

**CORPORATE BYLAWS
of the
FLORIDA ASSOCIATION OF TEACHER EDUCATORS, INC.
(A Corporation Not for Profit)**

**MISSION STATEMENT
Approved by Membership April 1, 2011**

The mission of the Florida Association of Teacher Educators is to improve the effectiveness of teacher education through leadership in the development of quality programs to prepare teachers, by analyzing issues and practices relating to professional development, and by providing opportunities for personal and professional growth of Association members.

The Florida Association of Teacher Educators, FATE, is a state unit of the Association of Teacher Educators, ATE, and the Southeastern Region of Teacher Educators, SRATE.

TABLE OF CONTENTS		
ARTICLE		PAGE
	MISSION STATEMENT	1
Article I	NAME	2
Article II	PURPOSES	2
Article III	FISCAL YEAR	3
Article IV	MEMBERSHIP	3
Article V	PROFESSIONAL DEVELOPMENT	4
Article VI	BOARD OF DIRECTORS	5
Article VII	OFFICERS' & DIRECTORS' DUTIES	9
Article VIII	COMMITTEES	14
Article IX	AFFILIATIONS & REGIONS	16
Article X	AMENDMENTS	17
Article XI	IDEMNIFICATION	17
Article XII	DISSOLUTION OF CORPORATION & DISTRIBUTION OF ASSETS	18
	APPENDICES	
	Appendix 1, FATE Regions	19

CORPORATE BYLAWS

Article I NAME

The name of this Corporation as provided in the Articles of Incorporation shall be the FLORIDA ASSOCIATION OF TEACHER EDUCATORS, INC., FATE, a not-for-profit organization functioning as a state unit of the Association of Teacher Educators, ATE.

Article II PURPOSES

The Corporation shall be organized exclusively for charitable, educational and scientific purposes within the meaning of Section 170(c) (2) (3), 2055(a) (2), and 2522(a) (2) of the Internal Revenue Code of 1986.

Solely for the above purposes, the Corporation shall be empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but not limited thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal for income there from or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

- A. By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, and/or
- B. By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

The purposes of FATE shall be to:

- A. Provide an organized Florida state unit of the Association of Teacher Educators.
- B. Promote quality teacher education programs in the state of Florida.
- C. Provide opportunities for individual professional growth for all persons involved in the education community, both school and university-based.
- D. Work to improve early childhood, elementary, secondary and higher education in Florida.
- E. Contribute to the knowledge base in teacher education.
- F. Stimulate and support research, investigation, and experimentation within the various fields associated with teacher education.
- G. Collaborate with the State Education Department and with other professional agencies and organizations for continuous support and reappraisal of effective professional standards for the teaching profession in Florida.

Article III FISCAL YEAR

The fiscal year of the Corporation shall begin on October 1 and end on September 30, unless changed by the Board of Directors, hereafter referred to as the Board

Article IV MEMBERSHIP

Section 1. **Qualifications** Membership shall be open to all persons over 18 years of age who are interested in the mission and purposes of this Corporation as stated in the Articles of Incorporation and in these Bylaws. FATE encourages all persons professionally involved and/or interested in some facet of teacher education, either school or university-based, to become active members of the Corporation. FATE adheres to the principles of non-discrimination, access, and equal opportunity with regard to membership in its organization.

Section 2. **Admission & Dues** Individuals shall be admitted to membership upon payment of the dues according to their class of membership. The dues for membership shall be determined by the FATE Board of Directors. A member shall continue as a member as long as qualifications are met and prescribed dues are paid. A qualified individual who joins in the period three months or less prior to the end of the membership year (July, August or September) will be granted membership at half the normal rate.

Section 3. **Membership Year** The membership year of FATE shall coincide with the fiscal year of the organization, October 1 to September 30, (Article III) and be on a twelve month basis.

Section 4. **Classes of Membership** Membership in FATE shall be in one of four classes: Regular, Life, Student, and/or Retired.

A. Regular Membership. All qualified persons may become regular members by paying the stipulated dues according to the established schedule, and shall be entitled to all the privileges of FATE membership.

B. Life Membership. All qualified persons may become life members by paying the stipulated dues according to the established schedule, and shall be entitled to all privileges of FATE membership. The dues for life membership shall be twenty (20) times the annual dues for regular membership in lump sum payment or twenty-two (22) times the annual dues for the regular membership if paid in ten (10) annual, consecutive installments.

