

Note: Since many CEC units have used the model constitution and bylaws in the past, CEC has revised them to be consistent with the governance changes passed in April 2002. However, there is no requirement that units follow these models. CEC 2-25-09

**CONSTITUTION AND BYLAWS
OF THE _____ STATE/PROVINCIAL UNIT
OF THE COUNCIL FOR EXCEPTIONAL CHILDREN**

**ARTICLE I
NAME**

The name of this organization shall be the

State/Provincial Unit of the Council for Exceptional Children.

**ARTICLE II
PURPOSES**

This state/provincial unit shall be organized for charitable, educational, and scientific purposes to advance the education of children and youth with exceptionalities and to establish and administer programs and activities for the education of its members. Specifically, the state/provincial unit intends to assist and provide support to the Council for Exceptional Children (CEC) in all its efforts on behalf of children and youth with exceptionalities, and to participate in all appropriate governance activities of CEC subject to the general supervision and control of CEC.

**ARTICLE III
MEMBERSHIP**

Section 1. Qualifications

Membership shall consist of professional personnel and other persons interested in the education of children and youth with exceptionalities.

Section 2. Minimum Membership Requirement

The state/provincial unit shall maintain a minimum of one hundred (100) paid members who shall meet the membership qualifications established by the CEC Board of Directors, unless exempted by special action of the CEC Board of Directors.

Section 3. Unified Membership

The state/provincial unit's membership shall consist of all members of the Council for Exceptional Children affiliated with this state/province. The state/provincial unit may not accept enrollments for state/provincial membership only.

Section 4. Membership Term

The policy pertaining to the membership year shall be consistent with the policy of the Council for Exceptional Children.

**ARTICLE IV
ORGANIZATION**

Section 1. Relationship to the Council for Exceptional Children

This state/provincial unit shall be affiliated with the Council for Exceptional Children.

Section 2. Fiscal Year and Administrative Term

The fiscal year and administrative term of office shall be

_____.¹

**ARTICLE V
ASSESSMENTS AND DUES**

Section 1. Special Assessments

Special assessments on Premier and Professional membership may be levied by a majority vote of those present at the meeting when this matter is considered, provided there is a quorum.

Section 2. Payment of Dues

Annual dues to the Council shall be payable before the end of the individual's membership year. Members whose dues are not paid by the last day of their membership year shall be dropped from membership of the organization.

**ARTICLE VI
OFFICERS**

Section 1. Elected Positions

The officers of this state/provincial unit shall be duly elected by the membership and consist of a president, president elect, secretary, treasurer, and the two state/provincial unit representatives to the CEC Representative Assembly.²

Section 2. Prerequisite to Nomination and Election

All officers must be members in good standing of the Council for Exceptional Children at the time of their nomination and election and remain so throughout the duration of their term of office.

Section 3. Term of Office

The president, president elect, secretary, and treasurer shall serve one year terms, which shall coincide with the fiscal year and administrative term of office. The representatives to the CEC Representative Assembly shall each serve one, two-year term which shall be staggered.³

¹CEC's fiscal year and administrative term of office is January 1-December 31.

²If the representatives to the CEC Representative Assembly are elected positions, they should be listed here. If other officers serve as one or both of the representatives, then the representative positions should not be listed here.

³CEC permits representatives to serve 2 consecutive terms of office (4 years total). If the state/provincial unit permits this, the reference to continuous service should be inserted under Section 7. Example: "Each representative may have two consecutive two-year terms if re-elected."

Section 4. Succession

- A. The president elect shall automatically succeed to the presidency at the expiration of the president's term of office.
- B. An elected officer cannot succeed himself in the same office until the expiration of one administrative year, provided that this shall not apply in the case of an officer selected to fill any portion of an unexpired term.

Section 5. Vacancies

- A. If a vacancy occurs in the office of president, the president elect shall serve as acting president for the remainder of the term of office and shall become president at the beginning of the new term.
- B. A vacancy occurring in any office except president shall be filled by an appointment of the president, with the approval of the Executive Committee. The member appointed will serve only until the end of the current administrative year or until replaced by a duly elected successor.

