

**THE MISSOURI COUNCIL FOR
EXCEPTIONAL CHILDREN**

BYLAWS

Ratified: 9/24/11

Amended: 3/11/12

Amended: 3/9/14

Amended: 3/25/21

BYLAWS OF THE MISSOURI COUNCIL FOR EXCEPTIONAL CHILDREN

ARTICLE I NAME

SECTION 1. NAME AND STATE OF INCORPORATION

The name of this organization shall be The Missouri Council for Exceptional Children (MO-CEC).
(Number 85)

ARTICLE II PURPOSE

The primary purpose of MO-CEC shall be to advance the education of individuals with exceptionalities and to promote related educational, scientific, and charitable purposes. Specifically, MO-CEC 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; provided, however:

No part of MO-CEC's net earnings or assets will, either directly or indirectly, inure to the benefit of MO-CEC's founders, or any of its officers or members, or their families, or otherwise to any private individual; (except that reasonable compensation may be paid for services rendered to or on behalf of MO-CEC and payments and distributions may be made in furtherance of the purposes set forth in Article II);

No substantial part of the activities of MO-CEC shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as may be permitted by Section 501 (h) of the Internal Revenue Code, as amended), and MO-CEC shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office nor shall the Federation engages in any activities that are unlawful under applicable federal, state, or local law.

MO-CEC shall not be operated for profit and shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or by an association to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code; and

If at any time MO-CEC is deemed to be a private foundation as defined in Section 509 of the Internal Revenue Code, MO-CEC shall distribute its income and principal, if necessary, in such manner so as not to subject MO-CEC to tax liability under Section 4942 (a) of the Internal Revenue Code and MO-CEC shall not engage in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code),

retain any excess business holding (as defined in Section 4943 (c) of the Internal Revenue Code), or make any taxable expenditures (as defined in Section 4945 (d) of the Internal Revenue Code).

Such modification in the provision of this Article, if any, as may be necessary for Internal Revenue Service recognition as a non-profit organization are hereby authorized.

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

MO-CEC 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 by the CEC Board of Directors.

SECTION 3. UNIFIED MEMBERSHIP

MO-CEC's membership shall consist of all members of the Council for Exceptional Children affiliated with this state. MO-CEC may not accept enrollments for state membership only. All members of all divisions, subdivisions, and chapters must hold membership in CEC and abide by all official decisions of the MO-CEC Board of Directors (BOD).

SECTION 4. MEMBERSHIP TERM

The policy pertaining to the membership year shall be consistent with the policy of the Council for Exceptional Children.

SECTION 5. CHAPTER OR SUBDIVISION RESPONSIBILITIES

Each chapter or subdivision shall operate under bylaws, which have been submitted to MO-CEC. Should an instance arise where the chapter or subdivision's constitution and bylaws is in conflict with that of MO-CEC, MO-CEC's bylaws shall prevail.

Each chapter and subdivision shall submit to the MO-CEC treasurer a copy of its annual

report by JULY 1. College and university chapters will also submit an updated officer list by September 15.

**ARTICLE IV
RELATIONSHIP WITH CEC**

SECTION 1. RELATIONSHIP TO THE COUNCIL FOR EXCEPTIONAL CHILDREN

The Missouri Council for Exceptional Children (Number 85) 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**

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 the membership of the organization.

**ARTICLE VI
OFFICERS**

SECTION 1. ELECTED POSITIONS

The officers of MO-CEC shall be duly elected by the membership and consist of the Immediate Past President, President, President-Elect, Secretary, Treasurer, Membership Chair. The student governor is elected by the active student/university chapters. The President and Immediate Past President serve as the two MO-CEC Representatives to the CEC Representative Assembly.

SECTION 2. PREREQUISITES TO NOMINATION AND ELECTION

All officers must be members in good standing of the Council for Exceptional Children at the time of their-election and remain so throughout the duration of their terms of office.

SECTION 3. SUCCESSION

At the expiration of term of office, the President shall automatically succeed to the Immediate Past President position, the president-elect shall automatically succeed to the presidency

SECTION 4. 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 president shall serve as acting president-elect for the remainder of the term of office.

A vacancy occurring in any office except president and president-elect shall be filled by appointment of the president with the approval of the Executive Committee for a member to serve only until the end of the current administrative year or until replaced by a duly elected successor. In all matters of succession not hereby addressed, the Board of Directors of MO-CEC shall be empowered to make the decision.

SECTION 5. DUTIES OF OFFICERS and CEC REPRESENTATIVES

The powers and duties of the immediate past president shall be: (two year term):

- To serve as a consultant to the president and the BOD.
- To serve as chairperson of the Missouri Week of the Exceptional Child.
- To report regularly to the Executive Committee, the BOD, and to the general membership on the activities of the Representative Assembly and CEC.
- To perform other duties as directed by the MO-CEC Board of Directors.

