

Dear Board Members,

The draft Revised Bylaws document is presented to you for your consideration, comments and edits. The Bylaws, approved by Florida AEYC members 8/25/2015, is the base document for revisions. The goal of this effort has been to update the Bylaws for our current operations and systems.

In search for best practices related to Association Board Bylaws, BoardSource website was consulted. Accordingly, the current Board Bylaws were reorganized and updated following the BoardSource guidelines. BoardSource, formerly the National Center for Nonprofit Boards, is an American nonprofit organization founded in 1988. Its mission is "to inspire and support excellence in nonprofit governance and board and staff leadership."

Board Members are asked to review in preparation for the January 9 Board Meeting. Questions and concerns will be addressed at that time.

Upon Board Approval of the Bylaws Revision, the document will be presented to the FLAEYC Membership for review, with this review period lasting 30 days as required by the current Bylaws. After the Bylaws have been approved, updated Board Standing Rules and Policies will be developed as a support to the approved Bylaws.

Documents Provided for your review and consideration:

1. Original Bylaws, approved August 25, 2015 by Florida AEYC Members
3. Revised Bylaws, Draft

If you have any questions, please contact me at cduggan@flaeyc.org.

Regards,

Chris Duggan

FLAEYC Executive Director



Florida Association for the
Education of Young Children



An Affiliate
of **naeyc**

ARTICLE I: ORGANIZATION INFORMATION

SECTION 1.01: NAME

The name of this organization shall be the Florida Association for the Education of Young Children, Inc, (Florida AEYC).

SECTION 1.02: LOCATION

Florida AEYC is the state affiliate for Southern Early Childhood Association (SECA) and National Association for the Education of Young Children (NAEYC) and serves its members throughout the state of Florida.

ARTICLE II: MISSION, VISION AND VALUES

SECTION 2.01: MISSION

The mission of the Florida AEYC is to benefit children and families by providing leadership, advocacy and professional development for early childhood professionals.

SECTION 2.02: VISION

The vision of the Florida AEYC is that every child and family have access to quality services and every early childhood professional is highly respected, skilled, fully supported, and equitably compensated for the valuable role they play in the lives of children and families.

SECTION 2.03: VALUES

- 1) The Florida AEYC respects and accepts all people who contribute to quality early care and education.
- 2) We are diverse, collaborate with other organizations, advocate for children on the local, state, and national level, and educate our communities on quality practices so that children will lead joyful, successful, and enriched childhoods.
- 3) We promote leadership among our members and advocate for quality work environments for all in the profession.

ARTICLE III BOARD OF DIRECTORS MEMBERS

SECTION 3.01: ELECTED OFFICERS

- 1) President
- 2) President-Elect or Past-President
- 3) Secretary
- 4) Chapter Advisory Council Chair
- 5) Members at Large

6)SECA Representative

SECTION 3.02: APPOINTED OFFICES

1) Treasurer- Financial Officer

This position is appointed by the President annually with the majority vote of the Board of Directors. There is no term limit.

2) Appointed Board Members- 1 to 4 positions

The President may appoint 1-4 Board Members, with two (2)-year term limits. These members may serve no more than two (2) year consecutive terms. The positions must be approved with a majority vote of the Board of Directors.

SECTION 3.03: VOTING MEMBERS

The voting members of the Board of Directors shall consist of the:

- President
- President-Elect or Past-President
- Secretary
- Chapter Advisory Council Chair
- Members at Large
- Appointed Members
- SECA Representative
- Treasurer-Financial Officer

ARTICLE IV: ELECTIONS

SECTION 4.01: ELECTION OVERVIEW

- 1) The election of the Board of Directors will be held annually and shall be by electronic ballot, and/or mailed ballot. The election of the President-Elect, the Secretary, and half of the members at large occurs in the even numbered years.
- 2) A majority vote by those voting shall constitute an election.
- 3) The Chapter Advisory Council Chair is elected by simple majority from all Chapter Advisory Council members. Each chapter shall have one Chapter Advisory Council member. Selection of the Chapter Advisory Council member shall be left up to the chapter.

SECTION 4.02: ELECTION SCHEDULE

- 1) Elections for all Board Member positions will be held during the fall of each year, so the new officers may assume their positions by the beginning of the new fiscal year, January 1.
- 2) The election and/or appointment of the Chapter Advisory Council Chair, half of the Members at Large, and half of the appointed positions will occur during odd numbered years. The other positions' election will occur during the even numbered year.

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- 3) A vacancy in the office of President shall be filled by the President-Elect or Past-President. Vacancies in other offices shall be filled through appointment by the President with the approval of the Board of Directors by simple majority vote.

SECTION 4.03: TERMS OF OFFICE

- 1) The term of office for President and Secretary shall be for one term of two years or until a successor has been elected and assumed office.
- 2) The term of office for President-Elect and Past President shall be for one year.
- 3) The term of office for SECA Representative shall be for three years or until a successor has been elected and assumed office.
- 4) No officer shall serve more than two consecutive terms in the same office.

