



Texas Association for the Education of Young Children

Bylaws of the Texas Association for the Education of Young Children

Article I – Name

The name of this association shall be Texas Association for the Education of Young Children (TXAEYC) as an affiliate of the National Association for the Education of Young Children (NAEYC).

Article II – Incorporation

TXAEYC is incorporated under the non-profit corporation laws of the State of Texas, pursuant to Articles of Incorporation duly executed March 8, 1967, as approved and filed by the Secretary of State for the State of Texas, on April 6, 1967, and evidenced by Certificate of Incorporation, Charter No. 233965, account No. 182986, office of the Secretary of State. The Articles of Incorporation shall be considered as the Constitution of this Association.

Article III – Purposes

The purpose of TXAEYC 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 Texas 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, ages birth through age eight (8).

Article IV – Membership

- 1. Eligibility:** Membership shall be granted to all individuals upon payment of annual dues. Members shall be entitled to all rights and privileges of membership of this Association based on their membership level. The membership year shall be a period of twelve (12) months from the date that the application for membership is received with the payment of dues.
- 2. Joint Membership:** TXAEYC members are either members of one or more of the following: NAEYC, Southern Early Childhood Association (SECA), or other dual affiliated Associations.
- 3. Dues:** Membership dues are determined by two methods:
 - a. NAEYC establishes their dues and the amount received by TXAEYC.
 - b. Dues with other affiliate Associations (i.e., SECA) are determined in collaboration with TXAEYC.
- 4. Membership Policies:** The Board, in alignment with NAEYC, SECA, or other affiliate Associations, shall prescribe the membership policies of the Association.

5. Annual Membership Meeting:

- a. An annual membership meeting of TXAEYC shall be held at a location determined by the Board.
- b. The membership shall be informed of the date and place of meeting no later than four (4) weeks prior to the meeting.

6. Quorum and Voting: All business brought forth to members requiring a vote of the membership shall be determined by a simple majority of the members voting.

Article V – Governing Body

1. Name. The principal governing body of the Association shall be called the Governing Board (Board).

2. Powers and Duties: The Board shall supervise, control, and direct the affairs of the Association (its), shall determine its policies or change therein with 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.

3. Composition:

a. The Board shall consist of the following members: President(s), President-Elect(s) (when filled), Immediate Past President(s) (when filled), Vice President of Membership & Chapter Relations, Secretary, Treasurer, Dual Affiliate Representative, four (4) elected Members-at-Large, and three (3) appointed Members-at-Large. The TXAEYC Senior Staff Person(s) also participate on the Board and the Executive Committee with voice and no vote. The size of the Board is subject to change at its discretion; however, the number shall not be less than seven (7). No person shall serve on the Board unless that person is a member of the Association.

b. The Executive Committee (Officers) shall be:

- the President(s), President-Elect(s) (when filled) (elected)
- Immediate Past President(s) (when filled) (elected)
- Vice President of Membership & Chapter Relations (elected)
- Secretary (elected)
- Treasurer (appointed)

The TXAEYC Senior Staff Person(s) participate with voice and no vote.

The Officers are 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 Officers shall meet virtually or in person at the call of the President(s), or at the written request of three (3) members of the Executive Committee, in the interim between meetings of the Board to consider and act upon any business presented. Minutes of each meeting of the Officers shall be made to the Board as soon as practicable after any meeting. A majority of the Officers shall constitute a quorum. A vote of a majority of Officers present at a meeting at which has a quorum present shall be required for action by the Executive Committee.

4. Board Meetings:

- a. There shall be at least three (3) meetings of the Board during the 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 meetings shall be given to the Board at least seven (7) days before face-to-face meetings and at least two days prior if the meeting is to be held by telephone or other means of electronic communication. Each such notice should include the date, time, location and purpose of the meeting.

5. Quorum and Voting:

- a. A simple majority of the Board shall constitute a quorum for the transaction of business.

6. Resignation or Removal:

- a. An officer or board member may resign at any time. The resignation shall be made in writing and given to the President and Executive Director; and shall take effect at the time specified in the resignation letter. The President will provide written communication acknowledging the acceptance of a resignation and shall inform the Board.
- b. An officer or board member may be removed for cause, as determined by the Board, by two-thirds (2/3) majority vote of the Board.

7. Board Vacancies:

- a. Vacancies on the Board shall be filled by appointment by the President and approval of the Board. Each person chosen to fill a vacancy of the Board shall hold office until the next annual election of Board members, or, if determined by the Board, until the expiration of the term of the vacant position.
- b. Should the office of President become vacant, the President-Elect shall fill the vacancy. Should the office of President become vacant and there is not yet a sitting President-Elect or in the event that that office simultaneously becomes vacant, the Vice President of Membership & Chapter Relations shall fill the vacancy.