C. Student Membership. All qualified persons involved as students in undergraduate or graduate teacher education programs may become student members of FATE by paying the stipulated annual dues. Student members shall be entitled to all privileges of FATE membership.

D. Retired Membership. All qualified persons who have retired from full-time active professional employment may elect a retired membership by paying the stipulated dues. They must have held regular membership for at least five years,

of which three were consecutive immediately preceding the election of this class of membership. Retired members shall be entitled to all privileges of FATE membership.

Article V PROFESSIONAL DEVELOPMENT

The Florida Association of Teacher Educators provides opportunities for personal and professional growth for association members by conducting membership meetings at the state and regional level, providing leadership roles, facilitating presentations at regional and state conferences, and publishing quality articles that analyze issues and practices related to professional development, or that describe programs designed to prepare quality teachers.

Section 1. Membership Meetings

A. Annual Meeting. The Annual Meeting shall be held at such date, time and place as may be fixed by the Board, or by an officer of the Corporation authorized by the Board to act for it in such matter and as stated in the notice of the meeting. Special meetings may be called by the President, or, in case of the President's absence, death, or disability, by the President-Elect, by the Secretary, by the Board by action at a meeting, or by a majority of the Board members acting without a meeting.

B. Regional Meetings. A Regional Meeting should be held each year at such date, time and place as determined by the respective Regional Directors in each of the regions. The Regional Meetings shall generally be scheduled on such occasion in the spring deemed appropriate by the Directors. Special meetings may be called by the Directors.

C. Special Meetings. The President, with Board approval, can call a special membership meeting which has a single purpose. A special meeting can also be called by a group of twelve of the members. Notice must be sent to members per Notices of Meetings, Section 1, D. Only business specified in the call for the special membership meeting shall be conducted.

D. Notices of Meetings. Written notice of each Annual Meeting or special meeting stating the date, time and place thereof shall be given by the Secretary or the person or persons calling the meeting by personal mail, email or Corporation website at least thirty (30) days prior to the meeting. If mailed, such notice shall be sent to the member at the member's address as the same appears upon the records of the Corporation.

E. Voting. For purposes of any vote, each member in attendance at a scheduled Membership Meeting shall have one (1) vote. A simple majority shall be required to pass any motion made at a Membership Meeting. However, all actions taken must be in compliance with legal statutes, the Articles of Incorporation, and these Bylaws.

F. Quorum. At any Membership meeting held in accordance with these Bylaws, the FATE members in attendance shall constitute a quorum for the transaction of business to be conducted at such meeting.

Section 2. **Leadership Roles**

Leadership roles shall include, but not be limited to, a) committee membership, b) committee chair, c) regional director and d) Board member. The Nominations & Elections Committee (Article VIII) shall oversee all aspects of electing and appointing directors and officers as prescribed in Article VI.

Section 3. **Conference Presentations**

The Conference Planning Committee (Article VIII) shall determine the opportunities for presentations at the Annual Meeting. Regional Directors or appointed committee chairs shall determine the opportunities for presentations at Regional Meetings. Contributors shall not be limited to current members of FATE, however proposed presentations will be judged for approval against the mission of the organization and theme of the meeting.

Section 4. **Publishing**

Publishing opportunities shall include postings to the Corporate website, articles in the newsletters, and/or articles to be included in the electronic journal. The Communications & Publication Committee (Article VIII) shall oversee all aspects of the communication. Contributors to FATE publications must be a current member unless on special occasions, granted special exemption by the Journal Editor.

Section 5. **Other**

Other professional development opportunities may be sanctioned and/or sponsored by this organization with approval of the Board.

Article VI BOARD OF DIRECTORS

Section 1. **Powers** The Board of Directors shall be the governing body of the FLORIDA ASSOCIATION OF TEACHER EDUCATORS, INC. acting in accordance with the desires of the Corporation as expressed in its general meetings. The Board shall have general charge of the affairs, property and assets of the Corporation. It shall be the duty of the Board to carry out the aims, vision, mission and purposes of the Corporation and, to this end, to manage and control all of its property and assets. All actions taken the Board must be in compliance with legal statutes, the Articles of Incorporation, and these Bylaws.

Section 2. **Structure** The Board shall consist of duly elected and appointed officers and directors. The prescribed constitution of the Board shall be:

OFFICERS – President, President-Elect, Secretary, Treasurer, and Past-President.

