

**BYLAWS
OF
FACCM, INC.
(Florida Association for Child Care Management)**

**ARTICLE I
Name**

The name of this not-for-profit corporation shall be FACCM, Inc, also known as Florida Association for Child Care Management, referred to in these bylaws as the “Association”.

**ARTICLE II
Mission Statement and Purpose**

Section 1. Mission Statement

The Association is a professional organization dedicated to promoting high standards of early childcare and education through advocacy, accreditation, professional development, and supporting sound business practices to ensure the continued success of the private childcare industry.

Section 2. Purpose

The purpose of this Association shall be to:

1. Promote and develop the businesses who provide early childcare and education in Florida.
2. Advocate for accreditation and high-quality practices in the early childcare and education industry.
3. Advocate and educate in the development of laws, regulations and policies impacting the early childcare and education industry.
4. Advocate for fair and uniform regulatory standards for all licensed early childcare and education programs.

ARTICLE III
Records and Fiscal Affairs: Authority to Act

Section 1. Records:

The Association shall maintain at its principal place of business accurate and complete records of its assets and of its financial, operational, and administrative activities, as well as a listing of its Board of Directors and minutes of the proceedings of its members.

Section 2. Inspection:

All records required by applicable law or regulations to be maintained by the Association shall be open for inspection by the Board of Directors at all reasonable times.

Section 3. FACCM Logo:

The Association shall own a FACCM logo which has been trademarked and the Association retains all legal copywrite permissions.

Section 4. Fiscal Year:

The fiscal year of the Association shall begin on January 1st and end on December 31st.

Section 5. Authority to Set Dues:

The Board of Directors sets the annual dues structure of the Association. In no instance shall the annual dues for any membership class be increased by more than 20 percent in any one fiscal year without the approval of the Board of Directors.

Section 6. Board of Directors Expenses:

No part of net earnings will inure or be to the benefit or be distributable to its Board of Directors. However, the Association shall be authorized and empowered to pay reasonable expenses to its Board of Directors for services rendered in furtherance of the goals of the Association.

ARTICLE IV

General Association Membership

The Association shall not discriminate against any individual based on age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

Section 1. Class of General Association Membership:

- A. **Corporate or LLC Association Membership:** A for-profit corporation or limited liability corporation whose primary purpose is the provision of early childcare and education who owns and/or operates a childcare business or businesses.
- B. **Organizational Association Membership:** A faith-based or non-profit organization that is engaged in operating childcare services.
- C. **Business or Individual Association Membership:** A business or individual that supports the mission of the Association.

Section 2. Good Standing:

Any General Association Member whose dues are current and meets the membership category requirements.

Section 3. Member Initiatives:

General Association Members in good standing may submit items for consideration to the Executive Director to be considered by the Board of Directors.

Section 4. Member Attendance:

General Association Members in good standing may attend the Annual Meeting of the Board of Directors.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Power and Responsibility:

Subject to the limitations by the Association's Articles of Incorporation or these bylaws, all powers and responsibilities shall be exercised by or under the authority of the Board of Directors. The business, financial, administrative and policy making affairs of the Association shall be controlled and implemented by the Board of Directors. It is the goal to represent all early childcare and education businesses fairly and equally across Florida and measures shall be taken to always do so in good faith. The Board of Directors shall be responsible for the overall well-being of the Association and to develop plans and priorities of the Association. The Board of Directors may adopt rules and policies consistent with bylaws.

Section 2. Composition:

The Board of Directors shall be not less than 7 nor no more than 15. These Directors shall consist of General Association Members, with no more than 2 of whom shall be professional individuals from outside the early childcare and education industry, such as an attorney and an accountant. Each Class of General Association Membership will be represented on the Board of Directors. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of the term served.

Section 3. Term of Office:

Directors of the Association shall take office upon appointment by the Board of Directors. Directors shall serve up to three (3) consecutive year terms and/or until a successor is duly appointed and is qualified and seated. A Director may be considered for reappointment after stepping down for sixty (60) days.

Section 4. Consecutive Terms:

Each appointed Director may serve on the Board of Directors for up to but not more than three (3) consecutive terms of office. If the third consecutive term is served as an Executive Committee Officer, such individual shall be eligible to serve an additional period of up to one three (3) year term as Chair of a Committee or Commission. A special vote may be called by a Director at any meeting for continued service beyond the consecutive terms. An affirmative vote of a majority of the Board of Directors is required for approval.

Section 5. Nominations for Board of Directors:

Any Director or the Executive Director may present to the Board of Directors a new candidate for appointment to Director. This nomination shall be presented to the Board of Directors in writing thirty (30) days prior to a meeting. A Director candidate will be voted on by the Board of Directors verbally in-person or virtually, or in writing electronically for appointment to the Board. An affirmative vote of the majority of the Board of Directors is required for the appointment of the nominee.

