

SUBCOMMITTEE ON BY-LAWS

COUNCIL OF THE GREAT CITY SCHOOLS

Subcommittee on By-Laws

2025-2026

Subcommittee Goal

To define the mission, responsibilities and composition of the Council's structural components within the framework of applicable laws and regulations.

Chair

Stephanie Elizalde, Dallas Superintendent

Members

Mary Skipper, Boston Superintendent
Stacey Woolley, Tulsa School Board

Ex Officio

Sonja Santelises, Baltimore CEO

**BY-LAWS
OF THE
COUNCIL OF THE GREAT CITY SCHOOLS**

ARTICLE I: NAME

Section 1.01 Name. The Corporation shall be organized as non-profit and be known as the Council of the Great City Schools.

ARTICLE II: PURPOSE AND MISSION

Section 2.01 Purpose. The purpose of this Corporation shall be to represent the needs, challenges, and successes of major-city public school districts and their students before the American people and their elected and appointed representatives; and to promote the improvement of public education in these districts through advocacy, research, communications, conferences, technical assistance, and other activities that may also benefit other schools, school districts and students across the country.

Section 2.02 Mission. The Council of the Great City Schools, being the primary advocate for public urban education in America, shall:

- Articulate the positive attributes, needs and aspirations of urban children and youth;
- Promote public policy to ensure improvement of education and equity in the delivery of comprehensive educational programs;
- Provide the forum for urban educators and board members to develop strategies, to exchange ideas and information and to conduct research; and
- Create a national focus for urban education in cooperation with other organizations and agencies.

to ensure that the members of the Great City Schools meet the needs of the diverse urban populations they serve.

ARTICLE III: OFFICES

Section 3.01 Principal Office. The principal office of the Corporation shall be at 1331 Pennsylvania Avenue, Northwest, Suite 1100N, Washington, D.C. The location of the registered office of the Corporation shall be in the offices of the Corporation Trust System in Chicago, Illinois at 228 South LaSalle Street, Chicago, Illinois.

The Registered Agent of the Corporation shall be the Corporation Trust System in Chicago, Illinois and Washington, D.C.

ARTICLE IV: MEMBERSHIP

Section 4.01 Membership. A Board, Commission or Committee (hereafter referred to as “Board of Education”) of a school district predominantly responsible for public education in a city with a population of two hundred fifty thousand (250,000) or more and an enrollment in public elementary and secondary schools of twenty-five thousand (25,000) or more, or which is the predominant Board of Education serving the largest urban city in a state regardless of the city

population or enrollment of the school district. If the Board of Education has jurisdiction over areas outside the central city, then the enrollment of those areas may also be included for purposes of eligibility, but the population outside of the central city shall not. For current members only, a drop in enrollment below 25,000 will not affect membership status—for these districts, student enrollment must have been 25,000 or more when they became members of the Council.

Provided the above criteria are met, the Executive Committee shall examine the urban characteristics of each applicant school district brought to it by the membership subcommittee prior to submitting a recommendation for membership to the Board of Directors for final approval. In the case of an applicant district serving the largest city in a state, the applicant, to be eligible, must have two out of three of the following characteristics: 1) the percent of children in poverty (as measured by free and reduced price lunch from the National Center on Educational Statistics) is at least as high as the average of Council member districts; 2) the percent of English language learners is at least as high as the average of Council member districts; or 3) the percent of students of color is at least as high as the average of Council member districts.

The enrollment of school districts for purposes of membership consideration shall be based on the official district enrollment reported to the state, however calculated.

The term “school district” shall mean a legally constituted local educational agency that has multiple schools and otherwise meets the membership criteria.

The term “predominant” or “predominantly” refers to a school district that serves the largest numbers of students in a given city.

A Board of Education may retain its membership by meeting its dues-paying obligations without regard to changes in population or enrollment. To remain in good standing, dues must be paid.

