

NORTH DAKOTA CHILD CARE PROVIDERS INC.

BY-LAWS

ARTICLE I. NAME

Section 1. The name of the organization shall be North Dakota Child Care Provider's Inc., (hereinafter referred to as NDCCPI).

ARTICLE II. PURPOSE

Section 1. The purposes of NDCCPI are:

- a) Acting as an advocacy group for children and for excellence in child care and/or supplemental parental care.
- b) To work in support of fair, just, reasonable, and uniform ordinances, laws, rules and regulations affecting the business of child care, and children's issues.
- c) To promote networking and fellowship of child care professionals.
- d) To educate and create greater awareness within the community of the roles and problems associated with child care providers and child care as a profession.
- e) To promote professionalism through the training and education of child care professionals and parents in areas of child development, business management topics.

Section 2. This organization is a non-profit, non-sectarian association of persons interested in it's constitutional purposes. No part of any net earnings shall inure to the benefit of any member or individual, and no officer or director of NDCCPI shall receive any compensation for services incurred in official duties as an officer or director.

ARTICLE III. MEMBERSHIP

Section 1. Membership is open to any person or persons interested in child care and/or supplemental parental care including parent consumers and persons from related professional fields, upon receipt of annual dues.

Section 2. All members shall be eligible to attend any meeting of NDCCPI and shall be eligible to vote on motions made at the general meeting held during the state conference.

Section 3. Annual dues shall be determined by the Board of Directors.

Section 4. Membership in NDCCPI is non-transferable nor assignable.

Section 5. A voting list of those members eligible to vote at the general meeting or in a mail ballot election will be prepared by the Treasurer at least ten (10) days prior to the meeting or mailing of ballots. Only members listed will be granted voting privileges. Voting lists will be available for members to request and examine prior to elections or general meetings.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors will consist of four elected regional representatives (NW, NE, SW, & SE) and four members-at-large in addition to the Executive Board. Each Director must be an individual member of NDCCPI and will have one vote.

Section 2. The business affairs of NDCCPI will be managed by the Board of Directors. All acts of officers in and for NDCCPI shall be considered approved by the Board Directors unless prohibited by law, these by-laws, or by the Board of Directors.

Section 3. The regular meeting of the Board of Directors shall be held quarterly at a meeting place determined by the Board. The Board may choose the time and place for the holding of an additional meeting with ten (10) days notice.

Section 4. A quorum shall be constituted by 1/3 of the Board members empowered to vote.

Section 5. Written notice shall be given by the Secretary of all meetings at least fourteen (14) days prior to said meeting. Notice shall be sent to members and be considered sent when deposited in the United States mail or email is successfully delivered.

Section 6. If a Director is unable to attend a proxy may be sent. Proxy holder must also be an individual member of NDCCPI. Proxies must be signed by the absent Director and limited in scope to only one meeting.

Section 7. A Director of NDCCPI who is present at a meeting of the Board of Directors at which action on any matter is taken shall be presumed to have assented to the action taken unless his/her dissent has been entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as secretary immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 8. The Board of Directors shall be empowered to employ such professional personnel as required to administer the affairs of NDCCPI.

Section 9. The Board of Directors may create a position of advisor or an advisory committee to advise and assist in the affairs of NDCCPI and shall prescribe the roles to be taken by such advisors. At no time shall advisors have a vote in the formal transactions of business of NDCCPI.

Section 10. The Board of Directors shall direct individual members and/or officers of the Board to represent NDCCPI with groups, organizations and/or associates which NDCCPI chooses to affiliate.

Section 11. Directors are responsible to attend all general, special, and Board of Directors meetings. More than two absences from meetings during twelve consecutive months may be grounds for removal.

ARTICLE V. EXECUTIVE BOARD and COMMITTEE CHAIRPERSONS

Section 1. The Executive Board will consist of:

- a) President,
- b) Vice-President,
- c) Secretary,
- d) Treasurer,
- e) Immediate Past President.

Section 2. The Executive Board shall be members of NDCCPI and if at all possible should be from different regions of the state.

Section 3. The Executive Board will act for the Board of Directors in matters where circumstances necessitate decisions must be made in a timely manner and shall report any and all matters acted on at the next quarterly meeting. The Executive Board will contact local association representatives for input regarding items of great concern.

Section 4. All members of the Board of Directors who cannot attend a meeting must notify the President in a timely manner.

Section 5. The chairpersons of committees shall be appointed by the President as needed. They are approved by the Board of Directors.

Section 6. A vacancy in any office because of health, resignation, removal, disqualification, or otherwise, shall be appointed by the Board of Directors.

Section 7. If any member of the Executive Board holds two offices in NDCCPI, the Board of Directors may appoint another Director to maintain the Executive Board of five (5) members.

ARTICLE VI. ELECTIONS

Section 1. Nominations:

- a) A nominating committee consisting of a chairperson and one or two members shall be approved by the Board of Directors. Their duty is to nominate the officers and nominating committee for the next year.
- b) A report by the nominating committee shall be made at the Board of Directors first (1st) quarterly meeting of each year.
- c) Nominations from the floor will be accepted at the Board of Directors first (1st) quarterly meeting of each year.
- d) Nominations from the floor will be checked for qualifications and approved by the nominating committee.

- e) All nominees for President, Vice-President, Secretary, and Treasurer shall have been a Director for one year immediately prior to their nomination.

Section 2. Elections may be by secret ballot.

