



Nashville Area Association for the Education of Young Children

## ByLaws

### Article I – Name

The name of this organization shall be the Nashville Area Association for the Education of Young Children, Inc.

### Article II - Purpose Statements

1. **Purpose** - The purpose of the Nashville Area Association for the Education of Young Children (referred to as NAAEYC or Association) shall be to provide opportunities for the members to enhance their experiences and increase their knowledge about the development, the care, and the education of the young child.
2. **Mission** - NAAEYC endorses high-quality early learning for all children, birth through age 8. We promote a diverse, dynamic early childhood profession by empowering all who care for, educate, and work on behalf of young children, through advocacy, leadership and professional development.
3. **Vision** - All young children thrive and learn in a society dedicated to ensuring they reach their full potential.
4. **Values** - Our core values are defined in the NAEYC Code of Ethical Conduct and are deeply rooted in the early childhood profession. In addition, we seek to be a high-performing, inclusive organization that is enriched by and continually grows from our commitment to diversity, as embodied by our core beliefs. We uphold these values and beliefs in all our interactions and initiatives:
  - a. Appreciate childhood as a unique and valuable stage of the human life cycle.
  - b. Base our work on knowledge of how children develop and learn.
  - c. Appreciate and support the bond between the child and family.
  - d. Recognize that children are best understood and supported in the context of family, culture, community, and society.
  - e. Respect the dignity, worth, and uniqueness of each individual (child, family member, and colleague).
  - f. Respect diversity in children, families, and colleagues.
  - g. Recognize that children and adults achieve their full potential in the context of relationships that are based on trust and respect.

### Article III - Membership

#### Section 3.1 - Eligibility

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

#### Section 3.2 – Levels of Membership

All members of Nashville Area 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 Nashville Area AEYC and the NAEYC, respectively.

#### Section 3.3 – Membership Fees

Annual membership fees shall be determined and collected by the NAEYC.

#### Section 3.4 - Member Rights

Members in Good Standing (current membership status)

- a. may serve as an officer
- b. may serve on committees
- c. have full voting privileges
- d. have access to affiliate and national benefits



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### Section 3.5 - Member Meetings

The Association shall hold general meetings throughout the year; the number of meetings to be decided by the Governing Board.

## Article IV – Governing Body

### Section 4.1 – Name

The principal governing body of NAAEYC 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

The Governing Board shall include the Executive Officers as outlined in Article V, Section 5.1, and the following positions:

- a. Appointed Positions serve a one-year term
  - i. Public Policy Chair
  - ii. Accreditation Chair
  - iii. High-Performing, Inclusive Organization (HPIO) Chair
  - iv. Immediate Past President
  - v. Members-At-Large
  - vi. Others may be appointed to the Governing Board as deemed necessary by the President and serve as Members with voting rights.
- b. 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, and shall coincide with the term limit of the President.
- c. 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.
- d. No person shall serve on the Board unless that person is a member of the Association.
- e. Officers shall be elected on a rotational basis to take office the January following their election to office. Their term will be determined in these Bylaws, unless (s)he is earlier removed or resigns.
- f. The members of the Governing Board shall seek to reflect the demographics of the community it serves.

### Section 4.4 – Board Meetings

- a. **Requirement** - There shall be quarterly meetings of the Governing Board. Special meetings of the Board may be called by request of the President or at least three (3) 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 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.
- c. **Urgent Business** - The president or at least three (3) board members may call for an immediate meeting without advance notice.



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### 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 electronically without a meeting if necessary. Decisions will be communicated in writing to the board.

### 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 four (4) 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 Nashville Area AEYC shall be:

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

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

The Principal Officers of Nashville Area AEYC shall be elected by the membership by electronic ballot, or by mailed ballot upon request, in the fall. Exception: Elect positions will not be included on the ballot for those years when no Elect officer is needed based on term limits as defined in the bylaws.

- a. **Term Limits**



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- i. President shall serve one (1) year as President-Elect; two (2) years as President; one (1) year as Past-President.
- ii. President-Elect/Past President shall be a one (1) year term each.
- iii. Treasurer shall serve one (1) year as Treasurer-Elect, two (2) years as Treasurer.
- iv. Secretary shall serve two (2) years.
- v. No person shall succeed himself or herself in a specific office more than once. Any member whose name is nominated for election as President-Elect shall have served a minimum of one (1) year previously on the Governing Board or committee of the Governing Board. Treasurer-Elect and Secretary require no previous Board experience. (Refer to Policies and Procedures for Officer eligibility.)
- vi. Failure to elect any Principal Officer annually shall not dissolve Nashville Area 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 Nashville Area AEYC Policy and Procedure Manual under the Job Descriptions section. (appendix)

## 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 three (3) 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 two (2) 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) NAAEYC members and submitted to the NAAEYC Office no later than two (2) weeks prior to the date the slate is presented for voting.

### Section 6.4 – Elections

Elections of Principal Officers shall be accomplished by October 31 of each year using an electronic ballot or a printed, mailed ballot by request, and requires Member identification in terms of providing his/her NAAEYC Customer ID. Election results shall be made known to the membership 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 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.



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### **Article VIII – Fiscal Year**

The fiscal year shall be from January 1 through December 31 or such other 12-consecutive-month period as the Board may designate.

### **Article IX - Job Descriptions**

There shall be attached to this Constitution, the Job Descriptions and time-line for each officer and chairperson assigned to the NAAEYC Governing Board which are not included in this Constitution. They shall in no way conflict with this Constitution and may be changed by a majority vote of the Governing Board.

### **Article X – Parliamentary Authority**

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

### **Article XI – 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 reasonably 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 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/her conduct was unlawful.

### **Article XII – Amendments**

These Bylaws may be amended, repealed, or altered, in whole or in part by a majority vote of members returning an electronic ballot.

### **Article XIII - Conflict of Interest**

- At no time shall any officer of the Association or any member of the Governing Board in his/her capacity act in a manner which would result in personal gain.
- At no time shall any officer of the Association or any member of the Governing Board misrepresent the purpose, objectives, or policy statements of the Association.
- At no time shall any officer or chairperson with primary checkbook signature responsibility for the Association be responsible for arranging a review/audit of these same books without approval of the Executive Committee.



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### **Article XIV - Policy and Procedures**

There shall be attached to this Constitution defined policies and procedures not included in this Constitution. They shall in no way conflict with this Constitution and may be changed by a majority vote of the Governing Board.

### **Article X – Dissolution**

The Nashville Area 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.

Revised CONSTITUTION as adopted by NAAEYC membership September 23, 1989 and revised on January 26, 1991, and January 30, 1993. NAAEYC By-laws revised again and voted on March 2, 1996, April, 1997, August, 1999, and September, 2001. By-laws corrected July 2002. By-laws revised and voted on October, 2006. By-laws revised and voted October, 2007. Bylaws revised and voted on September 2014. Bylaws revised and voted on October 10, 2020.