

**CALIFORNIA**  
**COUNCIL FOR EXCEPTIONAL CHILDREN**

**BYLAWS**

**ARTICLE I**

**NAME, OFFICE, AND PURPOSE**

**Section 1: NAME.**

The Corporation shall be known as the California Council for Exceptional Children and shall hereinafter be referred to as CACEC. The Council for Exceptional Children shall hereinafter be referred to as “The Council”.

**Section 2. OFFICIAL ADDRESS.**

The official address of CACEC shall be established by the office of the Treasurer. CACEC may also establish and maintain such other office addresses, as the Executive Committee shall designate.

**Section 3. PURPOSE.**

The purposes of CACEC shall be as set forth in the Articles of Incorporation, as amended.

**ARTICLE II**

**GOVERNING AUTHORITY**

**Section 1. ARTICLES OF INCORPORATION.**

CACEC is incorporated under the laws of the State of California pursuant to and in conformity with sections of the Corporations Code of the State of California relating to non-profit corporations. Corporate Directors’ names are to be filed with the Secretary of State.

**Section 2. BYLAWS.**

CACEC shall be governed by these Bylaws as amended in accordance with the provisions hereof. These Bylaws shall not conflict the Articles of Incorporation of CACEC or the Constitution and Bylaws of The Council.

**ARTICLE III**  
**ORGANIZATIONAL STRUCTURE**

**Section 1. AFFILIATION.**

CACEC is a unit within The Council.

**Section 2. GENERAL STRUCTURE.**

The general structure of CACEC shall consist of a duly organized, independently functioning organization composed of qualified members of The Council. CACEC shall recognize Independent Chapters. Independent Chapters are chapters granted autonomy pursuant to provisions of these Bylaws and the Procedural Handbook. Independent Chapters will each have independent representation on the Board of Directors.

**Section 3. FISCAL YEAR AND ADMINISTRATIVE TERM.**

The fiscal year and administrative terms of office shall begin on July 1<sup>st</sup> and continue through June 30<sup>th</sup> of the succeeding year.

**Section 4. STRUCTURAL COMPONENTS.**

The structural components of CACEC shall be:

- A. Executive Committee (Elected Officers).
- B. The Board of Directors (hereinafter referred to as the “Board”) consisting of elected officers, committee chairpersons, and independent chapter representatives.
- C. Independent Chapters.
- D. Local Chapters.
- E. Unaffiliated Members.
- F. Students Association Chapters.
- G. Subdivisions.

**Section 5. RESTRICTIONS.**

No individual or body of any of the above listed components of CACEC structure shall bind CACEC or The Council except as provided by CACEC procedure handbook.

**ARTICLE IV**  
**OFFICERS**

**Section 1. OFFICERS.**

The officers of CACEC shall be the President, President Elect, Immediate Past President, Secretary, Treasurer, Council Assembly Representatives (2), and the Student Representative. These officers shall constitute the Executive Committee. No individual shall simultaneously hold more than one office.

**Section 2. ELIGIBILITY FOR OFFICE.**

Officers of CACEC shall have been members in good standing of The Council of two (2) consecutive years immediately preceding their nomination, shall have consented to serve, and shall maintain membership in the Council throughout the term(s) of office. Failure to maintain such membership is due cause for immediate removal from office. The Student Representative must be a current member of The Council and enrolled in a college/university program.

**Section 3. ELECTION TO OFFICE.**

The election to office shall be as follows:

**Officers.** An officer of CACEC shall be elected by a vote of the membership and shall hold office for a two (2) year term or until a successor is elected.

1. The President Elect shall be elected for a two (2) year term, then succeed in the office of President for two (2) years, and then serve as Immediate Past-President for two (2) years.
2. The Secretary shall be elected for a two (2) year term elected in odd numbered years.
3. The Treasurer shall be elected for a two (2) year term elected in even numbered years. Notwithstanding other provisions of these Bylaws, the Treasurer may be re-elected for more than two (2) terms.
4. One Council Assembly Representative shall be elected in odd numbered years and one Council Assembly Representative shall be elected in the even numbered years, each for a two (2) year term.

