

AMENDED AND RESTATED BYLAWS

CALIFORNIA ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN

ARTICLE I

NAME AND PURPOSES

- Section 1. Name.** The name of this corporation is California Association for the Education of Young Children ("~~CAEYC~~CAAAYC").
- Section 2. Purposes.** The purposes of ~~CAEYC~~CAAAYC are to:
- (a) To bring together people interested in the education of young children.
 - (b) To encourage the study, interpretation, and improvement of the education and well-being of young children.
 - (c) To improve and increase professional standards and educational opportunities of providers in the early care and education field.
 - (d) To keep informed of and cooperate with the activities of other groups concerned with the welfare and education of young children.
 - (e) To investigate new trends in early childhood education.

ARTICLE II

AFFILIATIONS

- Section 1. National Affiliation.** ~~CAEYC~~CAAAYC shall be affiliated with the National Association for the Education of Young Children ("NAEYC").

- Section 2. Direct Chapters and Corporate Chapters; Regions.** ~~CAEYC. CAAAYC~~ shall have "direct chapters" and "corporate chapters" (each a "Chapter") each serving a specific geographic area within the State of California ~~(each a "Region," and collectively the "Regions") as determined by the Board of Directors ("Board").~~ Each Chapter shall consist of ~~CAEYC~~CAAAYC members (as set forth in Article III below) located in that Chapter's particular geographic area. Each Chapter must enter into with ~~CAEYC~~CAAAYC either a Direct Chapter Agreement or a Corporate Chapter Agreement, as applicable.

ARTICLE III

MEMBERSHIP

Section 1. Classes and Qualifications of Membership. ~~CAEYC~~CAAIEYC shall have the following three (3) classes of membership:

- (a) “Individual Member” shall be those individuals who maintain active membership in good standing in NAEYC (including being current with NAEYC on all membership dues obligations) and a Chapter. Individual Membership is achieved via payment of dues to NAEYC. An Individual Member may join more than one Chapter. ~~CAEYC~~CAAIEYC shall rely exclusively on NAEYC as to who is an active member in good standing with NAEYC.
- (b) “Sponsors” shall be those corporate entities or individuals that contribute financially to ~~CAEYC~~CAAIEYC, but have no other membership benefits except those determined for sponsor recognition purposes by the ~~CAEYC~~CAAIEYC Board.
- (c) “Special Memberships” shall be those individuals with memberships (“Special Member”) established by the ~~CAEYC~~CAAIEYC Board for the purpose of recognizing notable service to ~~CAEYC~~CAAIEYC, or to provide access to students, parents or others as determined by the ~~CAEYC~~CAAIEYC Board.

Section 2. Rights of Membership. Only Individual Members as set forth in Section 1(a) of this Article III shall be considered “Members” as that term is defined in Section 5056(a) of the California Corporations Code and shall have all rights of membership as set forth in the California Corporations Code including, without limitation, the right to vote on matters as set forth in Section 8 of Article IV below. Chapters, Sponsors and Special Members shall not be considered “Members” as that term is defined in Section 5056(a) of the California Corporations Code.

Section 3. Termination or Suspension of Individual Membership.

- (a) **Events of Termination of Individual Membership.** An Individual Member’s membership shall terminate (and in the case of section (4) of this Section 3(a) below, terminate or suspend) on occurrence of any one of the following events:
 - (1) Resignation of the Individual Member;
 - (2) Expiration of the period of Individual Membership, unless the membership is renewed on the renewal terms fixed by NAEYC;

- (3) Failure to satisfy Individual Membership qualifications or any other event that renders the Individual Member ineligible for membership in ~~CAEYC~~CAAAYC, NAEYC, or a Chapter; or
- (4) Termination or suspension of the Individual Membership based on the good faith determination that the Individual Member has failed in a material and serious degree to observe the rules of conduct of ~~CAEYC~~CAAAYC or has engaged in conduct materially and seriously detrimental to ~~CAEYC's~~CAAAYC's purposes and interests.