Article VI – Election of Officers and Board Members:

- 1. Term of Office.** The Officers and Board Members of the TXAEYC, who are serving in elected and appointed positions, shall serve for the terms and in the rotation determined by the Board during annual elections. Specific terms and procedures of elections and appointments are defined in the TXAEYC Governing Board Policies and Procedures Manual.
 - a. Except for the initial year, the Officers shall be elected on a rotational basis to take office on June 1 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.
 - b. No Board member shall serve more than two consecutive terms in the same position.
- 2. Duties:** The duties of the Officers, Board and Members shall be such as are usually performed by these offices and by members. Specific qualifications and duties are defined in the TXAEYC Governing Board Policies and Procedures.

Article VII – Nominations and Elections

1. Nominating Committee Appointment:

For each upcoming election, the Board shall select a Nominating Committee which consist of a chairperson and at least two (2) other persons. The committee shall be recommended by the President to the Board and shall serve with the approval of the Board.

2. The Nominating Committee Shall:

- a. By January 1, establish the procedure necessary for the orderly conduct of the election consistent with these Bylaws and with the Board approval.
- b. Prepare and distribute the nomination application two (2) weeks after Winter board meeting. The Committee will determine the due date to receive applications and will verify applicants' eligibility and qualifications as specified in the TXAEYC Governing Board Policies and Procedures Manual.
- c. Present a slate of candidates for Board approval at Summer board meeting.

3. Elections:

- a. Members will be notified of the slate at least two (2) weeks prior to the Annual Conference.
- b. Voting will open within two (2) weeks after Annual Conference and will remain open for thirty (30) days.
- c. Candidates are listed alphabetically on the ballot by last name for each office with a space provided for write-ins.
- d. Voting by the membership may take place by electronically submitting a ballot.
- e. Ballots must state a due date to ensure votes are cast before the deadline.
- f. Ballots are securely and accurately tabulated by the Association's accounting firm.
- g. Elections shall be determined by a simple majority of the members voting.
- h. The accounting firm certifies the results of the election to the Governing Board.
- i. Candidates are notified of the election results.
- j. Ballots are retained until the Board has approved the election results and the membership has been notified.

Article VIII – Committees

The President, with the approval of the Board, may create standing and special committees as determined necessary to fulfill the Purpose of TXAEYC. Members of such committees need not be Board members. The powers, duties, and qualifications for appointment to such committees are specified in the TXAEYC Governing Board Policies and Procedures Manual.

- a. Committee Chair vacancies shall be filled by appointment by the President and approval of the Board.

Article IX – Financial Management

1. Contracts:

- a. The Board may authorize any officer, TXAEYC Senior Staff person or agent to enter into and execute any contract in the name of and on behalf of the association and such authority may be general or confined to specific instances.

However, priority should be given to the President as signee.

- b. Prior to contract signature, approval is required by the Board President.
 - c. The Board will be notified of any contract at the following board meeting.
- 2. Checks, Drafts, or Orders for Payment:** All checks, drafts, or orders for payment of money, notes, or other evidences or indebtedness issued in the name of TXAEYC shall be signed by such officer or officers, agent or agents, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the President or VicePresident of Membership & Chapter Relations and countersigned by the TXAEYC Treasurer.
 - 3. Deposit:** All funds of TXAEYC shall be deposited from time to time to the credit of TXAEYC in such banks, trust companies, or other depositories as the Board may select.
 - 4. Gifts:** The Board may accept on behalf of TXAEYC any contribution, gift, bequest, or devise for the general purposes, or for any special purpose, of the Association. Similarly, the Board may reject any contribution, gift, bequest or devise which the Board determines is not in the best interest of TXAEYC.
 - 5. Fiscal Agents:** TXAEYC may designate such fiscal agents, investment advisors and custodians as the Board may select by resolution. The Board may at any time, with or without cause, discontinue the use of these services of any such fiscal agent, investment advisor or custodian.
 - 6. Fiscal Year.** The fiscal year shall be from June 1 through May 31.
 - 7. Fiscal Restrictions.** TXAEYC may not borrow money or otherwise incur indebtedness without the approval of a majority of the members of the Board.
 - 8. Books and Records.** TXAEYC shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures, in accordance with generally accepted accounting practices.
 - 9. Financial Reports.** Based on the financial records maintained in accordance with Article X.01, the Board shall annually prepare or approve a report of the financial activity of the Association for the preceding year. The report must conform to the accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds.
 - 10. Maintenance of Financial Records and Reports.** All of TXAEYC's financial records, books, and annual reports shall be kept at its registered office or principal office in the State of Texas for at least three (3) years after the closing of each fiscal year.
 - 11. Tax Records and Returns.** The Board shall prepare and file all required federal and state tax returns, which includes the Internal Revenue Service ("IRS") Form 990 (or the future IRS Form adopted by the IRS in place of the IRS Form 990). The Association shall maintain a copy of all returns filed with the IRS at its principal office and all regional or district offices with three (3) or more employees for a period of three (3) years, with such period beginning the last day prescribed for filing such returns (determined with regard to any extension for filing). The Association shall permanently maintain at its principal office and all regional and district offices with three (3) or more employees a copy of its IRS Form 1023 and all attachments thereto that were submitted to the IRS.

