

**CERTIFICATION BOARD FOR DIABETES CARE AND EDUCATION
BYLAWS**

**Article I
NAME**

The name of the corporation shall be Certification Board for Diabetes Care and Education, hereinafter referred to as CBDCE.

**Article II
PURPOSE**

The purpose of CBDCE, an Illinois not-for-profit corporation incorporated under the Illinois General Not For Profit Corporation Act of 1986, as amended, shall be to promote the interests of diabetes care and education specialists and other individuals providing information and support to people with diabetes and the public at large by (a) granting certification to those qualified individuals providing diabetes care and education and/or support, through establishment of programs that identify requirements for certification and development of an examination, and (b) engaging in related activities.

**Article III
MEMBERS**

CBDCE is not a membership organization.

**Article IV
BOARD OF DIRECTORS**

Section 1. Composition of the Board of Directors.

- A. The number of "Professional Discipline" Directors shall be no more than eleven voting members. These shall consist of at least nine active status Certified Diabetes Care and Education Specialists (CDCESs) to include at least two registered nurses, two registered dietitians/dietitian nutritionists, one pharmacist, one provider (MD, DO, PA, NP), and one "other" professional. The additional two members can come from any discipline. The "other" professional category includes any discipline other than registered nurse, registered dietitian/dietitian nutritionist, pharmacist, or provider. In addition, one public member and the Immediate Past-Chair shall serve as Directors. The CBDCE Chief Executive Officer/Secretary shall serve as ex-officio member of the Board, without vote.
- B. If, when the Immediate Past-Chair assumes the duties of that office, his/her term as a Director expires, the Board of Directors shall elect an eligible person to fill the Professional Discipline or Public Member position

previously held by the Immediate Past-Chair.

Section 2. Eligibility.

- A. To be eligible for election to any Professional Discipline position on the Board, an individual must be an active status CBDCE Certified Diabetes Care and Education Specialist (CDCES), in good standing. Individuals holding retired status – Certified Diabetes Care and Education Specialist (Retired) - are not eligible for election to or service on the Board.
- B. For individuals elected to a Professional Discipline position on the Board, active status as a Certified Diabetes Care and Education Specialist (CDCES) must be maintained throughout his or her term.
- C. To be eligible for appointment to the Public Member position on the Board, an individual shall represent the interests of consumers of diabetes care and education services and not be a diabetes care and education specialist or Certified Diabetes Care and Education Specialist (active or retired status).

Section 3. Election/Appointment and Term.

- A. At least fourteen (14) days prior to the regular meeting prior to the last regular meeting of the calendar year, the Professional Development Committee shall present a slate of candidates for Director positions to be voted on by the Board. Voting shall be by written and/or electronic ballot. Directors shall be elected by a majority vote of the Board at the regular meeting prior to the last regular meeting of the calendar year. If the Professional Development Committee fails to present a full slate of candidates, the Board shall appoint individuals by majority vote to fill any Director positions not covered by the slate, provided that such individuals must be otherwise eligible and from the same Professional Discipline or Public Member category.
- B. Each Director, elected to a full term of office, shall serve a four year term, beginning on the first day of the calendar year following his/her election or appointment.
- C. No Director may serve consecutive full terms.
- D. The term of a Director who serves as Immediate Past-Chair may be extended, if necessary, until such Director has completed his or her term as Immediate Past-Chair.

- E. Election/Appointment of Directors shall be staggered, allowing specific positions to be filled each year, such that no Professional Discipline category shall have Directors whose terms expire simultaneously.

Section 4. Removal. Any Director may be removed from the Board at any time by a majority vote of the Board with or without cause.

Section 5. Resignations. Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect upon receipt by the Chair, or, in the case of resignation of the Chair, the Chair-Elect.

Section 6. Vacancies. To maintain the number of Directors within each Professional Discipline or Public Member category of the Board, any vacated Director position shall be filled with an eligible person from within the same category; except that any vacancy in the Immediate Past-Chair position shall not be filled. Such vacancies shall be filled at the next meeting of the Board, following submission of a slate of recommended candidate(s) by the Professional Development Committee. An appointment to fill a vacancy shall be made by the Chair, subject to a majority vote of the Directors. The new Director shall serve the unexpired term of the vacated position.

Section 7. Duties and Powers.

- A. The business and affairs of CBDCE shall be managed by the Board, which shall have power and control of the affairs of CBDCE, shall determine its policies and charges therein within the limits of these Bylaws, and shall actively fulfill its purposes and administer its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed necessary and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- B. It is agreed and understood that:
1. during a Director's term and for a two year period thereafter, he/she shall not participate in any way in certification review courses, sessions or study materials which are designed primarily or offered for those reviewing/preparing for the certification examination; and,
 2. a Director shall have the right to use the CDCES credential for the longer of (a) the current term of the grant of the credential, or (b) a two year period beyond the Director's term in office. At the end of such period, certification must be renewed during the third year following completion of the term.

