



# **BYLAWS**

## **Article I**

### **Name**

The name of the organization shall be the Rivers Bend Association for the Education of Young Children, a chapter of AEYC-MO.

## **Article II**

### **Incorporation**

This organization is incorporated under the Not-For-Profit Corporation Laws of the State of Missouri on September 17, 2003 and evidenced by Certificate of Incorporation number N00544729.

## **Article III**

### **Mission, Vision and Values**

#### **Section 3.1 Mission Statement**

Rivers Bend Association for the Education of Young Children promotes excellence in early childhood programs and systems through education, professional development and advocacy.

#### **Section 3.2 Vision Statement**

To become an all-inclusive, high performing organization poised to meet the challenging needs of our profession into the future.

#### **Section 3.3 Values**

Rivers Bend AEYC values:

- Best Practices
- Diversity
- Leadership Development
- Community Building
- Collaboration
- Lifelong learning
- Respect for every family
- Professionalism
- The potential of every individual
- Relationships of mutual respect

## **Article IV.**

### **Members**

#### **Section 4.1 Eligibility**

Anyone interested in promoting the mission of this Association may become a member upon payment of annual dues.

#### **Section 4.2 Levels of Membership**

All Members of Rivers Bend AEYC are also members of AEYC-MO, 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**

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 of the date and place of the meeting no later than four (4) weeks prior to the meeting.

### **Section 4.6 Chapter Status**

Rivers Bend AEYC maintains its status as an affiliate chapter by carrying a group of at least 50 members.

## **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. Appointed positions – Public Policy Chair, Accreditation Committee Chair, Parliamentarian, and up to three at-large members.
- c. Committee Chairs – chosen from among the membership.
- d. One AEYC-MO Affiliate Chapter Representative, elected by Affiliate Chapter members for a two-year term in even years.
- e. Community Group Representatives – elected by the community group.

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 (4) 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 (7) 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 any 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 (5) principal officers of the Association 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 the majority of Executive Committee shall be required for action by the Executive Committee.

## **Article VI**

### **Officers**

#### **Section 6.1 Principal Officers**

The principal officers of the Rivers Bend AEYC 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: Terms 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 Rivers Bend AEYC Board of Directors Governance Manual.

## **Article VII**

### **Nominations and Elections**

#### **Section 7.1 Governance Committee Appointment**

Each year, the Board shall select a Governance Committee 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 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.

Potential candidates shall be solicited in the following ways:

- 1) Announcements in the newsletter, and on the Rivers Bend AEYC web site, beginning in the fall of the year preceding the election year, including selection criteria and

responsibilities of the position to be elected. Members are expected to encourage other members who they believe possess the skills and qualities described to submit an application for consideration by the Governance Committee. Individuals may also self-nominate.

- 2) Letters are sent to local community groups, current and recent Governing Board members, and current and recent Governance Committee members referencing the guidelines for selection of candidates adopted by the Governing Board, and stressing the importance of the nominations process.

The Governance Committee members will make independent ratings of the information submitted by potential candidates based on the guidelines established by the Governing Board. The proposed slate is mailed to Board members and voted on at the next scheduled Governing Board meeting. All candidates will be notified in writing regarding their candidacy.

### **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 Rivers Bend 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 7.4 Elections**

- a. Elections shall be accomplished by May 1 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 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 of the Association. The powers, duties, and qualifications for appointment to such committees are specified in the job description section of the Rivers Bend AEYC 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 proceeds of Rivers Bend AEYC 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**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **Article XIII**

### **Amendments**

These bylaws may be amended, repealed 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 IV, Section 4.5.

## **Article XIV**

### **Revision Record**

|         |                |
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| Revised | September 1979 |
| Revised | January 1984   |
| Revised | March 1989     |
| Revised | May 2003       |
| Revised | July 2005      |
| Revised | January 2006   |