

FLAEYC BYLAWS

Approved by FLAEYC Membership: November 2025

ARTICLE I: ORGANIZATION INFORMATION

SECTION 1.01: NAME

The name of this organization shall be the Florida Association for the Education of Young Children, Inc (FLAEYC).

SECTION 1.02: LOCATION

FLAEYC is the state affiliate for Southern Early Childhood Association (SECA) and National Association for the Education of Young Children (NAEYC) and serves its members throughout the state of Florida.

ARTICLE II: MISSION, VISION, AND VALUES SECTION 1.01: MISSION

The mission of the FLAEYC is to benefit children and families by providing leadership, advocacy, and professional development for early childhood professionals.

ARTICLE III: BOARD OF DIRECTORS

SECTION 1.01: ELECTED BOARD MEMBERS

- 1) All elected Board Members should be involved, to some degree, with local and/or state Chapters.
- 2) Elected Board Member positions include:
 - President
 - President-Elect or Past-President
 - Secretary
 - Chapter Advisory Council Chair
 - Members at Large
 - SECA Representative

SECTION 1:02: APPOINTED BOARD MEMBERS

1) Treasurer

The Treasurer shall serve a two (2) year term and may be reappointed with Board approval.

2) Appointed Board Members- 1 to 4 positions.

The President may appoint Board Members to fill up to four (4) designated appointed positions on the Board. Each appointed member serves a two (2)-year term and may be reappointed for one additional consecutive term. All appointments must be approved by a majority vote of the Board. The total number of appointed Board Members shall not exceed four (4) at any given time.

SECTION 1:03: BOARD OFFICER POSITIONS

The Board Officer Positions include:

- President
- President Elect or Past President
- Secretary
- Treasurer
- Chapter Advisory Council Chair

SECTION 1:04: VOTING BOARD MEMBERS

The voting Board Members shall include:

- President
- President-Elect or Past-President
- Secretary
- Treasurer
- Chapter Advisory Council Chair
- Members at Large
- Appointed Members
- SECA Representative

ARTICLE IV: ELECTIONS

SECTION 1:01: ELECTION OVERVIEW

- 1) Board Member and Officers (including the President, President Elect, and Secretary) elections will be held annually and shall be by electronic ballot, and/or mailed ballot.
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- 2) A majority vote by those voting shall constitute an election.
- 3) The Chapter Advisory Council Chair is elected by simple majority of Chapter Advisory Council members participating in the voting process.
- 4) Each chapter shall have one Chapter Advisory Council representative.
- 5) Selection of the Chapter Advisory Council representative shall be left up to the chapter.

SECTION 1:02: ELECTION SCHEDULE

- 1) Elections will be held during the fall of each year, so the new members may assume their positions by the beginning of the new fiscal year, January 1.
- 2) The election of the SECA Representative will be for three (3) years and will follow the SECA three- year rotation cycle.
- 3) The Officers and Board Members election schedule will ensure that half of these positions will be eligible for election during the even numbered years and the other half will be eligible during the odd years.
- 4) A vacancy in the office of President shall be filled by the President-Elect or Past-President. Vacancies in other offices shall be filled through appointment by the President with the approval of the Board Members by simple majority vote.

SECTION 1:03: TERMS OF OFFICE

1) Specific Terms

- President – Total of six (6) years including the positions listed below.
 - i. Two (2) Year-President-Elect
 - ii. Two (2) Years-President
 - iii. Two (2) Year-Past-President
- At-Large Board Members
 - i. Term- Serve a three (3) year term and may not serve more than two (2) consecutive terms in this position.

- Secretary
 - i. Term- Serves a three (3) year term and may not serve more than two (2) consecutive terms in this position.
- Chapter Advisory Chair
 - i. Term- Serves a two (2) year term and may not serve more than two (2) consecutive terms in this position.
- Appointed Members
 - i. Treasurer- 2 Year Term, May be reappointed, as approved by the full Board.
 - ii. Appointed Board Members - 2 Year Term, May be reappointed for a consecutive term, as approved by the full Board.
- SECA Representative- Elected by the FLAEYC Membership and must be a SECA- FLAEYC member (can be a SECA only or a NAEYC/ SECA member)
 - i. Term-Serves a 3-year term as specified by the SECA Policies and may serve two consecutive terms.

