

**BYLAWS OF THE  
BC COUNCIL FOR EXCEPTIONAL CHILDREN**

**ARTICLE I. MEMBERSHIP**

Section 1.       Qualifications

Membership in the BC CEC shall consist of professional personnel and other persons interested in the education of children and youth with exceptionalities.

Section 2.       Minimum Membership Requirement

The BC 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 of the CEC Board of Directors.

Section 3.       Unified Membership

The BC CEC's membership shall consist of all members of The Council for Exceptional Children affiliated with this province. The BC CEC may not accept enrollments for provincial membership only.

Section 4.       Membership Term

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

Section 5.       Bylaws

Each member is entitled to, without charge, a copy of the constitution and bylaws.

**ARTICLE II. ORGANIZATION**

Section 1.       Relationship to The Council for Exceptional Children

The BC CEC shall be affiliated with The Council for Exceptional Children.

Section 2.       Fiscal Year

The fiscal year shall begin on January 1st and end on December 31st.

**ARTICLE III. ASSESSMENTS AND DUES**

Section 1.       Special Assessments

Special assessments on Professional membership may be levied by a majority vote of those present at the meeting when this matter is considered, provided there is a quorum.

Section 2. Payment of Dues

Annual dues to The Council for Exceptional Children shall be payable before the end of the individual's membership year.

Section 3. Inspection of Records

All books, accounts and records of the BC CEC shall be open for inspection by the officers and directors at all reasonable times and for inspection by members in good standing upon application to the Board of Directors and at such times and places as the board shall deem fit.

**ARTICLE IV. PROVINCIAL ANNUAL GENERAL MEETING**

Section 1. Meeting Dates

An Annual General Meeting shall be held at least once in every calendar year.

Section 2. Notice of the Annual General Meeting

Notice of the time and place of the Annual General Meeting shall be given to each member by sending the notice by mail, email or facsimile at least fourteen days prior to the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

Section 3. Quorum

The members present at the Annual General meeting or any specially called meeting shall constitute a quorum.

Section 4. Special Meetings

Special meetings may be called by the president with the consent of the Board of Directors.

Section 5. Business Conducted at the Annual General Meeting

The members present at the Annual General Meeting shall:

- A. Serve as the BC CEC's general legislative body;
- B. Elect, by majority vote, the officers of the BC CEC;
- C. Establish the rate for BC CEC special assessments;
- D. Adopt a Constitution and Bylaws and to make amendments thereto;
- E. Adopt official BC CEC platforms, statements of policy, and resolutions;
- F. Adopt the year-end financial statement and annual budget of the BC CEC; and
- G. Act on such other official recommendations and petitions as may be received.

Section 6. Voting

Each member in good standing with the BC CEC present or participating in the Annual General Meeting is entitled to one vote. A separate election must be held for each office to be filled. An election may be by acclamation; otherwise it must be by ballot. Voting may be by show of hands, voice, mail or secret ballot or by a telecommunication means approved by the Board of Directors. Voting by proxy will not be allowed.

**ARTICLE V. OFFICERS**

Section 1. Elected Positions

The officers of the BC CEC shall be duly elected by the membership and consist of a president, president elect, past president, secretary, treasurer. These officers constitute the Executive Committee.

The two BC CEC representatives to the CEC Representative Assembly (RA) shall be duly elected by the membership and also shall serve as Members at Large on the Board of Directors.

Section 2. Prerequisite to Nomination and Election

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

Section 3. Succession

The president elect shall automatically succeed to the presidency at the expiration of the president's term of office.

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. A vacancy occurring in any office except president shall be filled by an appointment of the president, with the approval of the Board of Directors. The member will serve only until the end of the current administrative year or until replaced by a duly elected successor.

Section 5. Powers and Duties of Officers

A. The powers and duties of the **president** shall be:

1. To serve as chief executive officer of the BC CEC with the powers and duties usually belonging to such a position;
2. To give leadership to general policy making and carry out the directives of the membership;
3. To call and preside at meetings of the Board of Directors, the Annual General Meeting and all other unit sponsored meetings;
4. To recommend chairs of committees (with the exception of the Finance and Nominations Committees and the Program Committee for the Annual General Meeting), with the approval of the Board of Directors;
5. To serve as an ex-officio nonvoting member of all committees with the exception of the Nominations Committee;
6. To recommend to the Board of Directors the types of ad hoc committees and other appointive bodies needed;
7. To prepare and submit an annual set of assurances to The Council of Exceptional Children by December 1<sup>st</sup>
8. To assume the responsibilities of one of the BC CEC representatives to the CEC Representative Assembly, if required.

