

Bylaws

	<u>Page</u>
ARTICLE I -- Name of the Organization, Offices, and Corporate Seal	C-2
ARTICLE II -- Governing Authority, Purposes, and Activities of the Organization	C-2
ARTICLE III -- Membership in the Organization	C-3
ARTICLE IV -- Structure of the Organization	C-3
ARTICLE V -- Board of Directors.....	C-4
ARTICLE VI -- Representative Assembly	C-7
ARTICLE VII -- Officers	C-10
ARTICLE VIII -- Executive Director	C-13
ARTICLE IX -- Committees	C-14
ARTICLE X -- Meetings	C-16
ARTICLE XI -- Elections and Appointments	C-17
ARTICLE XII -- Amendments	C-18
ARTICLE XIII -- Parliamentary Rules	C-19

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 2900 Crystal Drive, Arlington, Virginia 22202. However, The Council may change its principal office and also 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 from time to time.

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 (a) to advance the education of children and youth with exceptionalities, and (b) 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 with regard to 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 and state or provincial levels; to petition; to serve on appointive bodies; and to benefit from such other privileges as may be authorized from time to time.

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. The Board of Directors, the governing body of The Council, shall consist of the following twenty members: fifteen members-at-large (four of these positions from diverse ethnic and multicultural groups; one from the classroom ranks*; one from Canada; and nine others non-designated); one Student Member; and four CEC officers (namely, the President, President Elect, Immediate Past President, and Treasurer). In addition, the CEC Executive Director serves as a non-voting member of the Board.

*At the time of election and throughout the term of office, the individual must be a current practitioner (persons who primarily provide direct educational services to exceptional children and youth [infancy through transition]). If at any time during the term of office, he elected individual no longer meets this definition, he or she must resign from the Board of Directors

Section 2. Eligibility Criteria for Elected Office.

- a. Membership in The Council shall constitute a prerequisite for election or appointment to or continued membership on the Board of Directors.
- b. Nominees for President Elect must have served on the Board of Directors or have equivalent leadership experience within other areas of the Council, in similar organizations/associations, and/or in major administrative roles to be considered by the Nominations Standing Committee as a nominee for the position.
- c. The Student Member shall be a member of the Council and meet the requirements of the CEC student member category at the time of consideration by the Nominations Standing Committee for candidacy, at the time of appointment by the Board of Directors, and at the beginning of his or her term as Student Member of the Board of Directors.

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

- a. All candidates for positions on the Board of Directors, with the exception of the CEC Executive Director, are nominated by the CEC Nominations Standing Committee, or become candidates through a petition process.
- b. The President Elect is elected by the membership of CEC.
- c. The members-at-large are elected by the membership of CEC.
- d. The Treasurer and Student Member are appointed by the Board of Directors.

Section 4. Terms of Office and Succession.

- a. Length of Term. The term of office for members of the Board of Directors shall be three years, except the Student Member shall serve for two 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-at-large 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, or as soon thereafter as a duly elected or appointed successor is available to assume the post.

- b. Restrictions.
 1. A member-at-large of the Board of Directors who was elected to and has served a full three-year term on the CEC Board of Directors is eligible to be re-nominated to a second full term in the same position immediately upon completion of the first term. A third consecutive elected term in the same position is not permitted. However, a person who has served two consecutive elected terms will become eligible for re-nomination to the same position following a one-year break in service. Serving as an appointed member of the Board of Directors will not be counted as elective service and will therefore not be considered in matters of individual succession.
 2. A member of the Board of Directors who is elected or appointed to another post on said Board shall be eligible to accept it, effective upon termination (either by expiration or resignation) of his or her present term of office.
 3. A member of the Board of Directors who is elected or appointed to another post on said 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, Vacancies, and Election Emergencies.
 1. A member of the Board of Directors may be removed by a two-thirds vote of the membership that elected such member or 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 until the next regular election upon a recommendation by the Nominations Standing Committee and confirmation by the Board of Directors in session or by vote through a variety of modes of communication.
 3. If the vacancy occurs in the position of the Treasurer or Student Member, the Nominations Standing Committee will recommend to the Board of Directors candidates who shall, upon appointment, complete the term of office for which he or she was appointed.

