

BY-LAWS OF THE FLORIDA COUNCIL FOR THE SOCIAL STUDIES, INC.

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PREAMBLE

The Florida Council for the Social Studies, Inc. (the Council) is a professional organization of social studies educators and interested persons whose goal is the improvement of social studies instruction. The specific objectives of the Council are as follows:

- I. To provide educational leadership in Florida.
2. To promote research in the social studies.
3. To promote professional growth in social studies.
4. To improve the teaching of social studies.
5. To cooperate with regional and national organizations promoting the advancement of the social studies.
6. To recognize and reward individuals for their outstanding achievements in social studies.
7. To improve the quality of instructional materials used in the teaching of social studies.
8. To advocate for social studies with the Florida Legislature, school boards, and other local, state, and national organizations.

Article I - Location

The principal office of the corporation shall be located at the office of the Executive Director.

Article II- Membership

Section 1. Active Membership. Any person interested in furthering the purpose of the Council may become an active member of the Council upon registration at the annual conference or upon written application to the Executive Director, payment of the membership dues to the Council. Membership in the Council is to be for one (1) calendar year from the date of registration or the date the written application and dues are tendered, provided the approval of a majority of the Board of Directors, a condition subsequent, is secured.

Section 2. Dues. Dues in the Council as recommended by the executive director and approved by the Board of Directors shall be paid annually.

Article III - Organization

Section 1. Board of Directors. The governing body of the Council shall be a Board of Directors consisting of the President, First Vice-President, Second Vice President, Directors Emeritus, Executive Director, Treasurer, Parliamentarian, Recording Secretary, Historian, Committee Chairs; twenty-three elected members representing geographic districts previously established; twenty three alternate district representatives; six members elected at large representing elementary teachers, middle school teachers, high school teachers, university professors, private schools/charter school and county supervisors of social studies; and an alternate for each At-Large director.

The Board of Directors shall meet (in-person or virtual) a minimum of three times each year. A quorum of the Board shall consist of a majority of its voting members. The Board shall have full authority to act for the membership in all policy matters.

The term of office of the twenty-nine elected members of the Board shall be three years, with a two term limit. Directors who are appointed, rather than elected, shall serve for a term of two years, but may be reappointed for one additional term with the approval of the Board, except those who have been granted Director Emeritus status who shall serve for life. Terms begin and end at the Annual Meeting in October. Directors are to recommend an alternate to be appointed by the President to serve in the absence of the member. Alternates must meet the same qualifications for the position as the Board member they are representing.

Board members or their designated alternate must attend. Any member of the Board who is absent more than two board meetings without a written excuse acceptable to the Board and the Officers, or who is absent for three consecutive board meetings, will be dropped from the membership of the Board.

Ex-officio members of the Board shall include presidents of local councils in attendance, presidents of affiliated job-alike or associated organizations with parallel interests, and other such persons as the Board shall invite for the purpose of planning and communication.

The terms of all officers begin and end at the Annual meeting in October.

Section 2. President. The President, having been previously elected to the office of First Vice President shall serve a two-year term. The President shall be the Chairman of the Board of Directors and Chief Officer of the Council.

Section 3. First Vice-President. The First Vice President shall be elected for a two-year term and shall assume the duties of the President at the conclusion of the President's term at the annual meeting. In the event the President does not complete a full term, the First Vice President shall assume the office for the balance of the term. If the assumption of the presidency is for a period of more than one year, the term of office will conclude with the originally scheduled termination date for the presidency. If the assumed term is for less than one year, then the balance of the term assumed and the full two-year term of office will be completed.

Section 4. Second Vice President. The immediate past president, upon retirement, shall become Second Vice President for two years. If the First Vice-President assumes the duties of the Presidency, the Second Vice President will fill the office until a new First Vice President can be elected at the next regular election. If the Presidency is vacated during the first year of office, the newly elected First Vice President will assume the office immediately upon election. If the Presidency is vacated during the second year of office, the newly elected First Vice President will be installed and assume the office at the next annual conference.