ARTICLE X – MISCELLANEOUS

1. **Waiver of Notice.** Whenever any notice is required to be given under the provisions of the Texas Business Organization Code (TBOC) or under the provisions of the Certificate of Formation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice either before or after the occurrence of the event or transaction described therein, shall be deemed equivalent to the giving of the required notice.
2. **Power to Amend Bylaws.** These bylaws may be amended, repealed or altered, in whole or in part by providing a copy of any amendment proposal for consideration to the membership. Approval of the members by vote in accordance with the bylaws and policies and procedures of this association will be completed within 30 days of notification.
3. **Parliamentary Authority:** The most current edition of *Robert's Rules of Order* shall be the parliamentary authority of the Association.

ARTICLE XI --INDEMNIFICATION AND INSURANCE

1. **Right to Indemnification.** Each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative (a "Proceeding"), or any appeal of a Proceeding, or any inquiry or investigation that could lead to a Proceeding, by reason of the fact that he or she or a person of whom he or she is the legal representative, is or was an officer of TXAEYC, or while an officer of TXAEYC is or was serving at the request of TXAEYC as an officer, partner, venture, member or manager, proprietor, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, limited liability company, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified by TXAEYC to the fullest extent authorized by the TBOC, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits TXAEYC to provide broader indemnification rights than said law permitted TXAEYC to provide prior to such amendment) against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including, without limitation, attorneys' fees) actually incurred by such person in connection with a Proceeding, but if the Proceeding was brought by or in behalf of TXAEYC, the indemnification is limited to reasonable expenses actually incurred or suffered by such person in connection therewith. Indemnification under these Bylaws shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. In no case, however, shall TXAEYC indemnify any person, or the legal representatives of any person, with respect to any matters as to which such person shall be finally adjudged in any such Proceeding to be liable on the basis that personal benefit resulted from an action taken in such person's official capacity, or in which such person is found liable to TXAEYC. Any person entitled to indemnification pursuant to this Article XI is sometimes referred to herein as an "Indemnified Person."
2. **Advance Payment.** An Indemnified Person's right to indemnification conferred in this Article XI shall include the right to be paid or reimbursed by the Association for the reasonable expenses incurred by an Indemnified Person who was, is or is threatened to be made a named defendant or respondent in a Proceeding in advance of the final disposition of the Proceeding; provided, however, that the payment of such expenses incurred by an Indemnified Person in advance of the

final disposition of a Proceeding shall be made only upon delivery to the Association of a written affirmation by such Indemnified Person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under the Code and this Article XI and a written undertaking by or on behalf of such Indemnified Person to repay all amounts so advanced if it shall ultimately be determined that such Indemnified Person is not entitled to be indemnified under this Article XI or otherwise.

- 3. Appearance as a Witness.** Notwithstanding any other provision of this Article XI, TXAEYC may pay or reimburse expenses incurred by an Indemnified Person in connection with his or her appearance as a witness or other participation in a proceeding at a time when he or she is not a named defendant or respondent in the Proceeding.
- 4. Non-exclusivity of Rights.** The right to indemnification and the advancement and payment of expenses conferred in this Article XI shall not be exclusive of any other right which an Indemnified Person may have or hereafter acquire under any law, agreement or vote of disinterested officers.
- 5. Insurance.** TXAEYC may purchase and maintain insurance, at its expense, to protect itself or any Indemnified Person against any expense, liability or loss under this Article XI, whether or not TXAEYC would have the power to indemnify such person against such expense, liability or loss.
- 6. Savings Clause.** If this Article XI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then TXAEYC shall nevertheless indemnify and hold harmless each Indemnified Person as to costs, charges and expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the fullest extent permitted by any applicable portion of this Article XI that shall not have been invalidated and to the fullest extent permitted by applicable law.

Article XII – Dissolution

TXAEYC 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 Associations classified by the Internal Revenue Service as tax exempt under Section 501(c)(3) of the Internal Revenue Code.