

**THE NORTH CAROLINA COUNCIL FOR THE SOCIAL STUDIES
BY-LAWS**

ARTICLE I. OFFICES

- 1.1 Principal Office.** The principal office of the Corporation shall be located at such place as the Board of Directors may fix from time to time.
- 1.2 Registered Office.** The registered office of the Corporation required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
- 1.3 Other Offices.** The Corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

ARTICLE II. BASIC POLICIES

2.0 Purposes of the Corporation:

We, The North Carolina Council for the Social Studies (NCCSS), support the concept of promoting higher ethical standards and better human relationships for all people. The purposes of the Council shall exclusively be:

- A. To improve general education in the State of North Carolina;
- B. To encourage excellence in social studies instruction in the schools;
- C. To work cooperatively with the schools, colleges, and universities, and other educational agencies of the state to promote more effective social studies programs;
- D. To promote social studies awareness among the general public;
- E. To serve the members of The North Carolina Council for Social Studies (NCCSS) by providing support to social studies educators across the state of North Carolina;
- F. To collaborate with other professional groups to enhance social studies connections in North Carolina;
- G. To publicize and promote the importance of the social studies in the curriculum of North Carolina Schools;
- H. To ensure that all North Carolina students develop skills and appreciation of social studies from the global to local perspective in order to become more productive citizens in today's changing world;
- I. To uplift the study and integration of social studies within the curricula for all students;
- J. To speak on behalf of social studies issues at every available opportunity; and
- K. To offer teachers professional development through an annual social studies conference.

ARTICLE II. BASIC POLICIES - CONTINUED

2.1 Financial:

2.1.1 Dues:

Annual dues for membership shall be decided upon by the Executive Board. (Refer to Article IV. Organization for the composition of the Executive Board)

2.1.2 Funds Received:

To channel any and all funds received by the Corporation to enable The North Carolina Council for the Social Studies and any or all Associates to fulfill the purposes set forth in the By-Laws and Charter of this Corporation.

2.1.3 Scholarships/Grants:

To provide a program of scholarships and grants to members. The Corporation, through the appropriate committee(s), will coordinate and conduct:

- (1) Teacher classroom grants program,
 - (2) Student teacher scholarships program, and
 - (3) Solicit and screen nominees for elementary, middle, and secondary Social Studies Teachers of the Year Program, then arrange for the final selections.
 - (4) Any other program(s) determined by the Board of Directors
- Discreet accounting will be required for all such funds.

2.1.4 Net Earnings:

No part of the net earnings shall inure, in whole or in part, to the benefit of, or be distributable to its members, directors, officers or other private person, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the By-Laws and Charter of this Corporation.

2.1.5 Financing:

To borrow money, to issue bonds, debentures, note or obligations of the Corporation, and to secure the same by mortgage pledge, deed of trust or otherwise, and to sell, or otherwise dispose of, any and all such bonds, debentures, notes or obligations in such manner and upon such terms as the Executive Committee may deem advisable.

2.2 Use of the name of the Corporation:

The name of this organization shall be The North Carolina Council for the Social Studies shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the Corporation.

ARTICLE III. MEMBERSHIP

3.1 Regular members:

Annual membership fees are required to be paid in advance in order to be classified as a regular member. Any person whose membership dues have been paid shall be eligible for membership benefits and to hold office in the The North Carolina Council for the Social Studies.

3.2 Student Members:

Student memberships may be provided for by the Executive Board.

3.3 Honorary Members:

Honorary members are those persons upon whom such membership status has been conferred by the Executive Board.

3.4. Rights of Members:

Active members (defined as members whose dues are current) shall have the right to vote and transact business matters in the annual meeting and any called meeting, provided the called meeting has been properly called and notice provided.

ARTICLE IV. ORGANIZATION

4.1 Governing Body:

The governing body for The North Carolina Council for the Social Studies shall consist of the membership acting in annual and called meetings.

4.2 Executive Board:

The Executive Board shall be composed of the following five (5) officers:

- President
- Past President
- President Elect
- Secretary
- Treasurer

In addition, those serving in the following appointed positions shall be *non-voting* members of the Executive Board:

- Editors of the Council publications
- Membership Chairperson(s)
- A representative of the N.C. State Department of Public Instruction.
- Any other appointed position(s) as deemed necessary by the Board of Directors.

