

Bylaws
Phi Sigma Iota International Foreign Language Honor Society

**ARTICLE I
NAME**

The name of this organization shall be Phi Sigma Iota International Foreign Language Honor Society, hereinafter referred to as the Society.

**ARTICLE II
MISSION**

The mission of the Society is

- ▶ the recognition of outstanding accomplishment in the study or teaching of a foreign language,
- ▶ an appreciation for diverse points of view, derived from the knowledge and use of a foreign language,
- ▶ the encouragement of a lifelong commitment to the study and promotion of foreign languages and cultures, and
- ▶ the pursuit of research in foreign languages and cultures.

Colleges and universities which grant baccalaureate or advanced degrees that support this mission may establish chapters with the Society. Undergraduate and graduate students and professionals of sound scholarship and character who support this mission may be elected to membership.

**ARTICLE III
MEMBERS**

The Society is a membership society with Active Members and Honorary Members ("Members") as set forth below. Unless otherwise designated, all references to meetings of Members and other related provisions within this Article shall apply to both Active and Honorary Members.

Section 1. Classes of Members.

Members shall meet the following minimum criteria for membership. Any chapter, at its discretion, may establish higher, more rigorous academic criteria.

A. Active Members. Collegiate or professional members who pay the national initiation fee shall be active Lifetime members of the Society.*

1. Collegiate Members. At the time of initiation, Collegiate members shall be students enrolled in undergraduate or graduate programs and pursuing a curriculum with a major/minor in:

- Foreign Languages, including Classics and ESL
- Comparative Literature
- Foreign Language Education

- Linguistics
- Second Language Acquisition
- Other interdisciplinary programs with a significant foreign language component.

a. **Undergraduate students** shall be enrolled in the institution represented by the chapter, have completed at least one course in a foreign language at the third-year level or its equivalent (fifth semester or seventh quarter), have completed 45 semester hours or its equivalent, have a minimum grade point average of 3.0 on a 4.0 scale, and rank in the top 35% of their class. If the institution does not calculate class rank, advisors must either make the calculations, or use a minimum GPA of 3.3 on a 4.0 scale as eligibility criteria. In cases where an institution does not offer a third-year course in a less commonly-taught language, the student may substitute a third-year or higher course in English on the target culture(s), such as history, cultural history, or literature in translation.

b. **Graduate students** shall be enrolled in a graduate program in one of the aforementioned programs, have attained a high degree of competence in at least one foreign language, have completed 12 semester hours of graduate work or equivalent, and have a minimum grade point average of 3.5 on a 4.0 scale.

2. **Professional Members.** Alumni of collegiate chapters shall be professional members. Others meeting the following criteria may be elected to professional membership: have made a distinctive contribution to the profession and (a) earned one or more degrees in foreign language and ranked within the top 35% of the class as undergraduates or 3.5 as graduate students and not been previously initiated into the Society, (b) earned one or more degrees qualifying them to work in the field and rank in the top 35% as undergraduates or 3.5 as graduate students, or (c) faculty of the university, after one academic year of teaching in that institution and having shown remarkable ability in their field as well as demonstrating support of the ideals of the Society .

B. **Honorary Members.** Honorary members shall be persons outside the field, excluding those who are employed in the field, who have made distinctive scholarly and research contributions to the study, use, or promotion of foreign languages and the ideals of the Society.

Section 2. Membership in the Society is open to qualified candidates including persons with disability, without regard to age, color, gender, national origin, race, religion, and/or sexual orientation.

Section 3. Privileges of Membership.

A. Active members shall have the right to vote, hold office, be elected as delegates to conventions, be elected or appointed to committees of the Society and the

chapters to which the members belong provided other uniform criteria are met, and shall have such other privileges as the Executive Board shall determine.

B. Honorary members shall have all the privileges of active members except the right to vote, hold office, or serve on committees.

Section 4. A member desiring to resign from the Society shall submit such resignation in writing to the Administrative Director.**

Section 5. Any member having resigned from membership may be reinstated upon application to the Administrative Director and upon meeting such uniform terms and conditions as may be established by the Executive Board.

