

TEXAS ASSOCIATION FOR FAMILY CHILD CARE

By - Laws

ARTICLE I – NAME

Section 1. Name The name of this organization shall be Texas Association for Family Child Care; hereinafter referred to as TAFCC or the Association.

Section 2. Parliamentary Authority The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern TAFCC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 3. Hierarchy of Documents

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation, the Articles of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

ARTICLE II –PURPOSE

The objectives and purposes of this organization shall be to:

- (a) Educate the public and the home child care industry through seminars, public discussion groups, forums, lectures, panels, publications, and other similar programs;
- (b) Hold meetings and conferences for the mutual improvement of education of its members;
- (c) Make donations for the public welfare or for charitable, scientific, or educational purposes;
- (d) Represent the interest of its members in matters of legislation and regulation on national, state, and local levels; and
- (e) Assist in the enactment of licensing laws and codes.

ARTICLE III – MEMBERS

Section 1. Membership

The Association shall be composed of individual members who are interested in the objects of TAFCC. No member shall hold more than one membership in this Association. All members shall have the same rights and privileges.

Section 2. Qualification of Members

The qualifications for membership in this Association are as follows:

- (a) Pay annual dues on time as required.
- (b) Promote and support the goals of Texas Association for Family Child Care. Promote and strengthen the profession of family child care.

Section 3. Admission of members

Applicants shall be admitted to membership upon completion and submission of membership application and current dues.

Section 4. Fees and Dues

Dues and Fees shall be payable before March 1st each year.

Fees shall be imposed on returned checks.

No fee shall be imposed on members for the processing of applications for membership in the Association.

Section 5. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail. All rights of membership shall cease on termination of membership: a member who does not have current dues paid shall not vote.
- (2) A member who is accused of engaging in conduct materially and seriously prejudicial to the interests or purposes of the association shall be given a written notice and an opportunity to be heard. The Board of Directors, by an affirmative two-thirds (2/3) vote, may reprimand, suspend, or expel the member.
- (3) A person expelled from the association shall not receive a refund of dues already paid.
- (4) A member may not transfer a membership or any right arising there from.
- (5) Any renewing member who has not paid their dues by March 1st shall automatically forfeit their membership without prejudice.

ARTICLE IV – OFFICERS

Section 1. Officers

The officers of the association shall be a President, a Vice President, a Recording Secretary, a Membership Secretary, and a Treasurer. The officers shall fulfill the duties as stated in the bylaw and policy manuals and any other duties as may be required or which may be prescribed from time to time by the Board of Directors.

Board of Directors must attend ½ of all regular meeting, and called meetings. All Board of Directors must attend conference. Excused absences will be approved by the Board.

Section 2. Duties of President

The President shall be the chief executive officer of the association and shall, subject to the control of the Board of Directors, supervise and control all of the day to day business affairs of the association and the activities of the officers. The president shall preside at all Meetings of Members and of the Board of Directors. Except as otherwise expressly provided, he or she shall in the name of the Association, sign any contracts, deeds, mortgages, bonds, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 3. Duties of Vice President

The Vice President shall:

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President.

Area Representatives Contact, and
In charge of all seminars.

Section 4. Duties of Recording Secretary

The Secretary shall:

Give notice of meetings in accordance with the provisions in these Bylaws.

Certify and maintain a copy of the Bylaws as amended to date.

Keep a book of minutes of all meetings of the membership and directors.

Be custodian of all records including the Articles of Incorporation.

Make available at reasonable times to any member or director, or to his or her agent or attorney, on request, the Bylaws, the membership book, and the minutes of the proceedings of the Meeting of Members. Minutes of the meetings of the Board of Directors may be made available to non-Board members by a 2/3 vote at a Meeting of the Members.

Section 5. Duties of Membership Secretary

The Membership Secretary shall:

Maintain a membership file containing the name and address, emails, of each member, and, in the case where membership has been terminated, he or she shall record such fact together with the date on which membership ceased.

Send required informational packet for new and renewing members.

Section 6. Duties of Treasurer

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds, securities, of the association, and deposit all such funds in the name of the Association in such banks, trust companies, or other depositories as shall be selected by the Board.

Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the association as may be directed by the Board of Directors. Keep and maintain adequate and correct accounts of the association's properties with an asset log and business transactions.

