

**BYLAWS  
of  
DIVISION FOR EARLY CHILDHOOD**

**ARTICLE I – NAME**

Section 1.1 The name of this organization shall be the Division for Early Childhood of the Council for Exceptional Children (“Corporation” or “Division for Early Childhood”).

**ARTICLE II – PURPOSE**

Section 2.1 The Division for Early Childhood is a non-profit membership organization designed for individuals who work with or on behalf of children with special needs, birth through age eight, and their families. Founded in 1973, the Division is dedicated to promoting policies and evidence-based practices that support families and enhance the optimal development of children. Children with special needs include those who have disabilities, developmental delays, or are at risk of future developmental problems.

**ARTICLE III – MEMBERSHIP**

Section 3.1 All members of the Corporation shall be members of the Council for Exceptional Children (“CEC”).

Section 3.2 Membership shall consist of professional and student members and include all membership categories established by CEC.

Section 3.3 The policy pertaining to the membership year shall be consistent with the policy of CEC, and the period of membership for the Corporation member shall coincide with his/her membership in CEC.

Section 3.4 The Corporation shall maintain a minimum membership level consistent with current requirements established by CEC.

Section 3.5 Membership Voting. The corporation’s membership is international and widely dispersed. Therefore, all substantive issues requiring the vote of the membership as required under Montana law or otherwise shall be taken via a fair and convenient election process. All resolutions, election of officers or members-at-large, or actions of the membership pass upon the affirmative vote of the membership participating (returning ballots) in the election process.

Section 3.6 Proxies. At no time may any eligible general member vote by proxy of any kind.

Section 3.7 General Membership Privileges. Members shall have the following privileges:

- (a) Each voting Member, who is current on the assessment of any membership dues, shall be entitled to vote on every matter submitted to a vote of the Members. Members are not entitled to vote on any other issue or in any other election unless the Executive Board adopts a resolution submitting a particular issue to the Members for a vote, or authorizing the Members to vote in a particular election;
- (b) Each current Member, whether voting or not, is entitled to attend membership meetings;
- (c) Each Member is entitled to participate on Committees;
- (d) Each Member is entitled to participate in volunteer work activities; and
- (e) Members will not be liable for any of the debts or other obligations of the corporation.

Section 3.8 Annual Membership Meeting. The Executive Board shall convene an annual membership meeting in conjunction with other events that would likely attract members, in order to achieve efficiencies and maximize Member participation in the Annual Membership Meeting. Members will be given no more than 60 days notice or less than 20 days notice of the Annual Business Meeting. Members may take action on substantive matters at the Annual Membership Meeting if a quorum of the Membership attends in person. An affirmative vote of the quorum of Members attending the Annual Membership Meeting shall be sufficient to approve any action, resolution or election by the Members. Thirty percent (30%) of the voting Membership must be represented at a meeting of Members to constitute a quorum. Absent a quorum, Members may only receive and approve reports of the officers, Executive Board, or Executive Director, approve minutes, and adjourn the meeting.

Section 3.9 Special Membership Meetings. The Executive Board, or a majority of the Members, may call a special membership meeting for any purpose or purposes described in the meeting notice. If a majority of Members request a special meeting, they must do so in writing, and sign, date, and deliver the demand to any corporate officer at least ten (10) days before the corporation must give notice of the meeting; the President or Secretary shall then call the special meeting on these Members' behalf. For purposes of determining whether the Members have met the majority requirement, the record date is at the close of business on the thirtieth (30th) day before delivery of the demand or demands for a special meeting to any corporate officer.

Section 3.10 Membership Meetings by Electronic Communication. Members of the corporation may participate in a membership meeting, if authorized by the Executive Board, by means of a conference telephone or similar electronic communications equipment, provided all persons entitled to participate in the meeting received proper notice of the meeting, and provided all persons participating in the meeting can hear each other at the same time. A Member

participating in a conference telephone meeting is deemed present in person at the meeting. The chairperson of the meeting may establish reasonable rules as to conducting business at any meeting using electronic communication devices.

Section 3.11 Place of Membership Meeting. The Executive Board may designate any place either within or outside the State of Montana as the meeting place for any annual or special meeting of the Members. If the Executive Board does not designate a meeting place, then the Members shall meet at the principal office of the corporation in Montana.

#### **ARTICLE IV - DUES**

Section 4.1. Members are required to pay dues comprised as follows: (a) CEC dues in accordance with CEC policy, and (b) additional membership dues as set by the Executive Board.

#### **ARTICLE V - EXECUTIVE BOARD**

Section 5.1 All corporate powers are exercised by or under the authority of the Executive Board. The business, affairs and property of the corporation will be generally managed and supervised by the Executive Board. The Executive Board may delegate the authority for specific supervision and management to the officers or executive director. The Executive Board will consist of a minimum of seven (7) members and no more than eleven (11) members. All Executive Board members shall be elected by a simple majority of those DEC members voting.

