

## **BYLAWS OF THE MICHIGAN COUNCIL FOR EXCEPTIONAL CHILDREN**

### **ARTICLE I Name**

#### **Section 1. Name of organization**

The name of this organization shall be the Michigan Council for Exceptional Children (MCEC), formerly known as the Michigan Federated Chapter of the Michigan Council for Exceptional Children. MCEC is a 501(c)3 non-profit organization incorporated in the State of Michigan on December 20, 1984.

#### **Section 2. Office**

The principal office of the Unit is 14836 A Drive North, Marshall, MI 49068. The Unit may change its principal office as determined by the Board of Directors from time to time.

### **ARTICLE II Mission Statement**

The mission of the Michigan Council for Exceptional Children is to strengthen the field of education to impact success for individuals with exceptionalities by providing professional development, support and advocacy for children, youth, families, special and general educators.

In addition, the Michigan Council for Exceptional Children assists and provides support to the Council for Exceptional Children (CEC) in all its efforts on behalf of persons 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 dues paying individuals interested in the education of students with exceptionalities.

**Section 2. Minimum Membership Requirement**

The Michigan Council for Exceptional Children 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 Michigan Council for Exceptional Children membership shall consist of all members of the Council for Exceptional Children affiliated with this state. The Michigan Council for Exceptional Children may not accept enrollments for state 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  
Organizational Affiliation****Section 1. Relationship to Council for Exceptional Children**

The Michigan Council for Exceptional Children 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 July 1 through June 30.

**ARTICLE V  
Dues****Section 1. Payment of Dues**

Annual dues to the Council for Exceptional Children shall be payable before the beginning of the individual's membership year. Members whose dues are not paid by that date shall be dropped from membership in the organization.

**ARTICLE VI  
Officers****Section 1. Elected Positions**

The officers of the Michigan Council for Exceptional Children shall be duly elected by the membership and consist of the:

Past President, President, President Elect, Vice President, Secretary, Treasurer, Children and Youth Action Network Coordinator, Membership Coordinator and five Members-at-Large.

All officers shall sign the Code of Ethics for the Michigan Council for Exceptional Children Board members.

**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 election and remain so throughout the duration of their term of office.

Nomination for Members-at-Large shall consider the various constituencies of the Michigan Council for Exceptional Children including, but not limited to: urban/metro, rural, diverse/ethnic, and professional/parent roles.

**Section 3. Appointed Positions**

The two representatives from the Michigan Council for Exceptional Children to the CEC Representative Assembly shall be appointed by the Board.

The Board may appoint members to other positions from time to time.

**Section 4. Succession**

At the expiration of term of office, the President shall automatically succeed to the Past President position, the President Elect shall automatically succeed to the presidency, and the Vice President shall automatically succeed the President Elect.

**Section 5. Vacancies**

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. If a vacancy occurs in the office of President Elect, the Vice President shall serve as acting President Elect for the remainder of the term of office and shall become President Elect at the beginning of the new term. A vacancy occurring in any office except President and President Elect shall be filled by an appointment of the President, with the approval of the Michigan Council for Exceptional Children Board for a member to serve only until the end of the current administrative year or until replaced by a duly elected successor or other exceptions approved by the Board.

**Section 6. Duties of Officers and CEC Representatives**

A. The powers and duties of the president shall be:

1. To serve as the chief executive officer of the 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 the annual business meeting and all meetings of the Executive Committee;
4. To recommend chairs of committees;
5. To be an ex-officio member of all committees
6. To represent the Unit in coordinating efforts with other Units of CEC, and other organizations; and
7. To submit the annual set of assurances to the Council for Exceptional Children by January 1 each year.

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.

C. The powers and duties of the vice president shall be:

1. To serve in the place of and with the authority of the president in case of the president's and president elect's absence or inability to serve; and
2. To assume designated responsibilities that will provide training for advancement to the office of president elect and president.

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

1. To keep a careful record of the proceedings of the annual business meeting and the meetings of the Executive Committee;
2. To carry on correspondence as necessary for the operation of the Unit'
3. To assume custody of all records except those specifically assigned to others;
4. To keep accurate lists of Executive Committee and committee members; and
5. To transfer all records to the new secretary at the time of installation.

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

1. To serve as custodian of the funds of the 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 Unit to the Executive Committee and at the annual business meeting;
4. To prepare and submit an annual budget for approval by the Executive Committee at the annual business meeting; and
5. To transfer all monies and records to the new treasurer within 15 days after installation.

F. The powers and duties of the Unit's representatives to the CEC Representative Assembly shall be:

1. To represent the Unit at meetings of the CEC Representative Assembly and to participate in balloting, and other activities necessary to the functioning of the CEC Representative Assembly;
2. To report regularly to the Unit's executive committee/board and general membership on activities of the Representative Assembly and CEC;
3. To communicate issues and concerns from the Unit to the CEC Representative Assembly; and
4. To inform the Unit about the disposition of Representative Assembly issues and advice forwarded to the CEC Board of Directors.

