

Section One - Part 2

Bylaws

(Approved March 3, 2020)

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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 3100 Clarendon Boulevard, Suite 600, Arlington, Virginia 22201. However, The Council may change its principal office and 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.

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 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 Bylaws as amended from time to time in accordance with the provisions hereof. The Bylaws shall not conflict with the Articles of Incorporation.

Section 2. Purposes. The purposes of The Council are to advance the education of children and youth with exceptionalities, and 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. Holding regional, national, and international meetings to encourage the exchange of ideas and knowledge.
- b. Issuing periodic and special publications to encourage the exchange and dissemination of information regarding the improvement of educational services for children and youth with exceptionalities.
- c. Acting as a clearinghouse for information.

- d. Receiving and administering general and specific grants for nonprofit educational purposes.
- e. Engaging in activities, including but not limited to, research, dissemination of information, and funding and granting of scholarships or fellowships.
- f. Pursuing any other activities that would serve the purposes of The Council as set forth in the Articles of Incorporation and the 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. Membership. Membership in The Council shall consist of individuals who are interested in the education of children and youth with exceptionalities and whose dues are paid. The eligibility requirements and benefits may be changed by the Board of Directors.

Section 2. Unified Membership. All members of CEC state and provincial units, as well as members of CEC divisions, are required to hold concurrent membership in The Council.

Section 3. Rights. Except as otherwise provided in the Articles of Incorporation or in the Bylaws, membership in The Council shall include the right to vote; to hold office within The Council, as well as at the local, state, provincial or division level; to petition; to serve on appointive bodies; and to benefit from such other privileges as may be authorized.

ARTICLE IV

Structure of the Organization

Section 1. Units. The Council may have organizational 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 categories of Council membership and the dues relating thereto.
- b. The minimum program standards for each type of Council unit.
- c. The minimum requirements for bylaws of Council units.
- d. The minimum requirements each type of unit must meet to receive a charter.

ARTICLE V

Board of Directors

Section 1. Composition.

- a. The board will consist of no fewer than 12 members and no more than 15, including the four officers (specifically, the President, President Elect, Immediate Past President, and Treasurer). Of this number, the board may appoint up to three voting Thought Leaders to serve on the board each year as needed. The board has the authority to determine annually the number of board members necessary to fulfill the mission of the organization based on the needs assessment performed by the Leadership Development Committee. In addition, the CEC Executive Director serves as a non-voting member of the Board.
- b. The board may, in its sole discretion, not more than three Thought Leaders to serve on the board each year. A Thought Leader is an individual who is not a member of CEC and may be outside of the field of special education, education, or disabilities. These individuals may be recruited and selected by the board or LDC at the request of the Board. Thought Leaders bring in-depth knowledge and expertise in one or more areas that represent a pressing need of the board. Thought Leaders are voting members of the Board but are not eligible to become officers.

Section 2. Eligibility Criteria for Office.

- a. Membership in The Council shall constitute a prerequisite for election or appointment to, or continued membership on, the Board of Directors (other than Thought Leaders).
- b. Board members will be drawn from the pool of candidates that have been recruited, vetted and recommended by the Leadership Development Committee based on the established Knowledge, Skills and Abilities (KSAs).
- c. The Treasurer will be drawn from the pool of candidates that have been recruited, vetted and recommended by the Leadership Development Committee based on the established Knowledge, Skills and Abilities (KSAs).

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

- a. Board members will be elected in a contested election by a majority vote of the membership from the slate of candidates developed and presented by the Leadership Development Committee.
- b. The President Elect shall be either an existing board member and have served as a member of the board for a minimum of two years or will have served on the board within the past

five years. The President Elect will be appointed by simple majority of the board from a slate of at least two candidates developed and presented by the LDC.

- c. The Treasurer will be appointed by simple majority of the board from a slate of at least two candidates developed and presented by the LDC.

Section 4. Terms of Office and Succession.

a. Length of Term.

