

**COUNCIL FOR EXCEPTIONAL CHILDREN  
BOARD OF DIRECTORS**

**Proposed Bylaws Amendments**

**December 2024**

The purposes of the proposed amendments to the Bylaws are:

1. To allow any member of CEC to run for president elect to ensure a slate of at least two candidates. Allowing well-qualified members to run for president elect promotes inclusivity, diversity, and effective governance, and ensures fresh ideas and perspectives so that CEC remains a vibrant and representative organization.
2. To clarify or revise the party/parties responsible for filling officer (President Elect/Treasurer) positions or vacancies.

**1: To allow anyone to run for Board President, the following Bylaws changes are necessary:**

<p>Article 5, "Board of Directors" Section 1, "Composition" Subpoint B</p>	<p>Remove "Thought Leaders are voting members of the Board but are not eligible to become officers."</p>	<p>Having served on the Board would no longer be a requirement for being an officer, so a Thought Leader could run for office separately.</p>
<p>Article 5, "Board of Directors" Section 3, "Selection of Members of the Board of Directors" point B</p>	<p>Change "<i>The President Elect shall be either an existing board member and be in their last year of their term on the board or will have served on the board within the past seven years at the time of application</i>" to "<i>Nominees for President Election must 1) be current Board members who have completed on year of service at time of application, OR 2) have served on the Board within the past seven years at the time of application, OR 3) a member in good standing who meets the required Knowledge, Skills and Abilities as defined by the Board at the time of application.</i>"</p>	<p>This opens the president elect role to any member who meets a set of skills as deemed needed by the Board each year, to account for previous leadership experience, knowledge of special education issues, and awareness of the CEC Strategic Plan.</p>

<p>Article 5, "Board of Directors" Section 3, "Selection of Members of the Board of Directors" Subpoint B</p>	<p>Append <i>"The President Elect will be appointed by simple majority of the board from a slate of at least two candidates."</i> with <i>"in a process overseen by the Immediate Past President."</i></p>	<p>This gives responsibility to the Immediate Past President to oversee the President Elect election. Note that the currently bylaws do not assign that responsibility anywhere.</p>
<p>Article VI, "Officers" Section 2, "Succession of Officers" Subpoint B</p>	<p>Change <i>"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"</i> to <i>"Within 90 days after the vacancy occurs, pursuant to Article V, Section 4 of the Bylaws, the Immediate Past President, in consultation with the remaining officers, will provide a slate of at least two candidates to the Board of Directors to fill the vacancy."</i></p>	<p>Removes LDC from responsibility of filling a vacancy in the officers and returns that responsibility to the officers and Immediate Past President to manage.</p>

**2: To remove the LDC from responsibility in the selection process of the Treasurer by the Board, the following Bylaws changes are necessary.**

<p>Article 5, "Board of Directors" Section 3, "Selection of Members of the Board of Directors" Subpoint C</p>	<p>Append <i>"The Treasurer will be appointed by a simple majority of the board from a slate of at least two candidates."</i> With <i>"in a process overseen by the Immediate Past President."</i></p>	<p>This gives responsibility to the Immediate Past President to oversee the Treasurer election. Note that the currently bylaws do not assign that responsibility anywhere.</p>
<p>Article 5, "Board of Directors" Section 4, "Terms of Office and Succession" Subsection C, "Removal and Vacancies" Subpoint 3</p>	<p>Change <i>"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."</i> to <i>"If a vacancy occurs in the position of the Treasurer who has more than six months remaining in their term, the Immediate Past President will, within 90 days, in consultation with the remaining officers, provide a slate two candidates to the Board of Directors to fill the vacancy. For a vacancy with less than six months remaining in the term, the President may appoint a current Member of the Board to serve as Acting Treasurer to complete the term."</i></p>	<p>Removes LDC from responsibility of filling a vacancy in the Treasurer and returns that responsibility to the officers and Immediate Past President to manage. It also allows for an Acting Treasurer in the event there is less than six months left in the term, as selecting and onboarding a treasurer takes several months.</p>