

# SECTION ONE - Part 2

## Constitution and Bylaws

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# **CONSTITUTION AND BYLAWS OF THE COUNCIL FOR EXCEPTIONAL CHILDREN**

## **ARTICLE I**

### **Name of the Organization, Offices, and Corporate Seal**

**Section 1.** Name. The organization shall be known as The Council for Exceptional Children.

**Section 2.** Principal Office. The principal office of The Council for Exceptional Children (hereinafter referred to as "The Council" or "CEC") shall be at 1920 Association Drive, Reston, Virginia 22091. However, The Council may change its principal office and also establish and maintain such other offices both within and outside the District of Columbia or the United States as the Board of Directors shall designate from time to time.

**Section 3.** Corporate Seal. The corporate seal shall have the name of The Council and shall have inscribed thereon the words "Corporate Seal, Washington, DC." The seal may be changed at the pleasure of the Board of Directors.

## **ARTICLE II**

### **Governing Authority, Purposes, and Activities of the Organization**

**Section 1.** Articles of Incorporation and Constitution and Bylaws. The Council is incorporated under the laws of the District of Columbia pursuant to Articles of Incorporation filed on June 17, 1969. The Council shall be governed by the Constitution and Bylaws as amended from time to time in accordance with the provisions hereof. The Constitution and Bylaws shall not conflict with the Articles of Incorporation.

**Section 2.** Purposes. The purposes of The Council are (a) to advance the education of children and youth with exceptionalities of the United States and Canada, and (b) to establish and administer programs and activities for the education of its members.

**Section 3.** Activities. The Council may sponsor or engage in activities that further the purposes stated above, including but not limited to:

- a. Maintaining and using a file of publications.
- b. Holding regional, national, international, and worldwide meetings to encourage the exchange of ideas and knowledge.
- c. Issuing periodic and special publications to encourage the exchange and dissemination of information with regard to the improvement of educational services for children and youth with exceptionalities.
- d. Acting as a clearinghouse for information.
- e. Receiving and administering general and specific grants for nonprofit educational purposes.
- f. Engaging in appropriate research.
- g. Engaging in any and all activities including but not limited to research, experimentation, dissemination of information, and funding and granting of scholarships or fellowships.
- h. Any other activities that would serve the purposes of The Council as set forth in the Articles of Incorporation and the Constitution and Bylaws, provided such activities are appropriate for a tax-exempt organization described in Internal Revenue Code 501(c)(3).

## ARTICLE III

### Membership in the Organization

**Section 1. Categories of Membership.** Membership in The Council shall consist of professional and other individuals who are interested in the education of children and youth with exceptionalities and whose prescribed dues are paid.

- a. Professional Member. A professional member shall be a person enrolled in The Council who is actively engaged in professional work related to the education of children and youth with exceptionalities.
- b. Premier Member. A premier member shall be a person enrolled in The Council who contributes additional support to the Council's activities.
- c. Student Member. A student member shall be a person enrolled in The Council who is a full-time student during the academic year as defined by an accredited college or university or a person enrolled in The Council who is a part-time student who is not engaged in full-time employment as a certified professional in the field of education.
- d. Associate Member. An associate member shall be a person enrolled in The Council who is (a) a parent or family member of an individual with an exceptionality whose primary vocation is not in the field of education and whose primary interest in special education is as the parent or family member, (b) a para professional such as a teacher's aide, educational assistant, or attendant, employed to assist certified staff in the education of individuals with exceptionalities, or (c) a member of the general public.
- e. Life Member. A life member shall be a person enrolled in The Council prior to June 30, 1973, on a life term basis and who shall, upon retirement, be eligible to receive all benefits available to retired professional members.
- f. Retired Professional Member. A retired professional member shall be a person enrolled in The Council who has officially retired from his or her employing agency, was a member of The Council for at least ten years prior to retirement, and has not accepted another full-time position.
- g. Joint Member. A joint member is one of a pair of members who are each eligible for, and enrolled in, The Council, but wish to receive only one set of publications.
- h. International Member. An international member shall be a person enrolled in The Council who has an address outside the United States or Canada.
- i. Organization Member. An organization member shall be for-profit entities enrolled in The Council that support the activities of The Council.

**Section 2. Unified Membership.** All members of CEC state and provincial units and chapters within state and provincial units are members of the international organization. Similarly, all members of CEC divisions and subdivisions within state and provincial units are required to hold concurrent membership in CEC, and all members of subdivisions must be members of their related divisions and state or provincial units (if one exists) or, in the case of Canada, must be members of units in Canada.

