

Proposed ACLP Bylaws Revisions

2023

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MESSAGE FROM OUR LEADERS



The ACLP voting members will be requested to vote on revisions to the Bylaws of the Child Life Council, Inc. (CLC), also known as the Association of Child Life Professionals (ACLP). These changes are necessary because the Child Life Certification Commission (CLCC) has turned into its own 501(c)6 organization, and they are also necessary because ACLP wants to reflect its organizational dedication and transformative efforts towards anti-racism, diversity, equity, and inclusion within the bylaws.

In May of 2023, the ACLP Bylaws Revision Workgroup was formed. The workgroup consisted of members from the ACLP Board, the ACLP Governance Committee, and the ACLP Nominating Committee. The updated language and practices of the workgroup reflect the organization's commitment to being anti-racist, equitable, and inclusive. The workgroup incorporated the recommendations made by the Board Diversification Task Force, Nominating Committee, and Governance Audit consultant.

ACLP's legal counsel reviewed and approved the revised bylaws. In the June 2023 board meeting, the ACLP Board of Directors voted to submit proposed bylaws revisions to the ACLP voting membership. The Membership is asked to approve revisions to the ACLP Bylaws.

Please find the following documents related to the proposed Bylaws revisions:

- ACLP's current Bylaws
- The proposed Bylaws
- A table summarizing each of the recommended changes.

On August 1st, members will receive an electronic ballot. The voting process will end once two-thirds of the responses have been received, in accordance with the current Bylaws requirement.

As a fellow member of ACLP, we urge you to exercise your right to vote in August. Your membership and support are greatly valued, and together we can continue to build ACLP into a stellar organization.

Thank you.

Alisha Saavedra, MA, CCLS
President, ACLP Board of Directors

Alison E. Heron, MBA, CAE
CEO, ACLP

OVERVIEW

WHAT

On August 1, the ACLP voting members were requested to vote on proposed revisions to the Bylaws of ACLP. Individuals eligible to vote have been notified by email that voting is now open with the link to vote.

WHY

The current ACLP Bylaws need to be revised for two main reasons:

- The Child Life Certification Commission (CLCC) is now its own 501(c)6 and because of this, the Bylaws had to be revised to accommodate this new organizational structure.
- ACLP is seeking to reflect its organizational dedication and transformative efforts towards anti-racism, diversity, equity, and inclusion into the Bylaws so that our organization's governance reflects our values.

WHEN

When was this work completed and who was involved?

- May 2023: ACLP Bylaws Revisions Workgroup was formed. The workgroup consisted of members from the ACLP Board of Directors, the ACLP Governance Committee, and the ACLP Nominating Committee.
- May 2023: The workgroup incorporated recommendations from the Board Diversification Task Force, Nominating Committee, and Governance Audit consultant to make proposed revisions.
- June 2023: ACLP legal counsel reviewed and approved the revised Bylaws.
- June 2023: ACLP Board of Directors voted at the board meeting to submit the proposed Bylaws revisions to the ACLP voting membership.
- August 2023: Voting opened for ACLP voting membership.

MAJOR CHANGES: CLCC 501(C)6

The following are major changes included in the Bylaws revisions that are necessary because of the switch to the CLCC being a 501(c)6:

01

Added to Article II:

“The Child Life Council shall also serve as the sole voting member of the Child Life Certification Commission, a DC nonprofit corporation, subject to Child Life Certification Commission's bylaws.”

02

Updated Article X to read:

“The Child Life Certification Commission (CLCC) was established as a separate corporation to oversee the Certified Child Life Specialist certification program. CLC is the sole voting member of CLCC.”

03

Updated Article VIII (Section 1):

To denote roles with the separation: “The President of CLC shall have leadership oversight of the affairs of the CLC.”.

