



**AMENDED AND RESTATED BYLAWS OF
THE COLORADO ASSOCIATION OF FAMILY CHILD CARE**
Adopted: June 24, 2023

BYLAWS OF

THE COLORADO ASSOCIATION OF FAMILY CHILD CARE A Colorado Nonprofit Corporation

Article I NAME AND OFFICES

Section 1.01 Name. The name of the organization is The Colorado Association of Family Child Care (the “Corporation”).

Section 1.02 Offices. The principal office of the Corporation shall be located in Colorado. The Corporation may have other offices within and without the State of Colorado as determined by the Board of Directors or operational needs.

ARTICLE II PURPOSE

Section 2.01 Purpose. The purposes of the Corporation are:

- (a) The promotion of community welfare through organization and education of family child care professionals and other persons concerning all aspects of child care services,
- (b) The promotion of high standards within the family child care profession;
- (c) Generating awareness of family child care as a positive and valuable profession;
- (d) The promotion of communication among child care professionals, officials, organizations, child care consumers, government agencies and all others which will enhance the general society’s understanding of family child care to the end that family child care providers and society will be benefited thereby.

ARTICLE III MEMBERS

Section 3.01 Membership. Membership in the Corporation shall be open to individuals and entities as outlined in Section 3.02. All classes of Members are entitled to one (1) vote on any issue presented to the Members and at the annual meeting for elections. All Members must support and demonstrate a commitment to the Corporation’s purpose.

Section 3.02 Classes of Membership. The Corporation shall have the following four classes of voting Members:

- (a) **General Membership.** General Members are individuals who have submitted a membership application and annual dues. General Members may attend and serve on committees.

(b) **Affiliate Membership.** Affiliate Members are Child Care Associations in Colorado who have completed, signed, and submitted an annual Corporation Affiliate Contract along with appropriate fees. Each Affiliate Member must have a registered EIN with the Internal Revenue Service.

(c) **Lifetime Membership.** Lifetime Members must be nominated and approved by the Board of Directors. To qualify for a Lifetime Membership, one (1) of the following criteria must be met:

(i) Served on the Corporation's Executive Board for over fifteen (15) consecutive years, or

(ii) Served as a Committee Chair for over fifteen (15) consecutive years, or

(iii) Served as an Affiliate Representative for over fifteen (15) consecutive years.

(d) **Advocate Membership.** Advocate Members are those who work in a child care related field but do not work directly with children. Annually, Advocate Members must submit an application and pay dues.

Section 3.03 Membership Dues. The Board of Directors may establish a pay schedule for dues and fees. Membership expires one year after payment of dues. Membership is contingent on membership dues being current. Dues are not prorated, refundable or transferable.

Section 3.04 Resignation and Termination.

(a) Any Member may resign by filing a written resignation with the Executive Board. Resignation shall not relieve a Member of unpaid dues or other charges previously accrued.

(b) A two-thirds vote of the Board of Directors at a meeting where a quorum is present is required to revoke a membership. The Member must be given at least fifteen days' notice prior to revocation and an opportunity to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of the revocation.

Section 3.05 Meetings. There shall be an Annual Member Meeting in or around April and June, the place, time, and date of which shall be fixed by the Board of Directors, or if not so fixed, may be determined by the President of the Board of Directors. At the April meeting, Members shall nominate officers and transact other business that may come before the Members. At the June meeting the Members shall elect officers, receive reports on the activities of the Corporation, and provide input regarding the direction of the Corporation for the coming year. The Members will select who may preside over all Member Meetings if the President is unable to fulfill this duty.

Section 3.06 Special Meetings. Special Member Meetings may be called by the Board of Directors, the President, or by written demand of ten percent (10%) of Members, sent to the

Secretary. Upon receiving a written demand, the Secretary shall, within five (5) business days, give notice of such meeting as provided in Section 3.07.

Section 3.07 Notice of Meetings. Written notice of the place, date, time, and length of any meeting shall be given to each Member by prepaid first-class mail, personal delivery, fax, or email not less than ten (10) or more than sixty (60) days before the date of the meeting. Unless the meeting called is the Annual Member Meeting, the notice shall indicate the person or persons calling the meeting and the purpose for which it was called. Notice may be served by publishing it on the Corporation's website no more than sixty (60) days and no fewer than ten (10) days before the meeting.

Section 3.08 Quorum and Voting. Member Meetings have met quorum when five (5) or ten percent (10%) of Members are present, whichever is lesser. If a quorum is not met, the Members present shall adjourn the meeting until one can be formed, with notice procedure following Section 3.07. At the new meeting any business may be transacted which might have been transacted at the meeting as originally called. Except as otherwise provided by statute or these bylaws, the majority vote of Members present at a meeting where a quorum is present shall be the act of the Members. The record date establishing voting rights shall be set by the Board of Directors no more than seventy (70) nor less than one (1) day before the meeting.

