

# MINNESOTA COUNCIL FOR EXCEPTIONAL CHILDREN

State Unit of the Council for Exceptional Children

## CONSTITUTION AND BYLAWS

### ARTICLE I: NAME

**Section 1. Name**

The name of this organization shall be the Minnesota Council for Exceptional Children, hereafter referred to as MNCEC.

**Section 2. Affiliation**

MNCEC shall be affiliated with and function as the State Unit of the Council for Exceptional Children (CEC).

### ARTICLE II: PURPOSES

The Minnesota Council for Exceptional Children (MNCEC) 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, MNCEC 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. MNCEC members must also be members of the Council of Exceptional Children (CEC).

**Section 2. Minimum Membership Requirement**

MNCEC 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. Membership Term**  
The membership year shall be consistent with the policy of the Council for Exceptional Children.

**Section 4. Member Benefits**  
Members in good standing are permitted to attend all MNCEC meetings, workshop and seminars; receive all MNCEC publications; vote on all questions presented to the membership; chair or serve on MNCEC Committees; and run for a MNCEC elected office.

## **ARTICLE IV: ASSESSMENTS AND DUES**

**Section 1. Special Assessments**  
Special assessments on Professional membership may be levied by a majority vote of the Board of Directors.

**Section 2. Payment of Dues**  
Annual dues shall be payable before the end of the membership year. Members whose dues are not paid by the last day of the membership year shall be dropped from membership of the organization.

## **ARTICLE V: OFFICERS**

**Section 1. Elected Positions**  
The officers shall be duly elected by the membership and consist of a President, President-Elect, Past President, Secretary, Treasurer, and the two Representatives to the CEC Representative Assembly.

**Section 2. Prerequisite to Nomination and Election**  
All officers must be members in good standing of the Minnesota 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. Succession**  
Upon expiration of the President's term of office, the President-Elect shall assume the office of President, and the outgoing President shall assume the office of Past President.

**Section 4. 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. A vacancy occurring in any office except President shall be filled by an appointment by the President, with the

approval of the Board of Directors, and will serve for the remainder of that term of office.

## **Section 5. Duties of Officers**

- A. The powers and duties of the President shall be to:
  - 1. Serve as chief executive officer of with the powers and duties usually belonging to such a position;
  - 2. Provide leadership to general policymaking and carry out the directives of the membership;
  - 3. Call and preside at meetings of the Board of Directors and Executive Committee, the annual meeting, and all other unit sponsored meetings;
  - 4. Recommend chairs of standing and ad hoc committees (with the exception of the Conference and Finance Committees), subject to the approval of the Board of Directors; and
  - 5. Prepare and submit an annual set of assurances to the Council for Exceptional Children by October 1 of each year.
- B. The powers and duties of the President-Elect shall be to:
  - 1. Serve in the place of, and with the authority of, the President in case of the President's absence or inability to serve;
  - 2. Serve as chair of the Conference Committee; and
  - 3. Perform other duties at the direction of the President and/or Board of Directors
- C. The powers and duties of the Past President shall be to:
  - 1. Serve as parliamentarian to the President and Board;
  - 2. Serve as chair of the Finance Committee; and
  - 3. Perform other duties at the direction of the President and/or Board of Directors
- D. The powers and duties of the Secretary shall be to:
  - 1. Keep an accurate record of the proceedings of each meeting of the Board of Directors, the Executive Committee, and other meetings conducted by MNCEC;
  - 2. Carry on correspondence as necessary for the operation of MNCEC;
  - 3. Assume custody of all records except those specifically assigned to others;
  - 4. Keep accurate lists of Officers, the Board of Directors, Committee Chairs and committee members;
  - 5. Have available copies of the Constitution and Bylaws and minutes of all meetings of the Board of Directors, Executive Committee and other official meetings; and
  - 6. Transfer all records to the new Secretary at the time of installation.

- E. The powers and duties of the Treasurer shall be to:
  - 1. Serve as custodian of the funds of MNCEC;
  - 2. Pay out money for expenses approved by the Board of Directors;
  - 3. Prepare and present an annual report of the financial status of MNCEC at the annual meeting;
  - 4. Prepare and submit, with the finance committee, an annual budget for approval by the Board of Directors;
  - 5. Submit records of all monies collected and expended to the Finance Committee for auditing;
  - 6. Transfer all monies and records to the new treasurer within 15 days after installation; and
  - 7. Maintain IRS communication, including nonprofit status and financial amendments.
  
