

CONSTITUTION OF FLORIDA ASCD

ARTICLE I ---- NAME

Section 1. The name of this organization shall be Florida ASCD.

ARTICLE II ---- AFFILIATION

Section 1. This association shall be affiliated with International ASCD.

ARTICLE III ---- PURPOSE

Section 1. Mission Statement ---Florida ASCD empowers a diverse membership to improve learning, teaching, and leadership.

Section 2. The purpose of the association shall be for the improvement of curriculum and supervision and the support of varied programs designed to promote educational change and the professional growth of its members and others concerned with education in the state of Florida

Section 3. Florida ASCD fully supports a policy of equal opportunity and will not discriminate in membership eligibility on the basis of race, color, religion, national origin, or sex and affiliate shall actively seek members who represent diversity in gender, age, job role, ethnicity, geographic location, and viewpoint. This organization will neither accept invitations from nor participate in any activity or organization that does not support an equal opportunity or nondiscrimination policy.

ARTICLE IV ---- MEMBERSHIP

Section 1. Any person who is interested in promoting the purpose of this association shall be entitled to active membership upon payment of annual dues as provided in board policy.

Section 2. Any active member shall be entitled to vote, hold office, participate in discussions and otherwise receive such benefits and materials as may be forthcoming from the association.

Section 3. Any full-time, student in any institution of higher learning shall be entitled to student membership upon payment of dues provided in board policy. Student members shall be entitled to all benefits and privileges of active members.

Section 4. Retired persons may continue as active members of FASCD upon payment of dues provided in board policy. Retired members shall be entitled to all benefits and privileges of active members.

Section 5. An institutional membership shall be defined as a membership of a group as defined by the Board of Directors (hereinafter referred to as Board) who shall set the criteria and dues structure for institutional membership.

Section 6. The Board may award an honorary membership to a person or persons. Such honorary members shall not be entitled to vote or hold office.

Section 7. The fiscal year shall be from July 1 of one calendar year through June 30 of the next calendar year. Members will be notified when membership dues need to be renewed. Memberships will be renewed on their anniversary date. Members who do not renew in three months will be dropped from active membership. Members may be reinstated to their anniversary date as an active member upon payment of annual dues in arrears for less than four months. After a lapse of one year, prior members who reactivate their membership shall be considered new members.

ARTICLE V ---- ADMINISTRATION

Section 1. The officers of the association shall be president, vice-president, past president, secretary, and treasurer.

Section 2. The retiring president shall become past president, and the vice-president shall become president. A person elected to hold the office of president may not succeed him/her self in that office by election for a period of two years. A vacancy, except in the position of the president, shall be filled by appointment by the president with approval by the Board. In the

case of a vacancy in the position of president, or if the president is unable to serve, the past president shall become president. In the event the past president is unable to serve, the Board shall appoint a president.

Section 3. The secretary and treasurer shall be appointed by the Board for a term of three years, which may be extended for an additional term of three years

Section 4. The duties of officers shall be determined by the board and described in the Board Policy Manual.

Terms of office and duties shall be:

- a. Two years for the president, vice-president and past president.
- b. Three years for the secretary, treasurer and directors. Terms may be extended by the board.
- e. The officers and executive director shall constitute the Executive Committee.
- f. The Board may, by a vote of 2/3rds of the Board present, initiate the removal of any officer or board member at a regular open Board meeting, except that removal of the President shall be accomplished by a 2/3 vote of the Board present at a regular open meeting of the Board, and further said removal will require 30 days notice to the President before the regular open meeting at which the vote will take place.
- g. All Directors and officers of the Association, whether or not then in office, may be indemnified by the Association against all costs, liabilities, judgments, and expenses actually and reasonably incurred by, or imposed upon them in connection with or arising out of any action, suit or proceeding in which they may be involved, directly or indirectly, or to which they may be made a party by reason of being or having been a Director or officer of this corporation, except in relation to matters as to which they shall be finally adjudged in action, suit or proceeding to have been guilty of bad faith or fraud in the performance of their duty as such Director or officer.

Section 5. Elections and appointments shall be as follows:

- a. Directors shall be appointed by the Board.
- b. A nominating committee appointed by the president, and chaired by the past president, with the approval of the Board, shall prepare a proposed list of candidates for the position of vice-president and any other position to be elected and shall submit the list of candidates to the executive director at least 30 days prior to the date of election which shall be May 1.
- c. The executive director shall provide paper or electronic ballots to the active members of the association at least one month prior to May 1. Provision shall be made on the ballot for write-in candidates. The candidate in each case receiving the highest number of votes shall be declared elected.
- e. Those elected shall assume office on July 1 of the year elected and shall serve for the term provided for that office.

Section 6. An executive director may be appointed or employed for a term determined by the Board. The executive director shall be responsible for the execution and administration of policies and programs approved by the Board. She/he attends and may participate in discussion in all meetings of the Board, except when matters of her/his own employment are under consideration. She/he may attend and participate in all meetings of standing and special committees. The duties of the executive director shall be described in the Board Policy manual.

ARTICLE V --- COMMITTEES

Section 1. Standing and special committees of this association shall be appointed by the president with the approval of the Board. The president and executive director shall be an ex-officio member of all committees except the nominating committee.

ARTICLE VI --- EXPENDITURES

Section 1. The funds of the association shall be disbursed only in accordance with the annual budget adopted by the Board. The Board shall have the power to revise the annual budget if needed, and transfer unused balances from one category to another. The treasurer shall receive and disburse the funds of the association and shall submit a quarterly and annual report to the Board at regular open meetings. An audit committee will review the association's books annually as provided in the Board Policy manual.

ARTICLE VI ---- MEETINGS

Section 1. Meetings of the Board are conducted in regular open meetings at a named location. Other meetings may be held in

between regular meetings using electronic methods.

Section 2. Board members at electronic meetings may not make decisions on any financial matter exceeding \$1,000 nor employ or discharge the executive director or remove any board member or officer.

Section 3. Those board members and officers present at any called meeting shall constitute a quorum of that body.

ARTICLE VII ---- AMENDMENTS

Section 1. The constitution shall be reviewed at least once every three (3) years by a review committee. Amendments shall be submitted electronically or by mail to all active members. A paper or electronic ballot shall accompany proposed amendments with instructions to return within 20 days following mailing. Amendments shall take effect immediately upon ratification of two thirds of members submitting ballots.

ARTICLE VIII --- PARLIAMENTARY LAW

Section 1. In the spirit of cooperation and the consideration of all points of view, consensus shall be the preferred method of making decisions. When the Board determines that consensus cannot be reached on a given issue, Roberts Rules of Order Revised, may be invoked as the final method of determination. Issues involving the expenditure of funds, appointment or removal of personnel or matters on which the board determines a record be maintained, shall require a majority vote of board members present.

ARTICLE IX --- EFFECTIVE DATE

Section 1. Changes approved in the constitution will become effective as of the date approved by the membership or as soon as possible thereafter, but no later than July 1 following the time of approval

ARTICLE X --- FEDERAL TAX STATUTE

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable, to its members, trustees, officers or other private persons except that the corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as stated. No substantial part of the activities of the corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (A) a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (B) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Section 2. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

Article XI - Review of Constitution

Section 1. This constitution shall be reviewed by the Board at a minimum of every three years to assure that it accurately reflects the purpose of the association.

Approved by Florida ASCD members June 23, 2012.