

**NEW YORK STATE FEDERATION  
OF CHAPTERS OF THE  
COUNCIL FOR EXCEPTIONAL  
CHILDREN COUNCIL  
CONSTITUTION AND BYLAWS**

**REVISED AND ADOPTED 2022**

## **BYLAWS OF THE NEW YORK STATE COUNCIL FOR EXCEPTIONAL CHILDREN**

### **Article I Name**

#### **Section 1. Name and State of Incorporation**

The name of this organization shall be the New York State Council for Exceptional Children ("Unit"). The Unit was incorporated as the New York State Federation of Chapters of the Council for Exceptional Children under the laws of the state of New York, hereafter known as the New York State Council for Exceptional Children (NYS CEC).

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

The principal office of the Unit is 374F Fitzelle Hall, SUNY Oneonta, Oneonta, NY 13820. The Unit may change its principal office as determined by the Board of Directors from time to time.

### **Article II Purpose**

The primary purpose of this Unit shall be to advance the education of individuals with exceptionalities and to promote related educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Unit intends: To assist and provide 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 Unit shall maintain a minimum of one hundred (100) paid members who shall meet the membership qualifications established by the CEC Board of Directors, unless exempted by special action of the CEC Board of Directors.

#### **Section 3. Unified Membership**

The Unit membership shall consist of all members of the Council for Exceptional Children affiliated with this state. The Unit 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 Relationship with CEC**

#### **Section 1. Relationship to Council for Exceptional Children**

Upon approval by CEC, the Unit shall be affiliated with the Council for Exceptional Children.

#### **Section 2. Fiscal Year and Administrative Term**

The fiscal year and administrative term of office shall be July 1 through June 30.

### **ARTICLE V Dues**

#### **Section 1. Payment of Dues**

Annual dues to the Council for Exceptional Children shall be payable in advance 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 Unit shall be duly elected by the membership no later than the Annual meeting and consist of a Past President, President, Vice President, Secretary, and Treasurer. The President and Vice President also serve as the two representatives from the Unit to the CEC Representative Assembly.

#### **Section 2. Appointed Positions**

The Unit Advocacy Coordinator, Communications Coordinator, and Leadership Coordinator shall be appointed by the Unit's Board.

In the event the President and/or President Elect cannot attend the Annual meeting, a representative of the Unit to the CEC Representative Assembly shall be appointed by the Unit's Board.

### **Section 3. Prerequisite to Nomination and Election**

All officers must be members in good standing of the Council for Exceptional Children and this Unit at the time of their election and remain so throughout the duration of their term of office. To be nominated to an elected position, members must have participated actively in a committee or appointed role for at least two years.

### **Section 4. Succession**

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

### **Section 5. Vacancies**

If a vacancy occurs in the office of President, the Vice President 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 of the President, with the approval of the Unit 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 **Past President** shall be:
- a. To share membership lists to relevant coordinators and other parties;
  - b. To mentor the President, Vice President, and other leadership role within the Unit;
  - c. To oversee the elections of any open positions, including presidential line, secretary, and treasurer (if necessary); and
  - d. To oversee the nomination and selection process for annual awards given by the Unit at the annual meeting.
- B. The powers and duties of the **President** shall be:
- a. To serve as the chief executive officer of the Unit with the powers and duties usually belonging to such a position;
  - b. To give leadership to general policy making and carry out the directives of the membership;
  - c. To call and preside at the annual business meeting and all meetings of the Executive Committee;
  - d. To recommend chairs of committees;
  - e. To be an ex-officio member of all committees;
  - f. To represent the Unit in coordinating efforts with other Units of CEC, and

other organizations; and

- g. To submit the annual set of assurances to the Council for Exceptional Children by January 1 each year.

C. The powers and duties of the **Vice President** shall be:

- a. To serve in the place of and with the authority of the president in case of the president's absence or inability to serve;
- b. To assume designated responsibilities which will provide training for advancement to the office of president elect and president;
- c. To develop the Unit's program for the CEC annual convention, and plan other meetings according to the policies and directives of the Executive Committee; and
- d. To lead the planning and coordination of an annual statewide meeting.

D. The powers and duties of the **Secretary** shall be:

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

E. The powers and duties of the **Treasurer** shall be:

- a. To serve as custodian of the funds of the Unit;
- b. To pay expenses approved by the Executive Committee and on authorization of the president;
- c. To make an annual report of the financial status of the Unit to the Executive Committee and at the annual business meeting;
- d. To prepare and submit an annual budget for approval by the Executive Committee at the annual business meeting; and
- e. To transfer all monies and records to the new treasurer within 15 days after installation.

F. The power and duties of the **Communications Coordinator** shall be:

- a. To serve as the voice of the Unit in social media;
- b. To welcome new members to the Unit and encourage participation in the Unit;
- c. To oversee website updates, revisions, and changes, including information provided by other officers and from other organizations; and
- d. To coordinate communications with other NYS organizations, including NYS CASE, NYS DCDT, and other CEC Divisions.

G. The power and duties of the **Advocacy Coordinator** shall be:

- a. To represent the Unit on the Children's Advocacy Network of CEC, attending the Legislative Summit and coordinating visits with representatives;
- b. To establish and maintain a working relationship with the Office of Special

Education in NYS Education Department;

- c. To prepare quarterly reports on policy-relevant topics to be shared via social media and posted to the Unit website (in collaboration with the Communications Coordinator);
- d. To serve as the leader for attendees from NYS at the Legislative Summit, including communicating with attendees in advance of the meeting, organizing meetings with NYS Congressmen, and sharing information gathered with other members of the Unit via social media and a report posted to the Unit website.