- F. The powers and duties of the Representatives to the CEC Representative Assembly shall be to:
  - 1. Represent MNCEC at meetings of the CEC Representative Assembly and to participate in balloting and other activities necessary to the functioning of the Representative Assembly;
  - 2. Report regularly to the Board of Directors and general membership on activities of the CEC Representative Assembly and CEC;
  - 3. Communicate issues and concerns from MNCEC to the CEC Representative Assembly;
  - 4. Inform MNCEC about the disposition of CEC Representative Assembly issues and advice forwarded to the CEC Board of Directors; and
  - 5. Take other specific direction from MNCEC concerning the activities of the CEC Representative Assembly at the direction of the President and Board of Directors.

**Section 6. Election of Officers**

The officers shall be elected by the membership from those members in good standing who are nominated by the Nominations Committee or by write in ballot.

**Section 7. Term of Office**

The President, President-Elect and Past President shall each serve a one (1) year term. The Secretary and the Treasurer shall be elected for a two (2) year term. The Treasurer shall be elected in odd-numbered years and the secretary shall be elected in even-numbered years. The representatives to the CEC Representative Assembly shall be elected for a two (2) year term that shall be staggered. All elected officers shall begin their duties with the new membership year, which is July 1 to June 30.

**Section 8. Removal from Office**

An officer may be removed from their duties for just cause by a two-thirds vote of the MNCEC Board of Directors. Such removal may occur only after the officer has had an opportunity for a hearing before the Board.

**ARTICLE VI: EXECUTIVE COMMITTEE**

**Section 1. Composition**

The Executive Committee shall consist of the MNCEC officers. One-half of the membership of the Executive Committee shall constitute a quorum.

**Section 2. Duties of the Executive Committee**

The Executive Committee shall act on behalf of MNCEC when:

- A. An urgent matter requiring immediate action arises where it is neither feasible nor practical to convene a meeting of the Board of Directors;
- B. Discussing and making a decisions regarding a legal or other matter of a highly confidential nature; and
- C. Other matters as directed by the Board of Directors.

**ARTICLE VII: BOARD OF DIRECTORS**

The governing body of MNCEC shall be known as the Board of Directors. The Board shall be composed of the Elected Officers and nine (9) Directors at Large. A quorum shall consist of one more than half the membership of the Board of Directors. Each Board member shall have one vote.

**Section 1. Directors at Large**

Each Director at Large shall serve a three (3) year term, with three (3) Directors elected each year in a three (3) year cycle. A Director at Large vacancy occurring during the term of office shall be filled by an appointment by the President, subject to approval of the Board of Directors, and will serve for the remainder of the term of office.

**Section 2. Chapter and Subdivision Representation**

To encourage representation and participation in MNCEC, each active chapter and subdivision in good standing may submit a candidate to the Nominations Committee to run for a Director at Large vacancy. If no representative serves as a Director at Large, an active chapter or subdivision may appoint a representative to serve as a liaison to the Board of Directors. Representatives shall be ex-officio members of the Board of Directors, unless they have been duly elected as a Director at Large.

## **ARTICLE VIII: COMMITTEES**

### **Section 1. Standing Committees**

Standing committees shall be: Membership, Communications, Public Policy (Children's Action Network), Conference, Nominations, and Finance.

### **Section 2. Appointment of Committee Chairs**

The President, with the approval of the Board of Directors, shall appoint the chairs of standing committees with the exception of the Conference, and Finance Committees. The President-Elect shall chair of the Conference Committee; and the Past President shall chair of the Finance Committee.

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

The chairs of each committee shall appoint committee members. All standing committees shall have no less than two members in addition of the chair.

### **Section 4. Membership Committee:**

The duties of the Membership Committee shall include:

- A. Maintain an active record of members and to provide all officers and committee chairs with such a list;
- B. Design and implement an active program for the recruitment of new members;
- C. Support CEC Headquarters in its follow-up of membership renewals and member recruitment activities; and
- D. Perform other similar duties at the direction of the President and/or Board of Directors.

