

BYLAWS OF THE COLORADO COUNCIL FOR THE SOCIAL STUDIES
A Colorado Nonprofit Corporation

ARTICLE I
Names and Officers

Section 1. Name

The name of corporation shall be The Colorado Council for the Social Studies, also referred to as CCSS.

Section 2. Registered Office and Agent

The Board of Directors shall designate the registered office of the corporation and the registered agent.

Section 3. Principal Office

All books and records of the corporation shall be housed and shared electronically. The Secretary will provide an electronic copy of relevant documents to the President annually. The President will house relevant hard copies for the organization.

ARTICLE II
Organization and Purpose

Section 1. Purpose

The purpose of CCSS is to coordinate, promote, develop, and maintain quality social studies programs at all levels of educational instruction in the state of Colorado.

Section 2. Organization

CCSS is organized as a nonprofit corporation under the laws of the State of Colorado.

Section 3. Affiliation

CCSS is affiliated with the National Council for Social Studies and may affiliate or cooperate with other educational organizations or entities whose purposes are consistent with the purpose of CCSS, and which affiliation would not defeat or hinder the tax-exempt status of CCSS.

ARTICLE III
Membership

Section 1. Eligibility

- A. Individual membership in the organization shall be open to certified teachers, professors, school administrators and other individuals whose formal training or interest is in social studies.
- B. Affiliate or organizational members shall be open to those entities supportive of social studies.

Section 2. Dues

The Board of Directors shall establish the dues to be paid by each member. The membership year begins when dues are paid. Renewal of membership, thereafter, shall be on the anniversary date of original membership.

Section 3. Voting Rights

No member shall be entitled to vote until that member's dues have been paid in full. Each member of each class shall be entitled to one vote on each matter submitted to a vote of members.

ARTICLE IV**Meeting of Membership****Section 1. Annual and Special Meetings**

- A. An annual meeting of the membership shall be held at the annual conference as designated by the Board of Directors. Special meetings may be called from time to time by the Board of Directors or be requested by two-thirds of the total membership.
- B. Notice of annual or special meetings shall be delivered to the membership not less than ten days or more than fifty days before the date of the meeting.
- C. Notice shall set forth the purpose, date, time, and place of the meeting.
- D. Notice of such annual or special meetings shall be sent electronically and shall appear in periodic publications, newsletters and on the website.

ARTICLE V

Board of Directors

Section 1. Powers

The Board of Directors shall manage the affairs of the corporation through strategic planning, financial oversight, and policy development.

Section 2. Numbers and Composition

The Board of Directors shall consist of up to twenty elected members, including four officers, the immediate Past President, Legislative Liaison, two Higher Education Representatives, NCSS Delegate, and up to seven at-large Directors. The Colorado Department of Education (CDE) Social Studies Content Specialist shall serve as a voting *ex officio* member. The Board may invite organizational representatives to serve *ex officio*.

The Board of Directors shall have the responsibility of establishing representation from different parts of the state.

Section 3. Duties

The Board of Directors shall make all rules and policies governing the conduct and management of the corporation which it deems advisable and which are not in conflict with the purposes of the corporation, its Articles of Incorporation, and of these Bylaws.

- A. Directors shall attend all Board of Directors meetings. If a Director is unable to attend a meeting, they shall notify the President in advance.
- B. The Board shall promote and seek new membership for the Council.
- C. The Board shall coordinate the dissemination of Council information to the membership, and solicit and communicate membership needs to the Board of Directors.
- D. The Board shall review and approve new or revised fiscal and governance policies.
- E. The Board shall review and approve the budget of the organization annually.
- F. The Board or an appointed finance committee shall review financial reports quarterly, at a minimum, and monthly, if possible.
- G. The Board shall review and approve every audit (see Article VI Section 3)

Section 4. Term of Office

Directors shall serve terms of two years, with half of the directors being elected on the alternate year. All elected Board members may serve successive terms, but none may serve more than two consecutive terms in a particular office. An individual Director shall hold no more than one elected office at a time.

Section 5. Conflict of Office

Board members shall be required to disclose all material facts and relationships and refrain from voting on any matter in which they have a conflict of interest.