2) Overall Years of Service

- No one Board Member may serve more than nine (9) consecutive years, inclusive of serving in different Board positions.
- After a time period of at least one (1) year of not serving on the Board, the Board member may run for another Board position, if the non-consecutive and consecutive years of service in total do not add up to more than nine (9) years.
- No Board Member may serve more than a total of nine (9) years even though the terms of service may be both consecutive and non-consecutive.

ARTICLE V: COMMITTEES

SECTION 1.01: COMMITTEE FORMATION

- 1) The Board may create committees as needed. The President appoints all committee chairs from the Board membership. Limited term task forces may be appointed by the President at any time with the approval of the Executive Committee, while standing and long- term committees shall be approved with the majority vote of the Board.

SECTION 1.02: EXECUTIVE COMMITTEE

- 1) The Executive Committee shall consist of the officers of the Board. The Executive Committee shall meet upon request of the board chair for the purpose of performing business and may meet as often as necessary. The Executive Committee may exercise all the powers and authority of the board in the management of the business and affairs of the FLAEYC between board meetings. The Executive Committee shall not have power to amend the association's bylaws, or to fill vacancies on board. The Executive Committee shall perform such other duties as may from time to time be delegated to them by the board.
- 2) Specific Duties:
 - The committee participates in a conference call with the President and Executive Director on a monthly basis.
 - Members remain available individually to communicate with the President or Executive Director if he or she so requests.
 - The committee serves as the primary support and sounding board for the President and Executive Director during normal business and crisis moments.

SECTION 1.03: FINANCE COMMITTEE

- 1) The Treasurer of the organization serves as the Chair of the Finance Committee. The committee shall be responsible for the planning, monitoring, and evaluation of the organization's funding, fiscal management, facilities, assets, risks, and insurance programs.
- 2) Specific Duties:
 - The committee shall work with the Executive Director in developing long-range financial plans; reviewing annual budgets and financial reports; and recommending internal controls and other financial policies to the board.
 - The committee shall perform such other duties as may from time to time be required by the board, including serving as the annual Financial Review Committee.

SECTION 1.04: NOMINATING COMMITTEE

- 1) The Nominating Committee will be selected from the FLAEYC Membership on an annual basis and will be approved by the Board of Directors. Committee members may serve no more than two consecutive years. It shall be the duty of the committee to recommend to the Board of Directors for approval a slate of candidates for the open offices.
- 2) The Past President will serve as the Chair of the Nominating Committee.
- 3) It shall be the duty of the committee to recommend a slate of candidates for the open offices to the Board of Directors. The Board of Directors should ensure that the slate meets the principles of a high performing inclusive organization.

SECTION 1.05 GOVERNANCE COMMITTEE

- 1) The Governance Committee is responsible for establishing and overseeing Board composition and guiding the nominations and annual elections processes in alignment with the organization's strategic plan. All members of the committee shall be current Board members.
- 2) The Chair of the Governance Committee may be the Immediate Past President or another member of the Board, as appointed by the President and approved by the Board of Directors. As outlined in the Bylaws, the Immediate Past President serves as the Chair of the Nominating Committee and oversees the nominations process.
- 3) Specific Duties:
 - Reviews the slate brought forth by the Nominating Committee and recommends the slate to the board for approval.
 - Conduct Board member orientation and lead Board assessment and evaluation processes.
 - Review and recommend updates to governance policies and ensure alignment with nonprofit best practices.
 - Oversee compliance with bylaws and support continuous improvement in Board leadership and effectiveness.

ARTICLE VI: FISCAL AND MEMBERSHIP YEAR

SECTION 1.01: FISCAL YEAR

The fiscal year of FLAEYC shall be from January 1 to December 31.

SECTION 1.02: MEMBERSHIP YEAR

The membership year of the Association shall be determined by NAEYC and SECA.

SECTION 1:03: MEMBERSHIP DUES

- 1) NAEYC and SECA determines membership dues to their associations. FLAEOC sets the state membership fee for SECA. This fee is then added to the SECA dues.
- 2) The members shall be informed of any changes through an official FLAEOC notification.