(b) **Procedure for Termination or Suspension of Individual Membership.**

- (1) An Individual Member's membership shall automatically terminate without need for further action of ~~CAEYC~~CAAAYC or its Board upon the occurrence of any of the events set forth in Section 3(a)(1) through (3) above.
- (2) If there appear to be grounds for termination or suspension of an Individual Member's membership under Section 3(a)(3) or (4) of this Article III, the Board or a Disciplinary Committee consisting of five (5) directors who are not members of the Executive Committee, if a Disciplinary Committee has been formed by the Board for that specific purpose, shall make a preliminary determination as to whether termination or suspension of the Individual Member is warranted under the standards set forth in Section 3(a)(3) or (4) of this Article III ("Preliminary Determination"). The Preliminary Determination shall state the date when the termination or suspension shall become effective ("Effective Date"). In the case of a suspension, the Board or Disciplinary Committee shall have complete authority to set the terms of the suspension as it deems reasonable.
- (3) The Individual Member shall be given ~~at least~~ at least fifteen (15) days' written notice prior to the Effective Date ("Notice"). The Notice shall include the reason for the suspension or termination. The Notice shall also state the date upon which the Individual Member may appear before, or submit in writing to the "Final Committee," to present the reason for overturning the

Preliminary Determination. The date of this date for the meeting of the Final Committee shall be not less than five (5) days prior to the Effective Date. The Notice shall be given by first-class, registered mail or electronic transmission to the Individual Member's last address shown on ~~CAEYC's~~CAAAYC's records.

- (4) A Final Committee consisting of the five (5) members of the Executive Committee shall be convened for the purpose of determining whether the Preliminary Determination shall be made final. The Board shall determine whether the Individual Member shall be permitted to appear in person before the Final Committee or whether all submissions must be made in writing. Any written submissions to the Final Committee must be made no less than twenty-four (24) hours prior to the start of the Final Committee meeting. The determination of the Final Committee shall be final and binding on ~~CAEYC~~CAAAYC and the Individual Member. The sole question before the Final Committee is whether to uphold or overturn the Preliminary Determination. The Final Committee shall also have the authority to set such procedures and rules it deems reasonable and necessary for the meeting.

Section 4. Termination of Sponsors and Special Memberships. The Board may terminate the membership of a Sponsor or Special Member for any reason and in its sole discretion upon fifteen (15) days prior written notice to the Sponsor or Special Member. The Sponsor or Special Member shall have no right to appeal the termination decision of the Board.

Section 5. No Transfer of Membership. No membership or membership right may be transferred by the member to any other person or entity.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Annual Meeting of the Members. There shall be at least one Annual General Membership ("AGM") meeting held annually in connection with the annual State Conference unless another time and place is established by the Board or by the Executive Committee. All classes of membership shall be invited to attend.

Section 2. Purpose of AGM Meeting. The purposes of the AGM meeting shall be for a State of the Association address, to present the Annual Report of ~~CAEYC~~CAAAYC, to report on the fiscal condition of ~~CAEYC~~CAAAYC, to

introduce Board members and candidates for office to the membership and take such other actions as the Board may determine.

Section 3. Special Meetings of the Members.

- (a) **Persons Entitled to Call Special Meetings.** A majority of the Board or five percent (5%) or more of Individual Members may call special meetings of the members at any time to consider any lawful business of ~~CAEYC~~CAAAYC.
- (b) **Procedures for Calling Special Meetings Requested by Members.** If a special meeting is called by Individual Members as set forth in Section 3(a) of this Article IV, the request shall be submitted by such members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally, or sent by registered mail, facsimile transmission, or other electronic transmission to the President, President-Elect, Vice President, or the Secretary of ~~CAEYC~~CAAAYC. The Officer receiving the request shall cause notice to be promptly given to the Individual Members, stating that a meeting will be held, and the date, time, and purpose for such meeting. The date of the meeting shall not be less than thirty-five (35) or more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the members requesting the meeting may give the notice. Nothing contained in this Section 3(b) shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board.
- (c) **Proper Business of Special Meetings.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 4. Conduct of Membership Meetings by Electronic Transmission. If authorized by the Board in its sole discretion, meetings of the membership (AGM or special) may be held by electronic transmission provided the requirements set forth in 5510(f) of the California Corporations Code are followed.

Section 5. General Notice Requirements. Whenever Individual Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given as set forth in Section 6 of Article IV.

Section 6. Manner of Giving Notice. Notice of any meeting of members shall be given at least ten (10) days in advance, but no more than ninety (90) days before the meeting date, either personally, by electronic transmission, by first class mail, or by other written communication, charges prepaid, addressed to each member at the address of that member appearing on the records of

~~CAEYC~~CAAAYC. Notice shall be deemed to have been given at that time when delivered personally, deposited in the mail or sent by electronic transmission.

Section 7. Quorum.