The Executive Board shall have power to act for and on behalf of The North Carolina Council for the Social Studies in all business matters and affairs of the Corporation during the period of time between Annual Meetings.

ARTICLE IV. ORGANIZATION – CONTINUED

4.2 Executive Board - continued:

The Executive Board shall be authorized to appoint such committees as they may deem necessary to carry out their responsibilities pursuant to these By-Laws.

The Executive Board shall have authority to install or remove officers, directors, or staff. It shall be the function of the Executive Board to affix their signatures to legal documents when the signatures of the Executive Board are required.

4.3 Board of Directors:

The currently serving Executive Board, consisting of five (5) elected officers, (Refer to Section 4.2 above), nine (9) Directors who are representative of a variety of geographic areas and professional responsibilities and three (3) appointed Directors of the North Carolina Council for The Social Studies shall, meeting and acting together constitute the Board of Directors of The North Carolina Council for the Social Studies.

In their capacity as Directors they shall have the duties and responsibilities attendant to Directors, subject however to the limitations set forth in the Charter (Articles of Incorporation) and By-Laws of the Corporation.

The Board of Directors shall not have power, except as expressly authorized by the Membership at the Annual Meeting or a duly called meeting, to purchase or sell or encumber any real or personal property or to amend the By-Laws or Charter (Articles of Incorporation) of the Corporation.

4.4 Corporate Officers:

The Executive Board (excluding the appointees), shall constitute the Corporate Officers of The North Carolina Council for the Social Studies. The President shall, whenever required by law or practice, serve as the President of the Corporation, having however only such express powers as are granted by The North Carolina Council for the Social Studies, and having no power absent such express authorization to bind the Corporation in any matter or act for it. In a similar manner and subject to the same limitations, the President-Elect shall be authorized to act as the Vice-President. The President and Vice President of the Corporation will be required to sign all contracts, deeds, mortgages and other instruments when authorized to do so by the Membership at the Annual Meeting or at a duly called meeting. The elected officers of the Corporation shall consist of a President, a President-Elect, the immediate Past President, a Secretary, and a Treasurer.

4.5 Elections:

4.5.1 Elections Committee:

An Elections Committee composed of three (3) Directors appointed by the President shall make nominations for membership on the Executive Board. Names of the members of this Elections Committee shall be made known to the membership for nominee suggestions.

ARTICLE IV. ORGANIZATION – CONTINUED

4.5 Elections - continued:

4.5.1 Elections Committee - continued:

There shall be no fewer than two (2) nominees for each position on the Executive Board, with the exception of the offices of Secretary and Treasurer, for which there may be only one (1) nominee. Elections for the Executive Board shall be held at the annual conference and certified by the Elections Committee at the next Executive Board meeting. The Executive Board is authorized to take action to resolve ties in the election of Officers and Directors.

4.5.2 Term of Office:

The five (5) officers shall serve for a term of two (2) years. No officer shall be eligible to succeed himself/herself for a second term. This limitation shall not apply to the Secretary and Treasurer. The Directors shall serve for three (3) year staggered terms. No Director shall be eligible to succeed himself/herself for a second term. The appointed Directors shall serve for three (3) year terms and each shall be able to succeed themselves.

Vacancies shall be filled by appointment by the President at such time as the President deems appropriate and after a suitable and willing candidate has been found; such appointed members shall serve for the remainder of the unexpired term.

4.5.3 Unexpired Term:

Unexpired terms shall be filled by the President at such time as the President deems appropriate and after a suitable and willing candidate has been found. At every Annual Meeting of The North Carolina Council for the Social Studies, The North Carolina Council for the Social Studies shall elect a Director (or no Director if the decision is made to wait until the next election to fill a vacancy) in place of each Director whose term has expired. Directors shall serve three (3) year terms. Directors may not serve successive terms unless he or she has been appointed to serve an unexpired term.

4.5.4 Resignation:

A Director or Officer may resign at any time by communicating his/her resignation in writing to the President.