- (1) The term of office for members of the Board of Directors shall be three years. The terms shall be staggered on a fixed-cycle basis according to an established schedule so that, as nearly as possible, one-third of the members are elected each year. The term of a director shall expire at the end of the period for which he or she was elected or appointed.
- (2) Thought Leaders will serve a minimum of one year with a limit of up to three consecutive years.

b. Restrictions.

- (1) A member of the Board of Directors who was elected to and has served a full three-year term on the board is eligible to apply for consideration by the Leadership Development Committee for re-election to a second full term immediately upon completion of the first term. A third consecutive elected term is not permitted. However, a person who has served two consecutive elected terms may apply for consideration for slating through the LDC following a one-year break in service.
- (2) A member of the Board of Directors who is appointed to another post on the board shall be eligible to accept it, effective upon termination (either by expiration or resignation), of his or her present term of office.

c. Removal and Vacancies.

- (1) A member of the Board of Directors may be removed by a majority vote of the Board of Directors as permitted under the District of Columbia Nonprofit Corporation Act (“the Act”).
- (2) A vacancy among the elected members of the Board of Directors may be filled by a candidate appointed by the board from a slate recommended by the Leadership Development Committee, either in session or by vote through a variety of modes of communication.

- (3) If a vacancy occurs in the position of the Treasurer, the Leadership Development Committee will recommend to the Board of Directors two candidates for appointment to complete the remainder of the term.

Section 5. Powers and Duties. The Board of Directors shall supervise, control, and direct the affairs of the Council; determine its policies; actively execute its purposes; and shall have discretion in the disbursement of its funds. It may adopt such policies to conduct the Council's business as it shall deem advisable, and may, in the execution of the powers granted, appoint such agents as it may deem necessary.

Section 6. Meetings.

- a. **Regular Meetings.** The Board of Directors shall schedule a minimum of three regular meetings per year.
- 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 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 vote using a variety of communication modes, which must be confirmed at the next official board meeting and incorporated in the minutes. Unanimous written consent of all directors is required to vote online under the Act.
- 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

Officers

There shall be four officers of The Council: President, President Elect, Immediate Past President, and Treasurer.

Section 1. Terms of Office.

- a. The term of office for President, President Elect, and Immediate Past President is one year. The President Elect automatically succeeds to the office of President and the President automatically succeeds to the office of Immediate Past President upon expiration of their respective terms of office. Thus, a person appointed 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/or 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. Within 90 days after the vacancy occurs, pursuant to Article V, Section 3. of the Bylaws, the Leadership Development Committee will recommend to the Board of Directors two candidates for appointment to complete the remainder of the term.
- 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 officer of The Council, shall be to:

- a. Serve as a voting member and presiding officer of the Board of Directors and the Representative Assembly.
- b. Help guide The Council's strategic planning and programs, in collaboration with the Executive Director
- c. Require the Executive Director to operate within the budget of The Council as approved by the Board of Directors.
- d. Arrange meetings and develop agendas for the Board of Directors and Representative Assembly through the office of the Executive Director.
- e. Review all requests for subsidizing official board-established advisory committees and workgroup meetings and activities after consultation with the Executive Director and Treasurer.
- f. Appoint chairs of all advisory committees and workgroups of the Board of Directors, based upon candidates recommended by the Leadership Development Committee, subject to approval of the Board of Directors.
- g. Mentor the President Elect and other members of the Board of Directors.
- h. Serve as an ex officio non-voting member of all appointive bodies or designate a member of the Board of Directors to serve as his/her designee.
- i. Serve as the official representative of CEC or, in consultation with the Executive Director, designate an alternate.
- k. Oversee the evaluation of the Executive Director by the CEC officers, with input from members of the Board of Directors and senior staff.
- l. Ensure an orderly transition of duties to the President Elect at the end of his/her term of office.
- m. Assist the Executive Director in conducting new board member orientations.
- n. Periodically consult with board members on their roles and help them assess their performance.

