

**AFFILIATE BYLAWS**  
**Draft Revision: 7/8/2023**

**Article I, NAME**

The name of this organization shall be the Hawai'i Association for the Education of Young Children, hereafter also referred to as **hiaeyc** or HIAEYC.

**Article II, PURPOSE**

The purpose of HIAEYC shall be:

1. To collaborate with the National Association for the Education of Young Children (NAEYC) as a state affiliate to ensure relevance to Hawai'i.
2. To promote the implementation of high quality, comprehensive educational programs and services for young children and their families.
3. To facilitate the professional growth of the people working with and for young children.
4. To increase public understanding of and influence decision-making related to early childhood issues.

**Article III, MEMBERSHIP**

1. Anyone interested in promoting the purposes of this Association may become a Member upon payment of annual dues.
2. All Members of HIAEYC shall be Members of the National Association for the Education of Young Children (NAEYC), and are entitled to the privileges of Membership in accord with the Membership categories of that Association.
3. The categories of Membership shall be determined by NAEYC.
4. All Members, upon payment of annual dues, shall become eligible for all rights, benefits, and responsibilities of Membership as set forth in the bylaws and policies both the National Association and the Local Affiliate Association.
5. All members of HIAEYC in good standing shall be eligible to participate in any HIAEYC activity.
6. Membership dues and fees shall be established in accordance with the NAEYC bylaws and policies.
7. A member in good standing is a person who has
  - a. Paid dues in full for the current membership year, or is within a month after an expired membership year.
  - b. Has not been censured or had membership revoked due to behavior inconsistent with the purpose of this Association and its Code of Ethics (see Article XIII).
8. All members in good standing shall have the opportunity to vote on who shall lead the Association by nominating membership peers to leadership positions, and voting in the election of State Board members.
9. All members in good standing shall have the opportunity to vote on the general direction of the Association by voting to approve or reject propositions made by the

State Board that reflect changes to the bylaws, or mission of the Association. To support this, members shall have the opportunity to be informed of the actions of the actions of the State Board, and to voice questions or concerns regarding the actions of the Board.

#### Article IV, CODE OF ETHICS

1. All Members of HIAEYC shall act in accordance to the NAEYC *Code of Ethical Conduct* and purposes established in these bylaws. No member may represent the Association in a way that is disrespectful to another, or against the current *Code of Ethical Conduct*.
2. Violations of this Ethics Code may be subject to disciplinary action (see Article XIII).
3. All State Board members shall be volunteers, and may not also be employees of or otherwise compensated by HIAEYC or NAEYC. Each State Board member must identify any conflicts of interest that may affect their decisions and actions on behalf of the Association.

#### Article V, COUNTY SERVICE AREAS

1. The HIAEYC shall establish local County Service Areas (CSA) to better address unique local issues in early childhood. CSAs are not the state Affiliate of NAEYC, and cannot act, represent, or respond in lieu of, or in any manner independent of HIAEYC.
2. Association members may be registered for only one CSA at a time, and may change their CSA of register once per member year. Any member may participate in any CSA activity regardless of their CSA of register.
3. The Counties are defined as the following
  - a. Hawai'i County
  - b. Honolulu City and County
  - c. Kaua'i County
  - d. Maui County (includes the islands of Moloka'i and Lana'i)
4. Each county shall have a representative at the State Board, and this representative shall be a voting member of the State Board.
  - a. The County Service Area representative for a given county shall act as liaison between the designated county and the State Board.
  - b. The County Service Area representative shall act as the presiding officer at all county meetings, unless the President of the State Board is present. The President may designate the representative as presiding officer during such a meeting.
  - c. All HIAEYC members in good standing may vote for only one county representative based on their county of register.
  - d. County Representatives cannot simultaneously be an Officer of the State Board (see Article VI).
5. The State Governing Board shall provide leadership training and technical assistance to the County Service Area representative.