**Section 3. Rights.** Except as otherwise provided in the Articles of Incorporation or in the Constitution and Bylaws, membership in The Council shall include the right to vote; to hold local, state or provincial, national, and international office; to petition; to serve on appointive bodies; to receive The Council's official publications; and to benefit from such other privileges as may be authorized from time to time. Associate members and organization members do not have petitioning rights; may not be appointed to committees or serve as a Representative to the CEC Representative Assembly; and may not be members of units.

**Section 4. Persons Eligible.** Any person who meets The Council's established requirements at the time he or she applies for membership shall be eligible for enrollment and for continuing renewals in the category of membership which is appropriate.

**Section 5. Special Recruitment Efforts.** The Council seeks the enrollment of eligible persons with disabilities and those from diverse ethnic and multicultural groups.

**Section 6. Special Membership Provision.** A majority of all Council members shall be actively engaged in professional work related to the education of children and youth with exceptionalities.

## **ARTICLE IV**

### **Structure of the Organization**

**Section 1. Units.** The Council shall have as segments of its structure organizations (units) known as state and provincial units, divisions, and others that may be created by the Board of Directors. Chapters are authorized as a part of a state or provincial unit, and subdivisions are authorized as a part of a division and a state or provincial unit.

**Section 2. Standards.** The Council shall establish, for effective operation:

- a. The permissible kinds of Council membership and the regulations and dues relating thereto.
- b. The minimum program standards for each type of Council unit.
- c. The minimum requirements for constitutions and bylaws of the Council units.
- d. The minimum requirements each type of unit must meet to receive a charter.

## **ARTICLE V**

### **Board of Directors**

**Section 1. Composition.** The Board of Directors, the administrative, general legislative, and policy making body of The Council, shall consist of the following twenty members: fifteen members-at-large, four of these positions from diverse ethnic and multicultural groups; one from the classroom ranks\*; one from Canada; and nine others non-designated; one Student Member; and four officers (namely, the President, President Elect, Immediate Past President, and Treasurer). In addition, the CEC Executive Director serves as a non-voting member of the Board.

\*at the time of election and throughout the term of office, the individual must be a current practitioner as defined under “classroom ranks” in the CEC Glossary (SECTION FOUR, Part 1 of the *CEC Policy Manual*). If at any time during the term of office, the elected individual no longer meets this definition, he or she must resign from the Board of Directors and the process described in Article VI, Section 4, Terms of Office and Succession, C will be implemented.

**Section 2. Eligibility Criteria for Elected Office.**

- a. Membership in The Council shall constitute a prerequisite for election or appointment to or continued membership on the Board of Directors.
- b. Nominees for President Elect must have served on the Board of Directors or have equivalent leadership experience within other areas of the Council, in similar organizations/associations, and/or in major administrative roles to be considered by the Nominations Standing Committee as a nominee for the position.
- c. The Student Member shall meet the requirements of the CEC student membership category as described in Article III, Sec. 1 c, at the time of consideration by the Nominations Standing Committee for candidacy, at the time of appointment by the Board of Directors, and at the beginning of his or her term as Student Member of the Board of Directors.

### **Section 3. Selection of Members of the Board of Directors.**

- a. All candidates for positions on the Board of Directors, with the exception of the CEC Executive Director, are nominated by the CEC Nominations Standing Committee, or become candidates through a petition process.
- b. The President Elect is elected by the eligible voting membership as defined in Article III, Section 1 (a-i) and Section 3, from a suggested slate of candidates prepared by the Nominations Standing Committee and through the candidate petition process.
- c. The members-at-large are elected by the eligible voting membership as defined in Article III, Section 1 (a-i) and Section 3, from a suggested slate of candidates prepared by the Nominations Standing Committee and through the candidate petition process.
- d. The Treasurer and Student Member are appointed by the Board of Directors from a suggested slate of candidates prepared by the Nominations Standing Committee.

### **Section 4. Terms of Office and Succession.**

- a. **Length of Term.** The term of office for members of the Board of Directors shall be 3 years. The terms shall be staggered on a fixed-cycle basis (see Section Two, Part 1, Chapter 01, Paragraph 1) according to an established schedule, so that as nearly as possible one-third of the members-at-large are elected each year. The terms of office for other members of the Board of Directors shall be: President - one year; President Elect - one year; Immediate Past President - one year; Treasurer - three years; and Student Member - two years. The term of any officer or director shall expire at the end of the period for which he or she was selected or appointed, or as soon thereafter as a duly elected or appointed successor is available to assume the post.
- b. **Restrictions.**
  1. A member-at-large of the Board of Directors who was elected to and has served a full 3-year term on the CEC Board of Directors is eligible to be reelected to a second full term in the same position immediately upon completion of the first term. A third consecutive elected term in the same position is not permitted. However, a person who has served two consecutive elected terms will become eligible for reelection to the same position following a 1-year break in service. Serving as an appointed member of the Board of Directors will not be counted as elective service and will therefore not be considered in matters of individual succession.
  2. A member of the Board of Directors who is elected or appointed to another post on said Board shall be eligible to accept it, effective upon termination (either by expiration or resignation) of his or her present term of office.
- c. **Midterm Vacancies and Election Emergencies.**
  1. A vacancy among the elected members of the Board of Directors, after succession, may be filled until the next regular election upon a recommendation by the Nominations Standing Committee and confirmation by the Board of Directors in session or by vote through a variety of modes of communication.
  2. If the vacancy occurs in the position of the Treasurer or Student Member, the Nominations Standing Committee will recommend to the Board of Directors another individual who shall, upon appointment, complete the term of office for which he or she was appointed.

