



By-Laws

Georgia Association of Curriculum
and Instructional Supervisors

GACIS Winter Conference
Amended
February 5, 2012

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BY-LAWS
of
Georgia Association of Curriculum and Instructional Supervisors

Article One - Organization

1.1 The name of the association is the Georgia Association of Curriculum and Instructional Supervisors (GACIS).

1.2 The address of the registered office of the association in the State of Georgia and the name of the registered agent at this address shall be as designated or determined by the Board of Directors from time to time.

1.3 The Georgia Association of Curriculum and Instructional Supervisors is an affiliated association of the Georgia Association of Educational Leaders, Inc., (GAEL), a federation of separate and autonomous affiliated associations.

1.4 The mission of the Georgia Association of Curriculum and Instructional Supervisors (GACIS) is to advocate for excellence in public education by providing visionary leadership and professional learning that ensures a rigorous, performance-based curriculum and high quality instruction for all students.

1.5 Cooperate with and support the Georgia Association of Educational Leaders (GAEL) to provide maximum services for members. On an established rotating basis of all the affiliate associations of GAEL, GACIS shall elect a regular member of GACIS to serve as the GAEL President.

1.6 In the event of dissolution of this association (Georgia Association of Curriculum and Instructional Supervisors) the residual assets, if any, of the association will be turned over to one or more educational organizations.

Article Two - Membership

2.1 REGULAR Membership: This category is open upon payment of annual dues to educational leaders who are under contract for:

2.1.1 100% of the time in a K-12 school system in Georgia and who hold supervisory, coordinating, or consulting positions directly related to the improvement of instruction and curriculum development. REGULAR Members employed 100% of the time vote and may serve on all boards and committees including the Executive Board.

2.1.2 less than 100% of the time in a K-12 school system in Georgia and who hold supervisory, coordinating, or consulting positions directly related to the improvement of instruction and curriculum development. REGULAR Members employed less than 100% of the time vote and may serve on all boards and committees except the Executive Board.

2.2 ASSOCIATE Membership: This category is open to any person employed by public and private institutions of higher learning, members of educational agencies who provide services to GACIS or affiliate associations, and individuals formerly holding Regular Membership who no longer qualify for such membership, upon payment of annual dues to GACIS. Associate Members vote and may serve on all boards and committees except the Executive Board. The Board of Directors shall determine policies governing the Associate Member.

2.3 RETIRED Membership: This category is open to those who have served as educational leaders as defined in **Section 2.1** and who have fully retired from such service, upon payment of annual dues to GACIS. Retired members shall not hold office.

2.4 HONORARY Membership: Member of Merit membership may, upon recommendation and approval of the Board of Directors be conferred upon persons who have performed meritorious service for the Association itself and/or for public education in Georgia. No membership fees will be expected of the recipient. Members of Merit members shall not be entitled to hold office.

2.5 ASPIRING LEADER Membership: This category is open to college level students or teachers seeking to become an educational leader. Aspiring Leaders membership includes the benefits of Regular Membership except the right to vote and hold office.

2.6 Membership Eligibility: The Board of Directors shall be vested with the final authority as to all questions pertaining to eligibility for membership in the Association.

2.7 Membership Year: The membership year of GACIS shall be determined by the GACIS Board of Directors.

2.8 Membership Removal, Reinstatement and Resignation: The GACIS Board of Directors shall exercise authority and develop appropriate policies for membership removal, reinstatement and resignation.

Article Three - Dues

3.1 Member Dues: Dues, admission fees, and refunds, if any, for all classes of membership shall be defined and regulated by the GACIS Board of Directors.

Article Four - Meetings of Members and Voting

4.1 Annual Meeting: The Annual Meeting of GACIS for installation of Officers and Directors and other such matters shall be held at such place and on such dates as may be determined by the Board of Directors.

4.2 Regular Meeting: Regular meetings at which official GACIS business will be transacted shall be held at such place and on such dates as may be determined by the Board of Directors.