Section 6. Vacancy:

Any vacancy may be filled by the affirmative vote of a majority of all remaining Directors, even if less than a quorum. The so chosen Director is appointed by vote to serve a three (3) year term commencing as of the date of appointment.

Section 7. Meetings:

Place of meeting of the Board of Directors may be held at any location or virtually as specified in the call of the meeting or agreed to by the Directors.

- A. Annual Meeting: The Board of Directors shall convene in-person or virtually its Annual Meeting that will be publicly noted on the FACCM website and open for General Association Membership to attend.
- B. Regular Meetings: A minimum of four meetings of the Board of Directors shall be held in-person or virtually annually. The Board shall agree on a determined date, time, and location of these meeting and give reasonable notice. Reasonable notice as it relates to regular meetings shall mean not less than thirty (30) days. A member of the Board of Directors may participate in any meeting by any means of communication by which all Directors may simultaneously hear one another during the meeting. Conference call or virtual meetings shall be held as deemed necessary with a minimum of 24-hour notice.
- C. Special Meetings: Special meetings of the Board of Directors shall be held occasionally when called by a Director. Written notice of the date, time, and place of a special meeting shall be delivered to all Directors not less than 24 hours prior to the time of the meeting.
- D. Reports: Any type of Board of Directors meeting shall be recorded with meeting minutes. These minutes shall record any action taken by the Board of Directors during a meeting and shall be voted on for approval at the next scheduled Board of Directors meeting.

Section 8. Quorum and Voting:

A quorum of the Board of Directors shall be 50% of the Directors. If quorum is established a vote can take place with a majority vote consent or dissent to be the determination. One vote may be cast by each authorized voting Director. A vote by the Board of Directors will be verbally in-person or virtually, or in writing electronically.

Section 9. No Proxy Vote:

Every Director entitled to vote or to express consent or to dissent from a proposed action may only do so directly and not by proxy.

Section 10. Removal:

At any regular or special meetings of the Board of Directors any Director may be removed with or without cause, by a vote of the Directors of a two-thirds (2/3) majority of the Directors present. Grounds for removal for cause shall include, but not limited to an unauthorized absence for three (3) consecutive Board of Directors meetings or unauthorized absence for the duly called meeting of any Committee or Commission of the Board of Directors to which a Director has been appointed.

Section 11. Director Conflict of Interest:

Upon appointment or at any time during service, Directors shall disclose to the Board of Directors any potential or actual conflict of interest with other Board Directors, staff, and/or the General Association Membership. The authority to determine conflict of interest shall rest with the Board of Directors and shall be decided by a majority vote. No Director shall financially gain as a result of any activity of the Board of Directors or General Association Membership. No Director shall be associated with contracting or doing business with an organization potentially in conflict with the Association.

ARTICLE VI
Officers

The Officers of the Board of Directors shall be the President, Vice President, Treasure, Legislative Chair, and the APPLE Chair. Officers shall serve a three (3) year term with a maximum of three (3) consecutive terms in the same office. Officers shall be nominated by any Director and appointed by a majority of an affirmative vote by the Board of Directors verbally in-person or virtually, or in writing electronically. A special vote may be called by an Officer at any meeting for continued service beyond the consecutive terms. An affirmative vote of at least two-thirds (2/3) of the Board of Directors is required for approval.

Section 1. President:

- A. Preside at all Board of Directors meetings and shall provide general direction for the Association.
- B. Shall be ex-officio, non-voting member of all committees with the exception of the Executive Committee. The President may establish ad-hoc committees for the furtherance of the good of the Association.
- C. Perform all other duties as may be necessary to promote and uphold the welfare of the Association.

Section 2. Vice President:

- A. In the absence of the President or the event of death, inability, or refusal to act, the Vice President shall be vested with the powers and the duties of the President.
- B. Perform other such duties as may be delegated by the President.
- C. Perform other such duties as from time to time may be assigned by the Board of Directors.

Section 3. Treasurer:

- A. Safeguard the assets of the Association.
- B. Assure all funds are properly accounted for and all expenses properly recorded.
- C. Present an annual financial report to the Board of Directors.

Section 4. APPLE Chair:

- A. Ensure that all updates and revisions to the APPLE Accreditation are executed as necessary.
- B. Work in cooperation to ensure the continued growth of the APPLE Accreditation.
- C. Present at minimum an annual APPLE Accreditation Report to the Board of Directors.

Section 5. Legislative Chair:

- A. Collaborate with the Association lobbyist to ensure the needs of the General Association Membership are addressed.
- B. The Association lobbyist shall report to the Legislative Chair.
- C. Present at minimum an annual legislative report to the Board of Directors.

