

CONSTITUTION AND BY LAWS OF
GEORGIA CHILD CARE ASSOCIATION, INC.

ARTICLE I

Name

The name of the corporation shall be “GEORGIA CHILD CARE ASSOCIATION, INC.”

ARTICLE II

Object

The objects of this corporation shall be to enhance and promote quality, licensed, ~~private~~ child care for the children of Georgia by impacting legislation, providing resources, educating the public, and supporting our members through training programs and networking opportunities.

ARTICLES III

Members

Section 1. Any duly licensed or commissioned ~~private~~ child care entity shall be eligible for active membership, provided they are approved and elected to membership under the criteria as may be determined by the Board of Directors. Each member entity shall designate one individual to serve as its Voting Member. The member entity may change its designated voting member by notifying the GCCA office in writing at least thirty days prior to any General Membership Meeting. Related business firms and individuals shall be eligible for non-voting associate membership, provided they are approved and elected to membership under the criteria as may be determined by the Board of Directors.

Section 2. The annual dues structure shall be determined by the Board of Directors. The treasurer shall notify members who are ~~one month~~ in arrears, and those whose dues are not paid ~~within three months thereafter~~ shall be ~~automatically~~ dropped for membership in the Association.

Section 3. Any member desiring to resign from the Association shall submit his or her resignation in writing to the Secretary or Executive Director.

ARTIVLE IV

Officers and Board Members

Section 1. The officers of the Association shall be as follows:

President

(a) State Vice-President

- (b) Vice-President, Legal and Legislative
- (c) Secretary
- (d) Treasurer

Section 2. Members of the Board of Directors are individuals who are voting members in good standing elected by the members of their respective apportioned districts. A Board seat shall become vacant when the elected Board Member is no longer the designated Voting member of that member entity. The Officers shall be elected annually from the Members of the Board. The total number of Board Members and the geographic representation of the Board of Directors shall be determined by an apportionment method determined by a two-thirds majority of the Board of Directors. The incorporating offices and Board Members shall serve until the first annual general membership meeting.

Section 3. The Officers and other Board Members shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by the Association.

Section 4. One-half plus or minus one, of the Board representatives of each apportioned district will be elected annually by ballot to serve for two years or until their annually are elected. In order to implement this amendment, the Nomination Committee will present along with its apportionment plan for 1993, a plan to elect approximately one-half of the Board representatives of each apportioned district to a one year term, and the balance to the two year term. Each officer will be elected annually on an individual basis by the full Board of Directors under criteria set forth by a two-thirds majority of the Board of Directors. Their term of office shall begin with the first item of new business on the agenda at the next Board meeting to be held within ninety days. The Chairperson of the Nominating Committee shall Chair the election proceedings until all Officers are elected. If a Board of Directors seat should become vacant the Board may appoint at the next regularly scheduled Board Meeting a member in good standing to fill the unexpired term. If an office should become vacant, the Board of Directors may elect at the next regularly scheduled board Meeting a Board member in good standing to fill the unexpired term of office.

Section 5. Unless otherwise specifically authorized by a two-thirds majority vote of the board, no member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office. This provision will not prohibit members from serving as an Officer or Board Member for more than two terms but does restrict members from being elected to the same office for more than two consecutive terms.

Section 6. The immediate past president of the Association will be entitled to continue ex-officio status on the Board of Directors with voting powers until such time that the current President leaves the office of President.

Section 7. If the Director for a district is not fulfilling his or her commitment according to the Board Commitment Letter, he/she may be subject to removal represented by its duly elected Director or his representation for two (2) consecutive Board meetings the Director

~~will be subject to removal from the Board by majority vote of the Directors, provided the Director has been given a ten (10) day written notice. If there Director wishes to dispute the remove, he/she may submit a written rrequest during the notice period and then will be given the , and an opportunity to appear before the Board prior to formal action being taken by the Board. The board member can be removed based on a vote of the majority of the executive committee if the Director being removed does not appeal the decision. Otherwise, vote of the full board is required.~~

ARTIVLE V Meetings

Section 1. The first annual general membership meeting of the Association shall be held on a date determined by a majority vote of the initial Board of Directors. Dates of any annual general membership meeting can be set or changed by a majority vote of the Board of Directors.

Section 2. The annual general membership meeting shall be for the purpose of receiving reports of Officers and Committees and for any other business that may arise.

Section 3. Special meetings can be called by the President, any eight (8) members of the Board of Directors, or upon the written request of twenty members of the Association. The purpose of the meeting shall be stated in the call but business of the called meeting shall not be limited to the items stated in the call. Except in cases of emergency, at least two (2) days notice shall be given.

Section 4. In any meeting of the Board of Directors, six (6) members are required to constitute a quorum. In any general membership meeting, twenty (20) members are required to constitute a quorum.

ARTICLES VI Committees

Section 1. The President will serve as ex-officio of all committees with voting power except in the nominating committee.