### **Section 7. Election of Officers**

The officers of the Michigan Council for Exceptional Children shall be elected by the Michigan Council for Exceptional Children members in good standing no later than the Annual Assembly meeting.

**Section 8. Term of Office**

The immediate Past President, President, President Elect, and Vice President shall serve one-year terms. The positions of Secretary, Treasurer, Representative, CAN coordinator and Membership Coordinator will serve two-year terms. Members-At-Large shall serve two-year staggered terms. All terms of office shall coincide with the fiscal year, July 1 through June 30. The appointed Representative may serve up to two consecutive two-year terms if re-appointed.

**Section 9. Removal from Office**

A Director of the Board may be removed, with or without cause by a two-thirds vote of the Board. Removal as a Director constitutes a removal as an officer.

**Section 10. Resignation**

Any officer or director may resign the position at any time, such resignation to be made in writing to the chairperson and to take effect immediately, unless some time is specified in the resignation, and then from that date. The acceptance of a resignation shall not be necessary to make it effective.

## **ARTICLE VII**

### **Board of Directors**

**Section 1. Composition**

The Board shall consist of the elected officers of the Michigan Council for Exceptional Children, and appointed representatives of organizations and divisions. One-half of the elected voting members of the Board shall constitute a quorum for meetings. The number of Directors shall be fixed from time to time by the Board; provided, however, that at all times there shall be no less than three Directors.

**Section 2. Voting members**

Voting members of the Michigan Council for Exceptional Children Board include: immediate Past President, President, President Elect, Vice President, Secretary, Treasurer, Representative, CAN Coordinator, Membership Coordinator, and Member-At-Large Representatives. Proxy voting by Directors is not permitted.

**Section 3. Duties and Authority of the Board**

A. The Board shall:

- i. Serve as the MCEC administrative policy-making body
- ii. Act upon such official recommendations and petitions as may be received
- iii. Amend and maintain the approved annual budget
- iv. Approve budget, policies and programs
- v. Determine the communications that should be issued
- vi. Select the site of the annual meeting
- vii. Selects, contracts with and evaluates management and consultant service providers.
- viii. Assume such other responsibilities as are, or as shall be, assigned through the Constitution and Bylaws or legislated by the Annual Assembly.

B. In addition, at the discretion of the Board, create endowments or establish similar investment practices for the purpose of benefiting students with exceptionalities. The board will maintain authority over such endowments by creating investment policies, procedures for oversight of the endowment, and the distribution and reporting of funds.

C. The property, affairs, and business of the Michigan Council for Exceptional Children shall be managed and controlled by its Board, which may exercise all such powers of the Michigan Council for Exceptional Children and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws. The Board of Directors may by general resolution delegate to its officers and to committees such powers as provided for in these Bylaws.

#### **Section 4. Executive Committee**

The Executive Committee will consist of the four presidents. The Executive Committee will provide leadership to the Michigan Council for Exceptional Children organization and Board of Directors. The Executive Committee shall implement policy and procedures between Board meetings and report its actions to the Board.

### **ARTICLE VIII Annual Assembly**

#### **Section 1. Voting privilege**

Each member in good standing of the Michigan Council for Exceptional Children attending the Annual Assembly is entitled to one vote with the President voting only in the case of a tie vote.

#### **Section 2. Activities at the Annual Assembly and Business Meeting**

- A. Amend Bylaws and/or makes make actions thereto
- B. Act on such other official recommendations and petitions as may be received
- C. Conduct other business pertinent to the welfare of the organization.
- D. Receive reports and consider all matters presented.

### **ARTICLE IX Committees**

#### **Section 1. Standing and Ad Hoc Committees**

All committees are created with Board approval. One or more Board members shall participate on each committee. Committees report to the Board through a Board member on that committee. All recommendations and suggestions from committees received through the Board meeting agenda process will be reviewed by the Board.

#### **Section 3. Appointment of Committee Chairs**

A Board member and/or president appointee will serve as the chairperson and/or co-chairperson of standing committees.

#### **Section 4. Appointment of Committee Members**

The chairperson and/or co-chairperson, subject to approval by the President, shall appoint standing committee members.

**Section 5. Responsibilities for Committees**

Policies, procedures and functions for all committees are established by the Board of Directors and are described in the MCEC Board Member Handbook.

**Section 5. Committee Reporting Duties**

The committee chairperson will contact the President to indicate if the committee needs to be included on the Board meeting agenda. If on the agenda, the chairperson will indicate if a written and/or verbal report will be presented. All recommendations and suggestions from committees received through the Board meeting agenda process shall be reviewed by the Board.

**ARTICLE X  
Meetings****Section 1. Board**

There shall be at least quarterly meetings of the Board.