### **Section 5. Communications Committee:**

The Communications Committee shall include the MNCEC Newsletter Editor as a member, and their duties shall include:

- A. Design coordinated strategies for the internal and external communications of MNCEC, to include the MNCEC Newsletter and website;
- B. Compile and maintain an e-mail list serve of MNCEC membership;
- C. Evaluate the effectiveness of communication strategies; and
- D. Perform other similar duties at the direction of the President and/or Board of Directors.

### **Section 6. Public Policy Committee:**

The Chair of the Public Policy Committee' shall be designated as the MNCEC Children's Action Network (CAN) Coordinator. The duties of the Public Policy Committee shall include:

- A. Annually develop a Legislative Platform for approval by the MNCEC Board;

- B. Respond to proposed legislation, regulations and/or rules at the federal and state level; and
- C. Perform other similar duties at the direction of the President and/or Board of Directors.

**Section 7. Conference Committee:**

The Conference Committee shall be chaired by the President Elect and is responsible for developing and implementing the annual conference. The duties of the Conference Committee shall include:

- A. Develop a budget for the annual conference for approval by the MNCEC Board;
- B. Solicit, interview and recommend a Conference Planner to the Board for approval;
- C. Make arrangements for the conference facility and housing for participants;
- D. Select the theme for the conference and arrange for keynote presentations;
- E. Solicit and select presentations for breakout sessions;
- F. Work with the Conference Planner to resolve problems that occur during the conference;
- G. Solicit feedback from conference attendees;
- H. Prepare and submit a summative report for the Board of Directors; and
- I. Perform other similar duties at the direction of the President and/or Board of Directors.

**Section 8. Nominations Committee:**

The duties of the Nominations Committee shall include:

- A. Recruit and recommend candidates as potential MNCEC officers and Directors at Large;
- B. Present the slate of candidates to the membership at least 30 days prior to the state annual meeting;
- C. Oversee the election process, to include the tabulation of ballots;
- D. Develop and implement a system for identifying recipients for recognition and awards; and
- E. Perform other similar duties at the direction of the President and/or Board of Directors.

**Section 9. Finance Committee:**

The Past President shall chair the Finance Committee. The duties of the Finance Committee shall include:

- A. Prepare and submit an annual budget for approval by the Board of Directors;

- B. Review requests for budgetary adjustments and make a recommendation to the Board of Directors;
- C. Develop and make recommendations to the Board for increasing revenues;
- D. Conduct an annual audit of the organization's financial records; and
- E. Perform other similar duties at the direction of the Board of Directors.

**Section 10. Ad Hoc Committees**

The President, subject to approval by the Board of Directors, may form ad Hoc Committees when it is deemed to be in the best interests of MNCEC. Ad Hoc Committees shall report in writing to the President on an annual basis and will cease to function upon completion of their assigned task.

**Section 11. Appointments**

The President shall annually appoint, subject to approval of the Board of Directors, an advisor to MN Student CEC (SCEC), an Editor to the MNCEC Newsletter, and may appoint members to serve as a representative of MNCEC to other organizations, workgroups or task forces as necessary. All appointees shall report in writing to the President at least annually.

**ARTICLE IX: MEETINGS**

**Section 1. Annual Meeting**

There shall be an annual meeting of MNCEC.

**Section 2. State Board of Directors**

There shall be at least four regular meetings of the Board of Directors to be held within the administrative term.

**Section 3. Special Meetings**

The President with the consent of the Executive Committee may call special meetings.

**Article X: FINANCIAL ALLOCATIONS AND DISBURSEMENTS**

**Section 1: Distribution**

The Treasurer shall be in charge of the distribution of funds and revenue for committees and reimbursements.

**Section 2: Budget accounts**

Each budget account shall be designated with a budget code.

- A. Standing committees shall have budget allotments that are controlled and monitored by the committee chair.

- B. The Student CEC (SCEC) shall have a budget allotment that is controlled and monitored by the SCEC Student Advisor.
- C. The MNCEC Newsletter Editor shall control the Newsletter budget.

**Section 3: Budget proposals**

The Finance Committee shall review budget proposals and recommend budgets for each account at the beginning of the fiscal term for approval by the Board of Directors.