B. The powers and duties of the **president elect** shall be:

1. To serve in the place of, and with the authority of, the president in case of the president's absence or inability to serve;
2. To serve as chair of the Program Committee for the Annual General Meeting; and
3. To plan other meetings according to the policies and directives of the Board of Directors.

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

1. To serve in the place of, and with the authority of, the president in case of the president's and president elect's absences or inability to serve;
2. To act as mentor to the president; and
3. To serve as chair of the Nominations Committee for the Annual General Meeting.

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

1. To keep a careful record of the proceedings of each meeting of the Board of Directors, the Annual General Meeting, and other meetings conducted by the unit;
2. To carry on correspondence as necessary for the operation of the BC CEC;
3. To assume custody of all records except those specifically assigned to others;
4. To keep accurate lists of Board of Directors and Standing Committee Chairs and members;
5. To have available copies of the Constitution and Bylaws and minutes of all meetings of the Board of Directors, and other official meetings conducted by the unit; and
6. To transfer all records to the new secretary at the time of installation.

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

1. To serve as custodian of the funds of the BC CEC.
2. To pay out money for expenses approved by the Board of Directors and on authorization of the president;
3. To make an annual report of the financial status of the BC CEC to the Board of Directors and the general membership at the Annual General Meeting;
4. To prepare and submit an annual budget to be approved by the Board of Directors for adoption by the general membership at the Annual General Meeting;
5. To act as chair of the Finance Committee;
6. To submit records of all monies collected and expended to the Finance Committee or in its absence, the Board of Directors for auditing when requested;
7. To transfer all monies and records to the new treasurer within 15 days after installation.
8. To present a current financial report at each meeting of the Board of Directors for approval.
9. To follow accepted accounting practices and maintain either written or electronic records using a method approved by the Board of Directors.

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

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

Section 6. Election of Officers

The officers of the BC CEC shall be elected by the members who are present at the Annual General Meeting or by such other means of balloting as approved by the Board of Directors. The officers nominated by the Nominations Committee shall be members in good standing. Nominations may also be made by mail, email or from the floor. If a nominated member is not able to be present at the Annual General Meeting, they must provide a signed letter agreeing to the nomination. If there are no nominations, the president may appoint an officer provided that s/he is a member in good standing.

Section 7. Term of Office

The president, president elect, and past president shall serve one-year terms, which shall coincide with Annual General Meeting. The Representatives to the CEC Representative Assembly shall each serve one, two-year term which shall be staggered. Each representative may serve two consecutive two-year terms if re-elected.

Section 8. Removal from Office

- A. A petition for removal of an officer shall be signed by at least five members of the BC CEC and submitted in writing to the president. If the President is the subject of the petition, it shall be presented to the president-elect.
- B. The president (or president elect) shall, within seven days, notify each Board of Directors member in writing of the receipt of such a petition, solicit relevant evidence from all parties concerned, and call a special meeting of the Board of Directors to consider the matter within 30 days following receipt of the petition
- C. At the Board of Directors meeting, an opportunity shall be made available to all interested parties to present any relevant evidence. A two-thirds majority vote of the members present, provided there is a quorum, is necessary for the removal of the officer. Removal from office is effective immediately.
- D. The officer being considered for removal shall be provided with the results of the Board of Directors action in writing within seven days.
- E. Upon receipt of written notification of removal, the officer concerned shall have fifteen days to submit to the president (or president elect) written notice of appeal.
- F. Within seven days following receipt of a valid written notice of appeal, the president (or president elect) shall, in writing, call for the appointment and meeting of an Appeal Board. The Appeal Board shall consist of five members in good standing of the BC CEC appointed by the Board of Directors and five members in good standing of the BC CEC selected by the appealing officer. No member of the Appeal Board, with the exception of the Chair, will be a current officer, Board member, or committee chair of the BC CEC. The president (or president elect) shall serve as the nonvoting Chair of the Appeal Board. If the appealing officer is unable to select the members willing to serve, the decision of the Board of Directors will stand.
- G. At the meeting of the Appeal Board, an opportunity shall be made available to all interested parties to present any relevant evidence. A two-thirds majority vote of the members present is necessary to overturn the Board of Director's decision and reinstate the removed officer. Reinstatement is effective immediately.
- H. The officer whose appeal has been considered shall be provided with the results of the Appeal Board action in writing within seven days. This action is final.

**ARTICLE VI. BOARD OF DIRECTORS**

Section 1. Composition

The Board of Directors shall consist of the officers of the BC CEC (president, president elect, immediate past president, secretary, treasurer), committee chairs, the student association representative, the two BC CEC representatives to the CEC Representative Assembly and one representative from each provincial chapter and sub-division.