The powers and duties of the president shall be (two year term):

- To serve as chief executive of MO-CEC with the powers and duties usually belonging to such a position.
- To give professional leadership to MO-CEC for its planning and programs.
- To call and preside at meetings of the Executive Committee, meetings of the Board of Directors, and any business (membership) meeting.
- To recommend chairs of standing committees with the approval of the Executive Committee.
- To recommend to the Executive Committee the types of ad hoc committees and other appointive bodies needed.
- To prepare and submit the assurance report to the Council for Exceptional Children.
- To appoint a parliamentarian from among the BOD members or former BOD members for either a single meeting or for the same term as the president.
- To appoint consultants to the Board as outlined in Article VII, Section 5 of the MO-CEC Bylaws.

- To invite the DESE representative to BOD meetings.
- To prepare the agenda for meetings of the Board of Directors in consultation with the Executive Committee.
- To prepare the agenda for the MO-CEC Business Meetings in consultation with the Board of Directors.
- To perform other duties as directed by the MO-CEC BOD.
- To assume the responsibilities as one of MO-CEC's representatives to the CEC Representative Assembly.
- To have available a copy of the current Robert's Rules of Order

The powers and duties of the representatives to the CEC Representative Assembly shall be (two year term):

- To represent MO-CEC at meetings of the CEC Representative Assembly, to participate in mail balloting and other activities necessary during the year in the administration of the Council's programs; and appoint a proxy as needed by approval of the Executive Committee.
- To make regular reports at all BOD meetings and at the MO-CEC business meetings.
- To perform other duties as directed by the MO-CEC Board of Directors.

The powers and duties of the president-elect shall be (two year term):

- To serve in the place of, and with the authority of the president, in case of the absence or disability of the president, or the failure of the president to act as charged by the MO-CEC Bylaws and/or Board of Directors.
- To plan the program for the MO-CEC Conference and/or to plan other programs according to the policies and directives of the BOD.
- To perform other duties as directed by the MO-CEC Board of Directors.

The powers and duties of the secretary shall be (two year term; limit of two consecutive terms):

- To keep accurate minutes of meetings and records of proceedings.
- To carry on correspondence as necessary for the operation of MO-CEC.
- To assume custody of all records including chapter and subdivision bylaws except those specifically assigned to others.
- To keep accurate lists of Executive Committee members, BOD members, and committee members.
- To keep a careful record of the proceedings of the annual business meeting and the meetings of the Executive Committee.
- To have available copies of the MO-CEC Bylaws, and minutes of all MO-CEC meetings of committees and conferences.
- To transfer all records to the new secretary at the time of election.
- To perform other duties as directed by the MO-CEC Board of Directors.

The powers and duties of the treasurer shall be (two year term; limit of two consecutive terms):

- To serve as custodian of the funds of MO-CEC.
- To pay out money for expenses and rebates approved by the Executive Committee and on authorization of the president.
- To insure that officers listed on the Rebate forms are current members.
- To prepare and submit an annual budget for approval by the Board of Directors at the next regular meeting following the annual conference.
- To submit records of all monies including rebates collected and expended to the BOD at its regular meetings.
- To transfer all monies and records to the new treasurer by July 1.
- To be insured at MO-CEC expense, in the amount to be determined by the BOD, but not less than the total combined assets of MO-CEC.
- To provide annual report forms to the chapters and subdivisions at the next regular BOD meeting following the annual conference.

The powers and duties of the membership chairperson shall be (two year term; limit of two consecutive terms):

- To make membership reports at all BOD meetings, and at the MO-CEC business meeting. ● To assist MO-CEC and its chapters and subdivisions in the development of membership recruitment and retention programs.
- To serve as a liaison between individual members or chapters and the membership services department of CEC.
- To verify the current membership standing of nominees for MO-CEC offices, petition signers, and voters at the MO-CEC Business Meetings, when deemed necessary.
- To perform other duties as directed by the MO-CEC Board of Directors.

The powers and duties of the student governor shall be:

- To serve on the MO-CEC executive committee and as a consultant BOD.
- To present reports at each BOD meeting and at the Spring/annual membership meeting.
- To serve as liaison to MO-CEC on behalf of the student/university chapters.

SECTION 6. ELECTION OF OFFICERS

The officers of MO-CEC shall be elected by the membership from those members who are nominated by the nominating committee. Nominations may also be made from the floor at the MO-CEC Annual Business Meeting. The election of the officers shall be conducted during the MO-CEC Annual Business Meeting. In the case of more than one nominee for an office, the election for that office shall be conducted by paper ballot. The nominee for each position receiving the highest number of votes

shall be elected.

SECTION 7. TERM OF OFFICE

The Immediate Past President, President, and President-Elect shall serve two-year terms, which shall coincide with the fiscal year, July 1 thru June 30. The treasurer shall hold office for a term of three (3) administrative years and shall not be eligible to hold the same office for more than two (2) consecutive terms. The secretary and membership chair shall each hold office for a term of two (2) administrative years and shall not be eligible to hold the same office for more than two (2) consecutive terms each.

