

**Division for Research
Council for Exceptional Children**

CONSTITUTION AND BYLAWS

(Revised 4/13/12)

**ARTICLE 1
Membership**

- Section 1: Regular membership shall consist of professional and paraprofessional personnel engaged in the education of exceptional children and youth.
- Section 2: Student membership shall consist of pre-service students and students continuing their education in this field who are in attendance during the academic year at an accredited college or university and not engaged in full-time employment in the education profession.
- Section 3: The policy pertaining to the membership year shall be consistent with the policy of CEC, and the period of membership for Division members shall coincide with their CEC membership.
- Section 4: All members shall be entitled to all rights and privileges of this Division.

**ARTICLE II
Dues**

Dues for regular and student members shall be proposed by the Executive Board. Approval shall require a simple majority vote at the annual business meeting.

**ARTICLE III
Officers**

- Section 1: The duties of officers shall be such as are implied by their respective titles and such as are specified in these bylaws.
- Section 2: The term of office for officers shall be from July 1 to June 30 of the following year, except for the following: the Secretary will serve a 3-year, renewable term, and the Treasurer will serve a 4-year renewable term. In the first year of this 4-year term, the treasurer will serve as "incoming treasurer" working with the Treasurer in his/her final year.
- Section 3: Within-term vacancies in office shall be filled as follows:
a. A vacancy in the office of president shall be filled by automatic succession of the president-elect to the office.

- b. A vacancy in the office of president-elect shall be filled by automatic succession of the vice-president to the office.
- c. A vacancy in any of the offices, except president and president-elect shall be declared and filled by action of the Executive Board upon recommendation by the president. Such person(s) shall serve until replaced by a duly elected successor.

Section 4: The President shall:

- A. Be the chief executive officer of the Division;
- B. Call and preside at the annual business meeting;
- C. Call and preside at all meetings of the Executive Board;
- D. Appoint, with approval of the Executive Board, chairpersons of committees as delineated in Article V, Section I;
- E. Be an ex-officio member of all committees with the exception of the nominations and elections committee, on which he or she is a voting member;
- F. Lead, articulate, and implement long-term plans and carry out the directions of the membership;
- G. Make an annual report to the Council for Exceptional Children;
- H. Accompany the President-Elect to the Program Advisory Council meeting held in the summer before the CEC conference;
- I. Inform CEC of the names of the two representatives to the Representatives Assembly, usually the President Elect and the Vice President;
- J. Authorize the Treasurer to make payments on behalf of the Division.

Section 5: The President-Elect shall:

- A. Serve in the president's place and with his or her authority in case of absence or disability of the president;
- B. Serve as Divisional program chair for the annual conference;
- C. Serve as a member of the Finance and Long-Range Planning Committee;
- D. Develop plans for the next year.

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- E. Assume the responsibilities of one of the Division's representatives to the CEC Representative Assembly, including taking the Representative Assembly's agenda to the DR Board.

Section ~~6~~: The Immediate Past President shall:

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- A. Serve as chairperson of the Nominations and Elections Committee;
- B. Serve on other committees or task forces in such capacities as the president, with approval of the Executive Committee, may designate.

Section ~~7~~: The Vice-President shall:

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- A. Serve as the chairperson of the Constitution and Bylaws Committee;
- B. Serve along with the Chair of the Knowledge Utilization committee as a member of the PAC in planning the Annual Convention Program for the Division for the subsequent year, including attending PAC meetings and coordinating proposal review and session scheduling. The Vice-President will then serve as Program Chair for the Division's presence at the annual convention during his or her year as President-Elect.
- C. Serve on other committees and task forces in such capacities as the President, with approval of the Executive Committee, may designate;
- D. Assume the responsibilities of one of the Division's representatives to the CEC Representative Assembly, including taking the Representative Assembly's agenda to the DR Board.

Section ~~8~~: The Secretary shall:

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- A. Keep a careful record of the proceedings of the annual business meetings and the meetings of the Executive Board; minutes of these meetings are to be submitted to the Executive Board within 21 days after a meeting;
- B. Carry on correspondence necessary for the operation of the Organization;
- C. Assume custody of all records except those specifically assigned to others;
- D. Keep accurate rolls of Executive Board and committee memberships;
- E. Transfer all records to the new Secretary at the time of installation;
- F. Act as historian and preserve all records and documents related to the

operation of the Division and its activities.

