



**MARYLAND STATE CHILD CARE ASSOCIATION, INC.
BY-LAWS ADOPTED July 1, 2016**

ARTICLE I NAME

The name of the Association shall be: Maryland State Child Care Association, Inc., a non-profit Association, hereafter known as the Association or MSCCA.

ARTICLE II PURPOSE

The purpose of this Association shall be:

- Section 1.** To strengthen the quality of child care through information and resource sharing;
- To promote the growth of quality child care programs in Maryland, with emphasis on efforts to provide the public with information concerning the benefits of licensed, center- based child care services;
- To disseminate information concerning quality child care to parents, the community and the media;
- To facilitate communication between child care providers, their contracting agencies, and parents.
- Section 2.** To assist legislative, regulatory, standard-setting, and other government or private bodies in the development of laws, regulations and policies affecting child care services.
- To compile and utilize this information in the most effective manner, individually and collectively, in bringing about positive change for quality child care.
- To work cooperatively with other concerned groups in supporting and pursuing common goals and objectives.
- To promote professionally managed, licensed for-profit and non-profit child care centers.
- To provide information to members and prospective members of the child care community.

ARTICLE III

MEMBERSHIP

Section 1.

The following are categories of membership:

- A. Regular Member: Regular Members shall be any licensed child care center or group of licensed centers owned or operated by the same licensee.
- B. Individual Member: Individual Members shall be persons not employed or **who's center is not a regular member**, in a child care center and wants to help further the objective and purpose of the Association. Individual Membership may not constitute more than 10% of the full MSCCA membership at any time.
- C. Business Member: Allied Business Members shall be any businesses or organizations which cannot qualify for regular membership in the Association, and want to help further the objectives and purpose of the Association.

Section 2.

Members may withdraw from the Association, by written notice; however no dues or fees shall be refunded upon such withdrawal.

ARTICLE IV

CHAPTERS:

Section 1.

Any group of Regular Members, Individual Members and Business Members located in a defined geographical may apply to become a Chapter of the Association. The Board may approve or disapprove all such applications. To achieve Chapter status, applicants must comply with each of the following:

Section 2.

Each Chapter that participates in MSCCA affairs must have 50% of its members enrolled as annual members of the MSCCA. Chapters must document the annual dues payment of the 50% minimum MSCCA membership to receive a vote at the business meetings of the MSCCA Board.

A Chapter Representative must submit a current members list by January 31st of each calendar year to the Executive Director for review.

A Chapter shall have a Representative/President that must be a Regular Member and shall attend 80% annual MSCCA Board scheduled meetings. Attendance records are kept by the Board and Chapter removal for non-compliance is determined by a simple majority vote of the full Board.

Written reports in review of Chapter activity must be submitted at (or before) all regularly scheduled MSCCA Board Meetings.

Section 3.

Each Chapter shall acknowledge itself to be part of the Maryland State Child Care Association; and shall have the privilege of adopting whatever

rules, by-laws and operating procedures necessary for carrying out its' respective Chapter functions, not in conflict with MSCCA purpose and by-laws.

Section 4. Use of the Association logo by Chapters, must have prior approval by the Association's Board of Directors.

Section 5. **All Chapters must submit bank account information for the chapter and allow access to all bank accounts associated with the Chapter. Chapters must inform the Board on financial profits, losses, grant funds and applications, fundraisers and other financial transactions which will affect the 501C3 status of the Association.**

ARTICLE V

MEMBERSHIP DUES

Section 1. The annual membership dues, as determined by the Association's Board of Directors, shall be paid upon joining the Association and renewable on an annual calendar basis.

Section 2. Annual Dues are payable within 60 days after receipt of the invoice which will be distributed no later than January 1st of each year. A Late Fee, determined annually by the Board of Directors, may be assessed on renewals Received after March 1st of each calendar year. Members failing to pay dues or other indebtedness to the Association, may be suspended from all rights, benefits and privileges.

Section 3. In cases where any person, partnership or corporation, which has ownership interest in a member center also has an ownership interest in other centers eligible for membership under Section 1 above, dues shall be paid to the Association, for all licensed slots in centers in which any such person, partnership or corporation, has an ownership interest.

ARTICLE VI

MEETINGS

Section 1. The Association's Board of Directors shall meet at such times and places as the Board shall designate but shall meet at least eight times each year.

Section 2. Emergency meetings of the Board of Directors may be called by the President or by a simple majority of the Board of Directors as necessary.