AT-LARGE DIRECTORS – one representing each teacher education interest; PK-12, College & University, State & Community Colleges, Business, and Graduate Student.

REGIONAL DIRECTORS – two representing each DOE state region; Panhandle, Crown, East Central, West Central and South; one PK-12, one College & University.

EXECUTIVE DIRECTOR – an appointed nonvoting Ex Officio Board member.

Section 3. **Election** Members of the Board shall be conferred and begin their term of office during the Business Meeting at the Annual Meeting. The first Board meeting for newly elected members shall be the post-conference meeting on the final day of the Annual Meeting.

Section 4. **Candidate Qualifications** No qualified candidate will be omitted from the nomination slate; however, the Board will encourage the Nominations & Elections Committee to solicit for the election slate a cross-section of public and private PK-12, community college, college/university, business, graduate student, or other approved educational agency personnel. All elected officers must hold current membership in ATE.

A. Officers. Any current member of FATE with a membership record of at least two (2) consecutive years, may be nominated to serve as President-Elect. Any FATE member in good standing may be nominated to serve as Secretary or Treasurer.

B. At-Large Members and Regional Directors. Any FATE member in good standing may be nominated to serve as an At-Large Board Member or Regional Director.

C. Executive Director. Any current or former Board member of FATE with a record of at least two (2) consecutive years may be appointed by the Board to serve as Executive Director. The person in this appointed position must also maintain membership in ATE.

Section 5. **Tenure and Limits** The tenure, and therefore commitment, of each initially elected member of the Board is designated below. Nominees shall be encouraged to carefully consider Article VI, Section 6, Duties, before accepting a nomination to contribute as a member of the Board. There shall be no limits on terms of commitment.

Record transfers occur at the Annual Meeting pre-conference Board Meeting. Official tenure of office begins at the Annual Meeting. The Board may remove any officer, director or at-large Board member with cause not limited to, but including non-participation on the FATE Board.

<u>Board Member</u>	<u>Term</u>	<u>Commitment</u>
President	One-year	Three years, this is the 2 nd year
President-Elect	One-year	Three years, this is the 1 st year
Secretary	One-year	Two-years
Treasurer	One-year	Two-years
Past-President	One-year	Three years, this is the 3 rd year

At-Large PK-12	Two-year	begins fall Conference, even year
At-Large College & Univ	Two-year	begins fall Conference, odd year
At-Large State & Comm College	Two-year	begins fall Conference, even year
At-Large Business	Two-year	begins fall Conference odd year
At-Large Grad Student	Two-year	begins fall Conference, even year
Panhandle Directors Colleges & Universities PK-12	Two-year	begins fall Conference odd year even year
Crown Directors Colleges & Universities PK-12	Two-year	begins fall Conference even year odd year
East Central Directors Colleges & Universities PK-12	Two-year	begins fall Conference odd year even year
West Central Directors Colleges & Universities PK-12	Two-year	begins fall Conference even year odd year
South Directors Colleges & Universities PK-12	Two-year	begins fall Conference odd year even year
Executive Director	Two-year	begins fall Conference, even year by appointment

Section 6. **Vacancies and Replacements** Any Board member, by notice in writing to the Board, may resign at any time. Any Board member shall be removed from office, with cause, at a Board meeting by an affirmative vote of a majority of the Board members present per Article VI, Section 8. A.

A. President – In the event of the death, resignation or removal from office of the President, the Board shall appoint the President-Elect as the President of the Corporation for the remainder of the vacating President’s term as well as the next following term. The presidency is an elected office. An election will be held should the President-Elect be an appointee who replaced the elected officer.

B. President-Elect – In the event of the death, resignation or removal from office of the President-Elect, the Board shall appoint a qualified and willing candidate to assume the office immediately for the remainder of that one-year term. The appointee would be eligible to become a nominee for the office of President-Elect for the following year.

C. Secretary – In the event of the death, resignation or removal from office of the Secretary, the Board shall appoint a qualified and willing candidate to assume the office immediately for the remainder of that one-year term.

D. Treasurer – In the event of the death, resignation or removal from office of the Treasurer, the Board shall appoint a qualified and willing candidate to assume the office immediately for the remainder of that one-year term.