Section 6. Resignation and Removal

Any Director may resign at any time by giving written notice of resignation to the Board of Directors. Any Director may be removed from office, without cause, by a majority vote of the Board of Directors. Absences exceeding 50% of Board meetings annually may be cause for dismissal from the Board.

Section 7. Vacancies

A vacancy on the Board of Directors shall be filled by appointment by the majority of the remaining Directors. Persons so appointed shall serve until the next regular election and until a successor is elected and qualified.

Section 8. Meetings

The Board of Directors shall hold no fewer than four regular meetings annually, each at such date, time, and place as the Board of Directors may designate. The President or any two Directors may call special meetings of the Board of Directors.

Section 9. Notice of Meetings

Notice of regular or special meetings of the Board of Directors shall be delivered electronically to each Director at least five days prior to the date of such meetings, and shall designate the date, time, place, and agenda of such meetings.

Section 10. Quorum

Six members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present at such meeting, those present shall adjourn and reschedule the meeting.

Section 11. Conduct of Meetings

The President shall serve as the chairperson of the Board of Directors and shall preside over its meetings. The act of the majority of the Directors representing a quorum at any such meeting shall be deemed the act of the Board of Directors. The Board will follow Robert's Rules of Order.

Section 12. Decisions Made Outside of Board Meetings

Any action required or permitted at any meeting of the Board of Directors may be taken without a meeting if the Executive Committee (President, Vice President, Secretary, and Treasurer) agrees unanimously. Any electronic decisions made by the Board or the

Executive Committee outside of the regular meeting shall be affirmed at the next scheduled meeting of the Board of Directors and recorded in the minutes.

Section 13. Committees

The Board of Directors may create standing or temporary committees made up of members or Directors, or both, as appointed by the Board of Directors. The Board of Directors may invest such committees with powers as the Board deems proper.

- A. Standing Committees may include a Nominating Committee, Budget Committee, and Conference Committee.
- B. No officer shall chair the Nominating or Budget Committee.
- C. Committees shall keep minutes of their meetings and record their transactions and shall report to the Board of Directors or President upon request. The committee minutes shall be filed with the Secretary.

Section 14. Compensation

Directors shall receive no compensation for their services, but this shall not preclude compensation for services to the corporation rendered in a capacity other than Director, as may be approved by the Board of Directors. Board members may receive reimbursement for board-related expenses, as provided in the budget, including those incurred in attending meetings and otherwise performing their duties as Directors.

ARTICLE VI

Officers

Section 1. Designation

The officers of the corporation and Executive Committee of the Board shall be designated as President, Vice President, Secretary, and Treasurer. The Board of Directors may designate such other additional officers, as it may deem necessary. An officer shall hold no more than one elected office at a time.

Section 2. Terms of Office

The President and the Secretary shall serve terms of two years, each being elected in even years. The Vice President and Treasurer shall serve terms of two years, each being elected in odd years. No officer may serve more than two consecutive terms in a particular office. Officers are limited to a total of eight years as a member of the Executive Committee, but may serve as a Director thereafter.

Section 3. Duties of Officers

- A. The President shall serve as the chairperson of the Board of Directors and shall preside at all meetings of the members and Board of Directors. The President shall be the chief executive officer of the corporation, and shall have general supervision and management of the routine affairs of the corporation, subject, however, to the

control, when exercised, of the Board of Directors. The President shall make periodic reports to the Board of Directors and perform all other duties that are incidental to the office or are properly required of the Board of Directors.

- B. The Vice President shall perform all duties as may be properly required by the Board of Directors or the President. In the event of the absence, removal, or inability of the President to serve, the Vice President shall exercise and perform the functions of the President.
- C. The Secretary shall keep accurate minutes of all meetings of the members and the Board of Directors, and shall have charge of the records of the corporation. The records of the Secretary shall be transferred to the incoming Secretary at the end of term.
- D. The Treasurer shall have custody of all monies of the corporation and shall keep regular books of account.
 - 1. The Treasurer shall be responsible for the disbursement of corporate funds as may be ordered by the Board of Directors or the President, and shall render an account of all transactions.
 - 2. The Treasurer shall report to the Board of Directors concerning the financial condition of the corporation and shall perform all duties incidental to the office or as the Board of Directors or President may properly require.
 - 3. The Treasurer shall be responsible for securing periodic audit of the corporation's financial records by a person other than a member of the Board of Directors as requested by the Board or upon request of two-thirds (2/3) of the total membership.
 - 4. The Treasurer shall serve as a member of the Budget Committee.
 - 5. The Treasurer shall file appropriate reports to the state, file state and federal income tax returns, and provide official documentation to the Board.