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 for the conduct of the Council's business as it shall deem advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 6. Meetings.

- a. **Regular Meetings.** The Board of Directors shall schedule three regular meetings per year. One of the three meetings will be held at The Council's annual convention.
- 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 of Directors 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 a ballot procedure using a variety of communication modes, the same to be confirmed at the next official Board meeting and incorporated in the minutes.
 5. The minutes of each meeting of the Board of Directors shall include the votes of each director on each action item.
- 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

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 through a variety of modes of communication 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 state and provincial unit or division representatives to the RA must be members in good standing of The Council and the unit of representation at the time of nomination and selection, 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 nomination and selection, and at the beginning of his or her term as student membership representative.

b. Each state and provincial unit, division, and the student membership shall select two eligible members to serve as its representatives to the RA.

c. Each eligible state and provincial unit and division shall determine the specific qualifications for eligibility to serve as its representatives to the RA.

d. Each 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. In the event that a representative to the RA is unable to attend a given meeting of the body, the President of the state or provincial unit, division or chair of the Student Committee lacking representation may appoint an alternate representative to attend the meeting with full powers, including the right to vote.
2. The President of the state or provincial unit, 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 eligible state or provincial unit, division 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 unit members serve as its representatives at that year's meeting of the Representative Assembly. One of these representatives shall be selected for a one-year term.

Section 6. Powers and Duties. The Representative Assembly shall possess the following powers and 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, CEC units, and all CEC 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 elect, by majority vote when two candidate apply for a position, or by modified standard voting when three or more candidates apply for a position, through the use of secret ballot, all members of the Nominations Standing Committee, with the exception of the Immediate Past President and the other two members of the Board of Directors.
- f. To establish procedures relating to its own membership.
- g. To conduct awards and recognition activities.
- h. 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 state and provincial 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 state and provincial units and divisions.

ARTICLE VII

Officers

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

Section 1. Terms of Office.

- a. The term of office for President, President Elect, and Immediate Past President is one year. The President automatically succeeds to the office of Immediate Past President and the President Elect automatically succeeds to the office of President upon expiration of their respective terms of office. Thus, a person elected 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 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, a special membership-wide election will be held. Pursuant to Article V, Section 3.b. of the Bylaws, the Nominations Standing Committee will provide the names of two current members of the Board of Directors as candidates.

- 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. Within 90 days after the vacancy occurs, a special membership-wide election will be held. Pursuant to Article V, Section 3.b. of the Constitution and Bylaws, the Nominations Standing Committee will provide the names of candidates.

Section 3. Powers and Duties of the President. The powers and duties of the President, as the chief elected official 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. Give professional leadership to The Council's planning and programs.
- c. Require the Executive Director to operate within the budget of The Council as approved by the Board of Directors.
- d. Arrange through the office of the Executive Director meetings of the Board of Directors and Representative Assembly.
- e. Approve all requests for scheduling and/or subsidizing official Board of Directors established committee, workgroup and advisory group meetings and activities after consultation with the President Elect.
- f. Recommend to the Board of Directors, chairs for all vacancies on committees, with the exception of the Finance and Audit Standing Committee and the Nominations Standing Committee.
- g. Appoint chairs of all committees, workgroups and advisory groups of the Board of Directors and Representative Assembly with the approval of the Board of Directors.
- h. Provide mentorship to the President Elect and other members of the Board of Directors.
- i. Serve as an ex-officio nonvoting member of all appointive bodies, except those making nominations or conducting elections, or designate a member of the Board of Directors to serve as an ex-officio nonvoting designee.
- j. Serve as the official elected representative of CEC or designate an alternate.
- k. Develop the agendas, along with the Executive Director, for the meetings of the Board of Directors and the Representative Assembly.

- l. Oversee the evaluation of the Executive Director by the CEC officers with input from other members of the Board of Directors.
- m. Ensure an orderly transition of duties to the President Elect at the end of the President's term of office.

