

# Kentucky Association for Early Childhood Education

## KAECE BY-LAWS

( Board Approved Oct 2011 June, 2017) ,

(History: Revised Nov 2008, Oct 2009, Oct 2011, July 2013, Oct 2016, May, 2017)

### **Article I NAME**

The name of this organization shall be Kentucky Association for Early Childhood Education (also referred to as KAECE or the Association).

### **Article II PURPOSE**

#### Section 2.1 Vision

A strong, engaged early care and education community in Kentucky

#### Section 2.2 Mission

As an affiliate and collaborating partner of the Southern Early Childhood Association (SECA) KAECE will:

- Work on behalf of young children and their families.
- Provide opportunities for the cooperation of individuals and groups who are concerned with the well-being of children.
- Further the development of knowledge and understanding of young children and the dissemination of such information.
- Contribute to the professional growth of persons working with and for young children.
- Work to improve the standards for group care and education of children and improve the quality of life for them.

#### Section 2.3 Values

Through our commitment to professional development and networking, Kentucky Association for Early Childhood Education values:

- Young children and their families,
- Early care and education professionals, and

KAECE is open to all early childhood professionals who work with and care for young children and who provide education and resources for these individuals.

### **Article III MEMBERSHIP AND ANNUAL BUSINESS MEETING**

#### Section 3.1 Eligibility

Anyone interested in promoting the Purpose of KAECE may become a member upon payment of annual dues.

#### Section 3.2 Levels of Membership

All members of KAECE are also members of the Southern Early Childhood Association (SECA) and are entitled to the privileges of those respective associations.

#### Section 3.3 Categories of Membership

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The categories of membership in KAECE shall be Regular and Student.

## Section 3.4 Rights of Members

All members, upon payment of annual dues, are eligible for all rights, benefits and responsibilities of membership as set forth in the respective bylaws of KAECE and SECA.

## Section 3.5 Dues

Membership dues shall be determined by the Board. Any member who fails to remit his or her dues for the current membership year shall no longer be considered an active member.

## Section 3.6 Membership Year

The membership year shall be the twelve (12) month period from the date the organization is joined.

## Section 3.7 Annual Meeting

- (a) Date and Location: The Annual Meeting of the members of KAECE shall be held as ~~part of the Annual Conference unless otherwise~~ determined by the Board. ~~In the event of an alternate meeting,~~ The Board shall give notice to the members of the time and location no later than four (4) weeks prior to the meeting. **An agenda will be posted on the website two (2) weeks prior to the meeting. Minutes of the meeting will be posted on the website within two (2) weeks following the meeting.**
- (b) Quorum: A quorum shall be the gathered members in attendance.
- (c) Proxy: ~~A KAECE member may cast a vote at the annual meeting by way of written proxy.~~
- (d) **The meeting shall be conducted within the rules of Parliamentary procedure.**

## **Article IV ADMINISTERING BODY**

### Section 4.1 Name

The administering body shall be called the Board.

### Section 4.2 Powers and Duties

Within the limits of the By-Laws, the Board shall ~~direct the affairs of the Association, determine its policies, promote its purposes, manage its funds and appoint agents as deemed necessary.~~

- (a) ~~Determine its~~ **the Association's** policies
- (b) **Develop annual and long-range objectives**
- (c) **Represent the organization within the community**
- (d) **Network the Association with other organizations**
- (e) **Approve a Budget**
- (f) **Uphold Fiduciary duty**
- (g) **Avoid Conflict of Interest through appropriate disclosure, recusal or resignation.**

### Section 4.3 Composition

- (a) The Board shall consist of the Elected Officers, Chapter Presidents, and appointed positions. ~~Membership on the Board shall be limited to KAECE members.~~

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## Section 4.4 Meetings

- (a) There shall be at least four (4) meetings of the Board per calendar year.
- (b) On notice to the Board, special meetings of the Board may be called by the President or at least five (5) Board Members.