### **Section 5. Powers and Duties.** The Board of Directors shall possess the following powers and duties:

- a. Establish and monitor the vision, mission and strategic direction of the organization and act on such other matters as may be received and which fall within the purview of the Board, and to assume such other responsibilities as are, or shall be, assigned through the Articles of Incorporation and Constitution and Bylaws or Board policies. Duties include, but are not limited to:
  1. Develop and adopt the Council's organizing and professional policies, procedures, and/or position statements, including those in the legislative domain, that affect the rights of

members or individual units, or which lead to betterment of the lives and education of children and youth with exceptionalities.

2. Adopt amendments of the Articles of Incorporation, Constitution Bylaws, and policies except for those included in the CEC *Policy Manual*, Section Two, Part 3, Chapter 02, Chapter 04, para. 4, Chapter 05 para. 4 and Chapter 06 para. 4 (a).
  3. Oversee the work of all committees, workgroups and other entities as specified in the Constitution and Bylaws required to conduct the work of the Council, as well as establish/oversee any additional committees, workgroups and advisory groups not already provided for in the Constitution and Bylaws.
  4. Act upon requests for endorsements and upon proposed Council affiliations, and, in cases of affirmative decisions, fix the terms of affiliation and endorsement within the limits of established Council provisions.
  5. Adjudicate disagreements whose resolution is of importance to the Council's welfare or operation.
- b. Provide oversight and monitor activities related to CEC Units. Duties include, but are not limited to:
6. Propose policies that affect the rights of units as specified in the CEC Policy Manual, Section Two, Part 3, Chapter 02 and paragraph 4 in Chapters 04-06, for action by the Representative Assembly.
  7. Act upon/approve applications to grant charters to qualified CEC units; determine when it would be in the Council's best interest to withdraw a charter from a unit.
  8. Monitor activities and accomplishments of affiliates or cooperative agreements within the established CEC provision and if appropriate, withdraw from an affiliation and direct that appropriate action be taken.
- c. Provide direction, oversight, and monitoring of CEC programs and services provided to members and units for quality and effectiveness. Duties include, but are not limited to:
9. Develop and adopt policies, regulations, programs, and services to meet the divergent needs of the membership and Council units.
  10. Oversee and approve, as necessary, Council activities and sponsorship associated with any US, Canadian or international conference, to include approval of the dates and sites of the annual convention, local arrangement committee chairs, and program chair (non-Board member) of the annual convention, and approve the policies and procedures related to them.
  11. Grant CEC members residing in an area outside of a state, province or other designated area the same organizational rights, upon request, as other members possess and to classify each such area as either "state equivalent" or "province equivalent".
  12. Create and oversee the Council's awards and honors.
  13. Determine the general types of publications.
- d. Adopt policies that provide fiduciary soundness and administrative efficiency and effectiveness. Duties include, but are not limited to:
1. Secure effective administrative leadership of the organization's staff and office through the selection, hiring, oversight and evaluation of an Executive Director to include the termination of the Director's contract when deemed necessary for the well-being of the organization.
  2. Establish a principal office and such other offices as deemed appropriate and necessary for the operation of the Council.
  3. Adopt an annual program plan and budget that is fiscally responsible within the anticipated means of the Council.