E. Past-President – In the event of the death, resignation or removal from office of the Past-President, the Board shall appoint a qualified and willing candidate to assume the office immediately for the remainder of that one-year term.

F. At-Large & Regional Directors – In the event of the death, resignation or removal from the position of Director, the Board shall appoint a qualified and willing candidate to assume the office immediately for the remainder of that two-year term.

G. Executive Director – In the event of the death, resignation or removal from the position of Executive Director, the Board shall appoint a qualified and willing candidate to assume the office immediately for the remainder of that two-year term.

Section 7. **Board Meetings** The FATE Board shall meet four times each year; Winter, Spring, Pre-Conference & Post-Conference as described below.

WINTER JAN - FEB	SPRING APRIL-MAY	FALL SEPT-OCT
Officers & Directors Pre-ATE	Officers & Directors Bi-Annual Reports	Officers & Directors Pre-Conference & Post-Conference

The meeting place for Board meetings should be rotated if possible in order to accommodate Board members and committee members who reside in each of the designated state regions.

A. Quorum and Voting. For Board Meetings, forty percent (40%) of the total number of Officers and Directors serving shall constitute a quorum for the transaction of business at any Board Meeting. For purposes of any vote by the Board, each Board member shall have one vote. A simple majority shall be required to pass any motion made at a Board Meeting.

B. Notice of Board Meetings. Written notice of the time and place of each meeting of the Board shall be given to the Secretary by the person calling the meeting not less than thirty (30) days before the date of such meeting to each Board member. Except as provided in Article XI, Dissolution of Corporation and Distribution of Assets, such notice need not specify the purposes of the meeting. Notice of any meeting shall be considered given if mailed by personal mail, email or otherwise sent or delivered in writing to the Board member at his or her address specified in the records of the Corporation.

C. Meetings Held through Communications Equipment. Meetings of the Board or any committee of the Board may be held through communications equipment (i.e. conference calls, video teleconference, list servers, Internet Web Page postings, live chat, emails, etc.). If all persons participating can hear and/or see each other or be able to view each others' comments and respond through electronic means, such participation shall constitute presence at such a meeting. However, at least two (2) Board Meetings shall be held face-to-face each year.

D. Rules of Meetings. On all questions of parliamentary procedure, the current edition of Robert's Rules of Order, Newly Revised shall govern the Corporation meetings, except in such cases where the Articles of Incorporation or the Bylaws take precedent. The Past-President shall serve as Parliamentarian for all FATE meetings and conduct of business as prescribed in Article VII, Section 1.E. In the absence of the Past-President, the President-Elect serves as Parliamentarian.

ARTICLE VII OFFICERS' & DIRECTORS' DUTIES

Section 1. **Duties of Officers** The officers shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as prescribed in these Bylaws and as may from time to time be required of them by the Directors. By the last working day of October, each officer shall submit an action plan (see Appendix) with the timeline for the coming year to the newly elected President and Secretary for distribution to the Board of Directors. The prescribed duties of the officers include:

A. The President shall

1. Set the agenda for, and conduct all Board and Membership meetings.
2. Appoint Chairpersons for standing and Ad Hoc committees.
3. Assume responsibility for all communication, both written and oral, for the Corporation, Florida Association of Teacher Educators.
4. Provide written communication regularly with the Board and Membership no less than four times throughout the one-year term. Communication to the membership shall include, but not be limited to updates designed to articulate the actions of the board and summarize the state of the organization.
5. Deliver the *State of FATE* Message at the end-of-term Annual Meeting.
6. Represent FATE as a delegate at the ATE Annual Conference.
7. In the absence of an Executive Director, assigns those duties in the interim to other Board Members by mutual consent.
8. Assist in transferring all records to the incoming President by the close of the Annual Meeting.
9. Become Past-President at the close of the term of office as President.

B. The President-Elect shall

1. Participate in all board meetings as designated in Article VI, Section 8.
2. Chair the Meetings Committee.
3. Coordinate the planning of meeting(s) of the Association at the direction of the President.
4. Perform duties and responsibilities as assigned by the President
5. Represent FATE at the SRATE Conference.
6. Assist in transferring all records to the incoming President-Elect by the close of the Annual Meeting.
7. Become President at the close of the term of office as President-Elect.
8. In the absence of the Past-President, serve as Parliamentarian for all FATE meetings and conduct of FATE business.

