

CONSTITUTION AND BYLAWS
GEORGIA COMPENSATORY EDUCATIONAL LEADERS, INC.
Revised 02/24/2016

ARTICLE I
NAME OF THE ORGANIZATION

The name of this organization shall be the Georgia Compensatory Educational Leaders, INC. herein referred to as GCEL, INC.

ARTICLE II
GOALS, MISSION AND PURPOSE

The goal of GCEL, INC. shall be for all educationally disadvantaged children to experience academic success.

The mission of GCEL, INC. shall be to create opportunities for educational leaders to propose, discuss, and act upon issues related to compensatory education.

The purposes of GCEL, INC. shall be:

1. To provide educational opportunities for professional growth through activities of GCEL, INC.
2. To promote programs for educationally disadvantaged children
3. To provide an effective means of communication among leaders of compensatory education programs at all levels and
4. To build an awareness of legislative actions and how they affect compensatory education programs.

ARTICLE III
MEMBERSHIP

Section I. Regular membership in GCEL, INC. shall be open to all certified and/or district level persons functioning in support of compensatory education programs. Members should be in good standing. A member in good standing is regarded as having complied with all financial and explicit obligations to the GCEL, Inc. organization.

Section II. Retired membership shall be open to retired persons who have been prior members of GCEL, INC. Retired members may have voting rights and may hold office.

Section III. The annual dues shall be established by the Executive Board and presented at the annual conference.

Section IV. The membership year shall be from annual conference to annual conference.

ARTICLE IV OFFICERS

Section I. The officers of the Corporation shall be a President, President-Elect, Immediate Past President, Vice-President, Secretary, Treasurer, and Assistant Treasurer. Each officer shall be a regular or retired member in good standing.

Section II.

- A. The President shall serve for a term of one year only.
- B. The President-Elect shall serve for a term of one year only and shall assume the office of the President the ensuing year.
- C. The Vice President shall be an appointed position approved by the Executive Board. The Vice-President serves at the discretion of the Executive Board.
- D. The Secretary shall serve for a term of two years.
- E. The Treasurer shall be an appointed position approved by the Executive Board. The Treasurer serves at the discretion of the Executive Board.
- F. The Assistant Treasurer shall be an appointed position approved by the Executive Board. The Assistant Treasurer serves at the discretion of the Executive Board.
- G. Officers for the position of President, President Elect, and Secretary who have served one full term shall be ineligible to succeed in the same office. These same officers may serve non-consecutive terms.
- H. All officers shall be ratified by a majority vote of the general membership at the Annual GCEL, INC. Conference.

Section III. The Duties of Officers:

President

It shall be the duty of the President to preside or arrange for a presiding officer at all meetings, and in consultation with the Executive Board, to arrange for the meetings of GCEL, INC. The President shall appoint all members of the ad hoc committees and recommend members of standing committees to the Executive Board. The President shall be the presiding officer and a voting member of the Executive Board. The President shall call meetings of this Board whenever requested by a majority of the members of the Board. The President shall chair the Planning Committee of the Annual GCEL, INC. Conference.

President-Elect

In the absence of the President, the President-Elect shall preside. Additionally, the President-Elect shall perform duties as assigned by the President.

Vice-President

The Vice-President is the custodian of the GCEL, INC. Constitution and By Laws and Articles of Incorporation and shall ensure that both documents are updated and revised as needed. The Vice-President shall also ensure that Federal and State taxes are filed annually.

Secretary

The Secretary is the recording officer of the GCEL, INC. and the custodian of its records, except those specifically assigned to others, such as the Treasurer's books. The Secretary shall maintain the archival membership records of the organization.

Treasurer

The Treasurer is the custodian of GCEL, INC.'s funds. The Treasurer shall maintain the fiscal records of GCEL, INC., submit the records for an annual audit and prepare them for filing Federal and State taxes annually. The Treasurer chairs the Budget Committee.

Assistant Treasurer

The Assistant Treasurer is the co-custodian of GCEL INC.'s funds. The Assistant Treasurer shall assist in maintaining the fiscal records of GCEL, INC. and shall submit them for an annual audit of the records. The Assistant Treasurer co-chairs the Budget Committee.

Immediate Past President

The Immediate Past President shall serve on the Executive Board for one year and serve as Chairman of the Nominating Committee

State Liaison Officer

An appointed member of the Georgia Department of Education shall serve as the State Liaison Officer. This officer shall be a representative of compensatory educational programs and shall serve as a liaison between GCEL, INC. and the Georgia Department of Education. The State Liaison Officer shall serve on the Executive Board.

Section IV. Officers ratified by the general membership shall begin their terms of office on the first day after the Annual Conference ends.

AREA REPRESENTATIVES

- Section V.** Election of the twelve Area Representatives shall take place during the Area Meetings held at the Annual GCEL, INC. Conference. Representatives will be elected by members of the area on a rotating basis.
- A. The persons elected to represent each of the regions shall serve for a period of two years. Representatives of odd-numbered regions will be elected in odd-numbered years; Representatives of even-numbered regions will be elected in even-numbered years. An Area Representative who has served one full term shall not be eligible to succeed to the same office. Election to non-concurrent terms is permitted.
 - B. The persons elected to serve as Area Representatives to the Executive Board will also serve as chairpersons of the respective district in all matters related to regional functions of the organization.
- Section VI.** In the event of a vacancy on the Executive Board or an Area Representative position, the Executive Board shall appoint a replacement to fill the unexpired term of that office.
- Section VII.** Any officer may be removed from office by an affirmative vote of 75% percent of the total number of the members of the Executive Board.