**Section 4: Budget adjustments**

- A. Committee chairs may submit a written proposal to the Finance Committee for a budget adjustment during fiscal term.
- B. The Finance Committee will review the proposed budget adjustment and make a recommendation to the Board.
- C. Upon review and discussion, the Board shall vote on the proposed budget adjustment.

**Section 5: Reimbursements to Board Members**

- A. No part of MNCEC's net earnings or assets will, whether directly or indirectly, inure to the benefit of the unit's founders, or any of its officers or members, or their families, or otherwise to any private individual except that reasonable compensation may be paid for services rendered to or on behalf of MNCEC and payments and distributions are made in furtherance with bylaws and amendments set forth in Article XI.
- B. Reimbursements shall be submitted to the Treasurer with a completed voucher, receipts, and/or invoice for goods or services purchased. All vouchers must be signed and dated by the claimant. Vouchers for committee expenses shall be approved and signed by the committee chair prior to submission.
- C. Officers, Directors at Large and Division Representatives may submit reimbursement requests for mileage to attend MNCEC Board of Directors meetings payable at the current federal government rate.
- D. Requests for reimbursement for travel aside from Board of Directors meetings shall include itinerary, purpose, and receipts.
- E. The President, President-Elect and Representatives to the CEC Representative Assembly shall receive full reimbursement including travel, meals, and overnight accommodations for attending the National CEC conference to be paid from the administration budget.
- F. An alternate to attend the National CEC conference may be appointed by the President if the President, President-Elect or Representative(s) to the CEC Representative Assembly are unable to attend. Alternates will received full

reimbursement including travel, meals, and overnight accommodations to be paid by the administration budget.

- G. The Finance Committee shall determine the appropriateness of a requested reimbursement.
- H. Reimbursements for alcohol is not permitted.
- I. Reimbursements must be requested within one year of purchase of goods or service.

**Section 6: Ad Hoc Committee Budgets**

The President shall recommend a budget amount for ad hoc committees for approval by the Board of Directors. Ad hoc committee budget amounts shall be available for the duration of the fiscal year.

## **Article XI: CONTRACTUAL AGREEMENTS**

**Section 1: Execution of contractual agreements**

The Board of Directors shall execute any contractual agreements and contents thereof. When said agreement includes the employment of any person or group, the committee chair and members of said committee shall determine and outline the duties and business functions of that position.

**Section 2: Availability for review**

A copy of any and all contractual agreements shall be kept with the Secretary and shall be available for review at Board of Directors meetings and or upon request of the President.

**Section 3: Evaluation of performance**

The evaluation of the performance of any contracted staff shall be the responsibility of the Board of Directors.

## **ARTICLE XII: DURATION AND DISSOLUTION**

MNCEC shall be perpetual unless the Board of Directors unanimously determines that it should be dissolved. Following such a determination, the President shall inform the membership that the unit is to be dissolved. Upon the dissolution and final liquidation of the state unit, the Treasurer shall, upon direction of the Board and after paying or making provision for the payment of all the debts and liabilities of MNCEC, distribute all of its assets to either:

1. The Yes I Can! Foundation for Exceptional Children, a nonprofit, tax-exempt public foundation which operates to advance the education of children and youth with exceptionalities; or

2. The Headquarters of the Council for Exceptional Children (a non-profit organization).

## **ARTICLE XIII: PARLIAMENTARY PROCEDURE**

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

## **ARTICLE XIV: AMENDMENTS AND BYLAWS**

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

Amendments may be proposed by any member of MNCEC and submitted to the Board of Directors for consideration and action.

### **Section 2. Referral to the Membership**

Upon discussion and approval by the Board of Directions, proposed amendments shall be submitted to the membership for consideration at least thirty (30) days prior to the annual meeting or special meeting called for the purpose of voting on the proposed changes to the Constitution and Bylaws.

### **Section 3. Final Action**

The Constitution and any Bylaws may be amended by a majority vote of those members present at the annual meeting or at a special meeting called for that purpose.

### **Section 4. Adoption and Agreement**

All provisions of previous motions of record and rules or regulations in conflict herewith shall be released upon the adoption of this new Constitution, Amendments, and Bylaws.

*Approved by the Minnesota Council for Exceptional Children at the annual membership meeting on February 16, 2006 by unanimous vote*