Section 3.09 Proxy. Every Member may authorize another person to act as the Member's proxy. A proxy request must be in writing and signed by the Member or the Member's agent and sent to the Secretary or acting Secretary. Every proxy, unless otherwise stated, expires after eleven (11) months. Every proxy is revocable by the issuing Member.

Section 3.10 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by a majority of the Members. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Member. The results of any action taken without a meeting will be communicated to all Members.

Section 3.11 Actions Requiring Vote of Members. For the purposes of this section, *votes cast* must meet quorum. Blank, uncast, or votes in absentia are not considered *votes cast*. The following corporate actions must be approved by the Members:

- a) A majority of votes cast is required for:
 - (i) Amending the Articles of Incorporation, or
 - (ii) Amending the bylaws if it affects member rights, or
 - (iii) Elections of officers.
- b) Two-thirds of votes cast is required for:
 - (i) Approving a merger,
 - (ii) Approving a non-judicial dissolution, or
 - (iii) Revoking a non-judicial dissolution.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Corporation shall be managed by, or under the direction of, the Board of Directors subject to applicable law and in

accordance with the purposes and limitations set forth in the Articles of Incorporation and Bylaws. The number of directors shall be at least three (3) but no more than fifteen (15). Within the specified limits, the numbers of directors can be increased or decreased from time to time by resolution of the Board of Directors. This action by the Board of Directors shall require a vote of a majority of the Board of Directors and no decrease shall shorten the term of any director then in office.

Section 4.02 Election and Term of Office. The initial directors shall be the persons named in the Articles of Incorporation and shall serve until the first Annual Member Meeting. If no directors are named in the Articles of Incorporation, the Incorporator(s) shall exercise all powers of the Board of Directors and shall elect the initial directors. The Board of Directors consists of officers of the Executive Board and Affiliate Representatives. Each person serving on the Board of Directors gets one (1) vote regardless of how many roles that person is serving in. Directors may be elected to any number of consecutive terms.

(a) **Officers.** Executive Board officers are Nominated by Members at the April Member meeting. Executive Board officers are elected by Members at the June Member meeting. Executive Board officers shall serve staggered two (2) year terms and each shall serve for such term and until the election and qualification of a successor, or until such officer's death, resignation, or removal. The President and Treasurer shall be elected in even numbered years and the Vice President and Secretary shall be elected in odd numbered years.

(b) **Affiliate Representatives.** Each Affiliate Member may elect up to one (1) Affiliate Representative to serve on the Board of Directors. The Affiliate Representatives serve one (1) year terms and each shall serve for such term and until the election and qualification of a successor or until such director's death, resignation, or removal. Affiliate Members must elect their Affiliate Representative no later than the June Member meeting each year.

Section 4.03 Director Qualifications. Each director shall be at least eighteen (18) years of age.

Section 4.04 Removal. Any director may be removed at any time with or without cause at a regular or special meeting called for that purpose by a majority vote of the group that elected the director.

Section 4.05 Resignation. Any director may resign from the Board of Directors at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board of Directors or such officer. The resignation does not need to be accepted in order to take effect. No resignation shall discharge any accrued obligation or duty of a director.

Section 4.06 Vacancies. Vacancies for Executive Board officer positions, occurring for any reason, may be filled at any Board of Directors meeting by the majority vote of remaining directors. Vacancies for Affiliate Representative positions, occurring for any reason, may be filled by the Affiliate Member. Directors appointed to fill a vacancy shall serve until the next Annual Member Meeting.

Section 4.07 Meetings. The Board of Directors shall have at least four (4) regular meetings each year, the place and time of which shall be set by the Board of Directors. Any director, at any time, may call a special meeting. In the case of a special meeting, the time and place shall be fixed by the person or persons calling the meeting. Members are allowed to attend Board of Directors meetings and are entitled to notice as outlined in Section 4.08.

Section 4.08 Notice of Meetings. A director has been given notice if the time and date of the meeting is set during and included in the minutes of a previous meeting, if meeting dates are regularly communicated through physical or electronic newsletter, or if the meeting is listed on an electronic calendar with which all directors have access. If notice is not provided as previously stated then notice may be sent by mail, email, telephone, courier service or hand delivery, directed to the contact information available for each director as it appears in the Corporation's records. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Such notice must be given to each director not less than ten (10) and no more than sixty (60) days before such meeting.