#### Article VI, GOVERNING BODY

1. The governing body shall be called the State Governing Board, or State Board.
2. The State Board shall have supervision, control, and direction of the affairs of this affiliate Association, shall determine its policies within the limits of the bylaws, shall actively promote its purposes, and shall have discretion in creation and maintenance of an operating budget, fiscal documents, and disbursements of its funds.
3. A financial audit, conducted by an independent Certified Public Accountant, shall be conducted every fiscal year, or as otherwise required for affiliation, legal and regulatory compliance, and sound business practice.
4. The Treasurer shall review and reconcile Association financial documents monthly, and report on the Association's financial position to the State Board at each meeting.
5. The State Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as considered necessary.
6. The State Board shall maintain appropriate levels of general liability insurance for the Association, and Board of Directors liability insurance for voting members of the State Board.
7. The voting Members of State Board shall include Officers (see Article VI), and six (6) At-Large Board Members elected by the statewide Membership of the Association (see Article III), and the four (4) County Representatives elected by statewide Membership of the Association according to their County of Register (see Article IV).
8. The six (6) At-Large Board Members shall be elected as follows:
  - a. three (3) in the even numbered years, and
  - b. three (3) in the odd numbered years.
9. County Representatives shall be elected as follows:
  - a. Hawai'i County and Honolulu City and County Representatives in the even numbered years, and
  - b. Maui and Kaua'i County Representatives in the odd numbered years.
10. There shall be at least four (4) meetings of the State Board during the calendar year.
  - a. Meetings shall be held on the call of the President, or at the written request of at least eight (8) voting members of the State Board.
  - b. Meeting dates, times, and places of the State Board shall be posted on the HIAEYC website, newsletter, and/or other means of general communication at least two (2) weeks in advance of the scheduled meeting.
  - c. All HIAEYC members in good standing are invited to observe the meetings of the State Board, and are invited to submit questions or statements of concern at least one week in advance of the scheduled meeting to the Secretary of the State Board.
  - d. The last State Board Meeting of the year shall be held in December.
    - i. Election of Board members shall be certified at the last State Board meeting of the year.
    - ii. Adoption of the Association budget for the next fiscal (calendar) year shall be made at the last State Board meeting of the year.
11. A quorum for the transaction of business shall be set at eight (8) State Board voting members and the presiding officer.

## Article VII, OFFICERS

1. The Officers of the HIAEYC State Board shall be:
  - a. President
  - b. President-Elect
  - c. Vice President for Membership Services
  - d. Vice President for Public Policy
  - e. Treasurer
  - f. Secretary
2. The Officer's term of office for HIAEYC shall be for two years, and coincide with the calendar year (January 1 to December 31).
3. No member may serve more than two consecutive terms in any given office.
4. No member may hold more than one elected position at any given time.
5. Specific qualifications and duties of Officers are defined in HIAEYC state board job descriptions, are reviewed and revised every five (5) years by special committee, and are agreed to or modified by majority vote of the State Board.
6. Officers may not succeed themselves in any office more than once, except when the first term is by appointment to fill an unexpired term created by a vacancy in office.
7. Officers shall be elected as follows:
  - a. Vice President for Public Policy and Treasurer in the even numbered years, and
  - b. Vice President for Membership Services and Secretary in the odd numbered years.
  - c. The President-Elect shall be elected in the odd numbered years.
8. Officers may be removed from office at the pleasure of the membership, as signified by a presentation to the State Board of a written request signed by one-hundred (100) Association members in good standing, or by due process as defined in Article XIII of these bylaws.
9. Vacancies on the State Board shall be filled by appointment of the President with the approval of the State Board, and shall extend until the end of the term of office being filled and membership has an opportunity to vote for their nominee as part of the regular election cycle.
  - a. Such appointees shall meet the minimum qualifications established for the job to which they are appointed. The State Board may waive specific qualifications to a job in unique circumstances by majority vote.
  - b. Such appointees shall have full voting privileges and responsibilities of the office to which they were appointed to.
  - c. No person shall have more than one appointment or hold more than one office at any given time.
10. When the President position is vacant, the President-Elect shall become President for the remainder of that term. The President-Elect position shall be voted for at the next election to complete the remainder of that position's term, and then move to the President position at the end of that position's term.

- a. The duties normally assigned to the President-Elect shall be fulfilled by the Vice President for Membership Services until the position comes for at the next election.
- b. Should the President position become vacant, and the President-Elect position is also vacant, The Vice President for Membership Services shall become President, and the Vice President for Public Policy shall take on the duties of the President-Elect.

## Article VIII, NOMINATION AND ELECTION OF OFFICERS AND BOARD REPRESENTATIVES

1. A standing Nominations and Elections Committee shall be formed to recruit, investigate, nominate, and elect members to the State Board from the Association membership in good standing. This committee is charged with promoting a healthy and functioning Association through competent leadership, and to encourage diversity in representation among the leadership of the Association.
2. A slate of nominated members in good standing to board positions, excluding CSA representatives (see Article V), shall be created by the standing Nomination and Election committee and presented to the full Association Membership in good standing.
  - a. Any member in good standing may nominate additional members in good-standing prior to the presentation of the slate to the members in attendance at the annual meeting.
  - b. Nomination and election of County Service Area (CSA) Representatives shall come from Association members in good standing registered in the CSA related to the representative. This slate shall be added to the state-wide slate at the presentation to assembled members at the annual conference.
3. The full Association membership who are in good standing shall vote for Board Representatives via mail or electronically. Voting shall be allowed for at least two (2) weeks. Nominees with the most votes will be considered elected by the full Association membership.
4. The President shall break any ties in voting.
5. The current State Board shall review and certified election results at their last meeting of the calendar year, and notify the full membership of the results within two (2) weeks of certification. Newly elected Board Representatives shall be seated at the first State Board meeting of the next calendar year. An orientation shall be provided to new State Board members at that time.

