually rendered to the organization, or allowed by the organization as a reasonable allowance for authorized expenditures incurred on behalf of the organization.
2. No substantial part of the activities of the organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the American Organization of Teachers of Portuguese shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The organization shall not lend any of its assets to any officer or director of this organization or guarantee to any person the payment of a loan by an officer or director of this organization.

ARTICLE XI – Debt obligations and personal liability

No member, officer or Director of this organization shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this organization.

Article XII - Amendments to the Constitution

The constitution is subject to amendment. Any member who wishes to propose an amendment to the constitution will send his or hers proposal in writing to the President, Vice-President or Secretary. The Executive Board will then evaluate it on its next regular meeting. After reviewing it and if approved by the board, the proposal will be presented to the members for approval.

Article XIII – Dissolution

The duration of the American Organization of Teachers of Portuguese existence shall be perpetual until dissolution.

Upon the dissolution of the organization, assets of the organization shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The assets shall be distributed to VFP Foundation located at 7122 NW 74TH AVENUE, MIAMI, FL, 33166 contact ANDRE MARTINS telephones (786) 277-8173 - (786) 363-1062 or any other organization with the same or similar purposes of AOTP.

A Court of Competent Jurisdiction of the county, in which the principal office of the organization is then located, shall dispose any such assets not so disposed.