

BY-LAWS

of

**CARDINAL CUSHING CENTERS, INC.,
ADVISORY COUNCIL**

ADOPTED

this day of August 2001

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ADVISORY COUNCIL**

**ARTICLE I
NAME OF ORGANIZATION**

The name of this Organization shall be known as the Cardinal Cushing Centers, Inc., Advisory Council, (hereinafter referred to as “CCCAC”).

**ARTICLE II
MISSION**

The Mission of the CCCAC is to work towards an understanding of, respect for and support of all children with special needs and developmental delays, to that end the CCCAC will:

- A. work with the administration and staff to enhance the goals, philosophy, and mission of the Cardinal Cushing Centers, Inc.;
- B. provide information about the availability of special education programs to Parents, Guardians, Staff and other appropriate persons;
- C. advise the administration and staff regarding planning, implementation, and evaluation of programs;
- D. provide information concerning the rights and responsibilities under Municipal, State and Federal education laws;
- E. present and discuss concerns regarding Special Education Programs, standing and proposed to the administration; and
- F. promote and foster continued cooperation and communication among parents, guardians and staff.

ARTICLE III TERM

The CCCAC shall begin on September 1, 2001 and continue thereafter from year to year unless earlier terminated as hereinafter provided.

ARTICLE IV MEMBERSHIP AND MEETINGS

Membership shall be open to all parents, guardians, foster parents and surrogate parents of students currently enrolled at the Cardinal Cushing Centers at Braintree and Hanover, Massachusetts and any other facilities or Centers hereinafter associated or incorporated into the Cardinal Cushing Centers, Inc.,

SECTION 1. General Meetings. General meetings shall be held a minimum of four (4) times a year.

SECTION 2. Special Meetings. A Special Meeting of the Membership shall be called by or at the request of the President or any two (2) Executive Committee Members as defined in Article V.

SECTION 3. Notice. Notice of all meetings shall be given to the general membership of the Cardinal Cushing Centers, Inc. Notice of Special Meetings shall be given at least one (1) week prior thereto by written notice delivered personally, mailed, faxed or electronically mailed to the general membership at his address of record for the CCCAC.

SECTION 4. Quorum. A minimum of ten (10) Members of the Membership and the Executive Committee present at a duly called meeting shall constitute a quorum for the transaction of business at any meeting of the Membership.

SECTION 5. Vote. Each Member shall be entitled to one (1) vote. In the event of a tie, the President shall cast the deciding vote. Matters which require a vote of the membership include but are not limited to:

- (a) an amendment or revocation to the By-Laws; and
- (b) elections;

SECTION 6. Manner of Acting. The act of the majority of the General Membership present at a meeting at which a quorum is present shall be the act of the Membership.

No Member shall sign any evidence of indebtedness to bind the CCCAC unless expressly authorized in writing to do so by the Executive Committee at an officially called meeting.

ARTICLE V EXECUTIVE COMMITTEE

SECTION 1. General Powers. The business and affairs of the CCCAC shall be managed and directed by the Executive Committee. The Executive Committee shall fill temporary Officer vacancies from the Membership, set the Agenda, prepare notices and other information to be disseminated to the membership with the assistance of the Cardinal Cushing Centers, Inc.

SECTION 2. Number, Tenure and Qualifications. All elected Officers shall comprise the Executive Committee, but in no event shall the number be less than three (3).

SECTION 3. Regular Meetings. A regular meeting of the Executive Committee shall be held without further notice immediately following the Annual Spring Meeting and the Executive Committee may call additional regular meetings as they deem necessary and appropriate from time to time.

SECTION 4. Special Meetings. A Special Meeting of the Executive Committee shall be called by or at the request of the President or any two (2) Executive Committee Members.

SECTION 5. Notice. Notice of any Special Meeting shall be given at least one (1) week prior thereto by written notice delivered personally, mailed, faxed or electronically mailed to each Executive Committee Member at his address of record.

SECTION 6. Quorum. A simple majority of the number of Executive Committee Members present at a duly called meeting shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

SECTION 7. Vote. Each Executive Member shall be entitled to one (1) vote. In the event of a tie, the President shall cast the deciding vote.

SECTION 8. Manner of Acting. The act of the majority of the Executive Committee members present at a meeting at which a quorum is present shall be the act of the Executive Committee.

ARTICLE VI OFFICERS

SECTION 1. Number. The Officers of the CCCAC shall be a President, Vice-President, Recording Secretary and Treasurer.

SECTION 2. Election and Term of Office. The Elected Officers of CCCAC shall comprise the Executive Committee. Each Officer shall be elected by the Membership and hold office for one (1) year or until a successor has been duly elected and qualified or until their resignation, refusal or inability to serve. Each Officer shall not serve more than two (2) consecutive terms except as herein provided under this Article and Section.

