

BY-LAWS
of
Association for the Education of Young Children
Southeast Alaska
(Revised October 25, 2008)

ARTICLE I - NAME

The name of the corporation is Association for the Education of Young Children - Southeast Alaska. Short version: AEYC - Southeast Alaska.

ARTICLE II - DURATION

The period of duration is perpetual.

ARTICLE III - PURPOSES

The purposes for which this corporation is organized are:

1. To serve and to act with a cohesive voice on behalf of the needs and rights of all young children; and
2. To provide opportunities for sharing and inter-relationships among advocates.
3. To foster the growth and development of the membership in their work with, and on behalf of, young children.

ARTICLE IV - FISCAL YEAR

The fiscal year shall begin on July 1 and end on June 30 of the following year.

ARTICLE V - MEMBERSHIP

Anyone desirous of promoting the purpose of this organization may become a member upon payment of annual dues. Every member of AEYC Southeast Alaska shall be a member of the National and State Association for the Education of Young Children, entitled to the benefits of membership in accordance with NAEYC categories of membership.

ARTICLE VI – MEMBERSHIP DUES

Dues shall be determined by the Executive Committee of the Affiliate Group and shall include NAEYC's categories of membership and fees for each category. Membership dues must be paid in accordance with the National association guidelines.

Dues entitle each member to a membership in the National and State Associations as well as the Regional Association.

ARTICLE VII - MEMBERSHIP MEETINGS

There shall be a minimum of one meeting annually for the general membership. Special meetings may be held when deemed desirable by the Chair, Board of Directors, or by the membership upon request to the Board of Directors.

The setting of meeting dates shall be the responsibility of the Board of Directors.

The Board of Directors seeks participation and the perspective of all communities in Southeast Alaska, and will make accommodations for participation in meetings when requested and when possible.

The Board of Directors shall give all current members at least three days notice, preferably seven days, for any membership meeting.

A majority of the membership in attendance shall constitute a quorum for the transaction of business at a membership meeting.

ARTICLE VIII - ADMINISTERING BODY

The administering body shall be called the Board of Directors, elected by the membership. Elections shall take place annually in the summer. Board members shall begin their terms on August 1, following their election.

The Board of Directors shall include the officers of the Association, plus the Immediate Past Chair, the Chair-elect, the Affiliate Representative to the Alaska AEYC Board, Chairpersons of Committees, and at large governing Board Members.

The size of the Board of Directors is subject to change at the Board's discretion; however, the number shall not be less than seven nor more than fifteen. No board member or officer shall serve more than three successive terms. Terms on the Board of Directors shall be two years. The Chair may serve an additional year as past chair. Extensions must be requested and approved by vote of the Board.

The duties of the Board of Directors are: to conduct the business of the association; to define and make new policies and procedures for the association; to manage and administer

the affairs and property of the association; and to direct the treasurer to submit required annual affiliation data and fees to the National and State membership offices.

The Board of Directors shall meet at least quarterly, with meetings typically scheduled monthly. Meetings shall be held on the call of the Chair, or at the written request of at least five members of the Board of Directors, at such a place as the Chair shall designate.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at a Board of Directors meeting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Public notice of board meetings will be provided on the agency website, and copies of minutes and agendas will be posted on the website or provided to members on request.

An officer or board member may be removed, with or without cause, by a two-thirds vote of the Board of Directors either in person or by proxy. No officer or board member shall be removed at a regular or special meeting unless written notice of such meeting is delivered to all board members and the notice explains that a purpose of the meeting is to vote upon removal of one or more directors named in the notice. Replacement for vacant positions on the Board of Directors will be appointed by the Chair and approved by the Board.

ARTICLE IX - NOMINATIONS AND ELECTIONS

The Governance Committee shall oversee nominations to the Board of Directors. The committee shall consist of no fewer than three members, chaired by a member of the Board. Members of the committee shall be appointed by the Chair in conjunction with the Board of Directors. The Governance Committee shall request suggestions for nominations from the entire membership no later than four weeks prior to the date that the slate is presented for voting.

The membership shall be notified of the composition of the slate no later than four weeks prior to voting. Voting shall be by mail, email, fax or direct balloting. Elections shall be determined by a majority of the voting membership. The membership shall be informed of election results either by mail or at a membership meeting.

ARTICLE X - OFFICERS

The Officers of the organization shall consist of: Chair, Immediate Past Chair, Chair-elect, Secretary, and Treasurer. Offices may be held jointly by two persons.

Officers shall be current board members elected by the members, elected annually by the board at the first regular board meeting.

In the event of a vacancy the Chair will appoint a replacement for the remainder of the membership year. The Chair-elect will fill a vacancy as chair.

