

# **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”).
- Section 2. Purposes.** The CAEYC Articles of Incorporation, January 30, 1980, list the purposes of CAEYC:
- (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 their teachers.
  - (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 shall be affiliated with the National Association for the Education of Young Children (“NAEYC”).
- Section 2. Local Affiliates; Regions.** CAEYC shall have local affiliates, each of which shall serve a different geographic area in the State of California. Each local affiliate shall consist of CAEYC members in a particular

geographic area, and shall be incorporated. The State will be divided into six geographic regions comprised of the members of the local affiliates assigned to each region.

### ARTICLE III

#### **MEMBERSHIP**

- Section 1. Classes and Qualifications of Membership.** CAEYC shall have different classes of members which shall be identical to those offered by NAEYC. Membership through any of the local affiliates in California is by payment of annual dues to NAEYC, subject to confirmation of the annual dues amount by the Board of Directors of CAEYC (“Board”).
- Section 2. Rights of Membership.** All classes of members shall have the afforded membership rights under the California Corporations Code. The rights include, but are not limited to, the right to vote on the election of directors, on the disposition of all or substantially all of CAEYC assets, on the principal terms of any merger, and on any election to dissolve CAEYC.
- Section 3. Membership in Local Affiliate.** A person who is a member of a local affiliate is also a member of CAEYC and NAEYC.
- Section 4. Honorary Life Membership.** Honorary Life Membership may be conferred on a person who shall have rendered notable service to CAEYC, as follows: A written recommendation of the person for Honorary Life Member, signed by five members of CAEYC, must be submitted to the Board of Directors of CAEYC and passed by a three-fourths vote of the Board. An Honorary Life Member shall be entitled to all membership privileges including those making a motion, of voting and of holding office.
- Section 5. Termination of Membership.**
- (a) **Events of Termination.** A membership shall terminate on occurrence of any of the following events:
- (1) Resignation of the member;
  - (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
  - (3) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

- (4) Termination of membership, under paragraph (b) of this Section, based on the good faith determination by the Board, or a committee authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of CAEYC, or has engaged in conduct materially and seriously prejudicial to CAEYC's purposes and interests.
- (b) **Procedure for Termination of Membership.** If grounds appear to exist for terminating a member, the following procedure shall be followed:
  - (1) The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons. Notice shall be given by first-class or registered mail to the member's last address shown on CAEYC's records.
  - (2) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement shall be considered by the Board or by the authorized committee to determine whether the termination shall occur.
  - (3) The Board or authorized committee shall decide whether the membership shall be terminated. The decision of the Board or authorized committee shall be final.

**Section 6. No Transfer of Membership.** No membership or membership right shall be transferred. All membership rights cease on the member's death, suspension, or termination.

## ARTICLE IV

### **MEMBERSHIP MEETINGS**

**Section 1. Annual Meeting.** There shall be at least one membership meeting held annually in connection with the annual State Conference unless otherwise determined by the Board or by the Executive Committee.

**Section 2. Purpose of Annual Meeting.** The annual meeting shall be for the purpose of introducing nominees for elective office, announcing the

availability of the CAEYC Annual Report, and for any other business that may arise.

**Section 3. Special Meetings.**

- (a) **Persons Entitled to Call Special Meetings.** A majority of the Board or 5 percent or more of the Affiliate membership may call special meetings of the Board members at any time to consider any lawful business of CAEYC.
- (b) **Procedures for Calling Special Meetings Requested by Members.** If a special meeting is called by the affiliate members, other than the Board, 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 or facsimile transmission electronically to the President, any Vice President, or the Secretary of CAEYC. The Officer receiving the request shall cause notice to be promptly given to the members entitled to vote, 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 35 or more than 90 days after receipt of the request. If the notice is not given within the 20 days after receipt of the request, the persons requesting the meeting may give the notice. Nothing contained in this paragraph (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.
- (d) **Use of Electronic Transmission.** If authorized by the Board, in its sole discretion, meetings of the membership may be held electronically as long as they adhere to the requirements set in 5510 of the California Corporations Code.

