

# Bylaws

## Article I – Name

The name of this organization shall be the Iowa Association for the Education of Young Children.

## Article II – Purpose Statements

- a. **Mission** – Iowa AEYC promotes high-quality early learning for all children, birth through age eight, by connecting practice, policy, and research. We advance a diverse, dynamic early childhood profession and support all who care for, educate, and work on behalf of young children.
- b. **Vision** – All young children thrive and learn in a society dedicated to ensuring they reach their full potential.
- c. **Values** – The Iowa Association for the Education of Young Children believes in:
  - Early childhood as a distinct and specialized state of human life, full of wonder and precious opportunities for development.
  - Professionalism as a critical goal for the early childhood field, and professional growth as a lifelong process for early childhood educators.
  - Reflective practices as a means of promoting continual professional growth.
  - The value of mutual support among a diverse, broad-based and inclusive Iowa AEYC membership.
  - The value of collaboration between Iowa AEYC and key stakeholders in the early childhood field.
  - The role of a strong, caring community in nurturing children and families.

## Article III – Membership

### Section 3.1 – Eligibility

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

### Section 3.2 – Levels of Membership

All members of Iowa AEYC 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 both the Iowa AEYC and the NAEYC, respectively.

### Section 3.3 – Classes of Members

The classes of members shall be:

- Entry
- Standard
- Comprehensive
- Family

### Section 3.4 – Dues

Membership dues shall be determined and collected by the NAEYC.

### Section 3.5 – Annual Meeting; Quorum; Voting

- a. **Annual Meeting** – The annual meeting of the members of the Association shall be held at such place as the Board may determine.

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- b. **Quorum & Voting** – The membership shall be informed of the date and place of the meeting no later than four (4) weeks prior to the meeting. A quorum of members shall be necessary to transact business at the annual meeting. A quorum shall equal twenty-five percent (25%) of the total number of voting members present in person or by proxy at a meeting.

### Article IV – Governing Body

#### Section 4.1 – Name

The principal governing body of the Association shall be called the Governing Board (“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 distribution 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 be considered necessary.

#### Section 4.3 – Composition

- a. Membership on the Governing Board shall include the Executive Officers as outlined in Article V, Section 5.1, and the following positions:
  - Appointed Positions – for a two-year term
    - i. Public Policy Chair
    - ii. Workforce Advisory Chair
    - iii. Family Support Services Chair
  - Appointed Positions – for a three-year term
    - i. Finance Chair (to coincide with the Treasurer’s term)
    - ii. Membership Chair
    - iii. High-Performing, Inclusive Organization (HPIO) Chair
  - State Chapter Representatives
  - Others may be appointed to the Governing Board as deemed necessary by the President and serve as Members without voting privileges. The length of appointment is at the discretion of the Governing Board, but may not exceed the two-year term of the President.
  - The size of the Governing Board is subject to change at its discretion; however, the number shall not be less than five (5) or more than 30.
  - No person shall serve on the Board unless that person is a member of the Association.
  - Officers and Board Members shall be elected on a rotational basis to take office following the annual meeting in the year of their election. Their term will be determined in these Bylaws, unless (s)he is earlier removed or resigned.

#### Section 4.4 – Board Meetings

- a. **Requirement** – There shall be at least one meeting of the Governing Board during the membership year. Special meetings of the Board may be called by request of the President or at least five (5) Board Members.
- b. **Notice of Meetings** – Notice of any meeting of the Board shall be deemed to be duly given to a Board Member if emailed to the Board Member at least seven (7) days before the day on which such meeting is to be held, or is provided by telephone or other means

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of electronic communication, not later than two (2) 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 4.5 – Quorum and Voting

- a. **Quorum** – A simple majority of the Board shall constitute a quorum for the transaction of business.
- b. **Voting** – 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 4.6 – Resignation or Removal; Replacement

- a. **Resignation** – An Officer or 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. **Removal** – Removal by a two-thirds vote of the Governing Board. Due cause for consideration shall include, but not be limited to the following:
  - Failure to fulfill the job description, and/or
  - Two (2) absences from the four (4) required Governing Board meetings within a calendar year. Extenuating circumstances such as absences due to illness or emergency may be taken into account by the President and will be discussed with the Executive Committee when considering a motion for removal of the Governing Board member.
- c. **Replacement** – The President, with Executive Committee approval, shall appoint a replacement to serve the remainder of the term.