- C. The Secretary shall
 1. Participate in all Board Meetings as designated in Article VI, Section 8.
 2. Chair the Communications & Publications Committee.
 3. Record a set of minutes during all Board and Membership meetings.
 4. Present a written set of minutes at each subsequent meeting of the Board.
 5. Maintain a record of Board members' contact information including but not limited to postal address, email address, and work & home phone numbers.
 6. Maintain a current list of the FATE regions and associated universities and colleges, Appendix 1.
 7. Announce intent to run for a second term by the deadline established by the Nominations & Elections Committee.
 8. Assist in transferring all records to the incoming Secretary by the close of the Annual Meeting.

- D. The Treasurer shall
 1. Participate in all Board Meetings as designated in Article VI, Section 8.
 2. Chair the Fiscal Affairs Committee.
 3. Present a written report of receipts, expenditures and balances at all Board and Membership meetings.
 4. Maintain, along with the President, a Corporate bank account.
 5. Announce intent to run for a second term by the deadline established by the Nominations & Elections committee.
 6. Assist in transferring all records to the incoming Treasurer by the close of the Annual Meeting.

- E. The Past-President shall
 1. Participate in all Board Meetings as designated in Article VI, Section 8.
 2. Serve as an advisor, on request, to the President.
 3. Chair the Legislative & Policy Committee.
 4. Serve as a delegate to affiliates as requested by the Board.
 5. Serve as the Historian; collecting, updating and keeping information, memorabilia, etc. to be added to the archives.
 6. Serve as Parliamentarian for all FATE meetings and conduct of business.
 7. Assist in transferring the archives to the incoming Past-President by the close of the Annual Meeting.

Section 2. **Duties of Directors.** The directors shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other and further duties as prescribed in these Bylaws. One At-Large Director shall be appointed by the Board to chair the Nominations & Elections Committee. Each director shall submit an action plan outlining goals for the position, which will be presented at the winter Board Meeting. The prescribed duties of the directors include:

- A. The **At-Large Director, PK-12** shall
 1. Participate in all Board Meetings as designated in Article VI, Section 8.
 2. Maintain a record of all institutions and contact persons, PK-12 deemed by the Board to have substantial interest in teacher education. This record

shall be provided by respective Regional Directors, PK-12.

3. Present at the winter and spring Board Meetings an Action Plan Progress Report that describes the status of PK-12 membership and participation.
4. Present at the fall Pre-Conference Board Meeting and Annual Meeting, PK-12 Report that summarizes the accomplishments of the leadership and PK-12 members.
5. Serve on the Nominations & Elections Committee.
6. Serve on the Fiscal Affairs Committee.
7. Assist in transferring all records to the incoming director at the pre-conference Board Meeting.

B. The At-Large Director, College & University shall

1. Participate in all Board Meetings as designated in Article VI, Section 8.
2. Maintain a record of all institutions and contact persons, College and University, deemed by the Board to have substantial interest in teacher education. This record shall be provided by respective Regional Directors, College & University.
3. Present at the winter and spring Board Meetings an Action Plan Progress Report that describes the status of College & University membership and participation.
4. Present at the fall Pre-Conference Board Meeting and Annual Meeting, College & University Report that summarizes the accomplishments of the leadership and College & University members.
5. Serve on the Nominations & Elections Committee.
6. Serve on the Fiscal Affairs Committee.
7. Assist in transferring all records to the incoming director at the pre-conference Board Meeting.

C. The At-Large Director, State & Community College shall

1. Participate in all Board Meetings as designated in Article VI, Section 8.
2. Establish and maintain a record of all state & community colleges that are deemed by the Board to have substantial interest in teacher education.
3. Establish and maintain a record of contact information, including but not limited to, the postal mailing address, email address and telephone number for a single contact person at each institution.
4. Present at the winter and spring Board meetings an Action Plan Progress Report that describes the status of State & Community College membership and participation.
5. Present at the fall Pre-Conference Board Meeting and Annual Members' Meeting a *State of FATE, State & Community College Report* that summarizes the accomplishments of the leadership and respective members.
6. Serve on the Nominations & Elections Committee.
7. Serve on the Fiscal Affairs Committee.
8. Assist in transferring all records to the incoming director at the pre-conference Board Meeting.