Council Assembly Representatives may serve no more than two (2) consecutive terms for a total of four (4) years.

5. **Term of Office.** The terms of office shall commence on the July 1<sup>st</sup> immediately following their election to office.

#### **Section 4. OFFICER VACANCIES.**

The filling of vacancies shall be as follows:

- A. **Vacancy in the office of President.** If, before the expiration of the term to which elected, the President resigns or is unable to carry out the duties of the office, the President-Elect shall succeed to the office of President for the un-expired portion of the term and also complete the successive term.
- B. **Vacancy in Other Offices.** All other CACEC elected offices where vacancies are created by resignation or the inability to carry out the duties of the office to which elected, shall be filled by appointment of the Executive Committee to complete the term of office.

#### **Section 5. GENERAL DUTIES OF OFFICERS.**

- A. In addition to the rights and duties provided elsewhere in these Bylaws, the Procedural Handbook, or as custom or parliamentary usage may require, the officers have the rights and duties respectively assigned to them in the succeeding sections of these bylaws;
- B. All officers, except the President, shall be voting members of the Executive Committee and the Board. The President shall vote only to break a tie.
- C. **Restrictions on Officers.** No officer shall succeed in the same office, after having served two consecutive elected terms to the office, unless otherwise specified in these Bylaws.

#### **Section 6. EXECUTIVE COMMITTEE**

- A. The Executive Committee may screen, employ, assign duties, supervise, evaluate, and discharge employees of CACEC.

- B. The Executive Committee may conduct whatever urgent business and take whatever urgent action it deems necessary for the benefit of CACEC and shall immediately inform the other members of the board of its deliberations and actions.
- C. **Meetings.** Meetings of the Executive Committee shall be called by the President. Upon petition by no fewer than four (4) of the Executive Committee, the President shall call a meeting to be held within fifteen (15) days.
- D. **Restrictions.** The restrictions upon Executive Committee meetings are:
  - 1. Meetings shall be open to members of CACEC except when personnel matters or matters of possible litigation are discussed. In such instances, the Executive Committee may meet in closed or executive session.
  - 2. Members of CACEC, other than members of the Executive Committee, may be recognized by the President to speak on a matter before the Executive Committee.
  - 3. Only the Officers of CACEC may vote on matters before the Executive Committee.
- E. **Executive Director.** The Executive Committee shall select the Executive Director.
  - 1. The Executive Director shall have held office at the state and/or national level.
  - 2. The Executive Director is a non-voting member of the Board.
  - 3. The duties of the Executive Director shall be determined by the Executive Committee.

**Section 7. PRESIDENT.** The President shall:

- A. Be the chief executive of CACEC.
- B. Call and preside at meetings of the Executive Committee and the Board.

- C. Shall prepare the agenda for the Executive Committee and the Board.
- D. With the advice and consent of the Board, appoint the Parliamentarian and the Chairs of all committees of CACEC as stipulated in these Bylaws.
- E. Provide for cooperation, participation, and representation of CACEC with other agencies having similar interests and/or purposes.
- F. Be empowered to take executive action in matters of such urgency that they cannot be deferred to the next scheduled meeting of the Executive Committee or the Board. Any action taken must be reported by the President to the Executive Committee and the Board at the next meeting of each body.
- G. Submit any reports required by The Council.
- H. Be an ex-officio member of all committees except the Nominations Committee.
- I. Call emergency meetings of the Executive Committee or the Board.
- J. Co-sign with the Treasurer all contracts and other fiscally binding agreements into which CACEC may enter.

**Section 8. PRESIDENT-ELECT,** The President-Elect shall:

- A. Preside for the President, in case of absence or disability or upon the request of the President.
- B. Serve as a member of CACEC's Professional Development Committee.
- C. Serve as a member of CACEC's Membership and Unit Development Committee.
- D. Serve in such capacities and perform such duties as the President may assign.

**Section 9. SECRETARY.** The Secretary shall:

- A. Record the proceedings of the Executive Committee and the Board.
- B. Prepare and distribute draft minutes of the proceedings of the Executive Committee and Board meetings within thirty (30) days of the meeting(s).