Section 6. Duties of Officers

- A. The powers and duties of the president shall be:
 - 1. To serve as chief executive officer of the state/provincial unit with the powers and duties usually belonging to such a position;
 - 2. To give leadership to general policy making and carry out the directives of the membership;
 - 3. To call and preside at meetings of the Executive Committee, the annual meeting, meetings of the State/Provincial Representative Assembly, and all other unit sponsored meetings;
 - 4. To recommend chairs of standing committees (with the exception of the Program, Finance, and Nominations Committees), with the approval of the Executive Committee;
 - 5. To serve as an ex-officio nonvoting member of all committees with the exception of the Nominations and Elections Committee;
 - 6. To recommend to the Executive Committee the types of ad hoc committees and other appointive bodies needed;
 - 7. To prepare and submit an annual set of assurances to the Council for Exceptional Children by January 1; and
 - 8. To assume the responsibilities of one of the state/provincial unit representatives to the CEC Representative Assembly.⁴
- B. The powers and duties of the president elect shall be:
 - 1. To serve in the place of, and with the authority of, the president in case of the president's absence or inability to serve;
 - 2. To serve as chair of the Program Committee for the annual meeting;
 - 3. To plan other meetings according to the policies and directives of the Executive Committee; and
 - 4. To assume the responsibilities of one of the state/provincial unit representatives to the CEC Representative Assembly.⁵

⁴This duty is to be added only if the president serves as one of the representatives to the CEC Representative Assembly.

⁵This duty is to be added only if the president elect serves as one of the representatives to the CEC Representative Assembly.

C. The powers and duties of the secretary shall be:

1. To keep a record of the proceedings of each meeting of the Executive Committee, the State/Provincial Representative Assembly, and other meetings conducted by the unit;
2. To carry on correspondence as necessary for the operation of the state/provincial unit;
3. To assume custody of all records except those specifically assigned to others;
4. To keep accurate lists of Executive Committee, State/Provincial Representative Assembly, and unit board and committee members;
5. To have available copies of the Constitution and Bylaws and minutes at all meetings of the Executive Committee and other official meetings conducted by the unit; and
6. To transfer all records to the new secretary at the time of installation.

D. The powers and duties of the treasurer shall be:

1. To serve as custodian of the funds of the state/provincial unit;
2. To pay expenses approved by the Executive Committee and on authorization of the president;
3. To make an annual report of the financial status of the state/provincial unit to the Executive Committee, the unit's board, and the State/Provincial Representative Assembly at the annual meeting;
4. To act as chair of the Finance Committee;
5. To prepare and submit an annual budget for approval by the Executive Committee for adoption by the State/Provincial Representative Assembly at the annual meeting;
6. To submit records of all monies collected and expended to the Finance Committee for auditing; and
7. To transfer all monies and records to the new treasurer within 30 days after installation.

E. The powers and duties of the representatives to the CEC Representative Assembly shall be:

1. To represent the state/provincial unit at meetings of the CEC Representative Assembly and to participate in balloting and other activities necessary to the functioning of the Representative Assembly;
2. To report regularly to the state/provincial unit Executive Committee, state/provincial Board, state/provincial Representative Assembly, and general membership on activities of the CEC Representative Assembly and CEC;
3. To communicate issues and concerns from the state/provincial unit to the CEC Representative Assembly;
4. To inform the state/provincial unit about the disposition of CEC Representative Assembly issues and advice forwarded to the CEC Board of Directors; and
5. To take other specific direction from the state/provincial unit concerning the activities of the CEC Representative Assembly.