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. 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.
- c. Succeed to the office of President and to fill the unexpired term of the President should such a vacancy occur.
- d. Act as the liaison between the Board of Directors and all Board of Directors-established committees, workgroups, and advisory groups.
- e. Oversee the work of and to ensure the submission of reports from the chairs of all committees, workgroups, and advisory groups unless otherwise specified.
- f. 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 Chair of the Nominations Standing Committee.
- c. Serve in an advisory or consultative role as designated by the President.
- d. Serve as a mentor for prospective CEC leaders.
- e. Assume other responsibilities as may be assigned by the President.

Section 6. 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 and member of the Finance and Audit Standing Committee.
- c. Lead The Council in its financial planning activities.
- d. Report regularly to the Board of Directors on financial matters.
- 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.
- g. Lead the Board of Directors in meeting its financial responsibility.

ARTICLE VIII

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 program; direct the operation of its principal office, maintain liaison with the Canadian office, and such other offices as are deemed appropriate; and coordinate all principal office activities to ensure effective operation.
- b. Maintain expenditures for each Council activity within the official budgetary designations thereof.
- c. Employ and maintain a Headquarters office staff to assist in the administration of The Council's program 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. Study the needs of The Council and the profession, to coordinate the development of The Council's strategic plan, and to make recommendations for CEC action.
- f. Serve as an ex-officio non-voting member of all appointive bodies, except those making nominations or conducting elections, or designate a member of the staff to serve as an ex-officio non-voting designee.
- g. Supervise the coordination of unit activities with The Council's overall program.

- h. Collect, compile, and maintain all CEC records.
- i. Report annually to the Representative Assembly.
- j. Prepare and submit a CEC 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 The Council to have an officer holding the position of Secretary, the Executive Director shall hold the office of Secretary of The Council. The Secretary shall be responsible for preparing or supervising the preparation of the minutes of meetings of the Board of Directors and members, and for maintaining and authenticating the records of The Council as required under the Act.

ARTICLE IX

Committees

Section 1. The Board of Directors establishes committees not already provided for in the Bylaws. Workgroups and advisory groups may be established, including appointments of chairs, by the President with the approval of the Board of Directors. Committees, workgroups, and advisory groups shall function under the general supervision of the President Elect.

Section 2. Nominations Standing Committee.

- a. The Nominations Standing Committee will consist of nine members: The Immediate Past President, two other members from the Board of Directors, two members-at-large, one member from a diverse ethnic and multicultural group, one member from outside the United States, one member representing divisions, and one member representing the classroom ranks.
- b. The Immediate Past President serves as Chair of the Nominations Standing Committee and possesses one vote.

- c. All members of the Nominations Standing Committee serve a two-year term, with the exception of the Immediate Past President who serves a one-year term. The two-year terms will be staggered, with one-half of the members rotating off the Committee each year.
- d. With the exception of the two members of the Board of Directors and the Immediate Past President, all members of the Nominations Standing Committee shall be elected by the Representative Assembly.
- e. A member of the Nominations Standing Committee can serve only one elected term and may not be re-elected at any time.
- f. Members of the Nominations Standing Committee are precluded from being a nominee or candidate for an elected or appointed Board of Directors position during their term of office on the Nominations Standing Committee.
- g. If a member of the Nominations Standing Committee resigns for any reason, the candidate for that position in the previous election who received the next highest number of votes will complete the unexpired term. The person appointed may be elected for one complete term as a newly elected member.
- h. The responsibilities of the Nominations Standing Committee are to ensure that all CEC constituent groups and membership segments have opportunities to participate in leadership development activities; be involved in mentoring opportunities; and become candidates for CEC elected/appointed leadership positions.
- i. The Nominations Standing Committee reports to the Board of Directors.

Section 3. Elections Standing Committee.

- a. The Elections Standing Committee will consist of five members who each serve a three-year term.
- b. The President shall appoint a chair subject to confirmation by the Board of Directors.
- c. The Elections Standing Committee members are appointed by the Chair, subject to approval by the President, and serve a three-year term. The three-year terms will be staggered with one-third of the members rotating off the committee each year.
- d. The duties of the Committee are: to prepare one ballot representing a slate of candidates as selected by the Nominations Standing Committee and through the petition process, and to conduct elections.
- e. The Elections Standing Committee reports to the Board of Directors.