4.3 Special Meetings: Special meetings, at which official GACIS business will be transacted, may be called by 10% of the Board of Directors at any time, or shall be called by the President upon receipt of a written request by 5% of the Regular Members within 30 days after the filing of

such a request with the President and Executive Director. The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

4.4 Notice of Meetings: Notice of any business meeting at which official GACIS Association business is to be transacted shall be distributed to the GACIS membership via mail, email, web posting, facsimile, or other method of communication.

4.5 Voting: At all business a meeting at which GACIS business is to be transacted, each Regular Member shall have one (1) vote.

4.6 Cancellation of Meetings: The Board of Directors may cancel any Annual Meeting.

Article Five - Officers

5.1 Elected Officers: The elected officers of GACIS shall be a President, President-elect, Past President, Secretary, and Treasurer.

5.2 Nomination and Election of Officers: All officers are elected by the membership of GACIS to serve for a term of one (1) with the exception of the Secretary who serves a term of two (2) years and the Treasurer who serves a term of three (3) years. The President after having been duly elected president-elect by the voting membership and after having served as president-elect for a period of one year shall automatically succeed to the Presidency. In the event that the Presidency becomes vacant, the president-elect shall become president for the remainder of the term and shall also serve his/her term as president. In the event that the president-elect must fill an unexpired term as president, the nominating committee will nominate a new president-elect for majority vote approval by the membership at the next regular business meeting. The Treasurer shall be elected for a three year term at a regularly scheduled business meeting by the voting membership. The nominating committee will nominate a treasurer from the applications for majority vote approval by the membership.

5.3 Qualifications of Office: Any Regular Member as defined in **2.1.1** in good standing with GACIS shall be eligible as prescribed in this document for nomination and election to any elective office of GACIS provided the member shall have been a member of GACIS at least one (1) year.

5.4 Term of Office: Each elected officer shall take office immediately upon installation and shall serve for a term of one (1) year or until a successor is duly elected and qualified. The Secretary shall serve for two (2) years and the Treasurer shall serve for a three (3) year term or until a successor is duly elected and qualified. Each elected officer shall serve concurrently as a member of the Board of Directors and as a member of the Executive Board.

5.5 Reelection: With the exception of the Secretary and Treasurer, no elected officer who has served one full term shall be eligible for reelection to the same office, until at least one year has elapsed.

5.6 Vacancies-Removal: Vacancies in officer positions shall be filled in accordance with provisions of the constitution or By-laws. A 2/3 majority vote by the Board of Directors may remove any officer for cause.

Article Six - Duties of Officers

6.1 President: The President shall assume leadership in achieving the objectives and policies of the Association. It shall be the duty of the President to preside or to arrange for presiding officers at all meetings; to recommend a chairperson for committees not otherwise identified for approval by the Executive Board; to serve as the Chairperson of the Board of Directors and Executive Board; to call such meetings of the Board of Directors and Executive Board as may be necessary; to serve as an ex-officio member of all committees except the nominating committee; to appoint a parliamentarian; to fill any vacancy except as otherwise provided by the Constitution or By-laws; and to perform all other duties appertaining to the office or as may be prescribed by the Board of Directors.

6.2 President-Elect: The President-Elect shall succeed to the Presidency. The President-elect shall perform such duties as are delegated (or assigned) by the President or the Board of Directors, and shall perform the duties of the office of President in case that office is temporarily or permanently vacated. The President-elect shall serve as program chairperson and cooperatively work with the Executive Director to plan and coordinate all state conferences to achieve the objectives of the association. The President-elect shall serve as a voting member of the Executive Board and shall be an ex-officio member of all committees with the exception of the nominating committee.

6.3 Past President: The Past President shall hold office for one year after his/her term as President has expired. The primary duty of this office shall be to aid the other officers in an advisory capacity to the end that continuity between the past and the present may be assured. This officer shall have voting rights on the Board of Directors and on the Executive Board.

