

TN-CEC Bylaws
 Approved by Executive Board on 02.18.2023
 Accepted by membership May 30, 2023

BYLAWS OF THE TENNESSEE COUNCIL FOR EXCEPTIONAL CHILDREN

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Tennessee Council for Exceptional Children (TN-CEC) 14

ARTICLE I: NAME

The name of this organization shall be the Tennessee Council for Exceptional Children (TN-CEC).

ARTICLE II: PURPOSES

This state unit 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, the state unit 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.

Section 2. Minimum Membership Requirement

The state 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 state unit's membership shall consist of all members of the Council for Exceptional Children affiliated with this state. The state unit may not accept enrollments for state

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 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: ORGANIZATION

Section 1. Relationship to the Council for Exceptional Children

Tennessee CEC shall be affiliated with the Council for Exceptional Children as an official state/provincial unit of The Council.

Section 2. Fiscal Year and Administrative Term

The fiscal year and administrative term of office shall be January 1-December 31.

ARTICLE V: DUES

Payment of Dues

Annual dues to the Council shall be payable before the end of the individual's membership year. Members whose dues are not paid by the last day of their membership year shall be dropped from membership of the organization.

ARTICLE VI: OFFICERS AND COORDINATORS

Section 1. Elected Positions

The office of President-elect will be elected by Tennessee CEC membership. The President-elect should automatically succeed to the presidency at the expiration of the president's term of office. The offices of secretary, Children's Action Network (CAN) coordinator, and member-at-large will be elected by Tennessee CEC membership. Nominees for elected positions should have served as a previous board member, as a committee member, or in a leadership capacity within the field of special education.

Section 2. Positions voted on by the Executive Board

The officers of the Executive Board working in conjunction with the Nomination and Election Committee shall nominate interested members to the office of treasurer, communications chair, and membership chair. Appointed positions are for a two year term.

Section 3. Prerequisite to Nomination and Election

All officers and coordinators must be members in good standing of the Council for Exceptional Children at the time of their nomination and election and remain so

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throughout the duration of their term of office.

Section 4. Succession

- A. The president-elect shall automatically succeed to the presidency at the expiration of the current president's term of office. The president shall automatically succeed to the past-presidency at the expiration of the current past-president's term of office.
- B. An elected officer cannot succeed himself or herself in the same office until the expiration of one administrative year, provided that this shall not apply in the case of an officer selected to fill any portion of an unexpired term.

Section 5. Vacancies

- A. In the event of a presidential vacancy, the duties of the president will be assumed on an interim basis for the remainder of that year by the president-elect. Upon the end of that year, the president-elect will assume the duties of the president.
- B. In event of a president-elect vacancy, the duties of the president-elect will be assumed on an interim basis by recommendation of the Executive Board. The interim term will end once a president-elect is elected or at the end of that year at which time an election for president-elect shall be held.
- C. A vacancy occurring in the office of secretary or treasurer or any coordinator position shall be filled by a successor recommended by the Executive Board. The member appointed will serve only until the end of the current administrative year or until replaced by vote of the Executive Board.

Section 6. Duties of Officers and Coordinators

- A. The powers and duties of the **president** shall be:
 1. To serve as chief executive officer of the state unit with the powers and duties usually belonging to such a position;
 2. To serve as a voting member of the Executive Board;
 3. To give leadership to general policymaking and carry out the directives of the membership;
 4. To call and preside at meetings of the Executive Board, the annual meeting, and all other state unit sponsored meetings;
 5. To recommend chairs for the Bylaws committee, membership coordinator, CAN coordinator, and communications coordinator with the approval of the Executive Board;
 6. To be an ex-officio member of all committees;
 7. To represent the Unit in coordinating efforts with other Units of CEC, and other organizations;
 8. To serve as one of the Tennessee representatives to the CEC Representative Assembly, or appoint a proxy with the approval of the Executive Board;
 9. To attend the Summer Summit Leadership Meeting hosted by CEC Headquarters or appoint a proxy with approval of the Executive Board,

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10. To serve as a member of the Bylaws committee;
11. To recommend to the Executive Board the types of ad hoc committees and other appointive bodies needed; and
12. To prepare and submit an annual set of assurances to the Council for Exceptional Children when requested by CEC Headquarters.
13. Will communicate with Tennessee membership as appropriate.

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. To serve as a voting member of the Executive Board;
3. To work with the treasurer and other members of the Executive Board on fundraising activities to support the unit;
4. To serve as a member of the Professional Development Committee and support activities related to the annual conference and other events;
5. To support the president in planning and scheduling Executive Board meetings.
6. To serve as one of the Tennessee representatives to the CEC Representative Assembly, or appoint a proxy with the approval of the Executive Board.

