

**BY-LAWS OF
MASSACHUSETTS COUNCIL FOR THE SOCIAL STUDIES, INC.**

ARTICLE I - ARTICLES OF ORGANIZATION

The name, location of principal office, and purposes of the Corporation shall be set forth in the ARTICLES OF ORGANIZATION and these BY-LAWS. The powers of the Corporation and of its Directors and Members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the ARTICLES OF ORGANIZATION.

All references in these BY-LAWS to the ARTICLES OF ORGANIZATION shall be construed to mean the ARTICLES OF ORGANIZATION, as from time to time amended, of the Corporation.

ARTICLE II - PLACE OF MEMBERS' MEETING

All meetings of the Members who are entitled to vote shall be held in Massachusetts either at the principal office of the Corporation or at such other place or Zoom/Google Meet connection as stated in the call.

ARTICLE III - ANNUAL MEETING OF THE MEMBERS

The annual meeting of the Members who are entitled to vote at the time and place designated by the Board of Directors. The purposes for which an annual meeting is to be held, additional to those meetings prescribed by law, by the Articles of Organization and by these BY-LAWS, may be specified by the Board of Directors or by the President or by a majority of the Directors. If such an annual meeting is omitted on the day provided, a special meeting may be held in place of it and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting.

ARTICLE IV - SPECIAL MEETINGS OF MEMBERS

Special meetings of the Members who are entitled to vote may be called by the President or by a majority of the Directors, and shall be called by the Clerk, or, in the

case of death, absence, incapacity or refusal of the Clerk, by any other officer, stating the time, place and purpose of the meeting.

ARTICLE V - NOTICE OF MEMBERS' MEETING

Electronic notice will be sent at least 10 days before each meeting, to all Members who are entitled to vote and to all Members, who under the Articles of Organization or any amendment thereto are entitled to such notice. Members are charged with providing an accurate email or cell phone number to the Corporation and to update as necessary. In case of the death, absence, incapacity or refusal of the Secretary, such notice may be given by any other officer or by the person or persons calling the meeting or by the Board of Directors..

ARTICLE VI - QUORUM OF MEMBERS AND VOTING POWER

At all meetings of the Members, only duly qualified Members shall have the sole voting power. Any meeting of the Members, a majority of the Members present and voting shall constitute a quorum for the transaction of business, but at less interest may adjourn any meeting from time to time, and the meeting may be held as adjourned without further notice. An affirmative vote of the majority of the Members present and voting shall be required to pass any motion or take any action at any meeting, except as hereinafter provided, including adjournment when no quorum is present, by a lesser percentage, as herein before provided.

ARTICLE VII - VOTING

Every duly qualified Member shall have one vote. Members shall vote in person or electronically when provided by the Corporation and not by proxy.

ARTICLE VIII - MEMBERS

Membership shall be open to all persons involved or interested in Elementary, Secondary or College Social Studies or hold interest in social studies education, examples museum educators, elected officials. There shall be two classes of Members:, Members and Student Members. Professional Members shall be those persons who are willing to participate actively in the programs and services provided by the Corporation and who have been admitted to membership upon the payment of annual dues, the amount of which shall be determined by the Board of Directors. Student Members shall be undergraduate college students of at least eighteen (18) years of age who are willing to participate actively in the programs and services of the Corporation and who have been admitted to membership upon the payment of annual dues, the amount of which shall be determined by the Board of Directors. The Board of Directors shall have the

right to refuse any application for any reason which they deem sufficient other than the applicant's age, sex, creed, color, or country of national origin. Such refusal must be by a majority vote of the Board of Directors present at any meeting.

ARTICLE IX - BOARD OF DIRECTORS

There will be nine (9) members of the Board of Directors elected by mail ballot or electronic vote for a term of three (3) years. At least one option for each Corporation officer and Board of Director's position, with the exception of Executive Director and Treasurer, will be provide on the ballot. In addition, the Board of Directors will also include any Corporation members who are serving as Officer or Directors of the National Council for the Social Studies. The latter will be non-voting members of the Board and their term of service will coincide with their term on the National Council for the Social Studies' Board. Every Director must be a Member and all Officers shall be Directors. Subject to law, to the Articles of Corporation and to the other provisions of the BY-LAWS, Directors who are also officers of the Corporation will hold office until the next annual meeting or until their successor is chosen. Directors who are not officers will hold office until the third annual meeting following their election or until successors are chosen. Special meetings of the Members may be held at any time to increase the number of Directors and/or to fill vacancies on the Board, provided the increase does not exceed the limit of fifteen (15) as provided by the BY-LAWS. Any increase must be voted by a majority of the Members. In the absence of membership action to fill a vacancy on the Board of Directors, such vacancy may be filled by the Board of Directors.

