

# Sample Affiliate Group Bylaws

The \_\_\_\_\_ Association for the Education of Young Children

## BYLAWS

### Article I - Name

The name of this organization shall be the \_\_\_\_\_ Association for the Education of Young Children.

### Article II - Purposes

The purposes of the \_\_\_\_\_ AEYC shall be charitable and educational and, include but not be limited to serving and acting on behalf of the needs, rights, and well-being of all young children in \_\_\_\_\_ (city/county) and their families, with special emphasis on developmental and educational services and resources and fostering the growth and development of the membership in their work with, and on behalf of, young children.

### Article III - Membership

**Section 3.1. Eligibility.** Anyone interested in promoting the purposes of this Association may become a member upon payment of annual dues.

**Section 3.2. Levels of Membership.** All members of the \_\_\_\_\_ AEYC are also members of the \_\_\_\_\_ State AEYC, the \_\_\_\_\_ Regional AEYC, and the National Association for the Education of Young Children (NAEYC), and are entitled to the rights and privileges of membership consistent with the membership categories of those respective associations.

**Section 3.3. Classes of Members.** The classes of members shall be Comprehensive Affiliate, Regular Affiliate, and Student Affiliate. The Board shall have the authority to establish additional classes of members.

**Section 3.4. Dues.** Membership dues shall be determined by the Board. Any member who fails to pay his or her dues for the current membership year within three (3) months of its start shall automatically be expelled as a member of the Association.

#### Section 3.5. Annual Meeting; Quorum; Voting.

(a) The annual meeting of the members of the Association shall be held during the annual meeting of the Association at such place as the Board may determine.

(b) The membership shall be informed by mail of the date and place of the meeting no later than four (4) weeks prior to the meeting. A quorum of members shall be necessary to transact business at the annual meeting. A quorum shall equal twenty-five (25%) of the total number of voting members present in person or by proxy at a meeting.

## Article IV - Governing Body

**Section 4.1. Name.** The principal governing body of the association shall be called the Board of Directors ("Board").

**Section 4.2. Powers and Duties.** The Governing Board shall supervise, control, and direct the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such committees or agents as it may consider necessary.

### Section 4.3. Composition.

(a) The Governing Board shall consist of a President, President-Elect, Past President, Vice President, Secretary, Treasurer and at least three at-large Governing Board members, elected by the membership of the Association, and the Executive Director, if any, of the Association who shall serve as a non-voting *ex officio* member of the Board. The size of the Governing Board is subject to change at its discretion; however, the number shall not be less than seven (9) nor more than \_\_\_\_\_ (insert appropriate number for size of organization).

(b) No person shall serve on the Board unless that person is a member of the Association.

(c) Except for the initial year, officers and Board members shall be elected on a rotational basis to take office on the \_\_\_\_\_ (insert date) of each year of their election for their term as designated in these Bylaws or until their successors are elected and qualified, unless she or he is earlier removed or resigns.

(d) No officer shall serve more than two consecutive terms in the same position.

### Section 4.4. Board Meetings.

(a) There shall be at least one meeting of the Governing Board during the membership year. Special meetings of the Board may be called by written request of the President or at least five (5) Board members.

(b) Notice of any meeting of the Board shall be deemed to be duly given to a Board member if mailed or faxed to the Board member at least seven (7) days before the day on which such meeting is to be held, or is provided by telephone or other means of electronic communication, not later than two days before the day on which such meeting is to be held. Each such notice shall state the time and place of the meeting and the general purpose of the meeting.

#### **Section 4.5. Quorum and Voting.**

(a) A simple majority of the Board shall constitute a quorum for the transaction of business.

(b) Any action required to be taken at a meeting of the Board may be taken without a meeting, if proper notice of the proposed action is given in writing to all directors and thereafter a consent in writing approving the action is signed by all the directors entitled to vote on the subject.

#### **Section 4.6. Resignation or Removal.**

(a) An officer or board member may resign at any time. The resignation shall be made in writing and shall take effect at the time specified therein. The acceptance of a resignation shall not be necessary to make it effective.

(b) An officer or Board member may be removed, with or without cause, by mailed ballot in which members representing twenty-five percent (25%) of the total number of members participate (based on membership figures as of the end of the immediately preceding membership year) or at any regular or special majority of the voting members, voting either in person, or by proxy, or as otherwise permitted by law. No officer or Board member shall be removed at a meeting of members entitled to vote, unless written notice of such meeting is delivered to all members entitled to vote, and the notice explains that a purpose of the meeting is to vote upon removal of one or more directors who are named in the notice.

**Section 4.7. Board Vacancies.** Vacancies on the Board shall be filled by the Board. Each person chosen to fill a vacancy on the Board shall hold office until the next annual election of Board members, or, if so determined by the Board, until the expiration of the term of the vacant position.