Section 7. Election of Officers

The officers of the state/provincial unit shall be elected by the State/Provincial Representative Assembly from those members in good standing who are nominated by the Nominations Committee. Nominations may also be made from the floor.⁶

Section 8. Removal from Office

⁶*If the representatives to the CEC Representative Assembly are officers and if another means of selecting them is used, the selection procedures should be cited in this section. If the representatives are appointed, the process of appointment should be described in a new section 7, Appointment of Representatives to the CEC Representative Assembly, under Article VI. The following sections would then need to be renumbered.*

- A. A petition for removal of an officer shall be signed by at least five members of the state/provincial unit and submitted in writing to the president. If the president is the subject of the petition, it shall be presented to the president elect.
- B. The president (or president elect) shall, within seven days, notify each Executive Committee member in writing of the receipt of such a petition, solicit relevant evidence from all parties concerned, and call a special meeting of the Executive Committee to consider the matter within 30 days following receipt of the petition.
- C. At the Executive Committee meeting, an opportunity shall be made available to all interested parties to present any relevant evidence. A two-thirds majority vote of the members present, provided there is a quorum, is necessary for the removal of the officer. Removal from office is effective immediately.
- D. The officer being considered for removal shall be provided with the results of the Executive Committee action in writing within seven days.
- E. Upon receipt of written notification of removal, the officer concerned shall have fifteen days to submit to the president (or president elect) written notice of appeal.
- F. Within seven days following receipt of a valid written notice of appeal, the president (or president elect) shall, in writing, call for the appointment and meeting of an Appeal Board. The Appeal Board shall consist of five members in good standing of the state/provincial unit appointed by the Executive Committee and five members in good standing of the state/provincial unit selected by the appealing officer. No member of the Appeal Board, with the exception of the Chair, will be a current officer, Board member, or committee chair of the state/provincial unit. The president (or president elect) shall serve as the nonvoting Chair of the Appeal Board. If the appealing officer is unable to select the members willing to serve, the decision of the Executive Committee will stand.
- G. At the meeting of the Appeal Board, an opportunity shall be made available to all interested parties to present any relevant evidence. A two-thirds majority vote of the members present is necessary to overturn the Executive Committee's decision and reinstate the removed officer. Reinstatement is effective immediately.
- H. The officer whose appeal has been considered shall be provided with the results of the Appeal Board action in writing within seven days. This action is final.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Composition

The Executive Committee shall consist of the officers of the state/provincial unit, the immediate past president, the two representatives to the CEC Representative Assembly,⁷ and the chairs of the standing committees. One-half of the membership of the Executive Committee shall constitute a quorum.

Section 2. Duties of the Executive Committee

The duties of the Executive Committee shall be:

- A. To serve as the state/provincial unit's administrative policy-making body;
- B. To act upon such official recommendations and petitions as may be received;
- C. To approve a draft of an annual budget for adoption by the State/Provincial Representative Assembly;

⁷*If the representatives to the CEC Representative Assembly are not officers, their reference should be deleted from this section.*

- D. To recommend policies and programs to the State/Provincial Representative Assembly at its annual meeting;
- E. To determine the publications that should be issued;
- F. To select the site of the annual meeting sponsored by the state/provincial unit and approve recommendations made by the local arrangements committee of the host chapter;
- G. To assume such other responsibilities as are, or as shall be, assigned through the Constitution and Bylaws or legislated by the State/Provincial Representative Assembly; and
- H. To make nominations to the state/provincial unit board for the position(s) of representative(s) to the CEC Representative Assembly; to make nominations to the State/Provincial Representative Assembly for the position(s) of representative(s) to the CEC Representative Assembly; to select the state/provincial unit representatives to the CEC Representative Assembly; or to select the state/provincial unit representatives to the CEC Representative Assembly from individuals proposed by the nominations committee.⁸

**ARTICLE VIII
STATE/PROVINCIAL REPRESENTATIVE ASSEMBLY**

Section 1. Chapter Representation

Each officially recognized chapter in good standing of the state/provincial unit is entitled to one vote. When the chapter's membership exceeds 15 (as of December 31 immediately preceding the Assembly), the chapter shall be entitled to one additional vote for each additional 15 members, or major fraction thereof.

Section 2. Subdivision Representation

Each officially recognized subdivision is entitled to one vote.

