

**Family Child Care Association of
New York State, Inc.
By-Laws
(presented February 11, 2017)**

Article I – Name

The name of the organization shall be the FAMILY CHILD CARE ASSOCIATION OF NEW YORK STATE, INC. (herein known as The Association or FCCANYS). It shall be a non-profit organization.

Article 2 – Mission and Vision

MISSION:

The Mission of the Family Child Care Association of New York State is to unify, promote and strengthen the profession of family child care; enriching the lives of providers, children, families, and communities.

VISION:

We envision FCCANYS as leaders and experts that support and empower family child care providers throughout the state with continual professional growth and networking opportunities and collaborative relationships with key stakeholders in order to strengthen quality standards that enrich family child care.

The purpose of The Association shall be:

- 2.1 To promote the perception of Family Child Care Providers as invaluable business people and educators throughout NYS.
- 2.2 To inform Providers of training resources and other educational opportunities available.
- 2.3 To strengthen the relationships between Providers, families and governmental agencies, CCR&Rs and all other members of the Child Care Community.
- 2.4 To act as a united voice on child care, offering networking and support for providers and local organizations.

Article 3 – Membership

- 3.1 Membership shall be open to Family Child Care Providers, supporters and organizations of child care.
- 3.2 All members shall have a right to: vote, run for and hold office.
- 3.3 Dues for members will be established by the Board of Directors. Membership dues are non-refundable.
- 3.4 Membership runs one year from date of application and receipt of payment.

Article 4 – Meetings

4.1 General Assembly Meetings

- a. There shall be a minimum of one (1) General Assembly meeting annually.
- b. Notice of the time and place of the meeting shall be sent to all members of The Association at least thirty (30) days prior to the meeting date.

c. At all General Assembly meetings of The Association, those present shall constitute a quorum for the transaction of business.

d. Except as otherwise provided in these by-laws, action by a majority of the members present shall be the action of The Association.

4.2 **Board of Directors Meetings**

a. There shall be a minimum of two (2) face-to-face Board of Directors meetings annually at such time and place as the Board directs.

b. There shall be a minimum of six (6) conference call meetings of the Board of Directors annually at such time and date as the Board directs.

c. Each member of the Board shall possess one (1) vote in matters coming before the Board.

d. In order for the Board of Directors to conduct business, there must be a quorum. A quorum is defined as at least 50% of the current board members. A matter before the Board is approved when a majority of those members present vote in favor of the matter.

e. When circumstances require a vote of the Board before the next scheduled Board meeting, an email request for electronic vote may be submitted. Upon motion and second, a vote may be conducted. At least 51% of the seated Board must vote in favor for the motion to pass.

Article 5 – Board of Directors

5.1 Management of the Association

5.1 a. The Association will be managed by a Board of Directors which will consist of no more than fifteen (15) members.

5.1 b. The Officers of the Association shall consist of President, Vice President, Treasurer, Recording Secretary and Membership Secretary. President Elect and Past President may also be considered Officers when their position is occupied.

5.1 c. At least 51% of the Board of Directors shall be comprised of current or past Family Child Care providers in good standing

5.1 d. The general management of the affairs of this Corporation shall be vested in a Board of Directors. The Board of Directors shall have the control of the property of the Corporation and shall determine its policies with the advice of its various committees. It shall have power to employ necessary staff and other help, authorize expenditures and take all necessary and proper steps to carry out the purposes of this Corporation and to promote its best interest.

5.1 e. i. A conflict of interest exists when a matter to be acted upon by the Board confers a direct, substantial benefit to any director, business or agency from which the director of the board derives an income or has authority in governance.

ii. A director shall abstain from voting on any matter before the board which places him or her in a conflict of interest.

iii. Prior to voting on matter in which a potential conflict of interest exists for any director, the president shall inquire whether any Director of the Board desires to abstain from voting because of a conflict of interest and any Director of the

Board shall declare that he or she abstains from voting if a conflict of interest exists.

- iv. Prior to voting on any matter, a Director of the Board may be requested by any other Director of the Board to abstain from voting because of a conflict of interest. If the challenged director refuses to abstain from voting as requested, the President shall immediately call for a vote of the Directors to determine whether the challenged Director is in a conflict of interest and shall be required to abstain from voting on the matter before the Board. If two-thirds (2/3) majority of the directors present votes to require the abstention of the challenged director, that director shall not be permitted to vote.

5.2 **Duties of the Officers**

- a) The president, in addition to the powers and duties conferred to the position by law, shall perform such duties as usually pertain to the office of president. The president shall preside at all General Assembly and Board of Director meetings.
- b) The vice-president shall perform the duties of the president in case of the president's absence or disability.
- c) The treasurer collects and disburses all monies upon the order of the Board. In addition to the powers and duties conferred by law, the treasurer shall act as custodian of all funds and testify that balances are current by signature on all financial reports.
- d) The Recording Secretary shall keep in permanent form, proper records and minutes from all meetings of The Association.
- e) The Membership Secretary shall maintain accurate and updated membership records.
- f) The President Elect will shadow the President for one year, after which time the President Elect becomes President.
- g) The Past President shall be available for one year after their Presidency term concludes, to assist the new President.