6.4 Secretary: The Secretary shall oversee and direct the proper recording of proceedings of GACIS meetings and the Board of Directors and shall attend to the correspondence of the Association. In addition to these responsibilities, the secretary shall ensure maintenance of all official papers and records. The secretary shall keep an accurate and complete file of all official papers that will be transferred to his/her successor in office and place a second copy in the permanent file of the association maintained by the Executive Director. Such duties of the Secretary, as may be specified by Board of Directors, may be delegated to the Executive Director.

6.5 Treasurer: The Treasurer shall oversee/direct the following duties: GACIS's funds, stocks and financial records the collection of members' dues and/or assignments; the establishment of proper accounting procedures for the handling of GACIS's funds and stocks; the performance of an annual audit by a certified public accountant; and further, shall report on the financial condition of GACIS at all meetings of the Board of Directors and at other times as called upon by the President. Such duties of the Treasurer, as may be specified by Board of Directors, may be delegated to the Executive Director.

6.6 Parliamentarian: The Parliamentarian attends all business sessions of GACIS and monitors the business procedures, using the most up-to-date edition of *Robert's Rules of Order* as the guide for conducting meetings. In addition, the Parliamentarian monitors by-law adherence and currency. The President appoints the Parliamentarian annually for a one year term.

6.7 District Directors: GACIS is organized for leadership at the district level in accordance with the RESA districts. District constitutions compatible to the state constitution provide the framework for operation at the district level. Each district selects a director and designs a yearly plan or program to meet its unique needs and interests. The leadership of the District Director is an important key in promoting the goals and purposes of GACIS.

Article Seven - Board of Directors

7.1 Authority and Responsibility: The governing body of GACIS shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of GACIS, its committees, and its publications; shall determine its policies or changes therein; shall actively prosecute these objectives, establish the financial policies of GACIS, be accountable for GACIS assets, and shall be responsible for the interpretation of these By-laws. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Board.

7.2 Composition of the Board of Directors: The Board of Directors shall consist of the President, President-Elect, Past President, Secretary, Treasurer, Parliamentarian, GAEL at-large representative, Directors of each of the GACIS Districts, Chairpersons of Standing Committees, RESA Liaison, and the Executive Director who shall serve without voting. Ex-officio members shall be the GACIS Consultant and State Department of Education Liaison.

7.3 Installation of Officers: At the annual meeting of GACIS, the officers and directors shall be installed and assume office for the following year.

7.4 Qualifications: Members of the Board of Directors of GACIS shall be active members of GACIS.

7.5 Vacancies and Removal: Vacancies on the Board of Directors shall be filled in accordance with provisions of the constitution or By-laws. A 2/3 majority vote by the Board of Directors may remove any Board member for cause.

7.6 Meetings of the Board: The Board of Directors shall meet at least annually. Special meetings of the directors may be called at any time by the President, or by any five (5) of the Board of Directors then holding office after five (5) days' notice via mail, email, web posting, facsimile or other communication methods. Notice of any such meeting may be waived. Attendance in person at such meeting shall constitute a waiver of notice thereof. Any meeting of the Board of Directors may be held within or without the State of Georgia at such place as may be determined by the person or persons calling the meeting.

7.7 Business conducted in lieu of formal meeting: Any action taken or that may be taken, at a meeting of the Board of Directors, may be taken without notice and without a meeting with consent of a majority of the Board of Directors.

7.8 Quorum of the Board: A majority of the Board of Directors shall constitute a quorum for the transaction of business. A majority vote of those members of the Board of Directors voting is required to transact official business.

7.9 Voting: Voting rights of a member of the Board of Directors shall not be delegated to another nor exercised by proxy.

7.10 Voting by Mail/Email/Fax: Action taken by a mail ballot, by email, or by fax of the members of the Board of Directors shall be a valid action of the Board and shall be reported at the next regular meeting of such Board.