**Section 4. General Notice Requirements.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given as outlined in Article IV, Section 5.

**Section 5. Manner of Giving Notice.** Notice of any meeting of members shall be given at least 10 but no more than 90 days before the meeting date, either personally, by electronic transmission by CAEYC, by first class mail, or by other written communication, charges prepaid, addressed to each member either at the address of that member appearing on the records of CAEYC. Notice shall be deemed to have been given at that time when

delivered personally or deposited in the mail or sent by other means of written communication.

**Section 6. Quorum.**

- (a) The voting members of CAEYC actually in attendance at a duly noticed meeting of members shall constitute a quorum for the transaction of business at that meeting of the members. The 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, but in no event less than ten (10) days prior to the meeting.
- (b) The members present at a duly held meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
- (c) The quorum rules of paragraph (a), above, shall also apply to the conduct of written ballot voting pursuant to the Bylaws.

**Section 7. Waiver of Notice or Consent by Absent Members.**

- (a) **Waiver and Consents, Generally.** If decisions are made by the members at a meeting where a quorum is present, but for which proper notice was not given to all 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 a person at a meeting shall also constitute a waiver of notice as outlined in Section 5511 of the California Corporations Code.

**Section 8. Member Voting Rights.** On each matter submitted to a vote of the members, whether at a meeting of the membership called and held pursuant to the provisions of these Bylaws or otherwise, each member shall be entitled to cast one vote.

**Section 9. Eligibility to Vote.** The persons entitled to vote at any meeting of members shall be those persons who are members in good standing. In order to be in good standing, a member must be current in the payment of all dues duly imposed pursuant to Article IX, Section 1.

**Section 10. Manner of Casting Votes.**

- (a) **Voting at a Meeting or by Written Ballot.** Voting may be by voice or by ballot, provided that any election of directors shall be conducted by secret ballot either cast by members in person at a meeting or by written ballot solicited in accordance with Section 5513 of the California Corporations Code and Section 11 of this Article. 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 10 percent of the voting power present at the meeting.
- (b) **Proxy Voting Prohibited.** Proxy voting shall not be permitted on any matter put to the vote of the members.
- (c) **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. Action by Written Ballot Without a Meeting.**

- (a) **Actions Permitted.** Any action that members may take at any meeting of members, including election of directors may also be taken by ballot without a meeting by complying with this Section 11.
- (b) **Distribution of Written Ballots.** CAEYC shall distribute one written ballot to each member entitled to vote on the matter. The ballots shall be mailed or delivered in the manner required by Section 5 of this Article. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (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.

The Board may allow written ballots to be voted and returned electronically. In that case, the balloting must comply with the requirements of an “electronic transmission to CAEYC” as described in Article IV, Section 3(d).

- (c) **Number of Votes and Approvals Required.** Approval by written ballot shall be valid only when the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot.
- (d) **No Revocation.** A written ballot may not be revoked.

- (e) **Filing.** All written ballots shall be filed with the Secretary of CAEYC.

**Section 12. 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 director elections, 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 activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the directors of the Board. Subject to applicable law and the limitations expressed in these Bylaws, the Board may delegate the management of the activities of CAEYC 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 and other employees; 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, 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 in accordance with Article VIII hereof.

- (e) Open bank accounts and borrow money on behalf of CAEYC and designate the signatories to such bank accounts.

**Section 3. Number and Composition.** The authorized number of directors shall be 22 in each even year and 23 in each odd year. The Board shall consist of the five Officers of CAEYC (President, President-Elect, Vice President, Secretary, and Treasurer and, in odd years may include the immediate Past President), twelve Affiliate Board Members, and one Member At-Large, all of whom shall be seated as follows:

- (a) **Officers.** The Officers shall be elected by the members.
- (b) **Affiliate Board Members.** Each Region shall elect two Affiliate Board Members.
- (c) **Member At-Large.** The Member At-Large shall be appointed by the President and approved by a vote of the Board.