ARTICLE X -POWERS OF DIRECTORS

The Board of Directors shall have and may exercise all the powers of the Corporation, except such as are conferred upon by Members by law, by the Articles of Organization and these BY-LAWS. The Board of Directors shall have the entire management and control of the property, business and affairs of the Corporation, and is hereby vested with all the powers possessed by the Corporation itself as far as this delegation of authority is not inconsistent with law. Without limitation of the foregoing provisions, it is expressly declared that subject to the Articles of Corporation and these BY-LAWS, the Directors shall have power to fix and alter the power and duties of the several officers and agents of the Corporation and shall have power on behalf of the Corporation to enter into contracts.

ARTICLE XI - MEETINGS OF THE BOARD OF DIRECTORS

Regular meetings of the Board of Directors may be held at such places and at such times as the Board may from time to time determine by vote. If so determined, the

Board need not call or give notice of such meeting. A regular meeting of the Board may be held without notice immediately after and at the same place as the annual meeting of the Members, or the special meeting of the Members which may be held in place of such annual meeting.

Special meetings of the Board of Directors may be held at any time and place when called by the President or a majority of the Board of Directors. Reasonable notice must be given to each Director by the Executive Director, or in case of the death, absence, incapacity, or refusal of the Executive Director, by the officer or Directors calling the meeting, or at any time without call or formal notice, provided all the Directors are present or waive notice thereof by electronic notification which will be notated in the minutes of the meeting.

Past Presidents may be invited to attend Board of Directors meetings but shall not make motions or vote.

ARTICLE XII - QUORUM OF THE BOARD OF DIRECTORS

A quorum shall consist of a majority of the Directors holding office for the purpose of transacting business. However, a lesser number may, from time to time, adjourn any meeting and that meeting may be held as adjourned without further notice. In order for a motion to pass, a majority of the Board must vote in the affirmative, except a vote to adjourn when no quorum is present as specifically provided.

ARTICLE XIII - DIRECTORS' ACTION BY CONSENT

Any action by the Directors may be taken without a meeting if electronic consent thereto is agreed to by all the Directors and recorded with the minutes of the Directors' meetings. Such consent shall be treated as a vote of the Directors for all purposes.

ARTICLES XIV - OFFICERS AND AGENTS

The Officers shall be a President, a Vice-President, a Secretary and a Treasurer, and such other officers and agents with such duties and powers as the Board of Directors

may in its discretion appoint. The term of office for President and Vice-President shall be two years.

The President shall appoint a nominating committee to present a list of proposed officers to the Members via a mail or electronic ballot, but such nominating process shall not prohibit any Member from nominating any other Member to serve as an officer. At least one option for each Corporation Officer and Board of Directors position, Treasurer and Secretary, will be provided on the ballot to be mailed or electronically sent. The Vice-President must be chosen from among those Members who have served on the Board of Directors for a period of at least one (1) year. All Officers shall be Directors. Each Officer shall be a Member. So far as permitted by law, any two or more offices may be filled by the same person. Subject to law, to the Articles of Organization, and to the other provisions of these BY-LAWS, Officers shall hold their position until the next annual meeting or until their successors are chosen and qualified. Officers shall, subject to these BY-LAWS, have in addition to the duties and powers herein set forth such duties and powers as the Board of Directors shall, from time to time designate.

ARTICLE XV - POWERS AND DUTIES OF THE PRESIDENT

The President shall have the powers and duties usual to this office, subject to any provisions contained elsewhere in these BY-LAWS concerning those powers and duties. The President shall, when present, preside at all meetings of Members and Directors.

ARTICLE XVI - POWERS AND DUTIES OF THE VICE-PRESIDENT

The Vice-President shall have the powers and duties assigned to him or her by the Board of Directors, and shall, in the absence of the President, preside at all meetings of the Members and Directors.

ARTICLE XVII - POWERS AND DUTIES OF THE SECRETARY

The Secretary shall keep an accurate record of the proceedings at all meetings of the Members and at all meetings of the Board of Directors in electronic format and shall be available for inspection by any Member. In the absence of the Secretary at any such meeting, the President shall choose a temporary Secretary, who shall record the proceeds of such meeting.

