



Proposed Bylaw Revisions

ARTICLE I – NAME

The name of this organization shall be the Michigan Association for the Education of Young Children (MiAEYC). It shall be an affiliate of the National Association for the Education of Young Children.

ARTICLE II - PURPOSE

The purpose of this organization is to serve and act on behalf of the needs, rights and well-being of all young children birth to age 8 with primary focus on the provision of educational and developmental services and resources.

Specifically this organization shall:

- o Promote and maintain high standards for the care and education of young children;
- o Advocate and act on behalf of young children and their families;
- o Encourage continuing study of the development of young children and issues related to early childhood education;
- o Cooperate with other organizations and disciplines that promote the welfare of young children and their families; **and**
- o Provide support and services to Michigan AEYC chapters and members; **and**
- o **Present and promote a shared vision of excellence for the ongoing professional preparation, development and support of early childhood professionals across all roles and settings.**

ARTICLE III - MEMBERSHIP

Section A. General 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 MiAEYC member **is also must also be** 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.

Section B. Membership Dues

The annual membership dues of MiAEYC shall be established by ~~the Governing Board~~ NAEYC.

ARTICLE IV - GOVERNING BOARD

Section A. ~~Administrative Body~~ Board of Directors  
The ~~administrative body~~ Board of Directors of MiAEYC 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) ~~(see Article V)~~, three (3) elected general members- at- large (until June of 2018), eight (8) elected regional members-at-large, ~~one representative to the NAEYC Affiliate Council, one representative from each MiAEYC chapter, and chairpersons of the standing committees (see Article VII) and one elected student member-at-large.~~
2. Past-presidents of MiAEYC shall serve as ex-officio members of the Governing Board.
3. Each member of the Governing Board must be current member of MiAEYC.

Section C. Length of Term

1. The president-elect shall serve one (1) year as president-elect, two (2) years as president, and one (1) year as immediate past-president. The president may not succeed her/himself.
2. All other ~~Governing Board members~~ officers shall serve for two (2) years.
3. ~~Regional~~ members-at-large shall serve for two (2) years. ~~They may serve two consecutive terms, with no limit on the number of terms.~~
4. ~~The NAEYC Affiliate Council Representative shall serve for two (2) years but not more than four (4) consecutive years.~~
5. ~~Chapter representatives shall serve a term as designated by the Chapter.~~
4. Officers ~~and members at large~~ who have served a full term may not succeed themselves in the same position. Anyone who is appointed to serve in a vacated position for more than ~~12 months~~ half a term plus **and** one day is considered to have served a full term.

~~7. Standing committee chairs shall serve for one (1) year. Reappointment to the same positions may be made by the president.~~

5. All terms begin at the end of the first Governing Board meeting following the annual election.

#### Section D. Election to the Governing Board

1. ~~All Governing Board members Officers, Members-at-large and the NAEYC Affiliate Council Representative~~ are elected by the membership via ballot at the annual election. ~~that shall be accomplished by June 1~~ (see Article IX VIII).
2. Vice-president, secretary, ~~NAEYC Affiliate Council Representative~~ and ~~one~~ four (4) regional members-at-large shall be elected in even numbered years.
3. The president-elect, ~~membership vice-president~~, treasurer, ~~two~~ four (4) regional members-at-large, and one (1) student member-at-large shall be elected in odd numbered years.
4. ~~Chapter representatives are to be elected or otherwise selected in a manner to be determined by the chapter.~~

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

1. The resignation of a Governing Board member ~~officer, member-at-large, NAEYC Affiliate Council Representative standing committee chairperson~~ shall be effective upon ~~its~~ acceptance by the Governing Board at the next Governing Board meeting.
2. An elected member of the Governing Board may be removed for cause, ~~as determined by the Governing Board~~, by a two-thirds (2/3) majority vote of the Governing Board. ~~A chapter representative may similarly be removed subject to ratification by a two-thirds (2/3) vote of the Governing Board.~~
3. ~~A committee chairperson may be removed for cause by simple majority vote of the Governing Board effective immediately.~~

#### Section F. Vacancies

1. Vacancies occurring on the Governing Board, with the exception of ~~chapter representative and~~ president-elect, shall be filled by appointment of the president with Governing Board approval at the next Governing Board meeting.
2. A Governing Board member appointed by the president shall complete the unexpired term of his/her predecessor.  
~~3. Filling of chapter representative vacancies shall be completed by the chapter by the next Governing Board meeting.~~  
~~4. A vacancy in the office of president-elect~~

~~shall be filled by a special election that shall be conducted under the direction of the Governing Board.~~

Section G. Duties of Governing Board Members  
The duties of all Governing Board members shall be those defined by the Governing Board, job descriptions or these bylaws.

