

**EARLY CHILDHOOD COUNCIL LEADERSHIP ALLIANCE, INC.
BYLAWS**

ARTICLE I - NAME AND PRINCIPAL OFFICE

1.1 Name: The name of this organization shall be the Early Childhood Council Leadership Alliance, Inc. (ECCLA).

1.2 Principal office: The principal office of ECCLA shall be at 4891 Independence Street, Suite 140 Wheat Ridge, Colorado 80033 or at such other place as determined by the Executive Director and Board of Directors. The corporate records shall be kept at the principal office.

ARTICLE II - MISSION AND PURPOSE

2.1 Mission: To improve access to quality services and supports for young children through a statewide network of Early Childhood Council leaders and key stakeholders.

2.2 Purpose: The purpose of ECCLA is to facilitate and coordinate a comprehensive system of early childhood services for the benefit of all children and their families in the State of Colorado, including but not necessarily limited to the following:

1. To serve and act on behalf of the needs, rights and well-being of children, families and early childhood professionals in partnership with local Early Childhood Councils in the State of Colorado.
2. To facilitate the capacity of local Early Childhood Councils to embrace the *Colorado Early Childhood Framework* to promote the goal that “all children are valued, healthy and thriving,” by providing a forum for the exchange of information:
 - a. Where Early Childhood Councils can make their needs known and their voices heard;
 - b. Where Early Childhood Councils can take joint action on problems of mutual concern;
 - c. Where Early Childhood Councils can share resources and knowledge.
3. To educate and inform policy and the public at large to achieve the mission and purposes of ECCLA.
4. To cooperate with local, state and national organizations and agencies working with and for young children.

5. To address matters that impact the quality, accessibility and affordability of early childhood services and support throughout Colorado.

ARTICLE III - MEMBERS

3.1 Classes of Membership, Voting and Limits

- a. Voting Members: Only Colorado-based Early Childhood Council Leaders (Councils) are voting members. Each Council that has paid dues and is a member in good standing, and who otherwise meets the guidelines of ECCLA's policies and procedures regarding membership, has voting rights.
- b. Each Council member has one (1) vote on any matter coming before the full membership.
- c. Non-Voting Members:
 - a. Statewide Partner – Any organization that has an interest in ECCLA and supports its mission, purpose, philosophy and programs, that has paid dues and is a member in good standing, and who otherwise meets the guidelines of ECCLA's policies and procedures regarding membership.
 - b. Individual – Any community member who has an interest in ECCLA and supports its mission, purpose, philosophy and programs, who has paid dues and is a member in good standing, and who otherwise meets the guidelines set forth by ECCLA's membership policies and procedures.
- d. Membership Dues – The ECCLA Board of Directors shall determine the amount of annual dues payable to ECCLA, and all other rules, policies or procedures related to ECCLA dues. Dues shall be paid annually.
- e. Vacancies – Members may resign at any time by giving written notice to the secretary or president of ECCLA. Membership dues are not refundable. Vacancies are handled as follows:
 - a. Council members: If the designated representative resigns, the Council member shall designate a successor representative from the same local Early Childhood Council.
 - b. Statewide Partner Members: If the designated representative resigns, the Statewide Partner shall designate a successor representative from the same organization.
 - c. Individual Members: Because these are individuals, if the member resigns, there is no vacancy to be filled. New members will be considered on an annual basis.

- f. Volunteers - All ECCLA members and the ECCLA Board of Directors are volunteers and shall serve without compensation from ECCLA. They may be reimbursed for out of pocket expenses in accordance with ECCLA financial policies and procedures for their services in carrying out the purposes of ECCLA, provided that such reimbursement in no way adversely affects ECCLA's qualification as a tax exempt organization under Section 501(c)3 of the Internal Revenue Code.

ARTICLE IV - BOARD OF DIRECTORS

4.1 The affairs of ECCLA shall be governed by a Board of Directors (“Board”).

4.2 The Board of Directors shall exercise supervision, control and direction over the affairs of ECCLA, shall determine ECCLA’s policies and procedures, shall actively promote ECCLA’s purpose, and shall oversee and exercise discretion in the expenditure of ECCLA’s funds. The Board may adopt such rules, policies and procedures for the conduct of ECCLA’s affairs as the Board in its discretion deems advisable.

4.3 The Board may appoint such agents as it may consider necessary to carry out the purposes of ECCLA, including but not limited to an Executive Director.