The duties of the Chair shall include but not be limited to: calling meetings of the Board of Directors and the membership, preparing meeting agendas, conducting Board and general membership meetings, representing the organization, and coordinating with AEYC-SEA staff to ensure that the business of the Association is conducted in a businesslike and timely manner.

The duties of the Chair-elect shall include, but not be limited to, performing all duties incumbent upon the Chair during the absence of the Chair, planning the programs for the membership meetings, and providing publicity for the membership meetings.

The duties of the Secretary shall include, but not be limited to, attending all membership and Board meetings, keeping and distributing to the Board of Directors, a true and complete record of the proceedings of such meetings. The Secretary shall oversee counting of the ballots at the annual election, and shall be the AEYC- Southeast bylaws resource person.

The Treasurer chairs the Finance Committee, reporting to the Board on the financial standing of the organization whenever requested to do so. With the AEYC-SEA staff and the Finance Committee, the Treasurer develops a proposed annual budget to recommend to the Board, and oversees, reviews and recommends changes to the financial policies. At the request of the Board, the Treasurer may offer guidance on monetary matters, review grant proposals and fundraising plans. The Treasurer has authority to write checks from all AEYC-SEA accounts. The Treasurer oversees AEYC-SEA staff to ensure all government reports are submitted on a timely basis.

ARTICLE XI - COMMITTEES

Standing committees of the Corporation will consist of: Executive, Finance, Governance, Public Policy, Membership and Conference. All committees except the Executive Committee can be modified or terminated with the approval of the Board of Directors.

All committees, except the Executive Committee, shall consist of at least one board member and three persons from the general membership. The board member shall serve as chair.

EXECUTIVE COMMITTEE

There shall be a Committee of the Board named the "Executive Committee." The members of the Executive Committee will consist of the Chair, Chair-elect, Secretary, Treasurer, and Immediate Past Chair as voting members, and the Executive Director and Business Manager as non-voting members from staff. The Board Chair shall be Chair, and the Board Secretary shall be Secretary thereof. Four voting members of the Executive Committee shall constitute a quorum and four affirmative votes are required to approve any action by the Executive Committee.

At all times between Board of Directors meetings and except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and duties of the Board of Directors in the oversight of the management of the business and affairs of the Corporation, including financial matters. The Executive Committee will keep written record of all actions taken and will report at the next Board meeting.

Notice shall be given to all members of the Board of Directors as to the time, place, and matter of discussion of any upcoming meeting by the Executive Committee. The powers of the Executive Committee shall be subject to the following limitation: The Board of Directors may by a majority vote at any subsequent meeting overrule any act or decision of the Executive Committee.

FINANCE

The members of the Finance Committee will consist of the Treasurer of the Board of Directors, one other Board member, the Executive Director and Business Manager. The purpose of the Finance Committee is to meet monthly before the board meeting to review the monthly financial statements of the Corporation and approve them for submission to the full board. The Finance Committee will also assist with the annual audit of the corporation performed by an independent public accounting firm.

GOVERNANCE, PUBLIC POLICY, MEMBERSHIP, AND CONFERENCE

These committees are considered standing committees and meetings will be held as needed. Chairs of the Public Policy and Membership Committees will also serve as Southeast affiliate representatives to the state AEYC Public Policy and Membership Committees.

SPECIAL COMMITTEES

The Chair, with the approval of the Board of Directors, shall appoint as many standing and special ad hoc committees as are necessary to carry on the work of the organization, and may terminate such committees with the approval of the Board of Directors.

ARTICLE XII - AMENDMENTS TO BY-LAWS

The membership shall be notified of the bylaws revision recommendations no later than four weeks prior to voting. Voting shall be by mail, email, fax or direct balloting. Confirmation shall be determined by a majority of the voting membership. The membership shall be informed of voting results either by mail or at a membership meeting.

Amendments may be proposed by any member and shall be approved by the Board of Directors before being submitted to the membership.

ARTICLE XIII - DISSOLUTION

A recommendation for dissolution of the Association, approved by at least 75% of the members of the Board of Directors, shall be submitted to the membership by mail and orally at a meeting called for that purpose, no later than four weeks prior to voting. The recommendation must then be approved by a simple majority of the voting membership.

Voting shall be by mail, email, fax or direct balloting. Confirmation shall be determined by a majority of the voting membership. The membership shall be informed of voting results either by mail or at a membership meeting, following the procedure outlined for bylaws revisions.

In the event of dissolution, the Board of Directors shall determine the disbursement of the assets of the Association to an organization or agency engaged in activities similar to those of the affiliate Group.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

Robert's Rules of Order Revised shall be the parliamentary authority governing this organization.