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New York Association for the
Education of Young Children

BYLAWS

Article I

Name

Section 1.1 Name. The name of this organization shall be the New York ~~State~~ Association for the Education of Young Children (the “Association”).

Article II

Membership

Section 2.1 Eligibility. Anyone interested in promoting the purposes of this Association may become a member (“Member”) upon payment of annual dues.

Section 2.2 ~~Classes~~ Categories of Membership. The Association shall have the following ~~classes~~ categories of membership: ~~Comprehensive~~ Premium Affiliate Membership, ~~Regular Standard Affiliate Membership~~, and ~~Student Entry Level Affiliate Membership~~, and ~~Family Membership~~. ~~The Board of Trustees (the “Board”) shall have the authority to establish additional classes of membership.~~

Section 2.3 Levels of Membership. All members of the Association are also members of the National Association for the Education of Young Children (the “National Association”) and are entitled to the rights and privileges of membership consistent with the membership categories of the National Association.

Section 2.4 Dues. ~~The National Association shall determine the dues for each category of membership per the Charter agreement.~~ The Board shall determine the dues for each class of membership of the Association vote to approve the dues as set forth by the National Association. Any Member who fails to pay his or her dues for the current membership year within the first three (3) months of such membership year shall cease to be a member of the Association and shall enjoy none of the rights or privileges accorded to Members.

Section 2.5 Annual Meeting. 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.

Section 2.6 Notice of Meetings Notice of any Regular or Special Meeting of the Members shall be either given personally, by mail, facsimile, e-mail, website posting and publication in a newspaper, or by telephone. If notice is to be given via mail, it shall be mailed by the Secretary to each Member at the last mailing address on file with the Association at least five (5) days prior to the Meeting. If the Meeting is a Special Meeting, the notice shall state the purposes for which it is called. Notice of a meeting need not be given to any Member who submits a waiver of notice, whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the Member signing such

waiver or causing his or her signature to be affixed to such waiver by any reasonable means, including but not limited to facsimile signature. If electronic, the transmission of the consent must be sent by electronic mail and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the Member.

Section 2.7 Membership Meetings

(a) Quorum for the transaction of business or any specified item of business shall be the lesser of the following: (a) the members entitled to cast one hundred votes, or (b) one-tenth of the total number of votes entitled to be cast.

(b) A quorum of Members shall be necessary to transact business at the annual meeting. In the absence of a quorum, a majority of the Members present in person or by proxy may adjourn the meeting. Notice of the new meeting is not required if the time and place for the new meeting are announced at the meeting at which the adjournment is taken, and at the new meeting any business may be transacted which might have been transacted at the meeting as originally called.

Section 2.8 Organization. The President of the Association shall preside at all meetings of the Members or, in the absence of the President, an acting chairperson shall be designated by the President. The Secretary of the Association shall act as Secretary at all meetings of the Members, but in the absence of the Secretary, the presiding officer may appoint any person to act as Secretary of the meeting.

Section 2.9 Voting. At any meeting of the members, each Member present, in person or by proxy, shall be entitled to one vote. Upon demand of any Member, any vote for Trustees or upon any question before the meeting shall be by ballot. To be eligible to vote, a Member must be a current member as of the record date. For purposes of these By-Laws, the record date shall be the distribution date of the meeting notice. The record date for the meeting notice shall be no more than 50 (fifty) or less than 10 (ten) days prior to the date of the meeting. Example: If a meeting notice that includes voting is distributed on a date 45 days prior to the meeting date, the person is eligible to vote at that meeting if s/he is a member as of the distribution date of the meeting notice.

Section 2.10 Action by the Members. Except as otherwise provided by statute or by these by-laws, any corporate action authorized by a majority of the votes cast at a meeting of Members shall be the act of the Members. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all of the Members.

Article III

Governing Body

Section 3.1 Name. The principal governing body of the Association shall be called the Board of Trustees (the “Board”).

Section 3.2 Qualifications and Appointments. Other than in an advisory capacity, no person shall serve on the Board unless that person is a Member of the Association. Trustees must be at least eighteen (18) years of age. Employees of the Association may neither serve as Chair of the Board nor hold any other title with similar responsibilities. Appointments are by election of the Board of Trustees.