- C. Maintain complete and accurate records of all minute summaries of all Executive Committee and Board meetings in an electronic format approved by the Executive Committee.
- D. Forward all electronic records to the Archival/History Committee on an annual basis.
- E. Serve in such capacities and perform such duties as the President may assign.

**Section 10. TREASURER.** The Treasurer shall:

- A. Receive and maintain all funds for CACEC.
- B. Keep true and accurate accounts of all receipts and disbursements of CACEC.
- C. Provide a regular financial report, in writing, to the Board.
- D. Submit the accounts for annual review by a Certified Public Accountant.
- E. Pay all of CACEC's financial obligations as per the policies and procedures of CACEC and/or pursuant to actions taken by the board.
- F. Serve as an ex-officio member of the Budget/Finance and Scholarship Committees.
- G. Co-sign with the President all contracts and other fiscally binding agreements into which CACEC may enter.
- H. Serve in such capacities and perform such duties as the President may assign.

**Section 11. IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall:

- A. Serve as the Chair of the Nominations and Elections Committee.
- B. Serve as the Chair of the Scholarship Committee.
- C. Serve in such capacities and perform such duties as the President may assign.

**Section 12. COUNCIL REPRESENTATIVE ASSEMBLY MEMBERS.** The Council Representative Assembly Members shall:

- A. Be CACEC's official representatives to the Council Representative Assembly.

- B. Provide written reports of the business of The Council Representative Assembly to the Board.
- C. Act on behalf of CACEC in matters before The Council Representative Assembly as directed by the Board, or the Executive Committee or as may be required.
- D. Serve in such capacities and perform such duties as the President may assign.

**Section 13. REMOVAL FROM OFFICE.** The procedure for removing an officer shall be pursued through each step by the officer who receives the original petition. The procedure shall be:

- A. A petition for removal of a CACEC officer shall be signed by at least fifteen (15%) of the membership and submitted, in writing, to the President. If the President is the subject of the petition, all responsibilities assigned to the President in Section 7 and Section 12 of this article will be assigned to the President-Elect.
- B. The President shall within seven (7) days, notify each member of the Board, in writing, of the receipt of such petition, solicit relevant evidence from all parties concerned, and call a special meeting of the Board to consider the matter within thirty (3) days following receipt of the petition.
- C. At the Board meeting, an opportunity shall be made available to all interested parties to present any relevant evidence. A two-thirds (2/3) majority vote of the members present, provided there is a quorum, is necessary for removal of the officer.
- D. The officer being considered for removal shall be provided with the results of the Board action, in writing, within seven (7) days.
- E. Upon receipt of written notification of removal, the officer concerned shall have fifteen (15) days to submit to the President written notice of appeal.
- F. Within seven (7) days following receipt of a valid written notice of appeal, the President shall, in writing, call a meeting of an Appeal Board. The Appeal Board shall consist of two (2) representatives of the general membership from each of the geographical regions, selected by the



President and shall meet within thirty (30) days following receipt of the notice of appeal. The President shall serve as the chair of the Appeal Board or may designate a chair.

- 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 (2/3) majority vote of the members of the Appeal Board, provided there is a quorum, is necessary to overturn the Executive Committee's decision and to 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 (7) days.
- I. All correspondence in accordance with the procedures must be sent by certified return receipt requested through the United States Postal Service. The return receipt must be kept on file as part of the record.
- J. All correspondence, minutes, and records of this procedure shall be destroyed within thirty (30) days should the officer be reinstated.
- K. Any officer found guilty or convicted of a felony shall be immediately removed from the Executive Committee and Board of Directors.