**Section 4.8. Executive Committee.** The Executive Committee shall be charged with carrying out the functions of the Board between meetings of the Board, and the actions of the Executive Committee shall be acts of the Board. The Executive Committee shall consist of the six (6) principal officers of the Association and the Association's Executive Director, if any. The Executive Committee shall meet at the call of the President or, at the written request of three (3) members of the Executive Committee, in the interim between meetings of the Board to consider and take action upon any business presented. Minutes of each meeting of the Executive Committee, including the Treasurer's report, shall be made to the Board as soon as practicable after any meeting. A majority of the Executive Committee shall constitute a quorum. A vote of a majority of Executive Committee members present at a meeting at which a quorum is present shall be required for action by the Executive Committee.

#### **Article V - Officers**

**Section 5.1. Principal Officers.** The principal officers of the \_\_\_\_\_ AEYC shall be:

President  
President-Elect  
(when this position is occupied)  
Past President  
(when this position is occupied)  
Vice-President  
Secretary  
Treasurer

**Section 5.2. Election of Principal Officers: Term of Office.** The principal officers of the Association shall be elected annually by the members in conjunction with the election of directors by mailed ballot. The President-Elect shall serve one (1) year in that office, two (2) years as President, and one (1) year as Past President. The terms of the Vice-President, Secretary, and Treasurer shall be four (4) years or until the officer's successor has been elected and qualified.

**Section 5.3. Duties.** The duties of the officers shall be such as are usually performed by these offices. Specific qualifications and duties are defined in the \_\_\_\_\_ *AEYC Leader Guide*.

## **Article VI - Nominations and Elections**

**Section 6.1. Nominating Committee Appointment.** Each year, the Governing Board shall select a Nominating Committee in accordance with the Association bylaws and policies.

### **Section 6.2. Nominating Committee Duties.**

(a) The Nominating Committee shall request suggestions for nominations from the membership no later than eight (8) weeks prior to the date that the slate is presented for voting.

(b) The Nominating Committee shall prepare a slate of officers and at-large Governing Board members in accordance with Association bylaws and policies, and shall notify the membership of the composition of the slate no later than four (4) weeks prior to the date that the slate is presented for voting.

**Section 6.3. Candidates by Petition.** Nomination of additional candidates may be made by members representing not less than ten percent (10%) of the total \_\_\_\_\_ AEYC members (based on figures for the immediately preceding year), or by a majority vote of the membership at a meeting called for the purpose of voting.

### **Section 6.4. Elections**

(a) Elections shall be accomplished by \_\_\_\_\_ (insert date) of each year by mail vote or by a vote at a membership meeting as determined by the Governing Board in accordance with Association bylaws and policies. Election results shall be published in the first issue of the Association newsletter following the completion of the election.

(b) Elections shall be determined by a majority of the members voting.

**Article VII - Committees.** The President, with the approval of the Governing Board, shall appoint as many standing and special committees as are determined necessary to fulfill the purpose the Association. The powers, duties, and qualifications for appointment to such committees are specified in the \_\_\_\_\_ *AEYC Leader Guide*.

**Article VIII - Fiscal Year.** The fiscal year shall be from (month) 1 through (month) 30 or 31 or such other 12-consecutive-month period as the Board may designate.

**Article IX - Parliamentary Authority.** The most current edition of *Robert's Rules of Order* shall be the parliamentary authority of the Association.

**Article X - Indemnification.**<sup>1</sup> The Association shall indemnify any person who was or 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 Association) by reasons of the fact that he or she is or was director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as the director, officer, or employee. The individual shall be indemnified against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person 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 Association. With respect to any criminal action or proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

**Article XI - Amendments.** These bylaws may be amended, repeated, or altered, in whole or in part (1) by a majority vote at any meeting of the Association; provided that a copy of any amendment proposal for consideration shall be mailed to the membership at least thirty (30) days prior to the date of the meeting; or (2) by approval of the members through a mail vote in accordance with the provisions of Article III, Section 7.

**Article XII - Dissolution.** The \_\_\_\_\_ AEYC may be dissolved at a membership meeting called for the specific purpose by a majority vote of the Governing Board. Upon dissolution of the Association, any remaining funds shall be distributed to one or more nonprofit organizations classified by the Internal Revenue Service as tax exempt under Section 501(c)(3) of the Internal Revenue Code.

#### **For Further Information**

Robert, H.M. (1989). *Robert's rules of order, newly revised*. New York: Berkley Books.

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\* Article X is optional and applies only to those Affiliate Groups that carry Directors and Officers (D&O) liability insurance for this purpose.

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