4.5.5 Removal:

A majority of the Executive Board then in office may, by majority vote, remove for cause any Director.

ARTICLE IV. ORGANIZATION - CONTINUED

4.5.6 Vacancies:

The President shall make appointments to fill any vacancies that occur on the Executive Board at such time as the President deems appropriate and after a suitable and willing candidate has been found.

ARTICLE V. MEETINGS

5.1 Annual Meeting:

The Annual Meeting of the Corporation shall be held in conjunction with the Annual North Carolina Council for the Social Studies Conference. The Executive Board will provide, by resolution, the time and place of the Annual Meeting of the Corporation.

5.2 Called Meetings:

Meetings may be called at the discretion of the Executive Board or upon receipt of a petition of ten (10%) percent of the membership.

5.3 Executive Committee Meetings:

The Executive Board shall meet regularly four (4) times a year in April, August, November, and January. Additionally, the Executive Board shall meet during the Annual Social Studies Conference at times and locations designated by the President. The meetings shall be held at the principal office of the Corporation, or such place as may be established by the Executive Board.

In addition, the Executive Board may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

5.4 Special meetings:

Special meetings of the Executive Board may be called by or at the request of the President. Such a meeting may be held either within or without the State of North Carolina, as fixed by the President calling the meeting.

5.5 Notice of meetings:

Regular meetings of the Executive Board may be held without notice. The President calling a special meeting of the Board shall, at least two (2) days before the meeting, shall give or cause to be given notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the President to a later time without further notice.

ARTICLE V. MEETINGS CONTINUED

5.6 Waiver of notice:

Any Officer or Director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Officer or Director entitled to the notice, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

A Director's or Officer's attendance at or participation in a meeting waives any required notice of such meeting unless the Director or Officer, at the beginning of the meeting, waives any required notice of such meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5.7 Quorum:

Unless the Charter (Articles of Incorporation) or these By-Laws provide otherwise, a majority of the number of Officers and Directors fixed by or pursuant to these By-Laws or by resolution of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Board, or if no number is so fixed, the number of Officers and Directors in office immediately before the meeting begins shall constitute a quorum.

5.8 Manner of Acting:

Except as otherwise provided in the Articles of Incorporation (Charter) or these By-Laws, the affirmative vote of a majority of the Executive Board present and voting at a meeting at which a quorum is present shall be the act of The North Carolina Council for the Social Studies.

5.9 Action without Meeting:

Action required or permitted to be taken at a meeting of the Executive Board may be taken without meeting, if the action is taken by all members of the Executive Board. The action must be evidenced by one or more written consents signed by each Officer and Director before or after such action, describing the action taken, and included in the minutes or filed with the corporate records. The written consents required hereunder may be transmitted by electronic facsimile, and a signature given by such facsimile transmission shall be valid.

5.10 Absenteeism:

Any member of the Executive Board who does not attend two (2) meetings in succession without justifiable cause may be removed by a majority vote of the Executive Board members present and voting. The resulting vacancies shall be filled by appointment by the President. The vacancy shall be filled by the President at such time as the President deems appropriate and after a suitable and willing candidate has been found. Such appointed members shall serve for the remainder of the unexpired term.

VI. OFFICERS

6.1 Officers of the Corporation:

The officers of the Corporation shall consist of the President, the President-Elect, the immediate Past President, the Secretary, the Treasurer, and such other officers as may from time to time be appointed by or under the authority of the Executive Board .

6.2 Appointment and Terms:

The officers of the Corporation shall be elected by the membership of the Corporation at the annual Meeting of the Corporation. Each officer shall hold office for a two (2) year term or until his death, resignation, retirement, removal, disqualification, or his successor shall have been appointed.

6.3 Removal:

Any officer may be removed by the Board of Directors at any time with or without cause.

6.4 Resignation:

An officer may resign at any time by communicating his/her resignation to the President, in writing. A resignation is effective when communicated, unless it specifies in writing a later effective date. If a resignation is made effective at a later date that is accepted by the Corporation, the President may fill the pending vacancy before the effective date, if the Executive Board provides that the successor does not take office until the effective date.

