



Draft Bylaws

ARTICLE I – NAME

The name of this organization shall be the Michigan Association for the Education of Young Children (Michigan AEYC). Michigan AEYC shall be maintained as a nonprofit corporation in good standing in the state of Michigan, subject to the other provisions of these bylaws. Michigan AEYC shall be an affiliate of the National Association for the Education of Young Children (NAEYC).

ARTICLE II - PURPOSE

The purpose of this organization is to align and carry out the mission, vision, core values, beliefs, and strategic direction of NAEYC in Michigan as stated in Article II of its Restated Articles of Incorporation.

ARTICLE III - MEMBERSHIP

1. Membership shall be granted to all individuals upon payment of annual dues and they shall be entitled to all rights and privileges of membership in this organization.
2. Each Michigan AEYC member is also a member of NAEYC.
3. The membership year shall be for a period of twelve (12) months from the date that the application for membership is received with payment of dues.
4. The annual membership dues of Michigan AEYC shall be established by NAEYC and are subject to change by NAEYC.

ARTICLE IV - GOVERNING BOARD

Section A. Board of Directors

The Board of Directors of Michigan AEYC shall be called the Governing Board.

Section B. Membership

1. The Governing Board shall consist of the elected officers (President, President-Elect/Immediate Past President, Vice-President, Secretary and Treasurer), and other Governing Board members-at-large. The number of members-at-large is subject to change at the discretion of the Governing Board, however, it shall not be less than nine (including at least one student member), ~~representing the diversity of our members.~~
2. Each member of the Governing Board must be a current member of Michigan AEYC.

Section C. Length of Term

1. The ~~P~~resident-~~e~~lect shall serve one (1) year as ~~p~~resident-~~e~~lect, two (2) years as ~~p~~resident, and one (1) year as ~~i~~mmediate ~~p~~ast-~~P~~resident. The ~~p~~resident shall be elected to serve a maximum of one term.
2. ~~All other Governing Board Officers shall serve for two (2) years, and may not immediately succeed themselves in the same position if they have served a full term. All other Governing Board members shall serve for two (2) years and may serve two consecutive terms in the same position. After serving two consecutive terms, an individual must vacate the position for at least one full term before being eligible to serve again in the same position.~~
3. ~~Members-at-large shall serve for two (2) years. They may serve two consecutive terms, with no limit on the number of terms.~~
- 4.3. Anyone who is appointed to serve in a vacated position for more than half a term plus one day is considered to have served a full term.
- 5.4. All terms begin at the end of the first Governing Board meeting following the annual election, and end upon their death, resignation, removal or after the Governing Board meeting two years after their election.

Section D. Election to the Governing Board

1. All Governing Board members are elected by the membership via ballot at the annual election. (see Article VIII).
2. Vice-~~p~~resident, ~~s~~ecretary, and a minimum of four (4) ~~r~~members-at- large shall be elected in even

numbered years.

3. The ~~p~~President-~~e~~Elect, ~~t~~Treasurer, and a minimum of four (4) members-at-large, ~~including- and~~ (1) student member-at-large shall be elected in odd numbered years.

#### Section E. Resignation or Removal of Governing Board Members

1. The resignation of a Governing Board member shall be effective upon acceptance by the Governing Board. .
2. An elected member of the Governing Board may be removed for cause, as determined by a two-thirds (2/3) majority vote of the Governing Board.

#### Section F. Vacancies

1. Vacancies occurring on the Governing Board, with the exception of the ~~p~~President-~~e~~Elect, shall be filled by appointment of the ~~president~~President with Governing Board approval.
2. A Governing Board member appointed by the ~~p~~President shall complete the unexpired term of his/her predecessor.

#### Section G. Duties of Governing Board Members

The duties of all Governing Board members shall be those defined by the Governing Board, job descriptions, Michigan law and these bylaws.

#### Section H. Meetings of the Governing Board

1. The Governing Board shall meet at least three (3) times per year.
2. Special Board meetings may be called by the President or three (3) officers or five (5) members of the Governing Board. The Governing Board will meet within thirty (30) days of the Special Meeting call with written notification being given to all Governing Board members with not less than ten (10) days written notice prior to the meeting date which notice may be given by electronic transmission.
3. Advance notification shall be given to the general membership regarding all regularly scheduled Governing Board meetings.
4. All Governing Board meetings are open meetings. The Governing Board may close a meeting to discuss confidential information with a majority vote of the Governing Board members present.
5. Voting at the Governing Board meeting is restricted to members of the Governing Board. Each Governing Board member shall have one vote on all matters.
6. Voting may occur in person, by electronic communication if all members can hear each other, by ballot or by unanimous written consent.
7. For the purpose of policies and resolutions, the Governing Board shall be considered a continuous body.

#### Section I. Quorum

A quorum shall consist of five (5) members of the governing board.