Section 6.. Membership in the Society may be suspended or terminated by the Executive Board for just cause. Sufficient cause for such suspension or termination of membership may be violation of these Bylaws or any lawful rule or practice adopted by the Society or other conduct deemed by the Executive Board to be prejudicial to the best interests of the Society. A statement of the charges shall be sent by registered mail to the last recorded address of the member, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty days notice shall be given, and the member shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken by the Executive Board. The Executive Board may adopt such rules as may be necessary to assure due process to the member. The decision for suspension or termination shall be by a two-thirds vote of the Executive Board. A member suspended or terminated for just cause shall not be entitled to return of dues.

Section 7. The amount of any national dues, fees, and assessments for any class of membership in the Society shall be established by the Executive Board. The dues year shall coincide with the academic year.

*Wording change approved by chapter vote Dec. 2020 Original wording: ARTICLE III MEMBERS, Section 1 Classes of Members, A. Active Members “Collegiate or professional members who pay annual national dues shall be active members of the Society.” New wording: “Collegiate or professional members who pay the national initiation fee shall be active Lifetime members of the Society.

** Wording change approved by chapter vote Dec. 2020 Originalt wording: ARTICLE III MEMBERS, Section 4 “If a member fails to pay dues, fees, or assessments, active membership shall automatically terminate. A member may be reinstated by payment of required dues, fees, or assessments.”

New wording: Original wording in Section 4 will be eliminated; Section 5 will become new Section 4.)

Original ARTICLE III MEMBERS, Section 6 will become new Section 5.

Original ARTICLE III MEMBERS, Section 7 will become new Section 6.

Original ARTICLE III MEMBERS, Section 8 will become new Section 7.

ARTICLE IV OFFICERS

Section 1. The officers of this Society shall be the President, President-Elect, First Vice President, Second Vice President, and Secretary. To be eligible for nomination to any national office, a candidate shall have previous service as a Society officer, committee chair, committee member, or chapter advisor and shall have been an active member for a minimum of twelve months prior to nomination.

Section 2. Officers shall be elected by mail ballot. Each chapter of the Society shall have one vote. Completed ballots shall be postmarked no more than 45 days after distribution in order to be counted.

Section 3. Officers shall hold office for the following terms or until their successors are elected. The President-Elect shall be elected biennially in even years to serve a one-year term as President-Elect followed by a two-year term as President. The First Vice President shall be elected in even-numbered years to serve a two-year term. The Second Vice President and Secretary shall be elected in odd-numbered years to serve two-year terms. The term of office begins officially on January 1 following the election.

Section 4. No member shall be eligible to serve more than two consecutive terms in the same office. A member having served more than half a term shall be deemed to have served a term.

Section 5. Any elected officer may be removed for just cause. Sufficient cause for such removal may be violation of these Bylaws or any lawful rule, practice, or procedure adopted by the Society or other conduct deemed by the Executive Board to be prejudicial to the best interest of the Society. For removal of an elected officer for cause, it shall be necessary for the Executive Board to hold a formal hearing. A statement of the charges shall be sent by registered mail to the last recorded address of the officer, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty days notice shall be given, and the officer shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken. The Executive Board shall adopt such rules as may be necessary to assure due process to the officer. The decision for removal shall be by a super-majority vote of the Executive Board.

Section 6. Should the office of President become vacant, the President-Elect shall become President automatically, to serve for the unexpired term and for the term immediately following. In even years, the First Vice President shall fill the vacancy for the unexpired term. Should the office of President-Elect become vacant, it shall be filled by the First Vice President. The Executive Board shall fill any other vacancy in its membership by appointment.

Section 7. No member other than a Society employee shall receive compensation for service to the Society, unless specifically authorized by the Executive Board .

Section 8. The Executive Board may authorize reimbursement of expenses incurred in the performance of their duties for the Society and prescribe procedures for approval and payment of such expenses.

Section 9. At the discretion of the Executive Board, two student members may be added to the Executive Board. Nominations will be made by the Nominating Committee, and election will be by ballot of the convention or by mail ballot of the chapters.

ARTICLE V DUTIES OF OFFICERS

Section 1. The officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Society.

Section 2. The President shall preside at all meetings of the Convention, Assembly of Delegates, and Executive Board, serve as liaison to the Bylaws Committee, serve as an *ex officio* member of all Board committees except the Nominating Committee, and provide leadership of the Society on behalf of the members.

Section 3. The President-Elect shall preside in the absence of the President and fill any vacancy in the office of President, recommend appointments for expiring committee memberships to the Executive Board, and shall have such other duties as may be determined by the Executive Board to accomplish Society priorities.