Elections shall be the first order of business during the Annual Spring Meeting. If the election shall not be held at such meeting, such election shall be held as soon thereafter as conveniently as may be.

In any event each Officer shall hold office until his successor shall have been duly elected and qualified or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

A Nominating Committee consisting of two members of the Executive Committee (excluding the President) and one (1) at large member shall be appointed to prepare a slate of candidates prior to the Annual Spring Meeting. All members are eligible to make nominations or to be nominated. Following the report of the Nominating Committee an opportunity shall be given for nominations from the floor.

SECTION 3. Removal. Any Officer may be removed by the Executive Committee whenever, in its judgment the best interests of the CCCAC will be served thereby.

SECTION 4. Vacancies. A vacancy in any Office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Committee for the unexpired portion of the term. A vacancy in the Office of President shall be filled by the Vice-President for the balance of the unexpired term.

SECTION 5. OFFICER RESPONSIBILITIES

A. The President shall:

1. be the Chief Executive Officer of the CCCAC and be subject to the control of the Executive Committee;
2. supervise and control all of the business and affairs of the CCCAC;
3. when present, preside at all meetings of the CCCAC; sign with the Secretary or any other proper officer of the CCCAC instruments or documents as expressly delegated by the Executive Committee;
4. monitor the function of subcommittees.
5. act as a liaison to the Cardinal Cushing Centers, Inc., and the Executive Director or his designee;.
6. be responsible for receiving official records and materials from CCCAC Officers and shall distribute and present the records and materials to the successor in Office within thirty (30) days receipt of the same;
7. when appropriate and deemed necessary appoint designees; and
8. perform any and all other duties that are incident to the Office of President and such other duties as may be prescribed by the Executive Committee from time to time.

B. The Vice President shall:

1. in the absence or vacancy in the Office of the President, preside at all meetings and perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the Office of President;
2. assist, be directly responsible to, and assume such duties as from time to time may be delegated by the CCCAC; and
3. perform any and all other duties that are incident to the Office of Vice President and such other duties as may be prescribed by the President or Executive Committee from time to time.

C. The Recording Secretary shall:

1. maintain and record the minutes of the proceedings of the CCCAC and of the Executive Committee in one or more minute books provided for that purpose;
2. take, prepare and distribute the minutes of the Membership and Executive Committee prior to the next schedule meeting;
3. give due notice of all meetings of the CCCAC;
4. be custodian of the records and official documents of the CCCAC;

5. execute along with the president instruments or documents that are expressly delegated by the Executive Committee; and
6. perform any and all other duties that are incident to the Office of Recording Secretary and such other duties as may be prescribed from time to time by the President or Executive Committee.

D. The Treasurer shall:

1. in coordination with the Cardinal Cushing Centers, Inc. take custody of and be responsible for all funds associated with the CCCAC;
2. receive and give receipts for monies due or payable to the CCCAC from any source whatsoever and deposit all said monies in the name of the CCCAC in such banks, trust companies or other depositories as shall be selected or designated by the Executive Committee;
3. if required by the Executive Committee furnish a bond for the faithful discharge of his duties in such sum or sums as the Executive Committee shall determine;
4. render a report on the status and equity of the CCCAC; and
5. perform any and all other duties that are incident to the Office of Treasurer and such other duties as may be prescribed from time to time by the President or Executive Committee.

ARTICLE VII COMPENSATION

No Officer or Member or other individual acting on behalf of the CCCAC shall be compensated for services rendered except for reimbursement for expenses performed in an official capacity on behalf of the CCCAC under written authority.

ARTICLE VIII RULES

Roberts Rules of Order are the default procedures for this Organization.

ARTICLE IX FORBIDDEN ACTS

No Person shall:

- (a) have the right or authority to bind or obligate the CCCAC to any extent whatsoever with regard to any matter outside the scope of the CCCAC business; and
- (b) use the CCCAC name, credit or property for other than CCCAC purposes;

ARTICLE X DISSOLUTION

The CCCAC may be dissolved by agreement of the Membership at an officially called meeting at which a quorum is present.

ARTICLE XI CONSTRUCTION

When required by the context in this instrument, masculine nouns and pronouns shall be construed to include feminine nouns and pronouns, singular nouns and pronouns shall be construed to include plural nouns and pronouns and vice versa.

ARTICLE XII AMENDMENTS

Any Member or Officer may propose an amendment, alteration or revocation to the By-Laws

Any amendment, alteration or revocation proposed shall be presented in writing to all Members at the Meeting, published in the Minutes, discussed and voted upon at the next officially called meeting.

The amendments, alterations or revocations may be adopted by the Executive Committee at any duly called regular or special meeting of the Executive Committee.

Any proposed amendments or revocations to the By Laws must be submitted to the general membership for comments at least two (2) weeks prior to the next meeting.