ARTICLE V: NOMINATING COMMITTEE

SECTION 5.01: OVERVIEW

- 1) It shall be the duty of the committee to recommend to the Board of Directors for approval a slate of candidates for the open offices. The Nominating Committee membership will be current FLAEYC members.
- 2) The President shall appoint one member from the Committee membership to be chair, with approval of the Board of Directors. Either the President-Elect or Past-President will be the Board Liaison to the Committee.
- 3) It shall be the duty of the committee to recommend a slate of candidates for the open offices to the Board of Directors. The Board of Directors should ensure that the slate meets the principles of a high performing inclusive organization.
- 4) No member shall serve on the Nominating Committee more than two consecutive terms.
- 5) In case of loss of President, the President-Elect or Past-President will ask a Board member to serve as liaison instead.

ARTICLE VI: FISCAL AND MEMBERSHIP YEAR

SECTION 6.01: FISCAL YEAR

- 1) The fiscal year of the Association shall be from January 1 to December 31.

SECTION 6.02: MEMBERSHIP YEAR

- 1) The membership year of the Association shall be determined by NAEYC and SECA.

ARTICLE VII: MEMBERSHIP DUES

- 1) NAEYC and SECA determines membership dues for their associations, then FLAEYC sets the state membership fee. This fee is then added to the NAEYC or SECA dues.
- 2) The members shall be informed of any changes through an official FLAEYC notification.

ARTICLE VIII. MEMBERS' RIGHTS AND PRIVILEGES

- 1) To vote
- 2) To hold office and to be eligible for appointment to committees

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- 3) To attend and to participate in annual meeting
- 4) To receive publications and announcements
- 5) To participate in any FLAEYC chapter

ARTICLE IX: CHAPTERS

SECTION 9.01: CHAPTER FORMATION

1) Any group of Florida AEYC members organized to further purposes compatible with those of the Florida AEYC, SECA, and NAEYC may become chapter of FLAEYC with the approval of the Board of Directors.

SECTION 9.02: CHAPTER ADVISORY COUNCIL

- 1) The Florida AEYC will have a Chapter Advisory Council. This Council will be made up of representatives of each FLAEYC Chapter. This Council will advise the Board.
- 2) The Chapter Advisory Council shall meet with the Executive Board at least once a year.
- 3) The Chapter Advisory Council will elect a chair who shall serve on the Board of Directors and on the Executive Committee of the Board.

ARTICLE X: BOARD MEMBER DUTIES

- 1) The duties of the elected and appointed Board of Directors shall be those specified in these Bylaws, the Standing Rules of the Association and by the parliamentary authority that guides this Association.
- 2) The Board of Directors shall exercise general supervision of the Association and implement the purposes of the Association.
- 3) A simple majority of the members of the Board of Directors shall constitute a quorum.

ARTICLE XI: BOARD MEETING SCHEDULE AND BUSINESS PROCESS

SECTION 11.01: SCHEDULE

- 1) The Board of Directors shall meet at least twice a year, inclusive of face-to-face meetings, conference calls and online meetings.
- 2) Meetings shall be called by the President and/or at the written request of at least a simple majority of the Board of Directors.
- 3) The President shall arrange the Executive Board meetings.

SECTION 11.02 ; BUSINESS PROCESS

- 1) The Board of Directors may conduct business by mail, technology, fax, or phone.
- 2) A simple majority vote of the Board of Directors must be secured within a stipulated time in order to effect action.

ARTICLE XII: BYLAW REVISIONS AND/OR AMENDMENTS

- 1) The Bylaws shall be amended by two thirds (2/3) of the members voting providing a written notice has been given thirty (30) days in advance.
- 2) The Bylaws may be amended through a mail vote or electronic by two thirds (2/3) of those members voting.
- 3) Recommendations for amendments or revisions may originate from the Executive Board, from a committee of members appointed by the President with the approval of the Board of Directors, or from any fifteen (15) members of the Association.
- 4) Amendments or revisions originated by fifteen (15) members of the Association must be submitted to the membership by the Board of Directors with its recommendation.
- 5) Voting on proposed amendments or revisions shall be by mail vote, electronic ballot and/or or at the first annual meeting

ARTICLE XIII: COMPENSATION AND INDEMNIFICATION

SECTION 13.01: COMPENSATION

- 1) No member of the Board of Directors shall derive any personal profit or gain, directly or indirectly, by reason of his or her service as a Board member with FLAEYC.
- 2) Expenses may be reimbursed as specified in the Board Standing Rules and related Policies.

SECTION 13.02: INDEMNIFICATION

- 1) FLAEYC 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 FLAEYC) 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.
- 2) 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.

ARTICLE XIV: REMOVAL OF A BOARD MEMBER

- 1) Board member may be removed for non-attendance at Board meetings, malfeasance, misfeasance or non-feasance in accordance to the protocol specified in the Board Standing Rules.

ARTICLE XV. ROLE OF EXECUTIVE DIRECTOR

- 1) This position, whether as an employee or through a contract, is responsible for overseeing the administration, operations and budget management, program implementation and strategic plan of the organization.
- 2) Other key duties includes signature authority, fund development, marketing, and community outreach. The position reports directly to the Board of Directors.

ARTICLE XVI. DISSOLUTION OF THE ASSOCIATION

- 1) A recommendation for the dissolution of the Association shall be adopted by a three-fourths vote of the membership.
- 2) In the event of dissolution, the residual assets of this organization will be turned over to one or more organizations which themselves are exempt from Federal Income Tax as organizations described in Section 501 (c) (3) of the Internal Revenue code of 1954 or the corresponding provisions of any prior or future Internal Revenue code, or the federal, state, or local government for exclusively public purpose.

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