

GEORGIA COUNCIL FOR THE SOCIAL SCIENCES, INC.

ARTICLE I: NAME AND PURPOSE-NON-PROFIT STATUS

Section 1: Name

The official, legally registered name of this organization shall be the “Georgia Council for the Social Sciences, Inc.” and will also be known and conduct business as the “Georgia Council for the Social Studies, Inc.” (hereinafter referred to as “GCSS” or “Corporation”).

Section 2: Non-profit Status

GCSS is a non-profit [apolitical](#) corporation organized under the laws of Georgia whose purposes are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as further stipulated in the articles of incorporation as amended on file with Georgia's Office of Secretary of State.

ARTICLE II: INCORPORATION BY REFERENCE

Section 1. Articles of Incorporation

Inasmuch as the Corporation has been incorporated under the laws of Georgia, the articles of incorporation as amended on file with Georgia's Office of Secretary of State, plus any future amendments to those articles, are hereby incorporated by reference into the constitution. In the event of any inconsistency between this constitution and the Corporation's articles of incorporation as amended, said articles shall control.

Section 2. Georgia Nonprofit Corporation Code

Inasmuch as the Corporation has been incorporated pursuant to the Georgia Nonprofit Corporation Code (Chapter 3, Title 14 of the Official Code of Georgia Annotated), and since many provisions of that code affect the organization, powers, and responsibilities of the Corporation, said code is hereby incorporated by reference into this constitution. In the event of any inconsistency between this constitution and the Georgia Nonprofit Corporation Code, said code shall control.

ARTICLE III: NATIONAL COUNCIL FOR THE SOCIAL STUDIES AFFILIATION

Section 1. National Affiliation

Georgia Council for the Social Studies shall be an affiliate member of the National Council for the Social Studies (hereinafter NCSS).

Section 2. Delegates-at-Large

GCSS shall be entitled to the full number of delegates as granted by NCSS. Such delegates shall be: 1) The president of the board of trustees; 2) the executive director; and 3) other delegate(s) as appointed by the president. The delegate(s)-at-large shall represent GCSS at the annual meeting or other meetings of the NCSS House of Delegates. Such additional delegates shall have such duties as authorized by NCSS or by the GCSS board of trustees.

Section 4. Delegates to NCSS Committees

Members of the Board of Trustees serving on committees or the board of NCSS shall notify the executive director of participation.

ARTICLE IV: GOALS AND PURPOSES

The primary goal of GCSS is to improve the content, study, and teaching of the social studies in Georgia schools through serving as the professional association of Georgia social studies educators.

The social studies shall be defined, in accordance with the National Council for the Social Studies (2023), as the “study of individuals, communities, systems, and their interactions across time and place that prepares students for local, national, and global civic life.”

To achieve this goal, GCSS seeks to:

- promote a robust inclusion and sequencing of social studies knowledge and skills standards in the statewide curriculum of the Georgia Department of Education and in additional course offerings,
- promote professional learning programs offered by local school systems.
- inspire and recognize outstanding contributions to social studies and to GCSS through a program of annual awards to educators and schools,
- disseminate information and strategies to promote social studies through such activities as research, annual conferences, workshops, websites, and other efforts, and
- enhance cooperation with other professional organizations, local school systems, the Georgia Department of Education, the Board of Regents, public and private colleges and universities, and other organizations and institutions.

ARTICLE V: MEMBERSHIP

Section 1: Membership

Membership in GCSS shall be open to public and private school teachers and administrators at all levels; college and university faculty and students; retired educators; staff and officials of state agencies involved in social studies education; representatives of private sector companies involved with social studies publications and resources; members of affiliated organizations and associations with an interest in social studies; and members of the general public interested in the purposes, goals, and programs of GCSS.

Section 2: Dues

- A. Any question as to membership shall be determined by the executive director or the secretary.
- B. Annual dues for general membership in GCSS shall be set by the GCSS board of trustees. The board may set special rates for categories of membership, such as retired members or student members. **Annual memberships begin at the close of the yearly conference.** The board also may adopt other policies relative to dues and membership commencement and expiration.