A district that has not paid its dues will be notified after one year of nonpayment that it will not receive services from the organization in the subsequent year. A district will be dropped from membership after two consecutive years of non-payment of dues and will be required to reapply for membership should it wish to rejoin the organization. The Executive Committee retains the right to levy a “reinstatement fee” in an amount the committee will determine as a condition of a district’s rejoining the organization after its membership has otherwise lapsed or to waive such fees depending on the circumstances of the district. The Committee will annually review the status of all district dues and make determinations for needed action.

Section 4.02 Participation of Non-Member Cities. Non-member districts may, on approval of the Executive Committee, be involved in studies or other projects of the Council of the Great City Schools. Conditions for such participation shall be established by the Executive Committee.

Section 4.03 Participation of Former Board of Directors Members. Former members of the Board of Directors may be involved as non-voting members at conferences and may receive publications of the organization under conditions established by the Executive Committee.

Section 4.04 Colleges of Education. Colleges or schools of Education, including Historically Black Colleges and Universities, and/or Minority Serving Institutions, located in or serving cities that are members of the Council of the Great City Schools, may be represented on the Executive Committee and Board of Directors by a maximum of two ex officio members, who may meet and confer with the Council on issues of joint concern as necessary.

ARTICLE V: ORGANIZATION AND ELECTIONS

Section 5.01 Board of Directors. The affairs of the Corporation shall be operated by the Board of Directors. Members of the Board of Directors are the officers of the corporation and the Superintendent of Schools and a member of the Board of Education officially designated by each Board of Education and the Chair of the Great City Colleges of Education. Each member of the Board of Directors shall vote as an individual. No proxies may be appointed to the Board of Directors for the purposes of constituting a quorum of the Board of Directors or for purposes of voting on matters coming before the Board of Directors. A member of the Board of Directors who is unable to attend a board meeting may, in writing, addressed to the Chair, appoint a representative to attend such meeting for the sole purpose of reporting back to the board member on the business of the meeting.

Section 5.02 Officers.

- (a) **Elected Officers.** The elected officers of the Corporation shall be the Chair, Chair-Elect, and Secretary/Treasurer. No person shall be elected to the same position for more than two successive years. The officers shall be elected annually by the Board of Directors from persons who have served on the Executive Committee. Officers and shall take office on the 1st of July following their election. If an officer is unable to complete a term, the Board of Directors shall fill the vacancy at the next meeting of the Directors. The Office of the Chair shall alternate generally between superintendents and Board of Education members. Where the Chair or Chair-Elect is a Board of Education member, he or she may continue to be Chair, or Chair-Elect and then Chair, as the case may be, even though he or she is no longer the designated Board of Education member for his or her school district; provided, however, that only the designated Board of Education member from his or her district shall be entitled to vote at Board of Directors meetings.
- (b) **Non-Elected Officers.** The immediate past Chair shall serve as a non-elected but voting officer of the Corporation. The Executive Director shall serve as a non-elected and non-voting officer of the Corporation.

Section 5.03 Executive Committee

- (a) **Voting Members.** The voting members of the Executive Committee shall consist of the Chair, Chair-Elect, Secretary/Treasurer, Immediate Past Chair, and twenty (20) persons elected by the Board of Directors. The Executive Committee shall be elected by the Directors at the Annual Meetings of the membership on a staggered basis for terms of three years and shall take office on the 1st of July following their election. The maximum consecutive number of years that a member of the Board of Directors can

serve on the Executive Committee shall be limited to the total of (i) the balance of an unexpired term to which, pursuant to subsection 5.03(e), he or she is appointed by the Executive Committee and is then elected by the Board of Directors; (ii) two three-year terms; and (iii) any additional consecutive years during which he or she serves as an officer of the Corporation.