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

1. The Governing Board shall meet at least four (4) times per year with one meeting to be scheduled no later than two (2) months following the annual election.
2. Special Board meetings may be called by the president or ~~three (3) four (4)~~ officers or ~~five (5) twelve (12)~~ members of the Governing Board. The Governing Board will meet within thirty (30) days with written notification being given to all Governing Board members ten (10) days prior to the meeting date.
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.
6. For the purpose of policies and resolutions, the Governing Board shall be considered a continuous body.

### ARTICLE V - OFFICERS

Section A. Officers: The officers shall be the:

1. president,
2. president-elect (when there is not an immediate past-president) or immediate past-president (when there is not a president-elect),
3. vice-president,
- ~~4. membership vice-president,~~
4. secretary and
5. treasurer.

#### Section B. Vacancies

1. Upon the resignation or removal of the president, the vice-president shall succeed to the presidency.
2. In the case of a vacancy in the office of president-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 president with the consent of the Governing

Board.

## ARTICLE VI - EXECUTIVE COMMITTEE

### Section A. Executive Committee

The Executive Committee shall consist of the officers of the organization ~~and the NAEYC Affiliate Council Representative.~~

### Section B. Meetings of the Executive Committee

The Executive Committee shall meet at the call of the president or at the written request of ~~three (3) four (4)~~ members of the Executive Committee 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) four (4)~~ members of the executive committee.

### Section E. Voting

~~The Executive Committee may vote in person, by telephone conference in which all persons can be heard, or by unanimous written consent.~~

## 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 function, defined at their creation, directly related to the organization's purpose in Article II.
4. 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 Appointments

1. All committee chairpersons shall be appointed

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 REGIONAL CHAPTERS

1. ~~The Governing Board may create regional chapters to serve and promote membership.~~
2. ~~The regional chapters created by the Governing Board shall function until dissolved by the Governing Board.~~

## ARTICLE ~~VIII~~ IX - NOMINATIONS AND ELECTIONS

### Section A. Nominating Committee

1. The nominating committee shall consist of a chairperson and at least five (5) other persons—no more than ~~two (2) one (1)~~ from any regional chapter.
2. The committee shall be recommended by the president to the Governing Board and shall serve with the approval of the Governing Board.

### Section B. Nomination Procedures

The committee shall:

1. Establish the procedure necessary for the orderly conduct of the election consistent with these bylaws and with Governing Board approval, such election to be accomplished by June 1;
2. Prepare and distribute ~~the~~ nomination ~~application petitions~~ six (6) months prior to balloting with instructions for proper use;
3. Receive the nomination ~~applications~~ ~~petitions~~ and certify ~~with the membership vice-president that each nominee and at least ten (10) persons supporting that nominee~~ are current members of MIAEYC. ~~The nominating committee will determine the deadline date to receive the nomination petitions applications. is December 1;~~
4. Present a slate of candidates to the Governing Board for approval at the ~~spring~~ ~~winter~~ Governing Board meeting.

### Section C. Election Procedures

The committee shall:

1. Place certified persons on the ballot, alphabetically by last name for each office with a space provided for write-ins;
2. Deliver ballots with voting instructions to each MIAEYC member at least thirty (30) days prior to the election. ~~Voting may take place in person, or by mail, email, fax, online or telephone at the committee's discretion;~~ Voting by the membership may take place in person, or by proxy, or by

ballot voting.

3. Collect and count ballots;
4. Certify to the Governing Board the results of the election at the Governing Board meeting following the annual election. This Governing Board meeting shall be scheduled no later than two (2) months following the annual election.
5. Notify candidates of election results.
6. Retain the original ballots until the Governing Board has approved the election results and the membership has been notified.

#### ARTICLE ~~IX~~ X - POWERS

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.