MAJOR CHANGES: DEI ALIGNMENT

The following are major changes included in the Bylaws revisions that are necessary to align ACLP Bylaws with current DEI goals:

01

Change: ACLP Membership will no longer be voting on a slate of candidates for the board. Instead, the ACLP Board of Directors will be the entity voting on the slate. ACLP Members can still apply to participate on the Board of Directors.

DEI Outcome:

- ACLP has continually received inquiries from members expressing a lack of understanding and confusion around the purpose and value of voting for the ACLP and CLCC slates when there is an uncontested slate. Some members do not seem to find this meaningful, and their voting apathy exhibits it. When members consistently see an uncontested slate, they are less likely to take the time to cast their vote or be involved in the process if the outcome is going to be the same regardless of their participation.
- This change will help to garner more enthusiasm for participating in the process by members being encouraged to apply to be on the Board of Directors.

MAJOR CHANGES: DEI ALIGNMENT

The following are major changes included in the Bylaws revisions that are necessary to align ACLP Bylaws with current DEI goals:

02

Change: ACLP Nominating Committee Members will no longer be selected by the Nominating Committee Chair. Under the revisions, Nominating Committee Members will be selected by the ACLP Board of Directors.

DEI Outcome:

- Currently, only one person (nominating committee chair) selects all the nominating committee members. With the Board of Directors appointing the nominating committee members, a larger group of people are involved in the process to ensure diversity of thought and perspectives.
- Additionally, a methodical matrix of various representations (i.e., geographical region, years of experience, child life role, racial and gender diversity) has been implemented to guide decision-making. Individuals will be selected to meet requirements within the matrix to ensure diverse representation.

MAJOR CHANGES: DEI ALIGNMENT

The following are major changes included in the Bylaws revisions that are necessary to align ACLP Bylaws with current DEI goals:

03

Change: ACLP Nominating Committee Members must also be ACLP Members.

DEI Outcome:

The Board's full intention is to only have ACLP members on the nominating committee to ensure that all members are adhering to the requirements of participating in ACLP (i.e. completing the new DEI committee member course).*

**In the past, the Nominating Committee charter did not specify that committee members had to be ACLP members. However, The Nominating Committee charter is currently under review and will include the requirement for nominating committee members to be ACLP members in congruency with our ACLP committee infrastructure policy. A revision to the ACLP Committee Infrastructure policy has also been suggested to add clarity that all ACLP committees are to be comprised of ACLP members.*

04

Change: Pronouns were updated in Article XVIII

DEI Outcome:

To promote language inclusivity, pronouns were updated from his or her to their.

ALL ACLP BYLAWS PROPOSED CHANGES & RATIONALE

Location	Proposed Change	Rationale
Article II: Purpose	Added: "The Child Life Council shall also serve as the sole voting member of Child Life Certification Commission, a District of Columbia nonprofit corporation, subject to Child Life Certification Commission's bylaws."	CLC is the parent entity of CLCC, a new 501c6 organization. The addition is required to recognize CLC as the sole voting member.
Article III: Membership	Moved from Article IV: Nominations and Elections. Updated member categories and voting rights.	Voting Rights placement moved and inserted under Membership as member categories are stated. Added most recent member categories created in 2018/2019 and voting rights.
Article IV: Nominations & Elections - Section 1	<p>Added: Language to reflect the increased minimum and maximum number of Nominating Committee members.</p> <p>Changed: Language to reflect the process for appointing new committee members. The Board of Directors vs. Nominating Committee Chairperson will select members.</p>	To avoid a tie in voting for the proposed slate, the committee size was increased by one. Based on the legal counsel, governance audit, and DEI consultant recommendations it would be advisable for the ACLP Board of Directors to designate the Nominating Committee members rather than leave this responsibility to the Nominating Committee Chairperson. This follows best practices in associations and evolves from an individual selecting members to now including a diverse group with various experiences and networks.
Article IV: Nominations & Elections - Section 2	<p>Deleted: "The slate of candidates presented by the Nominating Committee will be provided to the membership at least sixty (60) days before the annual meeting. When conducted by email, mail, or survey instrument, members will be given at least thirty (30) days to vote following the announcement of the slate to the membership vote and approval."</p> <p>Updated: The Nominating Committee will present the slate to the Board of Directors at least sixty (60) days before the annual meeting for approval.</p>	When there is one candidate (uncontested slate) on a slate for each open position, the Nominating Committee presents the board candidate slate to the Board of Directors for approval. The process was shared and approved by legal counsel. Considerable thought and discussion went into moving ACLP to implement best practices for organizations like ours that do not have chapters, affiliated regional groups, or medical associations associated with a House of Delegates. These association structures tend to have additional voting requirements and regulations. Our Nominating Committee members follow a rigorous process when submitting recommendations for open board positions.
Article IV: Nominations & Elections - Section 3	<p>Changes in the language used from "elections" to "ratification" and "slate/slated" were necessary.</p> <p>Moved: Voting rights moved and inserted under Article III: Membership.</p> <p>Deleted: The word 'elections' and reference to election of candidates – "Election of Candidates to office shall be by a plurality of the total votes cast. Election results will be announced to all members."</p>	This was done because of the proposed modification in Article IV: Nominations and Elections: Section 2.



