

DISTRICT OF COLUMBIA ASSOCIATION FOR SPECIAL EDUCATION BYLAWS

ARTICLE I - NAME, PURPOSE

- Section 1.** The name of the organization shall be **District of Columbia Association for Special Education.**
- Section 2.** The mission of the District of Columbia Association for Special Education (“DCASE”) is to provide non-public schools or programs and public charter schools with support in their efforts to provide appropriate services to District of Columbia students with disabilities. To that end, DCASE shall: (1) serve as a conduit for information to DCASE members; (2) advocate for students served by members in policy discussions with the District of Columbia Public Schools, the State Superintendent, the State Board of Education, the Mayor and federal agencies, and Congress; (3) provide technical assistance and professional development to members and their employees; (4) promote collaboration and cooperation among members; and (5) engage in partnerships with parents and organizations concerned with the needs of students with disabilities.
- Section 3.** As an organization established initially with public funds held in the U.S. District Court Registry, DCASE shall: (1) promote efforts to provide services to students with disabilities in the District of Columbia who are unserved or underserved; and (2) support measures to provide adequate public funding for special education and related services in both public and non-public programs.

ARTICLE II - MEMBERSHIP

- Section 1.** **Voting Membership.** Application for voting membership shall be open to any nonpublic special education school or program and any public charter school that supports the purpose statements in Article I, Sections 2 & 3 of these Bylaws. Acceptance of and adherence to the DCASE Statement of Ethical Practices is required of all voting members on a yearly basis. Non-adherence to any portion of the DCASE Statement of Ethical Practices shall be sufficient reason for termination of membership.
- Section 2.** **Voting.** Only voting members of the Association are entitled to vote. Each voting member shall have one vote at regular and special membership meetings. Members shall have the power to vote on approving or amending the Association Bylaws, elect members to the Board and give broad, general direction to the Board of Directors.

- Section 3. Affiliate Membership.** Affiliate membership may be extended to individuals or organizations that support the education of youth and whose activities support and do not conflict in any way with the mission of DCASE. Affiliate members are not eligible to vote. Affiliate membership may be offered but is not limited to:
- (i) Human service organizations such as clinics and social and health related agencies whose practices support and do not in any way conflict with the mission of DCASE;
 - (ii) Recognized professional firms such as physicians, psychologists, educational diagnosticians, advocates, attorneys or accountants whose practices do not in any way conflict with the mission of DCASE; and
 - (iii) Businesses and vendors which support the education of youth and whose activities support and do not in any way conflict with the mission of DCASE.
- Section 4. Procedures for Membership.** Applicants for membership of any kind must submit an application provided by DCASE. Membership shall be granted upon a majority vote of the Board of Directors at a regularly scheduled Board of Directors meeting at which a quorum is present.
- Section 5. Membership Suspension or Termination.** The Board of Directors shall have the right to suspend or terminate the membership of any member provided that suspension or removal is approved by at least a two-thirds (2/3) vote of the Board of Directors at a meeting at which a quorum is present.
- Section 6. Requirements for Continuation of Membership.** Continuation of membership requires timely payments of annual membership dues, fees and/or assessments, signing the Ethical Practices Statement annually, where applicable, and having at least one member of the staff or board of directors of the facility designated as a voting member representative to the Association or in cases of affiliate members having a contact person designated.
- Section 7. Nonvoting Membership.** The Board shall have the authority to establish and define other nonvoting categories of membership.
- Section 8. Non-Discrimination.** The Association shall not discriminate on the basis of race, color, age, sex, sexual orientation, disability, religion, national or ethnic origin, in the administration of its policies, programs and employment practices.

ARTICLE III - MEETINGS OF MEMBERS

- Section 1. Regular Meetings.** The general membership shall meet a minimum of three times a fiscal year. The dates of all regular meetings shall be approved by the Board of Directors prior to the school year in which the meetings will take place. Within fourteen (14) days of the approval of dates by the Board, those dates shall be sent to members. A second notice of each meeting, including the time and place of the meeting, shall be sent to members at least thirty (30) days in advance of each regular meeting.