Section 3: Voting

- A. Decisions at any meeting of the Corporation shall be decided by a majority of members present and voting. The membership shall elect the president-elect and at-large board members, approve amendments to GCSS's constitution and articles of incorporation, and vote on other matters as determined by the board of trustees.
- B. Each member of GCSS shall be sent a ballot through electronic means prior to the organization's annual conference. This ballot shall contain statements of intent from each potential board member for at large board members and president-elect.
- C. **In the event that a ballot vote from members results in a tie, the full board of trustees shall hold a special meeting to vote to break a tie by secret ballot. Should a sitting board member be a candidate in the tied vote, said board member shall recuse themselves from both the meeting and the vote. Each tie will result in a separate discussion and vote.**

ARTICLE VI: CORPORATION MEETINGS

SECTION 1: Annual Meeting

The membership shall hold an annual meeting of the Corporation in conjunction with the GCSS annual conference. At such a meeting, the president shall preside and provide an annual report on the affairs of the Corporation, including membership, finances, accomplishments, annual conference, recommendations, and any other matter of importance to the membership. Also, the president, board of trustees, or any member of GCSS may bring other matters before the membership as deemed necessary.

- At the annual meeting, a quorum shall consist of those members present.

SECTION 2: Board of Trustees Meetings

The Board shall hold regular meetings throughout the year, one of which is the annual meeting of the Corporation. Committees will report progress on stated goals to the board at large for comment.

SECTION 3: Special Meetings

A special meeting of the Corporation may be called by a majority of the board of trustees **and/or the executive committee** in the event of an exigency in the affairs of the Corporation, as determined by the **executive committee**. Each member of the Corporation shall receive at least

seven days notice of the date, time, place, and reason for such a special meeting. The topic of the special meeting is the only business that may be transacted during the special meeting. The president shall preside at any special meeting.

- a. Quorum: A quorum of the board shall consist of a majority of voting members, excluding ex officio and non-voting members.
- b. Voting: Board decisions shall require a majority of a quorum present and voting. Voting can be by hand, voice, or unanimous consent. ~~The President or Executive Director~~ Any Voting Board Member or the Executive Director may call a roll call vote on essential topics.
- e. ~~Action Taken Without Meeting: Action may be taken by the board without a meeting to establish only consensus on the subject, providing consent by email, text, voice recording, or other electronic means by a majority of the board are returned to the Corporation president and filed with the secretary for inclusion in the minutes of the board.~~

ARTICLE VII: ORGANIZATION OF THE BOARD OF TRUSTEES

Section 1: Duties of Board

The board shall set policy as necessary to achieve the purposes and goals of the Corporation and oversee its administration. Included in its responsibilities are approving the Corporation's annual budget, selecting GCSS members to fill those offices designated in Section 1 (a) below and prescribing their duties and compensation, determining travel reimbursement rates, nominating successors to elected officer and board positions, selecting a site and date for the annual GCSS conference, determining matters to be brought before the membership at the annual meeting, determining annual GCSS recognitions and awards, and proposing amendments to this constitution and the Corporation's articles of incorporation. Board policies pursuant to powers and duties granted by this constitution, shall be published in an administrative handbook and updated as necessary.

- a. Ex Officio Non-Voting Members compensated as stated above shall be the GCSS executive director, the GCSS annual conference coordinator, the Georgia Social Studies Fair director, and other such positions as the board may decide.
- b. The Executive Director shall present the annual budget for the upcoming year at a meeting of the full board of directors at the end of the current fiscal year.

Section 1. Officers

Officers of the Corporation shall include a president and president-elect. At its discretion, the board of trustees (hereafter referred to as "board") may elect a secretary for the Corporation, or it may assign the duties of secretary to the executive director or other person or persons as provided for in Section 6 below. The duties of the Corporation treasurer shall be performed by the executive director as provided for in Section 9 below. All officers shall serve terms of one year (or until a successor shall be selected), with terms to begin on the day following the final

day of the annual GCSS conference. In addition to the duties specified below, officers shall perform the duties usually incident to such offices and may be assigned other duties by the board. All officers shall be members of both GCSS and the National Council for the Social Studies (hereafter referred to as "NCSS").

Section 2: President

At the conclusion of an incumbent president's term, the president-elect of GCSS shall automatically and immediately assume the office of president. If through resignation, disability, or other reason, there is no president-elect, the outgoing president shall continue to serve until the board can appoint an acting president to serve the unexpired term. In such an event, the board shall call for a special election of the membership to elect a new president-elect. The president shall preside at meetings of the board **and shall vote** on matters coming before the board. In the event that a vote by the board results in a tie, the issue shall be tabled until the next meeting. The president shall appoint members (**board Members with the possible addition of non-board members**) to standing committees of the board, as well as appoint board members ~~and/or~~ **possibly** non-board members to special committees of the Corporation. **The president shall appoint a board member chair to each committee. The president shall serve as a member of each standing committee as well as each special committee.** The president shall make such decisions and take such actions as necessary to carry out the purpose and goals of GCSS with the advice of the executive committee. The president shall remain on the executive committee for a period of one year as the past president.