**Section 4. Sub Committee Chairs and Ad Hoc Committee Chairs.** Chairs of sub committees and ad hoc committees who have not otherwise been elected to the Board are not directors of CAEYC solely by virtue of serving as committee chairs. However, at the discretion of the Board, non-director sub committee and ad hoc committee chairs may be invited to attend meetings of the Board for the purpose of reporting on committee activities.

**Section 5. Qualifications.** Each director (whether an Officer, Affiliate Board Member or Member At-Large) must be a 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.** A nominee for the Office of President-Elect shall be a member who has previously served in some capacity on the Board for at least one two-year term. Nominees for President-Elect and the other Officers shall have any additional qualifications as may be prescribed by the Board.
- (b) **Affiliate Board Members.** To be eligible to be elected as an Affiliate Board Member, a person must (1) have been an active member of CAEYC for at least three consecutive years, and (2) have served in a leadership role in one or more local affiliates within the five year period immediately preceding the person's nomination as a director. Affiliate Board Members shall have such additional qualifications as may be prescribed by the Board.
- (c) **Member-At-Large.** To be eligible to be seated as the Member At-Large, a person must (1) have been an active member of CAEYC for at least three consecutive years, and (2) have served on at least



one committee of the Board within the five year period immediately preceding the person's nomination as a director. The Member At-Large shall have such additional qualifications as may be prescribed by the Board.

**Section 6. Term of Office.** The term of office for directors shall be as follows:

- (a) **Officers.** The Officers of CAEYC, except the Immediate Past President, shall be elected to serve for a term of two years. 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, and no Officer shall be eligible to serve more than one term in the same office. The immediate Past President shall serve for one year following his/her term as President. 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) **Affiliate Board Members.** Affiliate Board Members shall be elected to serve for a term of three years. Each Affiliate Board Member, including one 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. Each Affiliate Board Member shall serve no more than two consecutive terms and must remain off of the Board for one year prior to any further Board service.
- (c) **Member At-Large.** The Member At-Large shall be seated for a term of two years. The Member At-Large shall hold office until the expiration of the term for which elected and until his or her successor has been elected and qualified.

**Section 7. Nomination and Election of Directors.**

- (a) **Officers.**
  - (1) **Nomination.** The Nominating Committee shall present to the Board, for formal approval, a slate of eligible nominees for election at least 90 days before the mailing of the ballots to the membership.
  - (2) **Election.** The Board shall present to the members the approved slate of nominees which shall take place by

ballot mailed to the membership, as set forth in these Bylaws.

(b) **Affiliate Board Members.**

(1) **Nomination.** Each local affiliate shall nominate one qualified candidate for election to those Affiliate Board Member positions held by directors whose terms are then expiring.

(2) **Election.** From the list of candidates nominated by the local affiliates, each Region shall elect two candidates to serve as Affiliate Board Members.

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

(1) **Nomination.** The President shall present to the Board, for formal approval, the name of the proposed Member At-Large.

(2) **Election.** The Board shall vote to approve the seating of the Member At-Large.

**Section 8. Nomination by Members.** The Board shall establish policies and procedures to provide the members with a reasonable means of nominating candidates for election as directors.

**Section 9. Time of Taking Office.** All directors who are elected in any given year shall be invited as guests to the last Board meeting of the fiscal year. They will be formally seated on the Board at the first meeting of the new fiscal year.

**Section 10. Election Results.** The results of the election shall be published for the total membership in the CAEYC journal and the CAEYC Web site.

**Section 11. 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; or (3) the failure of the members to elect the number of directors to be elected at such meeting.