6.5 President:

The President of The North Carolina Council for the Social Studies shall:

- (a) Preside at all meetings of The North Carolina Council for the Social Studies and the Executive Board.
- (b) Appoint all committees not otherwise provided for in these By-Laws or by action of the Council or the Executive Board.
- (c) If for any reason the President can not fulfill his/her term of office the President-Elect will finish the remaining time and will continue through his/her elected term.
- (d) He/She shall sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by The North Carolina Council for the Social Studies, any deeds, mortgages, bonds, contracts, or other instruments, which the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by The North Carolina Council for the Social Studies **or by** these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.
- (e) In general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board and/or membership from time to time.

ARTICLE VI. OFFICERS - CONTINUED

6.5 President - continued:

- (f) Nothing in these By-Laws shall require the President to perform any function or duty of another officer or verify his/her performance.
- (g) The President shall not be responsible for, or have any involvement in, the payment of wages or taxes, or the selection of obligations to be paid, such authority being reserved exclusively for the Treasurer and his/her designees.
- (h) The President shall assure that an accurate and complete collection of The North Carolina Council for the Social Studies records are maintained and are placed in the Archives at East Carolina University at least every two (2) years or at an interval determined by the Executive Board.
- (i) The President shall be required to be a signatory on checking accounts and shall have access to all banking records and financial statements for purposes of transparency.

6.6 President-Elect:

The President-Elect of The North Carolina Council for the Social Studies shall:

- (a) Serve in the absence of the President
- (b) Serve as the Program Director for the annual North Carolina Social Studies Conference.
- (c) President-Elect of the Corporation is appointed then, in the absence or disability of the President or in the event of his/her death or inability or refusal to act, to perform the duties and exercise the powers of the President.

In addition, the President-Elect shall perform such other duties and have such other powers as the Executive Board shall prescribe.

6.7 Secretary:

The Secretary shall:

- (a) Keep accurate records of the session of the Council and of the Executive Board.
- (b) Be responsible for the official correspondence of the Council.
- (c) Maintain and authenticate the records of the Corporation (other than financial records) and be custodian of the Seal of the Corporation. The Secretary shall see that the Seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its Seal is duly authorized.
- (d) Sign with the President, or President-Elect, of the Corporation, the issuance of which shall have been authorized by resolution of the Executive Board.
- (e) Attest the signature or certify the incumbency or signature of any officer of the Corporation.
- (f) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;

VI. OFFICERS – CONTINUED

6.7 Secretary - continued:

- (g) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the President or by the Executive Board

6.8 Treasurer:

The Treasurer shall:

- (a) Receive and have custody of all the funds and securities belonging to the Corporation.
- (b) Receive, deposit or disburse the same at the direction of The North Carolina Council for the Social Studies.
- (c) Keep full and accurate accounts of the finances of the Corporation in books especially provided for that purpose.
- (d) Prepare and file all reports and returns required by Federal, State or local law.
- (e) Shall generally perform all other duties incident to his/her office and such other duties as may be assigned to him from time to time by the President or by the Executive Board.

The Treasurer must be bonded and the cost of same will be born by the Corporation.

All other powers and duties of officers shall be those commonly attributed to their positions.

ARTICLE VII AFFILIATIONS OF THE NORTH CAROLINA COUNCIL FOR THE SOCIAL STUDIES

The North Carolina Council for the Social Studies, upon the recommendation of the Executive Board and the approval of the majority of the members present and voting at any regularly scheduled meeting, may affiliate with any organization engaged in programs which promote the purposes of The North Carolina Council for the Social Studies.

ARTICLE VIII. MAINTAINING TAX EXEMPT STATUS

8.1 Tax Exempt Status:

Notwithstanding any other provisions of these By-Laws, The North Carolina Council for the Social Studies will not carry on any other activities not permitted to be carried on by:

- (a) A corporation exempt from Federal income tax under Sections 501(c) (3) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law or

**ARTICLE VIII.
MAINTAINING TAX EXEMPT STATUS –CONTINUED**

8.1 Tax Exempt Status - continued:

- (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provisions of any future United States internal revenue law.

8.2 Organizational Purposes:

The North Carolina Council for the Social Studies is organized exclusively for educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IX.
CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

9.1 Contracts:

The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

9.2 Loans:

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Executive Board. Such authority may be general or confined to specific instances.