Section 3: President-Elect

The president-elect shall be elected annually by the full membership of GCSS for a one year term. The president-elect shall preside at meetings of the board in the president's absence and shall assist the president upon request or as directed by the board. **The president-elect shall serve as a member of each standing committee as well as each special committee.** In the event of the resignation, death, or long term disability of a president during his or her term, the president elect shall serve as president for the remainder of the unexpired term. In such a case, the president elect shall complete the vacated term of the president and a full term as president.

Section 4: Immediate Past President

The immediate past president's term will last three years after serving as president. The immediate past president is a voting member of the Board of Trustees. The immediate past president will serve as a mentor and facilitate the onboarding process for new board members including the president-elect and new officers. The immediate past president will serve on the executive committee.

Section 5: Past Presidents

Past President 2 is the designated role for the past president in their second year as past president. The Past President 2 is a full voting member of the Board of Trustees.

Past President 3 is the designated role of the past president serving their final year as past president. The Past President 3 is a full-voting member of the Board of Trustees.

Section 6: Secretary

At its discretion, the executive director may either serve as or designate a member of the board of trustees as secretary. Any member **appointed** to serve as secretary shall become a corporation officer and an ex officio non-voting member of the board. The executive director and/or the secretary shall maintain an official copy of the Corporation's articles of incorporation as amended, constitution, verification of IRS section 501(c)(3) status, and any other applicable documents and records. Additionally, the secretary shall:

- a. Maintain a current list of the names and addresses of the membership of GCSS.
- b. Prepare and email or otherwise electronically notify board members of all regular and called meetings of the board.
- c. Keep minutes of all Corporation and board meetings.

Section 7: Historian

At ~~its~~ **his/her** discretion, the executive director may designate one member to serve as the historian. Any person appointed to serve as historian shall become a corporation officer and an ex officio non-voting member of the board. The historian shall refrain from making motions to the board. The historian shall:

- a. Act as Parliamentarian for the Board of Trustees.
- b. Assist the executive committee in preparing announcements.
- c. ~~Assist in~~ **Clarify the proper procedures for writing making** motions to present to the board.
- d. Help answer questions about the rules and procedures of each meeting.
- e. Maintain order during meetings.
- f. Advise the president on points of order during the meeting.
- g. Maintain knowledge of the corporation's bylaws and constitution.
- h. Maintain knowledge of Robert's Rules of Order. In the event that matters not covered by this Constitution or by the Georgia Nonprofit Corporation code shall be resolved by the most recent edition of Robert's Rules of Order, which is hereby incorporated by reference as the parliamentary rules of procedure for the board and Corporation.
- i. Maintain historical records for the organization.

Section 8: Social Media Coordinator

At **his/her** discretion, the executive director may designate one member to serve as the social media coordinator. The GCSS Social Media Coordinator is primarily responsible for the maintenance of the corporation's presence on our various social media platforms. The Social Media Coordinator promotes GCSS events and other social studies related events via social media and enhances the corporation's presence on all social media platforms. The Social Media Coordinator will report engagement analytics as requested by the board.

Section 9: Board of Trustees

The board shall consist of (1) voting and non-voting ex officio members 2) an **even number of either six or eight** at-large members elected by the GCSS membership, with the number to be

determined by the board. Members of the board must be members of GCSS and must also become members of NCSS.

- a. Ex Officio Voting Members. Serving ex officio on the board are the president, president-elect, and the three past presidents. These ex officio members shall be entitled to vote on any matter coming before the board.
- b. Elected At-Large Voting Members. As determined by the board, **six or eight** members shall be at-large members with the authority to vote on any matter coming before the board. At-large members are elected by the membership of GCSS for terms of three years, with terms staggered so that at least two terms expire each year. Should an elected member resign or be unable to fulfill his or her term of office, the **president** may appoint a replacement to serve until the next regular election. At such time, such a replacement may stand for election for a full term.
- c. Ex Officio Non-Voting Members. Serving ex officio as non-voting members of the board shall be (1) the GCSS executive director, GCSS secretary, GCSS annual conference coordinator, **GCSS historian**, Georgia Social Studies Fair director, **Social Media Coordinator**, and such other positions as the board may decide; and (2) the social studies coordinator for the Georgia Department of Education.
 - **The GCSS annual conference coordinator and the Georgia Social Studies Fair coordinator shall receive stipend agreements on an annual basis, to be determined by the full board of directors during the annual budget meeting.**

Section 10: Executive Director

The board shall appoint an executive director of GCSS, who shall serve at its pleasure as a non-voting ex officio member of the board. The board shall prescribe the duties and contracted compensation of the executive director. The executive director shall be responsible for the custody and handling of all Corporation funds, securities, and other documents of the organization. He or she shall serve ex officio as GCSS treasurer and shall maintain accurate and complete records relating to all financial matters, including income and expenditures, and make a report to the board at each of its meetings. The executive director shall make necessary payments, disbursements, and purchases, as well as undertake contractual obligations on behalf of the Corporation according to policies set by the board.