## Article IX, MEETINGS

1. The Saturday prior to the second Monday of the month of October (Columbus Day Weekend) shall be reserved for the annual meeting of this Association's full membership, or as close to this date as possible as circumstances demand.
  - a. Association members in good standing shall accept or reject the slate of nominees to the board by majority vote of those present at the annual meeting.

- b. Association members shall have an opportunity to meet and discuss issues of the association with current and nominated board members at the annual meeting.
  - c. Association members in good standing shall vote by simple majority whether to accept or reject changes, amendments, or edits of Association bylaws by simple majority vote at the annual meeting of the Association.
- 2. One-hundred (100) Association members in good standing shall constitute a quorum for the Annual Meeting and the annual Leadership Institute.
- 3. Special meetings of Association members may be call by the President, Executive Board, or upon the written request of one hundred (100) Association members in good standing, represented as signatures to the request, and presented to the State Board.
  - a. Special meetings may be held in-person, electronically, or a hybrid of the two formats.
  - b. Members shall be informed of the date, time, and location and/or mechanism for joining the meeting at least two weeks in advance of the meeting.

#### Article X, EXECUTIVE COMMITTEE

- 1. The Officers of the State Board shall serve as the Executive Committee of the Association for the purpose of conducting business matters between the public meetings of the State Board.
- 2. The Executive Committee is also tasked with:
  - a. handling business of a personal and/or sensitive nature, such as issues requiring confidentiality protections,
  - b. interacting with legal, financial, and other consultants and auditors to gain information and recommendations that may be presented to the State Board.
  - c. Interacting with employees and contractors to ensure appropriate responsiveness of the Association and fulfillment of its obligations.
- 3. A quorum of the Executive Committee for the transaction of business is set at three (3) members and the Presiding Officer.
- 4. The President is the only Officer who may call, or may authorize to be called, an Executive Committee meeting.
  - a. In the case where the President is incapacitated, unavailable, or the position is vacated, this privilege is extended to the President-Elect until the State Board can meet to fill the President's seat.
  - b. In the case where both the President and President-Elect are unable to fulfill their duties of office, this privilege will fall to the Vice President of Membership Services.
- 5. The Executive Committee is authorized to work on the behalf of the State Board in urgent matters requiring an immediate response to avoid immanent harm to the Association and its reputation, its directors, and its members.
- 6. The Executive Committee may not modify any action taken by the State Board.
- 7. The Executive Committee must report any action taken to the State Board in a timely manner.

## Article XI, COMMITTEES

1. A Finance Committee, composed of the Treasurer and at least three (3) other Association members in good standing, shall meet to prepare a budget for the fiscal year beginning January 1, and submit it to the State Board at its December meeting in the prior calendar year.
  - a. The Finance Committee may meet from time to time to submit amendments to the budget for the current fiscal year, which may be adopted by majority vote of committee members.
  - b. The Finance Committee will present an actual to budgeted analysis to the full membership of the Association at its annual meeting.
2. A Member Program Committee, composed of the Vice President for Membership Services and at least three (3) other Association members in good standing, shall meet to prepare a calendar of membership events and activities for the calendar year beginning January 1, and submit it to the State Board at its December meeting in the prior calendar year.
  - a. The Program Committee may meet from time to time to submit amendments to the calendar for the current year, which may be adopted by majority vote of committee members.
  - b. The Program Committee will ensure the calendar is provided to Association members and regularly update to members in a timely manner.
3. A Public Policy Committee, composed of the Vice President for Public Policy and at least three (3) other Association members in good standing, shall meet regularly to identify, discuss, and prepare reports to the State Board on state and national issues relating to early childhood education, in a manner consistent with State and National Association missions, values, and objectives.
  - a. Members of the Public Policy Committee may, with the authorization of the State Board, represent the Association at various organizations involved in improving the lives of children and those who support childhood education issues within the state.
4. Additional standing committees may be established by the State Board as it shall, from time to time deem necessary to carry on its work.
  - a. Standing committees are established to address long-term or regular issues or opportunities.
  - b. Standing committees are chaired by a member of the State Board, as appointed by the President or presiding officer of a meeting of the State Board.
  - c. Standing committees must include at least three (3) additional Association members appointed by the Committee Chair. The size of the committee shall be determined by the Committee Chair.
5. Special Committees may be established by the State Board or Executive Committee to address a specific issue or need. Special committees dissolve at the point where their final report and recommendations are submitted to the State Board, unless the State Board authorizes its continuation to answer additional questions or to address a related issue or need.