9.3 Checks and Drafts:

All checks, drafts, or other orders for the payment of money issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and such manner as shall from time to time be determined by the Executive Board.

9.4 Deposits:

The Corporation has been organized to receive membership dues and other payments for the financial support of the Corporation. Charitable gifts, in accordance with the Internal Revenue Service Regulations, may also be received for the furtherance of the purposes of the Corporation. The Executive Board shall have full authority to determine the rates and amounts of all payments and shall have the final authority to receive or not to receive monetary gifts. All funds received by the Corporation with prior authorization from the Executive Board shall be deposited from time to time to the credit of the Corporation in such depositories as may be selected by or under the authority of the Executive Board.

ARTICLE X. DISTRIBUTIONS

Except as provided in this Article, the Corporation shall not make any distributions. The Corporation reserves the right, however, subject to the approval of the Executive Board to make the following distributions:

10.1 Compensation/Reimbursement:

The Corporation may pay reasonable amounts to its Directors or Officers for services rendered or other value received. An Accountable Reimbursement Policy, in accordance with Internal Revenue Service regulations 1.162-17 and 1.274-5 T (f) is hereby adopted as a part of these By-Laws and will be the basis for reimbursement of reasonable related travel expenses.

10.2 EXPENDITURES:

The Corporation has been organized to pay operational expenses and other types of expenditures for the financial support of the Corporation.

10.3 Distributions upon Dissolution:

Upon dissolution of the Corporation, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for educational purposes related to social studies 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 provision of any future U.S. Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation 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 purposes related to social studies.

The Distributions upon Dissolution (Article X, Section 10.3) is subject to the provisions outlined in Article X, Section 10.4, Limit on Distributions of these By-Laws.

10.4 Limit on Distributions:

The Corporation shall not make any distribution under Article X, Distributions, Section 10.3, Distributions upon Dissolution at the time of, or as a result of, due to such distribution, the Corporation would not be able to pay its debt (s) as they become due in the usual course of business, or the Corporation's total assets would be less than the sum of its total liabilities.

ARTICLE XI. INDEMNIFICATION

Any person who at any time serves or has served as a Director or Officer of the Corporation, or who, while serving as a Director of the Corporation, serves or has served, at the request of the Corporation, as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or as a trustee or administrator under an employee benefit plan, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against:

- (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and
- (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which he may have become liable in any such action, suit, or proceeding.
- (c) Payment upon such indemnification may be made at the time the expense is incurred or the liability accrues unless applicable law prohibits such payment.

The Executive Board of the Corporation shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these By-Laws, including, with limitation, making a determination that indemnification is permissible under the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him. The Executive Board may appoint a committee or special counsel to make such determination and evaluation.

Any person who at any time after the adoption of these By-Laws serves or has served in the aforesaid capacity for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided therein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these By-Laws.

ARTICLE XII.

DISSOLUTION OF THE NORTH CAROLINA COUNCIL FOR THE SOCIAL STUDIES

In the event of dissolution, the residual assets of The North Carolina Council for the Social Studies will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code or corresponding Sections of any prior or future law or to the Federal, State, or local government for purposes exclusively related to social studies.

ARTICLE XIII. GENERAL PROVISIONS

13.1 Seal:

The Corporate Seal of the Corporation shall consist of two (2) concentric circles between which is the name of the Corporation and in the center of which is inscribed CORPORATE SEAL; and such seal, as impressed or affixed on the margin hereof, is hereby adopted as the Corporate Seal of the Corporation.

13.2 Fiscal year:

The fiscal year of the Corporation shall be fixed by the Board.

ARTICLE XIV. AMENDMENTS

These By-Laws may be amended by a two-thirds (2/3) vote of The North Carolina Council for the Social Studies members present and voting at any regularly scheduled meeting, provided an official notice of such proposed change is made in writing to the membership at least thirty (30) days prior to the meeting at which action is to be taken.

North Carolina Council for Social Studies
"Draft" By-Laws – Rev. 003 – January 12, 2012

Adopted by Executive Board _____ 2012

President, Executive Board _____ 2012