ARTICLE XVII - POWERS AND DUTIES OF THE TREASURER

The Treasurer, subject to the direction and under the supervision of the Board of Directors, shall have general charge of the financial affairs of the Corporation, except his or her bond. The Treasurer and Executive Director each shall have the authority to sign checks of the Corporation. All notes given by the Corporation, as well as any contracts, and other legal documents, shall be signed by both the Executive Director and Treasurer. The Treasurer shall endorse for collection or deposit all notes, checks, drafts, or other negotiable instruments payable to the Corporation or its order. The Treasurer shall not give any note of the Corporation without the express vote of the Board of Directors giving authority therefor. The Treasurer shall keep or cause to be kept accurate books of account, which shall be the property of the Corporation. If required by the Board of Directors, the Treasurer shall give bond for the faithful performance of his or her duties in such form, in such sum and with such sureties as the Board of Directors shall require. In case of absence, incapacity, resignation or removal by disqualification or otherwise of the Treasurer, the Executive Director shall be vested with all the rights, power and duties of the Treasurer.

ARTICLE XIX- REMOVAL

The Members who are entitled to vote thereon may, at any meeting called for the purpose, by the affirmative vote of a majority of the Members entitled to vote, remove from office any Director or other Officer of the Corporation and elect a successor.

ARTICLE XX - VACANCIES

If the office of any Director or of any officer or agent of the Corporation becomes vacant by reason of death, resignation, removal, disqualification or otherwise, the Directors, unless the vacancy is the office of Director, President, Vice-President, Treasurer, or Secretary, has been filled by the vote of the Members at a special meeting called for that purpose, shall choose successor or successors who shall hold office for the unexpired term, subject to the provisions of Article XIX. The written resignation of an officer or Director of the Corporation shall, if the writing so states, become effective upon its being received by the Executive Director.

ARTICLE XXI -FISCAL YEAR

The fiscal year of the Corporation shall begin with the 1st day of July and end with the 30th day of June.

ARTLCE XXII - AMENDMENTS

The Members may make, amend or repeal the BY-LAWS, in whole or in part, provided that no change in the date of the annual meeting may be made within sixty (60) days before the date fixed in these BY-LAWS. Any proposed By-Law change shall become effective upon its being approved by the majority of the Members present and voting at such meeting.

DUTIES OF OFFICERS/BOARD MEMBERS

PRESIDENT

- Determines agenda and conducts all Board and Annual Meetings during term of office
- Represents the MCSS at professional meetings
- Calls any special meetings necessary
- Appoints members to standing and ad hoc committees
- Serves as Chairperson of the Nominations Committee
- Submits an Annual Report of the year's events and achievements at the Annual Meeting
- Chooses the recipient of the annual Friend of Social Studies Award

VICE PRESIDENT

- Vice-President represents the MCSS Board at meetings of other organizations, state legislature/Department of Education etc. when requested by the President.
- Serves on the Nominations Committee
- In the absence of the President presides at all meetings of the Members and Directors

SECRETARY

- Records and emails a summary of each meeting to Members of the Executive Committee and Board of Directors.
- Transfers the Secretary's Recording Book (written or electronic) for term of office to the next person holding that office or to the MCSS office.
- In the absence of the Secretary the President shall appoint a Temporary Secretary
- Assists in conference facilitation when possible.

TREASURER

The Treasurer receives a stipend determined by the Board of Directors

- Maintains an up-to-date, accurate account of the finances of the MCSS and reports to the Directors and Members.
- The Treasurer and the Executive Director are authorized to sign checks issued by the MCSS
- The Council will finance the cost of bonding the Treasurer
- The Treasurer's accounts are the property of the Council and are audited yearly.
- Dispenses funds to parties authorized by the Executive Director
- Files taxes on behalf of the Corporation
- Deposits all membership dues and conference fees into the council bank account.

DIRECTORS

- The Directors of the Council are the above Officers and Board Members elected each year to serve for a three (3) year term
- Officers, Directors, the Immediate Past President are voting members of the Board.
- The Board of Directors have the management and control of property and business affairs of the Council
- An affirmative vote of the majority of the Board of Directors present is required to pass any matter
- Candidates for Vice President must have served as Directors on the MCSS Board for one (1) year
- Directors are encouraged to serve on Standing and Ad Hoc Committees and to help out at programs and conferences of the MCSS such as NERC and State History Day.