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

- a. Serve as a voting member of the Board of Directors and the Representative Assembly.
- b. Understand the responsibilities of the President and be able to perform those duties in the President's absence.
- c. 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.
- d. Succeed to the office of President and to fill the unexpired term of the President, should such a vacancy occur.
- e. 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 to:

- a. Serve as a voting member of the Board of Directors and as a non-voting member of the Representative Assembly.
- b. Serve as ex officio, non-voting member of the Leadership Development Committee.
- c. Serve in an advisory or consultative role as designated by the President.
- d. Assume other responsibilities as may be assigned by the President.

Section 6. Duties of the Treasurer. The duties of the Treasurer shall be to:

- a. Serve as a member of the Board of Directors and as a non-voting member of the Representative Assembly.
- b. Serve as chair of the Finance and Audit Standing Committee.
- c. Lead the Council in its financial planning activities.
- d. Work with the chief executive and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis.
- e. Manage the board's review of and action related to the board's financial responsibilities.
- f. Present the annual budget to the board for approval.

- g. Review the annual audit and answer board members' questions about the audit
- e. Report annually to the Representative Assembly on the financial status of the organization.
- f. Oversee CEC's overall financial accountability on behalf of the general membership.

Section 7. Duties of the Secretary. See Article VII (Executive Director), Section 3 (Statutory Duties of Secretary).

ARTICLE VII

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 to:

- a. Administer The Council's programs; direct the operation of its principal office and coordinate all principal office activities to ensure effective operation.
- b. Maintain expenditures for each Council activity within the approved budget.
- c. Employ, terminate and set compensation within the approved budget in order to maintain a Headquarters office staff to assist in the administration of The Council's programs and ensure its effective operation.
- d. 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. Examine the needs of The Council and the profession to coordinate the development of The Council's strategic plan, and to make recommendations for action.
- f. Serve as an ex officio, non-voting member of all appointed bodies, or designate a member of the staff to serve as his/her ex officio non-voting designee.
- g. Supervise the coordination of unit activities with The Council's overall program plan.
- h. Ensure maintenance of all legally required records.
- i. Report annually to the Representative Assembly.

- j. Prepare and submit a Program Plan and Budget to the Board of Directors for final approval by December 1 of each year.
- k. Serve as the official staff representative of The Council, or to designate an alternate.
- l. Serve as a non-voting member of the Board of Directors.
- m. 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 it to have an officer holding the position of Secretary, the Executive Director shall hold that office. The Secretary shall be responsible for preparing or supervising the preparation of the minutes of meetings of the Board of Directors, and for maintaining and authenticating the records of The Council as required under the Act.

ARTICLE VIII

Standing Committees, Advisory Committees and Workgroups

Section 1. Standing Committees. The standing committees set forth below are established to facilitate the business of the Board and The Council.

a. Finance and Audit Standing Committee.

- (1) **Composition:** The Finance and Audit Standing Committee will consist of seven members, including the Treasurer and President Elect. The Finance and Audit Standing Committee will be chaired by the Treasurer.
- (2) **Selection:** The Finance and Audit Standing Committee members are appointed by the Treasurer, based upon recommendations from the Leadership Development Committee, subject to approval by the President.
- (3) **Terms:** Members serve a three-year term. The three-year terms will be staggered, with one-third of the members rotating off the committee each year.
- (4) **Duties:**
 - (a) Address the financial stability of The Council and the financial implications of services to members.
 - (b) Recommend to the Board of Directors the action to be taken on the annual program plan and budget.

- (c) Review financial policies on investments, bonding, and audits.
- (d) Consider the use of restricted funds.
- (e) Periodically review the need for revision to the Council's financial policies.
- (f) Ensure that assets are protected.
- (g) Help the full board understand the organization's financial health.
- (h) Ensure all legal reporting requirements are met.

b. Leadership Development Committee (LDC)

- (1) **Composition:** The Leadership Development Committee shall consist of nine to eleven members, at least three fourths of whom are CEC members. The total number shall include at least one thought leader, but not more than three, in voting positions. The Immediate Past President serves as an ex officio member of the committee.