Section 4. Finance and Audit Standing Committee.

- a. The Finance and Audit Standing Committee will consist of seven members: the President Elect, the Treasurer, and five other members.
- b. The Finance and Audit Standing Committee will be chaired by the Treasurer.
- c. The Finance and Audit Standing Committee members are appointed by the Treasurer, subject to approval by the President, and serve a three-year term. The three-year terms will be staggered, with one-third of the members rotating off the committee each year.
- d. The responsibilities of the Finance and Audit Standing Committee are to:
 1. Address the financial stability of The Council and the financial implications of services to members.
 2. Recommend to the Board of Directors the action to be taken on the annual program plan and budget for The Council.
 3. Consider price formulas for The Council's saleable items.
 4. Review financial policies on investments, bonding, and audits.
 5. Consider the use of restricted funds.
 6. Review on an on-going basis the need for revision of, and additions to, the Council's financial policies.
 7. Follow The Council's Business Plan.

ARTICLE X

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.

Section 2. Meetings of Elective Bodies. Each elective body shall schedule at least one of its regular meetings at The Council's annual convention.

ARTICLE XI

Elections and Appointments

Section 1. Election by the Eligible Voting Membership.

- a. The membership of CEC elects by majority vote and on a fixed cycle basis the President Elect and the Members-at-Large of the Board of Directors.
- b. The student membership of CEC elects by majority vote and on a fixed cycle basis the student representatives to the Representative Assembly.

Section 2. Balloting.

- a. The membership shall vote by secret ballot.
 1. A ballot for the President Elect and designated Members-at-Large positions will be prepared and will have at least two names for each position. The individual receiving the highest number of votes in each position shall be declared the winner.
 2. A ballot for Members-at-Large, non-designated, will be prepared and will include at least twice as many candidates as there are positions to be filled (e.g., if there are three non-designated positions to be filled, the slate will include a minimum of six candidates). The candidates receiving the highest number of votes shall fill the positions.
 3. A ballot for the student representatives to the Representative Assembly will be prepared and will have at least two names for each position to be filled. The candidate receiving the highest number of votes shall fill the position.
- b. Balloting for each position may be by non-electronic means (e.g., mail), electronic means (e.g., fax, computer), or other appropriate means.
- c. The balloting shall be conducted by the Elections Standing Committee at such time and in such manner as to allow completion of the election process and counting of the ballots prior to the next regular meeting of the Board of Directors.
- d. The nominee for each position receiving the highest number of votes shall be elected.

- e. In each case where a nominee withdraws from the election after ballots have been distributed to the membership, the nominee(s) remaining will constitute the slate and the person(s) with the highest number of votes shall be declared the winner(s).
- f. In the event of a tie, the Representative Assembly will make the selection by secret ballot, using either non-electronic, electronic, or other means. The nominee for the specified position receiving the highest number of votes from the members of the Representative Assembly in this election shall be declared the winner.

Section 3. Appointments to the Board of Directors.

- a. The Board of Directors shall make the following appointments:
 - 1. One Student Member for a two-year term. The Student Member is not eligible for reappointment.
 - 2. One Treasurer for a three-year term. The Treasurer is eligible for reappointment for one additional term.
- b. These appointments are made from a slate of candidates developed by the Nominations Standing Committee.

ARTICLE XII
Amendments

Section 1. Technical, Nonsubstantive, and Conforming Amendments.

- a. The Board of Directors shall have the authority to enact or adopt any amendment to the Articles of Incorporation or the Bylaws relating to (1) change of registered agent and (2) change of principal office.
- b. The Board of Directors shall have the authority to enact and adopt any amendment to the Bylaws that may be necessary to conform the Bylaws to any amendment of the Articles of Incorporation that has been adopted.

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, but must include a summary of the intent of the proposed amendment 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 XIII

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.