Treasurer shall have all financial reports completed and made available to the audit committee no later than thirty (30) days after the end of the previous quarter.

Make available at reasonable times the books of account and financial records of the association, or to his or her agent or attorney, upon request.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Association.

Prepare and certify the financial statements to be included in any required reports.

Section 7. Copy of Records

Inspection of any records of the Recording Secretary and/or Treasurer may be made in person or by agent or attorney and the right to inspection shall include the right to copy and to make extracts. No provision under this Article permits the removal of association records from the office or residency of such records for the purpose of photocopying. Photocopies shall be at the expense of the party requesting the records.

Section 12. Compensation

Board of Directors Officers shall serve without compensation; if funds are available, they shall receive or reimbursement of expenses incurred in the performance of their duties. Original receipts and reimbursement form(s) are to be itemized and submitted to the Treasurer for Board approval.

ARTICLE V - NOMINATIONS & ELECTIONS

Section 1. Qualifications and Skills

Directors shall be of legal age according to this state. Other qualifications for candidates for the Board of Directors of this Association shall:

- (a) Be a member in good standing of the association throughout their term and have been a member for not less than 12 months prior to the date of membership enrollment in becoming a candidate for office.
- (b) Not hold or have held office, chair or serve on a committee of another state child care association for at least one year prior to running for a board position.
- (c) Be committed to TAFCC's mission of strengthening the profession of family child care and dedicated to achieving its goal.
- (d) Demonstrate skill in working as part of a team.
- (e) Demonstrate interest, understanding, and regard for other people/groups whose background and experiences are diverse from our own.
- (f) Be sensitive to others being different from ourselves in personality and point of view.
- (g) Understand the importance of family child care associations and how they work in communities.
- (h) Eligibility without regard to race, color, religion, gender, disability, national origin, or age.

Section 2. Election and Term of Office

Officers shall be elected by the membership. Officers shall serve a term of two (2) years, but not more than four (4) years or until his or her successor is elected. Officers and directors shall assume office on January 1 of the year following the one when they are elected.

President, Treasurer, and Recording Secretary will be elected in even years. Vice President and Membership Secretary shall be elected in odd years.

Section 3. Removal or Resignation

An officer may resign by giving written notice to the President or Recording Secretary. In the case of the president resigning, he/she will provide written notice to the Board of Directors.

Any such resignation shall become effective upon the date of receipt of the notice or at any later date specified. If an officer or member does not submit a written resignation, the Board may accept an oral resignation by majority vote.

Removal for Ineligibility: A board member who is no longer eligible to serve on the board may be removed by a two-thirds vote of the Board of Directors when a quorum is present.

Removal for Cause: When a board member is accused, in writing, of failure to properly perform the duties of their office or otherwise engaging in improper or unfair activities or conduct, the board may conduct a meeting following the Removal Suspension and Reinstatement Procedures.

Appeal: A written appeal may be filed within fifteen (15) day of the removal. Two-thirds written consent of the full board is required to seek re-election and/or re-appointment to the board.

Section 4. Vacancies

A vacancy in the office of President shall be filled by the Vice President; a vacancy in any other position shall be filled for the unexpired term by the Board of Directors.

ARTICLE VI – MEETINGS OF MEMBERS

Section 1. Annual Meetings

Annual meeting of members shall be held in conjunction with the annual conference, at the time designated by the Board of Directors, for the purpose of transacting business that may properly come before the meeting.

Section 2. Special Meetings of Members

Special meetings of Members shall be called by the Board of Directors.

Section 3. Notice of Meetings

Notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than sixty (60) days before the date of the meeting, either personally or by mail or email, by or at the direction of the President, or the Recording Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the members at his or her address as it appears on the records of the Association, with postage prepaid. Personal notification includes notification by telephone or by facsimile, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

Section 4. Quorum for Meetings

At any annual or special meeting of members of the Association a quorum shall be 15 voting members of the Association.

No business shall be considered by the members at any meeting at which the required quorum is not present; however, information and reports may be given and discussed but they shall not be voted upon.

Section 5. Voting Rights

Each member is entitled to one vote on each matter submitted to a vote of members. Voting at duly held meetings shall be by voice vote except for elections. Election of Directors shall be by written ballot unless there is only one candidate for an office, then the Secretary cast one vote for all unopposed nominations.