Section 3. Affiliate Recognition

Each officially recognized state/provincial unit affiliate is entitled to send one nonvoting representative to the Assembly.

Section 4. Quorum

_____ of the possible representatives shall constitute a quorum at a regular or called meeting of the State/Provincial Representative Assembly.

Section 5. Duties of the State/Provincial Representative Assembly

The duties of the State/Provincial Representative Assembly shall be:

- A. To serve as the state/provincial unit's general legislative body;
- B. To elect, by majority vote, the officers of the state/provincial unit;

⁸Duty "H" describes all the options for the Executive Committee's involvement in the selection process for the state/provincial unit's representative(s) to the CEC Representative Assembly. One method from those listed should be chosen by the unit and listed under "H." All other selection processes would then be deleted. If the Executive Committee is not involved in any manner in the selection process, then "H" would be deleted.

- C. To establish the rate for state/provincial unit special assessments;
- D. To establish the registration fee for the annual meeting;
- E. To adopt a Constitution and Bylaws and to make amendments thereto;
- F. To adopt official state/provincial unit platforms, statements of policy, and resolutions;
- G. To approve the annual budget;
- H. To approve the annual audit of the finances of the state/provincial unit; and
- I. To act on such other official recommendations and petitions as may be received.⁹

ARTICLE IX COMMITTEES

Section 1. Standing Committees

Standing committees shall be Membership, Communications, Policy and Advocacy, Program, Nominations and Elections, Constitution and Bylaws, and Finance.

Section 2. Appointment of Committee Chairs

The president, with the approval of the Executive Committee, shall appoint the chairs of the standing committees with the exception of the Program, Nominations and Elections, and Finance Committees. The president elect shall serve as chair of the Program Committee. The immediate past president shall serve as chair of the Nominations and Elections Committee. The treasurer shall serve as chair of the Finance Committee.

Section 3. Appointment of Committee Members

Committee members shall be appointed by the chairs, subject to approval by the president. All committees shall have no less than two members in addition to the chair. The chairs and members of committees shall serve two-year terms unless indicated otherwise.

Section 4. Communications Committee Composition

The Communications Committee shall include the newsletter editor.

Section 5. Policy and Advocacy Committee Composition

The Policy and Advocacy Committee shall include the Children and Youth Action Network (CAN) Coordinator.

Section 6. Program Committee Composition

The president elect shall serve as chair of the Program Committee.

⁹ *If the representatives to the CEC Representative Assembly are elected by the State/Provincial Representative Assembly, and they are not officers, then this duty should be added to this section as (i). Example: “and (i) to elect, by majority vote, the state/provincial unit representatives to the CEC Representative Assembly.” Then re-letter the current (i) to (j).*

Section 7. Nominations and Elections Committee Composition

The immediate past president shall serve as chair of the Nominations and Elections Committee. The chair and members shall serve one-year terms.

Section 8. Constitution and Bylaws Committee Composition

The Constitution and Bylaws Committee shall include the past president.

Section 9. Finance Committee Composition

The treasurer shall serve as chair of the Finance Committee.

Section 10. Duties of Committees

A. The duties of the Membership Committee shall be:

1. To maintain a current record of members and to provide all officers and committee chairs with this list upon request;
2. To maintain an active program for the recruitment of new members and renewal of members; and
3. To support CEC Headquarters in its follow-up of membership renewals and member recruitment and retention programs.

B. The duties of the Communications Committee shall be:

1. To recommend to the Executive Committee publications to be issued;
3. To plan and develop publicity that will give recognition to state/provincial unit activities and members; and
4. To publish the official publication of the unit.

C. The duties of the Policy and Advocacy Committee shall be:

1. To develop a political action program under the direction of the Executive Committee or the State/Provincial Representative Assembly;
2. To disseminate information pertinent to international and state/provincial public policy; and
3. To support CEC Headquarters in its policy and advocacy efforts and campaigns.