D. The **At-Large Director, Business** shall

1. Participate in all Board Meetings as designated in Article VI, Section 8.
2. Establish and maintain a record of all individuals, businesses and corporations that are deemed by the Board to have substantial interest in teacher education.
3. Establish and maintain a record of contact information, including but not limited to, the postal mailing address, email address and telephone number for each person and a single contact person at each business or corporation.
4. Present at the winter and spring Board Meetings an Action Plan Progress Report that describes the status of Business partnerships, membership & participation.
5. Present at the fall Pre-Conference Board Meeting and subsequent Members' Business Meeting a *State of FATE, Business Report* that summarizes the accomplishments of the business leadership, its partners and members.
6. Serve on the Nominations & Elections Committee.
7. Serve on the Fiscal Affairs Committee.
8. Assist in transferring all records to the incoming director at the pre-conference Board Meeting.

E. The **At-Large Director, Student** shall

1. Participate in all Board Meetings as designated in Article VI, Section 8.
2. Establish and maintain a record of all graduate schools, public and private, deemed by the Board to have substantial interest in teacher education.
3. Establish and maintain a record of contact information, including but not limited to, the postal mailing address, email address and telephone number for a single contact person at each institution.
4. Present at the winter and spring Board Meetings an Action Plan Progress Report that describes the status of student membership and participation.
5. Plan for enhancing membership and participation in the organization.
6. Present at the fall Pre-Conference Board Meeting and subsequent Members' Business Meeting a *State of FATE, Student Report* that summarizes the accomplishments of the leadership and student members.
7. Serve on the Nominations & Elections Committee.
8. Serve on the Fiscal Affairs Committee.
9. Assist in transferring all records to the incoming director at the pre-conference Board Meeting.

F. The **Regional Directors** shall

1. Represent their respective regions at Board Meetings as designated in Article VI, Section 8 of these Bylaws.
2. Establish and maintain a written record of all educational institutions in their respective region, public and private, that are deemed by the Board to have substantial interest in teacher education. The PK-12 record includes, but is not limited to each school district in their region. The College & University record includes, but is not limited to each higher education institution, public and private.

3. Establish and maintain a record of contact information including, but not limited to, the postal mailing address, email address and telephone number for a single contact person at each district or institution.
4. Present at the winter and spring board meetings an Action Plan Progress Report that describes the status of membership and participation in their respective region.
5. Plan and coordinate Regional Meetings.
6. Present at the October Pre-Conference Board Meeting and subsequent Members' Business Meeting a State of FATE, Regional Report that summarizes the accomplishments of the leadership and respective members.
7. Assist in transferring all records to the incoming directors at the pre-conference Board Meeting.

G. The **Executive Director** shall

1. Submit an annual budget to the Board thirty (30) days prior to the Annual Meeting.
2. Maintain all records and papers of the Association.
3. Be responsible for the execution of the Association policy along with the President.
4. Facilitate communication, along with the President, between individual members of the Association and others who may inquire.
5. Submit an annual report of the meeting(s), activities, services, and a copy of all unit publication to the national office of ATE.
6. Prepare and submit the ATE Unit Competition Award portfolio.
 - a. Shall keep a written record of the Board, written record of the treasury, written record of the membership, and pictorial record of the Corporation that are readily accessible by the membership.
 - b. Written Record of the Board. The Executive Director shall create and maintain an archive of all records of the Corporation. Written Record of the Treasury. The Executive Director shall keep a file of records provided by the Treasurer of the Corporation that will contain the annual budgets for the organization and Annual Meeting, and the Treasurer Reports.
 - c. Written Record of the Membership. The Executive Director shall keep a file of records provided by the Treasurer and Membership Committee Chair of the Corporation that will contain information about current FATE members in a list that contains at least name, institution, postal address, email address and work phone, and information about current ATE members in Florida that might not be current members in FATE. This information will be provided by the Executive Director of ATE.
 - d. Pictorial Record of the Corporation. The Executive Director shall keep a file of records provided by the Treasurer and Membership Committee Chair of the Corporation that will contain pictures related to members and, pictures related to FATE events.
7. Be responsible for all other such duties as may be assigned by the Board.