4. Approve membership dues, policies related to membership dues, and policies regarding rates for refunds/rebates to units.
  5. Approve price formulas for convention registration, publications and professional development.
  6. Establish/approve investment plans and establish bonding plans for the Council.
  7. Provide for an annual audit of the organization's budget and finances.
  8. Review the financial reports and finance and audit standing committee reports.
  9. Establish and adopt the legally required personnel policies for the employees of the Council.
- e. Promote a capable and responsible Board of Directors to guide the direction of the Council. Duties include, but are not limited to:
1. Establish procedures relating to the membership and operations of the Board of Directors.
  2. Communicate and confer with Representative Assembly as specified in the Constitution and Bylaws so as to ensure member input and guidance related to setting policy and direction of the organization, attend all meetings of the Representative Assembly and serve as non-voting members.
  3. Report annually to the Representative Assembly and general membership.
  4. Select two members of the Board of Directors to serve on the Nominations Standing Committee.
  5. Engage in an annual assessment of Board of Directors actions and accomplishments to ensure that all roles and responsibilities are fulfilled.
  6. Promote, through the work of the Nominations Standing Committee and the Elections Committee, the nomination and election of competent and committed Board Members and Officers.
  7. Ensure a functioning Board of Directors including removal from office of any member of the Board of Directors for cause by two-thirds vote of the total membership of the Board of Directors.

## **Section 6. Meetings.**

- a. Regular Meetings. The Board of Directors shall schedule three regular meetings per year. One of the three meetings will be held at The Council's annual convention.
- b. Special Meetings. A special meeting of the Board of Directors may be called by the President upon concurrence by a majority of the Board or upon petition signed by a majority of the Board.
- c. Quorum. Two-thirds of all Board members shall constitute a quorum.
- d. Presiding Officer. The President shall serve as the presiding officer of the Board of Directors.
- e. Voting Regulations.
  1. Each member of the Board of Directors shall possess one vote.
  2. No Board member may vote by proxy.
  3. In the event that less than a quorum is in attendance for any Board meeting, those present may function in an advisory capacity at the pleasure of the President, after which the President may seek Board acceptance of the group's recommendations.

4. In the event there is need to transact Board business for which a meeting is not feasible, the President may call for a ballot procedure using a variety of communication modes, the same to be confirmed at the next official Board meeting and incorporated in the minutes.
5. The minutes of each meeting of the Board of Directors shall include the votes of each director on each action item.
- f. Rules. The Board of Directors shall adopt rules of procedure for the conduct of its meetings in addition to *Robert's Rules of Order, Newly Revised*, latest edition, which shall serve as parliamentary authority.
- g. Notification. Each member of the Board of Directors shall receive notification of regular meetings no less than 14 calendar days prior to the meeting date.

**Section 7. Validity of Action.** Any action legally exercised by the Board of Directors shall be valid without further approval.

## **ARTICLE VI**

### **Representative Assembly**

**Section 1. Composition.** The Representative Assembly (hereinafter referred to as the "Assembly") is the membership advisory body of The Council. It meets annually during the CEC Convention. The representatives may exchange information and provide feedback on issues through a variety of modes of communication during times other than the meeting time at the annual convention. This allows the Assembly to function as a working advisory body throughout the year. The Assembly shall include two representatives from each state and provincial unit, division, and the student membership. Two-thirds of the total number of eligible representatives shall constitute a quorum.

**Section 2. Membership in the Assembly.** The members of the Assembly shall consist of the eligible unit and student representatives and the Board of Directors.

### **Section 3. Representatives**

- a. Individuals Eligible to be Representatives:
  1. Individuals eligible to be state and provincial unit or division representatives to the Representative Assembly must be members in good standing of The Council and the unit of representation as described in Article III Membership, Section 3 Rights, at the time of nomination and selection, and remain so throughout the term of representation.
  2. Individuals eligible to be student membership representatives to the Representative Assembly must be student members in good standing of The Council at the time of nomination and selection, and at the beginning of his or her term as student membership representative.
- b. Each state and provincial unit, division, and the student membership shall select two eligible members to serve as its representatives to the Representative Assembly.
- c. Each eligible unit shall determine the specific qualifications for eligibility to serve as its representatives to the Representative Assembly.
- d. Each state and provincial unit and division shall develop a process to select the unit's representatives as part of its Constitution and Bylaws. Student representatives to the Representative Assembly shall be elected by the eligible voting student membership.
- e. Each unit and student representative will possess one vote in the Assembly.
- f. The President and the President Elect shall each possess one vote.
- g. No other member of the Board of Directors will be entitled to vote.



#### **Section 4. Representation by Alternates.**

##### **a. Meeting.**

1. In the event that a representative to the Assembly is unable to attend a given meeting of the body, the President of the unit or chair of the Student Committee lacking representation may appoint an alternate representative to attend the meeting with full powers, including the right to vote.
2. The President of the unit or chair of the Student Committee shall certify the appointment of the alternate by a letter to the President of CEC.
3. The appointment of an alternate representative shall be valid only for the meeting to which he or she was appointed.

##### **b. Remainder of Term.**

Where a vacancy occurs during the two-year term, the eligible unit or chair of the Student Committee may select an eligible member to fill the remainder of the current term of representation.