- (a) **Transaction of Business at a General Membership Meeting.** Except as set forth in Section 7(b) of this Article IV, the Individual Members of ~~CAEYC~~CAAAYC actually in attendance at a duly noticed meeting of membership (including any Individual Members who may be participating by electronic transmission) shall constitute a quorum for the transaction of business at that meeting of the membership. For the purpose of determining a quorum, the count of Individual Members shall take place immediately prior to the vote for which the quorum is being established. The Individual Members may vote only on matters as to which notice of their general nature was given in the notice of the meeting as set forth in this Article IV, but in no event less than ten (10) days prior to the meeting.
- (b) **Member Voting by Ballot without a Meeting.** The voting members of ~~CAEYC~~CAAAYC constituting no less than five percent (5%) of the total Individual Members will be required to establish a quorum for the purpose of conducting a vote by ballot without a meeting.
- (c) **Failure to Achieve Quorum on Voting by Ballot without a Meeting.** In the event less than five percent (5%) of the Individual Members cast a ballot in voting ballot procedures without a meeting, the Board may take such action as submitted to the members for a vote including the election of directors.

Section 8. Waiver of Notice or Consent by Absent Members.

- (a) **Waiver and Consents, Generally.** If decisions are made by the Individual Members at a meeting where a quorum is present, but for which proper notice was not given to all Individual Members for whatever reason, the decisions made at that meeting will be valid if ratified in accordance with Section 5511 of the California Corporations Code.
- (b) **Effect of Attendance at Meeting.** Attendance by an Individual Member at a meeting shall also constitute a waiver of notice as outlined in Section 5511 of the California Corporations Code.

Section 9. Member Voting Rights.

- (a) **One Member One Vote.** Except for election of directors, on each matter submitted to a vote of the Individual Members each Individual Member shall be entitled to cast only one vote.
- (b) **Proxy Voting Prohibited.** Proxy voting shall not be permitted on any matter put to the vote of the members.
- (c) **Eligibility to Vote.** The persons entitled to vote at any meeting of members shall be those persons who are “Individual Members” in good standing including, without limitation, being current in the payment of all dues duly imposed pursuant to Section 1 of Article IX.
- (d) **No Revocation; Multiple Ballots.** A written ballot (including a ballot or vote submitted by electronic transmission) may not be revoked. In the event an Individual Member submits more than one ballot, only the first ballot received by ~~CAEYC~~CAAEYC shall be counted.

Section 10. Manner of Casting Votes.

- (a) **Actions at a Meeting.** Voting may be by voice or by ballot, provided that any election of directors shall be conducted by secret ballot either cast by Individual Members in person or by written ballot (including by electronic transmission) solicited in accordance with Sections 5513 and 5514 of the California Corporations Code and this Section 10. The vote on any other issue properly before a meeting of the members shall be conducted by secret ballot when determined by the chair of the meeting, in his or her discretion, or when requested by ten percent (10%) of the Individual Members present at the meeting.
- (b) **Actions without a Meeting.** Any action that Individual Members may take at any meeting of members, including election of directors, may also be taken by written ballot (including, without limitation, by electronic transmission) without a meeting by complying with this Section 10 and Section 5513 of the California Corporations Code. All solicitations of votes shall (1) state that five percent (5%) of the total voting membership is required to meet the quorum requirement pursuant to Section 7(b) of Article IV; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted.
- (c) **Voting by Electronic Transmission.** The Board shall establish an online voting process and make that system accessible to all Individual Members in good standing, and entitled to vote. Notice of the election and voting period shall be distributed by electronic transmission to all Individual Members in good standing.

- (d) **Ballots in Director Elections.** Any ballot used in the election of directors shall set forth the names of the candidates whose names are known to be in nomination at the time the ballot is issued. The ballot shall also provide a space where the member can designate a vote for another candidate (a “write in” candidate).