Section 4. The First Vice President shall have such other duties as may be determined by the Executive Board to accomplish Society priorities.

Section 5. The Second Vice President shall have such other duties as may be determined by the Executive Board to accomplish Society priorities.

Section 6. The Secretary shall maintain a record of all proceedings of the Convention and the Executive Board and of all decisions made by mail ballots, develop an annual summary of Society activities and accomplishments for inclusion in the Society history, provide leadership for maintaining the policies and procedures manuals, and shall have such other duties as may be determined by the Executive Board to accomplish Society priorities.

ARTICLE VI MEETINGS

Section 1. Plenary meetings of the Society shall be known as Conventions. They shall be held at a time and place the Executive Board shall determine and at which time the Assembly of Delegates shall meet. They shall be held at least on a triennial basis.

Section 2. The Assembly of Delegates shall be the policy-making body of the Society, subject to these Bylaws and the laws of the state of incorporation. The voting members of the Assembly of Delegates shall consist of the voting members of the Executive Board and one delegate from each chapter. A quorum shall consist of a majority of the voting delegates registered for the Convention.

Section 3. The official call to Convention giving the time and place of the meetings of the Assembly of Delegates shall be announced on the Society's website at least one year in advance and the official call sent by mail to each chapter at least 90 days in advance of the Convention.

ARTICLE VII EXECUTIVE BOARD

Section 1. The Executive Board shall consist of the President, President-Elect, First Vice President, Second Vice President, Secretary, and Administrative Director. The Administrative Director shall be an ex officio member without vote.

Section 2. The Executive Board shall have general supervision of the Society between meetings of the Assembly of Delegates; shall develop governing policies that concern ends, executive limitations, board process, and board/Administrative Director relations; and is vested with full power to conduct all business of the Society between meetings of the Assembly of Delegates. The Executive Board shall be subject to the orders of the Society and none of its actions shall conflict with action taken by the Society. The Executive Board shall: appoint an Administrative Director who shall be chief administrator of the Society; cause to be bonded all officers and employees entrusted with property, real or personal, belonging to the Society; cause the financial reports of the Society to be examined annually and at the time shall determine what level of examination is needed; report budget policy and financial status to the Assembly of Delegates; review the reports of officers and committees of the Society and any recommendations and resolutions to come before the Assembly of Delegates and to make recommendations thereto; propose policies to the Assembly of Delegates for their consideration; adopt rules and regulations for the conduct of the affairs of the Society; and perform such other duties as are prescribed or permitted by the laws of the state of incorporation for an Executive Board or by these Bylaws and the policies adopted by the Assembly of Delegates.

Section 3. Regular meetings of the Executive Board shall be as annually scheduled.

Section 4. Special meetings of the Executive Board may be called by the President and shall be called upon the written request of a majority of the voting members of the Executive Board. Ten days' notice shall be given except for meetings that are called during a Convention. Business shall be limited to that which is stated in the call.

Section 5. A majority of the voting members of the Executive Board shall constitute a quorum.

Section 6. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, is signed by a majority of the Directors having not less than the minimum number of votes necessary to authorize or take the action at a meeting where all eligible directors were present and voted. Such consent shall have the same effect as a vote of the directors and may be stated as such in any articles or document filed with the state of incorporation.

ARTICLE VIII ADMINISTRATIVE DIRECTOR

The Administrative Director shall serve under the direction of the Executive Board as the chief executive officer of the Society. The Administrative Director shall implement policies and programs of the Assembly of Delegates and Executive Board; be

responsible for relations with chapters, members, and external groups; supervise and manage the offices of the Society and engage all employees; serve as custodian of properties, deeds, records, and archives belonging to the Society and hold, invest, and disburse monies according to policies established by the Executive Board; provide support for long-range planning; and coordinate and expedite work of the Assembly of Delegates, Executive Board, and national committees.

ARTICLE IX COMMITTEES

Section 1. Committees or task forces may be established either by the Executive Board or by the Administrative Director. The Chair and members of a Board Committee shall be appointed by the Executive Board with the exception of the Nominating Committee, which shall be elected. The Chair and members of an Operational Committee shall be appointed by the Administrative Director.