Section 9: The Treasurer shall:

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- A. Make an annual report of the financial status of the Division to the Executive Board and at the annual business meeting. He or she will prepare and submit an annual budget for approval by the Executive Board before the next fiscal year;
- B. On authorization of the president, pay out money for expenses approved by the Executive Board;
- C. Transfer all monies and records to the new treasurer within 15 days after installation;
- D. Participate in long-term planning.

Section 10: The two Division representatives to the CEC Representative Assembly, who shall be the President-Elect and the Vice-President, shall:

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- A. Represent the Division at meetings of the CEC Representative Assembly and participate in balloting and other activities necessary to the functioning of the CEC Representative Assembly;
- B. Report regularly to the Division's executive board and general membership on activities of the Representative Assembly and CEC;
- C. Communicate issues and concerns from the Division to the CEC Representative Assembly;
- D. Inform the Division of the disposition of Representative Assembly issues and advice forwarded to the CEC Board of Directors.

ARTICLE IV Executive Board

The Executive Board shall consist of all elected officers of the Division and the appointed chairpersons of all standing committees. Executive Board meetings shall be called and chaired by the president of the Division. The three students, those of the President, the President-Elect, and the Vice-President, shall serve as nonvoting members.

The Executive Board shall:

- A. Serve as the Division's administrative policy-making body;
- B. Act upon such official recommendations and petitions as may be received;
- C. Approve, at the April meeting, a preliminary budget for the following

fiscal year, as proposed by the Treasurer;

- D. Recommend policies and programs to the Division's representatives to the Representative Assembly at its annual meeting;
- E. Decide on publications and other communications of the Division that should be issued;
- F. Select the site of any meetings sponsored by the Division;
- G. Assume such other responsibilities as are, or as shall be, assigned through the constitution and bylaws;
- H. Appoint the Division's representatives to the CEC Representative Assembly;
- I. Engage in long-range planning.

ARTICLE V COMMITTEES

Section 1: Appointment of Committee Chairpersons

The President, with the approval of the Executive Board, shall appoint the chairpersons of the following standing committees: Membership, Publications and Media, Awards, Knowledge Utilization, Government Relations and Research Advocacy, Diversity, Research and Families of Individuals with Disabilities. The President-Elect shall serve as chairperson of the program committee. The Vice-President shall serve as chairperson of the Constitution and Bylaws Committee. The Immediate Past President shall serve as chairperson of the Nominations and Elections Committee. Other committee chairs, who do not hold elected office, shall serve 3-year, renewable terms, which should be staggered so that new terms begin on different years. The President, with the approval of the Executive Board, shall appoint chairpersons of ad hoc and task force committees as required. Such committees shall be charged by the Executive Board and remain active until final report is made to the Executive Board.

Section 2: Appointment of Committee Members.

Committee members, including an Electronic Media Editor (i.e., Webmaster) for the Publications Committee, shall be appointed by the chairperson, subject to approval by the Executive Board.

Section 3: Committee Composition and Terms of Appointment.

- A. All committees will be composed of at least three members in addition to the committee chairperson. Committee chairs and members shall

serve 3-year, staggered terms, renewable terms, unless determined otherwise by the Executive Board.

- B. The nominations and elections committee will be comprised of four members and a chairperson. The Immediate Past President shall be the chairperson. The committee should include the current President and one other Board member. Other members should serve for 3 years, staggered if there is more than one.
- C. The Publications Committee shall include editors of publications and electronic media (i.e., Webmaster) as well as other members as appointed.
- D. The representative to the Children's Action Network (CAN) for the Division shall serve on the Government Relations and Research Advocacy committee. The representative to CAN shall serve as chairperson for the committee.
- E. The Vice-President shall be the chair of the Constitution and Bylaws Committee.