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. Officers who fail to carry out the responsibilities as defined in this Constitution and Bylaws or who fail to meet requirements stated in this Constitution and Bylaws may be removed from office.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1. AUTHORITY AND DUTIES

The property, affairs, and business of the MO-CEC shall be managed and controlled by its Board of Directors, which may exercise all such powers of MO-CEC 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 MO-CEC 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 tMO-CEC as provided in Article VI, One (1) representative from each officially recognized unit:

- Regular Chapters
- Student Chapters
- Subdivisions
- and up to 3 at-large professional member representatives (2 year term elected)

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 MO-CEC. 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 permitted, with the approval from the President. 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.

SECTION 5. CONSULTANTS TO THE BOARD

The following persons shall be invited to attend meetings of the Board of Directors, give reports, shall submit newsletter articles, and express opinions to the Board, but shall not have voting privileges.

Consultants possible yet not limited to the following: Children’s Action Network (CAN) Coordinator, Newsletter Editor, Webmaster, Parliamentarian (if one is appointed), Representative from the Missouri Department of Elementary and Secondary Education, Division of Special Education (DESE), MO-CEC Faculty Advisor, Diversity Committee Chairperson(s), Fundraiser, Historian, Professional Development Advisor.

All Consultants to the BOD shall transfer to their successors, at the expiration of their terms, all books, papers, and other properties necessary for the continuation of the business of MO-CEC.

ARTICLE VIII EXECUTIVE COMMITTEE

SECTION I. COMPOSITION

The Executive Committee shall consist of the duly elected officers and the student Governor. One half (1/2) of the membership of the Executive Committee shall constitute a quorum.

SECTION 2. THE DUTIES OF THE EXECUTIVE COMMITTEE SHALL BE:

- To serve as MO-CEC’s administrative policy-making body.
- To act upon such official recommendations and petitions as may be received.
- To develop and present an annual budget.
- To formulate and propose policies and programs to the Board of Directors.
- To be involved in the selection of the faculty advisor.
- To assume such other responsibilities as are, or as shall be, assigned through the Bylaws or legislated by the Board of Directors.
- To serve as a personnel committee.
- To develop plans and draft an agenda designed to expedite subsequent BOD action.
- To consult with the BOD via technology or other methods when time is the critical factor and no Board Meeting is scheduled.
- To assure appropriate conference planning, should a vacancy occur in the office of President-Elect before the first (1st) of January each year.

ARTICLE IX MEETINGS

SECTION 1. BOARD

There shall be at least quarterly meetings of the Board. Meetings may be held-in person or via technology.

SECTION 2. ANNUAL BUSINESS MEETING

There shall be at least one regular business meeting to which all MO CEC members are welcomed. Date, time and location to be published on the MO-CEC website at least 30 days in advance.

SECTION 3: ANNUAL BUSINESS MEETING PROCEDURES

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

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

The MO-CEC president shall serve as the presiding officer at business meetings.

SECTION 4. SPECIAL MEETINGS

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

SECTION 5. CHAPTER & SUBDIVISION MEETINGS

No chapter or subdivision shall schedule a conference or other meeting in conflict with the

conferences and meetings of the MO-CEC or its BOD.

ARTICLE X COMMITTEES

SECTION 1. STANDING COMMITTEES 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.

Committees possible yet not limited to the following: Bylaws Committee, Conference Committee, Awards Committee, Budget Committee, CAN Committee, Nominations Committee, Membership Committee, Diversity Committee, Fundraising Committee.

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 MO-CEC.

ARTICLE XI PARLIAMENTARY PROCEDURE

The rules of parliamentary practice in ROBERT'S RULES OF ORDER, newly revised, latest edition, shall govern the proceedings of MO-CEC, subject to the special rules, which have been or may be adopted.

ARTICLE XII 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 THE BOARD OF DIRECTORS

The Board shall review and approve all proposed amendments.

SECTION 3. REFERRAL TO THE MEMBERSHIP

All Board approved amendments should be submitted to the membership in writing not less than thirty (30) days prior to the Annual Business Meeting. Written notice may be provided via surface mail, email, fax, posting on the MO-CEC 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 by the members present in person or by proxy. Amendments shall take effect immediately following their adoption unless otherwise stipulated in the motion to adopt.

ARTICLE XII DURATION AND DISSOLUTION

The duration of MO-CEC shall be perpetual unless the BOD unanimously determines that it should be dissolved. Upon the dissolution and final liquidation of MO-CEC, the BOD shall, after paying or making provision for the payment of all debts and liabilities of MO-CEC, distribute all of its remaining assets to either: 1. Contribute them to the state/provincial unit of the Council for Exceptional Children for its use in advancing the education of exceptional children; or 2. Contribute them 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. the “Kayte M. Fearn CEC Ethnic Diversity Scholarship” which annually provides a scholarship to a CEC student member from an ethnic background who is pursuing a degree in special education;
- C. the “In Remembrance Of...” which is a fund in honor of an individual to support the activities and programs of The Council; and/or
- D. the “General Council Fund” supporting the activities and programs of CEC.

Respectfully submitted:

Dawnielle Baker, Chairperson

Kim Turner, Committee Member

Sally Bloom, Committee Member
Sara Taylor, Committee Member
Bailey Hiatt, Committee Member