Section 5. Recording Secretary. The Recording Secretary shall be appointed by the President and approved by the Board for a term of two years and shall record the proceedings of all meetings. The Recording Secretary shall provide the President and post for the Board of Directors with an accurate account of each regular Board Meeting, Management Committee Meetings, any special meetings, and the annual meeting within thirty days following each meeting.

Section 6. Executive Director. There shall be an Executive Director nominated by the Management Committee and elected by the Board of Directors for a term of three years, with the term beginning January 1 and ending December 31. He or she reports to the Management Committee. The Executive Director shall oversee the collection, disbursement and accounting for all monies of the Council. Expenditures shall be subject to the approval of the Board of Directors. The Executive Director shall have other such duties as directed by the Board of Directors and/or the Management Committee. He or she shall be compensated as recommended by the Management Committee and approved by the Board. Upon the recommendation of the Management Committee and three-fourths vote of the Board, employment may be terminated with sixty days' notice.

Section 7. Parliamentarian. A Parliamentarian shall be appointed by the President and approved by the Board for a two year term. Robert's Rule of Order shall prevail. The Parliamentarian shall assist the President in all matters concerning interpretation of the Articles of Incorporation and the By-Laws and recommendation for appropriate changes or additions to the By-Laws. He or she shall also be responsible for updating the Policies and Procedures document. The Parliamentarian shall be expected to attend all meetings of the Management Committee as well as the meetings of the full Board of Directors.

Section 8. Management Committee. The President, First Vice President, Second Vice President, one elected Director Emeritus for a three year term and one elected Board Member for a three year term (on the off year elections) shall comprise the Management Committee. Members cannot hold a paid position. **They shall be responsible for the day to day operation of the organization.** The Parliamentarian shall serve in an ex officio role on the Management Committee. A quorum of four is required when making decisions. The Management Committee shall approve recommendations made by the Executive Director regarding those to be employed and can terminate these personnel with a four-fifths vote.

Decisions of the Management Committee can be overturned by a three-fourths vote of the Board of Directors.

Section 9. Paid Personnel. The Board and/or Management Committee shall have the authority to hire and compensate personnel for the purpose of carrying out the main functions and goals of the Council. Paid personnel, with the exception of the Executive Director, report to the Executive Director. The term of employment begins January 1st and ends December 31st.

Section 10. Historian. A Historian shall be appointed by the President and approved by the Board for a term of two years. The duties of the Historian shall be to keep such permanent records of the activities of the Council as the Board shall deem appropriate.

Section 11. Conference Coordinator. A Conference Coordinator shall be recommended by the Executive Director and approved by three-fifths of the Management Committee for a three year term. The duties of the Conference Coordinator shall be to act as a liaison between the Board and the Conference Chairpersons, to assist with the establishment of conference budgets, and to provide assistance to the Conference Chairs in the planning and implementation of activities related to Council conferences. The Conference Coordinator shall be compensated as recommended by the Management Committee and approved by the Board. Upon the recommendation of four-fifths of the Management Committee, the term may be terminated with sixty days' notice.

Section 12. NCSS Liaison. An NCSS Liaison (Head Delegate) shall be appointed by the President and approved by the Board of Directors for a three year term. The duties of the NCSS Liaison include serving as Head Delegate at the NCSS Conference and to act as liaison between the Board and NCSS.

Section 13. Committees. The President shall appoint all members of Standing Committees for the Council as established by the Board of Directors. It shall be the responsibility of the President to appoint non-compensated Chairpersons. Ad hoc committees may be appointed by the President as the need arises. Chairpersons may select members of their committees subject to approval by the President and the Board of Directors.

Section 14. Elections. The office of the President shall be filled by the previously elected First Vice-President. A nominating committee of five members minimum to be chaired by the First Vice-President shall be appointed by the President and shall report nominees for the First Vice-President and Board of Directors. Additional nominations may be made from the floor or received by mail prior to the annual meeting. Within a period of 60 days after the adjournment of the annual meeting, an electronic mail ballot for all contested offices shall be sent to all active members. No person shall be nominated for office who shall not be a member of the Council in good standing at the time of the nomination.