Section 3. The order of business at any regular or special meeting of the Board of Directors shall be: Reading of the Minutes, Treasurer's Report, Reports of Officers and Committees, Chapter Reports, Old Business, New Business, and Adjournment. Members shall notify the President prior to the meeting, if possible, to add agenda items.

Section 4. There shall be a General Membership Meeting of the Association held at such date and time as the Board of Directors may select.

Section 5. Quorums

A. A quorum for meetings of the Board of Directors shall consist of a simple majority of the elected officers and Members at Large and **designated representative of Chapter.**

Section 6. Proxy voting will not be accepted.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. The Board of Directors shall consist of:
A. The Elected Executive Board Members
B. Members at Large, **a number to be determined by the Board of Directors**
C. Individual Members may serve as a Member at Large on the Board.
D. The President or designated representative of each Chapter
E. The Immediate Past President ex-officio; and (Emeritus)
F. No more than one individual representing Business Member Interests in conjunction with the Election of Officers by a simple majority of the Board. (The Business Member shall have one representative who sits on the Board and may serve on an MSCCA Committee at the pleasure of the Board.)

Section 2. The Officers and Members at Large shall be elected to and announced at the General Membership Meeting to the membership. Each elected Officer or Member at Large shall assume office at the beginning of the next calendar year following the election, and shall hold office, unless otherwise removed as hereinafter provided, for a minimum of two (2) years or until his or her successors have been duly elected and qualified.

Section 3. Executive Board Members may serve more than two consecutive terms in the same office.

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Section 4. A. All nominees for President shall have served a minimum of one 2-year term in a position as an Executive Officer or 2 year term as a member, as First Vice President, Second Vice President, Secretary, Treasurer or Member at Large after 2 year term a total of 4 years on Board prior to qualifying to have their name placed in nomination to serve as President of the Association.
B. No individual may hold more than one position on the Board of Directors at any one time.
D. Must attend 80% **or a number determined by the Board of Directors**

Section 5. In the case of the death, resignation, **ineligibility** or removal of any Member of the Board of Directors the vacancy shall be filled **by the Executive Director until the Board convenes to resolve the vacancy.**

Section 6. No more than two persons who are employed by or have an ownership interest in any member center or group of centers shall have seats on the Board of Directors, unless this provision is waived by the Board of Directors when it considers such exception to be in the best interests of the Association.

ARTICLE VIII OFFICERS

Section 1. The Association's Executive Committee shall be Regular Members and consist of a President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President. The Executive Committee may also appoint an Emeritus Executive Committee member to serve at the pleasure of the Board.

Section 2 The President shall be the spokesperson and presiding officer for the Association. The President shall preside at all meetings of the general membership and the Board of Directors. The President shall appoint all standing and special committees, of which the President shall serve as ex-officio Member.

Section 3. The First Vice-President shall assist the President and, in the absence of the President, shall perform the duties of the President. The First Vice President shall have duties as the President or the Board may assign.

Section 4. The 2nd Vice President shall have such duties as the President or the Board may assign.

Section 5. The Secretary or Designee shall issue notices for all meetings, **keep the minutes, be responsible for recording, accessing and maintaining all minutes as deemed necessary by the Board and have charge of the Association's sign with the President, instruments requiring the Secretary's signature,** and shall make such reports and perform other duties incidental to the office **or properly** requested by the Board of Directors.

Section 6. The Treasurer or Designee shall oversee of all funds of the Association; the depositing of the same in the name of the Association in such bank or banks which are designated by the Board of Directors; the dispersing of funds only in accordance with the authority of the Board of Directors; and, shall make such reports and perform other duties incidental to the office or properly requested by the Board of Directors.

Section 7. Each member of the board, with the exception of the President, shall chair a standing or ad hoc committee of the Association.

Section 8. Executive Committee – The President, First and Second Vice Presidents, Emeritus, Secretary, Treasurer and The Immediate Past President shall constitute the Executive Committee. The Executive Committee shall

exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors any actions taken at the Board's next meeting. The Executive Committee shall have the power, within the broad scope of the policies adopted by the Association and/or the Board of Directors, to perform, delegate, authorize, empower and approve such action as, in its sole discretion, shall be necessarily required to advance the best interests of the Association.

ARTICLE IX

EXECUTIVE DIRECTOR

The Board of Directors may appoint and evaluate the Executive Director who may be employed/contracted by the Association and who shall serve at the pleasure of the Board. The Executive Director shall be responsible for the administration and management of the Association and such specific duties as may be assigned by the Board.