Article 6 – Committees

6.1 **Standing Committees**

- a) There shall be four standing committees of the Board. They are:
 - i. Executive Committee, composed of the Officers of the Board, is responsible for the maintenance of the operations and affairs of the Association.
 - ii. Finance & Audit Committee, composed of at least 3 members of the Board, is responsible for overseeing all audits and fiscal affairs of the Association and developing the budget.
 - iii. Membership Committee, composed of Membership Secretary and at least two others, is responsible for recruiting and retaining Association members and maintaining membership records and materials.
 - iv. Board Development Committee, composed of ad hoc program chairs, is responsible for implementing Board program priorities and building a strong Board through recruitment and training of Board Members.

b) Standing Committee Chairpersons shall be appointed by the Board. Committee members shall be chosen by the Chairperson from members of the Board.

6.2 Ad Hoc Committees

a) The President may appoint such Ad Hoc Committees as mandated from the Board of Directors as needed to carry out The Association business.

b) Ad Hoc Committee Chairpersons shall be appointed by the Board. Committee members shall be chosen by the Chairperson. Committee members may be members of the Board or members of the Association.

6.3 No Standing or Ad Hoc Committee shall authorize to speak for The Association unless authority has been granted by the Board of Directors.

Article 7 - Elections

7.1 Board of Directors

a. Board of Directors shall be elected by the membership.

b. At least 51% of the Board members shall be either a currently legal, registered or licensed New York State Provider or a former provider who legally operated a family child care in good standing for at least one year.

c. Members of The Association may indicate to a member of the Board, their intent to run for the Board of Directors. This notice will be forwarded to the Board Development Committee.

d. The Board of Directors shall appoint an ad hoc nominating committee to present a slate of candidates to the general membership for vote.

e. The Candidates receiving the majority votes shall be newly elected members to the Board of Directors of The Association.

f. The President may appoint a member to the Board of Directors temporarily, pending approval vote of the Membership.

g. The members of the Board of Directors shall assume their position at the first meeting of the Board after the vote or appointment.

h. A member of the Board of Directors shall serve a term of three (3) years. Board Members may be elected to a third (3rd) term, but not eligible for more than three (3) consecutive terms.

i. After a leave of one year from the Board of Directors, an Association member may run for the Board of Directors.

7.2 Officers of the Association Board of Directors

a. Officers of The Association shall be elected by the Board.

b. All officers shall have been current Board members for at least one (1) year prior to taking office. In addition, The President, (including President Elect, and Past President) Vice-President and at least one (1) other officer shall be either a currently legal, registered or licensed New York State provider or a former provider who legally operated a family child care program in good standing for at least one year.

c. The Board of Directors shall appoint an ad hoc nominating committee to recruit and prepare a slate of candidates for open positions.

- d. Nominees will prepare a candidate statement of their intent to run for office which will be shared with the Board.
 - e. The Board of Directors shall elect officers annually, on the following schedule, at the fall board meeting and announce these officers to the general membership.
 - i. President Elect shall be elected in an odd year for a four year term; year 1 serving as President Elect, years 2 & 3 serving as President and year 4 serving as Past President.
 - ii. Treasurer and Recording Secretary will be elected in odd numbered years for a two year term.
 - iii. Vice President and Membership Secretary shall be elected in even numbered years for a two year term.
 - f. New officers shall assume their office on January 1. Officers may be elected to a second term but are not eligible for more than two (2) consecutive terms in any given office.
- 7.3 If an officer or a Board member is unable to serve a full term in office, a written resignation letter shall be submitted to the Executive Committee thirty (30) days prior to the date of the intended resignation. The remaining Board of Directors shall appoint a temporary replacement until such time as a vote upon a permanent replacement is held. If no written resignation is submitted, formal notification from the Executive Committee will be documented.
- 7.4 Any Board member may be dismissed from their position by a majority vote of the Board of Directors for an infraction of the rules and regulations hereby set forth in the By-Laws. He/she will have fourteen (14) days notice and the opportunity to present an appeal to the Board of Directors. In such case, an Ad Hoc Grievance Committee will make the final decision.

Article 8 – Audit

The accounts of the Corporation shall be reviewed annually by the Finance and Audit Committee. An independent certified public accountant who is not an officer, board member or employee of the Corporation will conduct an audit of the accounts when financial laws require.

Article 9 - Construction

If there is any conflict between provisions of the certificate of corporation and the By-laws, provisions of the certificate of incorporation shall govern.

Article 10 – Indemnification of Directors, Officers and Employees

- 10.1 The Corporation shall indemnify its directors and officers against judgment, fines, amounts paid in settlement and reasonable expenses and costs, including attorney fees, in connection with any claim asserted against the director, officers, employees by action in court or otherwise, by reason of the fact that such person was a director or officer of the corporation and acting in good faith for a purpose unlawful which such

person reasonably believed to be in the best interest of the corporation, and not included.

- 10.2 Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 through 726 of the Not-for-Profit Corporation Law; and as permitted by such law, the corporation may provide additional indemnification pursuant to: an agreement, action of the Board of Directors, or by provisions of these By-Laws.
- 10.3 Sections 1 and 2 of this article shall be exclusive and shall include, by implication, any and all rights and remedies available to the Corporation, the directors, officers and employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification pursuant to Section 727 of the Not-for Profit Corporation Law.

Article 11 – Amendments

These By-Laws may be amended, altered or replaced at any regular or any special meeting of the membership if notice of the proposed amendments or alteration is contained in the notice of such meeting. A two-thirds (2/3) vote of all those present and qualified to vote shall be required to amend, alter or repeal these By-Laws.

Article 12 – Dissolution

- 12.1 This organization may be dissolved by a two-thirds vote of the membership, following a dissolution plan submitted by the Board of Directors.
- 12.2 Upon Dissolution of the organization, any residual assets shall be donated to a not-for-profit organization(s) with purposes of this organization.