Section 4: Duties of Committees

- A. The Membership Committee shall:
 - 1. Maintain an active record of members and provide all officers and committee chairpersons with such a list;
 - 2. Maintain an active program for the recruitment of new Members;
 - 3. Support Council Headquarters in its follow-up of membership renewal;
 - 4. Be responsible for membership transactions with Council Headquarters;
 - 5. Keep a written record of the activities conducted to maintain and increase membership.
- B. The Publications and Media Committee shall:
 - 1. Continuously review the publications structure of the Division, including its electronic or media-based programs, and recommend policies and procedures related to its growth and development;

2. Assess the composition of the membership for consideration in determining the scope of the publications program;
 3. Recommend to the Executive Board publications to be issued;
 4. Publish a minimum of two publications each year.
- C. The Finance and Long-range Planning Committee shall:
1. Plan and recommend to the Executive Board specific strategies and actions designed to enhance and improve the financial status and capabilities of the division.
- C. The Awards Committee shall:
1. Plan and implement suitable awards and recognitions as approved by the Executive Board including the Early Career Awards.
- D. The Knowledge Utilization Committee shall:
1. Make visible and accessible the nature and adequacy of the current knowledge base related to special education and early intervention;
 2. Collaborate with other organizations to identify different stakeholder needs for information about the status of the current evidence base related to practices that promote the development and learning of individuals with disabilities;
 3. Stimulate and support the research-performing community to engage in dialogue about its confidence and concurrence related to the research method and interpretation of published research findings and evidence supporting current policy intention and practice effectiveness.
 4. The chair of the Knowledge Utilization committee will serve along with the current Vice-President to plan the Annual Convention Program for the Division for the subsequent year. This includes attending Program Advisory Committee (PAC) meetings and coordinating proposal review and session scheduling.
- E. The Nominations and Elections Committee shall:

1. Solicit recommendations for nominations by mail from the entire membership prior to December 1;
2. Nominate at least two candidates for Vice-President (serves as Vice-President for one year and then serves as President-Elect, President, and Past-President, for one-year sequential terms), to take office annually; and for secretary and treasurer, to take office every two years. Elections for secretary and treasurer shall take place in alternating years;
3. All elections will be conducted electronically. New officers will be elected at least 30 days prior to beginning their terms of office: July 1 until June 30 of the following year.

F. The Program Committee shall:

1. Plan types of presentations to be made at the annual CEC convention (e.g., Division Showcase) and recruit speakers;
2. Recruit research proposals for Division program in CEC convention;
3. Develop and propose mechanisms for sponsoring periodic and special regional, national, or topical meetings of interest to the membership;
4. Review proposals for the annual CEC convention.

G. The Government Relations and Research Advocacy committee shall:

1. Serve as a liaison with CEC governmental liaison and other entities as authorized by the president with the approval of the Executive Board;
2. Prepare recommendations for the Executive Board concerning relations with government and other relevant entities.

H. The Constitution and Bylaws Committee shall:

1. Receive and review all proposed amendments to the constitution and bylaws and refer with recommendations to the Executive Board;
2. Call to the attention of the Executive Board other changes which may be needed in the constitution and bylaws;

Deleted: All elections will be conducted electronically. New officers will be introduced at the annual convention and the terms of office will run from July 1 until June 30 of the following year.¶

3. Ensure that all governance members have a copy of the constitution and bylaws.
- I. The Diversity Committee shall:
 1. Promote ongoing communication with other Council Divisions' diversity committees, the Division for Culturally and Linguistically Diverse Exceptional Learners (DDEL), and CEC's Special Assistant for Diversity Affairs, as authorized by the president with the approval of the Executive Board;
 2. Prepare recommendations for the Executive Board concerning diversity issues;
 3. Prepare position statements regarding the role of diversity issues in special education research.
 - J. The Research and Families of Individuals with Disabilities Committee shall:
 1. Develop and propose mechanisms for including individuals with disabilities and their families in research and the dissemination processes;
 2. Promote ongoing communication among research, family, and practitioner communities:
 - i. Assist the research community in understanding critical issues for families of individuals with disabilities;
 - ii. Assist families in gaining access to and interpreting research outcomes related to individuals with disabilities;
 3. Foster a research agenda that addresses critical issues regarding families of individuals with disabilities.

**ARTICLE VI
PARLIAMENTARY PROCEDURE**

The rules of parliamentary practice contained in Roberts Rules of Order, Newly Revised, shall govern the proceedings of this Division subject to the special rules that have been or may be applied.

ARTICLE VII

AMENDING BYLAWS

Amendments to these bylaws may be made at the business meeting of the Division held during the CEC conference, by a majority vote. Proposed amendments must be sent to the Chair of the Constitution and Bylaws Committee (i.e., the Vice-President) and the President 2 weeks before the meeting.