(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 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 failure to attend three consecutive meetings of the Board.
- (d) **Filling of Vacancies.**
  - (i) Vacancies on the Board may be filled by the vote of a majority of a quorum of the Board.
  - (2) The 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 12. 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. Expenses shall be supported by invoices or vouchers acceptable to the Board. This Section 12 shall not be construed to preclude any director from serving CAEYC 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. Board meetings may be held without notice by the Board and communicated to the individual Board members. At the second Board meeting after the start of the fiscal year, the Board shall approve nominees for its elected officers according to the procedure in Article V.
- 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 Communication.** 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 4 of this Article, any meeting may be held by conference telephone, electronic video screen communication, or 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; (5) electronic mail when directed to the electronic mail address for that recipient on record with CAEYC.
- (b) **Time Requirements.** Notices sent by first-class mail shall be deposited into a United States mailbox at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic means shall be delivered, telephoned, or sent at least 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 of Directors' meeting shall be a simple majority of the authorized number of directors, except to adjourn as provided in Section 6 of this Article. 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, if any action taken is approved by at least a majority of the required quorum for that meeting or such greater number as is required by the Articles of Incorporation or these Bylaws.

**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 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 members of the Board, individually or collectively, consent in writing to that action. 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. For purposes of this section, “all members of the Board” shall not include any “interested director” as defined in Section 5233 of the California Corporations Code.

## ARTICLE VII

### OFFICERS

**Section 1. Officers.** The Officers of CAEYC shall be: a President; a President-Elect; a Vice President; a Secretary; a Treasurer; and the Past President. No Officer shall be eligible to serve more than one term 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 shall be the chief executive officer of CAEYC and shall, subject to the control of the Board, have general supervision, direction and control of the affairs and officers of CAEYC. 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 ballot 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 prescribed 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 prescribed 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, and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of CAEYC, 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.

**Section 9. Immediate Past President.** The Immediate Past President may be a member of the Board for the first year after his or her term as President has expired. The immediate Past President may serve as a mentor, and may have other duties as may be prescribed by the Board.

## ARTICLE VIII

### COMMITTEES

**Section 1. Standing Committees, Sub Committees and Ad Hoc Committees.** The President, with the approval of the Board, may also establish standing committees, sub committees or ad hoc committees of which one or more members are of non-director members. The President may terminate such committees with the approval of the Board. Subject to the rules and

guidelines set forth by the Board of Directors, Chairs of standing committees serve as voting members of the Board.

**Section 2. Executive Committee.** The Executive Committee consists of the Officers and Member-At-Large. The Executive Committee shall have all the authority of the Board, except as limited by law and in Section 1 of this Article.

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.

**Section 3. 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 for the governance of any committee, or in the absence of rules adopted by the Board, the committee may adopt such rules.

**Section 4. Sub Committee Chairs and Ad Hoc Committee Chairs.** At the discretion of the Board, non-director sub committee chairs and ad hoc committee chairs may be invited to attend meetings of the Board for the purpose of reporting on committee activities; however, sub committee chairs and ad hoc committee chairs are not voting directors of CAEYC.

## 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 Board during budget development for the next fiscal cycle. Dues shall be paid by each member prior to the expiration of that member's term of membership. Dues are collected and yearly assessment portions forwarded from NAEYC, as received, to the Local Affiliates and to CAEYC.

**Section 2. Membership Year.** The membership year of CAEYC 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 shall begin on July 1st and end on June 30th.

## ARTICLE XI

### **AMENDMENT OF THE BYLAWS**

**Section 1. Amendment of Bylaws.** These Bylaws may be revised or amended at any time as follows:

- (a) **At A Meeting.** An affirmative vote of the majority of the members present and voting at a regular meeting is required to pass the amendment. Written notice of proposed revisions shall be sent from CAEYC's Board of Directors at least thirty days before the vote is taken at a membership meeting.
- (b) **By Written Ballot.** A majority affirmative vote of the returned ballots is required to pass the amendment. The ballots must be distributed to the entire membership at least 14 days prior to the specified date of return, following the procedures for action by written ballot set forth in Article IV, Section 14 of these Bylaws.

## ARTICLE XII

### **DISSOLUTION**

**Section 1. Dissolution.** CAEYC may dissolve by 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 by an affirmative vote of a majority of the members present and voting at a regular membership meeting or by one called for such purposes, provided a quorum is present. The Board shall provide notice of the proposed dissolution to the local affiliate Boards and to the members at least 30 days before the vote is to be taken at a membership meeting. The dissolution process shall comply with Sections 6610 and 6710 California Corporations Code which governs voluntary dissolutions.