#### ARTICLE ~~X~~ XI - 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 two (2) weeks advance notice to the members. Upon petition of 5% of current MiAEYC members, the Governing Board shall call a meeting **within thirty (30) days** and **give** at least two (2) weeks advance notice **shall be given** to the general membership. ~~Meetings shall occur within thirty (30) days of notification.~~

##### Section C. Governing Board Meetings

The Governing Board shall meet as defined in Article IV.H.

#### ARTICLE ~~XI~~ XII - QUORUM AND VOTING

1. A quorum shall consist of members present at any type of MiAEYC meeting as long as all appropriate members have been duly notified. A simple majority of votes cast shall determine the issue.
2. The Governing Board may **authorize** votes ~~of the Governing Board and its committees, and of the membership, to be cast~~ in person, ~~or by mail, email, fax, online~~ by telephone conference in which all persons can be heard, or by unanimous written consent.
3. ~~Voting by the membership may take place in person, or by proxy, or by ballot voting.~~

#### ARTICLE ~~XII~~ XIII - FISCAL YEAR

The fiscal year shall be October 1 through September 30.

#### ARTICLE ~~XIII~~ XIV - BYLAW AMENDMENTS

These bylaws may be amended **by at** the **approval recommendation** of a majority of the Governing Board or by petition of 5% of the current MiAEYC members and the **concurrence approval** of the MiAEYC membership, **as provided herein**. Ratification of recommended changes to the bylaws may occur at the annual meeting by a two-thirds 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 **mail ballot ballot voting** sent to all members if **a two-thirds majority vote of members supports the amendment(s)-two-thirds (2/3) of voting members 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 ~~XIV~~ XV - RULES AND PROCEDURES

The Governing Board may adopt rules and procedures for the conduct of the association business and management of MiAEYC ~~that are not inconsistent 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 XV - ELIMINATION OF CERTAIN LIABILITY OF DIRECTORS

##### Section A. Personal Liability

~~A volunteer Governing Board member of the MiAEYC shall not be personally liable to the MiAEYC or its members for monetary damages for a breach of fiduciary duty as a Governing Board member, except for liability:~~

1. ~~For any breach of the director's duty of loyalty to the Corporation or its members;~~
2. ~~For acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;~~
3. ~~For a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;~~
4. ~~For any transaction from which the director derived an improper personal benefit;~~
5. ~~For an act or omission that is grossly negligent;~~
6. ~~For any acts or omissions occurring before this Article is approved by the membership.~~

##### Section B. Amendments to Michigan Nonprofit Corporation Acts

~~If, after the adoption of the Article by the membership of MiAEYC, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a Governing Board member, then a Governing Board member of the MiAEYC (in addition to the~~



~~circumstances in which a Governing Board member is not personally liable as set forth in Section A) shall not be liable to MiAEYC or its membership to the fullest extent permitted by the Michigan Nonprofit Corporation Act, as so amended. Any repeal or modification of this Article by the membership of MiAEYC shall not adversely affect any right or protection of a Governing Board member or MiAEYC existing at the time of such repeal or modification.~~

#### ARTICLE XVI - INDEMNIFICATION

MiAEYC shall indemnify any MiAEYC 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 MiAEYC. 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 MiAEYC has insurance coverage for any claim against MiAEYC or any director, officer or volunteer of MiAEYC, the indemnification described herein shall not apply to the extent there is insurance coverage for the claim.~~

#### ~~Article XVII - Elimination of Certain Liability of Nondirector Volunteers~~

~~MiAEYC assumes the liability for all act or omissions of a nondirector volunteer provided that:~~

- ~~1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;~~
- ~~2. The volunteer was acting in good faith;~~
- ~~3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;~~
- ~~4. The volunteer's conduct was not an intentional tort; and~~
- ~~5. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in §209 (e) (v) of the Michigan Nonprofit Corporation Act.~~

#### ARTICLE ~~XVIII~~ XVII- DISSOLUTION

1. MiAEYC 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. voting members voting is required for dissolution.~~
2. MiAEYC 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 MiAEYC shall

inure to the benefit or, or be distributable to, its members, trustees, officers or other private persons, except that MiAEYC 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 MiAEYC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and MiAEYC 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, MiAEYC 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 MiAEYC, 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 Court of Common Pleas of the county in which the principle office of MiAEYC 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.