



Missouri Association for the Education of Young Children

BYLAWS

ARTICLE I. NAME

The name of this organization shall be the Missouri Association for the Education of Young Children (MOAEOYC).

ARTICLE II. INCORPORATION

This organization is incorporated under the Not-For-Profit Corporation Laws of the State of Missouri on September 3, 1976 and evidenced by Certificate of Incorporation number N00018358.

ARTICLE III. MISSION, VISION and PURPOSES

Section 3.1 Mission Statement

MOAEOYC, an organization for early childhood professionals, promotes high-quality early learning for all children, birth through age eight (8), by connecting practice, policy, and research. We advance a diverse, dynamic early childhood profession and support all who care for, educate, and work on behalf of young children.

Section 3.2 Vision Statement

Missouri AEYC believes that all young children thrive and learn in a society dedicated to ensuring they reach their full potential.

Section 3.3 Purposes

The purposes of the MOAEOYC shall be charitable and educational and, include but not be limited to serving and acting on behalf of the needs, rights, and well-being of all young children in Missouri 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 IV. MEMBERS

Section 4.1 Eligibility

Anyone interested in promoting the purposes of this Association may become a member upon payment of annual dues.

Section 4.2 Levels of Membership

All members of NAEYC may choose to become a member of MOAEOYC Association, and are entitled to the rights and privileges of membership consistent with the membership categories of those respective Associations.

Section 4.3 Classes of Members

The classes of members shall be defined by NAEYC.

Section 4.4 Dues

Membership dues will be determined by NAEYC. Any member who fails to pay his or her dues for the current membership year within three (3) months of its start shall be removed as a member of the Association.

Section 4.5 Annual Meeting, Quorum, Voting

A. The annual meeting of the members of the Association shall be held at such place as the Board may determine. The membership shall be informed by mail, fax, telephone, or other means of electronic communication of the date and place of the meeting no later than four (4) weeks prior to the meeting.

- B. A majority of the members present will constitute a quorum for conducting business at the annual meeting.

Section 4.6 Chapter Status

A group of a minimum of three (3) MOAEYC members may petition the Board to become a Chapter of Missouri AEYC, through documentation that standards, as defined by NAEYC, have been met, and with the approval of the MOAEYC Board of directors

ARTICLE V. GOVERNING BODY

Section 5.1 Name

The principal governing body of the association shall be called the Board of Directors ("Board").

Section 5.2 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 5.3 Composition

The Board shall consist of the following:

- A. Elected officers – President, President-Elect or Past President, Vice President and Secretary elected by the membership of the Association.
- B. The Executive Director person of the Association who shall serve as a non-voting ex-officio member of the Board
- C. Appointed positions - YPAC Representative (student or young professional), Program Quality & Accreditation Chair, Public Policy Chair(s), Treasurer, YPAC/Student Liaison and Parliamentarian. The Board will vote to approve each position.
- D. Committee Chairs –These positions will be recommended and approved by the Board as needed to meet the needs of the members
- E. The Board may appoint up to six (6) regional members at large to the Board.

No person shall serve on the Board unless that person is a MOAEYC member.

Except for the initial year, officers and Board members shall be elected on a rotational basis to take office on September 1st 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.

Section 5.4 Board Meetings

- A. There shall be at least four meetings of the Board during the membership year.
- B. Special meetings of the Board may be called by written request of the President or at least five (5) Board members.
- C. Notice of any meeting of the Board shall be deemed to be duly given to a Board member if mailed, faxed or is provided by telephone or other means of electronic communication to the Board member at least seven 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.

Section 5.5 Quorum and Voting

- A. A majority of Executive Board Members plus a majority of the other appointed /approved voting members present, will constitute a quorum for conducting 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 directors and thereafter consent in writing approving the action is signed by all the directors entitled to vote on the subject.

Section 5.6 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.
- C. 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 directors who are named in the notice.

Section 5.7 Board Vacancies

Vacancies on the Board shall be filled by the Board. 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.

Section 5.8 Executive Committee

- A. 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.
- B. The Executive Committee shall consist of the five principal officers of the Association, the Association's Executive Director and the Parliamentarian
- C. 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.
- D. 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.
- E. 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.

ARTICLE VI OFFICERS

Section 6.1 Principal Officers

The principal officers of the MOAEYC shall be: President; President-Elect (when this position is occupied); Past President (when this position is occupied); Vice-President; Secretary; and Treasurer.

Section 6.2 Election of Principal Officers, Term of Office

- A. The principal officers of the Association shall be elected annually by the members by mailed ballot, or other means of electronic communication, except for the Treasurer who is appointed, and has no term limit.
- B. The President-Elect shall be elected in even years and shall serve one (1) year in that office, two (2) years as President, and one (1) year as Past president.
- C. The Vice-President and Secretary shall be elected for a two-year term in odd years.
- D. Officers will serve until the end of their terms or until a successor has been elected and qualified.
- E. The President may not succeed him/herself.

Section 6.3 Duties

The duties of the officers shall be such as are usually performed by these offices. Specific qualifications and duties are defined in the job descriptions portion of the MOAEYC Policies and Procedures Manual.

ARTICLE VII NOMINATIONS and ELECTIONS

Section 7.1 Governance Committee Appointment

The president will appoint the Parliamentarian who will serve as the committee chair. The governing board shall elect the four (4) members of the committee. The committee will be composed of the Past President or President-Elect, one other board member and two (2) other MOAEYC members not currently serving on the board.

Section 7.2 Governance Committee Duties

- A. The Governance 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 Governance Committee shall prepare a slate of officers and at-large Board members 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 7.3 Candidates by Petition

Nomination of additional candidates may be made by members representing not less than ten percent (10%) of the total MOAEYC members (based on figures for the immediately preceding year).

Section 7.4 Elections.

- A. Elections shall be accomplished by June 1st of each year by mail vote or confidential secure electronic voting. Election results shall be published in the next issue of the Association e-newsletter following the completion of the election.
- B. Elections shall be determined by a majority of the members voting.

ARTICLE VIII 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 the Association. The powers, duties, and qualifications for appointment to such committees are specified in the job description section of the MOAEYC Policies and Procedures Manual.

ARTICLE IX FISCAL YEAR

The fiscal year shall be from September 1 through August 31.

ARTICLE X PARLIAMENTARY AUTHORITY

The most current version of Robert's Rules of Order Revised shall govern the proceedings of MOAEYC in all cases not provided for in these By-laws.

ARTICLE XI INDEMFICATION

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 XII DISSOLUTION

MOAEYC 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

ARTICLE XIII AMENDMENTS

These bylaws may be amended, repeated, 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 sent by mail, fax, telephone or other means of electronic communication 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 or electronic vote in accordance with the provisions of Article IV, and Article VII.

ARTICLE XIV REVISION RECORD

- Revised April 1973
- Revised April 1979
- Revised October 1982
- Revised June 1986
- Revised October 1991
- Revised October 1994
- Revised October 1997
- Revised March 2003
- Revised May 2010
- Revised May 2014
- Revised August 2016
- Revised Sept 2018