Proxy and cumulative voting shall not be allowed.

Section 6. Ballots

Ballots for the election of officers/directors shall list the persons nominated for each position.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Composition

This Association shall have five (5) Executive Board Members who shall be known as the Board of Directors.

If the Board so determines, it may also have Area Representatives. If Area Representatives are added, they shall also become members of the Board of Directors. Representatives to fill such positions may be appointed by the President with the approval of the Board of Directors.

Section 2. Authority and Power

The affairs, business and property of the Association shall be managed and controlled by its Board of Directors. The Board shall (1) have the power to act by a majority vote on any action deemed necessary to uphold the goals, purposes and Bylaws of the Association, unless a higher vote is otherwise specified in these bylaws; and (2) have the powers to enter into, contracts which will be binding on the Association. Execution of such contracts will require the signature of at least (2) of the Officers.

(Refer to applicable sections under Nominations & Elections regarding Qualifications & Skills, etc.)

Section 3. Duties

It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties by these Bylaws and the current edition of Robert's Rules of Order Newly Revised.
- (b) Oversee the removal of any officer that the members have voted by a 2/3 vote to remove;
- (c) Supervise all officers, agents and employees of the Association, to assure that their duties are performed properly;
- (d) Meet at such times and places as required;
- (e) Register their addresses with the Recording Secretary of the Association so that notices of meetings mailed, faxed, or telephoned to them at such addresses shall be valid notices;
- (f) May adopt rules and regulations pertaining to the conduct of meetings of Board to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Section 4. Place of Meetings

Any meeting shall be held at the call of the president or upon request of a majority of the Board of Directors. The full Board shall meet at least three times and those meetings may be conference calls.

Section 5. Notice of Meetings

Notice of any meeting of the Board of Directors shall be given each member of the Board at least seven (7) days prior to the date of the meeting by the Recording Secretary. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile, and shall state the place, date and time of the meeting. In the case of facsimile notification, the director contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the facsimile transmission.

Section 6. Quorum for Meetings

The number of directors necessary to constitute a quorum shall be thirty-five percent (35%).

Section 7. Majority Action as Board Action

Every act or decision made by a majority of the directors present at a meeting unless a greater vote is required by these Bylaws.

Section 8. Indemnification

The directors and officers of the Association may be indemnified by the Association to the fullest extent permissible in the laws of this state.

Section 10. Instruments, Deposits and Funds

A. Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

B. Deposits

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

C. Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the nonprofit purposes of this Association.

D. Expenditures

Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Any and all expenditures require notification of at least two (2) Officers on the association bank account.

Any and all Officers with debit cards in the association name will be accountable to the Treasurer. Holder of the debit cards shall be contractually liable and accountable to the Treasurer.

ARTICLE VIII – COMMITTEES

Section 1. Standing Committees

The Association may establish Standing Committees as may become necessary for carrying on the work of the Association.

Audit Committee: Shall audit the financial books of the association on an annually basis to ensure the books are properly maintained and correct. The committee shall submit their formal written report to the full board and members at annual conference.

Nomination Committee: Shall review candidate's resumes and prepare election slates for the annual elections of the board members, publicize criteria and procedures for the positions up for election annually.

Section 2. Special Committees

Special Committee shall be established to perform specific duties. These committees shall consist of persons who are not members of the Board; they shall act only in an advisory capacity.

ARTICLE X– AMENDMENTS OF BYLAWS

These bylaws may be amended at any meeting of TAFCC by a two-thirds vote, provided notice of the proposed amendment has been mailed to the members at least fifteen days prior to the meeting. Amendments become effective at the close of the meeting at which they are adopted.

ARTICLE IX -- IRS REGULATIONS

Section 1. IRS Section 501 (c) (3) Purposes

This Association is organized exclusively for one or more of the purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, that making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. Limitations On Activities

No substantial part of the activities of this Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of this Association shall inure to the benefit of or be distributable to any individual member.

Section 3. Distribution of Assets

Upon the dissolution of this Association, any assets remaining after payment or provision for payment of all debts and liabilities shall be distributed for one or more exempt purposes to charitable or educational organizations which has established its tax exempt status according the Internal Revenue Code.

RECORD OF BYLAWS:

Adopted: April 24, 2010