ARTICLE V MEETINGS

GCEL, INC. shall have an Annual Conference. An annual business meeting shall be held during the conference. Other meetings shall be called at the discretion of the Executive Board.

ARTICLE VI EXECUTIVE BOARD

- Section I.** The Executive Board shall be composed of the President, the President-Elect, the Vice-President, the Secretary, the Treasurer, the Assistant Treasurer, the Immediate Past-President, and the State Liaison Officer. The appointed chairperson of each standing committee and other liaison persons requested by the Executive Board shall be non-voting, ex-officio members.
- Section II.** The members of the Executive Board shall assume their office on the first day after the Annual Conference ends.

- Section III.** Executive Board Functions: The President of GCEL, INC. shall be the chairperson of the Executive Board.
- Section IV.** The Executive Board is the planning and advisory body of GCEL, INC. and has the responsibility of implementing policy or policies approved by the membership of GCEL, INC.
- Section V.** The Executive Board shall have the power to form ad hoc committees, approve members of all Standing Committees, and appoint chairpersons of Standing Committees unless otherwise stipulated.
- Section VI.** The Executive Board shall meet at least quarterly at a time and place specified by the Chairperson.

ARTICLE VII COMMITTEES

- Section I.** There shall be a Conference Planning Committee. The committee will be chaired by the President. In the event the President is unable to serve as chairperson of the Conference Committee, the President-Elect shall serve as the chairperson.
- Section II.** There shall be a Nominating Committee. The Immediate Past President shall serve as chair of the committee. The committee shall consist of five members. The Nominating Committee shall submit to the Executive Board a slate of proposed officers. Persons who hold regular or retired membership in GCEL, INC. shall be eligible for office. This slate of nominees must be accepted, amended or rejected by the Executive Board. The slate of recommended officers shall be presented to the GCEL, INC. membership at the business meeting of the Annual GCEL, INC. Conference for ratification. The slate of officers shall be ratified by a majority vote of the general membership.
- Section III.** There shall be a Budget Committee. This Committee shall be chaired by the Treasurer of GCEL, INC. and co-chaired by the Assistant Treasurer.
- Section IV.** There shall be a Constitution and By-Laws Committee. The Vice-President shall be the Chairman of the Constitution and By-Laws Committee.
- Section V.** There shall be a Membership Committee. The Executive Board shall appoint the Chairperson of the Membership Committee. The Secretary, Treasurer, and Assistant Treasurer shall serve on the Membership Committee.
- Section VI.** There shall be an Internal Audit Committee composed of three members. (*None of these members shall be a part of the Budget Committee.*) The Executive Board shall appoint the Chair and the two members.

Section VII. Other committees may be established and appointed as needed with the approval of the Executive Board.

Section VIII. The President shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE VIII MISCELLANEOUS PROVISIONS

Section I. Contracts: The Executive Board may authorize any officer of this Association, to enter into any contract or execute and deliver any instrument in the name of and on behalf of GCEL, INC. and such authority may be general or confined to specific instances.

Section II. Checks and Drafts: All checks, drafts, or orders for the payments of money, notes or other evidences of indebtedness issued in the name of GCEL, INC. shall be executed by the Treasurer or Assistant Treasurer of GCEL, INC. or in such manner as shall be determined by resolution of the Executive Board. All payments must be approved prior to purchasing by the Executive Board. The Treasurer and Assistant Treasurer shall be bonded at the expense of GCEL. An annual internal audit shall be conducted, and the President will report findings at the Annual Business Meeting. An external audit shall be required every three years and when a new Treasurer is appointed. A Certified Public Accountant selected by the Executive Board shall conduct the external audit. Findings shall be reported at the Annual Business Meeting.

Section III. Deposits: There shall be one master account for GCEL, INC. All funds shall be deposited to the credit of GCEL, INC., in such bank, trust company or other depository as the Executive Board may select. All monies collected shall be transmitted to the Treasurer or the Assistant Treasurer to deposit said money in account.

Section IV. Public Relations will be the primary responsibility of the President and President-Elect.

ARTICLE IX QUORUM AND RULES OF ORDER

Section I. A simple majority of the voting members of the Executive Board shall be present to constitute a quorum for the transaction of business by the Executive Board. Ex-officio members shall not have voting privileges at Executive Board meetings.

Section II. A simple majority of the regular membership present shall constitute a quorum for the transaction of business at Conferences or other called legitimate assemblies.

Section III. Robert's Rules of Order, Newly Revised Edition, shall govern the conduct of all meetings unless otherwise provided for in this Constitution and Bylaws.

ARTICLE X AMENDMENTS

Section I. Amendments to the Constitution and Bylaws of GCEL, INC. may be proposed by the Executive Board or any group of fifteen members, provided that said amendments are submitted to the Executive Board at the last planning meeting preceding GCEL's Conference.

Section II. Said proposed amendments shall be published on the web after approval by the Executive Board and prior to the Conference.

Section III. A two-thirds vote of the active membership present at the meeting shall be necessary to amend the Constitution and By-Laws. The Constitution and Bylaws will become effective sixty days after the approval vote.

ARTICLE XI DISSOLUTION

In case of dissolution of GCEL, INC. any assets remaining after the payments of debts or provision thereafter, shall be given to another professional organization, selected by the Executive Board that supports educational leaders and/or programs for educationally deprived children.