Section 11. Majority Vote of Members Represented at Meeting Required. If a quorum is present, the affirmative vote of the majority of the voting power of members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the members, unless the vote of a greater number is required by California’s Corporation Code or by the Articles of Incorporation or these Bylaws. In the case of the election of directors, the candidates receiving the highest number of votes, up to the number of directors to be elected, shall be elected to the vacant director seats.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers. Subject to the provisions of the California Corporations Code and any limitations in the Articles of Incorporation and these Bylaws regarding actions that require approval by the members, ~~CAEYC’s~~ CAAAYC’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the Board. Subject to applicable law and the limitations expressed in these Bylaws, the Board may delegate the management of the activities of ~~CAEYC~~ CAAAYC to any person or persons, management company, or committee, provided that all corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Specific Powers. Without prejudice to the general powers of the Board set forth above, but subject to the same limitations, the directors shall have the power to:

- (a) Appoint and remove the Executive Director of ~~CAEYC~~ CAAAYC; prescribe any powers and duties for such persons that are consistent with law, the Articles of Incorporation, and these Bylaws; and fix their compensation.
- (b) Adopt and establish rules, regulations, policies, and procedures governing the affairs and activities of ~~CAEYC~~ CAAAYC including, without limitation, those relating to and governing the Chapters, and take such steps as it deems necessary for the enforcement of such rules, regulations, policies, and procedures.
- (c) Enforce all applicable provisions of these Bylaws.

- (d) Appoint such committees as it deems necessary from time to time in connection with the affairs of ~~CAEYC~~CAAAYC in accordance with Article VIII hereof.
- (e) Open bank accounts and borrow money on behalf of ~~CAEYC~~CAAAYC and designate the signatories to such bank accounts.

Section 3. Number and Composition. The Board shall consist of: (1) the President, the President-Elect, the Vice President, the Secretary, the Treasurer and the Past President (“Officers”); (2) 1 representative from each Chapter (“Chapter Representative”), and (3) 7 Members-at-Large.

Section 4. Qualifications. Each director (whether an Officer, Chapter Representative or Member At-Large) must be an Individual Member in good standing from the time of nomination throughout his or her term of service. The additional qualifications for directors shall be as follows:

- (a) **Officers.** To be eligible, a nominee for any Officer position on the ~~CAEYC~~CAAAYC Board shall (1) have been an active member of ~~CAEYC~~CAAAYC for at least 5 years preceding nomination, (2) have served on a ~~CAEYC~~CAAAYC Committee within the past 5 years, and (3) served at least one two-year term, in any position, on the Board of ~~CAEYC~~CAAAYC within the past 5 years.
- (b) **Chapter Representatives.** To be eligible to be confirmed as a Chapter Representative, an Individual Member must (1) have been an active member of ~~CAEYC~~CAAAYC for at least three years, and (2) have served in a leadership role in one or more Chapters within the five year period immediately preceding the person’s nomination as a director. Chapter Representatives shall have such additional qualifications as may be proscribed by the Board.
- (c) **Members-at-Large.** To be eligible to be seated as ~~the~~a Member At-Large, an Individual Member must (1) have been an active member of ~~CAEYC~~CAAAYC for at least three years, (2) have served on at least one committee of ~~CAEYC~~CAAAYC within the five year period immediately preceding the person’s nomination as a director, and (3) be nominated by the Board President to be chairman of a standing committee. The Members-at-Large shall have such additional qualifications as may be proscribed by the Board.

Section 5. Term of Office. The term of office for directors shall be as follows:

- (a) **Officers.** All Officers shall serve two-year terms. The President-Elect and Secretary shall be elected in odd years. The Vice President and Treasurer shall be elected in even years. The position of President shall be filled automatically by the President-Elect at the expiration of

the President-Elect's term. No Officer shall hold more than one office at a time in ~~CAEYC~~CAAEYC. No Officer shall serve more than two consecutive terms in the same office. Each Officer, including an Officer elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until his or her successor has been elected and qualified.

- (b) **Chapter Representatives.** All Chapter Representatives shall serve two-year terms. Except as provided in this Section 5(b) and in Section 5(d) below, each Chapter Representative shall serve no more than two consecutive terms in the same office. All Chapter Representatives will be divided equally into two groups with one group starting their two-year term in the odd years and the other group starting their two-year term in the even years. When these Amended and Restated Bylaws are first adopted, the Board shall determine the method of separating the current Chapter Representatives ("Current Chapter Representatives") into the even and odd years. The initial term of any Current Chapter Representatives shall not apply to that Chapter Representative's four-year term limit as set forth in the second sentence of this Section 5(b). When new Chapters are added, that Chapter's Chapter Representative shall be added to either the odd year or even year in order to continue to keep the odd and even year terms balanced in total numbers. Each Chapter Representative, including one confirmed to fill a vacancy, shall hold office until the expiration of the term for which he or she has been elected to fill, and until his or her successor has been confirmed by the Board.
- (c) **Members At-Large.** The Members At-Large shall serve for a term of two years. The Members At-Large shall serve as committee chairmen, and shall hold office, including one confirmed to fill a vacancy, until the expiration of the term for which he or she has been elected to fill, and until his or her successor has been confirmed by the Board.
- (d) **Partial Terms.** With respect to any Officer or Chapter Representative director elected to fill a vacancy other than at the beginning of a standard two-year term, if the remaining term as of the date the director assumes the director position is one-year or less, the partial term shall not be counted towards the directors two term term-limit and the director may still serve two more two-year terms. All other partial terms more than one-year in duration shall be treated as one of the director's two two-year terms.