C. The powers and duties of the **past-president** shall be:

1. To serve as a voting member of the Executive Board;
2. To chair the Nominations and Elections Committee;
3. To serve as chair of the Professional Development Committee and support activities related to the annual conference and other events;
4. To serve as a member of the Bylaws committee; and
5. To be an ex-officio member of committees upon recommendation by the Executive Board.

D. The powers and duties of the representatives to the **CEC Representative Assembly** shall be:

1. To represent the state unit at meetings of the CEC Representative Assembly and to participate in balloting and other activities necessary to the functioning of the Representative Assembly;
2. To report regularly to the state unit Executive Board and general membership on activities of the Representative Assembly and CEC;
3. To communicate issues and concerns from the state unit to the CEC Representative Assembly;
4. To inform the state unit about the disposition of CEC Representative Assembly issues and advice forwarded to the CEC Board of Directors; and
5. To take other specific direction from the state unit concerning the activities of the CEC Representative Assembly.

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

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1. To serve as a voting member of the Executive Board;
2. To keep records of the proceedings of each meeting of the Executive Board;
3. To carry on correspondence as necessary for the operation of the state unit and maintain records of correspondence;
4. To serve as a member of the Professional Development Committee and support activities related to the annual conference and other events;
5. To serve as a member of the Bylaws committee;
6. To keep accurate lists of Executive Board and other committee members and share contact information with the Executive Board;
7. To have available copies of the minutes of all meetings of the Executive Board and other official meetings conducted by the state unit; and
8. To ensure all records are up-to-date and available to members of the Executive Board.

F. The powers and duties of the office of the **treasurer** shall be:

1. To serve as a voting member of the Executive Board;
2. To serve as custodian of the funds of the state unit;
3. To pay out money for expenses approved by the Executive Board and on authorization of the president;
4. To prepare and submit an annual budget for adoption by the Executive Board;
5. To make an annual report of the financial status (budget) of the state unit to the Executive Board and at the annual meeting
6. To make an annual report of the financial status of the unit to CEC Headquarters;
7. To submit records of all monies collected and expended to the Executive Board for auditing;
8. To reimburse Executive Board members for any expenses approved by the board;
9. To attend CEC Headquarters' treasurer meetings and participate in CEC treasurer events;
10. To maintain all tax documents and ensure that the unit is compliant with tax requirements consistent with non-profit status;
11. To complete the annual tax return in a timely manner and file IRS Form 990; and
12. To maintain 501c3 documents regarding the unit; and
13. To transfer all monies and records to the new treasurer within 30 days after installation.

G. The powers and duties of the **membership chair** shall be:

1. To serve as a voting member of the Executive Board;
2. To identify members from regions across the state to promote membership in the unit;
3. To identify student chapters across the state to help promote membership in the unit;

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4. To ensure student chapters are functioning according to the unit's and Headquarters' guidelines;
 5. To coordinate communication with members and student chapters across the state and support regional events to enhance membership in the unit;
 6. To attend and participate in CEC Headquarters' membership meetings and events;
 7. To maintain current membership listserv based on records received from CEC Headquarters;
 8. To provide a report at the Executive Board meetings regarding activities, recruiting efforts and current membership numbers and to provide the current list of members to the communications coordinator, secretary, CAN coordinator, and other members of the Executive Board as needed;
 9. To maintain an active program for the recruitment and retention of members to include:
 - a. Sending correspondence to welcome new members,
 - b. Sending correspondence to lapsed members to encourage them to rejoin,
 - c. Maintaining ongoing contact with members to encourage retention of membership;
 10. To develop and implement membership strategies;
 11. To support CEC headquarters in its follow-up of membership renewals; and
- H. The powers and duties of the **Children's Action Network (CAN) coordinator** shall be:
1. To serve as a voting member of the Executive Board;
 2. To develop the unit's political action program in collaboration with and under the direction of the Executive Board;
 3. To disseminate information pertinent to national and state/provincial public policy to the unit;
 4. To disseminate information pertinent to federal policies that could have an impact on the unit; and
 5. To support CEC Headquarters in its policy and advocacy efforts and campaigns.
 6. To attend the Special Education Legislative Summit (SELS) annually. If unable to attend, the board may appoint another delegate.
- I. The powers and duties of the **communications chair** shall be:
1. To serve as a voting member of the Executive Board;
 2. To maintain the unit's website;
 3. To serve as a standing member of the membership committee;
 4. To serve as chair of the communications committee;
 5. To develop & distribute information to unit membership through various means including, but not limited to, email, social networking sites, and, when necessary, postal mail;
 6. To distribute marketing communications; and
 7. To develop and distribute all online surveys and voting ballots.