- a. **The executive director will receive a contract every three years with compensation to be negotiated at the beginning of every fiscal year.**
- b. **The executive director shall be subject to the same terms of removal for full board members as directed in Article VII Sections 11 and 12. In addition, the executive director will be subject to removal based on any abuse of fiduciary responsibilities.**
- c. **The executive director will be responsible for drafting and proposing official statements for the corporation with the advice of the executive committee for full board approval should public statements and announcements become necessary.**
- d. **The corporation will remain apolitical in official statements.**

- e. The executive director and the president shall be responsible for public press releases, with the advice of the executive committee.

Section 11: Committee Structure

The Board of Trustees shall consist of the following standing committees and ad hoc committees as necessary. Each committee will have a full member of the board as chair and at least two other voting members of the Board. Each committee chair may appoint members from the GCSS membership, who will serve one-year terms.

- GCSS members must apply to join an eligible, selected committee. Appointments shall be approved by the executive committee.

Standing Committees shall consist of the following:

- a. **The Executive Board:** The Executive Board shall consist of the president, the president elect, the immediate past president, and a member of the board designated by the president. Serving as an ex officio non voting member shall be the executive director. In such capacity, the executive board may meet and take actions between regular meetings of the board upon the call of the president or the executive director. Actions taken by the executive board shall be reported to the full board either in a called meeting of the full board of trustees or by email. This committee is not open to GCSS membership.
- b. **The Advocacy Committee:** Members of this committee follow current policy and state legislation or initiatives that relate to, influence, or affect social studies. This committee works closely with the secretary to share advocacy reports with the board and the membership.
- c. **The Awards Committee:** The Awards Committee shall meet to determine the recipients of honors given at the annual conference. These awards currently include: GWEN HUTCHESON OUTSTANDING EDUCATOR, PROGRAMS OF EXCELLENCE, THE BERRYMAN-BENNETT SERVICE AWARD, OUTSTANDING SUPERVISOR, and JUNE BRYANT SOCIAL STUDIES TEACHER OF PROMISE.
- d. **The Conference Committee:** The Conference Committee will meet to determine those sessions that will present at the annual conference. These members will support the conference coordinator by providing feedback regarding (but not limited to) the conference program, speakers, schedule, etc. Conference Committee members are also encouraged to personally advocate for and solicit proposals from educators throughout the state.
- e. **The Media and Website Committee:** The Media and Website Committee shall meet to share the story and successes of GCSS and its members, share opportunities that are related to social studies that might be of interest to members, update social media platforms, and maintain the Corporation's website.
 - The Social Media Coordinator, along with the Media Committee chair and the executive director, shall have control of social media posts and passwords.
- f. **The Nominations Committee:** The Nominations Committee shall identify and recommend potential leaders to run for election for various positions on the board of directors, including president-elect. This committee is not open to GCSS membership.

Section 12: Standards of Conduct for Board Members

At all times, officers and members of the board are to act as trustees of the Corporation and its membership. Each board member shall discharge his or her duties: (1) in a manner that the member believes is in good faith and to be in the best interests of the Corporation; (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (3) as otherwise required by the GCSS code of conduct.

Section 13: Removal of a Board Member

Removing a board member requires a vote of no confidence by the board. Several circumstances may warrant such action, including but not limited to:

- a. Breach of fiduciary duty: Board members must act in the organization's best interests. If a member fails in this duty, removal from their board seat may be necessary.
- b. Conflict of interest: A board member's business, professional, or personal interest should not conflict with the purpose, goals, effectiveness, and/or continuation of the GCSS organization.
- c. Non-participation: Board members should actively participate in board meetings and contribute to the organization's mission.
 - i. Board members are required to attend the conference and attend meetings.
 - ii. Failure to attend three meetings of the board within any year of a board member's term may constitute grounds for removal.
- d. Violation of bylaws or policies: If a board member consistently violates the organization's bylaws or policies, the board may move to discontinue their participation.
- e. Illegal activities: Engaging in illegal activity or behavior that can tarnish the organization's reputation may necessitate removal.

Documentation for removal will be kept by the executive director and shared with the executive committee. The executive committee will then decide whether to move forward with the removal process. Proper documentation of reasons for removal may include source documents, such as financial records, meeting minutes, emails, social media posts, or witness statements. After careful documentation of reasons for removal, the board member in question is notified through email of the organization's intent to proceed with the removal and the next steps of the process.