7.11 Absence: Any elected officer or member of the Board of Directors who shall have been absent from three (3) consecutive regular meetings of the Board of Directors during a single administrative year shall automatically vacate the seat on the Board of Directors and the vacancy shall be filled as provided by these By-laws; however, the Board of Directors shall consider each absence of an elected officer or director as a separate circumstance and may expressly waive such absence by affirmative vote of a majority of its members.

7.12 Notice of Adjourned Board Meeting: A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At the adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

7.13 Compensation: No compensation will be given to the Board of Directors. The Board of Directors will determine appropriate expense reimbursement policies.

Article Eight - Executive Board

8.1 Authority and Responsibility: The Executive Board may act in place and stead of the Board of Directors between Board meetings on all matters, except those specifically reserved to the Board by these By-laws. Actions of the Executive Board shall be reported to the Board by mail, email, fax, or at the next board meeting.

8.2 Composition and Election: The Executive Board shall consist of the President, President-elect, Past President, Secretary, Treasurer, and the Executive Director, who shall serve without voting.

8.3 Quorum Call of Meetings: A majority of the Executive Board shall constitute a quorum at any duly called meeting of the Board. The President of the Board shall call such meetings of the Executive Board as the business of GACIS may require, or a meeting shall be called by the Executive Director on request of three members of the Executive Board. Action taken by a mail ballot, by email, by web posting, or by fax of the members of the Executive Board shall be a valid action of the Executive Board and shall be reported at the next regular meeting of the GACIS Executive Board.

8.4 Reporting Actions: Actions of the Executive Board shall be reported to the Board via mail, email, fax or as a report at the next Board of Directors meeting.

Article Nine - Committees

9.1 Distinguished Service Award Committee: The Distinguished Service Award Committee shall consist of the President and the two immediate past recipients of the Distinguished Service Award. The chairperson shall be the previous year's recipient.

9.2 Flanders Scholarship Committee: The Flanders Scholarship Committee shall consist of the GACIS treasurer, the previous year's recipient(s), and a member appointed annually by the President. The chairperson shall be the previous year's recipient. If there is more than one recipient the president will appoint one of the recipients to serve as chairperson.

9.3 Legislative Committee: The Legislative Committee shall be composed of a chairperson and two members. The duties of the committee shall be to study current needs of education and develop a legislative program to meet these needs; to conduct a program of support for desirable legislation; to serve as a channel of communication and information concerning educational legislation at the local, state and national levels; and to promote the GACIS objectives. The Legislative Chairperson is appointed by the President and approved by the Board of Directors to serve a three year term. The two remaining members are recommended by the nominating committee and approved by the Board of Directors to serve a three year term.

9.4 Membership Committee: The Membership Committee shall consist of three members nominated by the President and elected by the membership to serve three year terms. The Membership Chairperson is the committee member who is serving during the **third** year of service on the committee. The committee shall seek to increase membership in the association and benefits for its members.

9.5 Nominating Committee: The Nominating Committee shall be composed of three members. They shall nominate the officers of the association and representatives to the GAEL Board of Directors. The committee shall present this list of nominees to the membership at the Winter Conference. The nominating committee may reconvene, on call, to fill any vacancy not otherwise provided for in this constitution. Committee members are appointed by the President and confirmed by the Board of Directors to serve for three years. The nominating chairperson is the committee member who is serving during the **third** year of service on the committee.

9.6 Program Committee: The Program Committee shall consist of the President-elect and three members. The President-elect shall serve as chairperson of the program committee. The three members shall be appointed by the President and approved by the Executive Board. The program committee assists with the planning of conferences and special programs. Committee members serve for one year.

9.7 Special Committees: Special committees shall be designated to carry out the needs and functions of the organization. The Executive Board shall recommend members, duties, and terms of service of special committees for approval by the Board of Directors.

