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**BYLAWS OF THE [State]**

# **SUBDIVISION OF EMOTIONAL AND BEHAVIORAL HEALTH**

# **ARTICLE I**

**Name**

**Section 1. Name and State of Incorporation**

The name of this organization shall be the \_\_STATE\_\_\_\_\_\_\_\_\_\_ Subdivision of Emotional and Behavioral Health (DEBH-STATE). This subdivision was incorporated under the laws of the state of \_\_\_\_ on [DATE].

**Section 2. Principal Office**

The principal office of the Subdivision is [ADDRESS]. The Subdivision may change its principal office as determined by the Executive Board from time to time.

**ARTICLE II**

**Purpose**

The primary purpose of this Subdivision shall be to advance the education of individuals with exceptionalities and to promote related educational, scientific, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Specifically, the Subdivision intends: To assist and provide support to the Division of Emotional and Behavioral Health (DEBH) for Exceptional Children (CEC) in all its efforts on behalf of persons with exceptionalities, and to participate in all appropriate governance activities of CEC subject to the general supervision and control of DEBH.

**ARTICLE** **III**

**Membership**

**Section 1. Qualifications**

Membership shall consist of DEBH dues paying individuals interested in the education of students with exceptionalities.

**Section 2. Minimum Membership Requirement**

The Subdivision shall maintain a minimum of ten (10) 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 Subdivision membership shall consist of all members of the Division of Emotional and Behavioral Health affiliated with this state. The Subdivision may not accept enrollments for state 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.

**ARTICLE IV**

**Relationship with DEBH**

**Section 1. Relationship to Division of Emotional and Behavioral Health**

Upon approval by DEBH, the Subdivision shall be affiliated with the DEBH, Council for Exceptional Children.

**Section 2. Fiscal Year and Administrative Term**

The fiscal year and administrative term of office shall be \_\_\_\_\_\_\_\_\_\_\_\_.

**ARTICLE V**

**Dues**

**Section 1. Payment of Dues**

Annual dues to the Council for Exceptional Children shall be payable in advance before the beginning of the individual’s membership year. Members whose dues are not paid by that date shall be dropped from membership in the organization.

**ARTICLE VI**

**Officers**

**Section 1. Elected Positions**

The officers of the Subdivision shall be duly elected by the membership no later than the Annual meeting and consist of a Past President, President,Vice President, Secretary, and Treasurer.

**Section 2. Appointed Positions**

The Executive Board may appoint additional positions as needed.

**Section 3. Prerequisite to Nomination and Election**

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

**Section 4. Succession**

At the expiration of term of office, the President shall automatically succeed to the Past President position and the Vice President Elect shall automatically succeed to the presidency.

**Section 5. Vacancies**

If a vacancy occurs in the office of President, the Vice President shall serve as acting President for the remainder of the term of office and shall become President at the beginning of the next term. A vacancy occurring in any office except President shall be filled by an appointment of the President, with the approval of the Subdivision Board for a member to serve only until the end of the current administrative year or until replaced by a duly elected successor or other exceptions approved by the Board.

**Section 6. Duties of Officers and CEC Representatives**

1. The powers and duties of the president shall be:
2. To serve as the chief executive officer of the Subdivision with the powers and duties usually belonging to such a position;
3. To give leadership to general policy making and carry out the directives of the membership;
4. To call and preside at the annual business meeting and all meetings of the Executive Board;
5. To recommend chairs of committees;
6. To be an ex-officio member of all committees
7. To represent the Subdivision in coordinating efforts with other Subdivisions of CEC, and other organizations; and
8. To submit the annual set of assurances to the Membership Support and Services Chair by January 1 each year.
9. The powers and duties of the vice president shall be:
10. To serve in the place of and with the authority of the president in case of the president’s absence or inability to serve; and
11. To develop the Subdivision’s program for the CEC annual convention, and plan other meetings according to the policies and directives of the Executive Board
12. The powers and duties of the secretary shall be:
13. To keep a careful record of the proceedings of the annual business meeting and the meetings of the Executive Board;
14. To carry on correspondence as necessary for the operation of the Subdivision’
15. To assume custody of all records except those specifically assigned to others;
16. To keep accurate lists of Executive Board and committee members; and
17. To transfer all records to the new secretary at the time of installation.
18. The powers and duties of the treasurer shall be:
19. To serve as custodian of the funds of the Subdivision;
20. To pay expenses approved by the Executive Board and on authorization of the president;
21. To make an annual report of the financial status of the Subdivision to the Executive Board and at the annual business meeting;
22. To prepare and submit an annual budget for approval by the Executive Board at the annual business meeting; and
23. To transfer all monies and records to the new treasurer within 15 days after installation.