Thought Leaders come from outside CEC and can be from outside the field. They are individuals who bring expertise in the areas of volunteer recruitment, selection of board members, training volunteers (e.g., board), board development and assessment.

- (2) **Selection:** Members are appointed by the Board of Directors based on a slate of recommended candidates presented by the Leadership Development Committee.
- (3) **Eligibility/Requirements:** Based on the *LDC Eligibility, Responsibilities, Knowledge, Skills, Abilities (KSAs)* as identified by the Leadership Development Committee.

Candidates must:

- be an active member of CEC (other than thought leaders) for the past three years, with a minimum total of five years membership.
- not be a full- or part-time employee of CEC within the past three (3) years.
- not be a member of the Board of Directors at the beginning of the term of appointment.

All members, other than thought leaders, should have CEC governance experience.

- (4) **Terms:** Members serve a three-year term with two consecutive terms maximum. The three-year terms will be staggered so that, as nearly as possible, one-third of the members rotate off the committee each year.

- (5) Chair requirements: The Leadership Development Committee chair must have experience as a CEC board member or as a member of the LDC for at least two years.
- (6) Charge: The Leadership Development Committee will intentionally identify, cultivate, recruit, and orient a well-qualified and diverse pipeline of volunteer leaders for board and committee positions that are responsive to the current and future needs of CEC.
- (7) Duties:
 - (a) Conduct an annual needs assessment to determine board leadership needs.
 - (b) Assemble a confidential, ongoing list of prospective board and committee members that addresses the needs of the organization as determined by the needs assessments over several years.
 - (c) Cultivate and recruit a diverse pipeline of potential board and committee members.
 - (d) Provide to the board the names and qualifications of candidates for appointment to the board and as committee chairs.
 - (e) Provide to committee chairs, or chair designate where one exists, the names and qualifications of candidates for appointment of committees.
 - (f) Ensure orientation of new board and committee members each year.
 - (g) Prepare an annual schedule for board, standing and advisory committee member appointments.
 - (h) Review the basic responsibilities and “best practices” literature of nonprofit boards in order to identify or create training and assessment tools.
 - (i) Create a plan for ongoing leadership development for the board, the LDC, and standing and ad hoc committees.
 - (j) Produce and periodically update a leadership development curriculum for prospective board and committee members.
 - (k) The Leadership Development Committee will have a major commitment to and be accountable for ensuring diversity and inclusion through:
 - i. Planning: developing a detailed strategy and concrete goals, objectives, tasks, and timelines for putting its commitment into action.

- ii. Communicating: reaching out to CEC members from diverse groups to encourage participation in the leadership development program.
- iii. Assessing: measuring and reporting results on an annual basis.

Section 2. Advisory Committees and Workgroups

The Board of Directors establishes, in its sole discretion, advisory committees and workgroups not already provided for in the Bylaws. Advisory committees and workgroups must be approved by board action in the form of a motion. To establish an advisory committee or workgroup, interested members must submit a request to the board including the following:

Purpose, Tasks & Defined Metrics

- The committee purpose and issue that will be addressed
- Committee deliverables
- How the committee will measure outcomes

Alignment with Strategic Plan

- How this effort drives the mission and aligns with the CEC strategic plan

Authority/Accountability

- Documentation of understanding that it reports to CEC's Board of Directors
- The CEC staff position(s) that will serve as the staff liaison(s)

Budget

- Financial and human resources required
- Revenue-generating opportunities

Timeline

- When the activity will be completed
- Interim benchmarks

Size, Terms, Composition

- Number of committee members
- Terms of service
- How the group will be organized
- Knowledge, Skills and Abilities (KSAs) needed by members

Operating Procedures

- How often and how (face to face, virtual, etc.) meetings will take place
- Person responsible to record and maintain the minutes of the committee

ARTICLE IX

Meetings

Section 1. Membership 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.