SECTION 1:04: MEMBERS' RIGHTS AND PRIVILEGES

- 1) To vote on matters recommended by the Board, including:
 - Organization name
 - Fiscal year
 - Member's rights and privileges
 - Dissolution of the organization
 - Bylaw changes
 - Election of Board members and officers
- 2) Be eligible for election, hold office, and serve on committees.
- 3) Attend and participate in the annual meeting.
- 4) Receive publications and announcements.
- 5) Participate in any FLAEOC chapter activities
- 6) To participate in any FLAEOC chapter

ARTICLE VII: CHAPTERS

SECTION 1.01: CHAPTER FORMATION

Any group of FLAEOC members organized to further purposes compatible with those of the FLAEOC, SECA, and NAEYC may become a chapter of FLAEOC with the approval by the majority vote of the Board Members.

SECTION 1:02: CHAPTER ADVISORY COUNCIL

- 1) FLAEOC will have a Chapter Advisory Council. This Council will be made up of one representative from each FLAEOC Chapter. This Council will advise the Board.
- 2) The Chapter Advisory Council shall meet with the Board of Directors at least once a year.

- 3) The Chapter Advisory Council will elect a chair who will serve on the Board of Directors and on the Executive Committee of the Board.

ARTICLE VIII: BOARD MEMBER DUTIES

- 1) The duties of the elected and appointed Board Members shall be those specified in these Bylaws, and the Policies and Procedures of the FLAEOC and by the parliamentary authority that guides this association.
- 2) The Board of Directors shall exercise general supervision of the FLAEOC and implement the purposes of the association.
- 3) A simple majority of the Board of Directors shall constitute a quorum.

ARTICLE IX: BOARD MEETING SCHEDULE AND BUSINESS PROCESS

SECTION 1.01: SCHEDULE

- 1) The Board of Directors meet at least twice a year, inclusive of face-to-face meetings, conference calls and online meetings.
- 2) Meetings shall be called by the President or at the written request of at least a simple majority of the Board of Directors.
- 3) The President shall arrange the annual schedule of Board meetings.

SECTION 1.02: BUSINESS PROCESS

- 1) The Board of Directors may conduct business by mail, technology, fax, or phone.
- 2) For electronic Board meetings, a simple majority vote of the Board of Directors must be secured within a minimum of 24 hours in order to effect action.

SECTION 1.03: BYLAW REVISIONS AND/OR AMENDMENTS

- 1) The Bylaws shall be amended by two-thirds (2/3) of the members voting providing a written notice has been given thirty (30) days in advance.
- 2) The Bylaws may be amended through a mail vote or electronic by two-thirds (2/3) of those members voting.

- 3) Recommendations for amendments or revisions may originate from the Board of Directors, from a committee of members appointed by the President with the approval of the Board of Directors, or from any fifteen (15) members of the association.
- 4) Amendments or revisions originated by fifteen (15) members of the association must be submitted to the membership by the Board of Directors with its recommendation.
- 5) Voting on proposed amendments or revisions shall be by mail vote, electronic ballot and/or at the first annual meeting.

SECTION 1.04: COMPENSATION

1) COMPENSATION

- No Board Member shall derive any monetary profit or monetary gain, directly or indirectly, by reason of his or her service as a Board member with FLAEYC.
- Expenses may be reimbursed as specified in the approved Finance Policies.

SECTION 1.05: INDEMNIFICATION

- 1) FLAEYC 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 FLAEYC) 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.
- 2) 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.

SECTION 1.06: REMOVAL OF A BOARD MEMBER

A Board Member may be removed for non-attendance at Board meetings, malfeasance, misfeasance or non-feasance in accordance with the protocol specified in the FLAEYC Governing Policies.

SECTION 1.07: DISSOLUTION OF THE ASSOCIATION

- 1) A recommendation for the dissolution of the association shall be adopted by a three-fourths vote of membership.
- 2) In the event of dissolution, the residual assets of this organization will be turned over to SECA and NAEYC based on proportion of members from each affiliation.