Section 3. Elections shall be held by mail ballot with ballot being counted at the second (2nd) quarterly Board of Directors meeting. Newly elected Directors will be announced and installed at the general meeting.

Section 4. Term of office:

- a) Directors shall be elected for a term of two years, to serve from the time of installation until the succeeding officer is installed.
- b) An officer may not serve more than three (3) consecutive terms in the same office.
- c) Directors shall be elected on a rotating basis with the President, Vice-President, NE and SE Regional Representatives and two Members-At-Large being elected during odd numbered years and the Secretary, Treasurer, NW and SW Regional Representatives and two Members-At-Large being elected during even numbered years.

ARTICLE VII. DUTIES OF OFFICERS

Section 1. The President shall:

- a) Preside at all meetings of the Board of Directors, general meetings of the NDCCPI and at any special meetings;
- b) Appoint the committee heads as needed;
- c) Sign all contracts after approval of the Board of Directors;
- d) Serve as an ex-officio member of all committees except that of the nominating committee;
- e) Call a special meeting when necessary;
- f) Receive and handle correspondence, forward all applicable copies to the Secretary.

Section 2. The Vice-President shall perform the duties of an absent President and perform such duties as are assigned by the President.

Section 3. The Secretary shall:

- a) Record the minutes of all proceedings of the Board and membership meetings and send by email to all members attending within one month of said meetings. Other members may request a copy of the minutes in written form.
- b) Handle correspondence as directed by President.
- c) Send fourteen (14) day meeting notices to all Board of Directors.
- d) Provide membership information to new members.

Section 4. The Treasurer shall:

- a) Have charge of all the funds of the organization;
- b) Have an annual audit completed and make an annual financial report to the membership;
- c) Sign all checks;
- d) Sign all membership cards;
- e) Keep restricted funds of the organization in a separate ledger.
- f) Keep an updated membership list, local association list and mailing list.

ARTICLE VIII. STANDING COMMITTEES

Section 1. Standing committees shall come from the membership with chairpersons appointed by the President as deemed necessary and approved by the Board of Directors.

ARTICLE IX. MEETINGS

Section 1. There shall be a general meeting to be held in conjunction with the annual conference. Written notice of said meeting shall be given each member at least fourteen (14) days prior to the meeting.

Section 2. Special meetings may be called by Executive Board members. Notice of special meetings shall be posted on the NDCCPI official website at least ten (10) days prior to the special meeting.

Section 3. At general meetings, a quorum will consist of 10% of members eligible to vote.

ARTICLE X. DISCIPLINE

Section 1. Charges of professional dishonesty, working against the principles, works, and purposes of the organization, and/or injuring the professional standing of a member, or the good name of NDCCPI, may be filed in a written statement signed by five members in good standing and sent to the Board of Directors.

Section 2. The accused member shall be notified in writing of the action and shall have the privilege of being present at a special or regular meeting of NDCCPI members at which the charges will be considered.

Section 3. The accused member may be expelled by a two-thirds (2/3) vote of those members present so long as a quorum is met.

ARTICLE XI. AMMENDMENTS

Section 1. The by-laws may be amended or revised by an affirmative vote of two-thirds (2/3) of all members present at a meeting designated for that purpose. Proposed amendments shall be posted on NDCCPI official website at least two (2) months prior to the meeting.

ARTICLE XII. DISSOLUTION

Section 1. A recommendation to dissolve NDCCPI approved by at least three-fourths (3/4) of the members of the Board of Directors, shall be submitted to the entire membership by written notification at least twenty one (21) days prior to being voted upon by the membership.

Section 2. The recommendation to dissolve must be approved by simple majority of the membership present at a meeting called for that purpose.

Section 3. In the event of dissolution, the Board of Directors shall determine the disbursement of the assets of NDCCPI to such organizations of agencies engaged in activities similar to that of NDCCPI as required by the Internal Revenue Service Code or amendments thereof.

ARTICLE XIII. PARLIAMENTARY PROCEDURE

Section 1. Robert's Rule of Order Newly Revised shall govern the conduct of business in all cases in which they are applicable and not in conflict with these by-laws.

RATIFIED: These by-laws were voted on and ratified this 9th day of June 1984, in the city of Carrington, County of Foster, and the State of North Dakota.

President: Linda Gertz

Secretary: Carla N. Locket

AMENDED: These by-laws were voted on and amended this 4th day of June 1988, in the city of Carrington, County of Foster, and State of North Dakota.

President: Kim Greendahl

Secretary: Carol Halverson

AMENDED: These by-laws were voted on and amended this 14th day of October 1995, in the city of Bismarck, County of Burleigh, and the State of North Dakota. They are to go into effect on January 1, 1996.

President: Earleen Friez

Secretary: Candy Kalil

AMENDED: These by-laws were voted on and amended this 11th day of July 1998, in the city of Bismarck, County of Burleigh, and the State of North Dakota.

President: Ron Lawler

Secretary: Earleen Friez

AMENDED: These by-laws were voted on and amended this 10th day of October 1998, in the city of Bismarck, County of Burleigh, and the State of North Dakota.

President: Ron Lawler

Secretary: Earleen Friez

AMENDED: These by-laws were voted on and amended this 31st day of March 2007, in the city of Bismarck, County of Burleigh, and the State of North Dakota

President: Earleen Friez

Secretary: Melissa Schoellkopf

AMENDED: These by-laws were voted on and amended this 6th day of February 2010, in the city of Mandan, County of Morton, and the State of North Dakota.

President: Earleen Friez

Secretary: Melissa Schoellkopf