J. The powers and duties of the **member-at-large** shall be:

1. To serve as a voting member of the Executive Board;
2. To on-board officers to new positions; and
3. To serve as a member of the membership committee.

Section 7. Election of Officers

The elected officers of the state unit shall be elected by the membership from those members in good standing who are nominated by the Nominations and Elections Committee. Voting shall take place by mail or electronic ballot. Voting shall take place no later than December 1 and the results announced within one week after the election closes.

Section 8. Term of Office

Elected officers shall serve two-year terms, which shall coincide with the fiscal year and administrative term of office, January 1-December 31. Recommended and appointed officers and coordinators shall serve a minimum of two consecutive years with consideration for re-appointment upon the end of the two-year period.

Section 9. Removal from Office

- A. A petition for removal of an officer or coordinator shall be signed by a majority of current board members of the state unit and submitted in writing to the president. If the president is the subject of the petition, it shall be presented to the president-elect.
- B. The president (or president-elect) shall, within seven days, notify each Executive Board member in writing of the receipt of such a petition, solicit relevant evidence from all parties concerned, and call a special meeting of the Executive Board to consider the matter within 30 days following receipt of the petition.
- C. At the Executive Board meeting, an opportunity shall be made available to all interested parties to present any relevant evidence. A (51%) majority vote of the members present is necessary for the removal of the officer or coordinator. Removal from office is effective immediately.
- D. The officer or coordinator being considered for removal shall be provided with the results of the Executive Board action in writing within seven days.
- E. Upon receipt of written notification of removal, the officer or coordinator concerned shall have fifteen days to submit to the president (or president-elect) written notice of appeal.
- F. Within seven days following receipt of a valid written notice of appeal, the president (or president-elect) shall, in writing, call for the appointment and meeting of an Appeal Board. The Appeal Board shall consist of five members in good standing of the state unit appointed by the Executive Board and five members in good standing of the state unit selected by the appealing officer. No member of the Appeal Board, with the exception of the Chair, will be a current officer, coordinator, or committee

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chair of the state unit. The president (or president-elect) shall serve as the nonvoting Chair of the Appeal Board. If the appealing officer is unable to select the members willing to serve, the decision of the Executive Board will stand.

- G. At the meeting of the Appeal Board, an opportunity shall be made available to all interested parties to present any relevant evidence. A two-thirds majority vote of the members present is necessary to overturn the Executive Board's decision and reinstate the removed officer or coordinator. Reinstatement is effective immediately.
- H. The officer or coordinator whose appeal has been considered shall be provided with the results of the Appeal Board action in writing within seven days. This action is final.

ARTICLE VII: EXECUTIVE BOARD

Section 1. Composition

The Executive Board shall consist of the following members of the state unit: president, president-elect, immediate past-president, secretary, treasurer, CAN coordinator, membership coordinator, communications coordinator, member-at-large, and the chairs of the standing committees. A quorum for Executive Board functions shall be at least 51% of the Executive Board.

Section 2. Duties of the Executive Board

The duties of the Executive Board shall be:

- A. To serve as the state unit's administrative policy-making body;
- B. To act upon such official recommendations and petitions as may be received;
- C. To adopt an annual budget;
- D. To determine policies and programs;
- E. To determine the publications that should be issued;
- F. To select the site of the annual conference/meeting sponsored by the state unit and approve recommendations made by the local arrangements committee of the host chapter;
- G. To recognize chapters meeting the requirements set forth by Tennessee CEC; and
- H. To assume such other responsibilities as are, or as shall be, assigned through the Bylaws.

ARTICLE VIII: CHAPTERS

Section 1. Requirements for Local Chapters

- A. The chapter must operate under a Bylaws which have been approved by Tennessee CEC;
- B. The chapter must have a minimum of 3 officers including president, secretary, and treasurer who shall be reported annually to Tennessee CEC;

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- C. The chapter may not accept enrollments for chapter membership only, meaning every member of the chapter must also be a CEC member in good standing.
- D. The chapter shall hold a minimum of 4 meetings/events each year; and
- E. The chapter shall provide an annual report to Tennessee CEC by the end of each fiscal year summarizing the chapter's programs and activities, including names of newly-elected and/or appointed officers.

Section 2. Requirements for Student Chapters

- A. The chapter must operate under a Bylaws which have been approved by Tennessee CEC;
- B. The chapter must have a minimum of 3 officers including president, secretary, and treasurer who shall be reported annually to Tennessee CEC;
- C. The chapter may not accept enrollments for chapter membership only, meaning every member of the chapter must also be a CEC member in good standing.
- D. The chapter shall hold a minimum of 4 meetings/events each year; and
- E. The chapter shall provide an annual report to Tennessee CEC by the end of each fiscal year summarizing the chapter's programs and activities, including names of newly-elected and/or appointed officers.