Section 6. Nomination and Election of Directors. Except for vacancies created as set forth in Section 10(a) of this Article V, all directors shall be nominated and elected as set forth in this Section 6.

- (a) **Officers.**

(1) **Nomination.** The Nominating Committee shall present to the Board, for formal approval, a slate of eligible nominees for election of Officers. The Board shall approve for presentation to the Individual Members the slate of nominees for Officers.

(2) **Election.** The Individual Members shall elect the Officers from the approved slate of nominees in a meeting of members held in accordance with the provisions of Article IV.

(b) **Chapter Representatives.**

(1) **Nomination.** Each Chapter shall agree on, and nominate for confirmation by the Board, candidates to serve as its Chapter Representatives.

(2) **Election.** Each nominated Chapter Representative shall be subject to approval by the Board during the same election period as other ~~CAEYC~~CAAAYC Officers.

(c) **Members At-Large.**

(1) **Nomination.** The President shall present to the Board the names of the proposed Members At-Large and the Standing Committee each Member-at Large is to chair.

(2) **Election.** The Board shall approve the appointments of the Members At-Large.

Section 7. Nomination by Members. The Nominations and Elections Committee, with Board approval, shall publish policies and procedures to provide the Individual Members with a reasonable means of nominating candidates for election as directors.

Section 8. Time of Taking Office. All directors who are elected in any given year may be invited as guests to the last Board meeting of the fiscal year, and shall take office at the commencement of the new Fiscal year (beginning July 1).

Section 9. Election Results. The results of the election shall be published for the total membership in one ~~of~~or more of the following ways: ~~CAEYC~~CAAAYC e-Connections electronic newsletter, Connections Journal, on the ~~CAEYC~~CAAAYC website, and/or via a special e-blast to members.

Section 10. Removal of Directors and Filling Vacancies on the Board.

(a) **Vacancies, Generally.** A vacancy on the Board shall be deemed to exist if any of the following occurs: (1) the death, resignation, or removal of a director; (2) an increase of the authorized number of

directors; (3) the failure of the Individual Members to elect the number of Officers to be elected at such meeting; or (4) the failure of a Chapter to nominate a Chapter Representative for confirmation by the Board.

- (b) **Resignation of Directors.** Except as provided in this Section, any director may resign by giving written notice to the President. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if ~~CAEYC~~CAAAYC would be left without a duly elected director or directors.
- (c) **Authority of the Board to Remove Directors.** In addition to the removal of directors as permitted by the California Corporations Code, a director may be removed by the Board for (1) failure to attend three consecutive meetings of the Board, or (2) behavior that, in the opinion of the majority of the directors then in office excluding, however, the director subject to the removal vote, is detrimental to the best interests of ~~CAEYC~~CAAAYC.
- (d) **Filling of Vacancies.** Vacancies on the Board may be filled by the vote of a majority of a quorum present for a Board meeting. The Individual Members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.
- (e) **Reduction in Number of Directors.** No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.

Section 11. Compensation. Directors, officers, and members of committees shall not be entitled to compensation for their services, although they may be reimbursed for actual expenses as may be determined by resolution of the Board to be just and reasonable. The policy of the Board shall be contained in the Governance Manual which may from time to time be amended by the Board. Expenses shall be supported by invoices or vouchers acceptable to the Board. The provisions of this Section 11 shall not be construed to preclude any director from serving ~~CAEYC~~CAAAYC in any other capacity, such as an agent, employee, or contractor, and receiving compensation for those services.

ARTICLE VI

BOARD MEETINGS

Section 1. Regular Meetings. The Board shall meet at least four times each year at days and times established by the Board.

Section 2. Special Meetings of the Board. Special meetings of the Board for any purpose may be called at any time by the President, the Vice President or any four directors.