ARTICLE X

NOMINATIONS & ELECTIONS:

Section 1.

Not later than ninety (90) days prior to the General Membership meeting, the President shall appoint a Nominating Committee of at least (1) Board member and the Chapter Presidents and the Immediate Past President who shall act as Chairperson.

Section 2.

The Nominating Committee shall have access to the roster of active members and shall qualify nominees for each elective office. The Nominating Committee may qualify more than one person for each office. Prior to reporting the name of any candidates, the committee shall receive the Letter of Commitment advising that the candidate will comply with those terms if elected.

Section 3.

Candidate Nomination: The Nominating Committee will advise all candidates of their nomination for office. In the event a candidate is nominated for more than one office the individual must choose a single position for which their name will appear on the ballot. All candidates for MSCCA President must have served a minimum of one term as an Executive Board Member (Article VII-Section 4.) officer of the Board as First Vice President, Second Vice President, Secretary or Treasurer.

Letter of Responsibility: Each candidate must submit a signed Responsibility Commitment statement before their name is submitted to appear on the ballot.

Ballot Verification: The Final Ballot will be presented to the Board by the Nominating Committee for final verification before communicating to membership at the Board meeting preceding the election.

Voting Members: One ballot will be distributed to each Individual Member and Regular Member listed on the current database for the Election of Officers and Board Members. All ballots must be returned to the MSCCA Headquarters office by the date stipulated on the ballot.

Nomination and Ballot Deadlines: All Nominating Committee dates

determined and published for receipt of Nomination forms and the return deadline date published for return of the completed ballot will be honored.

Section 4. The Nominating Committee shall formulate the ballot and distribute to the Membership no less than 30-days before the announced ballot return deadline. The ballot results will be announced at the General Membership Meeting by the Nominating Committee Chair or the Executive Director if the Chair is not in attendance.

Section 5. The President shall cause an official written ballot to be taken. The ballots and absentee ballots will be counted by the Nominating Committee. All candidates receiving a plurality of the votes cast shall be declared the winner.

The ballots will be counted by the Nominating Committee. All members are permitted to attend the final ballot tally meeting of the Nominating Committee while ballots are opened and recorded. For the position of Member at Large: when there are multiple posts to be filled and multiple candidates with the greatest number of votes shall be declared the winners, in descending order, until all posts are filled. The ballot results will be announced at the General Membership Meeting by the Nominating Committee Chair or the Executive Director if the Chair is not in attendance.

Section 6. The new Officers and Directors shall assume their duties at the beginning of the next calendar year.

ARTICLE XI **COMMITTEES**

The following will be standing committees, included but not limited to: Nominating, Administrative and By-laws, Legislative, Membership and Member Services and Professional Development. The President shall appoint such Standing and Ad Hoc Committees as may be needed.

ARTICLE XII **DISSOLUTION OF THE ASSOCIATION**

A vote to dissolve the Association shall require an affirmative vote of two thirds (2/3) of the members entitled to vote. In case of dissolution of this Association, the Board of Directors shall authorize the payment by the Treasurer/Treasurers of all indebtedness of the Association, to the limit of the Treasury at the time of the dissolution, and to arrange for the distribution of any remaining net assets to a recognized scientific or educational not-for-profit organization, as approved by a majority of the Board of Directors.

ARTICLE XIII **BY-LAWS AND AMENDMENTS**

Amendments to the By-laws shall be submitted to the full membership via US mail or electronic means for approval not less than thirty (30) days prior to the published closing of the final tally. The adoption of these changes will be determined by a simple majority of the full membership.

ARTICLE XIV

FORMS OF COMMUNICATION

With the approval of the Board, any action required by these By-laws to be taken at a meeting of the Board, Executive Committee, or General Membership may be taken by mail or by electronic means, including telephone, teleconference, email, facsimile or other telecommunications technology.

ARTICLE XV

ROBERTS RULES OF ORDER

Roberts Rules of Order, as it may be amended, shall be the governing rules for all situations not otherwise covered by these By-laws.

ARTICLE XVI

INDEMNIFICATION

The Corporation shall indemnify and save harmless, directors, officers, employees and agents to the maximum extent possible under the laws of the State of Maryland. The provisions of the Maryland Non-Profit Corporate Code as this statute presently exists or any corresponding sections of any future amended code and are hereby incorporated by reference into these by-laws.

Definition:

Emeritus- One retired from professional life but permitted to retain as an honorary title the rank of the last office held **and shall have voting privileges.**