Article VIII COMMITTEES

Section 1. **Duties of Committees and Committee Chairs** The Board may delegate the authority of the Board actions, other than to take certain actions described in Article X, Indemnifications. Seven (7) standing committees shall be established;

- | | |
|----------------------------------|--------------------------|
| 1. Nominations & Elections | At-Large Director, Chair |
| 2. Meetings | President-Elect, Chair |
| 3. Communications & Publications | Secretary, Chair |
| 4. Fiscal Affairs | Treasurer, Chair |
| 5. Legislative & Policy | Past-President, Chair |
| 6. Membership | Regional Director, Chair |
| 7. Awards | Regional Director, Chair |

Each committee shall serve at the pleasure of the Board, and shall be subject to control and direction of the Board; provided, however, that no third party shall be adversely affected by relying upon any act by any such committee within the authority directed to it. Each such committee shall act by not less than a majority of the authorized number of its members. Standing Committee chairs shall be appointed by the President with the approval of the Board. Functions of committees and committee chairs stated below may be further defined by the Board establishing guidelines and job descriptions.

A. Standing Committees

1. **Nominations & Elections.** The Nominations and Elections Committee shall consist of the President and five (5) At-Large board members. The NEC chair shall be one of the At-Large Directors; appointed by the President and approved by the Board. The committee chair may appoint up to two (2) additional members from the membership at-large, to be approved by the board. The duties of this committee shall include 1) conducting nominations and elections of Officers and Directors, 2) conducting nominations and elections of delegates to regional and national conference, and (3) recommending changes to the nominations & elections process.
2. **Meetings.** The Meetings Committee shall consist of the FATE President-Elect, Chair and at least five (5) FATE members in good standing, one each representing each of the five (5) regions. The committee chair may appoint additional members, to be approved by the Board. The duties of this committee shall include 1) overseeing the planning of the Annual Meeting and 2) recommending changes to the process. At the respective Board Meetings the chair shall:
 - a. Winter
 - i. with the assistance of the Treasurer, present an Annual Meeting budget.
 - ii. enter into a contract with a conference hotel.
 - iii. with the assistance of the President, make arrangements for meeting space for the spring Board Meeting at the conference site.

- iv. recommend, for Board approval, the names of committee chairs.
- v. Present the hotel contract entered into by the corporation with the Annual Meeting host facility. Upon Board approval, the chair shall sign the contract, as the representative of the Corporation and become the sole contact person for the conference.

b. Fall

- i. oversee all aspects of the Annual Meeting.
- ii. introduce to the membership, at the Annual Meeting, the assembled Meetings Committee.
- iii. Mentor the incoming chair throughout the Annual Meeting and assist in transferring all records at the pre-conference board meeting.

3. **Communications & Publications.** The Communications & Publications Committee shall consist of the FATE Secretary, Chair, the Webmaster, the E-Journal Editor, and Newsletter Editor. The committee chair may appoint additional members, to be approved by the Board. The duties of this committee shall include:

- a. Recommendations related to the FATE Website,
- b. Editing and publishing the annual E-Journal and
- c. Editing and publishing the periodic updates.

4. **Fiscal Affairs.** The Fiscal Affairs Committee shall consist of the five (5) At-Large Board Members. The committee chair may appoint additional members, to be approved by the Board. The duties of this committee shall include:

- a. Presenting a recommendation report at Board Meetings,
- b. Assuring an end-of-year audit is presented to the Board and membership at
- c. The Annual Meeting and
- d. Coordinating the acquisition of sponsorships & partnerships related to funding the Corporation.

5. **Legislative & Policy.** The Legislative & Policy Committee shall consist of the Chair and one member from each region. The duties of this committee shall include:

- a. Monitoring national and state policies as they relate to teacher education,
- b. Composing FATE position papers and
- c. Maintaining the Bylaws of the Corporation.

6. **Membership.** The Membership Committee shall consist of the ten (10) Regional Directors. The committee chair may appoint additional members, to be approved by the Board. The duties of this committee shall include:

- a. Maintaining a list of active members in each respective region,

- b. Reporting strategies and plans for including individuals, groups and organizations that promote the mission of the Corporation, and
- c. Presenting a plan for conducting a regional meeting each spring.

7. **Awards.** The Awards Committee shall consist of the regional directors. The committee chair may appoint additional members, to be approved by the Board. The duties of this committee shall include:

- a. Conducting the process for presenting FATE scholarships and awards
- b. Submitting awards on behalf of FATE to other institutions or organizations

B. **Ad-Hoc Committees.** The President of the Corporation, at the approval of the Board, may from time to time create a temporary Ad Hoc committee for the purpose of carrying out a specific task.