Section 5.2 The Executive Board shall be comprised of: the President, the President-Elect, Vice-President, the immediate Past-President, the Secretary, and the Treasurer, with the remaining positions filled by Members-at-Large.

Section 5.3 The Members-at Large shall serve a term of three years on staggered rotation. Other than the secretary and treasurer, an elected officer cannot succeed him/herself in the same office until after the expiration of one administrative year, provided that this shall not apply in the case of an officer selected to fill any portion of an unexpired term.

Section 5.4 Meetings. The Executive Board shall meet at least once a year. This meeting shall be called by the President, or upon the signature of a majority of the Executive Board. Regular meetings of the Board may be held without notice at such times and places as the Executive Board may fix from time to time by resolution. Special meetings of the Board may be called by any member thereof upon not less than five (5) day's notice stating the place, date and hour of the meeting, which notice may be written, oral or email, and if mailed, will be deemed to be delivered when deposited in the United States mail addressed to the

member of the Board at a business address or sent via email to the member of the Board at their email address. Any member of the Board may waive notice of any meeting, and no notice of any meeting need be given to any member of the Board who attends in person. The notice of a meeting of the Executive Board need not state the business proposed to be transacted at the meeting.

- Section 5.5 Addresses for Notices. Each Executive Board member will advise the corporation from time to time of the address, fax number, email address or telephone number to which notices of meetings will be sent, and notices will be effective if sent to that Executive Board member at that address, fax number, email address or telephone number.
- Section 5.6 Quorum. Sixty percent (60%) of Executive Board members shall constitute a quorum for the Executive Board .
- Section 5.7 Acting without Assembling. Any action which may be taken at a meeting of the Executive Board may also be taken by means of conference telephones or similar electronic communications equipment.
- Section 5.8 Action without a Meeting. Any action required to be taken at a meeting of the Executive Board may be taken without a meeting if consent in writing (email is sufficient) setting forth the action so taken is signed by all of the Executive Board members then in office. Any such written consent may be executed in any number of counterparts and will have the same effect as an affirmative vote by a Executive Board member. The results of the action will be inserted in the minute book as if it were the minutes of a Executive Board members' meeting.
- Section 5.9 All members of the Executive Board must be members in good standing of DEC at the time of their nomination and election and remain so throughout their term of office.
- Section 5.10 The administrative term shall be July 1 through June 30.
- Section 5.11 Vacancy.
- a. In the event that an Executive Board member resigns before completing his or her full term, the Executive Board will at its sole discretion appoint a replacement Executive Board member to serve the remaining part of the term.
  - b. If the resignation causes the total number of Executive Board members to fall below a quorum, the Executive Board shall promptly appoint a replacement Executive Board member.
  - c. The person so appointed, having served the remaining term, may choose to run for election for one additional term. If the person so appointed is filling the position of Secretary or Treasurer, and that person came in past half term, that person can complete that term and still be eligible for a full two terms thereafter.

- Section 5.12 Removal from office.
- a. Upon a majority vote of the full Executive Board, the Executive Board will remove an Executive Board member from office for inability or failure to perform the function of an Executive Board member as determined by the Executive Board and outlined in Executive Board policies.
  - b. An Executive Board member removes him or herself from office by submitting a written notice of resignation to the Executive Board.
- Section 5.13 The Executive Board will govern the Association using the Policy Governance® model.

## **ARTICLE VI - OFFICERS**

- Section 6.1 The officers of this organization shall be a President, an immediate Past-President, a President-Elect, a Vice-President, a Secretary, and a Treasurer.
- Section 6.2 Terms. The term of office of the President, President-Elect, immediate Past-President, and Vice-President is one year. The terms of the Secretary and Treasurer are three years. The term of each officer shall run until the qualification of a successor. The Vice-President, at the expiration of the term as Vice-President, succeeds to the office of the President-Elect. The President-Elect, at the expiration of the term as President-Elect, succeeds to the office of the President. The President, at the expiration of the term as President, succeeds to the office of the immediate Past-President.

## **ARTICLE VII - DUTIES OF THE EXECUTIVE BOARD**

- Section 7.1 The duties of the Executive Board are set forth by Montana statute (i.e. Mont. Code Ann. § 35-2-414, -416, & -418). Additional duties may be specified in the corporation's Executive Board policies.

