



BYLAWS

BOARD OF DIRECTORS

THE MISSION OF THE CENTER FOR EDUCATOR RECRUITMENT, RETENTION,
AND ADVANCEMENT – SOUTH CAROLINA (CERRA) IS TO PROVIDE LEADERSHIP
IN IDENTIFYING, ATTRACTING, PLACING AND RETAINING
WELL-QUALIFIED INDIVIDUALS FOR THE TEACHING PROFESSION IN OUR STATE.
IN DOING SO, CERRA WILL RESPOND TO CHANGING NEEDS FOR TEACHERS
FROM UNDERREPRESENTED POPULATIONS, IN CRITICAL SUBJECT FIELDS,
AND IN UNDER-SERVED GEOGRAPHICAL AREAS IN SOUTH CAROLINA.
CERRA WILL WORK COOPERATIVELY WITH OTHER ORGANIZATIONS
TO PROMOTE THE TEACHING PROFESSION.

ADOPTED JUNE 11, 2004; REVISED SEPTEMBER 5, 2008

BYLAWS

CERRA BOARD OF DIRECTORS

ARTICLE I GENERAL

SECTION 1: PURPOSE

The purpose of the CERRA Board of Directors is to serve as an advocate for the teaching profession, especially in the areas of teacher recruitment, retention, and advancement. An additional purpose of the Board of Directors is to function as the governing body for the Center for Educator Recruitment, Retention, and Advancement (CERRA). CERRA works with other state agencies, professional organizations, universities, PK – 12 public schools, and the business community to serve the changing needs of the state and to focus the attention of diverse groups on the improvement and expansion of the pool of talented persons available to serve the educational needs of South Carolina.

SECTION 2: ORGANIZATION

The Board of Directors serves as the chief advisory body for CERRA. Additionally, an Executive Committee and Standing Committees, comprised of members of the Board of Directors, shall be formed to advise and govern the work of CERRA. Special committees shall be appointed as necessary. CERRA is administered by an Executive Director who is employed, supervised and evaluated by the Board of Directors, on recommendation from the Executive Committee.

An organizational chart outlining the structure of the Board and its Standing Committees is attached (see Appendix A).

SECTION 3: LIMITATIONS OF METHODS

The CERRA Board of Directors shall be nonpartisan, nonsectional, and nonsectarian and shall take no part in nor lend its influence to the nomination, election, or appointment of any candidate for national, state, county, school district, or city offices.

ARTICLE II MEMBERSHIP

SECTION 1: ELIGIBILITY

The CERRA Board of Directors will be comprised of representatives from constituent groups involved in the mission of CERRA. These groups include institutions of higher education (IHEs), PK-12 public schools, education-related agencies, professional organizations, the business community, and elected state officials. The Executive Committee shall determine the specific entities. The total number of Board members will be limited to 30 at any one time.

SECTION 2: TERMS AND ELECTION TO THE BOARD OF DIRECTORS

Board of Directors members shall serve three-year terms. All members shall have one vote in all actions requiring formal approval by the Board of Directors. Each elected Board of Directors member shall serve no more than two consecutive three-year terms, with the exception of appointed seats.

All newly-elected Board of Directors members shall be invited to attend the first scheduled Board of Directors meeting as guests following their election. The newly-elected Directors will be officially seated and thereafter have voting privileges at the second meeting following their election. *Ex-officio* members shall be appointed to the Board of Directors and shall serve in a non-voting capacity.

Members who change employment or for other reasons no longer serve in the appropriate category of representation shall be removed from the Board of Directors.

SEAT ROTATION FOR BOARD OF DIRECTORS		
First Year	Second Year	Third Year
Seat 1: IHE	Seat 11: IHE	Seat 21: IHE
Seat 2: IHE	Seat 12: IHE	Seat 22: IHE
Seat 3: IHE	Seat 13: IHE	Seat 23: IHE
Seat 4: PK–12 public teacher	Seat 14: PK–12 public teacher	Seat 24: PK–12 public teacher
Seat 5: PK–12 public teacher	Seat 15: PK–12 public teacher	Seat 25: PK–12 public teacher
Seat 6: PK–12 public administrator	Seat 16: PK–12 public administrator	Seat 26: PK–12 public administrator
Seat 7: Education agency	Seat 17: Education agency	Seat 27: Education agency
Seat 8: Professional organization	Seat 18: Professional organization	Seat 28: Professional organization
Seat 9: Business community	Seat 19: Business community	Seat 29: Business community
Seat 10: Elected state official*+	Seat 20: Elected state official*+	Seat 30: Host institution ⁺

*Ex-officio seat

+Appointed seat

SECTION 3: VACANCIES

Vacancies on the Board of Directors shall be filled by a majority vote of the Board of Directors.

