

**BYLAWS OF THE
Michigan Federated Chapters of the
Council for Exceptional Children**

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ARTICLE I

Name

Section 1. Name of organization

The name of this organization is Michigan Federated Chapters of the Council for Exceptional Children, commonly referred to as Michigan Council for Exceptional Children. It 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 1043 Fairway Lane, Lansing, MI 48912. 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 Federated Chapters of the 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 Federated Chapters of the 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, and who live/work within the state boundaries of Michigan.

Section 2. Minimum Membership Requirement

The Michigan Federated Chapters of the 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 Federated Chapters of the Council for Exceptional Children membership shall consist of all members of the Council for Exceptional Children who reside/work within this state. The Michigan Federated Chapters of the 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 Federated Chapters of the 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 Federated Chapters of the 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
- 5 Members-at-Large positions.

All board members shall abide by the Code of Ethics & Whistleblower for the Michigan Federated Chapters of the Council for Exceptional Children Board members.

Section 2. Prerequisite to Nomination and Election

Membership in Michigan CEC shall constitute a prerequisite for election or appointment to, or continued membership on, the Board of Directors. Board members will be drawn from the pool of candidates that have applied or been recruited, vetted and recommended by the Executive

Committee based on the established knowledge, skills and abilities of the applicant.

The Vice President shall have served on the board within the past seven years in an elected role, at the time of application.

Section 3. Appointed Positions

The two representatives from the Michigan Federated Chapters of the 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 the 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 to 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 Federated Chapters of the 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

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

1. Help guide The Council's strategic planning and programs.
2. In collaboration with the Executive Committee, the President will oversee the hiring of and evaluations of all contracted employees.
3. Arrange meetings and develop agendas for the Board of Directors.
4. To call and preside at the annual business meeting and all meetings of the Executive Committee.
5. To give leadership to general policy making and carry out the directives of the membership.
6. To represent the unit in coordinating efforts with other Units of CEC, and other organizations.
7. Review all requests for subsidizing official board-established advisory committees and workgroup meetings and activities after consultation with the Executive Director and Treasurer.
8. Appoint chairs of all committees and approve partners/division liaisons of the Board of Directors, based upon candidates recommended by the Executive Committee.
9. Mentor the President Elect and other members of the Board of Directors.

10. Serve as a voting member and presiding officer of the Board of Directors and the Representative Assembly.
 11. Serve as an ex-officio non-voting member of all appointed bodies or designate a member of the Board of Directors to serve as his/her designee.
 12. To be an ex-officio member of all committees.
 13. Serve as the official representative of CEC.
 14. Ensure an orderly transition of duties to the President Elect at the end of his/her term of office.
 15. Assist the Executive Committee in conducting new board member orientations.
 16. Periodically consult with board members on their roles and help them assess their performance.
 17. To represent the Michigan 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;
 - a. To report regularly to the Michigan Unit's executive committee/board and general membership on activities of the Representative Assembly and CEC;
 - b. To communicate issues and concerns from the Unit to the CEC Representative Assembly; and
 - c. To inform the Michigan Unit about the disposition of Representative Assembly issues and advice forwarded to the CEC Board of Directors.
- 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. Serve as a voting member of the Board of Directors and the Representative Assembly.
 3. Understand the responsibilities of the President and be able to perform those duties in the President's absence.
 4. 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.
 5. Succeed to the office of President and to fill the unexpired term of the President, should such a vacancy occur.
 6. Serve as chairperson to the conference planning committee for the annual conference.
- 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.
 3. Serve as vice-chairperson to the conference planning committee for the annual conference.
- D. The powers and duties of the **past-president** shall be:

1. Oversee the pool of candidates that have applied or been recruited/sponsored, vetted and recommended by the Executive Committee based on the established knowledge, skills and abilities of the position.
 2. Serve in an advisory or consultative role as designated by the President.
 3. Assume other responsibilities as may be assigned by the President.
- E. 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 and board meetings.
 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 transfer all records to the new secretary at the time of installation.
- F. The powers and duties of the **treasurer** shall be:
1. To serve as custodian of the funds of the Unit.
 2. Serve as a chair to the Finance Committee.
 3. To work with Executive Director to make an annual report of the financial status of the Unit to the Executive Committee and at the annual business meeting.
 4. Work with the Executive Director to create and present an annual budget to the Board for approval.
 5. Oversee Michigan CEC's overall financial accountability on behalf of the general membership.
 6. Review the annual audit and answer board members' questions about the audit.
 7. A transition meeting will occur with the election by July 1st.

