

NHAEYC Affiliate Group Bylaws

Article I - Name

The name of this organization shall be the New Hampshire Association for the Education of Young Children (NHAEYC).

Article II - Purposes

The purposes of NHAEYC 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 New Hampshire and their families, with special emphasis on developmental and educational services and resources and fostering the growth and development of the early childhood professional community and NHAEYC membership in their work with, and on behalf of, young children.

Article III - Membership

Section 3.1. Eligibility. Anyone interested in promoting the purposes of this Association may become a member upon payment of annual dues.

Section 3.2. Levels of Membership. All members of NHAEYC are also members of 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 3.3. Classes of Members. The classes of members shall follow the National Association for the Education of Young Children's (NAEYC's) membership categories.

Section 3.4. Dues. The Governing Board shall determine membership dues. Any member who fails to pay his or her dues for the current membership year within three (3) months of its start shall no longer be considered as a member of the Association.

Section 3.5. Annual Meeting; Quorum; Voting.

(a) The annual meeting of the members of the Association shall be held during the annual meeting of the Association at such place as the Governing Board may determine.

(b) 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. A quorum of members at a meeting of membership shall be necessary to transact business at the annual meeting.

Article IV - Governing Body

Section 4.1. Name. The principal governing body of the association shall be called the NHAEYC Governing Board.

Section 4.2. Powers and Duties. The Governing 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 4.3. Composition.

(a) The Governing Board shall consist of a President, President-Elect, Vice President, Secretary, Treasurer, and At Large Members.

(c) The size of the Governing Board is subject to change at the discretion of the entire Governing Board.

(d) No person shall serve on the Governing Board unless that person is a member of the Association.

(e) Except for the initial year, Governing Board members shall be elected on a rotational basis to take office on the first of September of 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.

(f) No officer shall serve more than two consecutive terms in the same position without Governing Board approval.

Section 4.4. Governing Board Meetings.

(a) There shall be at least six meetings of the Governing Board during the membership year.

(b) Notice of any meeting of the Governing Board shall be deemed to be duly given to a Governing Board member if mailed or sent through electronic means to the Governing Board within a reasonable time frame, generally, not later than two 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.

(c) Telephone Meetings. Any one or all of the Board members may participate in a meeting of the Board by conference telephone or other electronic means by which all persons participating in the meeting can communicate with each other. **Section 4.5.**

Quorum and Voting.

(a) At a membership meeting, when appropriate notification has been given, those members present and eligible to vote shall constitute a quorum.

(b) At committee meetings, the membership present shall constitute a quorum.

(c) Any action required to be taken at a meeting of the Governing Board may be taken without a meeting, if proper notice of the proposed action is given in writing to all Board members and thereafter a consent in writing approving the action is signed by all the Board members entitled to vote on the subject. Consents by electronic mail, setting forth the action so taken, are submitted by all Board members, received and filed by the Secretary with the minutes of the meetings of the Governing board. Proper notice is a two day period.

Section 4.6. Resignation or Removal.

(a) A Governing 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.

(b) A Governing Board member may be removed, with or without cause, by a majority vote of the full Governing Board.

Section 4.7. Governing Board Vacancies.

Vacancies on the Governing Board shall be filled by the Governing Board.

Each person chosen to fill a vacancy on the Governing Board shall hold office until the next annual election of Governing Board members, or, if so determined by the Governing Board, until the expiration of the term of the vacant position.

Article V - Officers

Section 5.1. Principal Officers.

The principal officers of NHAEYC shall be:

President

President-Elect

Vice President

Secretary

Treasurer

Section 5.2. Election of Principal Officers: Term of Office.

The principal officers of the Association shall be elected annually at the annual membership meeting in April. Principal Officers shall serve two (2) years in office. NHAEYC board, any principal officer term can be extended by one (1) year.

Section 5.3. Duties.

The duties of the officers shall be such as are usually performed by these offices. Specific qualifications and duties are defined in NHAEYC's Policy and Procedure Manual in Job Descriptions.

Article VI - Nominations and Elections

Section 6.1. Nominating Committee Appointment. The President and Vice President serve on the Nominating Committee.

Section 6.2. Nominating Committee Duties.

(a) The Nominating 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 Nominating 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.

Section 6.4. Elections

(a) Elections shall occur at the annual membership meeting each year. 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 VII - Committees.

The President, with the approval of the Governing Board, shall appoint as many standing and special committees/work teams as are determined necessary to fulfill the purpose the Association. The powers, duties, and qualifications for appointment to such committees are specified in the NHAEYC's Policy and Procedure Manual in Job Descriptions.

Article VIII - Fiscal Year.

The fiscal year shall be from September 1 through August 31, or such other 12-consecutive-month period as the Governing Board may designate.

Article IX - Parliamentary Authority.

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

Article X - Indemnification.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. 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 XI - Amendments.

(a) Amendments may be proposed by any member and shall be approved by the Governing Board before being submitted to the membership.

(b) These By-laws may be amended or repealed and new By-laws may be adopted by a simple majority vote of membership present at any duly convened meeting of the membership, provided at least fourteen (14) days written notice of the proposed change is given.

(c) The Governing Board, in the interest of time and in good faith, may vote, with a quorum, to adopt amendments and/or new By-laws, without prior notice to membership, provided that copies of the By-laws are made available to membership, when requested, and that an announcement of the changes will be made public in the first newsletter issue and/or through other electronic communication tools of the Association following the vote.

Article XII - Dissolution.

The NHAEYC may be dissolved at a membership meeting, called for the specific purpose of dissolution, by a 2/3s vote of the currently seated Governing Board members. 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-Conflict of Interest

The Governing board shall adopt, implement, enforce and regularly review Policies and Procedures governing conflicts of interest. The Policy and Procedures shall, at a minimum, meet the requirements of New Hampshire law as then in effect, and comply with Guidelines established by the Office of the NH Attorney General, Charitable Trust Unit.