For vacancies that occur through regular rotations, the Executive Committee shall put forth to the Board of Directors two nominees for each position to be filled. The candidate(s) with the highest number of votes within each constituent group of positions shall be elected.

For vacancies that occur because of circumstances not related to regular rotation, the Executive Committee shall have the right to identify an interim replacement, subject to approval by the full Board of Directors.

If a Board member has excessive absences his or her status in CERRA will be reviewed by the Executive Committee. When deemed appropriate, the Executive Committee may require that Board member to vacate his or her seat. Such action must be confirmed by a majority vote of the Board of Directors.

If a Board member has engaged in illegal or immoral behavior, his or her status in CERRA will be reviewed by the Executive Committee. When deemed appropriate, the Executive Committee may require that Board member to vacate his or her seat. Such action must be confirmed by a majority vote of the Board of Directors.

SECTION 4: REGULAR BOARD OF DIRECTOR MEETINGS

Unless otherwise ordered by the Executive Committee, regular meetings of the CERRA Board of Directors shall be held at least once during each academic year on dates as may be designated by the Executive Committee. Special meetings of the CERRA Board of Directors may be called whenever the Chairperson or a majority of the Executive Committee deem it necessary, at such date, time, and place as the Chairperson or Executive Committee shall determine.

SECTION 5: QUORUM AND VOTING

A quorum shall consist of a majority of all members presently serving on the Board of Directors. A quorum shall not be necessary for a meeting to proceed. However, a quorum must be present for any official action to be taken.

Each participating institution, organization, agency or other designated member of the Board of Directors (e.g., legislator, business representative, teacher or representative from different programs within the State Department of Education) shall have one (1) vote. If for any reason a Board of Directors member is unable to exercise his/her voting privilege, a proxy may be designated by said member. At least two days prior to any meeting, notice of the proxy's name and intent to participate in the meeting must be given to the Chairperson.

All action taken shall be by a majority vote of the Board of Directors present and voting at the meeting. In the absence of a quorum at a scheduled meeting of the Board of Directors, action may take place by polling the entire Board by postal mail, fax, electronic mail or telephone. All members shall have one vote in all actions requiring formal approval by the Executive Committee; however, the Chairperson of the Board, who also chairs the Executive Committee, shall vote only to break a tie.

In the event the Executive Committee desires that the Board of Directors vote on an issue between regular meetings, the Executive Committee, through its Chairperson, may use postal mail or electronic mail ballot, the results of which will be reported immediately to all Board members. Action will be taken based on a majority of a quorum of the Board

SECTION 6: COMPENSATION

No Board of Directors member shall receive, directly or indirectly, any compensation for his/her services as a member of the Board. The Board may authorize reimbursement of reasonable expenses incurred by Board members in connection with attendance at Board meetings or responsibilities assigned to Board members.

SECTION 7: STANDING COMMITTEES

The six Standing Committees of the Board of Directors shall be: Pre-Collegiate Recruitment, Collegiate Recruitment, Retention and Advancement, Research & Special Projects, Communication and Advocacy, and Operations. Each Committee shall have no fewer than three and no more than six members.

The Chairperson shall, with the advice and counsel of the Executive Director, appoint all Standing Committee Chairpersons. Committee members shall be appointed by the Committee Chairperson with the counsel of the Executive Director.

The charges to the Standing Committees include the following: (1) provide leadership and guidance in fulfilling CERRA's mission, (2) identify and address needs and/or concerns involved in assigned areas, (3) make organizational and/or policy recommendations to the Executive Committee and/or Board of Directors.

Further, it shall be the function of any committee to make investigations, conduct studies and hearings, and carry on such activities as may be delegated to them by the Executive Committee. A committee shall not make any binding agreements for the Board of Directors without prior approval of the Executive Committee and the Executive Director.

PRE-COLLEGIATE RECRUITMENT COMMITTEE

Staffed by the Program Director responsible for Pre-Collegiate Programs – This committee will focus on Diversity Recruitment, Target Recruitment, ProTeam, Teacher Cadet, and College Partners.

COLLEGIATE RECRUITMENT COMMITTEE

Staffed by the Program Director responsible for Collegiate Programs – This committee will focus on Teaching Fellows (College HelpLine), and Hiring Services (Online Application/Job Bank, EXPO, Program of Alternative Certification for Educators – PACE). Diversity Recruitment will also be an area of discussion and focus.