9.8 Special Committee - History: The History Committee shall consist of a Historian to serve in the role of chairperson. It is the duty of the Historian to document, assemble, record, and preserve the history, current activities, key personnel, and achievements of GACIS. The Historian should preserve the account in a medium that is readily available for production and annually submit an updated copy to the Executive Director for the archives. The Historian is appointed by the President and approved by the Board of Directors for a three year term.

9.9 Special Committee - By-laws and Handbook: The By-laws and Handbook Committee shall consist of a Chairperson with the addition of other members as needed. It is the duty of the Chairperson to revise and amend the by-laws and update the handbook as directed by the Board of Directors as well as publish a current edition of each. The Chairperson and members are appointed by the President and approved by the Board of Directors for a three year term.

Article Ten - Executive Director

10.1 Appointment: The Board of Directors shall employ a salaried chief executive who shall have the title of Executive Director and whose term and conditions of initial employment shall be specified by the Board. A multi-year contract, not to exceed three years, may be offered upon a majority vote of the Board of Directors. The salary and duties of the Executive Director shall be determined by the Board of Directors annually.

10.2 Authority and Responsibility: The Executive Director shall manage and direct all activities of GACIS subject to the policies of the Board of Directors and through coordination with the office of the President and the Board of Directors. The Executive Director shall serve without vote as an ex-officio member of the Executive Board and Board of Directors.

10.3 Vacancy/Executive Search Process: In the event of a vacancy in the position of Executive Director, a Search Committee shall be formed composed of members in the following positions: President, President-Elect, Past President, and Treasurer of GACIS. If for any reason, any member of the Search Committee is no longer representing GACIS the Board of Directors may reaffirm that person or name another person who can currently and appropriately represent the association on the Search Committee. The Search Committee shall advertise, receive applications, screen and interview, and subsequently present the name of its nominee for Executive Director to the GACIS Board of Directors for consideration.

Article Eleven - Finance

11.1 Fiscal Period: The fiscal period of GACIS shall be prescribed by the Executive Board with the approval of the Board of Directors.

11.2 Bonding: Trust or surety bonds shall be furnished for the Executive Director and Treasurer and such other officers of employees of GACIS as the Board shall direct.

11.3 Budget: With recommendations of the Executive Board, the Board shall adopt an annual operating budget covering all activities of GACIS.

11.4 Fiscal Agent: The Georgia Association of Educational Leaders (GAEL) shall serve as fiscal agent for GACIS. As fiscal agent, GAEL will provide accounting and financial services for all GACIS funds including but not limited to membership dues, fees, other revenues and all expenditures and maintain all financial accounts and records including memberships in the Association. GAEL will provide financial reports monthly and as requested to the GACIS

Executive Director and GACIS Treasurer. GACIS shall annually pay GAEL a pro rata amount to be approved by the GACIS Board of Directors for GAEL to serve as the fiscal agent. The Board of Directors by a majority vote may terminate the Fiscal Agent with 30 days notice.

11.5 Accounting: A Certified Public Accountant shall provide an annual audit of GACIS and submit a report to the Executive Director and Treasurer for dissemination to the Board of Directors. At the next scheduled meeting following the report, the Treasurer shall furnish the membership with a financial report for the fiscal year just concluded. The Fiscal Agent shall maintain a copy of the audit with the GACIS financial records.

11.6 Approval of Expenditures: The Executive Director of GACIS shall approve all expenditures.

Article Twelve - Amendments

12.1 Proposing Amendments: Amendments to or a repeal of the By-laws may be proposed by the Board of Directors on its own initiative or upon petition by 5% of the voting membership.

12.2 Approving Amendments: The GACIS By-laws may be amended at any GACIS Board of Directors Meeting where GACIS business is being transacted by a majority vote of the Board of Directors provided notice of proposed changes have been sent to the Regular Members 10 days before such a meeting via mail, email, web posting, or facsimile.

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