#### **Section 5. Term of Representation and Succession.**

- a. Each representative to the Assembly shall serve a two-year term and may be selected for an additional consecutive two-year term. A third consecutive term in the same position is not permitted.
- b. A person who has served two consecutive terms will become eligible for another term following a two-year break in service. In matters of individual succession, serving as an alternate representative to the Assembly will not be counted.
- c. The term of service of any representative shall expire at the end of the period for which he or she was selected.
- d. The terms shall be staggered on a fixed cycle basis according to a schedule established by the Board of Directors so that, as nearly as possible, one-half of the representatives are selected each year.
- e. A member of the Representative Assembly who is elected or appointed to the Board of Directors shall be eligible to accept the position, effective upon the termination (either by expiration or resignation) of his or her present term of representation.

#### **Section 6. Newly Formed Units Representation.**

Any eligible unit that organized after the opening of The Council's fiscal year, but prior to the Representative Assembly meeting of that fiscal year, shall be entitled to have two unit members serve as its representatives at that year's meeting of the Representative Assembly. One of these representatives shall be selected for a one-year term.

#### **Section 7. Powers and Duties.** The Representative Assembly shall possess the following powers and duties:

- a. To identify, discuss, and advise the Board of Directors on positions The Council should take on issues related to the field of special education and related services and to special education as a profession, and to examine the impact these issues have on children and youth with exceptional needs and those who serve them.
- b. To examine key public policy issues and initiatives and to advise CEC and the Board of Directors in developing policy, direction setting, and decision making.
- c. To inform the Board of Directors, CEC units, and all CEC committees regarding membership issues, concerns, needs, and perspectives on initiatives and activities.
- d. To act as the forum to critically examine prospective ideas, strategic directions, activities, policy initiatives, and other issues for CEC.
- e. To approve amendments to the Articles of Incorporation, the Constitution and Bylaws, and

the CEC policies that affect the privileges of any CEC unit as described in the CEC Policy Manual, Section Two, Part 3, Chapter 02; Chapter 04, para. 4; Chapter 05, para. 4; and Chapter 06, para. 4.

- f. To elect, by majority vote through the use of secret ballot, all members of the Nominations Standing Committee, with the exception of the Immediate past President and the other two members of the Board of Directors.
- g. To establish procedures relating to its own membership.
- h. To conduct awards and recognition activities.
- i. To remove any member of the Board of Directors for cause by a 2/3 vote of the total membership of the Assembly.
- j. To act on such other official recommendations from the Board of Directors as may be received and which fall within the purview of the Representative Assembly.

#### **Section 8. Assembly Meetings.**

- a. The Council President shall serve as the presiding officer of the Representative Assembly.
- b. Only eligible unit and student representatives may participate in making or supporting motions or in voting.
- c. The Assembly shall adopt rules of procedure for the conduct of its meetings.
- d. A special meeting of the Assembly may be authorized by the Board of Directors, either upon recommendation of the President or upon petition signed by a majority of presidents of the state and provincial units and divisions.

### **ARTICLE VII**

#### **Officers**

There shall be four officers of CEC: the President, the President Elect, the Immediate Past President, and the Treasurer.

#### **Section 1. Terms of Office.**

- a. The term of office for President, President Elect, and Immediate Past President is one year. The President automatically succeeds to the office of Immediate Past President and the President Elect automatically succeeds to the office of President upon expiration of their respective terms of office. Thus, a person elected to the position of President Elect serves a total of three successive years on the Board of Directors.
- b. The Treasurer serves a three-year term of office. The Treasurer is not in the line of succession for the Presidency of The Council.

#### **Section 2. Succession of Officers**

- a. The President Elect shall succeed to the office of President as soon as a vacancy occurs. If such a vacancy occurs prior to the term for which he or she was elected, the President Elect shall fill both the unexpired term to which he or she succeeded and the term for which he or she was elected.
- b. If the position of President Elect becomes vacant before the term of office is completed, the duties of the President Elect will be assigned to the Immediate Past President and other members of the Board of Directors as determined by the President upon consultation with the members of the Board of Directors and the Executive Director.
- c. If the position of Immediate Past President becomes vacant before the term of office is completed, the duties of the Immediate Past President will be assigned to a past CEC president as determined by the President upon consultation with the members of the Board of Directors and Executive Director.