ALL ACLP BYLAWS PROPOSED CHANGES & RATIONALE

Location	Proposed Change	Rationale
Article V: Board of Directors- Section 4	Deleted: The word 'majority'	Added the percentage needed for a Board of Directors quorum to conduct business.
Article VI: Officers - Section 1,2,3,4	Deleted: deleted the word 'elected' (section 1), deleted the phrase 'and election' (section 2), deleted the phrase 'elected by the membership' and the word 'run' (section 3), deleted the word 'a special election will be held' and 'elected' (section 4)	The language has been appropriately adjusted to the recommended amendment highlighted in Article IV: Nominations and Elections: Section 2.
Article VII: Executive Committee	Added: electronic communication and fax to the 3rd sentence.	According to the current bylaws, the Executive Committee can only act through mail or at the upcoming board meeting. However, the proposed change aims to broaden the range of communication methods, which aligns with the other modes of communication mentioned in the bylaws.
Article VII: Duties of Officers	Deleted: chief elected officer	The language has been appropriately adjusted to the recommended amendment highlighted in Article IV: Nominations and Elections - Section 2
Article IX: Committees & Task Forces - Section 1 & 3	Deleted: The word 'abolished.' Added: The word 'Work Groups'	The language has been updated to explain the disbandment of volunteer groups appointed by the President. "Work groups" indicates another type of committee.
Article X: CLC Certification Commission - Section 1 & 2	Updated: Spelled out Child Life in the title Deleted: Authority and Responsibility and Composition Sections	CLC is the parent entity of CLCC, a new 501c6 organization. The addition is required to recognize CLC as the sole voting member.
Article XV: Amendments to Bylaws - Section 4	Deleted: The word 'email'	The language has been updated to expand the method of communication.
Article XVIII: Indemnification	Added: pronouns updated	To promote language inclusivity, pronouns were updated.

ACLP BYLAWS REVISIONS OUTLINED IN RED

The current ACLP Bylaws can be found [here](#).

ARTICLE I: NAME

The name of this organization shall be "Child Life Council, Inc." (CLC) and may do business as the Association of Child Life Professionals (ACLP).

ARTICLE II: PURPOSE

The Child Life Council advances the field of child life by establishing and maintaining professional standards, enhancing the professional growth and development of members, educating its members and the general public, and advancing the credibility of the child life profession by fostering research and promoting the efficacy of child life practice. ~~The Child Life Council shall also serve as the sole voting member of the Child Life Certification Commission, a DC nonprofit corporation, subject to Child Life Certification Commission's bylaws.~~

ARTICLE III: MEMBERSHIP

Section 1. Criteria for Membership: Criteria for membership includes:

- Payment of current annual dues as established by the Board of Directors.
- Meeting eligibility requirements in one of the membership categories established by the Board of Directors.