- H. The power and duties of the **Leadership Coordinator** shall be:
- a. To assist with activities related to member retention and leadership recruitment;
  - b. To disseminate targeted information to IHE faculty members about establishing Student CEC groups;
  - c. To establish and maintain a list of current and active chapters, including student chapters and professional chapters.

- I. The powers and duties of the Unit's

**Representatives to the CEC Representative Assembly** shall be:

- a. 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;
- b. To report regularly to the Unit's executive committee/board and general membership on activities of the Representative Assembly and CEC;
- c. To communicate issues and concerns from the Unit to the CEC Representative Assembly; and
- d. To inform the Unit about the disposition of Representative Assembly issues and advice forwarded to the CEC Board of Directors.

## **Section 6. Term of Office**

The immediate Past President, President, and Vice President shall serve one-year terms. The positions of Secretary, Treasurer, Communications Coordinator, Advocacy Coordinator, and Leadership Coordinator will serve three-year terms. All terms of office shall coincide with the fiscal year. Appointed positions may serve up to two consecutive three-year terms if re-appointed.

## **Section 8. Removal from Office**

A Director or Officer may be removed by two-thirds of the members voting where a quorum is present or by a majority vote of the Board of Directors if permitted under applicable law. A Director or Officer may resign at any time by providing written notice to the Board of Directors.

## **Section 9. Resignation from Office**

In the case where a member of the presidential line needs to withdraw or be removed from the position, the executive board has discretion for selecting whether to nominate a replacement or hold an election for a replacement until the next election cycle.

## **ARTICLE VII Board of Directors**

### **Section 1. Authority and Duties**

The property, affairs, and business of the Unit shall be managed and controlled by its Board of Directors, which may exercise all such powers of the Unit 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 officers of the unit and to committees such powers as provided for in these Bylaws.

### **Section 2. Composition and Election**

The Board of Directors is composed of the elected Officers of the Unit as provided in Article VI, the secretary, the treasurer, and between three (3) and seven (7) directors at large elected by the members at the Annual Business Meeting for a term of two (2) years. All Directors and nominees shall be members of the Unit. The number of Directors shall be fixed from time to time by the Board of Directors; provided, however, that at all times there shall be no less than three (3) Directors.

### **Section 3. Meetings and Voting**

Meetings of the Board of Directors are called by the President. Meetings may be held telephonically or electronically as long as each Director can hear the others. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is not permitted. Directors may take any action without a meeting if a consent in the form of a record, setting forth the action taken, is executed by all directors. A consent may be electronically transmitted.

## **Article VIII Executive Committee**

The Executive Committee will consist of the five elected officers. The Executive Committee will provide leadership to the Unit and Board of Directors and will plan and implement the annual conference. The Executive Committee shall act for the Unit between Board meetings and report its actions to the Board at its next meeting.

## **ARTICLE IX Annual Business Meeting**

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

Each member in good standing of the Unit attending the Annual Business Meeting is entitled to one vote with the President voting only in the case of a tie vote.

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

Members at the Annual Business Meeting will receive reports and consider all matters presented.

## **ARTICLE X 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 2. Appointment of Committee Chairs**

The president shall appoint the chairperson of all committees.

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

The committee chairperson subject to approval by the President shall appoint committee members.

### **Section 4. Responsibilities for Committees**

Policies, procedures and functions for all committees are to be established by the Board of the Unit.

## **ARTICLE XI Chapters and Divisions**

### **Section 1. Chapters**

The Unit shall consist of a duly organized, independent functioning group of local chapters, which have been accepted by CEC and the New York State Council for Exceptional Children. Further, the New York State Council for Exceptional Children

shall grant membership to qualified individuals who are members of CEC. Chapters should designate a member to serve as the chapter representative to the Executive Board.



## **Section 2. Divisions**

The Unit shall be authorized to develop and accept divisions. Divisions may be autonomous in developing their professional programs as long as they operate within the general context of interest in exceptional children. Divisions should designate a member to serve as the division representative to the Executive Board.

## **ARTICLE XI Meetings**

### **Section 1. Board**

There shall be at least quarterly meetings of the Board.

### **Section 2. Annual Business Meeting**

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

### **Section 3. Special Meetings**

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

## **ARTICLE XII Parliamentary Procedure**

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

## **ARTICLE XIII Amendments**

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

Any proposed amendment to these Bylaws shall be submitted in writing to the Secretary 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 Business Meeting**

All Board approved amendments shall be submitted to the membership in writing not less than 30 days prior to any meeting of the Annual Business Meeting. Written notice may be provided via surface mail, email, fax, posting on the Unit's 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 Business meeting of the members at which a quorum is present in person or by proxy.

**ARTICLE XIV  
Duration and Dissolution**

The duration of the Unit shall be perpetual unless the Board of the Unit unanimously determines that it should be dissolved. Upon the dissolution and final liquidation of the Unit, the Unit Board shall, if funds are available, pay or make provision for the payment of all the debts and liabilities of the Unit. The Unit will determine a recommendation as to the distribution of remaining assets at the time of dissolution with first consideration going to the Unit's Foundation, if one exists, then to CEC, or other tax-exempt 501 (c)(3) organizations.