## Section 4.5 Quorum and Voting

- (a) The members present at a Board meeting shall constitute a quorum provided at least five (5) Board members are present. (5 does not constitute a quorum if there are 14 members)
- (b) Actions taken by the Board shall be approved by a majority vote where a quorum is present.

## Section 4.6 Vacancies

Vacancies on the Board shall be filled by the President with Executive Committee approval. Each person chosen to fill a Board vacancy shall hold office until the expiration of the term of the vacant position.

## **Article V OFFICERS AND ELECTIONS**

### Section 5.1 Elected Officers

The Officers of the Association shall be President, Vice President, Past President, ~~Recording~~ Secretary, Treasurer, SECA Representative, SECA Representative-Elect, Vice President for Membership, and Vice President of Programs.

### Section 5.2 ~~Elected Officers~~, Elections and Terms of Office

- (a) The members of the Association shall elect President, Vice President, ~~Recording~~ Secretary, Treasurer, SECA Representative-Elect, Vice President for Membership, and Vice President of Programs.
- (b) An election shall be held annually by electronic ballot e-mailed to members.
- (c) In even years, the **President and the** Vice President of Programs, shall be elected. In odd years, the ~~Vice President, Recording~~ Secretary, Vice President for Membership and Treasurer shall be elected. The SECA Representative-Elect shall be elected every third year beginning in 2008. The terms of office shall be:
  - The **President**, Vice President, Vice President for Membership, Vice President of Programs, Treasurer, and ~~Recording~~ Secretary shall serve two (2) years.
  - The SECA Representative-Elect shall serve one (1) year, followed by three (3) years as SECA Representative.
- (d) Officers shall **be expected to attend Board meetings prior to taking office on July 1 following the election.**
- (e) No officer shall serve more than two (2) consecutive terms.

### Section 5.3 Duties

The **individual** duties of Officers are defined in KAECE Policy Manual. **All officers shall:**

- (a) Attend Board and Committee meetings and functions as required.**
- (b) Submit reports and review the agenda prior to Board meetings.**
- (c) Assist in recruitment.**
- (d) Keep abreast of updates in the professional field.**

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- (e) Follow fiduciary, confidentiality, conflict of interest and other policies as defined in the KAECE and SECA By-Laws and KAECE Policy Manual.

## Article VI NOMINATIONS AND ELECTIONS

### Section 6.1 Nominating Committee

The Nominating Committee shall present a slate of candidates for Officers in accordance with the KAECE Policy Manual. The slate will be posted on the KAECE website ([www.KAECE.org](http://www.KAECE.org)) not later than thirty (30) days prior to the election.

### Section 6.2 Additional Candidates for Officers

Any KAECE member may nominate an additional candidate by submitting to the Vice President for Membership a petition in support of that candidate signed by at least ten (10) KAECE members. Such petition shall be submitted no less than sixty (60) days in advance of the election.

### Section 6.3 Elections.

- (a) Elections shall be conducted by an electronic vote. Voting is limited to KAECE members.
- (b) Officers are elected by a majority of members voting.

## Article VII COMMITTEES AND APPOINTED POSITIONS

### Section 7.1 Executive Committee

- (a) The Executive Committee shall consist of the Elected Officers.
- (b) The Executive Committee has the authority to act on behalf of the Board in emergency matters in which a decision is urgent and cannot await the total action of the Board.

### Section 7.2 Standing Committees

The powers and duties of the standing committees are specified in KAECE Policy Manual.

### Section 7.3 Other Committee Appointments

- (a) The President, with the approval of the Executive Committee, shall appoint special committees as deemed necessary.
- (b) These committees shall operate in accordance with the KAECE and SECA By-Laws and Policies.

### Section 7.4 Appointed Positions

The terms for appointed positions are set forth in the KAECE Policy Manual. Vacant appointed positions shall be filled in accordance with paragraph 4.6 hereof.