ARTICLE VII **Executive Committee**

Section 1. Power and Responsibility:

The Executive Committee shall provide guidance and counsel relating to the general direction of the affairs of the Association. In all actions taken by the Officers of the Executive Committee there shall be no attempt to usurp the authority of the Board of Directors and it shall take no action that requires Board approval.

Section 2. Composition:

The Executive Committee shall be comprised of the following Officers of the Association: President, Vice President, Treasurer, APPLE Chair, Legislative Chair, and Executive Director (ex-officio without a vote).

Section 3. Meetings:

- A. **Regular Meetings:** A minimum of four meetings of the Executive Committee shall be held in person, virtually, or by telephone before the Board of Directors Meetings annually.
- B. **Special Meeting:** A special meeting of the Executive Committee may be called by any of the voting Officers and must include all Executive Committee Members. Written notice of the date, time, and place of a special meeting shall be delivered to all Officers and the Executive Director not less than 24 hours prior to the time of the meeting.
- C. **Reports:** The President shall report the discussion and actions by the Executive Committee since the last meeting at each Board of Directors meeting.

Section 4. Quorum and Voting:

A majority of the Officers of the Executive Committee shall constitute quorum but the affirmative vote of the majority of the entire Executive Committee shall be necessary to adopt or perform any action. The Executive Committee may formulate further rules and regulations governing the conduct of its business. The Executive Committee shall vote verbally in-person or virtually, or in writing electronically.

ARTICLE VIII **Committees and Commissions**

There shall be two types of Committees and Commissions authorized:

Section 1. Standing Committees and Commissions:

- A. **APPLE Commission:** Shall be comprised of three (3) or five (5) Directors. The Executive Director (ex-officio without a vote) shall be included on the APPLE Commission. The primary responsibility of the APPLE Commission is to provide guidance and monthly voting approval of APPLE Accreditations. The Chairperson will present to the Board of Directors suggestions relating to APPLE Accreditation developed by the APPLE Commission. The APPLE Commission shall vote verbally in-person or virtually, or in writing electronically. An affirmative vote of a majority of the APPLE Commission is required.

- B. **Legislative Committee:** Shall be comprised of at least three (3) Directors. The Executive Director (ex-officio without a vote) shall be included on the Legislative Committee. The primary responsibility of the Legislative Committee is to impact public policy. The Chairperson will present to the Board of Directors suggestions for a legislative platform developed by the Legislative Committee. The Legislative Committee shall vote verbally in-person or virtually, or in writing electronically. An affirmative vote of a majority of the Legislative Committee is required.

Section 2. Ad Hoc Committees and Commissions: Temporary and shall be established as needed by the President or Board of Directors.

ARTICLE IX **Executive Director**

Section 1. Executive Authority:

The Executive Director shall be the chief executive employee of the Association and the official advisor and agent to the Board of Directors and its Executive Committee. The Executive Director shall exercise general supervisory authority over all affairs of the Association but shall bring such matters to the attention of the Board of Directors as will enable it to remain informed of the manner in which the Association to meet its executive responsibilities. Authority of the Executive Director shall be delineated in a written delegation of authority and job description.

Section 2. Appointment:

In the event of a permanent vacancy in the office of the Executive Director the Board of Directors shall elect a replacement from among candidates submitted for consideration. The Board of Directors shall vote in

person or virtually or in writing electronically. An affirmative vote of at least two-thirds (2/3) by the Board of Directors is required for appointment of an Executive Director.

Section 3. Administrative Responsibilities:

Within the guidelines established by the Board of Directors, the Executive Director shall provide administrative leadership, employ, and discharge employees, supervise the maintenance of the APPLE Accreditation standards, and have responsibility for the day-to-day operations of the Association.

Section 4. Assistance to the Board of Directors:

The Executive Director shall work in close conjunction with the Board of Directors and guide it in the preparation of agendas for its meetings and in the development and accomplishment of its long-range plan.

Section 5. Annual Review of Performance and Compensation:

Annual Review of the performance and compensation of the Executive Director shall be carried before the Annual Meeting by the Executive Committee. The review shall incorporate the opinion solicited from every Director of the Board of Directors and shall be conducted in a meeting of the Executive Committee. Following such review, the Executive Director shall be retained or terminated in terms with the Executive Director's contract. If the Executive Committee recommends termination of the Executive Director, the Board of Directors shall vote to accept or reject such recommendation by a two-thirds (2/3) vote at a meeting of the Board of Directors.

ARTICLE X
Parliamentary Procedure and Amendment of Bylaws

Section 1. Parliamentary Procedure:

When not in conflict with these bylaws, Roberts Rules of Parliamentary Procedure shall establish the rules at all Board of Directors meetings.

Section 2. Amendment of Bylaws:

The bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meetings of the Board of Directors. Any proposed bylaw changes must be distributed to the Board of Directors thirty (30) days prior to a meeting. The proposed changes must be read aloud to the Board of Directors prior to a vote.