Section 2. Duties of the Board of Directors

The duties of the members of the Board of Directors shall be:

- A. To serve as the BC CEC's administrative policy-making body;
- B. To act upon such official recommendations and petitions as may be received;
- C. To adopt an annual budget;
- D. To recommend policies and programs to the general membership at its Annual General Meeting;
- E. To determine the publications which should be issued;
- F. To select the sites of the conference and Annual General Meeting sponsored by the BC CEC;
- G. To assume other such responsibilities as are or as shall be assigned through the Constitution and Bylaws or decided upon at the Annual General Meeting ; and
- H. To select the BC CEC representative(s) to the CEC Representative Assembly should the elected representatives be unable to attend.
- I. When a member of the Board of Directors finds it necessary to resign, the remaining members of the Board of Directors may appoint a successor for the balance of the term of the officer resigning.
- J. To appoint the President, President-Elect and Treasurer as signing officers for the organization and provide the appropriate financial institutions with approval to allow financial transactions to be completed on the authority of any two of three approved signatures.

Section 3. Attendance at Board of Directors Meetings

Board of Directors members may attend meetings in person, by telephone, or by other communication means so long as all members participating in the meeting are able to communicate with each other.

Section 4. Remuneration of Board of Directors Members

A member of the Board of Directors must not be remunerated for being or acting as an officer or member of a committee but they must be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the society.

Section 5. Compliance with the Regulations of the BC Societies Act

The Board of Directors will comply with all regulations, file documents and pay associated fees necessary to maintain active status as an incorporated society in the province of British Columbia.

**ARTICLE VIII. COMMITTEES**

Section 1. Committees

A. Standing Committees

The Standing Committees shall be Finance, Membership and Nominations.

B. Other Committees

Other committees shall be determined by the Board of Directors as required. These may include Communications, Awards, Public Policy and Workshop/Conference.

Section 2. Appointment of Committee Chairs

The president, with the approval of the Board of Directors, shall appoint the chairs of all committees, with the exception of the Nominations Committee, Finance Committee and the Program Committee for the Annual General Meeting. The past president shall serve as the chair of the Nominations Committee and the treasurer shall serve as the chair of the Finance Committee. The immediate president elect shall serve as the chair of the Program Committee for the Annual General Meeting.

Section 3. Appointment of All Committee Members

Committee members shall be appointed by the chairs, subject to approval by the Board of Directors.

Section 4. Finance Committee Composition

The Finance Committee shall have no less than three members. The treasurer shall serve as the chair of the Finance Committee. The members shall serve three-year terms. One third, or the nearest fraction thereof, of the Finance Committee shall be appointed each year.

Section 5. Membership Committee Composition

The Membership Committee shall have no less than two members in addition to the chair. The members shall serve three-year terms. One third, or the nearest fraction thereof, of the Membership Committee shall be appointed each year.

Section 6. Nominations Committee Composition

The immediate past president shall serve as the chair of the Nominations Committee. The Nominations Committee shall have no less than two members in addition to the chair. The chair and members shall serve one-year terms.

Section 7. Other Committees

All other committees may be set up as necessary with the approval of the Board of Directors.

Section 8. Ad Hoc Committees

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

**ARTICLE IX. AMENDMENTS**

Section 1 Submission of proposed amendments

Any proposed amendment to the Constitution and Bylaws shall be submitted in writing to the Board of Directors for review.

Section 2. Referral to General Membership

All proposed amendments presented to the Board of Directors should be submitted to the membership not less than 30 days prior to the Annual General Meeting.

Section 3. Final Action

Any proposed amendment shall become a part of this Constitution and Bylaws by a simple majority vote and shall take effect as soon as they are adopted unless otherwise directed by the members present at the Annual General Meeting.

**ARTICLE X. BORROWING**

The Association shall have no power to borrow.

**ARTICLE XI. AUDITOR**

The accounts of the BC CEC shall be examined, and their correctness ascertained by an auditor at the request of the Board of Directors.

**ARTICLE XII. DURATION AND DISSOLUTION**

Section 1. Duration

The duration of the BC CEC shall be perpetual unless the officers of the BC CEC unanimously determine that it shall be dissolved. The officers shall notify the membership that the BC CEC is to be dissolved.

Section 2. Disbursement of Assets upon Dissolution

Upon the dissolution and final liquidation of the BC CEC, the officers shall, after paying or making provision for the payment of all debts and liabilities of the BC CEC, distribute all of its assets to a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act (Canada)*, as may be determined by the members of the Society at the time of winding up or dissolution.

**ARTICLE XIII. PARLIAMENTARY PROCEDURE**

The rules of parliamentary practice in Robert's Rules of Order, Newly Revised, latest edition, shall govern the proceedings of the BC CEC subject to the special rules which have been or may be adopted.

**ARTICLE XIV. BYLAWS**

These bylaws shall not be altered or added to except by special resolution of the membership.