



ASSOCIATION FOR THE EDUCATION OF CHILDREN WITH MEDICAL NEEDS

BY-LAWS

(Approved 10/27/11)

Article I – Name

This organization shall be known as the Association for the Education of Children with Medical Needs (AECMN) hereinafter referred to as AECMN or the Association.

Article II – Mission and Purpose

Section 1. Mission Statement:

The Association for the Education of Children with Medical Needs links educators, healthcare professionals and caregivers. We support and advocate for the delivery of appropriate educational services for children with medical needs.

Section 2. The purpose (vision) of this Association shall be:

- a) Advocate for equal access to education for children with medical needs.
- b) Initiate networking among professionals that provide educational services to children with medical needs.
- c) Increase awareness of the academic challenges of children with medical needs.
- d) Promote collaboration among educational and medical professionals.
- e) Link with other national organizations with similar interests and objectives.
- f) Encourage and provide resources for conducting research on the educational impact of childhood chronic and acute illnesses.

Section 3. The purposes for which this corporation is formed are to (i) to implement a charitable program designed to provide support to individuals involved in the education of children, adolescents, and young adults with chronic illnesses and/or medical needs; (ii) to advance awareness of the educational needs of children, adolescents and young adults with chronic illnesses and/or medical needs; and (iii) to do all things necessary or incidental to these purposes. This organization is organized and operated exclusively for charitable, religious, educational and scientific purposes, including , for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code.

Section 4. A substantial part of the activities described above shall be conducted within the State of Ohio and shall be for the benefit of the people of the State of Ohio. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed in any manner, directly or indirectly, to any member, trustee, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II, Section 3 hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any political candidate for public office. Notwithstanding any other provision of the Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation

exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article III – Membership

Section 1. The membership of the Association shall consist of the following categories: *Professional, Student and Parent Partners*

1. Professional Member: Educators and other professionals who provide services to children and adolescents with medical needs.
2. Student Member: Post –secondary students with an interest
3. Parent Partner Members: Parents with an interest in the education of children and adolescents with medical needs.

Section 2.

Membership Privileges for the following categories above consist of:

1. Professional Members: Enjoy voting privileges and holding office.
2. Student Members and Parent Partners: Enjoy all privileges of members except holding voting office.

Article IV – Dues

All professional members shall pay annual dues as established by the Executive Board. Dues for Student and Parent Partners will be 75% of the professional member amount. The membership of any dues-paying member automatically terminates upon the member's failure to renew their membership.

Article V – Nominations, Elections, and Voting

Section 1. The Board shall appoint the Nominating Committee Chairperson at least two to three months prior to the annual conference. The membership shall be advised by electronic notification of these appointments, and will have the opportunity to provide input to the committee. The Nominating Committee shall serve through the completion of the election process for the current year. No member of the Nominating Committee may be a candidate for office. At least one member of the committee must be in attendance to carry out the duties and responsibilities.

Section 2. Duties of the Nominating Committee include

- a) soliciting nominations from the professional members of AECMN who are in good standing and informing them that:
 - 1) all candidates for office are required to be present at the annual meeting
 - 2) all newly elected board members are required to remain for the board meeting immediately following the close of the annual meeting;
- b) accepting self-nominations from the membership;
- c) developing a slate of candidates for each office to be completed 3 months prior to the Annual Conference;
- d) publishing the slate of candidates' names and qualifications at least 1 month prior to the annual conference via electronic mail;
- e) coordinating the voting process including tallying absentee ballots prior to the conference, and votes received during the conference.

Section 3. Elections shall be held each year at the annual conference of AECMN. Members not in attendance at the annual conference may request an absentee ballot at least 30 days prior to the conference. Absentee ballots need to be returned to the Nominating Committee at least 7 days prior to the annual conference.

ARTICLE VI – OFFICERS

Section 1. The elected officers of the Association shall be the:

- a) President
- b) Vice- President
- c) Recording Secretary
- d) Corresponding Secretary
- e) Treasurer
- f) Appointed officers shall include Conference Chairperson and Webmaster.