Section 2. The Committees of the Society shall include the following:

A. The Awards Committee shall review selection policies, review applications for awards, and select recipients. This is an Operational Committee.

B. The Bylaws Committee shall recommend to the Executive Board amendments to the Bylaws and shall review and approve Bylaws of individual chapters. This is a Board Committee.

C. The Editorial Committee shall recommend editorial policies, select editors, and make recommendations for fiscal policies regarding publications to the Executive Board. This is an Operational Committee.

D. A Nominating Committee of five shall be elected by mail ballot. Each Chapter shall be eligible to vote. Terms shall be for two years or until the successors are elected. Two members shall be elected in even-numbered years; three members shall be elected in odd-numbered years. Members of the Nominating Committee shall not serve consecutive terms. The Committee Chair shall be appointed annually by the Executive Board from among the five members. It shall be the responsibility of the Nominating Committee to propose at least one candidate for each office and any elective committee vacancy to be filled. A member of the Nominating Committee may not be nominated for any office or committee vacancy without resigning as a member of the Nominating Committee. This is a board committee.

Section 3. A vacancy in any committee other than the Nominating Committee shall be filled by the appointing authority.

ARTICLE X CHAPTERS

Section 1. Collegiate Chapters.

A. A chapter of the Society may be established in a college or university in the United States of America and its territories offering a baccalaureate or advanced degree as defined in Article II. The institution shall be fully accredited by its regional accrediting agency, and the program shall meet uniform criteria determined by the Executive Board.

B. International chapters may be established according to uniform criteria determined by the Executive Board.

C. A group desiring a charter for a collegiate chapter shall petition the Executive Board of the Society. The petition shall be approved by upper administration of the institution. The qualifications of such petitioning groups shall be examined by the Executive Board and, if approved, submitted to the chapters by mail ballot. A two-thirds vote of those chapters returning ballots by a date clearly specified on the mail ballot shall be required for a charter to be granted.

D. Chapter names shall be designated according to the Greek alphabet in order of chartering.

Section 2. Chapters in Good Standing. A chapter in good standing shall comply with these Bylaws, shall meet uniform criteria determined by the Executive Board, shall have filed all required reports with the Administrative Director, and shall be current in all financial obligations to the Society. The Executive Board shall apply uniform criteria to determine those chapters that are not in good standing. Only chapters in good standing shall be eligible to vote in a mail ballot or to have a delegate to the Convention.

Section 3. Chapters Not in Good Standing.

A. A chapter shall be declared inactive by the Executive Board in the event that (1) the institution at which the chapter is located fails to meet the requirements listed in Section 1 of this Article or (2) the chapter requests inactive status.

B. A chapter may be placed on probation by the Executive Board if it fails to meet the criteria for a chapter in good standing for two consecutive years.

C. A chapter may be suspended for cause by the Executive Board by a super-majority vote. Sufficient cause for such suspension may be violation of these Bylaws or any lawful rule or procedure adopted by the Society. Due notice shall be given by the Executive Board to the chapter in question by registered mail, and reasonable opportunity shall be allowed for the chapter to meet the requirements or correct infractions before final action to suspend is taken.

Section 4. Each chapter shall determine the number of meetings to be held during the year and report the same on the Chapter Annual Report.

Section 5. A chapter must have at least three elected officers representing the functions of President, Vice President, Secretary, Treasurer, and Editor. The elected officers comprise the Chapter Executive Committee.

Section 6. Any elected officer of the Chapter may be removed for just cause. Sufficient cause for such removal may be violation of the Chapter Bylaws or Society Constitution or any lawful rule, practice, or procedure adopted by the Chapter or other conduct deemed to be prejudicial to the best interest of the Chapter. For removal of an elected officer for cause, it shall be necessary for the Chapter Executive Committee to hold a formal hearing. A statement of the charges shall be sent by registered mail to the last recorded address of the officer, accompanied by notice of the time and place of the meeting at which the charges are to be considered. At least thirty days notice shall be given, and the officer shall have the opportunity to appear in person or to be represented by counsel and to present any defense to such charges before action is taken. The Chapter Executive Committee shall adopt such rules as may be necessary to assure due process to the officer. Upon a three-fourths affirmative vote, the Chapter Executive Committee shall recommend removal to the Society Executive Board. The Society Executive Board shall, by majority vote, approve or reject the recommendation of the Chapter Executive Committee either at the next meeting or through an electronic meeting.