#### **Section 14. INDEMNIFICATION**

- A. CACEC agrees to indemnify, defend and save harmless its agents (i.e. officers, committee chairs, committee members, and executive director) from and against all liability, loss, cost or expenses (including attorney's fees) by reason of liability imposed upon the organization, arising out of or related to CACEC's activities, whether caused by or contributed to by the agents indemnified herein, unless caused by the sole negligence of the agent indemnified herein.
- B. CACEC shall have the power to purchase and maintain insurance on behalf of any agents of the organization to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

**ARTICLE V**  
**INDEPENDENT CHAPTER REPRESENTATIVES**

**Section 1. DEFINITION.**

Chapters having one hundred (100) or more members may seek the status of Independent Chapter. If granted by the Board, the Independent Chapter shall have a representative seat on the Board so long as they maintain a membership of no less than one hundred (100) members. Failure to maintain a membership of no less than one hundred (100) members shall result in a forfeiture of its Independent Chapter status. When membership in the chapter returns to one hundred (100) members, the chapter may once again seek Independent Chapter status.

**Section 2. DUTIES AND OBLIGATIONS.**

- A. Serve as the communication link between the Chapter and CACEC.
- B. Will serve as a voting member of the Board.
- C. Serve in such capacities and perform such duties as the CACEC President may assign.

**Section 3. APPOINTMENT.**

Independent Chapters shall appoint their representative to the CACEC Board.

**Section 4. ELIGIBILITY FOR OFFICE.**

Independent Chapter Representatives shall be a member in good standing of The Council for at least two (2) years prior to their appointment and shall maintain such membership.

**Section 5. REMOVAL FROM OFFICE.**

Removal shall be in accordance with procedures determined by the Independent Chapter. Any change in Representative shall be reported immediately to the CACEC President.

**ARTICLE VI**  
**THE BOARD**

**Section 1. COMPOSITION.**

Voting Members. The Board shall be composed of the Elected Officers, Standing Committee Chairs and Independent Chapter Representatives.

## **Section 2. GENERAL POWERS.**

The general powers of the Board shall be:

- A. To conduct the business of CACEC.
- B. To approve all committee appointments.
- C. To approve appointments of persons to represent CACEC.
- D. To adopt the budget of CACEC.
- E. To initiate special projects and activities.
- F. To screen, employ, assign duties, supervise, evaluate, and discharge employees.
- G. To authorize such standing, ad hoc, special, and advisory committees as are deemed necessary to fulfill the functions of CACEC.
- H. To be responsible for having an annual review of financial records by Certified Public Accountant.
- I. To determine policies and procedures of CACEC's professional development activities.
- J. To determine policies and procedures of CACEC.
- K. To consider and recommend proposed amendments to the Bylaws.
- L. To review proposed amendments to the Articles of Incorporation.
- M. To collaborate with The Council in order to carry out its purpose and ideas for the welfare of exceptional children and youth.

## **Section 3. MEETINGS.**

- A. The meetings of the Board shall be called by the President.
- B. Meetings may be conducted telephonically or through other forms of electronic media.
- C. Meetings shall be open to members of CAC except that when personnel matters or matters of possible litigation are discussed, the meetings may be conducted in closed or executive session.
- D. In addition to members of the board members of CACEC may be recognized by the President for further discussion on the matter before the Board.

## **Section 4. QUORUM.**

The quorum of the Board shall be a simple majority of the voting members. Once a quorum has been established, it shall be considered in effect until adjournment.

**Section 5. MINUTES.**

The minutes of the Board shall be kept by the Secretary.

- A. The Secretary shall prepare and distribute draft minutes of the proceedings of the Board within thirty (30) days following the meeting.
- B. The Board shall review the minutes for corrections prior to the next meeting. Final approval of the minutes will occur at the next scheduled Board meeting.

**Section 6. VOTING.**

The voting procedure of the Board shall be:

- A. All voting members of the Board shall have only one (1) vote and proxy voting shall not be permitted.
- B. Electronic voting is permitted. Any action via electronic vote will be confirmed at the next regular board meeting.
- C. Majority of those voting shall elect or decide a motion.
- D. No member of the Board shall be allowed to vote should it be found that his/her current membership in The Council has expired.
- E. The President shall only vote to break a tie.

**Section 8. EXECUTIVE SESSIONS.**

Participants shall be limited to the members of the Board except by invitation by the Executive Committee. Such an invitation shall be based on the information which the invitee may possess which would assist the Board in its deliberation.