Section 2. Unless otherwise designated by these by laws, all committee chairs shall be appointed by the President.

Section 3. The Executive Director (or appropriate staff member) will attend, if requested all committee meetings and Board meetings without voting power.

Section 4. The State Vice President will assist the President in carrying out his or her duties, It shall be the duty of the State Vice-President to act as Chairperson of the Board

should the President be absent. Should the office of President become vacant at any time, the State Vice-President will assume the office of President.

Section 5. The Executive Committee shall be chaired by the President and include the State Vice President; Vice President, Legal and Legislative; Secretary; and Treasurer. The Executive Committee shall serve as an interim governing body between meetings of the Board and operate with the authority vested by the Board. The Executive Committee will ensure implementation of all directives and policies of the Board of Directors and make recommendations to the Board on all matters pertaining to the advancement of the interests and welfare of the Association and its members. The Executive Committee shall report all its actions to the Board of Directors and cannot expend any funds without Board approval.

Section 6. The Legal and Legislative Committee shall be composed of the Vice President, Legal and Legislative as Committee Chair. Members will be the State Vice President and the President as ex-officio. The Chairperson will have authority to appoint up to ten (10) members from the general membership to the committee. It shall be the duty of this committee to establish staff guidelines of responsibility in matters relating to federal, state and local legislative activity and further instruct the staff to report necessary information to the general membership. This committee will be responsible also to the entire Board of Directors to establish criteria for action by the staff legal counsel.

Section 7. The Nominating Committee shall be chaired by the Secretary. In the event the Secretary is a nominee, the President will appoint an eligible committee member to assume the duties of the Chair. It is the responsibility to the committee to develop and present to the Board for adoption a membership apportionment plan prior to elections and present a slate of officers. The Secretary will be responsible for all official minutes of the Association Board meetings, but may designate this responsibility to the Executive Director or staff personnel.

Section 8. The Finance Committee shall be chaired by the Treasurer. Other members of this committee shall consist of the President and the State Vice-President. It shall be the duty of this committee to prepare a budget for the fiscal year beginning the first of January, and to submit the budget to the full Board of Directors for approval no later than one month prior to the effective date of the proposed budget. The full Board must approve the annual budget although the Finance Committee can from time to time approve supplements to the budget for the current fiscal year up to but not more than ten percent(10%) of any budgeted item. The Finance Committee must approve any expenditure which might come up outside the realm of the annual budget before presentation to the Board of Directors.

Section 9. The Public Relations Committee may be composed of up to ten (10) members from the general membership to the committee, as appointed by the Chairperson. The Chairperson will also have authority to appoint any number of individuals from outside the organization to the committee as honorary members without voting power. It shall be the duty of this committee to develop public relations programs to enhance the image of

the Association, the Association members and the child care industry in Georgia. Any new public relations programs developed by this committee must be approved by the Board of Directors.

Section 10. The Professional Development Committee will be responsible for initiating and developing training and education opportunities and resources for the child care community. Members of this committee shall be appointed by the Chair. Any company or individual staffed or contracted to the Association's training programs may serve as a non-voting member of the committee.

Section 11. The Association's banking procedure, including signing of Association checks, shall be determined by 100% agreement of the Finance Committee. If the Association banking procedure is not in total agreement with the full Finance Committee, a majority vote of the Board of Directors shall determine this procedure.

Section 12. Additional committees may be set up on a need basis by a majority approval of the Board of Directors.

ARTICLE VII Association Staff

Section 1. The Association staff shall be headed by an Executive Director to be responsible to the Board of Directors. The basic function of the Executive Director shall be to carry out the duties as prescribed by the Board of Directors. All other paid staff personnel shall be responsible to the Executive Director as to job descriptions, salary arrangements, and working conditions as approved by the Executive committee of the Board of Directors. The Executive Director will not have voting privileges on committees or on the Board. When a staff position becomes vacant, the Executive Committee shall serve as a special Personnel Committee to fill the vacancy. Should the Board of Directors vote not to immediately fill the position of Executive Director, the Executive Committee shall fulfill the responsibilities of the Executive Director. An Executive Director can be terminated at any time upon the recommendation of any officer and two-thirds vote of the Board of Directors. Termination of other staff personnel shall be the responsibility of the Executive Committee. The Executive Director may make recommendations.

ARTICLES VIII Parliamentary Authority

Section 1. The rules contained in the current edition of ROBERTS RULES OF ORDER NEWLY REVISED shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws and any special rules of order the Association may adopt.

ARTICLES IX

Amendment of By-laws

Section 1. These By-Laws can be amended at any regular general membership meeting of the Association by two-thirds vote, provided that the amendments have been made available in either written or electronic format, at least fifteen (15) days prior to meeting.

Amended – October 1987

Amended – October 1989

Amended – October 1991

Amended _ October 1992

Amended _ October 1993

Amended – July 2010

[Amended – XXXX 2017](#)