Section 3.3 Powers and Duties. Subject to the provisions of the New York State Not For Profit Laws and any limitations in the Charter and these Bylaws relating to action required to be approved by the Members, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Trustees. The Board of Trustees shall establish or oversee the establishment of the policies of the Association and shall have the power of the organization between meetings of the organization's Membership unless otherwise specified in the Charter or these Bylaws.

Section 3.4 Attendance. A Trustee who has missed three (3) consecutive meetings without reasonable cause approved by the Board will be deemed to have resigned. A Trustee shall notify the Association Secretary of any anticipated absences no later than three (3) business days prior to any meeting of the Board thereof. The Secretary shall provide such notices to the Chair of the Board.

Section 3.5 Composition.

(a). The Board of Trustees (“Board”) shall consist of not less than five (5) and no more than twenty-five (25) Trustees. The number of Trustees to be determined from time to time by resolution of a majority of the entire Board of Trustees, provided that no decrease in the number of Trustees shall shorten the term of any incumbent Trustee. Except as otherwise provided in these Bylaws, “entire Board of Trustees” means the total number of Trustees elected as of the most recently held election of Trustees. Trustees and officers of the Board shall meet the qualification for their respective offices as set forth in these Bylaws and as may be established by the Board from time to time.

(b). Trustees shall be elected on a rotational basis to take office for a term of two (2) years on the date of each year of their election for their term as designated in ~~each Affiliatethese~~ Bylaws or until their successors are elected and qualified, unless such member is earlier removed or resigns.

(c). The Board shall consist of the Executive Committee; the chairs of the Accreditation Committee, the Governance Committee, the Public Policy Committee, the Public Relations/Marketing Committee, the Member Services and Programs Committee, the Professional Preparation and Development Committee, and the Fund Development Committee; and three Chapter representatives from the Affiliate-Chapter Advisory Council.

Section 3.6 Organization. At each meeting of the Board of Trustees, the Chair, or, in the absence of the President, the Vice President, shall preside, or in the absence of either of such officers, a chair chosen by a majority of the Trustees present shall preside. The Secretary shall act as secretary of the Board of Trustees, or, in the absence of the Secretary, the Assistant Secretary, if one has been appointed, shall act as secretary. Otherwise, the Trustees present shall select a secretary for the meeting.

Section 3.7 Board Vacancies. Any Trustee may be removed with or without cause by the Board of Trustees and may be removed for cause by a majority vote of the Board, excluding the Trustee who is the subject of the vote. Upon removal of a Trustee for any reason, a successor shall be appointed by the Board of Trustees. Trustees appointed to fill vacancies shall serve until the next meeting at which the election of Trustees is in the regular order of business and until their successors are elected and have been qualified.

Section 3.8 Board Meetings.

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

(b). Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board, together with a written agenda stating all matters upon which action is proposed to be taken and, to the extent possible, copies of all documents on which action is proposed to be taken, shall be emailed (with a response of receipt required) or mailed to each Trustee, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), not less than seven (7) days before the day on which the meeting is to be held; provided, however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address given personally or by telephone or by email (with a response of receipt required), not less than forty-eight (48) hours before the time at which such meeting is to be held, unless the meeting must be held within forty-eight (48) hours.

(c). Waivers of Notice. Notice of a meeting need not be given to any Trustee who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting. Waivers may be provided: (i) in a writing signed by the Trustee either in hard copy or by affixing a signature by any reasonable means (i.e., fax signature); or (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Trustee submitting the waiver.

Section 3.9 Action by the Board.

(a) Each Trustee shall have one vote.

(b) Except as otherwise provided by law or in these Bylaws, the act of the Board of Trustees means action at a meeting of the Board of Trustees by vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time.

(c) The sale, lease, exchange or other disposition of all or substantially all of the Association's assets requires approval by two-thirds vote of the entire Board.

(d) Approval of amendments to the Charter requires approval by three-quarters vote of the entire Board.

(e) Any action required or permitted to be taken by the Board of Trustees or any committee thereof may be taken without a meeting if all voting members of the Board of Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Trustees or committee shall be filed with the minutes of the proceedings of the Board of Trustees or committee. Consents may be provided:

- (i) in a writing signed by the Trustee or committee member either in hard copy or by affixing a signature by any reasonable means (i.e., fax signature); or
- (ii) by e-mail that includes information from which the recipient can reasonably determine that the transmission was authorized by the Trustee or committee member.