Section 2. Membership Categories: Membership categories, rights, and criteria for CLC shall be established by the Board of Directors.

~~*Section 3.* Voting Rights: All members in good standing, except Aspiring Professionals, Healthcare Allies, Nonprofit organizations, and Associate Members, shall be entitled to vote in bylaws changes.~~

Section 4. Termination: A member who is not in arrears in payment of dues may terminate their membership at any time by submitting a resignation in writing to the national office of the CLC. Members may be suspended for a period or expelled for failure to pay membership dues in accordance with procedures established by the Board of Directors. Any members so proposed for expulsion shall be given advance written notice, including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and a final written notice of the board's decision. Any other reasons for termination of membership and the procedures by which this may be done shall be established by the Board of Directors.

ARTICLE IV: NOMINATIONS & ELECTIONS SELECTIONS

Section 1. Nominating Committee: The Nominating Committee shall have no fewer than ~~eight~~ **nine (9)** and no more than ~~twelve~~ **thirteen (13)** members, with members other than the Chairperson serving staggered two-year terms. ~~The Nominating Committee Chairperson~~ **The Board of Directors** shall appoint new committee members from the CLC membership. No individual may serve more than one consecutive term on the Nominating Committee. The Executive Leader will serve as an ex officio member of the committee.

Section 2. Nominating Committee Duties: A slate of qualified candidates, as per established criteria, which are position specific, shall be prepared by the Nominating Committee. The slate of nominees shall consist of active members of the CLC in good standing. All nominees will be Certified Child Life Specialists at the time of nomination and, if ~~elected~~ **slated**, will make every effort to maintain child life certification. ~~The slate must be completed no fewer than ninety (90) days prior to the annual meeting.~~ The slate of candidates presented by the Nominating Committee will be provided to the ~~membership~~ **Board of Directors** at least ~~sixty (60) days prior to the annual meeting for the Board's approval. When conducted by email, mail, or survey instrument, members will be given at least thirty (30) days to vote following announcement of the slate to the membership.~~

Section 3. ~~Elections~~ **Ratification:** ~~Elections~~ **Slate** shall be ~~held~~ **determined** prior to the annual meeting of the CLC. Each year a President-Elect shall be ~~elected~~ **slated** for a one-year term and two (2) Directors shall be ~~elected~~ **slated** for two-year terms. The Secretary shall be ~~elected~~ **slated** in the even years for a two-year term, while the Treasurer shall be ~~elected~~ **slated** in the odd years for a two-year term.

~~The election of candidates to office shall be by a plurality of the total votes cast. Election results will be announced to all members.~~

ARTICLE V: BOARD OF DIRECTORS

Section 1. Authority and Responsibility: The governing body of CLC shall be the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of CLC and its committees and publications; determine its policies and/or changes therein; actively pursue its objectives; supervise the disbursement of its funds; and be responsible for the interpretation of these bylaws. The Board of Directors may adopt such rules, regulations, and policies for the conduct of its business as shall be deemed advisable, and may, in the execution of the power granted, delegate certain of its authority and responsibility to the Executive Committee.

Section 2. Composition: The Board of Directors shall consist of the officers named in Article VI; four (4) Directors ~~elected~~ ~~slated~~ from the regular membership; the Child Life Certification Commission (CLCC) Chairperson as a non-voting member; and the President of the Canadian Association of Child Life Leaders (CACLL) as a non-voting member. The Board may additionally appoint individuals (CLC members or non-members) to serve a non-voting one-year term on the Board, with the possibility of renewal.

Section 3. Meetings of the Board: The CLC Board of Directors shall hold no fewer than two meetings in a given year, at such times and places as may be determined by the President. These meetings allow for approval of the annual budget, as well as for planning and deliberation. One meeting shall be held close to the time of the annual membership meeting. Reasonable notices of the time and place of each meeting shall be given to each member of the Board of Directors.

