

BYLAWS
OF
MINNESOTA COUNCIL FOR THE SOCIAL STUDIES

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be Minnesota Council for the Social Studies. It shall be a nonprofit organization under the laws of the State of Minnesota and any other states in which it shall function.

Section 2 – Purpose: The Minnesota Council for the Social Studies is organized exclusively for educational purposes.

The purpose of this corporation shall include the following:

To promote the teaching of the social studies; to encourage research, experimentation, and investigation; to facilitate professional discussions and programs; to sponsor the publication of articles, reports, and surveys; and to integrate and support the efforts of all those who have similar purposes.

ARTICLE II – OFFICES

Section 1 – Registered Office: The registered office of the Minnesota Council for the Social Studies (the “Corporation”) in the State of Minnesota shall be as stated in the Articles of Incorporation of the Corporation, or such other place within the State as the Board of Directors shall designate from time to time.

Section 2 – Principal Office: The principal office of the Corporation shall be at such place as the Board of Directors shall designate. The business of the Corporation shall be transacted from the principle office, and the records of the Corporation shall be kept there.

Section 3 – Other Offices: The Corporation may have such other offices within and without the State of Minnesota as the Board of Directors may determine.

ARTICLE III - MEMBERSHIP

Section 1 – Membership: The Corporation shall have members as defined by Minnesota Statutes Chapter 317A, as amended, supplemented or replaced. Membership shall be open to all interested persons. Membership terms shall be one year.

Section 2 – Affiliated Persons: The Board of Directors may establish classes of persons affiliated with the Corporation. Such persons may be referred to as members but shall not be considered members of the Corporation within the meaning of Minnesota Statutes 317A and shall have no vote on any matter before the Corporation. The Board may

establish annual dues payable by persons affiliated with the Corporation and such other rules pertaining to such persons as the Board may from time to time determine.

Section 3 --Membership Dues: The Board of Directors may establish membership dues.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The board is responsible for the general management including overall policy and direction of the organization. The affairs of the organization shall be overseen by the Board and managed by the executive committee, which may delegate responsibility of day-to-day operations to staff and committees. The board shall have from 5-25 members, as it shall determine from time to time.

The Board of Directors shall secure members, formulate policy, consider progress reports from chairpersons of the standing and special committees, ratify appointments made by the President to fill vacancies, conduct other business of the organization not specifically assigned to others.

Section 2 – Terms: All board members are elected by the general membership and shall serve three-year terms and be eligible for re-election. To stagger terms of the board of directors, $\frac{1}{3}$ of the members of the board of directors shall be elected at each annual meeting.

Section 3 -Officers: The Officers shall consist of the President, President Elect, Vice President, Immediate Past President, Secretary, and Treasurer. Officers shall serve two-year terms and serve on the Executive Committee. Members must serve one year on the Board of Directors before they are eligible for election as Officer. Officers may complete remaining year of three-year general membership term at the completion of the term as officer.

Section 4 - Other Members: The remaining members of the Board of Directors shall represent teachers from elementary and secondary public and private schools , education organizations, and teacher education institutions. Members will be sought to ensure geographical, grade level, discipline, and diverse experience representation. If a vacancy in the Board of Directors occurs, the remaining Board of Directors may choose a successor.

Section 3 – Resignations, terminations, and absence: Resignation from the board shall be in writing to the President. A board member may be removed for unexcused absences or other reasons by a majority vote of the remaining directors.

Section 4 – Compensation: Directors shall not receive compensation for services as a Director. However, Directors shall be entitled to reasonable compensation for services rendered to the Corporation in any other capacity. The organization may reimburse any Director for reasonable expenses included in connection with service on the board.

Section 5 – Conflict of Interest: The Board of Directors shall maintain a conflict of interest policy that shall be consistent with Minnesota Statutes Chapter 317A but may be more stringent. A copy shall be provided to each new board member.

ARTICLE V – MEETINGS

Section 1 – Annual Meeting: The general membership shall meet annually, at a time to be determined by the board, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. Notice of the annual meeting will be provided a minimum of two weeks before the meeting.

Section 2 – Regular Meetings: In addition to the annual meeting, the Board shall meet as frequently as it deems appropriate and at such places as determined by the President or his or her designee. The Board shall meet at least twice yearly.

Section 3 – Notice: Board meetings require that each member receive advanced notice. Notice may be delivered via the postal service or the internet or by telephone.