(f) Participation in a meeting of the Board of Trustees or any committee by means of a telephone conference, electronic video screen communication or similar communications equipment shall constitute presence in person only at a special meeting of the Board of Trustees or a committee meeting, or at a regular meeting with the consent of the Chair. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each individual may participate in all matters before the Board or committee, including, but not limited to, proposing, objecting to and voting upon a specific action taken at the meeting.

Section 3.10 Adjournment. A majority of Trustees present may adjourn any meeting to another time and place, whether or not a quorum is present. Notice of the adjournment shall be given to all Trustees who were absent at the time of the adjournment, and notice of the new time and place of meeting shall be sent to all Trustees.

Section 3.12 Quorum and Voting.

(a). Unless a greater proportion is required by law, a majority of the Board shall constitute a quorum for the transaction of business or of any specified item of business.

(b). Any Trustee may resign at any time by giving such resignation to the Chair or the Association Secretary. Such resignation shall be made in writing and shall take effect at the time specified therein and if no time be specified, at the time of its receipt by the Association Secretary or its President. The acceptance of a resignation by the Board shall not be necessary to make it effective but no resignations shall discharge any accrued obligation or duty of a Board member.

Section 3.13 Compensation. Trustees shall not receive any compensation either by way of salary or fees for attendance at meetings. Trustees may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Article IV

Officers

Section 4.1 Principal Officers. The principal officers of the Association shall be: President, President-Elect, Past President, Vice-President, Secretary and Treasurer.

Section 4.2 Election of Principal Officers. Term of Office. The principal officers of the Association shall be elected (with the exception of the Treasurer, who is appointed by the President) biennially by the members in conjunction with the election of Trustees by 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 two (2) years or until the officer's successor has been elected and qualified. No elected officer shall serve more than two consecutive terms in the same position.

Section 4.3 Employees and Other Agents. The Board shall appoint the Executive Trustee and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as a majority of the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any officer or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities and duties.

Section 4.4 Removal. Any officer, employee or agent of the Association may be removed with or without cause by a vote of the majority of the entire Board.

Section 4.5 Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be appointed by the President and approved by the Board.

Section 4.6 Duties. The duties of the officers shall be such as are usually performed by these offices. Specific qualifications and duties are defined in the Association Job Descriptions, as such may be amended and are incorporated herein by reference as if set forth herein.

Section 4.7 Executive Committee

- (i) The Executive Committee shall consist of the President (elected), the President-Elect (elected), the Past-President (elected), Recording Secretary (elected), Vice President (elected), Treasurer (appointed), and Finance (appointed).
- (ii) 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.
- (iii) 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.
- (iv) The Executive Committee shall have all the authority of the Board of Directors, except that it shall not have authority as to the following matters: 1) the filling of vacancies in the Board of Directors or in any committee; 2) the amendment or repeal of the Bylaws or the adoption of new Bylaws; and 3) the amendment or repeal of any resolution of the Board of Directors which by its terms, shall not be so amendable or repeatable.
- (v) Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise indicates.
- (vi) 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

Committees Nominations and Elections

Section 5.1 The Board shall establish 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 Board Manual as such may be amended and are incorporated herein by reference as if set forth herein. Committee appointments are made for a period of two (2) years.

Section 5.2 Governance Committee Appointment. Each year, the Governance Committee shall act as the Nominating Committee in accordance with these Bylaws and policies.

Section 5.3 Governance Committee Duties

(a). The Board President shall serve as Chair of the Governance Committee. The Governance Committee shall request suggestions for nominations from the membership no later than eight (8) weeks prior to the date that the candidates are presented for voting.

(b). The Governance Committee shall review the nominated candidates to ensure that they satisfy qualification requirements applicable for the position sought and shall prepare a list of qualified candidates. The Governance Committee shall notify the membership of the names of qualified candidates no later than four (4) weeks prior to the date the candidates are presented for voting.

Section 5.4 ~~Affiliate-Chapter Advisory~~ Council

The ~~Affiliate-Chapter Advisory~~ Council shall nominate three members from within the Council. The nominated representatives shall be included in the Governance Committee's list of candidates and shall be presented for election by the Members.