D. The Program Committee shall develop the program for the annual meeting.

E. The Nominations and Elections Committee shall prepare annually a slate of candidates for the positions of president elect, secretary, treasurer, and representative to the CEC Representative Assembly, and to present the slate to the membership 30 days prior to the meeting of the State/Provincial Representative Assembly held during the annual meeting. Only those persons who are members in good standing of the Council may be nominated.¹⁰

¹⁰*If the Nominations Committee is to submit a slate of candidates for the representative to the CEC Representative Assembly to a governing body other than the State/Provincial Representative Assembly, i.e., the Executive Committee or Executive Board, then this duty should be added as duty "2." If the State/Provincial Unit's Representative Assembly does not elect either of the two unit representatives to the CEC Representative Assembly, then reference to "representative to the CEC Representative Assembly" should be deleted.*

F. The duties of the Constitution and Bylaws Committee shall be:

1. To receive and review all proposed amendments to the Constitution and Bylaws and refer with recommendations to the Executive Committee; and
2. To call to the attention of the Executive Committee other changes which may be needed in the Constitution and Bylaws.

G. The duties of the Finance Committee shall be:

1. To prepare and submit an annual budget for adoption by the State/Provincial Representative Assembly;
2. To develop plans for raising funds; and
3. To audit the treasurer's report.

Section 11. Ad Hoc Committees

Ad hoc committees may be established and their functions assigned at the discretion of the president. Such establishment must clearly indicate the purpose and length of service of the committee.

ARTICLE X MEETINGS

Section 1. Annual Meeting

There shall be an annual meeting of the state/provincial unit.

Section 2. State/Provincial Representative Assembly

There shall be at least one regular meeting of the State/Provincial Representative Assembly to be held at the time of the annual meeting.

Section 3. Special Meetings

Special meetings may be called by the president with the consent of the Executive Committee.

ARTICLE XI DURATION AND DISSOLUTION

The duration of the state/provincial unit shall be perpetual unless the officers of the state/provincial unit unanimously determine that it should be dissolved. The officers shall inform the membership that the unit is to be dissolved. Upon the dissolution and final liquidation of the state/provincial unit, the officers shall, after paying or making provision for the payment of all the debts and liabilities of the state/provincial unit, distribute all of its assets to either:

1. Contribute them to the _____ state/provincial unit of the Council for Exceptional Children for its use in advancing the education of exceptional children; or
2. Contribute them to the Council for Exceptional Children, a nonprofit, tax-exempt 501(c)(3) organization, to apply to one or more of its programs including:
 - A. the *Yes I Can! Awards Program* for its use in recognizing the achievements of students who have excelled despite their disability;
 - B. the "Kayte M. Fearn CEC Ethnic Diversity Scholarship" which annually provides a cash

- scholarship to a CEC student member from an ethnic background who is pursuing a degree in special education;
- C. the “In Remembrance Of...” Fund in honor of an individual to support the activities and programs of The Council; and/or
 - D. the “General Council Fund” supporting the activities and programs of The Council.

ARTICLE XII PARLIAMENTARY PROCEDURE

The rules of parliamentary practice in Robert's Rules of Order, Newly Revised, latest edition, shall govern the proceedings of this state/provincial unit subject to the special rules which have been or may be adopted.

ARTICLE XIII AMENDMENTS

Section 1. Submission of Proposed Amendments

Any proposed amendment to this Constitution and Bylaws shall be submitted in writing to the Constitution and Bylaws Committee for review.

Section 2. Review by Executive Committee

The Constitution and Bylaws Committee shall refer all proposed amendments with recommendations to the Executive Committee.

Section 3. Referral to State/Provincial Representative Assembly

All proposed amendments presented to the Executive Committee shall be submitted to the membership not less than 30 days prior to any meeting of the State/Provincial Representative Assembly.

Section 4. Final Action

Any proposed amendment shall become a part of this Constitution and Bylaws by a two-thirds majority of the votes cast at any legally constituted meeting of the State/Provincial Representative Assembly.