- (b) Proxies.** No proxies may be appointed to the Executive Committee for purposes of constituting a quorum of the Executive Committee or for purposes of voting on matters to come before the Executive Committee. A member of the Executive Committee who is unable to attend a committee meeting may in writing, addressed to the Chair, appoint a representative to attend such meeting for the sole purpose of reporting back to the committee member on the business of the meeting.
- (c) Composition.** The Executive Committee and Officers of the Corporation shall have equal proportion of Superintendents and Board of Education Members; shall include geographic representation, race, gender, ethnicity, and attendance at Board of Directors meetings as criteria for membership on the Executive Committee and for Officers of the Corporation. Attendance at Executive Committee meetings will be a criterion for renomination to the Executive Committee and for Officers of the Corporation. Failure to attend both the summer and winter meetings of the Executive Committee in any single calendar year may result in a member's replacement. No more than one person from each member district shall be nominated to the Executive Committee. In addition, up to two representatives from Great City Colleges or Schools of Education, including Historically Black Colleges and Universities, and/or Minority Serving Institutions, located in or serving cities that are members of the Council of the Great City Schools shall serve as ex officio non-voting members of the Executive Committee.
- (d) Responsibilities and Powers of the Executive Committee.** Except as to matters for which the General Not For Profit Corporation Act of 1986 of the State of Illinois, as amended from time to time, requires the approval of the members and to the extent not otherwise limited in these By-Laws and by resolution from time to time adopted by the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors, when the Board of Directors is not in session. The Executive Committee shall have power to authorize the seal of the Corporation to be affixed to all papers where required. Copies of the recorded minutes of the Executive Committee shall be transmitted to the Board of Directors. The Executive Committee shall have the power to contract with and fix compensation for such employees and agents as the Executive Committee may deem necessary for the transaction of the business of the Corporation, including but not limited to the Executive Director who shall serve as Assistant Secretary/Treasurer and disbursing agent of the Corporation. All salary rates shall be approved annually by a vote of the Executive Committee.
- (e) Vacancies.** Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority to fill vacancies on the Executive Committee on a temporary basis and to declare a vacancy on the Executive Committee if a member shall be unable to attend meetings of the Committee or should no longer hold a Superintendency or be a member of a Board of Education in the membership. Appointments to such vacancies shall be confirmed by the Board of Directors at their next regular meeting.

- (f) **Subcommittees of the Executive Committee.** There shall be three subcommittees of the Executive Committee: Audit, By-Laws, and Membership. These Committees and their chairpersons will be appointed by the Executive Committee upon the recommendations of the Chair.

Section 5.04 Task Forces of the Board of Directors. The Board of Directors may from time to time create Task Forces to address critical issues facing urban public education. A Chair and Co-Chair of each Task Force shall be appointed by the Chair of the Board and shall include one Superintendent and one School Board member, and may also include a representative of the Great City Colleges of Education. The mission, goals, products, and continuation of each Task Force shall be subject to annual review and concurrence by the Board of Directors. Recommendations of the Task Forces shall be posted and circulated to the Board of Directors within a reasonable time before its meetings in order to be considered.

Section 5.05 Nominations Committee.

- (a) **Composition.** A Nominations Committee shall be chosen annually by the Chair to nominate officers and members of the Executive Committee. In order to ensure racial, ethnic and gender representation on all committees and subcommittees, the Chair shall use these criteria in establishing the Nominations Committee and all other committees and subcommittees. The Nominations Committee shall consist of the Immediate Past Chair of the Organization, who shall act as Chair of the Committee, and at least four other persons appointed by the Chair. The elected officers of the Corporation shall not serve on the Nominations Committee.

A majority of the members of the Nominations Committee shall be members of the Board of Directors who do not serve on the Executive Committee. The Nominations Committee shall have, to the extent possible, an equal number of Superintendents and Board of Education members, and in addition to being geographically representative, shall be balanced by race, ethnicity and gender.

- (b) **Responsibilities and Procedures.** The Nominations Committee shall announce nominations at least 14 days before the date of the Board of Directors meeting at which such election will occur. Additional nominations may be made by written petition submitted to the Chairperson of the Nominations Committee at least 24 hours in advance of the start of the Business Meeting at which the election will take place. A written petition must have at least five written signatures from five Board of Directors members from at least five different member cities.

