

COUNCIL FOR EXCEPTIONAL CHILDREN

Board Takes Action to Strengthen CEC Leadership: Notice of Proposed Amendments to CEC's Bylaws

CEC's Bylaws require that members receive a summary of proposed amendments to the Bylaws and have a 60-day period to comment. Those wishing to comment on the amendments that follow should submit them to president@cec.sped.org or to the Council for Exceptional Children, 2900 Crystal Drive, Suite 100, Arlington, VA, 22202, by Feb. 5, 2018.

Background

To support one of the strategies in CEC's current Strategic Plan (originally approved by the Board in December 2014), the Board of Directors voted in April 2016 to establish a workgroup to examine CEC's governance structure. The workgroup charges were to:

1. Analyze the size, composition, and charges of CEC's Board of Directors, committees (standing and non-standing), and advisory groups and make recommendations to address inefficiencies, if any, and incorporate best practices from the field of association management;
2. Develop systems or policies to facilitate adaptability and promote innovation within CEC's committees, workgroups and advisory groups; and
3. Establish a process for on-going review of CEC's governance structure(s).

There were several reasons for this action, which include:

- Nearly 20 years have passed since CEC's governance system has been examined as a whole.
- CEC's governance model is not reflective of current best practices in association management.
- CEC's governance model does not align with the current needs and practices of the organization.
- Organizations must respond to the changing contexts in which they operate.

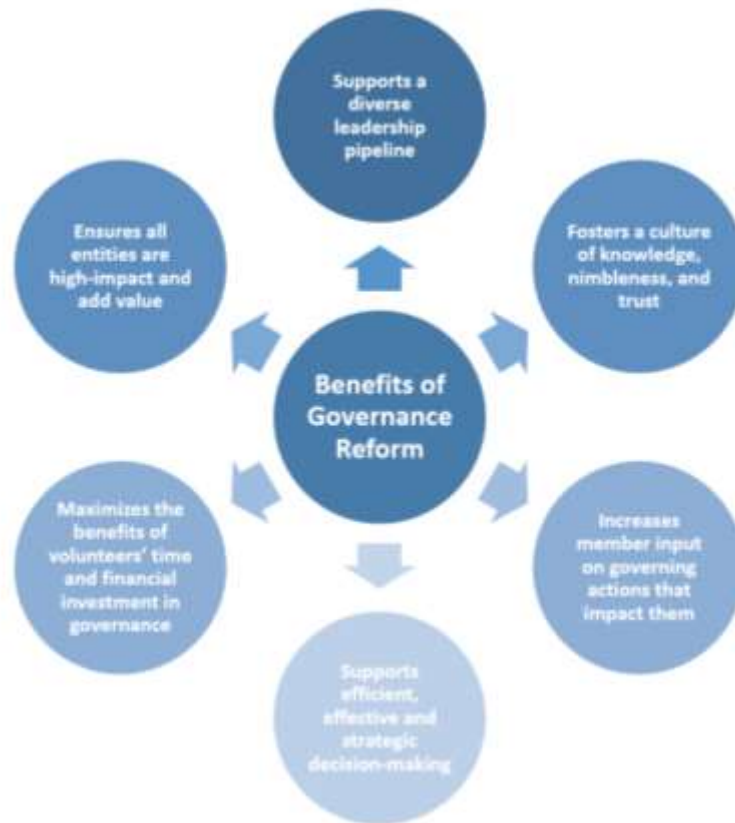
The workgroup was assisted by an association management and strategic planning consulting firm in data-gathering and identification of effective practices to address key aspects of CEC's governance. The workgroup reviewed a variety of evidence-based materials produced by leading organizations in nonprofit management, including the [American Society of Association Executives](#) (ASAE) and [BoardSource](#).

In addition, the workgroup obtained input from stakeholder groups, including board members, unit/division leaders, past presidents, and committee chairs, as well as from related associations that had recently gone through a change in their governance model.

In developing its recommendations, the workgroup followed CEC's core values, especially its commitment to diversity, caring, and respect for the dignity and worth of all individuals. The workgroup ensured greater intentionality in the recruitment and engagement of diverse leaders and fostering a culture of inclusivity.

The workgroup recognized that the strength of an organization is not determined by its governance structure, but by its culture and how effectively it makes use of the components of its governance structure. They also recognized the strengths of its volunteers in advancing the strategic priorities and direction of the organization.

Benefits of Governance Reform



On November 11, 2017, the Board of Directors voted to accept the recommendations of the workgroup and begin implementation of the revision to CEC's governance practices. The first step in the revision process is to update CEC's Bylaws to accommodate the changes. The amendments to CEC's bylaws have been reviewed by legal counsel and are in keeping with the corporate governance regulations of the District of Columbia where CEC is incorporated. A summary of the proposed amendments follows.

The current Bylaws can be found [here](#).

Thank you for your continued membership in the Council and for all you do for children with exceptionalities, their families and the professionals who serve them.

Sincerely,

Mikki Garcia, Ed.D.
President

Summary of Bylaws Amendments

1. Amendments Regarding Overall Volunteer Leadership Development

Amendments to Bylaws: All information regarding the Nominations Standing Committee will be replaced with information about the Leadership Development Committee. Specifically: replace the information in Article IX (Committees) Section 2. (Nominations Standing Committee) with the following and remove Article VI (Representative Assembly), Section 6. (Powers and Duties) subsections e. and f.