Terms of officers shall be:

One-Year Terms: Vice President, Recording Secretary, Corresponding Secretary and Conference Chairperson

Two-Year Terms: President, Treasure and Webmaster

Section 2. Elections for the Board positions will be held as follows:

- a) President: elected odd-numbered years
- b) Vice President: elected annually
- c) Recording Secretary: elected annually
- d) Corresponding Secretary: elected annually
- e) Treasurer: elected odd-numbered years

Terms of office shall begin immediately following the annual meeting. Officers will be permitted to run for no more than two consecutive terms in the same office. Upon exiting office each board member will perform the following duties:

- a) Meet with the newly elected officer in their position during the annual conference.
- b) Submit electronic records of their activities during office to the newly elected officer.

Section 3. Duties

The President performs the following duties:

- a) serves as the chief executive officer of the Association with final decision, authority, and responsibility;
- b) serves on the Executive Board;
- c) appoints chairs of those standing committees that report to the President;
- d) presides over all Executive Board meetings;
- e) represents the interests of the Association;
- f) keeps the Executive Board informed of all matters regarding the business of the Association;
- g) advise Vice President on proper meeting etiquette;
- h) act as secondary signer on the Associations bank account;
- i) coordinates long range planning for the Association;
- j) reads AECMN By-Laws;
- k) supplies a monthly report during the board meeting

The Vice President performs the following duties:

- a) serves on the Executive Board;
- b) serves as Parliamentarian using Robert’s Rules of Order;
- c) performs other duties as assigned by the President;
- d) serves in the capacity of President should the current President not be able to fulfill his/her duties;
- e) act as liaison between board and conference chairperson;
- f) oversees Website and/or board appointed Webmaster;
- g) reads AECMN By-Laws;
- h) supplies a monthly report during the board meeting

The Recording Secretary performs the following duties:

- a) serves on the Executive Board;
- b) records the proceedings of the AECMN Executive Board and the Association's;
- c) annual meeting including voting outcomes;
- d) maintains a record of all motions made by the Executive Board;
- e) maintains minutes from executive board meetings which members may receive upon request;
- f) reads AECMN By-Law;
- g) supplies a monthly report during the board meeting

The Corresponding Secretary performs the following duties:

- a) serves on the Executive Board;
- b) supervises the delivery of official AECMN announcements, including but not limited to, website, newsletter, letters, invitations, ballots, brochures, and publications to the membership;
- c) coordinates publicity for the AECMN and shares responsibility for publicizing the annual conference with the Conference Chairperson;
- d) d) Acts as liaison between board and outreach committee;
- e) maintains the official email account;
- f) reads the AECMN By-Laws;
- g) supplies a monthly report during the board meeting

The Treasurer performs the following duties:

- a) serves on the Executive Board;
- b) collects and deposits membership dues in the Association's bank account
- c) pays bills of the Association; those in excess of \$100 are paid following approval by the Executive Board;
- d) reviews and analyzes the Association's financial status;
- e) prepares recommendations for the Executive Board relative to fiscal policy,
- f) procedures, and future plans of the Association;
- g) submits all books and financial records for review by a professional or duly appointed committee prior to the annual membership meeting;
- h) prepares and submits an annual report of the financial standing of the Association to the Executive Board and the membership at the annual meeting;
- i) presents a proposed annual budget for the upcoming fiscal year at the fall Executive Board meeting;
- j) presents proposed annual budget at the annual meeting;
- k) maintains the membership database and online merchant account;
- l) reads the AECMN By-Laws;
- m) supplies a financial report during monthly board meetings

The Annual Conference Chairperson performs the following duties:

- a) serves on the executive board as an appointed member, but does not have voting privileges on executive matters
- b) attends the board meetings held after the annual meeting during the year immediately preceding the year they are hosting;
- c) follows annual conference guidelines outlined by the board;
- d) shares responsibility for publicizing the annual conference with the Corresponding Secretary;
- e) serves as a consultant for the next year's conference;
- f) provides the Vice President with a monthly updated report prior to the monthly board meeting;
- g) reads the AECMN Bylaws

The Webmaster performs the following duties:

- a) serves on the Executive Board as an appointed member but does not voting privileges on executive matters;
- b) maintains and updates the AECMN website;
- c) acts as a liaison between the web designer(s) and board;
- d) attend monthly board meetings as requested by Vice President;
- e) supplies a monthly report to Vice President;
- f) reads AECMN By-Laws

Section 4. The AECMN Executive Board shall be empowered to fill Executive Board position vacancies for the offices of Vice President, Recording Secretary, Corresponding Secretary and Treasurer for the remainder of unexpired terms. If the office of President is vacated, the Vice President shall automatically become the President until the next annual conference. At that time a special election by the entire membership will be held under the direction of the Executive Board.