Section 8. Meetings

- A. Regular Meetings. There shall be at least two Board meetings per year; of which one shall be designated the annual meeting. Written notice of the meeting shall be delivered to each Director by mail, facsimile or electronic transmission not less than seven days prior to the meeting.
- B. Special Meetings. Special meetings of the Board may be called by the Chair, any two Directors, or the Chief Executive Officer. Written notice of any special meeting of the Board shall be delivered by mail, facsimile or electronic transmission not less than seven days prior to the meeting.
- C. Quorum. The presence of a majority of the voting Directors shall constitute a quorum for the transaction of business and, except where otherwise provided by law or by these Bylaws, a majority vote of the voting Directors present at a meeting at which a quorum is present shall be required for any vote or action.
- D. Informal Action by Directors. Any required action of the Board may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors. Electronic signatures shall be acceptable for this purpose.
- E. Attendance by Communications Equipment. Members of the

Board or of any committee of the Board may participate in and act at any meeting of such Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Attendance by communications equipment shall constitute presence in person at the meeting of the person or persons so participating.

Section 9. Compensation. Directors serve as volunteers and shall not receive any salaries for their services. A fixed sum and/or expenses may be allowed for each regular or special meeting of the Board.

**Article V
OFFICERS**

Section 1. Officers.

- A. The officers of CBDCE shall be a Chair, a Chair-Elect, a Treasurer, and an Immediate Past-Chair. Pursuant to Article X, the Corporate Secretary shall also be an officer, without vote.
- B. All voting Directors shall be eligible to serve as officers. All officers shall serve in accordance with CBDCE Policies and Procedures.
- C. The Chair-Elect and Treasurer shall be elected by majority vote of the Board from a slate of open nominations, with such

election taking place at the same meeting and following the election of the Directors. The vote shall be by written and/or electronic ballot.

- D. Officers shall serve a term of one year or until their successors are elected, beginning on the first day of the calendar year following the meeting at which they were elected. No officer may serve consecutive full terms except the Treasurer, who may serve up to two consecutive full terms.
- E. An individual must serve his/her term(s) as Treasurer during his/her elected term as Director and/or while serving as a replacement Director pursuant to Article IV, Section 6. An individual elected to serve as Chair-Elect or Chair must serve in that position during his/her four-year term as Director and/or while serving as a replacement Director pursuant to Article IV, Section 6. The Immediate Past-Chair, may have his/her term extended pursuant to Article IV, Section 3D of these Bylaws. Officers need not be residents of Illinois.

Section 2. Duties. Officers shall perform the duties prescribed by these Bylaws and/or any other duties specified by the policies and procedures of CBDCE.

- A. Chair - the duties of this office shall include but not be limited to:
1. serving as chief elected officer and principal spokesperson;
 2. calling and presiding over meetings;
 3. appointing a Director to the Board, in the event of a vacancy, pursuant to Article IV, Section 6;
 4. establishing committees subject to a majority vote of the Board;
 5. appointing committee members according to CBDCE policies and procedures;
 6. serving as ex-officio member of all committees, except the Professional Development Committee;
 7. acting as official liaison to national diabetes organizations, and other certifying councils and agencies;
 8. signing any deeds, mortgages, contracts and other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board, the Bylaws, or by

statute, to some other officer or agent;

9. in general, performing all duties incident to the office of Chair and such other duties as from time to time may be assigned by the Board; and,
 10. automatically assuming the office of Immediate Past-Chair at conclusion of the term.
- B. Chair-Elect - the duties of this office shall include but not be limited to:
1. assuming the office of Chair in the event the Chair is unable or unwilling to complete the elected term of office;
 2. presiding over meetings in the absence of the Chair;
 3. serving as Chair of the Professional Development Committee;
 4. serving as principal spokesperson for CBDCE in the absence of the Chair;
 5. performing such other duties as from time to time may be assigned by the Chair or the Board; and,
 6. automatically assuming the office of Chair at conclusion of the term.
- C. Treasurer - the duties of this office shall include but not be limited to:
1. chairing the Finance Committee;

2. reporting on CBDCE's financial affairs at meetings; and,
3. performing all duties traditionally incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or the Board.

- D. Immediate Past-Chair - the duties of this office shall include but not be limited to:
1. serving as a member of the Professional Development Committee;
 2. performing such other duties as from time to time may be assigned by the Chair or the Board.

- E. Corporate Secretary – the duties of this office shall include but not be limited to:
1. maintaining and serving as custodian of all corporate records;
 2. preparing Minutes of Board meetings and submitting them to the Board for approval; and,
 3. performing all duties traditionally incident to the office of Corporate Secretary and such other duties as from time to time may be assigned by the Chair or the Board.

Section 3. Vacancies. Whenever the office of Chair becomes vacant, the Chair-elect shall become Chair. In the event of a vacancy in the Chair-Elect or Treasurer position, the Board shall elect an interim officer from among the remaining qualified Directors to fill the unexpired term.

Section 4. Removal. Any officer may be removed from his/her office, at any time by a majority vote of the Board with or without cause.