**ARTICLE VII  
MEMBERSHIP**

**Section 1. COMPOSITION.**

The membership shall consist of members of The Council residing in California. The categories of membership are established by The Council and are the membership requirements of CACEC.

**Section 2. UNIFIED MEMBERSHIP.**

All members of CACEC must also be members of The Council.

**Section 3. DUES.**

The cost of annual dues is determined by The Council and apply to CACEC membership.

**Section 4. RIGHTS OF MEMBERS.**

CACEC shall be governed by these Bylaws as amended in accordance with the provisions hereof.

**ARTICLE VIII  
CHAPTERS**

**Section 1. DEFINITION.**

A Chapter, as set forth in these Bylaws shall be a:

- A. Local Chapter,
- B. Independent Chapter,
- C. Student Chapter made up of student members as defined by The Council.

**Section 2. REQUIREMENTS OF A CHAPTER.**

- A. Identify and maintain a minimum membership of twenty (20) members.  
Student chapters shall identify and maintain a minimum membership of ten (10) members.
- B. Maintain unified membership. All Chapters' members must also be members of The Council.
- C. Be recognized by CACEC.
- D. Abide by all official decisions of CACEC and The Council.
- E. Maintain the Chapter Constitution and Bylaws and submit a statement of assurance of such to CACEC.
- F. Submit a copy of the Chapter Constitution and Bylaws to CACEC upon request.
- G. Conduct all business transactions within the framework of provisions established in the officially adopted Bylaws of the Chapter, CACEC, and The Council.
- H. Operate a broad, active program in keeping with the general purpose of The Council and CACEC.

- I. Submit an annual statement including a summary of conducted activities and a list of officers with addresses to CACEC.

**Section 3. RECOGNITION OF A NEW CHAPTER.**

Recognition as a Chapter is achieved by successful completion of requirements.

**Section 4. PRIVILEGES OF A CHAPTER.**

A chapter shall have the following privileges:

- A. Plan its own professional programs and develop its own projects.
- B. Independent Chapters shall have the privilege to have a representative serving as a member of the Board.

**ARTICLE IX  
SUBDIVISIONS**

**Section 1. DEFINITION.**

A Subdivision is a group of CACEC members who share a common interest with one of the Council's Divisions and who maintain membership in the Division of shared interest. Subdivisions may develop their own professional programs and collaborate with the Board in matters of mutual interest.

**Section 2. RECOGNITION.**

Recognition as a Subdivision is achieved by completion of the following procedures that include:

- A. Submit the official certificate from the specific CEC Division to the Board requesting acceptance by CACEC as an official Subdivision and the CEC Division.
- B. Include a list of officers and members of the Subdivision and their addresses.
- C. All members of the Subdivision must be members of The Council and the appropriate Division of the Council.

**ARTICLE X  
COMMITTEES**

**Section 1. CATEGORIES OF COMMITTEES.**

Committees of CACEC shall be Standing or Ad Hoc.

**Section 2. QUALIFICATIONS OF MEMBERS.**

The following qualifications shall apply to members of all committees.

- A. Any member may be appointed as chair or member of a committee provided that individual has been a member, in good standing, of CACEC for at least one (1) year prior to appointment.
- B. Committee chairs shall be appointed by the President for a term of two (2) years, except as provided elsewhere in these Bylaws, and may be reappointed except as provided elsewhere in these Bylaws.

**Section 3. STANDING COMMITTEES.**

The standing committees of CACEC shall be:

- A. Archival/History.
- B. Budget/Finance.
- C. Professional Development
- D. Elections and Nominations.
- E. Governmental Relations.
- F. Membership and Unit Development.
- G. Scholarship.
- H. Yes I Can! Awards

**Section 4. COMPOSITION AND DUTIES OF CACEC STANDING COMMITTEES.**

**A. ARCHIVAL/HISTORY**

- 1. Shall be composed of a Chair and other members as the Chair deems advisable. The Chair and members shall be appointed for two (2) year terms and may be re-appointed.
- 2. Shall be responsible for updating CACEC's written history.
- 3. Maintain a copy of CACEC's Bylaws and procedural Handbook as a permanent part of the records of CACEC.
- 4. Shall present an annual written report to the Board.