ARTICLE IX: COMMITTEES

Section 1. Standing Committees

Standing committees shall be Bylaws, Communication, Membership, Nominations and Elections, and Professional Development.

Section 2. Appointment of Committee Chairs

The president, with the approval of the Executive Board, shall appoint the chairs of all standing committees with the exception of the Professional Development and Nominations and Elections. The immediate past president shall serve as chair of the Professional Development and Nominations and Elections Committees. Committee chairs shall serve two-year terms and may be reappointed.

Section 3. Appointment of Committee Members

Committee members shall be appointed by committee chairs, subject to approval by the Executive Board.

Section 4. Bylaws Committee Composition

The Bylaws Committee shall be chaired by the president, and shall, at minimum, include the past president and the secretary.

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Section 5. Communications Committee Composition

The Communications Committee shall be chaired by the communications chair and shall, at minimum, include the secretary.

Section 6. Membership Committee Composition

The Membership Committee shall be chaired by the membership chair and shall, at minimum, include the president.

Section 7. Nominations and Elections Committee Composition

The Nominations and Elections Committee shall be chaired by the immediate past-president and should, at minimum, include the president-elect.

Section 8. Professional Development Committee Composition

The Professional Development Committee shall be chaired by the immediate past-president and should, at minimum, include the president-elect.

Section 9. Duties of Committees

A. The duties of the Bylaws Committee shall be:

1. To receive and review all proposed amendments to the Bylaws and refer with recommendations to the Executive Board; and
2. To call to the attention of the Executive Board other changes which may be needed in the Bylaws.

B. The duties of the Communications Committee shall be:

1. Maintain unit's website
2. Distribute information to unit through various means
3. Distribute marketing communications
4. Develop and distribute online surveys and voting ballots

C. The duties of the Membership Committee shall be:

1. To maintain an active record of members and to provide all officers and committee chairs with such a list;
2. To support the Professional Development Committee to solicit nominations for awards from current members;
3. To maintain an active program for the recruitment of new members; and

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4. To support CEC Headquarters in its follow-up of membership renewals.

D. The duties of the Professional Development Committee shall be:

1. To assess topic interest across unit members;
2. To identify a theme for the annual conference;
3. To conduct a call for and peer-review process for proposals;
4. To recommend to the Executive Board potential guest speakers;
5. To plan, develop, and disseminate publicity;
6. To identify venue, schedule, sponsors, and vendors;
7. To develop the program for the annual conference; and
8. If applicable, to identify, plan, and present awards during the annual meeting/ conference.

E. The duties of the Nominations and Elections Committee shall be:

1. To recruit potential candidates for Executive Board positions;
2. To prepare slate of candidates for elected and appointed positions;
3. To gather information on candidates (background information and purpose statement);
4. To present the slate of candidates for elected positions to the membership 30 days prior to the start of the election;
5. To ensure that only those persons who are members in good standing of the Council may be nominated.

Section 10. Ad Hoc Committees

Ad hoc committees may be established and their functions assigned at the discretion of the president. Such establishment must clearly indicate the purpose and length of service of the committee.

ARTICLE X: DURATION AND DISSOLUTION

The duration of the state unit shall be perpetual unless the officers of the state unit unanimously determine that it should be dissolved. The officers shall inform the membership that the state unit is to be dissolved. Upon the dissolution and final liquidation of the state unit, the officers shall, after paying or making provision for the payment of all the debts and liabilities of the state unit, distribute all of its assets to the Council for Exceptional Children, a nonprofit, tax-exempt 501(c)(3) organization, to apply to one or more of its programs including:

- A. The Yes I Can! Awards Program for its use in recognizing the achievements of students who have excelled despite their disability;
- B. and/or the "General Council Fund" supporting the activities and programs of The Council.

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ARTICLE XI: 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 XII: AMENDMENTS

Section 1. Proposed Amendments

Proposed amendments to the Bylaws should be addressed to the chair of the Bylaws Committee or the president. Upon receiving suggestions for amendments, the chair or president must present the proposed amendments to the Executive Board within one month for discussion and revisions. After a period of discussion and feedback lasting no longer than one month, revisions will be submitted to the Executive Board for a vote. Upon approval by the 2/3 of the voting members of the Executive Board, amendments will be submitted for a vote of the membership body within one month.

Section 2. Membership Voting

The Bylaws may be amended by mail, voice, or electronic vote and must pass by a two-thirds majority of the members who place votes.

Tennessee Council for Exceptional Children (TN-CEC)

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