## Article VIII NOTICE TO MEMBERS

All required notice shall be given to KAECE members in such manner as the Board shall determine including U.S. Mail, email, fax or posting on the KAECE website ([www.KAECE.org](http://www.KAECE.org)).

## Article IX FISCAL YEAR

The fiscal year shall be from **July 1 to June 30** or such other twelve consecutive month period as the Board may designate.

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## Article X PARLIAMENTARY AUTHORITY

Except as otherwise specifically provided herein, *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority of the Association.

## Article XI AMENDMENTS

These By-Laws may be amended, repealed, or altered, in whole or in part, by a majority **electronic** vote at ~~any Annual Meeting of the Association~~ provided that the newly-proposed By-Laws are posted on the KAECE website ([www.KAECE.org](http://www.KAECE.org)) at least thirty (30) days prior to the date of the ~~meeting~~ **electronic** vote.

## Article XII REVOCATION/SURRENDER OF CHARTER

### Section 9.1 Revocation

The charter granted to Affiliate, with all of its attendant rights and obligation, shall remain in full force and effect, unless revoked by Association or surrendered by Affiliate in accordance with the following provisions.

- (a) The Association, through its board of directors, shall have authority to revoke Affiliate's charter if the board determines that the conduct of the Affiliate is in violation of this Agreement or the provisions of the Association's policy manual concerning affiliate organizations.
- (b) Any decision by Association to revoke Affiliate's charter shall be initiated by the sending of written notice to Affiliate specifying the grounds upon which such revocation would be based; provided, however, that association shall give Affiliate 30 days from such notice to cure any alleged breach of the Agreement or violation of the provisions of the Policy Manual.
- (c) In the event Association determines that Affiliate has not corrected the condition leading to its decision to revoke Affiliate's charter, such decision will become final unless Affiliate files a notice to appeal such determination. Upon the filing of such notice, Affiliate shall have the opportunity to present its case, by written communication or in person, to the board of directors of Association upon such rules or procedures as the board may from time to time prescribe.
- (d) The decision of the board shall be final and appeal may not be taken to any other forum.

### Section 9.2 Surrender of Charter

Affiliate may surrender its charter by delivering notice of its intention to do so at least 60 days in advance of the effective date of such action. Failure to provide such advance notice shall constitute grounds for immediate and automatic revocation of the charter, without the appeal procedures outlined in Section 8.1.

### Section 9.3 Association's Rights after Surrender or Revocation

After any such surrender or revocation of Affiliate's charter, Association shall have the right to notify each member of Affiliate in the Territory of the facts of such surrender or revocation and shall have sole authority to organize a new affiliate of such members to replace the former Affiliate. In no event shall Affiliate continue to represent its members or any other members of Association for at least one year after the suspension or revocation becomes effective.

## Article XIII WARRANTY AND FORCE MAJEURE

### Section 13.1 Warranty.

Association makes no representation or warranty, express or implied concerning any educational materials, educational programs, membership publications, or any other article or service provided

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hereunder. All guarantees, warranties, conditions and representation, either express or implied, whether arising under any statute, law, commercial usage or otherwise are hereby excluded.

### Section 13.2 Force Majeure

The Association shall not be liable for its failure to perform its obligations under these By-Laws due to events beyond its reasonable control including, but not limited to, strikes, riots, wars, fire, acts of God and acts in compliance with any applicable law, regulation, or order (valid or invalid) of any governmental body.

### **Article XII DISSOLUTION**

By majority vote of the KAECE Board, a special membership ~~meeting~~ **electronic vote** may be called for the specific purpose of dissolving the Association. Dissolution shall become effective on a two-thirds (2/3) affirmative vote of the members ~~present and voting at the special meeting~~ **participating in the electronic vote**. Upon dissolution of the Association, any remaining funds shall be distributed to one or more 501(c)(3) organizations selected by the Board.