Section 3. Place of Meetings; Meetings by Telephone or Electronic Transmission. Any meeting of the Board may be held at any place designated by resolution of the Board or in the notice of the meeting. Provided that notice is given in accordance with ~~Section~~[Section 3](#) of this Article VI, any meeting may be held by conference telephone, electronic video screen communication, or other electronic transmission, in accordance with Section 5211 of the California Corporations Code.

Section 4. Notice of Meetings.

- (a) **Manner of Giving Notice.** Whenever notice of a Board meeting is required to be given under these Bylaws, notice of the time and place of the meeting shall be given to each director by: (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other technology designed to record and communicate messages, either directly to the director or to a person at the director's home or office who would reasonably be expected to communicate such notice promptly to the director; (4) facsimile when directed to the facsimile number for that recipient on record with ~~CAEYC~~[CAAEYC](#); or (5) other electronic transmission including, without limitation, electronic mail when directed to the address for that recipient on record with ~~CAEYC~~[CAAEYC](#).
- (b) **Time Requirements.** Notices sent by first-class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or other electronic transmission shall be delivered, telephoned, or sent at least forty-eight (48) hours before the time set for the meeting.
- (c) **Notice Contents.** The notice shall state the date, time, and place of the meeting, but need not specify the purpose of the meeting.

Section 5. Quorum Requirements. A quorum for the transaction of business at a Board meeting shall be a simple majority of the directors currently holding office. No quorum is required to adjourn a meeting. Except as otherwise provided herein or in the California Corporations Code, every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors below a quorum.

- Section 6. Waiver of Notice.** The transaction of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present, individually or collectively, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes thereof.
- Section 7. Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place or may adjourn for purposes of reconvening in executive session to discuss and vote upon personnel matters, litigation in which ~~CAEYC~~CAAAYC is or may become involved and orders of business of a similar nature. If the meeting is adjourned for more than twenty-four hours, notice of adjournment to any other time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment. Except as herein above provided, notice of adjournment need not be given.
- Section 8. Action Without a Meeting.** Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors currently holding office, individually or collectively, consent to that action in writing including, without limitation, consent by electronic transmission from the directors to ~~CAEYC~~CAAAYC. For purposes of this Section 8, “all Directors” does not include “interested directors” consistent with the provisions of Section 5211(b) of the California Corporations Code. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board

ARTICLE VII

OFFICERS

- Section 1. Officers.** The Officers of ~~CAEYC~~CAAAYC shall be: President; President-Elect; Vice President; Secretary; Treasurer; and Past President. No Officer shall be eligible to serve more than two consecutive terms in the same office.
- Section 2. Qualifications; Term of Office; Nomination and Election.** The qualifications, terms of office, and manner of nomination and election are set forth in Article V of these Bylaws.
- Section 3. Removal; Resignation; Vacancies in Office.** Officers may resign or be removed from office, and vacancies in office shall be deemed to exist and shall be filled, as set forth in Article V of these Bylaws.
- Section 4. President.** The President, subject to the control of the Board, ~~have~~has general supervision, direction and control of the affairs and officers of

~~CAEYC~~CAAAYC. He or she shall preside at all meetings of the Board, shall not vote on motions before the Board with the exception of votes by written consent or where the President's vote will break a tie or alter the outcome of the vote and shall have the general power and duties of management usually vested in the office of president of a corporation, together with such other powers and duties as may be prescribed by the Board or these Bylaws.

Section 5. President-Elect. The President-Elect shall serve in place of the President in the President's absence, and shall have such other powers and duties as may be proscribed by the Board or these Bylaws.

Section 6. Vice President. The Vice President, at the request of the Board, shall assume responsibilities for unanticipated, but necessary, special assignments which may arise during the term of office, and shall have such other powers and duties as may be proscribed by the Board or these Bylaws.

Section 7. Secretary. The Secretary shall keep or cause to be kept at the principal office or such other place as the Board may order, a book of minutes of all meetings and actions of the Board and of committees of the Board, with the time and place of holding same, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Board and committee meetings and the proceedings thereof.

Section 8. Treasurer. The Treasurer, shall be the chief financial officer of ~~CAEYC~~CAAAYC, and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of ~~CAEYC~~CAAAYC, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books and records shall at all reasonable times be open to inspection by any director. Accounting methodology of ~~CAEYC~~CAAAYC will be in accordance with GAAP, and shall operate on a fiscal year of July 1 to June 30.