4.4 The Board of Directors shall consist of at least nine (9) and no more than thirteen (13) elected Directors. Except when there is an unfilled vacancy on the Board, the Board shall be comprised of an odd number of Directors. The Board shall be nominated and elected by the full voting ECCLA membership in accordance with Article VII. At the first meeting of the Board of Directors after the election of Directors, the Board shall elect from the Board membership a President, Vice-President, Secretary and Treasurer.

4.5 The Board of Directors shall include both Community leaders and Council members. Council members shall constitute the majority of the Board.

4.6 The President shall be responsible for scheduling the annual meeting and at least three additional meetings of the Board of Directors per fiscal year.

4.7 Fifty-one percent (51%) attendance by the Board of Directors shall constitute a quorum for the transaction of business.

4.8 Unless otherwise specified in these Bylaws, voting shall be by a simple majority vote.

a. Any action without a meeting required by the Board of Directors may be conducted instead via email, conference call or telephone. A response from a simple majority of the current Board members is required to take action. The emails or conversations

shall be documented and filed with the minutes of proceedings of the Board and maintained in the official files.

4.9 A Director's term of office shall be for two years. Directors are eligible for re-election to one additional consecutive two-year term. Former Directors are eligible for re-election after a two-year period off the Board.

4.10 Vacancies among the Board of Directors shall be voted upon by the full voting membership as described in Article VII. Vacancies among officer positions on the Board of Directors shall be filled by a vote of the Board of Directors and shall extend until the end of the term of the office being filled.

4.11 All members of the Board of Directors, both Council and Community Leaders, will be asked to make a financial contribution of at least \$1.00 to ECCLA each fiscal year.

ARTICLE V - OFFICERS

5.1 The officers of ECCLA shall be a President, Vice-President, Secretary and Treasurer.

5.2 The duties of the officers shall include those that are usually performed by these offices, including, but not necessarily limited to:

- a. President: The President shall preside at all meetings of ECCLA.
- b. Vice President: The Vice President shall preside at the meetings and perform other duties of the President in the absence of the President.
- c. Secretary: The Secretary shall review and oversee the distribution of the meeting minutes. In the absence of the staff minute taker, the Secretary will be responsible for taking board meeting minutes.
- d. Treasurer: The Treasurer oversees the organization's finances, including financial policies and procedures, and serves as the Chair of the Finance Committee. The Treasurer presents the annual budget to the Board for approval. The Treasurer also provides regular financial reports to the Board.

Additional officer qualifications and duties may be defined by the Board in job descriptions.

5.3 All Officers' terms shall be one year per position. Officers are eligible for re-election to one additional one-year term, per office.

5.4 Any officer, director or representative elected or appointed by the ECCLA membership or President may be removed at any time by a two-thirds vote of the membership present at the meeting in which voting is held, whenever the best interests of ECCLA will be served thereby.

ARTICLE VI - FINANCES

6.1 The Board of Directors shall annually establish and monitor the ECCLA budget in accordance with the by-laws and policies and procedures of ECCLA.

6.2 All funds received by ECCLA shall be placed in a general operating account. Additional fiscal policies and procedures shall be established, reviewed and approved by the Board of Directors, and shall be in accordance with generally accepted accounting principles for non-profit corporations.

6.3 Upon the Board of Directors' annual approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval from the Board of Directors.

6.4 Annual reports shall be submitted to ECCLA members showing income, expenses and pending income. The financial records of the organization are public information and shall be made available to ECCLA, Board of Directors and the public.

ARTICLE VII - NOMINATIONS AND ELECTIONS

7.1 The Board of Directors shall appoint an ad-hoc nominating committee consisting of up to five (5) ECCLA members, the Board of Directors and the Executive Director (ED).

The Board of Directors recruitment and selection process shall take place as follows:

a. Council Leaders – Elected

Council Coordinators shall either nominate themselves or other Coordinators by completing a Board of Directors nomination form. Nominations and elections of Council Board members shall take place as described in Article VII. Per ECCLA by-laws, Council Coordinators shall always constitute the majority of the Board.

b. Community Leaders – Approved

The ECCLA nominating committee shall work with the ED to consider a list of possible candidates from the community (non-Council leaders) based on qualifications outlined in the Board nomination form, along with professional relationships and/or recommendations made by ECCLA staff, members, partners or other community leaders. Once a candidate is identified, the ED shall complete a nomination form for the Board to consider. If the Board approves the candidate, the ED shall invite that individual to join the Board. If the invitation is accepted, the candidate is considered an approved Board member of ECCLA.

7.2 The Board of Directors shall request nominations for Council candidates for the Board of Directors from the ECCLA membership in accordance with the nominating committee's procedures.