RETENTION AND ADVANCEMENT COMMITTEE

Staffed by the Program Director responsible Retention and Advancement – This committee will focus on Mentoring Initiatives, Teacher Forum, National Board Certification®, Advocacy, and Teacher Leaders.

RESEARCH & SPECIAL PROJECTS COMMITTEE

Staffed by the Coordinator of Research and Program Development – Areas of responsibility for Committee will also include Program Evaluation and External Evaluation.

COMMUNICATION AND ADVOCACY COMMITTEE

Staffed by the Public Information Coordinator – This committee will focus on efforts to promote and advocate for the education profession.

OPERATIONS COMMITTEE

Staffed by the Executive Director– Areas of responsibility for the Committee will include Budget/ Fiscal Agent, Oversight, Bylaws, and Nominations.

SECTION 8: SPECIAL COMMITTEES

SUBCOMMITTEES and AD HOC COMMITTEES

The Chairperson, with the approval of the Board of Directors, shall determine the need for subcommittees and *ad hoc* committees. Individuals appointed to serve as chairs for committees shall be members of the Board of Directors. The Chairperson shall, with the advice and counsel of the Executive Director, appoint all Subcommittee and *ad hoc* Committee Chairpersons. Committee members shall be appointed by the Committee Chairperson with the counsel of the Executive Director.

Committee members who are not members of the Board of Directors may be appointed, if a particular perspective or specific area of expertise is needed. Each Subcommittee and *ad hoc* Committee shall have no fewer than three and no more than six members.

ARTICLE III EXECUTIVE COMMITTEE

SECTION 1: COMPOSITION

The Executive Committee of the Board shall be comprised of the Board Chairperson, Board Vice-Chairperson, the immediate past Board Chairperson, and the Chairs of each of the six Standing Committees, in addition to two at-large members elected from the Board of Directors. *Ex-officio* members may be appointed to the Executive Committee upon approval of the Board of Directors and shall serve in a non-voting capacity on the Executive Committee. If the immediate past Board Chairperson is no longer a member of the Board of Directors, he or she may be appointed as an *ex-officio* non-voting member of the Executive Committee for a one-year term.

SECTION 2: POWERS AND DUTIES

- (a) All powers of the Executive Committee shall be exercised under the authority of the Board of Directors.
- (b) The Executive Committee shall act on behalf of the Board of Directors to serve as a special advisory group to the Chairperson and CERRA Executive Director to set policy, conduct studies and make recommendations to the Board of Directors on committee reports, projects, and/or issues beyond the scope of existing committees.
- (c) The Executive Committee shall be responsible for making recommendations regarding employing and supervising the CERRA Executive Director. An appointed Subcommittee of the Executive Committee shall oversee the annual performance review of the Executive Director. The Board of Directors shall have the authority for final approval of decisions to hire or dismiss the Executive Director.

SECTION 3: TERMS AND ELECTION OF THE EXECUTIVE COMMITTEE

The two elected at-large members from the Board and the other *ex-officio* members of the Executive Committee shall serve three-year terms or until they are no longer in the designated *ex-officio* office, whichever is applicable. All members shall have one vote in all actions requiring formal approval by the Executive Committee; however, the Chairperson of the Board, who also chairs the Executive Committee, shall vote only to break a tie.

SECTION 4: VACANCIES

Vacancies on the Executive Committee not filled by the procedures described above shall be filled for the remainder of the term by a majority vote of the Board of Directors. The Executive Committee, acting on recommendations from the Operations Committee, shall put forth two nominees for each such vacancy to be filled.

SECTION 5: EXECUTIVE COMMITTEE MEETINGS

Executive Committee meetings shall be held as often as necessary to fulfill charges as stated elsewhere in the bylaws (see Article III, Section 2). Meetings may be called whenever the Chairperson or majority of the Executive Committee deem it necessary at such date, time, and place as the Executive Committee or Chairperson shall determine.

SECTION 6: COMMITTEE MEETINGS

Committee meetings shall be held as often as is deemed necessary to fulfill charges and conduct business in a timely fashion. Meetings may be called by the Committee Chairperson on a date, time, and place as agreed upon by a majority of the Committee.

SECTION 7: QUORUM

A quorum shall consist of a majority of all members presently serving on the Executive Committee. A quorum shall not be necessary for a meeting to proceed. However, a quorum must be present for any official action to be taken. All action of the Executive Committee (except as otherwise provided in the bylaws), shall be by a majority vote of the Committee members present and voting at the meeting. In the absence of a quorum at a scheduled meeting of the Executive Committee, action may take place by polling the entire Executive Committee by postal mail, fax, electronic mail or telephone.

