



## **Association of Child Life Professionals: Bylaws**

### **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 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 Child Life Certification Commission, a DC nonprofit corporation, subject to Child Life Certification Commission's bylaws.

### **ARTICLE III: MEMBERSHIP**

Section 1. Criteria for Membership:

- *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 Students, Healthcare Allies, Child Life Supporters, and Associate Members, shall be entitled to vote in the bylaws changes.

Section 4. Termination: A member not in arrears in payment of dues may terminate their membership at any time by submitting a resignation in writing or email 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**

Section 1. Nominating Committee: The Nominating Committee shall have no fewer than nine (9) and no more than thirteen (13) members, with members other than the Chairperson serving staggered two-year terms. The appointment of committee members will be identified through an application process and review conducted by the Governance Committee. 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, will make every effort to maintain child life certification. The slate of candidates presented by the Nominating Committee will be provided to the Board of Directors at least sixty (60) days prior to 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.

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

All members in good standing, except Students, Healthcare Allies, Child Life Supporters, and Associate Members, shall be entitled to vote in the election for officers, directors, and bylaws changes.

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 from the regular membership. The Board may additionally appoint individuals (CLC members or non-members) to serve a non-voting one-year term on the Board, with 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, fifty-one percent (51%) 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 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 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 and assume office.

Section 2. Qualifications: Any Certified Child Life Specialist who is a CLC member 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 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 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.

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. 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.

## **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 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 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 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: CHILD LIFE CERTIFICATION COMMISSION**

The Certification Child Life Commission (CLCC) is a Corporation organized exclusively for purposes within the meaning of Section 501(c)6 of the Internal Revenue Code (or the corresponding section of any future Federal tax code), and, specifically to oversee the Certified Child Life Specialist ("CCLS") certification program.

## **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 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 electronic communication from the Board of Directors regarding the results of the vote.

## **ARTICLE XVI: CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. 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 each member of the Board of Directors as well as each designated agent of CLC for any and all legal expenses and costs incurred as a result of any legal action brought against them for any action performed in furtherance of 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.