7.3 The nominating committee shall prepare a list of Director candidates and shall notify the ECCLA membership of the list of Council candidates no later than two weeks prior to the date of the election of Directors.

7.4 Each voting member shall be entitled to cast one vote per each open Council position on the Board of Directors. For example, if there are four open positions on the Board, each voting member shall be entitled to vote for up to four candidates.

7.5 Voting may take place either electronically or in-person.

7.6 Open positions of the Board of Director shall be filled by the Council candidates who receive the most votes. In cases where Board membership no longer meets the requirements outlined in the bylaws Article IV, the Board may call an election to temporarily fill vacant positions until the scheduled end of that term. Filling in this vacancy does not apply to the term limits.

ARTICLE VIII - COMMITTEES

8.1 The President, with the approval of the Board of Directors, may appoint as many standing and special committees as the President determines are necessary to further the purposes of ECCLA. Committee membership shall include representatives from Council membership, the Board of Directors and any resource partners determined to be necessary and appropriate for the stated goals and objectives of the committees. At a minimum, the Board will have two committees: the Finance Committee and the Executive Committee.

ARTICLE IX – CONFLICT OF INTEREST/CONFIDENTIALITY

9.1 Members, Officers and Directors shall disclose any possible conflict of interest to the other members of the Board and shall not vote or use personal influence on any matter involving a possible conflict of interest. No member shall disclose or use confidential information relating to the affairs of ECCLA for the personal profit or advantage of the member, the member's family or program. No member of the Board shall accept gifts, excessive entertainment or other favors from any outside person or organization that does business or is seeking to do business with ECCLA.

ARTICLE X - FISCAL YEAR

10.1 The fiscal year of the Corporation shall be from January 1 through December 31 unless and until a different fiscal year is adopted by the Board of Directors.

ARTICLE XI - MEETINGS

11.1 The annual meeting of the ECCLA membership shall be held at a date, time and place to be determined by the Board of Directors. The purpose of the annual meeting shall include the election of the Board of Directors and such other matters as may properly be brought by or before ECCLA members.

11.2 Regular meetings of the ECCLA Board of Directors, in addition to the annual meeting, shall be scheduled by the President or a majority of the Board of Directors and held at a designated site a minimum of three times annually.

11.3 The ECCLA membership and the Board of Directors shall be notified by email of the date and place of the annual meeting no later than four weeks prior to the annual meeting date. The Board of Directors shall be notified by email of the date and place of regular meetings no later than four weeks prior to the regular meeting date.

11.4 ECCLA members and/or the Board of Directors may hold a meeting via teleconferencing and transact business following the confirmation of a quorum in attendance. The Board of Directors may discuss and vote on matters electronically. The vote shall be valid in providing a quorum of required ECCLA membership and/or Board of Directors participation.

ARTICLE XIII - QUORUM

12.1 A quorum shall be necessary in order to conduct business. Fifty-one percent (51%) of ECCLA members shall constitute a quorum at any meeting of ECCLA. Each member of ECCLA shall have one vote. Fifty-one percent (51%) of Board members shall constitute a quorum at any meeting of the Board of Directors. Each member of the Board shall have one vote.

ARTICLE XIV - DISSOLUTION

13.1 ECCLA may be dissolved at a membership meeting called for that purpose by a majority vote of the ECCLA members.

13.2 Upon dissolution of ECCLA, other than incident to a merger or consolidation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of ECCLA, dispose of all of the assets of ECCLA exclusively for the purpose of ECCLA, for public purposes or exempt purposes within the meaning of section 501(c) of the IRS code, or to such organization or organizations organized and operated exclusively for charitable, educational religious or scientific purposes as shall at the time qualify for an exempt organization or organizations under Section 501(c)(3) or the corresponding provisions of any future United States Internal Revenue Service Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of ECCLA is then located, exclusively for such purposes or to such

organizations as said Court shall determine which are organized and operated for such purposes.

ARTICLE XV - PARLIAMENTARY AUTHORITY

14.1 Robert's *Rules of Order, Newly Revised*, shall be the parliamentary authority of the association. Meetings shall be conducted in accordance with Robert's Rules of Order unless the members present vote to suspend the rules.

ARTICLE XVI - AMENDMENTS

15.1 These bylaws may be amended, repealed, or altered, in whole or in part (a) by a majority vote at any meeting of the Board of Directors, provided that a copy of any amendment proposal for consideration shall be shared with the Board of Directors at least five (5) business days in advance of a vote.

Approved: July 19, 2017

Original By-Laws Approved: May 13, 2014

Revised: January 20, 2016