- Section 2. Special Meetings.** Special meetings may be called by the President, the Executive Committee or a simple majority of the Board of Directors. A petition signed by ten percent of the voting members may call a special meeting. Notice of a special meeting shall be sent to members at least fourteen (14) days in advance of the meeting.
- Section 3. Voting and Meeting Guidelines.** Voting members shall designate one representative to speak for them and vote at meetings. Those member representatives present and eligible to vote shall constitute a quorum. Vote by written proxy may be utilized on special items at the discretion of the Board of Directors. The rules contained in Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or with special rules of order for this Association.
- Section 4. Notice.** Notice of meetings shall be given to each member via U.S. mail or electronic mail. Notice shall be provided to the representative designated by each member and, if so requested, to one additional employee of the school or program.
- Section 5. Teleconference/Videoconference Meeting.** Meetings may be conducted by teleconference or videoconference at the discretion of the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

- Section 1. Board Role.** The affairs of the Association shall be managed by a Board of Directors. The Board is responsible for overall policy and direction of the Association. The Board may delegate responsibility for day-to-day operations to the Association's staff, if any, and committees. The Board shall act in accordance with the Association's Articles of Incorporation and these Bylaws.
- Section 2. Board Size and Composition.** The Board shall be comprised of twelve Directors: six Member Representative Directors and six At-Large Directors, as defined below.
- Section 2.1. Member Representative Directors.** There shall be six Member Representative Directors. Only designated member representatives are eligible to be elected Member Representative Director. If a member notifies the Board that their representative who serves on the Board no longer represents the member, that person is no longer eligible to be one of the Member Representative Directors. At least one Director shall represent a public charter school and at least one Director shall represent a nonpublic special education school or program.

- Section 2.2. At-Large Directors.** There shall be six At-Large Directors. At-Large Directors shall represent diverse interests of the special education community and shall be selected, where at all possible, from among the following: (1) related service provider who serves students with disabilities in a setting other than a school; (2) teacher or special education coordinator in a local DCPS school; (3) advocate for improved special education services; (4) representative from private independent school that serves both students with and without disabilities; and (5) parent of student with disabilities.
- Section 3. Nomination and Election of Directors.** The Board shall be elected by secret ballot of voting members no later than the last regular membership meeting of the school year by majority vote. In addition to nominations presented by the Nominating Committee in accordance with these Bylaws, nominations for Directors may be made from the floor.
- Section 4. Board Terms.** All Directors shall serve three-year terms, but are eligible for re-election. However, no Director shall serve more than two consecutive terms. Directors must be off the Board for one full year before being nominated again. The initial Board of Directors elected by voting members will have staggered terms. Six Directors shall be elected to a two-year term and six Directors shall be elected to a three-year term.
- Section 5. Board Meetings.** The Board of Directors shall meet a minimum of four times per fiscal year at an agreed upon time and place. The dates of all regular meetings shall be approved by the Board of Directors prior to the school year in which the meetings will take place. Within fourteen (14) days of the approval of dates by the Board, those dates shall be sent to Board members and chairs of all standing committees.
- Section 6. Special Meetings.** Special meetings of the Board shall be called upon the request of the President or one-third (1/3) of the Board. Notices of special meetings shall be sent out two weeks in advance.
- Section 7. Notice.** Board members and chairs of all standing committees shall receive meeting reminders by U.S. mail or electronic mail at least two weeks in advance of each Board meeting.
- Section 8. Teleconference/Videoconference Meeting.** Board meetings may be conducted by teleconference or videoconference at the discretion of the Board of Directors.
- Section 9. Quorum.** A simple majority of the Board shall constitute a quorum. A simple majority of the quorum present shall constitute an affirmative vote, except for the removal of a director from the Board which shall require a two-thirds (2/3) majority vote of the entire Board.

Section 10. Removal from the Board. The Board of Directors may remove any Director of the Association whenever, in its judgment, the best interest of the Association will be served thereby. Removal from the Board for any reason shall require a two-thirds (2/3) majority vote of the entire Board. A Director who misses three consecutive meetings or four or more meetings within the same fiscal year shall be considered for removal from the Board.

Section 11. Board Vacancies. When a vacancy on the Board exists due to the resignation or removal of a Director, the Board may appoint a qualified candidate to complete the unexpired term of that Director or the position may remain vacant until the next membership meeting at which elections for Directors is scheduled, provided that no vacancy shall remain for more than one year.

Section 12. General Powers and Duties of the Board of Directors. The Board shall exercise all powers and authority of the Association permitted by the Articles of Incorporation, these Bylaws and applicable laws and regulations. The Board shall establish dues structure and set dues schedules for membership, be responsible for final approval of the annual budget and will be the final decision making authority on all legal matters governing the Association.

Section 12.1. Power of the Board to Execute Instruments. The Board of Directors is empowered to establish and maintain checking, saving and investment accounts on behalf of the Association. The President, Treasurer and Executive Director shall, by virtue of their elected and appointed offices, be authorized signers on all of the Association's accounts. Checks over an amount designated by the Board of Directors require dual signatures of any two of the authorized check signers.