CEC-DR Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect the interest of **The Division for Research of the Council for Exceptional Children** (CEC-DR) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any

alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V Compensation

- a.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a.** Has received a copy of the conflicts of interest policy,
- b.** Has read and understands the policy,
- c.** Has agreed to comply with the policy, and
- d.** Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

CEC-DR Compensation Practices

1. Any individuals that approve of compensation arrangements must follow the conflict of interest policy that has been approved by the Board.
2. All compensation must be approved by the Board in advance of payment.
3. All approved compensation arrangements must be documented in writing and must include the date and the terms of such arrangement, and the names of the Board Members who voted for approval.
4. Any compensation arrangement will be based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services. All such information upon which any decision is based will be recorded in writing.

CEC-DR Employee Protection (Whistleblower) Policy

If any employee reasonably believes that some policy, practice, or activity of **The Division for Research of the Council for Exceptional Children (CEC-DR)** is in violation of law, a written complaint must be filed by that employee with the Executive Director or the Board President.

It is the intent of CEC-DR to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations. An employee is protected from retaliation only if the employee brings the alleged unlawful activity, policy, or practice to the attention of CEC-DR and provides the CEC-DR with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement.

CEC-DR will not retaliate against an employee who in good faith, has made a protest or raised a complaint against some practice of CEC-DR, or of another individual or entity with whom CEC-DR has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

CEC-DR will not retaliate against employees who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of CEC-DR that the employee reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate or public policy concerning the health, safety, welfare, or protection of the environment.

My signature below indicates my receipt and understanding of this policy. I also verify that I have been provided with an opportunity to ask questions about the policy.

Employee Signature Date

CEC-DR RECORD RETENTION AND DOCUMENT DESTRUCTION POLICY

The Division for Research of the Council for Exceptional Children (CEC-DR) shall retain records for the period of their immediate or current use, unless retention is necessary for historical reference or to comply with contractual or legal requirements. Records and documents outlined in this policy includes paper, electronic files (including e-mail) and voicemail records regardless of where the document is stored, including network servers, desktop or laptop computers and handheld computers and other wireless devices with text messaging capabilities.

In accordance with 18 U.S.C. Section 1519 and the Sarbanes Oxley Act, CEC-DR shall not knowingly destroy a document with the intent to obstruct or influence an "investigation or proper administration of any matter within the jurisdiction of any department agency of the United States . . . or in relation to CEC-DR RECORD RETENTION AND DOCUMENT DESTRUCTION POLICY

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In accordance with 18 U.S.C. Section 1519 and the Sarbanes Oxley Act, CEC-DR shall not knowingly destroy a document with the intent to obstruct or influence an "investigation or proper administration of any matter within the jurisdiction of any department agency of the United States . . . or in relation to or contemplation of such matter or case." If an official investigation is underway or even suspected, document purging must stop in order to avoid criminal obstruction.

In order to eliminate accidental or innocent destruction, CEC-DR has the following document retention policy:

Type of Document	Retention Period
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document purging must stop in order to avoid criminal obstruction.

In order to eliminate accidental or innocent destruction, CEC-DR has the following document retention policy:

Type of Document	Retention Period
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Accounts receivable and payable ledgers and schedules	7 years
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Annual audited financial statements, audit reports, general ledgers, internal audit reports, trial balance journals	Permanently
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Articles of Incorporation, Charter, Bylaws, minutes and other incorporation records	Permanently
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Bank Reconciliation	3 years
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Bank Statements, deposit records,	
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electronic fund transfer documents, and cancelled checks	3 years
Chart of Accounts	Permanently
Contracts, mortgages, notes and leases (still in effect)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Correspondence (general)	3 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Depreciation schedules	Permanently
Employment applications	3 years from making the record or taking the personnel action
Garnishments	7 years
Insurance policies, records, current accident reports, claims (still in effect)	Permanently
Insurance policies, records, accident reports, claims (expired)	3 years
Inventory records	7 years
Invoices (to customers, from vendors)	7 years
Loan documents and notes	Permanently
Personnel files (employee demographic information and compensation records)	7 years
Personnel files (I-9's)	7 years after date of hire or 1 year after termination
Personnel files (payroll records and summaries including records related to employee's leave)	7 years

Personnel files (terminated employees)	7 years after termination
Retirement and pension records including <i>Summary Plan Descriptions</i> (ERISA)	Permanently
Tax Returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Workers Compensation documentation	10 years after 1st closure