**B. BUDGET/FINANCE COMMITTEE.**

1. Shall compose of a Chair and other members as the Chair deems advisable. The chair and members of the Committee shall be appointed for a term of two (2) years and may be reappointed.
2. Shall present an annual budget to the meeting of the Board immediately preceding the end of the fiscal year.
3. CACEC's Treasurer shall serve as an ex-officio member of the committee.

C. PROFESSIONAL DEVELOPMENT COMMITTEE.

1. Shall be composed of a Chair and other members as the Chair deems necessary. The Chair shall be appointed for a two (2) year term and may be reappointed.
2. Shall be responsible for planning and implementing a program of professional development, including the CACEC State Conference, workshops, and webinars.
3. Shall update and provide content to the CACEC website.
4. Shall report to the Board when directed or requested to do so by the President.
5. Shall present an annual written report to the Board.

D. ELECTIONS AND NOMINATIONS COMMITTEE.

The committee shall be composed of the Immediate Past-President and other members as the Chair deems necessary.

a. NOMINATIONS

- i. Request and accept recommendations and communication of support from the general membership of the names of members qualified for elective offices, as set forth in these Bylaws.
- ii. Obtain consent to serve from the nominees.
- iii. Develop and present a slate of candidates to the Board.

b. ELECTIONS



- i. The eligible voting membership of CACEC elects the officers by majority vote on a fixed cycle basis as defined in these Bylaws.
- ii. Elections shall be conducted pursuant to procedures outlined in the Procedure Handbook.
- iii. In the event of a tie, the Board will make the selection by secret ballot, using either non-electronics, electronic, or other means. The nominee for the specified position receiving the highest number of votes from the members on the Board in this election shall be declared the winner.

E. GOVERNMENTAL RELATIONS COMMITTEE.

1. Shall be composed of The Children and Youth Advocacy Network (CAN) Coordinator who shall serve as Chair, and other members as the Chair deems necessary. The Chair and members shall be appointed for two (2) year terms and may be reappointed.
2. Shall make recommendations regarding legislative and regulatory proposals that pertain to the stated purposes of CACEC.
3. The committee's work shall not be in conflict with the Internal Revenue Service rules.
4. The CAN Coordinator shall serve as the liaison between the committee and The Council's political action network.
5. Shall present an annual written report to the Board.

F. MEMBERSHIP AND UNIT DEVELOPMENT COMMITTEE.

1. Shall be composed of a Chair appointed for a two (2) year term, and other members as the Chair deems necessary.
2. Shall be responsible for the coordination and distribution of information materials and ideas for the promotion of membership, including the organization of new Chapters and Subdivisions.

3. Shall present an annual written report to the Board.

**G. SCHOLARSHIP COMMITTEE.**

1. Shall be composed of a Past President and other members as the Chair deems necessary.

2. Shall be responsible for seeking nominations and selecting the award recipient(s).

3. Shall publicize the names and relevant information regarding the scholarship recipients.

4. Shall present an annual written report to the Board.

**I. YES I CAN! AWARDS.**

1. Shall be composed of a Chair and other members as the Chair deems necessary.

2. Shall seek nominations for the awards, select the winners, and arrange for the presentation of the awards.

3. Shall report to the Board when requested by the President.

4. Shall present an annual written report to the Board.

**Section 5. COMPOSITION AND DUTIES OF AD HOC COMMITTEE**

The President shall appoint Ad Hoc committees and assign duties as are deemed advisable, in accordance with these Bylaws.