**Section 3.** Powers and Duties of the President. The powers and duties of the President, as the chief elected official of The Council, shall be:

- a. To serve as a voting member and presiding officer of the Board of Directors and the Representative Assembly.
- b. To give professional leadership to The Council's planning and programs.
- c. To require the Executive Director to operate within the budget of The Council as approved by the Board of Directors.
- d. To arrange through the office of the Executive Director meetings of the Board of Directors and Representative Assembly.
- e. To approve all requests for scheduling and/or subsidizing official Board of Directors established committee, workgroup and advisory group meetings and activities after consultation with the President Elect.
- f. To nominate to the Board of Directors, chairs for all vacancies on committees, with the exception of the Finance and Audit Standing Committee and the Nominations Standing Committee.
- g. To appoint chairs of all committees, workgroups and advisory groups of the Board of Directors and Representative Assembly with the approval of the Board of Directors.
- h. To provide mentorship to the President Elect and other members of the Board of Directors.
- i. To serve as an ex-officio nonvoting member of all appointive bodies, except those making nominations or conducting elections, or designate a member of the Board of Directors to serve as an ex-officio nonvoting designee.
- j. To serve as the official elected representative of CEC or designate an alternate.
- k. To develop the agendas for the meetings of the Board of Directors and the Representative Assembly.
- l. To oversee the evaluation of the Executive Director by the CEC officers with input from other members of the Board of Directors.
- m. To ensure an orderly transition of duties to the President Elect at the end of the President's term of office.

**Section 4.** Powers and Duties of the President Elect. The powers and duties of the President Elect shall be:

- a. To serve as a voting member of the Board of Directors and the Representative Assembly.
- b. To serve in the President's place and with the President's authority in the case of that officer's absence, inability, or unwillingness to serve.
- c. To succeed to the office of President and to fill the unexpired term of the President should such a vacancy occur.
- d. To act as the liaison between the Board of Directors and all Board of Directors established committees, workgroups and advisory groups.
- e. To oversee the work of and to ensure the submission of reports from the chairs of all committees, workgroups and advisory groups unless otherwise specified.
- f. To serve as a voting member of the Finance and Audit Standing Committee.

**Section 5.** Duties of the Immediate Past President. The duties of the Immediate Past President shall be:

- a. To serve as a voting member of the Board of Directors and as a non-voting member of the Representative Assembly.
- b. To serve as Chair of the Nominations Standing Committee.

- c. To serve in an advisory or consultative role as designated by the President.
- d. To serve as a mentor for prospective Council leaders.
- e. To assume other responsibilities as may be assigned by the President.

**Section 6. Treasurer.**

The duties of the Treasurer shall be:

- a. To serve as a member of the Board of Directors and as a non-voting member of the Representative Assembly.
- b. To serve as chair and member of the Finance and Audit Standing Committee.
- c. To lead The Council in its financial planning activities.
- d. To report regularly to the Board of Directors on financial matters.
- e. To report annually to the Representative Assembly on the financial status of the organization.
- f. To oversee CEC's overall financial accountability on behalf of the general membership.
- g. To lead the Board of Directors in meeting its financial responsibility.

## **ARTICLE VIII**

### **Executive Director**

**Section 1. Nature of the Position.** The Executive Director shall be the chief executive officer of The Council, responsible to the Board of Directors.

**Section 2. Powers and Duties.** The powers and duties of the Executive Director shall be:

- a. To administer The Council's program; direct the operation of its principal office, maintain liaison with the Canadian office, and such other offices as are deemed appropriate; and coordinate all principal office activities to ensure effective operation.
- b. To maintain expenditures for each Council activity within the official budgetary designations thereof.
- c. To employ and maintain a Headquarters office staff to assist in the administration of The Council's program and ensure its effective operation.
- d. To recommend personnel policies as are deemed necessary or may be required by law for the maintenance of an effective Headquarters office staff and be responsible for the effective implementation of those policies.
- e. To study the needs of The Council and the profession, to coordinate the development of The Council's strategic plan, and to make recommendations for Council action.
- f. To serve as an ex-officio non-voting member of all appointive bodies, except those making nominations or conducting elections, or designate a member of the staff to serve as an ex-officio non-voting designee.
- g. To supervise the coordination of unit activities with The Council's overall program.
- h. To collect, compile, and maintain all Council records.
- i. To report annually to the Representative Assembly.
- j. To prepare and submit a CEC Program Plan and Budget to the Board of Directors for final approval by December 1 of each year.
- k. To serve as the official staff representative of CEC or to designate an alternate.

- l. To serve as a non-voting member of the Board of Directors.
- m. To perform such functions as may be permanently established for, or from time to time assigned to, this position.

**Section 3.** Statutory Duties of Secretary. For so long as the laws of the jurisdiction in which The Council is organized require The Council to have an officer holding the position of Secretary, the Executive Director shall hold the office of Secretary of The Council.

## **ARTICLE IX**

### **Committees**

**Section 1.** The Board of Directors establishes committees not already provided for in the Constitution and Bylaws. Workgroups and advisory groups may be established, including appointments of chairs, by the President with the approval of the Board of Directors. Committees, workgroups and advisory groups shall function under the general supervision of the President Elect.