Section 7. Collegiate chapters are encouraged to have chapter advisory councils. A chapter advisory council shall consist of two or more professional members, at least one of whom shall be a member of the faculty of the institution.

Section 8. Chapter dues shall be determined by the chapter.

Section 9. Election of Members. Nominations of candidates for collegiate membership shall be made by the Chapter Advisory Council or a qualified faculty advisor. Nominations of professional and honorary members may be made by a chapter. The slate of candidates for membership shall be affirmed by a two-thirds vote of the chapter.

ARTICLE XI PUBLICATIONS

Section 1. The official publication of the Society shall be called *The Forum*. It shall be published and distributed periodically as a communication link to the membership.

Section 2. Additional publications may be authorized by the Executive Board.

Article XII CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Society. Such authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by instrument in writing. When the Executive Board authorizes the execution of a contract or of any other instrument in the name of and on behalf of the Society, without specifying the executing officers, the President or Secretary may execute the same and may affix the corporate seal thereto.

Section 2. Loans. No loans shall be executed on behalf of the Society and no evidences of indebtedness shall be issued in its name unless authorized by the Executive Board. Such authority may be general or confined to specific instances. No loan or advance to or overdraft of withdrawal by an officer of the Society otherwise than in the ordinary and usual course of the business of the Society, and on the ordinary and usual course of the business or security, shall be made or permitted unless each such transaction shall be approved by a vote of two-thirds (2/3) of the Executive Board excluding any member involved in such transactions and a full and detailed statement of all such transactions and any payments shall be submitted at the next meeting of the Assembly of Delegates and the aggregate amount of such transactions less any repayments shall be stated in the next annual report to the Assembly of Delegates.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such officer or officers, agent or agents, of the Society and in such manner as shall from time to time be determined by the Executive Board.

Section 4. Deposits. All funds of the Society not otherwise employed shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Executive Board may select.

Article XIII INDEMNIFICATION

The Society shall have the power to indemnify any person who is or was a representative, officer, Executive Board member, employee, or agent of the Society or who is or was serving at the request of the Society as a delegate, director, officer, employee, or agent of another association, society, corporation, partnership, joint venture, trust, or other enterprise, to the full extent permitted by law. The Society may purchase and maintain insurance on behalf of such persons against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Society would have the power to indemnify him or her against any such liability. Such persons shall not be personally liable for monetary damages for any action taken unless the person has breached or failed to perform the duties of the office and the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Exception: The above shall not apply to the responsibility

or liability of a person pursuant to any criminal statute or the liability for the payment of taxes pursuant to Federal, State, or local law.

Article XIV FISCAL YEAR

The fiscal year of the Society is April 1 to March 31.

Article XV NET EARNINGS/ACTIVITIES/DISSOLUTION

Section 1. The Society is a nonprofit organization that will be financed under a general plan, which may include, without limitation, member dues and assessments, contributions from the general public, fund raising activities, loans and grants from third parties, and income from investments, as shall be deemed necessary and appropriate to further the purposes of the Society.

Section 2. The Society is organized exclusively for charitable educational purposes, including receiving and administering funds and making distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 3. Upon the dissolution of the Society, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner, or to such organization or organizations organized and operating exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Society is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Society may adopt.

ARTICLE XVII AMENDMENT OF BYLAWS

These Bylaws may be amended in any one of the following ways:

Section 1. An amendment approved by the Executive Board by majority vote may be adopted by the Assembly of Delegates by a two-thirds vote, provided that the amendment has been submitted in writing to the chapters 120 days before the meeting.

Section 2. An amendment approved by the Executive Board by a two-thirds vote may be adopted by the Assembly of Delegates by a three-fourths vote without notice to chapters.

Section 3. An amendment approved by the Executive Board by a two-thirds vote may be submitted to the chapters by mail ballot to be acted upon at a regular or special meeting of each chapter. Adoption shall be by a two-thirds vote of those chapters returning ballots by a date clearly specified on the mail ballot.

Section 4. An amendment approved by the Executive Board by a majority vote and by the Assembly of Delegates by a two-thirds vote without notice to chapters may be submitted to the chapters by mail ballot to be acted upon at a regular or special meeting of each chapter. Adoption shall be by a two-thirds vote of those chapters returning ballots by a date clearly specified on the mail ballot.