Section 5.5 Elections

(a) Elections shall be accomplished by December of each year as determined by the Board in accordance with these Bylaws and policies.

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

ARTICLE VI - AUDIT OVERSIGHT COMMITTEE

Section 6.1 Audit Oversight Committee Establishment. If required by the New York Nonprofit Revitalization Act of 2013 or any subsequent amendments thereto (the "Act"), the Board of Trustees shall establish an Audit Oversight Committee, which shall consist solely of Independent Trustees. An Independent Trustee shall be defined as a Trustee who: (a) is not, and has not been within the last three years, an employee of the Association or an affiliate of the Association and does not have a relative who is, or has been within the last three years, a Key Employee of the Association or any affiliate; (b) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the Association or any affiliate; and (c) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current Officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the Association or any affiliate for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues. For purposes of this definition, "payment" does not include charitable contributions. For purposes of the Audit-Oversight Committee, "Key Employee" shall mean any person who is in a position to exercise substantial influence over the affairs of the Association.

Section 6.2 Duties. To the extent required by the Act, the Audit-Oversight Committee shall: (a) oversee accounting and financial reporting processes; (b) oversee the audit of the Association's financial statements; (c) retain an independent auditor annually; (d) review audit results with the auditor; (e) review the scope and planning for the auditor prior to audit; (f) review material weaknesses, restrictions on scope, significant disagreements, and adequacy of audit processes following the audit; (g) annually consider the auditor's performance and independence; and (h) review the Association's monthly cash-flow statements, financial statements and such other financial records of the Association as necessary to adequately report to the Board of Trustees at each meeting as to the economic health of the Association.

Article VII

DISCLOSURE OF CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS

The Association shall adopt, and at all times honor, the terms of a written conflicts of interest and related party transactions policy to assure that its Trustees, officers, and key employees act in the Association's best interest and comply with applicable legal, regulatory, and ethical requirements.

Article VIII

Fiscal year.

The fiscal year of the Association is from January 1 to December 31 or as may otherwise be determined by the Board.

Article IX

Parliamentary Authority.

The most current edition of *Robert's Rules of Order* shall be the parliamentary authority of the Association.

ARTICLE X

Contracts, Checks, Bank Accounts and Investments

Section 10.1. Checks, Notes and Contracts. The Board is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized in the Association's behalf to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 10.2. Investments. The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board may deem desirable.

ARTICLE XI

Office and Books

Section 11.1. Office. The office of the Association shall be located at such place as the Board may from time to time determine.

Section 11.2. Books. There shall be kept at the office of the Association correct books of account of the activities and transactions of the Association including a minute book, which shall contain a copy of the Charter, a copy of these Bylaws, and all minutes of meetings of the members and of the Board.

Article XII

Indemnification

Section 12.1. 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 (Association Functionary). 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.

Section 12.2. Extent of Indemnification: The rights of indemnification provided for in this Section shall be in addition to all rights to which any Association Functionary may be entitled under any agreement or as a matter of law or otherwise and shall inure to the benefit of the Association estate, heirs, executors, and administrators.

Section 12.3. Severability: If this Article or any part shall be held unenforceable in any respect by a court of competent jurisdiction, it shall be deemed modified to the minimum extent necessary to make it enforceable and the remainder of this Article shall remain fully enforceable. Any payments made pursuant to this Article shall be made only out of funds legally available to the Association.

Article XIII

Amendments

These Bylaws may be amended, repeated, or altered, in whole or in part by a majority vote at any meeting of the Association; provided that a copy of any amendment proposal for consideration shall be made available to the membership at least thirty (30) days prior to the date of the meeting; or by unanimous written approval of the members through a standard or electronic mail vote in accordance with the provisions of Article 11, Section 2.7.

Article XIV

Dissolution

The Association may be dissolved at a membership meeting called for that specific purpose by a majority vote of the Board. The recommendations must be approved by at least three-fourths of those members voting. 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 XV

Non-Discrimination

In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, domestic violence victim status, military status, sexual preference, or mental or physical handicap, or any other category protected by state or federal law.

ARTICLE XVI

References to Charter

References in these Bylaws to the Absolute Charter shall include all amendments thereto or changes thereof unless specifically excepted.

Amended and approved _____. (If approved at membership meeting.)