Section 4. Quorum: At any meeting of the Board of Directors, ~~the majority~~ ~~fifty-one percent~~ (51%) of the voting members shall constitute a quorum for the transaction of the business of CLC, and any such business thus transacted shall be valid providing it is affirmatively passed by ~~a majority~~ ~~fifty-one percent~~ (51%) of those present. Board votes outside of a meeting should be unanimous with every board member voting to be effective.

Section 5. Business by Mail, Telephone, Fax, or Other Electronic Communication: The CLC Board of Directors may conduct business by mail, telephone, fax, or other electronic communication. Votes taken by mail, telephone, fax, or other electronic communication must be entered into the minutes of the next meeting of the board.

Section 6. Removal: A board member may be removed when sufficient cause exists for such removal by a vote of a majority of the ~~board~~ members eligible to vote. Sufficient cause may include but not be limited to the following:

- Conflict of interest whereby the performance of official duties may be unduly influenced by consideration of private interest;
- Obstructive behavior, which prevents the board from effective functioning (e.g., discouraging other board members from participating, consistently disrupting meetings, being unwilling to let the majority prevail, or preventing the organization from working well, as opposed to arguing for an unpopular viewpoint).

Section 7. Vacancies: The CLC Board of Directors shall be empowered to fill Board of Directors position vacancies for the remainder of unexpired terms.

ARTICLE VI: OFFICERS

Section 1. Officers: The officers of CLC shall be President, Immediate Past President, President-Elect, Secretary, and Treasurer. The Executive Leader, without vote, is also an officer. Officers shall serve until their successors have been duly ~~elected~~ ~~slated~~ ~~and approved~~ and assume office.

Section 2. Qualifications: Any Certified Child Life Specialist who is an ACLP member in good standing and meets criteria established by the Nominating Committee shall be eligible for nomination ~~and election~~ to an officer position.

Section 3. Term of Office: The officers, other than President-Elect, will be ~~elected by the membership~~ ~~slated by the Nominating Committee~~ ~~and approved by the Board~~ to serve terms of two years each and shall not be eligible to immediately succeed themselves in the same office. At the end of a one-year term, the President-Elect assumes the office of President for one year. Immediately after serving as President for one year, the President assumes the office of Immediate Past President for one year. Officers will be permitted to ~~run~~ ~~apply~~ for a consecutive term in a different position, but in no case will an officer be permitted to serve in any capacity for a third consecutive term on the Board of Directors. Term of office shall begin immediately following the annual meeting.

ARTICLE VI: OFFICERS CONTINUED...

Section 4. Unexpired Terms: The CLC Board of Directors shall be empowered to fill board position vacancies for the offices of Secretary and Treasurer for the remainder of unexpired terms. Should the President-Elect be unable to continue in office, ~~a special election will be held~~ under the direction of the Board of Directors **a candidate shall be identified and approved**. If the presidential office is vacated, the President-Elect shall automatically become President, serving the remainder of that term, as well as the term to which they were ~~elected~~ **slated and approved**.

ARTICLE VII: EXECUTIVE COMMITTEE

Section 1. Authority and Responsibility: The Executive Committee may act in place and stead of the Board of Directors between board meetings on all matters, except those specifically reserved to the board by these bylaws, pursuant to a delegation of authority to such committee by the Board of Directors. Actions of the Executive Committee shall be reported to the board for ratification by mail, **electronic communications, fax**, or at the next board meeting.

The Executive Committee does not have the authority to

- *Remove members of the Board of Directors*
- *Change the bottom line of the budget*

Section 2. Composition: The Executive Committee shall consist of the officers. The Executive Leader shall serve as an ex-officio member of the executive committee without vote.

Section 3. Quorum Call of Meetings: Four (4) members of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President of the board shall call such meetings of the Executive Committee as the business of CLC may require, or a meeting shall be called by the President of the board on request of three (3) members of the Executive Committee.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. President: The President of CLC shall **have leadership oversight of the affairs of the CLC; ~~be the chief elected officer of the CLC;~~** be a member of the Board of Directors and preside at all meetings of the Board of Directors; preside at all annual or special meetings; perform all duties customary to that office, subject to the control of the Board of Directors; and supervise and control all of the affairs of the CLC in accordance with all policies and directives of the Board of Directors.