ARTICLE VI: EXECUTIVE DIRECTOR

Section 6.01 Duties and Responsibilities. An Executive Director shall be employed by the Executive Committee. In general, the responsibilities of the Executive Director shall be to organize and to coordinate the activities that form the basic program of the Corporation. The Executive Director shall function as the Chief Administrative Officer of the Corporation in accordance with policies established by the Executive Committee. The Executive Director shall be responsible for executing contracts in the name of the Corporation. The Executive Director shall serve as Assistant Secretary/Treasurer and disbursing agent of the Corporation.

Section 6.02 Fidelity Bond. The Executive Director shall be responsible for the acquisition and maintenance of a fidelity bond for all corporate officers and employees.

ARTICLE VII: CONFERENCE MEETINGS

Section 7.01 Conferences. The Board of Directors shall provide for at least one conference annually at which its members and staff shall meet to plan, discuss and hear reports of the organization. These meetings shall be determined and planned by the Executive Committee. The Conference may recommend to the Board of Directors problems and items for the Corporation's consideration.

Section 7.02 Time and Place of Meetings. Meetings of the Board of Directors and/or the Executive Committee shall be held at the call of the Chair, a majority of the Executive Committee, or one-third of the Board of Directors, and shall be held in the city of the registered office of the Corporation, or in member cities. The Board of Directors shall meet at least twice annually, once in the spring and once in the fall.

Section 7.03 Spring Directors Meeting. The spring meeting of the Board of Directors shall be held to elect officers, approve the annual budget, and transact such other matters of business as are necessary.

Section 7.04 Notices of Meetings. Written notices of the meetings of the Board of Directors and the Executive Committee shall be given at least fourteen (14) days prior to the date of the meeting.

Section 7.05 Quorum. The presence of one-third of the Board of Directors or a majority of elected Executive Committee members, respectively, shall constitute a quorum for the transaction of business, and unless otherwise provided in these By-Laws or by law, the act of a majority of The Board of Directors present or the act of a majority of elected Executive Committee members present at a meeting at which a quorum is present shall be an act of the Corporation.

Section 7.06 Organization. At every meeting of the Executive Committee, the Chair of the Board of Directors shall act as Chair. The Chair-Elect of the Board or other person designated by the Chair may chair the Executive Committee when the Chair is absent. The Executive Director or his or her designee shall serve as the Recording Secretary at all meetings of the Executive Committee and the Board of Directors.

Section 7.07 Press Policy. All meetings of the Corporation shall be open to the press and to the public. The Board of Directors or the Executive Committee, however, may by a majority vote declare a meeting closed.

ARTICLE VIII: FISCAL YEAR

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall be from July 1st of each year to June 30th of the succeeding year.

Section 8.02 Audit. The accounts of the Corporation for each fiscal year shall be audited, and the financial reports verified annually by the Audit Committee of the Executive Committee. A written report of the Audit Committee shall be filed in the minutes of the meeting of the Corporation at which the report is submitted.

Section 8.03 Bond. The Officers and employees responsible for handling funds for the organization shall be bonded in an amount to be determined by the Executive Committee and premium shall be paid by the Corporation.

ARTICLE IX: FINANCES

Section 9.01 Financial Support. The Board of Directors shall determine the amount of the service charges and/or membership dues to be paid to the Corporation by Boards of Education in the membership. The Executive Committee shall review the membership dues structure and amounts in years ending in zero or five, and may recommend modifications to the Board of Directors.

Section 9.02 Grants. The Board of Directors shall be empowered to receive grants from foundations or other sources tendered to the Corporation.

Section 9.03 Receipts. All funds received are to be acknowledged by the Executive Director or his or her designee, and a monthly financial report is to be created internally for management purposes and quarterly financial reports are to be submitted to the Executive Committee. Earmarked funds are to be carried in a separate account.