Section 9. Immediate Past President. The Immediate Past President is a member of the Board through the term of the President, and may serve as a mentor and have other duties assigned by the Board.

Section 10. Executive Director. ~~CAEYC~~CAAAYC shall have an Executive Director who shall serve as the Chief Executive Officer of ~~CAEYC~~CAAAYC and who shall serve at the pleasure of the Board. The Executive Director may attend all meetings of the members, the Board and the Executive Committee unless the Executive Committee votes to exclude the Executive Director from such ~~meeting~~meetings. The Executive Director shall not be a member (voting or otherwise) of the Board or the Executive Committee.

ARTICLE VIII

COMMITTEES

Section 1. Standing Committees. The Standing Committees of ~~CAEYC~~CAAAYC shall include:

- (a) **Executive Committee.** The Executive Committee consists of the Officers and shall be chaired by the President of ~~CAEYC~~CAAAYC. The Executive Committee shall have all the authority of the Board, except as limited by law and in Section 1 of this Article VIII.

Notwithstanding the foregoing, it is intended that the Executive Committee shall only act as and when necessary between meetings of the Board, and that actions of the Executive Committee shall be subject to ratification by the Board.

- (b) **Nominations and Elections Committee.** The Nominations and Elections Committee consists of the President-Elect who shall chair the committee, 2 Chapter Representatives, 2 Officers (one to include the President Elect who shall chair the committee), 2 Members-At-Large, and 1 Individual Member appointed by the President.
- (c) **Budget and Finance.** The Budget and Finance Committee consists of the Treasurer, who shall chair the committee, and other members of the Executive Committee of the Board. The size and membership of the Budget and Finance Committee is at the discretion of the President.
- (d) **Membership.** The Membership Committee consists of the Vice President, who shall chair the committee, and representatives from the Chapters.

(e) **Chapter and Relations Committee.** The Chapter Relations and Development Committee consists of the Immediate Past President, who shall chair the committee, and representatives from the Chapters.

- (f) ~~(e)~~ **Additional Standing Committees.** Additional Standing Committees include the following seven (7) committees, each of which shall be chaired by a different Member-at-Large. Other members of each of these additional Standing Committees shall be nominated by the President and approved by the Board. Members of these additional Standing Committees may include members and non-members.

- (1) Accreditation
- (2) Conference

- (3) Diversity in Action
- (4) Family Child Care
- (5) Men in Child Care
- (6) Professional Development
- (7) Public Policy

Section 2. Subcommittees and Ad Hoc Committees. The President, with the approval of the Board, may establish subcommittees of the Standing Committees and other Standing and Ad Hoc committees as necessary to carry out additional work of ~~CAEYC~~CAAEYC. Chairs of such subcommittees and other Standing and Ad Hoc Committees shall not automatically serve as directors due solely to their role as a Chair of the committees. At the discretion of the Board, non-director subcommittee chairs and other standing or ad hoc committee chairs may be invited to attend meetings of the Board for the purpose of reporting on committee activities.

Section 3. All Committees Advisory Committees. All committees of the Board, including all Standing Committees, subcommittees and Ad Hoc committees, may include non-director members. As a result, all committees of the Board shall be advisory committees only and may not be delegated the authority of the Board.

Section 4. Meetings and Actions of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws and the Governance Manual for the governance of any committee.

ARTICLE IX

DUES AND MEMBERSHIP YEAR

Section 1. Dues. The amount of the annual dues for each membership class shall be determined by ~~CAEYC's~~CAAEYC's Board during budget development for the next fiscal cycle. Dues shall be paid by each Individual Member prior to the expiration of that member's term of membership. Dues are collected and annual assessment portions forwarded from NAEYC, as received, to ~~CAEYC~~CAAEYC.

Section 2. Membership Year. The membership year for Individual Members of ~~CAEYC~~CAAEYC shall be for a twelve-month period based on the month the Individual Member paid the membership dues.

ARTICLE X

FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of ~~CAEYC~~CAAAYC shall begin on July 1st and end on June 30th.

ARTICLE XI

AMENDMENT AND INTERPRETATION

Section 1. Amendment of Bylaws. These Bylaws may be revised or amended by a vote of the Individual Members at either a membership meeting or by ballot consistent with the terms and conditions of Article IV. Written notice (including by electronic transmission) of proposed revisions shall be sent to all Individual Members at least thirty (30) days before the vote is taken at a membership meeting. Notwithstanding the terms and conditions of Article IV, if the member vote is by ballot, the ballots must be distributed to all the Individual Members at least fourteen (14) days prior to the specified date of return.