Section 2. President-Elect: The President-Elect shall serve as member of CLC Board of Directors; assist the President in performance of duties; and assume the functions and responsibilities of the President in the absence or incapacity of the President.

Section 3. Treasurer: The Treasurer shall cause regular books of account to be kept and shall render to the Board of Directors, from time to time as may be required, an account of the financial condition of the Corporation; shall deliver an annual report at the annual meeting; and shall perform all other duties properly required of the Treasurer by the Board of Directors.

Section 4. Secretary: The Secretary shall serve as a member of the CLC Board of Directors; record the proceedings of the CLC Board of Directors and CLC annual meeting; and maintain a current record of all motions made by the CLC Board of Directors.

Section 5. Immediate Past President: The Immediate Past President shall serve as a member of the Board of Directors and perform such other duties as may be prescribed by the President of the Board of Directors and/or the Board of Directors.

The officers shall also perform such other duties as may be prescribed by the President of the Board, Executive Committee and/or Board of Directors.

ARTICLE IX: COMMITTEES AND TASK FORCES

Section 1. Appointment of Standing Committees: Standing committees, other than the Executive, Governance, Finance and Nominating Committees, may be created and ~~abolished~~ decommissioned by the President as necessary to plan and review the goals and purposes of the CLC. These committees shall report to the Board of Directors and shall, within budget authorizations, create their own sub-committees as required to complete their assigned tasks.

Section 2. Duties of Standing Committees: All committees shall develop action plans related to committee guidelines and CLC goals; maintain records of meetings of committee consultations; and submit written reports to the CLC Board of Directors before the semi-annual CLC Board of Directors meetings.

Section 3. Appointment of Special Committees, Work Groups, and Task Forces: Special committees, ~~work groups~~, and task forces may be appointed as necessary by the President in consultation with the Board of Directors to fulfill the programs and purposes of CLC. Special committees, ~~work groups~~, and task forces shall have a board liaison and be responsible to the board for their duration. The term of an additional committee, ~~work group~~, and/or task force shall be equal to the length of time necessary to complete the assigned task.

ARTICLE X: ~~CLC~~ CHILD LIFE CERTIFICATION COMMISSION

Section 1. Authority and Responsibility: ~~The CLC Child Life Certification Commission (CLCC) was established as a separate corporation to oversee the Certified Child Life Specialist (CCLS) certification program. CLC is the sole voting member of CLCC. shall have authority over the establishment and refinement of all essential certification decisions, which include certification eligibility requirements, recertification requirements, disciplinary determinations related to certification, examination development, examination administration, examination scoring, and selection of subject matter experts. The CLCC has final decision-making authority over the complete examination development cycle, which includes practice analysis (i.e., job analysis or role delineation), exam content outline, item writing, item review, development of exam forms, standard setting (i.e., cut score study), exam administration, exam scoring, candidate score reporting, and data analysis and exam technical reports. The CLCC shall maintain authority over its credentialing criteria; policies and procedures; administration, time, place, and frequency of its meetings; election of officers and members; and all other lawful activities. The CLCC shall have no role in developing exam review materials, creating educational resources, or conducting educational programs that may be used by candidates pursuing successful completion of the certification program. Information related to policies governing the CLCC can be found in the CLCC Policies.~~

~~*Section 2. Composition:* The CLCC will be comprised of a Chairperson, a Chairperson-elect, the Immediate Past Chairperson, a minimum of five at-large Commissioners appointed by the Chairperson, one public member appointed by the Chairperson, and one non-voting representative of the Board of Directors as designated by the Board of Directors President. Election and appointment procedures are set forth in the CLCC Policies.~~

ARTICLE XI: ANNUAL & SPECIAL MEETINGS

Section 1. Annual Meeting: The annual meeting of the members of CLC shall be determined by the Board of Directors. The annual meeting shall be held in conjunction with the annual conference.