ARTICLE IV OFFICERS

SECTION 1: NUMBER

The officers of the Board of Directors shall consist of a Chairperson, Vice Chairperson, Standing Committee Chairpersons and such other officers as the Board may appoint.

SECTION 2: ELECTION AND TERM OF OFFICE

The Chairperson and other officers shall be elected by the Board of Directors at the last meeting of the fiscal year and shall serve for a one-year term. The term begins July 1. Officers may be re-elected and may serve up to three consecutive terms. The Chairperson and Vice Chairperson shall serve in the capacity on both the Board of Directors and the Executive Committee.

SECTION 3: CHAIRPERSON

Subject to review of the Executive Committee, the Chairperson shall have responsibility for the general supervision of the affairs of the Board of Directors.

SECTION 4: VICE CHAIRPERSON

In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson. In the absence of both the Chairperson and Vice Chairperson, an acting Chairperson will be selected by a majority vote from members present.

SECTION 5: CERRA EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative officer of CERRA with duties and responsibilities as determined by the Executive Committee and shall be a nonvoting member of the Board of Directors, Executive Committee, and other committees.

The duties and responsibilities include, but are not limited to, the following:

- carry out the activities necessary to fulfill the mission and meet the goals of CERRA;
- implement policies as directed by the Board of Directors and/or Executive Committee;
- cause to be prepared notices and minutes of meetings of the Board of Directors, Executive Committee, and other committees;
- conduct the official correspondence, preserve all books, documents and communications;
- be responsible for accounting records;
- handle all publicity releases;
- maintain a record of activities and accounts for annual report to the Board of Directors;
- be responsible for employing, directing, supervising and ensuring the evaluation of all employees of CERRA;
- with cooperation of the Executive Committee, be responsible for the preparation of an operating budget for CERRA, subject to the approval of the Board of Directors;
- be responsible for all expenditures within the approved budget.

SECTION 6: LIMITATION OF AUTHORITY

No action by any member, committee, employee, CERRA Executive Director or officer shall be binding upon or constitute an expression of the policy or practice of CERRA until it shall have been approved by the Executive Committee or the Board of Directors.

Committees shall be discharged by the Chairperson when their work has been completed and their reports accepted, or when, in the opinion of the Executive Committee, it is deemed wise to discontinue the committee.

ARTICLE V FINANCES

SECTION 1: REPORT TO THE BOARD OF DIRECTORS

The Executive Director shall furnish an annual report of activities and accounts to the Board of Directors and to other designated stakeholders.

SECTION 2: FISCAL YEAR

The fiscal year of the CERRA Board of Directors shall be from July 1 to June 30.

SECTION 3: BONDING

The CERRA Executive Director and Business Manager, as those authorized to disburse funds for CERRA, and others the Executive Committee may designate, shall be bonded by a sufficient fidelity bond.

SECTION 4: FUNDS

All funds received by CERRA shall be initially placed in a general operating fund with the designated fiscal agency.

SECTION 5: DISBURSEMENTS

Within the provisions of the approved budget, the Executive Director is authorized to make disbursements without additional approval of the Board of Directors. The CERRA Executive Director or Business Manager shall be authorized to sign purchase orders and check requests. Any non-budgeted item expenditure exceeding \$2,500 must be approved by the Executive Committee.

SECTION 6: ANNUAL AUDIT

The accounts of CERRA shall be audited annually. The Executive Director shall be responsible for providing budget records to the fiscal agent for an audit. The audit shall at all times be available to members of the Board of Directors, by request to the Executive Director.

ARTICLE VI PARLIAMMENTARY AUTHORITY

The current edition of *Robert's Rules of Order* shall be the final source of authority in all questions of parliamentary procedure when such rules are not in conflict with the bylaws of the Board of Directors.

ARTICLE VII GIFTS AND DONATIONS

Any gift or donation made to CERRA or the Board of Directors as an entity from any person, business or corporation may be designated for a particular program or activity which is currently being implemented or may be designated to a particular purpose of the Board of Directors. The Executive Committee is empowered to accept or reject any gifts or contributions.

ARTICLE VIII AMENDMENTS

These bylaws of the CERRA Board of Directors may be amended or repealed, or new bylaws may be adopted by an affirmative vote of the majority of all persons then serving on the Board of Directors, provided that notice of the intention to amend, repeal or make addition to the articles or bylaws is contained in the notice of the meeting.

ORGANIZATION CHART FOR CERRA