## **ARTICLE VIII - CORPORATE RECORDS**

- Section 8.1 Corporate Minutes and Accounting. The corporation shall keep a permanent record of the minutes of all meetings of its Members and Executive Board, a record of all actions taken by the Members or Executive Board without a meeting, and a record of all actions taken by a committee of the Executive Board acting in place of the Board and on behalf of the corporation. The corporation shall maintain appropriate accounting records.
- Section 8.2 Corporate Membership List. The corporation shall maintain a record of the Members' names and contact information. The records shall be maintained in

written form or in another form capable of conversion into written form within a reasonable time.

- Section 8.4 Other Corporate Records. The corporation shall keep a copy of the following records at its principal office or at a location from which the records may be recovered within two (2) business days:
- (a) Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
  - (b) Bylaws or Restated Bylaws and all amendments to them currently in effect;
  - (c) resolutions adopted by the Executive Board;
  - (d) minutes of all membership meetings, and records of all actions taken by Members without a meeting, for the past three (3) years;
  - (e) financial statement furnished for the past three (3) years to the Members;
  - (f) a list of the names and business addresses of its current Executive Board members and Officers; and,
  - (g) the most recent annual report delivered to the Secretary of State.

#### **ARTICLE IX - PARLIAMENTARY RULES**

- Section 9.1 The rules of parliamentary procedure as compiled in Robert's Rules of Order, Newly Revised, shall govern all meetings of this corporation subject to the special rules which have been or may be adopted.

#### **ARTICLE X - AMENDMENTS**

- Section 10.1 These bylaws may be amended by a mail or electronic vote and must pass by two-thirds majority of the members voting.
- Section 10.2 Proposed amendments to the bylaws must be petitioned by ten (10) active members and circulated by mail or electronic means to the active membership within eight (8) months thereafter, for a vote. All proposed amendments must be submitted to the president.

#### **ARTICLE XI - CORPORATE ACTS**

- Section 11.1 Gifts. The Executive Board may accept on behalf of the corporation any contribution, gift, bequest, or devise granted to further the purposes of the corporation.

- Section 11.2 Contracts. The Executive Board may authorize any officer or officers or agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 11.3 Loans. No loans will be contracted on behalf of the corporation and no evidence of indebtedness will be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.
- Section 11.4 Checks and drafts. All checks, drafts, notes, or other orders for the payment of money or evidences of indebtedness issued in the name of the corporation will be signed by such officer, officers, agent or agents of the corporation and in such manner as will from time to time be established by resolution of the Executive Board.
- Section 11.5 Deposits. All funds of the corporation not otherwise employed will be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Executive Board may select.
- Section 11.6 Contracts in which Executive Board Members have an Interest. No contract or other transaction of the corporation will be invalidated or affected by (i) the fact that any Director, individually or jointly with others, may be a party to or have a personal interest in the contract or transaction, or (ii) the fact any Director of the corporation has an interest in or is a Director or officer of one of the other parties to the transaction; and each person who may become a Director of this corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any entity in which he may have an interest; provided, that the director fully reveals his interest in the contract or transaction to the Executive Board, and that the contract or transaction is authorized, approved or ratified by a majority of the Executive Board members present at the meeting who do not have any interest in the transaction. In addition to this provision all Executive Board members shall abide by any Conflict of Interest policies adopted by resolution and enacted by the Board.
- Section 11.7 Non-liability of Executive Board members and Officers. The Executive Board members and officers of the corporation will not be liable for the debts and obligations of the corporation unless they expressly agree to assume any of such debts or obligations.
- Section 11.8 Prohibition of Loans to Executive Board members and Officers. No loans will be made by the corporation to its directors or officers. Any Executive Board members or officer who assents to or participates in the making of any such loan

will be liable to the corporation for the amount of such loan until the loan is repaid.

Section 11.9 Prohibited Activities. If applicable, notwithstanding any other provision of these Bylaws, no Executive Board member, officer, employee, or agent of the corporation will take any action or carry on any activity by or on behalf of the corporation which is not permitted to be carried on by an organization exempt under the Internal Revenue Code and its Regulations, as they now exist or may hereafter be amended.

## **ARTICLE XII - INDEMNIFICATION AND INSURANCE**

Section 12.1 Indemnification. The Corporation will indemnify and advance expenses for Executive Board members and officers when permitted by Montana Code Annotated §§ 35-2-446 through 35-2-454 and 35-2-912, as those statutes may be amended in the future.

Section 12.2 Insurance. The Corporation may purchase and maintain Directors and Officers insurance covering all Executive Board members and officers of the corporation, in amounts and with the coverage which the Executive Board considers prudent and commercially reasonable.

## **ARTICLE XIII - DISSOLUTION**

Section 13.1 In the event of dissolution of this organization, the Executive Board shall, after payment of all liabilities of the Corporation, dispose of all the assets of the Corporation by: forwarding them to The Council for Exceptional Children (a non-profit corporation) with a request that they be retained in a non-interest bearing account and made available to the Corporation should it ever be recognized.