

By-Laws

Association for the Education of Young Children of Missouri

ARTICLE I. Name

The name of this organization shall be the Association for the Education of Young Children of Missouri (AEYC-MO).

ARTICLE II. Incorporation

This organization is incorporated under the Not-For-Profit Corporation Laws of the State of Missouri on September 3, 1976 and evidenced by Certificate of Incorporation number N00018358.

ARTICLE III. Mission, Vision and Purposes

Section 3.1 Mission Statement. AEYC-MO, an organization for early childhood professionals, fosters excellence in early childhood systems and programs through advocacy, education and professional development.

Section 3.2 Vision Statement. Missouri invests in early childhood education to ensure that every child is prepared for and succeeds in school.

Section 3.3 Purposes. The purposes of the AEYC-MO 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 Missouri 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 IV. Members

Section 4.1 Eligibility. Anyone interested in promoting the purposes of this Association may become a member upon payment of annual dues.

Section 4.2 Levels of Membership. All members of AEYC-MO are also members of a local affiliate chapter, Midwest AEYC Regional Alliance, 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 4.3 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 4.4 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 4.5 Annual Meeting, Quorum, Voting. The annual meeting of the members of the Association shall be held during the annual conference of the Association at such place as the Board may determine. The membership shall be informed by mail, fax, telephone, or other means of electronic communication of the date and place of the meeting no later than four (4) weeks prior to the meeting. A quorum shall be members from a majority of Affiliate Chapters.

Section 4.6 Chapter Status. A group of at least 50 members may seek status as an affiliate chapter through documentation that standards, as defined by NAEYC, have been met, and with the approval of the AEYC-MO Board of directors.

ARTICLE V

Governing Body

Section 5.1 Name. The principal governing body of the association shall be called the Board of Directors (“Board”).

Section 5.2 Powers and Duties. The 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 5.3 Composition. The Board shall consist of the following:

- a. Elected officers—President, President-Elect or Past President, Vice President, Secretary, and Treasurer elected by the membership of the Association.
- b. Executive Director of the Association who shall serve as a non-voting *ex officio* member of the Board.
- c. Appointed positions—Midwest AEYC Council Representative, NAEYC Affiliate Council Representative, Student Representative(s), Program Quality: Outreach and Support Chair, Public Policy Chair(s) and Parliamentarian.
- d. Committee Chairs—chosen from among the Board members.
- e. Four at-large Regional Affiliate Chapter Representatives, one from each Affiliate Chapter, appointed by the state Board for two-year terms in odd years.
- f. Four Affiliate Chapter Representative positions, elected by Affiliate Chapter members for two-year terms in even years.

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

Except for the initial year, officers and Board members shall be elected on a rotational basis to take office on June 1 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.

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

Section 5.4 Board Meetings. There shall be at least four meetings of the 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.

Notice of any meeting of the Board shall be deemed to be duly given to a Board member if mailed, faxed or is provided by telephone or other means of electronic communication to the Board member at least seven 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 5.5 Quorum and Voting. A simple majority of the Board members present at a meeting shall constitute a quorum for the transaction of business.

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 5.6 Resignation or Removal. 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.

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 5.7 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 5.8 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 five principal officers of the Association, the Association's Executive Director and the Parliamentarian. 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 VI

Officers

Section 6.1 Principal Officers. The principal officers of the AEYC-MO shall be: President; President-Elect (when this position is occupied); Past President (when this position is occupied); Vice-President; Secretary; and Treasurer.

Section 6.2 Election of Principal Officers: Term of Office. The principal officers of the Association shall be elected annually by the members by mailed ballot. The President-Elect shall be elected in even years and shall serve one (1) year in that office, two (2) years as President, and one (1) year as Past President, one term maximum (4 years). The treasurer shall be elected for a two-year term in even years, with two terms maximum. The Vice-President, and Secretary shall be elected for a two-year term in odd years, with two terms maximum. Officers will serve until the end of their terms or until a successor has been elected and qualified.

Section 6.3 Duties. The duties of the officers shall be such as are usually performed by these offices. Specific qualifications and duties are defined in the job descriptions portion of the AEYC-MO Policies and Procedures Manual.

ARTICLE VII Nominations and Elections

Section 7.1 Governance Committee Appointment. The president will appoint the Governance committee chair. The governing board shall elect the four (4) members of the committee. The Governance committee members shall serve for two years. The chair and two members seated in even years and the other two members seated in odd years. The committee may be composed of board and non-board members in accordance with the Association bylaws and policies.

Section 7.2 Governance Committee Duties.

- A. The Governance 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 Governance Committee shall prepare a slate of officers and at-large 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 7.3 Candidates by Petition. Nomination of additional candidates may be made by members representing not less than ten percent (10%) of the total AEYC-MO members (based on figures for the immediately preceding year).

Section 7.4 Elections

- A. Elections shall be accomplished by May 1 of each year by mail vote or confidential secure electronic voting. 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 VIII Committees.

The President, with the approval of the 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 job description section of the AEYC-MO Policies and Procedures Manual.

ARTICLE IX Fiscal Year.

The fiscal year shall be from September 1 through August 31.

ARTICLE X Parliamentary Authority

The most current version of *Robert's Rules of Order Revised* shall govern the proceedings of AEYC-MO in all cases not provided for in these By-laws.

ARTICLE XI Indemnification

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 XII Dissolution

The AEYC-MO may be dissolved at a membership meeting called for the specific purpose by a majority vote of the 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.

ARTICLE XIII 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 sent by mail, fax, telephone or other means of electronic communication 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 IV, Section 4.5.

ARTICLE XIV Revision Record

Revised	April	1973
Revised	April	1979
Revised	October	1982
Revised	June	1986
Revised	October	1991
Revised	October	1994
Revised	October	1997
Revised	March	2003
Revised	May	2010