Process for Removal:

- a. Before holding a board meeting to vote for the removal, the board member in question is first provided an option to resign or provide a leave of absence.
- b. Should the member accept the offer to resign, they should email their resignation to the rest of the board. Should the member choose not to resign, the board will convene and vote on the matter.
- c. During a special board meeting to thoroughly discuss the concerns and proposed removal, the Executive Director will notify all voting board members of a request to hold a special meeting while providing a statement of the purpose, as well as the date, time, and location (virtual or in-person). Professionalism and transparency are essential for

this special board meeting. All board members will have access to the relevant documents. The removal meeting will allow for open and constructive discussion.

- d. Following the board meeting discussion on removal, the vote on removal requires a 2/3 majority and a quorum of members present. A removed member may not serve on the board in any capacity after removal.

ARTICLE VIII: POWERS OF CORPORATION

Section 1. Grants and Gift

The Corporation shall be empowered to receive grants and gifts, by will or in any other manner, in any form of property, in trust or otherwise, wherever situated, to carry out any of its purposes. All such grants and gifts shall be faithfully administered in accordance with the terms on which they are made.

Section 2. Use of Assets

All property and income of the Corporation shall be used exclusively for the purposes set out in the amended articles of incorporation and this constitution, and no part thereof shall be used for the benefit of any person except in a manner consistent with such purposes.

Section 3. General Powers

The Corporation shall have the power to retain all grants and gifts in the original form in which they were received unless otherwise required by the terms of such grants and gifts; to buy, sell, exchange, or otherwise deal in stocks, bonds, securities, real estate, and any other form of property at public or private sale; to invest and reinvest any of its funds or property belonging to it at any time in such securities and other property, real or personal, regardless of whether such investments are legal investments for trust funds under the laws of Georgia or any other state, and to borrow money and secure the payment thereof by mortgage, pledge, deed, or other instruments of lien upon all or any part of the property of the Corporation. All of the foregoing powers may be exercised without order of court or other authority.

Section 4. Statutory Powers

This Corporation shall be vested with all of the rights, powers, and privileges necessary or proper to achieve its purposes under its articles of incorporation as amended and this constitution. The Corporation shall have all powers and privileges enumerated in the Georgia Nonprofit Corporation Code, together with such other powers and privileges as may be given to corporations by statute.

ARTICLE IX: FISCAL YEAR

Section 1. Fiscal Year

The fiscal year of the Corporation shall begin January 1 and end December 31.

ARTICLE X: AMENDING AND SUSPENDING CONSTITUTION

Section 1. Amendments

Amendments to this constitution shall be proposed in writing at or prior to any regular or special meeting of the board. Amendments may be proposed by any member of the board subject to approval by a majority of the board or by a petition signed by at least five percent of the Corporation's membership. Proposed amendments must be submitted to the membership of the Corporation at least two months before a vote on ratification can take place. Ratification of proposed amendments requires a majority vote of those members voting in the annual election for president-elect and at-large board members or a majority vote of members attending the Corporation meeting at the annual GCSS conference. The board shall determine which ratification procedure shall be followed.

Section 2. Suspension of Constitution

In extraordinary circumstances, provisions of this constitution may be suspended by unanimous consent of the board present and voting, providing that the reasons for and results of such vote are recorded in the minutes of the board meeting where such vote took place.

ARTICLE XI: PARLIAMENTARY RULES OF PROCEDURE

Section 1. Matters Not Covered by Constitution

Matters of parliamentary procedure not covered by this constitution or by the Georgia Nonprofit Corporation Code shall be resolved by the most recent edition of Robert's Rules of Order, which is hereby incorporated by reference as the parliamentary rules of procedure for the board and Corporation.

ARTICLE XII: DISSOLUTION OF CORPORATION

Section 1. Dissolution of Corporation

This Corporation may be dissolved upon a proposal by a majority vote of the board, subject to ratification by a majority of members of the Corporation, providing such vote for dissolution is in compliance with statutory provisions for voluntary dissolution found in Article 14 of the Georgia Nonprofit Corporation Code (Chapter 3 of Title 14 of the Official Code of Georgia Annotated).

Section 2. Distribution of Assets

Except as limited by Article 14 of the Georgia Nonprofit Corporation Code, any plan for the dissolution of the Corporation shall provide for the distribution of remaining assets after the discharge of all liabilities and obligations in accordance with Article 2 of the Corporation's articles of incorporation (as amended) to NCSS.