

**THE SOUTH CAROLINA ASSOCIATION
FOR THE EDUCATION OF YOUNG CHILDREN**

BYLAWS

Article I – Name

The name of this organization shall be the South Carolina Association for the Education of Young Children, (SCAEYC).

Article II – Purpose

The purposes of the South Carolina AEYC shall be charitable and educational and, include but not limited to serving and acting on behalf of the needs, rights, and well-being of all young children in South Carolina and their families, with special emphasis on developmental and educational services and resources and fostering the growth and development of the 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 the South Carolina 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 those respective associations.

Section 3.3. Classes of Members. The classes of members shall be Comprehensive Affiliate, Regular Affiliate, and Student Affiliate. The Board shall have the authority to establish additional classes of members.

Section 3.4. Dues. Membership dues shall be determined by the Board. Any member who fails to pay his or her current dues for the membership year is no longer 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 Board may determine.

(b) The membership shall be informed of the date and place of the meeting no later than four (4) weeks prior to the meeting as defined in the policies and

procedures manual. 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.

(c) Conference Not Held

- Should SCAEYC not hold a conference in any given year, the Board of Directors will schedule an alternative time and place for the annual meeting of Members and will notify Members as provided in this Article.
- 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.

Article IV – Governing Body

Section 4.1. Name. The principal governing body of the Association shall be called the Board of Directors (Board).

Section 4.2 Powers and Duties. The 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 Board shall consist of the principal officers of the Association elected by the membership of the Association and the chair of each standing committee. The Executive Director, if any, of the Association shall serve as non-voting *ex officio* member of the Board. The size of the Board is subject to change at its discretion; however, the number shall not be less than seven (7) nor more than 30.

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

(c) Except for the initial year, officers and Board members shall be elected on a rotational basis to take office on the first of November 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.

(d) No officer or Board member shall serve more than two consecutive terms in the same position.

Section 4.4 Board Meetings.

(a) There shall be at least four meetings of the Governing Board during the membership year. Special meetings of the Board may be called by written request of the President or at least five (5) Board members.

(b) Notice of any meeting of the Board shall be deemed to be duly given to a Board member if notification is given at least seven (7) business 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 business days before the day on which such meeting is to be held as stipulated in the Policies and Procedures Manual. 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) A simple majority of the Board shall constitute a quorum for the transaction of business.

(b) 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 Board members and thereafter a consent in writing approving the action is signed by all the Board members entitled to vote on the subject.

Section 4.6 Resignation or Removal.

(a) 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) An officer or Board member may be removed, with or without cause, by mailed ballot in which members representing twenty-five percent (25%) of the total number of members participate (based on membership figures as of the end of the immediately preceding membership year) or at any regular or special majority of the voting members, voting either in person, or by proxy, or as otherwise permitted by law. No officer or Board member shall be removed at a meeting of members entitled to vote, unless written notice of such meeting is delivered to all members entitled to vote, and the notice explains that a purpose of the meeting is to vote upon removal of one or more Board members who are named in the notice.

Section 4.7 Board Vacancies.

(a) Vacancies on the Board shall be filled by the Board, with the exception of a vacancy of the President Elect.

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

(c) A vacancy of the President Elect during his/her term of office shall be filled by a special election which shall be conducted under the direction of the Board.

Section 4.8. 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 six (6) principal officers of the Association. The Association's Executive Director, if any, shall serve as an *ex officio* member of the Executive Committee. 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 practicable after any meeting. A majority of the Executive Committee shall constitute a quorum.

Article V – Officers

Section 5.1. Principal Officers. The principal officers of the South Carolina AEYC shall be:

President

President-Elect

(when this position is occupied)

Past President

(when this position is occupied)

Vice-President

Secretary

Treasurer

Section 5.2. Election of Principal Officers: Term of Office. The principal officers of the Association shall be elected annually by the members in accordance with the South Carolina Policies and Procedures Manual. The President-Elect shall serve one (1) year in that office, two (2) years as President, and one (1) year as Past President. The terms of the Vice-President, Secretary, and Treasurer shall be four (4) years or until the officer's successor has been elected and qualified.

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 South Carolina AEYC Policies and Procedures Manual. The Board has fiduciary responsibility for the organization and follows the guidelines of the SCAEYC Financial Policies.

Article VI – Nominations and Elections

Section 6.1 Governance Committee Appointment. Each year the Board shall select a Nominating Committee in accordance with the Association bylaws and policies.

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 6.3. Candidates by Petition. Nomination of additional candidates may be made by members representing not less than ten percent (10%) of the total South Carolina AEYC members (based on the number of members on the day of the petition), or by a majority vote of the membership at a meeting called for the purpose of voting.

Section 6.4. Elections

(a) Elections shall be accomplished by 1st of November of each year by mail vote or by a vote at a membership meeting as determined by the Board in accordance with Association bylaws and policies. 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 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 *South Carolina AEYC Policies and Procedures Manual*.

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 – Parliamentary Authority.

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

Article X - Conflict of Interest

Section 1 Conflict of interest

Conflict of interest policy is to protect the SCAEYC’s (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the SCAEYC or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. This Policy shall be made public.

Section 2. Disclosure

A Board Member will be required to disclose information related to conflicts of interest.

Section 3. Determination

If, it its determined the member has failed to disclose an actual or possible conflict of interest, the Board shall take appropriate disciplinary and corrective action, in accordance with SCAEYC Policies and Procedures Manual.

Article XI. Whistle Blower Policy

This policy is intended to encourage Board members, staff (paid and volunteer) and others to forward as soon as possible with credible information on suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) practices or violations of adopted policies, without retribution. as stated in the SCAEYC Policies and Procedures.

Article XII – Indemnification.

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 XIII – Amendments.

These bylaws may be amended, repealed, or altered, in whole or in part (1) by a majority vote at any meeting of the Association; provided that a copy of any amendment proposal for consideration shall be mailed to the membership at least thirty (30) days prior to the date of the meeting; or (2) by approval of the members through a mail vote.

Article XIV – Dissolution.

The South Carolina AEYC may be dissolved at a membership meeting called for the specific purpose by a majority vote of the 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.