Section 12.2. Power of the Board to Establish Endowment or Trust. The Board of Directors is empowered to establish an endowment or trust in furtherance of the goals of the Association.

ARTICLE V - OFFICERS

Section 1. Election of Officers. There shall be four officers of the Association consisting of a President, Vice President, Secretary, and Treasurer. The officers shall serve as members of the Executive Committee. The officers of the Association shall be elected by and from the Board of Directors at the first Board of Directors meeting of each fiscal year by secret ballot. Member Representative Directors and At-Large Directors shall have the same rights to serve as and vote for officers.

Section 2. Officer Terms. The term of an officer shall be one year. Officers shall be eligible for re-election, but no officer shall hold the same office for more than two consecutive years.

- Section 3. Duties of the President.** The President shall preside at all meetings of the membership, the Board of Directors and the Executive Committee. The President shall appoint chairpersons and committee members to all committees provided for by these Bylaws subject to the limitations set forth herein. The President shall be an ex-officio member of all committees and shall reserve voting privileges for tie-breaking situations, and shall perform such other duties as these Bylaws or the Board of Directors may require.
- Section 4. Duties of the Vice President.** The Vice President shall perform all the duties incumbent upon the President during the absence or disability of the President, and shall perform such other duties as these Bylaws or the Board of Directors may require. In addition, the Vice President shall perform other duties assigned by the President.
- Section 5: Duties of the Secretary.** The Secretary shall keep or cause to be kept a true and complete record of the proceedings of all Board of Directors and general membership meetings. The Secretary shall attend to the giving and serving of all notices of Association meetings pursuant to these Bylaws, shall have custody of legal documents and records of the Association, and shall perform such other duties as these Bylaws or the President may require.
- Section 6: Duties of the Treasurer.** The Treasurer shall keep, or cause to be kept, correct and complete records of accounts showing accurately at all times, the financial condition of the Association. The Treasurer shall be the custodian of all funds, monies, notes, securities and other valuables which may from time to time come into the possession of the Association, except as may be provided otherwise by these Bylaws or by resolution of the Association. The Treasurer shall furnish at meetings of the Board of Directors and to the general membership when necessary, or whenever requested by a member of the Board, a statement of the financial condition of the Association. The Treasurer shall chair the Finance committee. The Treasurer shall perform such other duties as these Bylaws or the President may require.
- Section 7. Officer Removals and Vacancies.** Any officer of the Association may be removed from office by the Board of Directors whenever, in its judgment, the best interests of the Association shall be served thereby. Removal shall require a two-thirds (2/3) vote of the Board of Directors at a meeting at which a quorum is present. Any vacancy in any office shall be filled by and from the Board of Directors for the unexpired term by action of a majority vote of the quorum present. The nominating committee will forward nominations for vacancies to the Board. If an officer is elected to complete an unexpired term for an officer who is leaving, they are then able to serve up to two one-year terms in their own right after the completion of the partial term.

Section 8. Indemnification of Officers. The Association shall indemnify any officer or former officer of the Association against expense actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been an officer of the Association, except in relation to matters with respect to which he/she shall be judged to be liable for negligence, misconduct, malfeasance or misfeasance in the performance of his/her duties. The Association shall maintain Directors and Officer's liability insurance. The Association may also reimburse to any such officer, the reasonable cost of settlement of any such action, suit, or proceeding, if it shall be found by a majority of disinterested members of the Board of Directors that it is in the best interest of the Association that such settlement be made and that such officer was not guilty of negligence, misconduct, malfeasance or misfeasance in the performance of his duties.

ARTICLE VI - COMMITTEES

Section 1. Committee Composition and Appointments. There shall be five standing committees - Executive, Finance, Membership, Nominating and Best Practices & Technical Assistance. Except as otherwise provided herein, the President appoints all committee chairs and committee members. Except as otherwise provided herein, the President shall appoint member representatives or any Director to serve as committee members. Each standing committee, except as otherwise specified herein, shall have a minimum of three members including at least one Director.

Section 2. Executive Committee. The four officers of the Association and chairs of all standing committees shall serve as the members of the Executive Committee. The President shall serve as the chairperson of the Executive Committee. The Executive Committee shall, on an as needed basis, recruit, interview and present to the Board for employment the candidate best qualified to serve as the Executive Director. The Executive Committee shall recommend salary for the Executive Director, review the performance of the Executive Director and conduct an annual evaluation of the Executive Director. The Executive Committee shall act on behalf of the Board of Directors between meetings and may exercise the power and authority of the Board as granted to it by resolution of the Board. All actions of the Executive Committee shall be taken in the best interest of the Association and in accordance with the Articles of Incorporation and applicable provisions of these Bylaws.