Amendments to the bylaws establish a Leadership Development Committee (LDC) to identify, cultivate, recruit, and ensure a well-qualified and diverse pipeline of volunteer leaders for board and committee positions who are knowledgeable about, and responsive to, the current and future needs of CEC.

Duties of the LDC will include: producing and periodically updating a leadership development curriculum for prospective board and committee members; reviewing the basic responsibilities and “best practices” literature of nonprofit boards in order to identify or create training and assessment tools; and creating a plan for ongoing leadership development for the board, the LDC, and standing and advisory committees.

The LDC will have a major commitment to, and be accountable for, ensuring diversity and inclusion through:

- Planning: developing a detailed strategy and concrete goals, objectives, tasks, and timelines for putting its commitment into action.
- Communicating: reaching out to CEC members from diverse groups to encourage participation in the leadership development program.
- Assessing: measuring and reporting results on an annual basis.

2. Amendments Regarding Board of Directors Composition, Eligibility, Selection and Terms

Amendments to Bylaws: Information regarding board composition, eligibility selection, and terms of office and succession will be revised. The Elections Standing Committee will be deleted. Specifically: replace the current information in Article V (Board of Directors) Section 1. (Composition), Section 2. (Eligibility Criteria for Elected Office), Section 3. (Selection of Members of the Board of Directors), and Section 4. (Terms of Office and Succession) and Article VII (Officers), Sections 1. (Terms of Officers) and Section 2. (Succession of Officers) with the information below; revise Article III (Membership in the Organization), Section 3. (Rights) by removing the right to vote; and remove Article IX (Committees) Section 3. (Elections Standing Committee).

Composition: The board will consist of no fewer than 12, but no more than 15, members. Of this number, the board shall select and appoint at least one but no more than three voting outside directors, also known as thought leaders, to serve on the board each year. The board has the authority to determine annually the number of board members necessary to fulfill the mission of the organization based on the gap analysis performed by the LDC.

Eligibility: Board members will be drawn from the pool of candidates that have been recruited, trained, vetted and recommended by the LDC based on Board Knowledge, Skills and Abilities (KSAs) as established by the LDC.

Selection of Board Members: Board members will be appointed by a majority vote of the sitting Board from the pool of candidates provided by the LDC.

Terms for Board Members: 3 years (staggered) with two consecutive terms maximum.

3. Amendments Regarding Committee Type, Formation and Tenure

Amendment to Bylaws: Information regarding types of committees, the process by which a committee is formed, and the lifespan or tenure of a committee will be added. Reference to the President Elect's responsibilities related to oversight of committees, workgroup and advisory groups will be removed. Specifically: replace the information in Article IX (Committees) Section 1. with the information below; remove from Article VII (Officers), Section 3. (Powers and Duties of the President), subsections e., f. and g.; revise subsection i. to remove reference to appointed bodies making nominations or conducting elections; remove from Article VII (Officers), Section 4. (Powers and Duties of the President Elect), subsections d. and e.; and remove Section 5. (Immediate Past President), subsection b.

Types of Committees: The amendments provide for three type of committees or volunteer bodies at CEC: standing committees, advisory committees and workgroups.

Formation of Committees: Standing Committees are established in the Bylaws of the organization subject to the regulations of the District of Columbia, where CEC is incorporated. Advisory committees and workgroups are established by the board and must be approved by board action in the form of a motion. To establish an advisory committee or workgroup, a group of interested members must submit a request to the Board that includes specific information related to:

- Purpose, Tasks and Defined Metrics
- Alignment with Strategic Plan
- Authority/Accountability
- Size, Terms, Composition
- Budget
- Timeline
- Operating Procedures

Tenure of Committees

All advisory committees will be reviewed periodically based on the committee's appointment cycle in order to determine the relevance and need for the advisory committee to support CEC's mission and strategic plan and their accountability and responsiveness to the interests of CEC and/or its members.

4. Amendments to Bylaws Recommended by Legal Counsel

In order to ensure that CEC's Bylaws are in keeping with effective practice in nonprofit governance, CEC's legal counsel recommended the following changes to the Bylaws:

Amend Article VII (Officers) to reflect that the Executive Director serves as a non-voting officer in the position of Secretary.

Amend Article VIII (Executive Director), Section 2. (Powers and Duties), subsection c. to add the power and duty to "employ, terminate and set compensation within the approved budget" in order to maintain a headquarters office staff; and remove from subsection f. reference to appointed bodies making nominations or conducting elections.

Remove Article VI (Representative Assembly), Section 6. (Powers and Duties) subsection f.

Amend Article VII (Amendments) Section 1. (Technical, Non-substantive, and Conforming Amendments), subsection a. to: The Board of Directors shall have the authority to enact or adopt any amendment to the Articles of Incorporation or the Bylaws.

Amend Article VIII (Executive Director), Section 2. (Powers and Duties), subsection a. to remove reference to a Canadian office.

Amend Article IX (Committees), Section 4. (Finance and Audit Standing Committee), subsection d. to update the responsibilities of the committee.

Financial and Administrative Implications

Per the Bylaws, financial and administrative implications of proposed amendments must be provided. They are as follows:

Financial Implications: There will be a need during the implementation phase of the LDC for a consultant to assist with establishing procedures and processes related to the duties of the LDC, such as: producing a leadership development curriculum; creating training and assessment tools for the board and advisory committees; and creating a plan for ongoing leadership development. The estimated cost is \$8000.

Administrative Implications: Staff time to support this initiative will be loaded on the front end relative to creation of the resources noted above, but offset in part by the time formerly devoted to the Nominations and Elections Standing Committees and conducting the annual election.