Article VI COMMITTEES

Section 1. Standing Committees.

The standing committees of CBDCE shall be as follows:

- A. An Executive Committee, which shall be composed of (i) the elected officers, (ii) the Immediate Past-Chair; and, (iii) Corporate Secretary/Chief Executive Officer who shall serve ex-officio without vote; and who shall have the power to act or follow up on matters that require action between meetings. Actions of the Executive Committee shall be subject to review and ratification by the Board.
- B. A Professional Development Committee, chaired by the Chair-Elect, shall include the Immediate Past-Chair and up to three additional members who are elected by the Board at the last meeting of the fiscal year. The Chair shall not be a

member of this committee. The duties of the Professional Development Committee shall be those enumerated in Article IV, Section 3A and in policies and procedures as specified by CBDCE.

- C. A Finance Committee, chaired by the Treasurer, shall include two additional Directors and shall be responsible for oversight of CBDCE financial affairs as specified in CBDCE policies and procedures.
- D. An Examination Committee, the selection, composition and duties of which shall be specified in CBDCE policies and procedures.
- E. A Credentials Committee, the selection, composition and duties of which shall be specified in CBDCE policies and procedures.

Section 2. Other Committees. By resolution adopted by a majority of Directors, the Board may designate one or more special committees, the selection, composition and duties of which shall be specified in CBDCE policies and procedures.

Section 3. Term of Office. Each member of a standing committee or special committee shall serve a term as specified in either these Bylaws or by CBDCE policies and procedures, or until his/her successor is appointed, unless such member shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled in the same manner as the original appointments.

Section 5. Quorum. A majority of the committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Article VII FISCAL YEAR

The fiscal year shall commence on January 1 and shall end on December 31.

Article VIII FINANCE

Section 1. Budget. Upon recommendation of the Finance Committee, the Board of Directors shall adopt an annual operating budget supporting all activities of CBDCE.

Section 2. Audit. The accounts of CBDCE shall be audited at least once annually by a Certified Public Accountant who shall be retained by and provide a report to the Board of Directors.

Article IX

**CONTRACTS, OBLIGATIONS,
CHECKS, DEPOSITS, AND FUNDS**

Section 1. Testing and Administrative Services. The Board may enter into a contract with a testing agency for development and administration of the certification examination. The Board also may enter into one or more contracts for administrative services.

Section 2. Other Contracts. The Board may authorize any officer or officers, agent or agents of CBDCE, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CBDCE and such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of CBDCE shall be signed by officers, agent or agents of CBDCE and in a manner as shall be determined by resolution of the Board. In the absence of a determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the Chair.

Section 4. Deposits. All funds of CBDCE shall be deposited to the credit of CBDCE in banks, trust companies or other depositories as the Board may select.

Section 5. Net Earnings. No part of net earnings of CBDCE shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that CBDCE 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 CBDCE's Articles of Incorporation and these Bylaws.

Section 6. Gifts. The Board may accept on behalf of CBDCE any contribution, gift, bequest, or devise for the general purposes or for any special purpose.

Article X

CHIEF EXECUTIVE OFFICER

The Board shall employ a Chief Executive Officer, to act as chief staff officer for CBDCE, who shall serve as corporate secretary of CBDCE and perform all duties incident to that office, and as general manager of CBDCE and perform such duties as are described in the job description and/or may be assigned by the Board.

Article XI

**REGISTERED OFFICE AND
AGENT**

CBDCE shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose office shall be identical

with such registered office, and may have such other offices within or without the State of Illinois and such other registered agents as the Board may from time to time determine.

Article XII

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern CBDCE and its committees in all cases in which they are applicable and in which they are not in conflict with these Bylaws or any special rules of order CBDCE may adopt.

Article XIII

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Illinois General Not For Profit Corporation Act of 1986, as amended, or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XIV
INDEMNIFICATION

CBDCE shall indemnify all officers and Directors to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification of officers and Directors to the full extent as determined by the Board.

Amended:
May, 1988
May, 1989
August, 1992
October, 1995
January, 1996
March, 1996
October, 2003
February, 2004
June, 2004
October, 2004
February, 2005
February, 2007
February, 2008
June, 2013
May, 2015
September 2019
June 2020
December, 2020

Revised:
October, 2002
June, 2009
June, 2012
June 2020

Article XV
AMENDMENT OF THE BYLAWS

These Bylaws may be amended by a two-thirds vote of the Board, at any regular meeting at which there is a quorum present. Written notice of any intention to amend these Bylaws, and the content of any proposed amendments, shall be delivered to all Directors at least 14 days prior to the amendment being considered for a vote by the Directors.

Article XVI
DISSOLUTION

Upon finding of a two-thirds vote of the Board that the operation of CBDCE is no longer in the best interest of diabetes care and education, CBDCE shall proceed with voluntary dissolution in accordance with applicable laws. The assets of CBDCE shall then be disposed of as provided in the Articles of Incorporation.