- a. The Chair of a special committee is designated by the President from the Association's membership.
  - b. The Chair of the special committee shall form the committee from the Association's membership. The size of the committee shall be determined by the Committee Chair, based on the work assigned.
6. The State Board may, in unusual and sensitive circumstances, form an In-Meeting Special Committee during a State Board Meeting to complete a specific task.
- a. The President shall form the In-Meeting committee by assigning the committee task, Chair, and time allowed to complete the task. The President may assign himself as Chair.
  - b. Upon the assignment of an In-Meeting Special Committee, the committee shall immediately go into private session to complete its task within the time given. The public and board members not part of the committee shall be excused from the meeting until the time defined in the assignment. The meeting of the State Board shall be suspended until the time assigned to reconvene, or upon completion of the committee task, whichever comes first,
  - c. The State Board shall reconvene. The committee Chair shall provide a report to the State Board summarizing the findings and recommendations of the committee. This report shall be included in the meeting minutes of the State Board meeting. The In-Meeting Special Committee shall then be dissolved. Any unfinished business of the Special Committee may be assigned to another special committee, or to the Executive Committee, without further delay of the State Board Meeting.

## Article XII, PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of *Robert's Rules of Order* shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order or policies this Association may adopt.

## Article XIII, DISCIPLINARY ACTIONS

1. Any member, including State Board member, who is disruptive or disrespectful to any other member in any formal written or communication may be admonished as out of order and requested to cease behavior by the President, the Presiding Officer or Chair of a meeting.
2. Any member, including State Board member, who is repeatedly admonished, or conducts themselves in a manner tending to injure the good name of the organization, disturb its well-being, or hamper its work may be subject to censure.
  - a. A review of incidents and behaviors is presented to the Executive Committee by the President or presiding officer of a meeting in which the offense occurred. The Executive Committee may request a statement of explanation from the offending member to supplement the information provided. A majority of the Executive Committee shall support or not support the censure of a member

- based on the information presented. The member will be informed of the Committee's decision in writing within one week of the decision.
- b. Any censured member is not in good standing for a duration of one calendar year from the date of censure.
  - c. Any member receiving a notice of censure may appeal the finding to the State Board, either at its regularly scheduled meeting, or at a special State Board meeting.
3. Any member, including State Board member, who acts in an egregious or outrageous manner, or in a manner that is consistently contrary to the current *Code of Ethical Conduct* and purpose of the Association, may be expelled from this Association.
- a. A review of incidents and behaviors is presented to the State Board by the President or presiding officer of a meeting in which the offense occurred. The Executive Committee will request a statement of explanation from the offending member to supplement the information provided. A majority of the State Board shall support or not support the expulsion of a member based on the information presented. The member will be informed in writing of the findings of the State Board within one week of State Board's findings.
  - b. Expulsions are permanent and not subject to appeal. Expelled members are not eligible for refund of dues, fees, or other payments to NAEYC, HIAEYC, or its County Service Area.
  - c. Expulsions relate to HIAEYC membership only. Expulsions do not apply to membership in NAEYC, and do not affect participation in national events and benefits. However, a report of expulsion shall be filed with the National organization, and that organization may take separate and independent action.

#### Article XIV, AMENDMENT OF BYLAWS

1. These bylaws may be amended, repealed, or altered, in whole or in part, by the majority of mail or electronic vote of the full membership, or by the majority of members in good standing at any meeting of the Association, provided that the amendment has been submitted to the membership in writing at least thirty (30) days prior to voting.
2. Amendments may be proposed in writing by any Association member in good standing to the State Board. The State Board shall, by majority vote approve submission of the amendment, with or without adjustments, corrections, or restatement, to the Association membership for vote, or shall provide the submitting member a rationale for disapproving the proposed amendment for submission to vote.
3. Members may submit propositions for changes to bylaws or Association policies to the State Board with the signatures of at least 100 members in good standing. Such a proposition shall be submitted to the membership for vote to approve or disapprove of the proposition without modification by the State Board.
  - a. The Executive Committee may request clarification of a proposition by returning it to the person(s) making the proposition with specific questions. Once revised and resubmitted, the proposition must go before the membership for vote. Signatures to the original proposition need not re-sign the revised proposition

unless the eligibility of one or more signatures is called into question, in which case a new set of 100 signatures will be required. Only propositions generated by membership with 100 signatures of members in good standing shall be submitted to vote.

#### Article XV, DISSOLUTION

1. The HIAEYC may be dissolved by a two-thirds (2/3) vote of members in good standing present at a membership meeting which has been called for that purpose.
  - a. The State Board shall call for such a meeting by majority vote.
2. Upon dissolution of this Association, any funds remaining after settling outstanding accounts and other debts, and the sale of any assets owned by the Association, shall be distributed to one or more regularly organized and qualified charitable organizations that support of early childhood education.
  - a. Such organizations shall be identified, certified, and selected by the State Board with a majority vote.