**Section 2.** Nominations Standing Committee.

- a. The Nominations Standing Committee of The Council is responsible to ensure that all CEC constituent groups and membership segments have opportunities to participate in leadership development activities; be involved in mentoring opportunities; and become candidates for CEC elected/appointed leadership positions.
- b. The Nominations Standing Committee will consist of nine members: The Immediate Past President, two other members from the Board of Directors, two members-at-large, one member from a diverse ethnic and multicultural group, one international member, one member representing divisions, and one member representing the classroom ranks.
- c. With the exception of the two members of the Board of Directors and the Immediate Past President, all members of the Nominations Standing Committee shall be elected by the Representative Assembly.
- d. The Immediate Past President will serve as Chair of the Nominations Standing Committee.
- e. The chair of the Nominations Standing Committee shall possess one vote.
- f. All members of the Nominations Standing Committee serve a two-year term with the exception of the Immediate Past President who serves a one-year term. The two-year terms will be staggered, with one-half of the members rotating off the Committee each year.
- g. A member of the Nominations Standing Committee can serve only one elected term and may not be re-elected at any time.
- h. Members of the Nominations Standing Committee are precluded from being a nominee or candidate for an elected or appointed Board of Directors position during their term of office on the Nominations Standing Committee.
- i. If a member of the Nominations Standing Committee resigns for any reason, the candidate for that position in the previous election who received the next highest number of votes will complete the unexpired term. The person appointed may be elected for one complete term as a newly elected member.
- j. The Nominations Standing Committee reports to the Board of Directors.

**Section 3.** Elections Standing Committee.

- a. An Elections Standing Committee shall be established as a standing committee and shall consist of five members who serve a three-year term. The three-year term will be staggered with one-third of the members rotating off the committee each year. The members are appointed by the chair, subject to the approval of the President.
- b. The President shall appoint a chair subject to confirmation by the Board of Directors.

- c. The duties of the Committee shall be twofold: to prepare one ballot representing a slate of candidates as selected by the Nominations Standing Committee and through the petition process and to conduct elections.
- d. The Elections Standing Committee reports to the Board of Directors.

#### **Section 4. Finance and Audit Standing Committee.**

- a. The Finance and Audit Standing Committee is comprised of seven members: the President Elect, the Treasurer, and five other members.
- b. The Finance and Audit Standing Committee will be chaired by the Treasurer.
- c. The Finance and Audit Standing Committee members are appointed by the Treasurer with approval by the President and serve a three-year term. The three-year term will be staggered with one-third of the members rotating off the committee each year.
- d. The responsibilities of the Finance and Audit Standing Committee:
  - (1) To address the financial stability of The Council and the financial implications of services to members.
  - (2) To recommend to the Board of Directors the action to be taken on the annual program plan and budget for The Council.
  - (3) To consider price formulas for The Council's saleable items.
  - (4) To review financial policies on investments, bonding, and audits.
  - (5) To consider the use of restricted funds.
  - (6) To review on an on-going basis, the need for revision of, and additions to, the CEC financial policies.
  - (7) To follow The Council's Business Plan.

### **ARTICLE X**

#### **Meetings**

##### **Section 1. Professional Meetings.**

- a. The Council shall meet in annual conventions at regular periods except when prevented by an emergency.
- b. The Council may conduct special or regular conventions, conferences, workshops, or other meetings in addition to, or alternately with, annual conventions either independently or in cooperation with other organizations and/or agencies.

**Section 2. Meetings of Elective Bodies.** Each elective body shall schedule at least one of its regular meetings at The Council's annual convention.

### **ARTICLE XI**

#### **Elections and Appointments**

##### **Section 1. Election by the Eligible Voting Membership.**

- a. The eligible voting membership of CEC, as defined in Article III, elects by majority vote and on a fixed cycle basis the President Elect and the Members-at-Large of the Board of Directors.
- b. The eligible voting student membership of CEC, as defined in Article III, elects by majority

vote and on a fixed cycle basis the student representatives to the Representative Assembly.