**Section 2. Annual Assembly**

There shall be at least one regular business meeting of the Annual Assembly

**Section 3. Special Meetings**

The president, with the consent of the Board, may call special meetings.

**Section 4. Place of Meetings and Electronic Meetings**

Unless otherwise required by these bylaws, meetings of the Board may be held within or outside the United States at such time and place as the written notice or waiver thereof, if any, may specify. Unless otherwise required by these bylaws, any director may be permitted by the Board to participate in any meeting of the board of directors or a committee thereof through the use of any means of communication by which all the directors participating in the meeting can hear each other during the meeting, including by phone, internet, video or web conference. An individual participating in a meeting in this manner is deemed to be present in person at the meeting for all intents and purposes.

**Section 5. Action without Meetings**

Unless otherwise required by these bylaws, any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the directors, may be taken without a meeting if each and every member of the board of directors electronically votes, in writing, either for, against, or abstains from voting on such action. In order to pass, the vote for such action must equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. Any action taken without a meeting shall have the same effect as action taken with a meeting.

## **ARTICLE XI Parliamentary Procedure**

The rules of parliamentary practice in the latest edition of *Robert's Rules of Order* shall govern the proceedings of this Michigan Council for Exceptional Children, subject to the special rules, which have been or may be adopted.

## **ARTICLE XII Indemnification of Directors, Officers, Employees and Agents**

### **Section 1. Standards of Conduct**

The Michigan Council for Exceptional Children shall indemnify, to the fullest extent permitted and required by the State of Michigan non-stock corporation act, as such act exists now or may hereafter be amended, its directors and officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity if (i) such party conducted himself or herself in good faith, (ii) such party reasonably believed (a) in the case of a director acting in his or her official capacity, that his or her conduct was in the Michigan Council for Exceptional Children's best interests, or (b) in all other cases, that such party's conduct was at least not opposed to the Michigan Council for Exceptional Children's best interests, and (iii) in the case of any criminal proceeding, such party had no reasonable cause to believe his or her conduct was unlawful. For purposes of determining the applicable standard of conduct under of the Michigan Council for Exceptional Children indemnification policy, any party acting in his or her official capacity who is also a director of the Michigan Council for Exceptional Children shall be held to the standard of conduct set forth, even if such party is sued solely in a capacity other than as such director.

## **ARTICLE XIII Fiscal Limitations**

### **Section 1. Investments**

The Board has responsibilities relating to the administration, investment, or distribution of property or assets that belong to the organization. This range of duties is termed fiduciary responsibility. The standard underlying fiduciary responsibility is prudence, and the standard of behavior for a fiduciary is known as the "prudent-person rule." This rule charges fiduciaries with conducting themselves with the same degree of judgment, reasonableness and discretion in administering the affairs of the organization, as they would their personal affairs. It is policy of the Michigan Council for Exceptional Children to operate this fund both reasonably and prudently.

### **Section 2: Fiduciary Conduct**

The Board shall apply the assets of the Michigan Council for Exceptional Children within the requirements of the Articles of Incorporation and these bylaws, at such times and in such manner and in such amounts as they may determine and as may be required by its Investment Policy, to the uses and purposes set forth in its Articles, bylaws or policy of the Michigan Council for Exceptional Children and to, or for the benefit of, the mission of the Michigan Council for Exceptional Children.



The Investment Policy and budget of the Michigan Council for Exceptional Children shall be approved by a vote of the Michigan Council for Exceptional Children directors at a duly called meeting.

## **ARTICLE XIV Amendments**

### **Section 1. Submission of Proposed Amendments**

Any proposed amendment to these Bylaws shall be submitted in writing to the Michigan CEC Past President for review and presentation to the Board.

### **Section 2. Review by Board**

The Board shall review and approve all proposed amendments

### **Section 3. Referral to the Annual Assembly Meeting**

All proposed amendments presented to the Board should be submitted to the membership in writing not less than 30 days prior to any meeting of the Annual Assembly Meeting. Written notice may be provided via surface mail, email, fax, posting on the Michigan Council for Exceptional Children website, or other written or printed method.

### **Section 4. Final Action**

Any proposed amendment shall become a part of these bylaws by a two-thirds of the votes cast at any legally constituted Annual Assembly meeting.

## **ARTICLE XV Duration and Dissolution**

The duration of the Michigan Council for Exceptional Children shall be perpetual unless the Board of the Michigan Council for Exceptional Children unanimously determines that it should be dissolved based first on the outcome of a vote by the state membership. Upon the dissolution and final liquidation of the state unit, the Michigan Council for Exceptional Children Board shall, if funds are available, pay or make provision for the payment of all the debts and liabilities of the Michigan Council for Exceptional Children. The Michigan Council for Exceptional Children Board will determine a recommendation as to the distribution of remaining assets at the time of dissolution with first consideration going to Michigan CEC Foundation, then CEC, or other tax-exempt 501 (c)(3) organizations.

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