Section 4.09 Notice in an Emergency. Notice of a special meeting of the Board of Directors to discuss matters requiring prompt action may be given no less than forty-eight (48) hours before the time at which such meeting is to be held if given personally, by telephone, by fax or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight (48) hours, in which case notice shall be given as promptly as possible.

Section 4.10 Waiver of Notice. Should a director submit a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting, a notice of a regular or special meeting is not required.

Section 4.11 Quorum. Board of Directors meetings have met quorum when a majority of the Board of Directors is present. If a quorum is not met, a majority of the directors present may adjourn the meeting to another time, notice of which shall be given to any directors not present at the time of adjournment.

Section 4.12 Voting. Except as otherwise provided by statute or these bylaws, a majority vote of directors present at a meeting where a quorum is present shall be the act of the Board of Directors.

Section 4.13 Remote Meetings. For a director to be considered present at a meeting conducted through video or telephone conferencing technology, the director must be able to simultaneously converse with every other director present.

Section 4.14 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if notice is transmitted in writing to each member of the Board of Directors and each member of the Board of Directors by the time stated in the notice:

- (a) Votes in writing for such action; or

(b) (1) votes in writing against such action, abstains in writing from voting, or fails to respond or vote; and (2) fails to demand in writing that action not be taken without a meeting.

Notice required under this Section must state (1) the action to be taken; (2) the time by which a director must respond; (3) that failure to respond by the time stated in the notice will have the same effect as abstaining in writing by the time stated in the notice and failing to demand in writing by the time stated in the notice that action not be taken without a meeting; and (4) any other matters the Corporation determines to include.

Action taken under this Section is valid only if the affirmative votes in writing for such action received by the Corporation equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted and no director has demanded that action not be taken without a meeting.

The notice and written responses thereto by the directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

Section 4.15 Compensation. The Corporation may pay reasonable compensation to directors for services rendered in their capacity as directors if approved by majority vote of the full Board of Directors. Additionally, directors may be reimbursed for reasonable expenses incurred in the performance of their duties. A director may receive reasonable compensation for the performance of services provided separate from their responsibilities as a director.

ARTICLE V HONORARY DIRECTORS

Section 5.01 Qualifications and Election. Honorary Directors shall be those persons who, having rendered outstanding service to the Corporation or its mission and whose counsel, advice, and judgment is desired by the Corporation. Honorary Directors may be elected by the Board of Directors at any of its regular or special meetings. Honorary Directors may serve for one year for an unlimited number of consecutive terms, with a right to resign at any time.

Section 5.02 Functions. Honorary Directors are entitled to attend all meetings of the Board of Directors and to participate in discussions. Honorary Directors shall be entitled to notice of all meetings of the Board of Directors where such notice is given to the Board of Directors. Honorary Members do not have the right to vote at Board of Directors meetings.

ARTICLE VI EXECUTIVE BOARD AND BOARD COMMITTEES

Section 6.01 Executive Board. The Executive Board consists of the President, Vice President, Secretary and Treasurer. The Executive Board is responsible for the timely dissemination of information to Members regarding issues that are relevant to the early care and learning profession. The Executive Board shall communicate all matters pertaining to the business of the Corporation at scheduled Member meetings. When necessary, such information shall be sent electronically to Members as a means to keep them informed. The Executive Board does not

have unilateral decision-making authority and must present recommendations to the Board of Directors for consideration. The Board of Directors will vote on Executive Board recommendations in accordance with the procedures outlined in these bylaws.

Section 6.02 Legislative and Policy Committee. The President shall nominate a Legislative Committee Chair which shall be approved by the Board of Directors. The Legislative Committee Chair shall represent Corporation supporting legislation that has a positive impact on children and/or child care by staying informed of pending legislation. The Legislative Committee Chair shall report to the Board of Directors on current and proposed legislation.

Section 6.03 Formulation of Committees. The Board of Directors, by a majority vote of the Board of Directors, may appoint directors to Committees in addition to the Legislative and Policy Committee as determined by the Board of Directors. Each committee shall be composed of three (3) or more directors. Committees shall have such authority as granted by the Board of Directors, except that no such committee shall have authority to:

- (a) Fill vacancies on the Board of Directors or in committees;
- (b) Amend, repeal, or adopt new bylaws;
- (c) Amend the Articles of Incorporation;
- (d) Amend or repeal any resolution of the Board of Directors unless, by its terms, it is amendable or subject to repeal by a committee.

Section 6.04 Quorum and Action by Committee. If not provided for by resolution, quorum is met when a majority of the committee members are present. A majority vote of those present at a meeting where a quorum is present shall be the act of the committee. All committees are subject to the direction of the full Board of Directors.