Section 9.04 Checks, Drafts, and Order for Payment of Money. Orders for payment of money shall be signed in the name of the corporation by such officers or agents as the Executive Committee shall from time to time designate for that purpose. The Executive Committee shall have the power to designate the officers and agents who shall have authority to execute any instruments on behalf of the Corporation.

Section 9.05 Disbursements. Checks written for amounts not exceeding \$100,000 shall be signed by the Executive Director or other persons authorized by the Executive Committee. Checks written in excess of \$100,000 shall be countersigned by the Executive Director and an officer.

Section 9.06 Contracts and Conveyances. When the execution of any contract or conveyance has been authorized by the Executive Committee, the Executive Director shall execute the same in the name and on behalf of the Corporation and may affix the corporate seal thereto.

Section 9.07 Borrowing. The Executive Committee shall have the full power and authority to borrow money whenever in the discretion of the Executive Committee the exercise of said power is required in the general interest of the Corporation. In such case, the Executive Committee may authorize the proper officers of the Corporation to make, execute and deliver in the name and on behalf of the Corporation such notes, bonds, and other evidence of indebtedness as the Executive Committee shall deem proper. No pledge or mortgage of the personal or real property of the Corporation is authorized unless by a resolution of the Board of Directors.

ARTICLE X: MISCELLANEOUS

Section 10.01 Amendments. These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a vote of a majority of the Board of Directors at any meeting for which there has been written notification fourteen (14) days prior to the meeting at which the By-Laws are proposed to be amended.

Section 10.02 Rules of Order. The parliamentary procedures governing meetings of the Board of Directors and the meetings of its committees and subcommittees shall to the extent not otherwise covered by these By-Laws, be those set out in the most current edition of *Robert's Rules of Order*.

APPROVED

April 19, 1961 Chicago, Illinois

REVISED

April 23, 1961	Philadelphia, Pennsylvania
March 25, 1962	Chicago, Illinois
November 4, 1962	Detroit, Michigan
April 12, 1964	Chicago, Illinois
November 20, 1964	Milwaukee, Wisconsin
March 20, 1966	Chicago, Illinois
April 9, 1967	Chicago, Illinois
November 10, 1967	Cleveland, Ohio
May 4, 1968	Boston, Massachusetts
December 7, 1968	Philadelphia, Pennsylvania
March 29, 1969	San Diego, California
May 9, 1970	Buffalo, New York
May 8, 1971	San Francisco, California
November 16, 1972	Houston, Texas
March 21, 1974	Washington, D.C.
October 18, 1974	Denver, Colorado
May 21, 1975	Washington, D.C.
November 21, 1976	Chicago, Illinois
May 20, 1979	Los Angeles, California
November 4, 1979	New York City, New York
May 21, 1983	Philadelphia, Pennsylvania
March 18, 1984	Washington, D.C.
March 8, 1987	Washington, D.C.
March 11, 1989	Washington, D.C.
November 9, 1990	Boston, Massachusetts
Revised- March 17, 1991	Washington, D.C.
March 15, 1992	Washington, D.C.
October 30, 1992	Milwaukee, Wisconsin
March 14, 1993	Washington, D.C.
October 29, 1993	Houston, Texas
July 8, 1995	San Francisco, California
March 21, 1999	Washington, D.C.
October 14, 1999	Dayton, Ohio
March 18, 2001	Washington, D.C.
March 12, 2005	Washington, D.C.
July 29, 2005	Portland, Oregon
March 16, 2008	Washington, D.C.
October 21, 2010	Tampa, Florida
October 26, 2011	Boston, Massachusetts
March 19, 2012	Washington, D.C.
March 23, 2014	Washington, D.C.
March 11, 2017	Washington, D.C.
October 26, 2019	Louisville, Kentucky
October 23, 2021	Virtual
January 25, 2025	Palm Beach, Florida