Section 7. Election of Officers

The officers of the Michigan Federated Chapters of the Council for Exceptional Children shall be elected by the Michigan Council for Exceptional Children members in good standing no later than 30 days prior to the Annual Assembly meeting.

Section 8. Term of Office

The immediate **Past President, President, President Elect, and Vice President** shall serve one-year terms. Once an individual completes a presidential cycle, they are ineligible to serve in any future presidential cycles. The positions of **Secretary, Treasurer, CAN Coordinator, Membership Coordinator and Member at Large** shall serve two-year terms and are limited to a maximum of three consecutive two-year terms in the same position. Upon completion of the third term, in the same position, the individual is ineligible to seek re-election. Positions shall serve two-year staggered terms:

- Vice President, CAN Coordinator, Treasurer, Member at Large (2) - even years
- Vice President, Secretary, Membership Coordinator, Member at Large (3) - odd years

All terms of office shall coincide with the fiscal year, July 1 through June 30.

Section 9. Removal from Office

A member of the Board may be removed, with or without cause by a majority vote of the Board.

Removal as a board member 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 Federated Chapters of the 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 board members shall be fixed from time to time by the Board; provided, however, that at all times there shall be no less than three voting board members.

Section 2. Voting members

Voting members of the Michigan Federated Chapters of the Council for Exceptional Children Board include: **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:
1. Serve as the MCEC administrative policy-making body
 2. Act upon such official recommendations and petitions as may be received
 3. Amend and maintain the approved annual budget
 4. Approve budget, policies and programs
 5. 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 Federated Chapters of the 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, Secretary, Treasurer, Executive Director and Executive Associate**. The Executive Committee will provide leadership to the Michigan Federated Chapters of the 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.

- Selects, contracts with and evaluates management and consultant service providers.
- The Executive Committee will vet and recommend candidates to the board, based on their established knowledge, skills and abilities.

ARTICLE VIII Annual Assembly

Section 1. Voting privilege

Each member in good standing of the Michigan Federated Chapters of the 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

1. Amend Bylaws and/or makes make actions thereto.
2. Act on such other official recommendations and petitions as may be received.
3. Conduct other business pertinent to the welfare of the organization.
4. Receive reports and consider all matters presented.

ARTICLE IX Committees

Section 1. Committees and Workgroups

Committees are established to facilitate the business of the Board of Directors. The Board of Directors establishes, in its sole discretion, committees and workgroups not already provided for in the Bylaws. Committees and workgroups must be approved by board action in the form of a motion.

Section 2. Appointment of Committee Chairs

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

Section 3. Appointment of Committee Members

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

Section 4. 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.

Section 6. Committees

- Executive Committee
- Finance
- Legislative Action and Advocacy
- Recognition and Scholarship
- Professional Development
- Communications and Membership
- Diversity, Equity and Inclusion
- Student and Early Career
- Conference Planning

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

There shall be at least a bi-monthly meeting of the Board. Starting in July.

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 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 in person or virtual. 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 a vote, a quorum of 7 voting board members must be established. Any action taken without a meeting shall have the same effect as action taken with a meeting and must be confirmed at the next official board meeting

and incorporated in the minutes.

ARTICLE XI

Parliamentary Procedure

The rules of parliamentary practice in the latest edition of *Robert's Rules of Order* shall govern the proceedings of the Michigan Federated Chapters of the 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 Federated Chapters of the 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 Federated Chapters of the 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 Federated Chapters of the 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 Federated Chapters of the Council for Exceptional Children indemnification policy, any party acting in his or her official capacity who is also a director of the Michigan Federated Chapters of the 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 Federated Chapters of the 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 Federated Chapters of the Council for Exceptional Children and to, or for the benefit of, the mission of the Michigan Federated Chapters of the Council for Exceptional Children.

The Investment Policy and budget of the Michigan Federated Chapters of the Council for Exceptional Children shall be approved by a vote of the Michigan Federated Chapters of the Council for Exceptional Children board members 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 Executive Committee for review and presentation to the Board.

Section 2. Review by Board

The Board shall have a first read of all proposed amendments prior to formal approval at the annual assembly.

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 mail, email, fax, or posting on the Michigan Federated Chapters of the Council for Exceptional Children website.

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 Federated Chapters of the Council for Exceptional Children shall be perpetual unless the Board of Directors unanimously determines that it should be dissolved, based first on the outcome of a vote by the state membership. Upon the dissolution, winding up, or termination of this corporation, after payment or provision for payment of all liabilities of the corporation, all remaining assets shall be distributed to the Council for Exceptional Children, a nonprofit corporation recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, consistent with Michigan law.

No assets shall inure to the benefit of, or be distributed to, any director, officer, member, or private individual.