EXECUTIVE DIRECTOR

The Executive Director receives a stipend determined by the Board of Directors

- Maintains a central address, telephone number and email account whereby MCSS can be contacted
- Handles correspondence as needed by Board action, requests or members and others
- Process affiliation materials for the MCSS
- Provides liaison with NCSS, and other professional organizations.
- Arranges election procedures for the annual MCSS election
- Arranges meeting details for the Board and Committees (except NERC)
- Sends notices of Board meetings to Directors
- Attends meetings of the Board and NERC Committees
- Supports Program Director by assisting in program development and conference planning
- Keeps archives of MCSS (Board Meetings, Policy Statements, Resolutions, Programs, Correspondence, Professional Development Point Certificates)

- Represents MCSS when requested by Board/Officers at meetings, hearings of interest to the Corporation.
- All other activities for NERC or the State Program will be on a volunteer basis
- The Executive Secretary does not make policy or have a vote on the MCSS Board

PROGRAM DIRECTOR

The Program Director receives a stipend determined by the Board of Directors

- Organizes the professional development opportunities provided through the Council
- Maintains up to date PD certification with DESE and local University graduate credit providers
- Seeks partnerships with other NPO's that aid in the mission of providing practical professional development to Social Studies Teachers
- Coordinates with the MCSS Vice-President on PDP's and grad credit for all conference attendees
- Organizes the scope and sequence of the Summer Content Institute
 - Program Director can be reimbursed up to \$1000 for participation and attendance at NCSS Annual Conference

ADVOCACY DIRECTOR

- Serves as the primary legislative liaison between MCSS and Massachusetts legislators.
- Remains informed of pending legislation that could possibly impact, positively or negatively, Social Studies education.
- Supports local efforts to advocate for Social Studies education and civic engagement by either acknowledgement or involvement in such events

AWARDS DIRECTOR

The Awards Director receives a stipend determined by the Board of Directors

- Disseminates and gathers nominations for multiple awards bestowed by the Council on a yearly basis
- Coordinates the Awards program with help from the President
- Brainstorms ideas with the MCSS Vice-President and Program Director on the MCSS Inspiration award given at the Annual Fall Conference. Selects and informs the awardees with the designated Board Liaison and with the assistance of the Executive Director and MCSS President if necessary.

REGISTRAR

The Registrar receives a stipend determined by the Board of Directors

- Processes all online and mail-in registrations for the fall and spring conferences.
- Registers conference attendees on site and accepts payments
- Coordinates with MCSS Program Director to ensure the accuracy of registration forms.

EXHIBITION DIRECTOR

- Processes all online and mail-in registrations for the fall and spring conference exhibitors
- Ensures the space requirements for exhibitors and any equipment that will need to be brought in from third party vendors.
- Organizes exhibitor's set-up time and break-down time with Conference Site Coordinator.
- Gathers feedback from exhibitors after each event to promote professional relationships and continued improvement

WEBMASTER/COMMUNICATION DIRECTOR

The Webmaster/Communications Director receives a stipend determined by the Board of Directors

- Maintains the functionality and security of the MCSS website
- Coordinates with all MCSS conference staff to ensure the accuracy of all online registration information, payment options, and program times.
- Updates the MCSS website when necessary.
- Updates social media sites including (but not limited to) Facebook and Twitter to highlight MCSS events
- Maintains contacts with annual partners to demonstrate MCSS's goal to promote Social Studies education across all platforms and organizations.

MEMBERSHIP DIRECTOR

The Membership Director receives a stipend determined by the Board of Directors

- Organizes and sends out the weekly e-blast to the MCSS membership.
- Processes new registrations and renewals of all members
- Sends membership funds received to Treasurer in a timely manner
- Sends Purchase Order requests for Membership to Treasurer for timely invoicing

STANDING COMMITTEES

NOMINATING COMMITTEE

- Meets in early December of each year to nominate officers and Board Members for the next year's election
- Members of the Committee
 - President of the MCSS
 - Vice-President of the MCSS
 - Executive Director of the MCSS

- Representative for the Board of Directors (Chosen to balance the Committee geographically)

MCSS INFORMATION

- The Massachusetts Council for the Social Studies was organized in the spring of 1967. It was incorporated early in the 1970's and officially received tax-exempt status as a non-profit organization on February 28, 1973
- The United States Department of the Treasury has certified that the MCSS is exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code. Donors may deduct contributions to the MCSS as proved in section 170 of IRS Code.
- MCSS is required to file Form 990, Return of Organization Exempt from Income Tax. The Treasurer files this form at the close of the MCSS fiscal year (June30) each year. A copy Form 990 is also filed with the Annual Report (Form PC) required by the Division of Public Charities, Office of the Attorney General of the Commonwealth of Massachusetts.

Stipends

Ex Director	\$2500/year, payable on June 30
Program Director	\$2500/year, payable on June 30 Upon to \$1000 for conference expenses
Registrar	\$1500/year, payable on June 30 in non-NERC year; \$2000/year, payable on June 30 in a NERC year
Treasurer	\$2000/year, payable on June 30
Awards	\$500/year, payable on June 30
Membership	\$500/year, payable on June 30
Webmaster	\$1000/year, payable on June 30 \$500 increase if assigned membership outreach

By-Laws accepted and approved by MCSS Membership June 23, 2022