Article VII-Executive Board

The Executive Board includes the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, and any appointed positions. The appointed positions are non-voting members of the Executive Board. The Executive Board shall exercise all powers of the Council, deciding upon ongoing policy and priorities, policy implementations, and the equitable allocation of financial resources, thereby conducting the business and activities of the AECMN. The Executive Board will hold meetings at such times and places as determined by the President. Reasonable notice of these meetings will be given. These meetings allow for planning and deliberation. One meeting shall be held close to the time of the annual membership meeting and conference. Four members of the Executive Board shall constitute a quorum with the President in attendance. The Executive Board may conduct business by mail, computer email, phone, and fax.

Article VIII- Committees

Standing and Operating Committees are those committees assigned to perform the ongoing operations of the Association. The Executive Board shall create and dissolve Standing and Operating Committees, designate and change their charges and determine their size, composition, and terms. The Executive Board shall monitor the activities of the committees.

Article IX – Meetings

Section 1. The Association shall hold at least one business meeting each year to be held during the annual fall conference. Reasonable notice of the time and place of the meeting shall be given to each member of the Association. Those in attendance at the annual business meeting of the Association shall constitute a quorum.

Section 2. The Executive Board shall meet at least once annually.

Section 3. The Executive Board shall meet at regular, specific intervals. Special meetings of the Board may be called by the President or by a majority of the officers on the Executive Board. The purpose of the special meeting will be specified in the call.

Article X- Finance

Section 1. The fiscal year of the Association shall be November 1 through October 30.

Section 2. The Executive Board shall provide each committee with a budget for their annual operations. The chairperson may request additional funds from the board. Request can be approved and/or denied. The Executive Board will meet annually to evaluate all income and expenditures and approve a budget for the fiscal year.

Section 3. No officer, member, or committee/task force shall expend any monies not provided in the budget as adopted or spend any money in excess of the budget allotment except by approval of the Executive Board. The Executive Board shall not commit the Association to any financial obligation in excess of its current financial resources.

Section 4. The accounts of the Association shall be reviewed not less than annually by a professional or duly appointed committee with no ties to the organization.

Section 5. An annual financial report shall be prepared and submitted to the membership.

Section 6. With respect to its activities and existence:

- (1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (2) The corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article XI-Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, as it may be amended from time to time, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Association may adopt.

Article XII-Bylaws

Bylaws may be revised by two-thirds vote of the active members present at a business meeting of the Association. A vote regarding the bylaws requires notice to the membership at least three weeks prior to the voting. Revisions to the bylaws may be submitted by the Executive Board or may be made upon request by at least five percent of qualified voting members of the Association. The original bylaws will be voted upon by AECMN members in good standing during the 2003 fall conference. An absentee ballot will be provided for voting by members not in attendance at the conference.

Article XIII-Discrimination

The Association for the Education of Children with Medical Needs shall not discriminate on the basis of race, national origin, religion, age, gender, sexual orientation, or disability. All programs and activities of the Association shall be carried out in such a manner as to be consistent with and in adherence to this policy.

Article XIV-Books and Records

The association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the AECMN Board and its committees.

Article XV-Indemnification

The association may indemnify any person who is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a trustee, officer, employee, member or agent of the corporation, or is or was serving at the request of the corporation, against expenses, including reasonable attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding of he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal proceedings, if he or she had no reasonable cause to believe that his or her conduct was unlawful.

Article XVI-Governance of the Association

Section 1. The control and management of the affairs of the Association shall be vested in the members of this Association acting as officers. These members may hold a meeting immediately prior to the regular annual meeting of the Association or at such other time as may be required.

Section 2. Any decision of the Executive Board may be repealed by a two-thirds vote of the eligible voting members in attendance at any duly called meeting of the Association.

Article XVII - Dissolution

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.