Section 6.05 Alternate Members. The Board of Directors may designate alternate members of any committee to replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VII OFFICERS, EMPLOYEES, AND AGENTS

Section 7.01 Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. All officers shall be chosen and serve as outlined in Article IV. All officers shall be subject to the supervision and direction of the Board of Directors. One person may not hold more than one office at a time.

Section 7.02 President. The President shall preside at all Member and Board of Directors meetings. They shall have the general powers and duties of supervision and management of the Corporation which usually pertain to their office, and shall keep the Board of Directors fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of them by the Board of Directors. They have the power to sign and execute all contracts authorized either generally or specifically by the Board of Directors. The Board of Directors may specifically require an additional signature in certain instances.

Section 7.03 Vice President. The Vice President, in the absence or disability of the President, shall perform the duties and exercise the powers of the President. The Vice President also shall have such powers and perform such duties as usually pertain to their office or as are properly required of them by the Board of Directors.

Section 7.04 Secretary. The Secretary shall ensure records and minutes of all Board of Directors meetings are kept in books for that purpose. They shall see that all notices and reports are given and served as required by law or these bylaws. They perform all duties as usually pertain to their office or are properly required of them by the Board of Directors.

Section 7.05 Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Corporation. The Treasurer shall keep full and accurate accounts of all moneys received and paid by them or others on account of the Corporation. The Treasurer shall exhibit the Corporation's books of account and records after any reasonable request by a director or the Corporation. They shall render a detailed statement concerning the Corporation's financial condition at the Annual Member Meeting and Board of Directors meetings. They shall perform such duties as usually pertain to their office or as are properly required of them by the Board of Directors.

Section 7.06 Employees and Other Agents. The Board of Directors may appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board of Directors determines. To the fullest extent allowed by law, the Board of Directors may delegate powers possessed by the Board of Directors to any employee or agent. The Board of Directors may also prescribe their respective title, terms of office, authorities, and duties.

Section 7.07 Compensation. Any officer of the Corporation is authorized to receive a reasonable salary or other compensation for services rendered to the Corporation when authorized by the Board of Directors.

ARTICLE VIII EXECUTIVE INSTRUMENTS

Section 8.01 Contracts and Instruments. The Board of Directors may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person, in more than one capacity.

Section 8.02 Deposits. The Corporation's moneys shall be deposited in its name with such banks, trust companies, or other depositories as the Board of Directors, or offices to whom such power has been delegated by the Board of Directors, may from time to time designate.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that they, their testator or intestate, was a director or officer, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) their acts were committed in bad faith or were the result of their active and deliberate dishonesty and were material to such action or proceeding or (b) they personally gained in fact a financial profit or other advantage to which they were not legally entitled.

Section 9.02 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation and its directors and officers for any obligation which they incur as a result of indemnification pursuant to Section 9.01.

ARTICLE X GENERAL PROVISIONS

Section 10.01 Fiscal Year. The fiscal year of the Corporation shall end June 30 of each year unless otherwise provided by the Board of Directors.

Section 10.02 Books and Records. The Corporation shall keep correct and complete books and records of the Corporation's activities and transactions, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these bylaws, all resolutions of the Board of Directors, and all minutes of Member and Board of Directors meetings and committees thereof. The books and records shall be kept at the Corporation's office or in secure electronic storage.

Section 10.03 Annual Returns. The Board of Directors shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 10.04 Electronic Signature. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XI AMENDMENTS TO BYLAWS

Section 11.01 Approval. A two-thirds Board of Directors vote is required to alter, amend, or repeal the bylaws. If a Member vote is required, the Board of Directors shall, by resolution adopted at a meeting where a quorum is present, recommend approval to Members.

Section 11.02 Notice. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting sets forth the proposed alterations and is given in accordance with these bylaws. A description of alterations authorized by the Board of Directors shall be given at, and in the notice of, the next Member Meeting where officers are elected.

ARTICLE XII NON-DISCRIMINATION

Section 12.01 In all of its dealings, the Corporation shall ensure the right of all members to appropriate and effective services without discrimination on the basis of geography, political, religious, or socio-economical characteristics of the area they represent.

Section 12.02 The Corporation shall ensure the right of all members to appropriate and effective services without discrimination on the basis of gender, sexual orientation, national origin, race, religion, age, political affirmation, or disability, in accordance with all applicable legal and regulatory requirements.

Section 12.03 Neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, gender, age, culture, national origin, marital status, sexual preference, mental or physical disability, or any category protected by local, state or federal law.

ARTICLE XIII REFERENCE TO ARTICLES OF INCORPORATION

Section 13.01 References to the Articles of Incorporation shall include all amendments or changes made to the Articles of Incorporation unless specifically excepted by these bylaws. If the Articles of Incorporation and the bylaws conflict in any way, the Articles of Incorporation shall govern.