Section 4. Officers' Bond

The officers of the corporation, or any of them, shall, if required by the Board of Directors, give bond for the faithful performance of their duties. Such bonds shall be in sums and with such sureties as the Board of Directors may require. The corporation shall pay the premium on such bond. The Board of Directors may secure liability insurance for the Board of Directors.

ARTICLE VII

Elections

Section 1. Officer and Director Nominations

A slate of nominees shall be presented to the Board of Directors and membership on an annual basis. Members shall be made aware of the nominations procedures through the council newsletter and website.

Section 2. Officer Eligibility

Any member of the corporation in good standing for at least two years shall be eligible to run for any office.

Section 3. Election Procedures for Officers

The President, Vice President, Secretary and Treasurer shall be elected by the membership-at-large. Upon being elected, they shall automatically become directors of the corporation.

Section 4. Election of Directors

Directors shall be elected by the members.

Section 5. Voting

Members shall vote electronically for Officers and Directors. Ballots for elections shall be sent by a date determined by the Board of Directors. All such ballots shall be returned by a date determined by the Board of Directors. The ballots shall be counted by an officer designated by the Board of Directors.

Section 6. Certification of Election Results

The Board of Directors shall certify the results of the election and shall notify the candidates of those results.

Section 7. Assumption of Office

Elected officers and Directors shall take office on a date determined by the Board of Directors, and serve until a successor shall have been qualified and elected.

ARTICLE VIII**Financial Oversight****Section 1. Fiscal Year**

The fiscal year of the Colorado Council for the Social Studies shall begin on the first day of July each year and end on the thirtieth day of June each year.

Section 2. Statement of Compliance as a Charitable Organization

The corporation shall be exclusively a charitable, scientific and educational corporation within the meaning of Section 501(c)3 of the Internal Revenue Code.

- A. The corporation will not devote any substantial part of its activities to the carrying on of propaganda or otherwise attempting to influence legislation; or participate or intervene, by the publication or distribution of statements or otherwise, in any political campaign on behalf of any candidate for public office.
- B. The corporation will not engage in any activity that bestows pecuniary or economic benefit to directors, members, sponsors, or any other related parties.
- C. The corporation will not engage in activities that present a conflict of interest between individuals and outside interests.
- D. The corporation will file all required taxes and documents to the IRS in a timely fashion.

Section 3. Financial Policies and Procedures

The financial integrity of the corporation will be maintained.

- A. The Treasurer shall keep accounts in an accurate manner and provide reports to the Board of Directors for inclusion in the meeting minutes.
- B. The Treasurer shall provide monthly copies or access to the bank statements to the President.
- C. The Treasurer may make reasonable purchases necessary to the running of the organization upon approval of the Executive Committee.
- D. There shall be two signatures on expenditures of \$250 or greater. Signatories shall include the Treasurer, President, or Vice President.
- E. Electronic transfers of \$250 or greater shall be approved by the Executive Committee.
- F. Expenditures over \$250 must be approved by the President with notification to the Board.

- G. There shall be an annual financial review performed by an objective third party unaffiliated with the Colorado Council for the Social Studies.

ARTICLE IX

Dissolution

In the event that the Colorado Council for the Social Studies is dissolved, its assets shall be transferred to the National Council for the Social Studies.

ARTICLE X

Amendments

The Board of Directors shall be empowered to amend, supplement, repeal, or reenact the Bylaws of the Corporation by an affirmative vote of a majority of the Directors present at any regular or special meeting of the Board of Directors.

Date of Final Approval of Revised Bylaws: May 9, 2015