Section 2. Construction and Definitions. Unless the context requires otherwise or a term is specifically defined herein, the general provisions, rules of construction, and definitions in the California Corporation Code, and its Nonprofit Corporations Law, shall govern the construction of these Bylaws. Any reference to a section of the California Corporations Law shall include reference to any amendments or replacements thereof. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, and the singular number includes the plural and the plural number includes the singular.

Section 3. Electronic Transmission. When used in these Bylaws, the term “electronic transmission” shall mean any electronic transmission by or to ~~CAEYC~~CAAAYC as those terms are defined in Sections 20 and 21, respectively, of the California Corporations Code. When using electronic transmission for communication with or to members, directors and officers of ~~CAEYC, CAEYC~~CAAAYC, CAAAYC shall meet all requirements for electronic transmissions set forth in Sections 20 and 21, respectively, of the California Corporations Code and such other provisions of the California Corporations Code as may be applicable.

ARTICLE XII

INDEMNIFICATION

Section 1. Indemnification of Corporate Agents.

(a) **Right of Indemnity.** To the fullest extent permitted by Section 5238 of the California Nonprofit Public Benefit Corporation Law, and as provided in these Bylaws, ~~CAEYC~~CAAAYC:

- (i) shall indemnify any person who is or was a director, officer, or employee of ~~CAEYC~~CAAAYC, or of a corporate predecessor of ~~CAEYC~~CAAAYC;
- (ii) may indemnify any person who is or was serving as an other agent of ~~CAEYC~~CAAAYC or of a corporate predecessor of ~~CAEYC~~CAAAYC; and
- (iii) may indemnify any person who is or was serving, at the request of ~~CAEYC~~CAAAYC or of a corporate predecessor, as a director, officer, employee or agent of another entity,

(such persons described immediately above in subparagraphs (i), (ii), and (iii) shall be referred to as “agents of ~~CAEYC~~CAAAYC”), against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was an agent of ~~CAEYC~~CAAAYC. As used in this Article XII, “expenses,” shall have the same meaning as in Section 5238(a) of the California Corporations Code and shall include reasonable attorney’s fees; and “proceeding” shall have the same meaning as in Section 5238(a) (including an action by or in the right of ~~CAEYC~~CAAAYC, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, and an action brought by the Attorney General or its relator for breach of duty relating to assets held in charitable trust).

(b) **Approval of Indemnity.** To the extent that an agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d) of the California Corporations Code. Otherwise, on written request to the Board by any person seeking indemnification under Sections 5238(b) or 5238(c) of the California Corporations Code, the Board shall promptly decide under Section 5238(e) the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification to the extent permitted thereby.

- (c) **Advancing Expenses.** The Board may authorize the advance of expenses incurred by or on behalf of an agent of ~~CAEYC~~CAAAYC in defending any proceeding, prior to final disposition of that proceeding, if the Board receives a written undertaking by or on behalf of that agent that the advance will be repaid unless it is ultimately found that the agent is entitled to be indemnified for those expenses.

Section 2. Insurance. ~~CAEYC~~CAAAYC shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of ~~CAEYC~~CAAAYC directors, officers, employees and other agents (each, an “agent”), to cover any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such. Such insurance may provide for coverage against liabilities beyond ~~CAEYC’s~~CAAAYC’s power to indemnify the agent under the law; however, ~~CAEYC~~CAAAYC shall have no power to purchase and maintain such insurance to indemnify any agent for a violation of Section 5233 of the California Corporations Code.

Section 3. Personal Liability of Directors and Officers. The personal liability of officers and directors of ~~CAEYC~~CAAAYC for negligent acts or omissions shall be eliminated to the fullest extent permitted by law.

ARTICLE XIII

DISSOLUTION

Section 1. Dissolution. ~~CAEYC~~CAAAYC may dissolve by both: (a) an affirmative vote of a majority of the directors present and voting at a duly called meeting of the Board at which a quorum is present, and (b) an affirmative vote of a majority of the members present and voting at a regular membership meeting or by one called for such purposes. The Board shall provide notice of the proposed dissolution to the Chapter boards and to the members at least thirty (30) days before the vote is to be taken at a membership meeting. The dissolution process shall comply with Sections 6610 and 6710 of the California Corporations Code which govern voluntary dissolutions.