Section 15. Vacancies. Vacancies, except in the office of President and paid personnel, shall be filled by the President, subject to Board approval, for the remainder of the unexpired term.

Section 16. Voting. The following Board members have voting privileges at Board Meetings: District Directors or their alternates, At-Large Directors or their alternates, Directors Emeritus, First Vice President, and Second Vice President. The President may vote only in case of a tie.

Section 17. Audits.

An internal audit by committee shall be conducted every three years or when an Executive Director or Treasurer leaves office which ever takes precedence. The committee shall be approved by vote of the Director Emeriti.

An external audit shall be conducted when the Board of Directors determines there is a need to review financial processes

Article IV - Meetings

The annual meeting of the Council shall be held in conjunction with its annual Social Studies conference. District and regional meetings may be held throughout the state when the Board of Directors and a local council or councils so desire. The Council may also cooperate with groups of social studies teachers in areas which do not have organized local councils.

Officers and Board Members shall be installed at the Annual Conference of the Council.

Officers, Board Members, ex-officio Board Members and Committee Chairpersons shall receive a minimum stipend as set by current board policy.

**Article V -
Affiliations**

Section 1. National Council for the Social Studies. The Council, upon recommendation of the Board of Directors and with the approval of the majority of the Council present at the annual meeting, may affiliate with the National Council for the Social Studies, in accordance with the National Council regulations.

Section 2. Local Councils. Local councils may affiliate with the Florida Council for the Social Studies, Inc. by written application to the Board through the President. Approval of the Board is required.

Section 3. Job-Alike Interest Groups and Organizations. The Council encourages the formation of, and affiliation with, state-wide, job-alike non-profit organizations with professional interest in the social studies and the teaching of the social studies. Any organization wishing to affiliate may make application to the Board of Directors in writing, and upon acceptance by a majority of the Board, the affiliated organization may send an ex-officio representative to the Board Meetings as provided for in Article III, Section I of the By-Laws.

Article VI -Amendments of the By-Laws

Recommendations for changes to the By-Laws may be submitted, in writing, by any member or group of members to the Parliamentarian for presentation to the Board of Directors at a regularly scheduled Board meeting. Voting changes shall occur at the next regularly scheduled meeting of the Board following the presentation, at which a quorum of the Board is established. Approval of changes requires a two-thirds vote of the members present and upon approval, shall become effective at the end of the next scheduled board meeting.

Article VII - Endowment Board

Section 1. The responsibility of the Endowment Board will be to (1) develop and implement fundraising strategies and, (2) collect and disburse funds for professional development beyond the scope of the regular operating budget. The Endowment Board is responsible for following the FCSS By-Laws and all guidelines developed by the Board of Directors, but will operate independently in the selection of programs and award of stipends or other monies to programs or individuals sponsored by the FCSS Endowment Fund.

Section 2. The Endowment Board shall consist of eight members. The President of FCSS, the Executive Director, three elected, and three appointed members. Three members shall be appointed by the President and approved by the Board of Directors for terms of one to three years originally, and for three year terms thereafter. All appointed members must satisfy one of the following requirements: a former President, a Director Emeritus, or a former Executive Director of FCSS. Three members shall be elected by the FCSS Board of Directors for one, two and three year terms respectively and for three year terms thereafter.

Section 3. The Endowment shall be a categorical fund within the FCSS accounting process with expenditures-authorized by the Endowment Board. The Executive Director is required to report the status of the Endowment Fund quarterly, and full accounting of receipts and expenditures annually.

Section 4. The Endowment Board shall receive all interest income generated by the FCSS in the twelve months preceding the budget meeting. All contributions solicited for or by the Endowment Board shall remain in the Endowment Fund and separate from other FCSS monies.

Section 5. Liquidation: Should the Endowment Fund be terminated, the procedure for use of all remaining monies will follow the guidelines in the FCSS Articles of Incorporation.

Section 6. Implementation. Fiscal provisions of Sections 1-5 took effect upon approval of this amendment. The Endowment Board was constituted at the September, 1995 FCSS Board Meeting and members assumed office immediately following the annual meeting in October, 1995.