## **Section 2. Balloting.**

- a. The eligible voting membership shall vote by secret ballot.
  - (1) A ballot for the President Elect and designated Members-at-Large positions will be prepared and will have at least two names for each position. The individual receiving the highest number of votes in each position shall be declared the winner.
  - (2) A ballot for Members-at-Large, non-designated, will be prepared and will include at least twice as many candidates as there are positions to be filled (i.e., if there are three non-designated positions to be filled, the slate will include a minimum of six candidates). The candidates receiving the highest number of votes shall fill the positions.
  - (3) A ballot for the student representatives to the Representative Assembly will be prepared and will have at least two names for each position to be filled. The candidate receiving the highest number of votes shall fill the position.
- b. Balloting for each position may be by non-electronic means (e.g., mail), electronic means (e.g., fax, computer), or other appropriate means.
- c. The balloting shall be conducted by the Elections Standing Committee at such time and in such manner as to allow completion of the election process and counting of the ballots prior to the next regular meeting of the Board of Directors.
- d. The nominee for each position receiving the highest number of votes shall be elected.
- e. In each case where a nominee withdraws from the election after ballots have been distributed to the membership, the nominee(s) remaining will constitute the slate and the person(s) with the highest number of votes shall be declared the winner(s).
- f. In the event of a tie, the Representative Assembly will make the selection by secret ballot, using either non-electronic, electronic, or other means. The nominee for the specified position receiving the highest number of votes from the members of the Representative Assembly in this election shall be declared the winner.

## **Section 3. Appointments to the Board of Directors.**

- a. The Board of Directors shall make the following appointments:
  - (1) One Student Member for a two-year term. The Student Member is not eligible for reappointment.
  - (2) One Treasurer for a three-year term. The Treasurer is eligible for reappointment for one additional term.
- b. These appointments are made from a slate of candidates developed by the Nominations Standing Committee.

# **ARTICLE XII**

## **Amendments**

### **Section 1. Technical, Nonsubstantive, and Conforming Amendments.**

- a. The Board of Directors shall have the authority to enact or adopt any amendment to the Articles of Incorporation or the Constitution and Bylaws relating to (1) change of registered agent and (2) change of principal office.
- b. The Board of Directors shall have the authority to enact and adopt any amendment to the Constitution and Bylaws that may be necessary to conform the Constitution and Bylaws to any amendment of the Articles of Incorporation that has been adopted.

**Section 2. Procedure to Amend.** The Articles of Incorporation and the Constitution and Bylaws can be amended using the following procedure:

- a. Any member or unit of CEC can propose an amendment to the Articles of Incorporation or Constitution and Bylaws. The proposed amendment shall be submitted to the President.
- b. The President shall ensure that notice of any proposed amendment to the Articles of Incorporation or Constitution and Bylaws is provided to the CEC membership at least sixty days prior to the consideration of action on the proposed amendment by either the Board of Directors or the Representative Assembly. The notice shall be placed in one of The Council's official publications. At the President's discretion, the notice may include the complete text of the proposed amendment, but must include a summary of the intent of the proposed amendment with administrative and financial implications.
- c. Any proposed amendment to the Articles of Incorporation not related to the privileges of units as described in the *CEC Policy Manual*, Section Two, Part 3, Chapters 02, 04-06 para. 4, shall be approved by a two-thirds majority vote of the Board of Directors.
- d. Any proposed amendment to the Articles of Incorporation that relate specifically to the privileges of units shall be approved by a two-thirds vote of the members of the Representative Assembly. If this amendment involves financial or legal implications to The Council, the amendment must be ratified by a two-thirds vote of the Board of Directors.
- e. Any proposed amendment to the Constitution and Bylaws not related to the privileges of units as described in the CEC Policy Manual, Section Two, Part 3, Chapters 02, 04-06 para. 4, shall be approved by a two-thirds vote by the Board of Directors present and voting.
- f. Any proposed amendment to the Constitution and Bylaws that relate specifically to the privileges of units as described in the CEC Policy Manual, Section Two, Part 3, Chapters 02, 04-06 para. 4, shall be approved by a two-thirds vote by the Representatives present and voting. If the amendment involves financial or legal implications to The Council, the amendment must be ratified by a two-thirds vote of the Board of Directors present and voting.
- g. Action taken on any amendment to the Articles of Incorporation or to the Constitution and Bylaws by the Board of Directors or the Representative Assembly can be conducted by electronic, non-electronic, or other means.

**Section 3.** Filing of the Amendment to the Articles of Incorporation. After an amendment to the Articles of Incorporation has been adopted, such amendment shall be filed with the government of the District of Columbia in the manner prescribed by law.

**Section 4.** Effective Date of an Amendment.

- a. An amendment to the Articles of Incorporation shall be effective upon the issuance of the certificate of amendment by the District of Columbia.
- b. An amendment to the Constitution and Bylaws shall be effective upon adoption by the Board of Directors or Representative Assembly or by ratification of the action of the Representative Assembly by the Board of Directors unless the Board of Directors or Representative Assembly specifies otherwise.

## **ARTICLE XIII**

### **Parliamentary Rules**

Robert's Rules of Order, Newly Revised (latest edition) shall govern all official proceedings of The Council, subject to such special rules as The Council may adopt.