ARTICLE X

Representative Assembly

Section 1. Composition. The Representative Assembly (hereinafter “the RA”) 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 during times other than the meeting at the annual convention. This allows the RA to function as a working advisory body throughout the year. The RA shall include two representatives from each state and provincial unit, division, and the student membership and all members of the Board of Directors. Two-thirds of the total number of eligible representatives shall constitute a quorum.

Section 2. Representatives

- a. Individuals Eligible to be Representatives:
 - (1) Individuals eligible to be unit or division representatives to the RA must be members in good standing of The Council and the unit or division of representation at the time of selection (either by appointment or election) and remain so throughout the term of representation.
 - (2) Individuals eligible to be student membership representatives to the RA must be student members in good standing of The Council at the time of application and at the beginning of his or her term as student membership representative.
- b. Each unit, division, and the student membership shall select two eligible members to serve as its representatives to the RA.
- c. Each state and provincial unit and division shall determine the specific qualifications for eligibility to serve as its representatives to the RA.

- d. Each active state and provincial unit and division shall develop a process to select the unit's representatives as part of its Bylaws. Student representatives to the RA shall be elected by the student membership.
- e. Each state and provincial unit, division and the student membership will possess one vote in the RA.
- 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 3. Representation by Alternates.

a. Meeting.

- (1) If a representative to the RA is unable to attend a given meeting of the body, the President of the unit or division, or chair of the Student Committee, may appoint an alternate representative to attend the meeting with full powers, including the right to vote.
- (2) The President of the unit or division, or chair of the Student Committee, shall certify the appointment of the alternate in writing 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 unit or division president, or chair of the Student Committee, may select an eligible member to fill the remainder of the current term of representation.

Section 4. Term of Representation and Succession.

- a. Each representative to the RA 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 RA 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 RA 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 5. Newly Formed Units Representation. Any eligible state or provincial unit or division that organizes 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 of its members serve as representatives at that year's meeting of the Representative Assembly. One of these representatives shall be selected for a one-year term.

Section 6. Duties. The Representative Assembly shall possess the following 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 The Council and the Board of Directors in developing policy, direction setting, and decision making.
- c. To inform the Board of Directors, units, divisions and 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 The Council.
- e. To establish procedures relating to its own membership.
- f. To conduct recognition activities.
- g. To act on such other official recommendations from the Board of Directors as may be received and which fall within the purview of the RA.

Section 7. Assembly Meetings.

- a. The Council President shall serve as the presiding officer of the RA.

- b. Only eligible unit, division and student representatives may participate in making or supporting motions or in voting.
- c. The RA shall adopt rules of procedure for the conduct of its meetings.
- d. A special meeting of the RA 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 units and divisions.

ARTICLE XI

Amendments

Section 1. Technical, Nonsubstantive, and Conforming Amendments. The Board of Directors shall have the authority to enact or adopt any amendment to the Articles of Incorporation or the Bylaws.

Section 2. Procedure to Amend. The Articles of Incorporation and the 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 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 Bylaws is provided to the CEC membership at least 60 days prior to the consideration of action on the proposed amendment by the Board of Directors. 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(s) but must include a summary of the intent of the proposed amendment(s) with administrative and financial implications.
- c. Any proposed amendment to the Articles of Incorporation shall be approved by a two-thirds majority vote of the Board of Directors.
- d. Any proposed amendment to the Bylaws shall be approved by a two-thirds vote by the Board of Directors present and voting.
- e. Action taken on any amendment to the Articles of Incorporation or to the Bylaws by the Board of Directors 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 Bylaws shall be effective upon adoption by the Board of Directors.

ARTICLE XII

Parliamentary Rules

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