### ARTICLE V - OFFICERS

#### Section A. Officers: The officers shall be the:

1. President- The President shall be the Chair of all Board meetings and shall have such other duties as the Governing Board may assign from time to time.
2. President-~~e~~Elect (when there is not an ~~i~~mmmediate ~~p~~Past-~~p~~President) or ~~i~~mmmediate ~~p~~Past-~~p~~President (when there is not a ~~p~~President-~~e~~Elect), The President-~~e~~Elect/~~i~~mmmediate ~~p~~Past-~~p~~President shall have such other duties as the Governing Board may assign from time to time.
3. Vice President- The Vice President shall, in the absence, or inability to act, of the President, serve as the President. The Vice President shall also have such other duties as the Governing Board may assign from time to time.
4. Secretary- The Secretary shall: (a) record all votes and minutes of all proceedings of the Governing Board; (b) give or cause to be given notice of all meetings of the Governing Board; and (c) perform such other duties as the Governing Board may assign from time to time.
5. Treasurer- The Treasurer shall chair the Finance Committee meetings and have general oversight of the care and custody of the organization's financial assets and investments and perform such duties as the Governing Board may assign from time to time.

#### Section B. Vacancies

1. Upon the resignation or removal of the ~~p~~President, the ~~v~~Vice-~~p~~President shall succeed to the presidency.
2. In the case of a vacancy in the office of ~~p~~President-~~e~~Elect, that vacancy shall be filled by a special membership election that shall be conducted under the direction of the Governing Board.
3. Vacancies among the remaining officers shall be filled by appointment of the ~~p~~President with the approval of

the Governing Board.

## ARTICLE VI - EXECUTIVE COMMITTEE

### Section A. Executive Committee

The Executive Committee shall consist of the Officers of the organization.

### Section B. Meetings of the Executive Committee

The Executive Committee shall meet at the call of the pPresident or at the written request of three (3)-members of the Executive Committee with at least one day notice to consider and take action upon any business presented. A summary report of each meeting of this committee shall be made to the Governing Board.

### Section C. Powers of the Executive Committee

The Executive Committee shall possess and exercise the authority of the Governing Board in the management of the business of the Association between the meetings of the Governing Board.

### Section D. Quorum

A quorum shall consist of three (3) members of the executive committee.

### Section E. Voting

The Executive Committee may vote in person, by electronic communication if all members can hear each other, or by unanimous written consent. The majority vote of the Executive Committee members present at a meeting is required to approve any proposed action.

## ARTICLE VII - COMMITTEES

### Section A. Standing Committees

1. The Governing Board may create standing committees.
2. Standing committees created by the Governing Board shall function until dissolved by the Governing Board.
3. Standing committees created by the Governing Board shall have a specific purpose, defined at their creation, directly related to the organization's purpose in Article II.
4. Each standing committee member must be a current member of Michigan AEYC.
5. The Governing Board shall maintain a list of committees and their functions.

### Section B. Ad-hoc Committees

1. The President or the Governing Board may create such ad-hoc committees as deemed necessary.
2. An ad-hoc committee shall have a single purpose and shall dissolve automatically upon the completion of the term of the President who created it, upon completion of its purpose or until dissolved by the Governing Board, whichever comes first.

### Section C. Committee Chairperson Appointments

1. All committee chairpersons shall be appointed annually by the President with the approval of the Governing Board.
2. Reappointment to the same position may be made by the President.
3. Upon resignation or removal from position, the President shall appoint a new committee chairperson.

## ARTICLE VIII - NOMINATIONS AND ELECTIONS

1. A Nominating committee shall be recommended annually by the President and approved by the Governing Board.
2. The nominating committee shall consist of a chairperson and at least five (5) other members ~~representing the diversity of our membership.~~
3. Current Governing Board members may not serve on the nominating committee.
4. The committee shall establish the procedures necessary with Governing Board approval, for the orderly conduct of the annual election.
5. The annual election shall be accomplished by June 1 of each year.

## ARTICLE IX - POWERS

1. The Governing Board of the Michigan Association for the Education of Young Children may employ staff, contract for services, receive funds from government and private sources and engage in other activities that are authorized for non-profit organizations by Michigan and federal statutes.

2. The Governing Board will engage ~~an Executive Director~~ an Executive Director, who may also be referred to as the Chief Executive Officer, to oversee and administer all Association functions as ~~if the Governing Board may deem appropriate.~~ The Executive Director/Chief Executive Officer shall serve as an employee of the Association and will act under the supervision of the Board and the Executive Committee. The Chief Executive Officer may attend meetings of the Governing Board and committees in an ex-officio, non-voting capacity.

## ARTICLE X – MEMBERSHIP MEETINGS

### Section A. Annual Meeting

There shall be an annual meeting of the general membership in conjunction with the annual early childhood conference unless an alternate date is provided by the Governing Board.

### Section B. Membership Meetings

The Governing Board may call meetings of the membership at any time with at least fourteen (14) days advance notice to the members. Upon petition of 5% of current Michigan AEYC members, the Governing Board shall call a meeting within thirty (30) days and give at least fourteen (14) days advance notice to the general membership.