**Section 7. Term of Office**

The immediate Past President, President, and Vice President shall serve one-year terms. The positions of Secretary and Treasurer will serve two-year terms. All terms of office shall coincide with the fiscal year.

**Section 8. Removal from Office**

An Officer may be removed by two-thirds of the members voting where a quorum is present. An Officer may resign at any time by providing written notice to the Executive Board.

**Article VII**

**Executive Board**

The Executive Board will consist of the six (6) elected officers. The Executive Board will provide leadership to the Subdivision and will plan and implement the annual conference. The Executive Board shall act for the Subdivision between Board meetings and report its actions to the Board at its next meeting.

**ARTICLE VIII**

**Annual Business Meeting**

**Section 1. Voting privilege**

Each member in good standing of the Subdivision attending the Annual Business Meeting is entitled to one vote.

**Section 2. Activities at the Annual Business Meeting**

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

**ARTICLE IX**

**Committees**

**Section 1. Standing and Ad Hoc Committees**

All committees are created with Board approval. One or more Board members shall participate on each committee. Committees report to the Board through a Board member on that committee. All recommendations and suggestions from committees received through the Board meeting agenda process will be reviewed by the Board.

**Section 2. Appointment of Committee Chairs**

The president shall appoint the chairperson of all committees.

**Section 3. Appointment of Committee Members**

The committee chairperson subject to approval by the President shall appoint committee members.

**Section 4. Responsibilities for Committees**

Policies, procedures and functions for all committees are to be established by the Board of the Subdivision.

**ARTICLE X**

**Meetings**

**Section 1. Board**

There shall be at least quarterly (4) meetings of the Board.

**Section 2. Annual Business Meeting**

There shall be at least one regular business meeting at the Annual Assembly/Conference

**Section 3. Special Meetings**

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

**ARTICLE XI**

**Parliamentary Procedure**

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

**ARTICLE XII**

**Amendments**

**Section 1. Submission of Proposed Amendments**

Any proposed amendment to these Bylaws shall be submitted in writing to the Secretary for review and presentation to the Board.

**Section 2. Review by Board**

The Board shall review and approve all proposed amendments.

**Section 3. Referral to the Annual Business Meeting**

All Board approved amendments shall be submitted to the membership in writing not less than 30 days prior to any meeting of the Annual Business Meeting. Written notice may be provided by email, posting on the Subdivision’s website, or other written or printed method.

## **Section 4. Final Action**

Any proposed amendment shall become a part of these Bylaws by a two-thirds of the votes cast at any legally constituted Business meeting of the members at which a quorum is present in person or by proxy.

**ARTICLE XI**

**Duration and Dissolution**

The duration of the Subdivision shall be perpetual unless the Board of the Subdivision unanimously determines that it should be dissolved. Upon the dissolution and final liquidation of the Subdivision, the Subdivision Board shall, if funds are available, pay or make provision for the payment of all the debts and liabilities of the Subdivision. The Subdivision will determine a recommendation as to the distribution of remaining assets at the time of dissolution with first consideration going to the Subdivision’s Foundation, if one exists, then to CEC, or other tax-exempt 501 (c)(3) organizations.