Section 4 – Special Meetings: Special meetings of the board may be called at any time by the executive director, president, or three members of the board of directors. Notice of special meetings shall be provided at least two days before the date of the meeting, except where special circumstances require less than a two day notice.

Section 5 – Electronic meetings: The board of directors may permit any director to participate in a regular or special meeting of the board of directors or a committee thereof through the use of any means of remote communication as defined in Minnesota Statutes 317A. Such director is deemed to be present in person at the meeting.

Section 6 – Quorum; Voting: A quorum at all meetings of the board of directors shall consist of 40% of the directors. A quorum is required for business transactions to take place and motions to pass.

Section 7 – Manner of Acting: A simple majority of the votes cast by Board members at a meeting at which there is a quorum shall be necessary for passage of a motion, unless otherwise required by state or federal law.

Section 8 – Action without a meeting: Any action that can be taken at a meeting can be taken without a meeting when action is authorized in writing and approved by a majority of the members of the board.

Section 9 – Rules of Procedure: The Board of Directors may adopt or establish rules of procedure for conducting meetings provided such rules are not inconsistent with the Articles, the Bylaws, or Minnesota law.

ARTICLE VI - OFFICERS

Section 1 – Officers of the Board: The Officers of the Board of Directors must be Directors of the Corporation shall include the President, President-Elect, Vice President,

Immediate Past President, Secretary, and Treasurer and other officers as deemed necessary by the Board of Directors.

The President of the Board shall serve a term of two years and shall preside over all meetings of the Board of Directors and perform such other duties as may be prescribed by the Board of Directors, consistent with Minnesota Statutes Chapter 317A.

The Past President shall serve a one year term and may perform the duties of the President in the President's and President Elect's absence and in the case of a vacancy in the office of President.

The President Elect shall serve a one year term and shall succeed to the office of president at the completion of the President's term provided that he or she was elected to this office and had not succeeded to this office via appointment. In such cases an election shall be held for the offices of President and President Elect. The President Elect shall perform the duties of the President in the President's absence and in the case of a vacancy in the office of President.

The Vice President shall be a term of two years. In the event of a vacancy in the office of the President Elect, the Vice President shall succeed to that office for the remainder of that term.

The Secretary shall have a term of two years. The Secretary shall keep a record of the transactions of the meetings of the Board of Directors and membership meetings. The Secretary shall deposit all records of the organization at a place designated by the Board of Directors. The Secretary shall give assistance to the President in handling and recording of correspondence.

The Treasurer shall be a term of two years and shall keep accurate financial records and manage financial transactions for the Corporation and perform other duties as determined by the Board of Directors and shall render a financial report at each meeting of the Board of Directors and make financial information available to board members and others as required by law. The Treasurer is responsible for the annual tax return, business registrations, and other required reports.

Section 2--Operating Officers: Operating Officers need not be Directors of the Corporation and shall hold office at the discretion of the Board of Directors.

ARTICLE VII – COMMITTEES

Section 1 – Executive Committee: The officers serve as the members of the executive committee. Except for the power to amend the articles of incorporation and bylaws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The executive committee shall develop organization rules, policies and procedures, as deemed appropriate, in accordance with state and federal law.

Section 2 - Standing Committees:

- a *Communication Committee* shall manage all print and online communication between members and Directors, including information about professional development opportunities and issues.
- b *Elections Committee* will include officers not running for reelection, shall manage annual elections.
- c *Finance Committee* includes Treasurer and other Directors and is responsible preparing, presenting, and monitoring the annual budget, and finance policy development and enforcement.
- d *Membership Committee* shall recruit members, maintain membership records, affiliation and conference registration
- e *Program Committee* shall manage annual conference and other professional development opportunities.

Section 3 – Committee formation: The board may create other committees as needed and as consistent with Minnesota Statutes Chapter 317A. The President of the board appoints all committee chairs.

ARTICLE VIII – AMENDMENTS

These bylaws may be amended by two-thirds of the directors present at any meeting of the board at which a quorum is present. Proposed amendments must be submitted to the President to be included with the board announcements a minimum of one week before the board meeting.

CERTIFICATION

The undersigned, as Secretary of the Corporation, a Minnesota nonprofit corporation, hereby certifies that the foregoing Bylaws of the Corporation were adopted by resolution of the Board of Directors on the ____ day of _____, 2013.

Secretary

Date