### Section C. Quorum

A quorum shall consist of members present, which shall not be less than 10 members as long as all members have been duly notified.

### Section D. Voting

1. Voting by the membership may take place in person, by proxy, by electronic communication if all members can hear each other, or by ballot voting.
2. A simple majority of votes cast is required to approve any proposed action.
3. Any action the members are required or permitted to take at an annual or special meeting, including the election of directors may be taken without a meeting if the Association provides a ballot to each member that is entitled to vote on the action. The ballot shall include all of the following:

- a. The complete description of each proposed action.
- b. An opportunity for members to vote for or against each proposed action.
- c. A statement that in order to be counted as a vote of the members, the ballot must be received by the Association within 30 days after the date which the Association transmits or mails the ballot to the member.

~~3.~~

- a. ~~Set forth each proposed action.~~
- b. ~~Provide an opportunity for members to vote for or against each proposed action.~~
- c. ~~Specify that in order to be counted as a vote of the members the ballot must be received by the Association not less than 20 days or more than 90 days after the date the Association provides the ballot to the member.~~

~~d.~~ 4. In the event the Michigan Nonprofit Corporation Act (the “Act”) is amended to modify the ballot voting rules, this section shall be automatically modified to incorporate any modifications to the Act, with action by the Association.

## ARTICLE XI- FISCAL YEAR

The fiscal year shall be October 1 through September 30.

## ARTICLE XII - BYLAW AMENDMENTS

1. These bylaws may be amended in either of the following ways:
  - a. By approval of a majority of the Governing Board, or
  - b. By recommendation of 5% of the current Michigan AEYC members, followed by approval of the Michigan AEYC membership as set forth below.
2. Amendments recommended in accordance with Subsection 1.b. of this Article must be ratified by the Members of the Association as follows:
  - a. At an annual member meeting by a two-thirds (2/3) vote of the members present in person or by proxy, provided that advance notice of the meeting and the proposed amendment(s) has been sent to the general membership; or
  - b. By ballot voting sent to all members, in which case the amendment(s) are adopted if two-thirds (2/3) of the votes cast support the change.
  - c. Notice of all proposed bylaw changes be sent to the membership at least fourteen (14) days before the voting deadline.

~~These bylaws may be amended by the approval of a majority of the Governing Board or by petition of 5% of the current Michigan AEYC members and the approval of the Michigan AEYC membership, as provided herein. Ratification of recommended changes to the bylaws shall occur at the annual member meeting by a two-thirds (2/3) majority vote of members present in person or by proxy, if advance notice of the meeting with the proposed bylaw change(s) was sent to the general membership, or by ballot voting sent to all members if two-thirds (2/3) of votes cast support the amendment(s). Notice of proposed bylaws changes will be sent to the membership a minimum of fourteen (14) days prior to the vote deadline.~~

#### ARTICLE XIII - RULES AND PROCEDURES

The Governing Board may adopt rules and procedures for the conduct of the association business and management of Michigan AEYC in accordance with law, the Articles of Incorporation or these bylaws. Roberts Rules of Order, Revised, shall be the parliamentary authority of the organization, except as otherwise provided for in these bylaws or by the Governing Board.

#### ARTICLE XIV – INDEMNIFICATION

Michigan AEYC shall indemnify any Michigan AEYC Governing Board member, to the fullest extent permitted by Michigan law, against all judgments, payments of settlement, fines and any other reasonable cost and expenses (including attorney fees) incurred by the Governing Board member in connection with the defense of any action, suit, or proceeding, that is brought or threatened in which the Governing Board member is a party or is otherwise involved because he or she was or is a member of the Governing Board of Michigan AEYC. This right of indemnification shall continue to apply to the Governing Board member who ceases to be a member of the Governing Board and shall apply to the benefit of the heirs, personal representatives, and administrators of that person. In the event Michigan AEYC has insurance coverage for any claim against Michigan AEYC or any director, officer or volunteer of Michigan AEYC, the indemnification described herein shall not apply to the extent there is insurance coverage for the claim.

#### ARTICLE XV- DISSOLUTION

1. Michigan AEYC shall remain in existence until dissolved by its members. A mail ballot will be sent to each current member; two-thirds (2/3) of votes cast must support the dissolution motion.
2. Michigan AEYC is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501 (c)(3) of the Internal Revenue Code.
3. No part of the net earnings of Michigan AEYC shall inure to the benefit or, or be distributable to, its members, trustees, officers or other private persons, except that Michigan AEYC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of Michigan AEYC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Michigan AEYC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. Notwithstanding any other provisions of this document, Michigan AEYC shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or (b) by a Corporation contributions of which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
5. Upon the dissolution of Michigan AEYC, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of ~~Common Pleas~~ of the county in which the ~~principle~~-principal office of Michigan AEYC is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