### Section 4.7 – 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. 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 practical after any meeting. 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. The Executive Committee shall function as the Personnel Committee for the Association.

### Section 4.8 - Employment Authority

The Executive Board has the authority to hire/fire an Executive Director of the Association, as the Board deems necessary for the operation of the Association. In the absence of the executive Director, the Board has the authority to hire/fire staff as needed.

## Article V – Officers

### Section 5.1 – Principal Officers

The Principal Officers of the Iowa AEYC shall be:

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- President
- President-Elect/Past President (when this position is occupied)
- Vice President
- Secretary
- Treasurer

The Officers of the Iowa AEYC shall be Directors of Iowa AEYC while they hold their respective offices.

### Section 5.2 – Election of Principal Officers; Terms of Office

The Principal Officers of Iowa AEYC shall be elected by the membership by electronic ballot, or by mailed ballot upon request, in the spring, with the exception of the President; the President-Elect succeeds the office of President. The term of office for the President-Elect/Past President shall be one year. The term of office for the Treasurer shall be three years. The term of office for the Vice President shall be two years. The term of office for Secretary shall be three years. No person shall succeed himself or herself in a specific office more than once. Any member whose name is nominated for election as a Principal Officer shall have served a minimum of two years previously on the Governing Board, with the exception of the Vice President and Secretary, which require no previous Board experience. Failure to elect any Principal Officer annually shall not dissolve Iowa AEYC. If the members fail to fill any principal office in any election, or if any vacancy in any principal office shall occur, or if any principal office shall be newly created, such principal office may be temporarily filled at any regular or special meeting of the Governing Board pending the next election.

### 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 the Iowa AEYC Policy and Procedure Manual under the Job Descriptions section.

## **Article VI – Nominations and Elections**

### Section 6.1 – Nominating Committee Appointment

Each year, the President-Elect/Past President shall be named Chair of the Nominating Committee. The Chair shall name additional members as needed.

### Section 6.2 – Nominating Committee Duties

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. 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 6.3 – Candidates by Petition

Nomination of additional candidates may be made by petition signed by no less than one hundred (100) Iowa AEYC members and submitted to the Iowa AEYC Office on later than four (4) weeks prior to the date the slate is presented for voting.

### Section 6.4 – Elections

Elections of Principal Officers shall be accomplished by April 30 of each year using an electronic ballot or a written, mailed ballot by request, and requires Member identification in terms of providing his/her NAEYC Customer ID. Election results shall be made known to the membership

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following the completion of the election process. 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 as are determined as necessary to fulfill the purpose of the Association. The powers, duties, and qualifications for appointment to such committees are specified in the Policy and Procedure Manual under the Job Descriptions section.

### **Article VII – Fiscal Year**

The fiscal year shall be from July 1 through June 30 or such other 12-consecutive-month period as the 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**

The Association shall indemnify any person who was or is a party, or is threatened to be made a party of 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 (s)he 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 reasonable incurred by such person in connection with such action, suit, or proceeding), if such person acted in good faith and in a manner (s)he reasonable 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/her conduct was unlawful.

### **Article XI – 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 distributed using an electronic distribution list to the membership at least thirty (30) days prior to the date of the meeting or approval of a majority vote of members returning an electronic ballot.

### **Article XII**

The Iowa AEYC may be dissolved at a membership meeting called for the specific purpose by a majority vote of the Governing Board. 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.