Section 3. Finance Committee. The Treasurer shall serve as chairperson of the Finance Committee, which shall include two other Directors appointed by the President. The Finance Committee shall make recommendations to the Board of Directors regarding Association dues structure, budget and financing matters. The Finance Committee shall meet at the request of the Treasurer and not less than one time per fiscal year and shall distribute to the general membership a copy of the budget as approved by the Board. The financial records of the Association are public information and shall be made available to the membership, Board members and the public.

- Section 4. Membership Committee.** The Membership Committee shall conduct ongoing membership recruitment of schools and programs that broadly represent location and size of school or program, age of students served and disabilities served. It shall also be the responsibility of the Membership Committee to assess and respond to member service needs.
- Section 5. Nominating Committee.** The Nominating Committee shall consist of three member representatives and shall be appointed by the President at the beginning of a new term for a President. No current Board member shall serve except the immediate past President. When available, the immediate past President of the Association shall serve as chairperson of the Nominating Committee. The Nominating Committee shall nominate a slate of Board members thirty (30) days prior to the date on which the Board election shall be held. The Nominating Committee shall solicit expressions of interest from qualified candidates and present a ballot of all interested parties for selection by the general membership.
- Section 6. Best Practices & Technical Assistance Committee.** Members of the Best Practices and Technical Assistance Committee may be selected from the Board of Directors, member representatives or the larger community of persons interested in improving services to students with disabilities, regardless of membership status. The Committee shall make recommendations to the Board regarding professional, educational and ethical standards that Association members are expected to uphold. This Committee shall provide technical assistance to members in the form of consultation, workshops and training.
- Section 7. Select Committee.** The Board may create Select Committees for such special purposes as circumstances warrant. Any such Select Committee shall limit its activities to the accomplishment of the purposes for which it is created and shall have no power to act, except as specifically conferred upon it by action of the Board. Members of Select Committees may be selected from the Board of Directors, member representatives or the larger community of persons interested in improving services to students with disabilities, regardless of membership status.
- Section 8. Quorum.** Except as otherwise provided herein, a simple majority of committee members present shall constitute a quorum of each committee and action on any issue shall require a majority vote of the quorum present.

ARTICLE VII - EXECUTIVE DIRECTOR

- Section 1. Executive Director.** The Executive Director may be hired by the Board. The Executive Director has day-to-day responsibility for the Association, including carrying out the Association's goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Association, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.
- Section 2. Powers of the Executive Director.** The Executive Director shall have full power and authority to execute any contract, or other instrument on behalf of the Association. When the execution of such contracts or other instruments has been authorized by the Board of Directors without specification of the executing officer(s), the President, Vice President, Secretary, Treasurer, or the Executive Director may execute same in the name of and on behalf of the Association. Major contracts shall require Board approval.

ARTICLE VIII - FINANCES

- Section 1.** The Association shall conduct its business as a tax-exempt corporation as outlined under the provisions of the Internal Revenue Code section 501(c)(3).
- Section 2.** To the extent possible, expenses of the Association will be met through the collection of dues from the membership.
- Section 3.** The dues structure as proposed by the Finance Committee shall be approved by the Board of Directors.
- Section 4.** The financing of any special project must have the approval of the Board of Directors.
- Section 5.** Funds of the Association shall be deposited in a financial institution approved by the Board of Directors.
- Section 6.** The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.
- Section 7.** The Association may accumulate assets consistent with the purposes of the corporation as set forth in the Articles of Incorporation.
- Section 8.** The Board of Directors shall designate a Certified Public Accountant to perform the annual financial review and any other audit(s) or review(s) required by specific funding or related or managed Trusts.

Section 9. Board members and Officers shall serve without compensation. The Board of Directors may vote, however, to reimburse members and Officers for out-of-pocket disbursements incurred in the conduct of unusual Association activities or meetings, which are beyond the normal duties expected of voluntary service.

Section 10.0 DCASE shall maintain a Directors' and Officers' liability insurance policy in the minimum amount of \$500,000.

ARTICLE IX - AMENDMENTS

Section 1. These Bylaws may be amended when necessary by a two-thirds (2/3) majority of members present and voting or voting by proxy at a regular or special meeting of the Association. Notice of proposed amendments must be sent to members at least thirty (30) days prior to the meeting at which action to amend will be considered.

Adopted: June 2007