Section 2. Special Meetings: At the written request of at least twenty-five percent (25%) of the voting membership, the President shall call a special membership meeting to be held within sixty (60) days of the receipt of such request. Written requests shall be directed to the Secretary of the CLC Board of Directors. The purpose of such special meetings shall be designated in the call to meeting and no other business may be conducted. Special meetings shall be held at a time and place determined by the CLC Board of Directors.

Section 3. Notice of Meetings: Notice of meetings shall be in writing and shall set forth the date, time, and place thereof. Such notices of meetings shall be mailed or otherwise transmitted no fewer than twenty (20) days before each meeting and be addressed to each member of the CLC at ~~his or her~~ their address as it shall appear on the records of the CLC. Notices of adjourned meetings need not be given.

Section 4. Quorum: At an annual or special meeting of the CLC, the presence of twenty-five (25) members shall be necessary for and shall constitute a quorum for the transaction of business, but less than a quorum shall have the power to adjourn a meeting, from time to time, without notice.

ARTICLE XII: FISCAL YEAR

The fiscal year of the CLC shall be January 1 through December 31.

ARTICLE XIII: STAFF

Section 1. Appointment: The Board of Directors shall employ and supervise a salaried Executive Leader.

Section 2. Authority and Responsibility: The Executive Leader is authorized to receive compensation by the Board of Directors. The Executive Leader shall be responsible for promoting public relations between the CLC, the Board of Directors, and the community to ensure its continued growth and development. The Executive Leader has the power to appoint and remove all employees. The Executive Leader reports to the Board of Directors of the CLC, working closely with the President.

ARTICLE XIV: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern CLC in cases to which they are applicable and in which they are not inconsistent with the bylaws of CLC.

ARTICLE XV: AMENDMENTS TO BYLAWS

Section 1. Governance Committee and/or Board: When amendments to the bylaws have been submitted by the Governance Committee and approved by the CLC Board of Directors, the Board of Directors will email a written notice of intent to the voting membership of the CLC for approval.

Section 2. Voting Membership: The Board of Directors shall initiate a vote for a bylaws change petitioned by the membership when presented with petitions signed by at least twenty-five percent (25%) of voting members of the CLC.

Section 3. Approval: If two-thirds (2/3) of the votes returned by mail, email, survey instrument, and/or cast at the annual conference or special meeting, depending on which of these means is specified for voting, are favorable to the amendment, it shall be adopted.

Section 4. Results: Members will receive ~~email~~ **electronic** communication from the Board of Directors regarding the results of the vote.

ARTICLE XVI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Oversight of the contracts, checks, deposits, and funds is the responsibility of the Treasurer and Executive Leader as defined by their specific roles outlined in Articles VIII and XIII.

ARTICLE XVII: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the CLC Board of Directors and its committees.

ARTICLE XVIII: INDEMNIFICATION

CLC shall purchase insurance covering all members of the Board of Directors and designated agents of CLC for any and all legal expenses and costs incurred as a result of any legal action brought against ~~her or him~~ **them** for any action performed in furtherance of ~~her or his~~ **their** duties as an officer or agent, subject to such exclusions as may be provided by law or approved by the Board of Directors.

ARTICLE XIX: NON-PROFIT STATUS DISSOLUTION

In the event the CLC needs to dissolve, the Board of Directors shall present a plan to do so to the general membership. An affirmative vote of two-thirds (2/3) of the general membership in good standing that casts votes is needed to dissolve the CLC. Membership shall be advised at least thirty (30) days prior to a vote to dissolve the CLC. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable or educational purposes or to organizations that are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such code. No financial benefits or emoluments shall accrue to any member of the CLC or the board by virtue of their position on the board or as a member of the CLC upon its dissolution.