Section 2. **Committee Membership.** All members in good standing, as prescribed in Article III shall be eligible for committee membership. The term of committee membership shall be to September 30. Any committee member, by notice in writing to the Board, may resign at any time. Any committee member shall be removed, with cause, at a meeting of the Board by an affirmative vote of the Board members per Article VI, Section 8. A.

Article IX AFFILIATIONS & REGIONS

Section 1. **Affiliations.** The Florida Association of Teacher Educators, FATE, is a state unit of the Association of Teacher Educators, ATE, and member of the Southeastern Region of the Association of Teacher Educators, SRATE.

A. Establishment of Affiliations. The Corporation may affiliate with organizations and institutions, public and private, with purposes similar to the objectives of the Florida Association of Teacher Educators, upon recommendation of the Board and a majority vote of members present at a regular meeting of members. The affiliation may not cause the Corporation to lose any existing tax-exempt status.

B. Affiliation Delegates. The Board shall designate the delegate or delegates to established activities of such affiliated organizations and institutions. The Board may authorize payment of all or partial expenses of the delegate or delegates to established activities of such affiliated organizations and institutions.

Section 2. **Regions.** Regional units comprise the state unit, the Florida Association of Teacher Educators, of the Association of Teacher Educators, ATE. The regions established coincide with those established by the Florida Department of Education, which include, but are not limited to, schools districts, state & community colleges, and public and private colleges and universities listed below. Regional Directors, one representing PK-12 and one representing Colleges and Universities, shall be affiliated with their respective region and be members of the Board of Directors as designated in Article VI, Section 2. Designation of institutions within each region are listed in Appendix I.

Article X AMENDMENTS

Section 1. **Proposing** Amendments to the Bylaws of the Corporation may be proposed in two ways, as follows:

A. The Board or any member of the Corporation may present the proposed amendment at a general meeting of the Corporation with the request that it be voted upon at the next scheduled Membership Meeting. This proposed amendment shall be sent by the Secretary to the membership by U.S. mail or email and posted on the Corporation website at least thirty (30) days prior to a Membership Meeting. If mailed, such notice shall be sent to the member at the member's address as the same appears upon the records of the Corporation.

B. Any member of the Corporation may present the proposed amendment in writing to a meeting of the Board. If the Board approves presentation of the amendment to the FATE membership, it shall present the proposed amendment for vote at the next scheduled Membership Meeting. This proposed amendment shall be sent by the Secretary to the membership by personal mail, email and posted on the Corporation Website at least thirty (30) days prior to the Membership Meeting. If mailed, such notice shall be sent to the member at the member's address as the same appears upon the records of the Corporation.

Section 2. **Adoption** Upon proper notice the Bylaws may be *recommended* to be amended, altered, or rescinded by a favorable two-thirds vote of those members of the Corporation present and voting at the Membership Meeting called for that purpose. The Board shall have final authority to adopt or reject the changes in the Bylaws by action of the Board members per Article VI, Section 8 A. Adopted amendments shall take effect immediately after being filed in a timely manner with the Incorporator. The Secretary of the Corporation shall record the filing date in the official Corporation minutes.

Section 3. **Appendices** The Appendices shall be amended and approved by the Board without full membership approval. The Appendices shall not amend or supersede the provisions of the Bylaws.

Article XI IDEMNIFICATION

The Corporation shall purchase and maintain insurance on behalf of any person who is or was an Officer, Director or employee of the Corporation, or is or was serving at the request of the Corporation as director, trustee, officer, or employee of another corporation (whether non-profit or profit), partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of the Articles of Incorporation or under the Florida Not For Profit Corporation Act.

Article XII
DISSOLUTION OF CORPORATION & DISTRIBUTION OF ASSETS

Section 1. **Dissolution** No part of the net income, revenue, and grants of the Corporation shall insure to the benefit of any member, officer, or any private individual (except that the reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer or any private individual shall be entitled to share in the distribution of any part of the assets of the Corporation. In its dissolution or liquidation, the assets and the records for the Corporation, after payment of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of the Corporation or to a state or local government, for public purposes. The Exempt organization shall be designated by the final Board of Directors of the Corporation.

Section 2. **Distribution of Assets** The affirmative vote of two-thirds of the Board of Directors at any scheduled Board Meeting shall be required to adopt or approve the distribution of the Corporation. The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.