**Section 6. AD HOC COMMITTEES.** Ad Hoc committees of CACEC shall be:

**A. BYLAWS/GOVERNANCE COMMITTEE.**

a. Shall be composed of a Chair and such members as the Chair deems advisable.

b. Receive proposed amendments and prepare them for presentation to the Board.

c. Interpret the Bylaws for the general membership.

d. Forward a current copy of the Bylaws to the Council's Membership and Unit Development Committee.

e. Procedures for changes in the Bylaws:

- i. Recommendations for amendment of the Bylaws can be submitted, in writing, with an accompanying rationale for the proposed change, by any individual member or the Board to the chair of the Bylaws/Governance Committee.
- ii. The Bylaws/Governance Committee, as a group, shall process the submitted recommendation for amendment in accordance with procedures outlined in the Procedure Handbook.
- iii. C. The Bylaws/Governance Committee may, on its own volition, develop proposed amendments to the Bylaws.
- iv. The proposed amendment or reworded proposed amendment, the supporting and opposing rationale, and the Committee's recommendation shall be compiled by the Bylaws/Governance Committee and transmitted to the Board.
- v. The Chair of the Bylaws/Governance Committee, or designee, shall attend the meeting of the Board in order to answer any questions or clarify any issues that might arise regarding the proposed amendments.
- vi. Upon approval, changes to the Bylaws will be sent to the members of the Board.

## **ARTICLE XI**

### **EMPLOYEE**

CACEC may employ individuals, as it deems necessary, to carry out its goals and purposes. These employees will perform such functions as may be assigned by the Board.

## **ARTICLE XII**

### **DISSOLUTIONMENT**

Upon disillusionment of CACEC, the assets of the corporation shall be disposed of as prescribed in the Articles of Incorporation as amended.

### **ARTICLE XIII**

#### **RULES**

The rules contained in ROBERT’S RULES OF ORDER, newly revised, shall govern S-CEC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

### **ARTICLE XIV**

#### **AMENDMENTS**

These Bylaws may be amended by a two-thirds vote of the Board, provided any proposed amendment:

- A. Has been submitted, in writing, to the Chair of the Bylaws/Governance Committee.
- B. Has been formulated by the Bylaws/Governance Committee in accordance with the provisions of the Procedural Handbook and transmitted to the Board at least thirty (30) days prior to the Board meeting at which it is to be acted upon.

### **ARTICLE XV**

#### **REPEAL OF PREVIOUS BYLAWS**

Upon adoption of these Bylaws, the following are repealed:

- A. All Bylaws in force at that time.
- B. All previous motions of record and rules and regulations in conflict therewith provided, however, that all elected officers and committee members now in office shall continue their incumbency for their elected terms.

## **ATTACHMENT A: ACTIVITY RECORD**

AMENDED: November,1978 by the Assembly in the City and County of Sacramento, California; Amendments effective as of July 1, 1979.

AMENDED: November,1979, by the Assembly at the State Federation Meeting in the City of Anaheim, County of Orange, California.

AMENDED: May,1980, by the Board of Directors, in the City and County of San Diego, California.

AMENDED: November,1980, by the Board of Directors, in the City and County of Fresno, California.

AMENDED: May,1981, by the Board of Directors, in the City of Oakland, County of Alameda, California.

AMENDED: November,1982, by the Assembly in the City and County of Monterey, California.

AMENDED: May,1986, by the Board of Directors, in the City and County of Los Angeles, California.

AMENDED: January,1993, by the Assembly in the City of San Jose, County of Santa Clara, California; Amendments effective as of July 1, 1993.

AMENDED: February,1997, by the Assembly in the City of San Jose, County of Santa Clara, California; Amendments effective as of July 1, 1997.

AMENDED: October,1999, by the Assembly in the City of Costa Mesa, County of Orange, California Amendments.

AMENDED: October 2000, by the Assembly in the City of Sacramento County of Sacramento, California Amendments.

AMENDED: November 2002, by the Assembly in the City of Monterey, County of Monterey, California; Amendments effective as of November 9, 2002.

AMENDED: July 2003, by the Board in the City of Santa Ana, County of Orange, California. Amendments effective as of July 25, 2003.

AMENDED: January 2018, by the Board on a conference call, San Jose, County of Santa Clara, California. Amendments effective as of January 19, 2018.

AMENDED: April 2021, by the Board on a zoom conference call, Lakeside, County of San Diego, California. Amendments effective as of April 10, 2021.