

BY LAWS

VACCRRRA

ARTICLE 1 - Name

The name of the Corporation shall be “ Vermont Association of Child Care Resource and Referral Agencies” (hereinafter VACCRRRA).

ARTICLE 11 – Mission/Vision

VACCRRRA is the voice of Vermont’s twelve regional member agencies.

We hear the needs of families and child care providers and respond by strengthening child care in communities throughout Vermont.

We work toward the day when all children and families have the care and education they need to thrive.

ARTICLE 111 - Purpose

Section 1

VACCRRRA exists as a non-profit corporation to support the development of professional child care support services staff and the effective delivery of comprehensive child care resource and referral and subsidy services.

Section 2

The Vermont Association of Child Care Resource and Referral Agencies, Inc. is organized exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code 1954 (or the corresponding provision of any future Internal Revenue law). Member organizations shall also have tax-exempt status under the IRS code.

Article IV - Compensation

No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers or other private people, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered in the furtherance of the corporation's purpose.

Article V- Nondiscrimination

It is the policy of the corporation not to discriminate on the basis of race, national origin, religion, age, sex, sexual orientation or disability in regard to the recruitment, hiring and retention of otherwise qualified employees; membership in the Association; service as an officer of the corporation, or any other aspect of the corporation's operations.

Article VI - Membership

Section 1

Membership is voluntary and open to all the twelve child care support services agencies in Vermont, operating to the standards adopted by the Association.

Section 2

There are two categories of organizational membership: active and supporting. Active members attend meetings and oversee the business of the organization. Supporting members participate in activities as appropriate but do not participate in developing consensus on the business of the corporation.

Article V - Board

Section 1

The Board will consist of the directors of the twelve regional child care support services agencies who are active members.

Section 2 - Powers and Duties:

The Association shall be governed by its Board of Directors, which shall have the power and authority to take all lawful actions in the name of the Association consistent with these bylaws. The Board of Directors may create such standing and permanent committees as it shall deem necessary; it shall determine the composition of all committees and prescribe the power, duty and term of all committees. Board membership is not a prerequisite for committee membership.

Section 3 - Quorum of Directors:

At any official meeting of the Board, a majority of the active membership shall constitute a quorum for the transaction of business.

Section 4 - Decision making:

All decisions of the Board shall reflect a consensus of the active members. However, if the Board is unable to reach consensus on an issue at two meetings then the issue may be put to a vote at the second meeting.

Section 5 - Meetings:

The Board shall meet at least quarterly on a regular schedule to be determined by the Board. Meetings of the Board may be called by the Chair or any three (3) Board members. Actual and reasonable notice, either written or oral, of the time and place of Board meetings shall be given to all Directors.

Special meetings of the membership may be held at the request of the Executive Committee or three member agencies, which shall determine the date, time and place for the meeting. The purpose of a special meeting shall be clearly stated in the notice of the meeting.

Article V1 - Executive Committee

The officers of the Association shall be the Chair, the Assistant Chair, the Treasurer and the Secretary, who constitute the Executive Committee. The Officers shall be elected from the voting membership.

Section 1 - Election

Officers of the Board shall be elected at the last regular Board meeting of each fiscal year, to take office at the beginning of the new fiscal year.

Section 2 - Meetings

Subject to any action of the Board to the contrary, the Executive Committee shall meet at such times and places as it may designate and shall keep a record of its proceedings. Special meetings of the Executive Committee may be called on one (1) day's notice by any two (2) members of the Executive Committee. A quorum of the Executive Committee shall be a majority of its members.

The Executive Committee acts for the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regular meeting of the Board, and fulfills such other functions as may be designated by the Board. Under no circumstances may it make decisions requiring the vote of a specified number of the full Board of Directors. Under all circumstances, the Executive Committee is accountable to the Board. Whenever the Executive Committee acts in the name of the Board, it shall inform the Board of its actions as soon as possible, in writing. Its decisions shall be in effect until the next Board meeting when they will be ratified or rescinded.

Section 3 - Responsibilities of Officers of the Board

A. Chair The Chair shall preside at all meetings of the Board and the Executive Committee, shall report all known matters which should be brought to the membership's attention, and shall encourage high levels of attendance and participation by VACCRRRA members.

B. Assistant Chair The Assistant Chair shall have all the duties of the Chair whenever the Chair is unable to act, and at other times when specifically directed by the membership.

C. Treasurer The Treasurer shall be responsible for overseeing all financial activities of VACCRRRA. The Treasurer shall present an annual budget and such periodic financial reports as necessary to the Executive Committee and the membership.

D. Secretary The Secretary shall be responsible for recording formal actions of the membership and recording minutes at all meetings of the Executive Committee and membership, including attendance records. The secretary shall ensure the serving of all notices of meetings to the membership, and shall attend to all correspondence and make such reports as may be directed by the Executive Committee and membership.

E. VACCRRRA Coordinator The officers of the Board shall have oversight of the Coordinator position.

Article V11 – VACCRRRA Endorsement Procedure

VACCRRRA may, from time to time, wish to endorse or speak out on a relevant early childhood system issue as a group. Proposals for such endorsement may be drafted by any of the twelve members and should be submitted first to the Executive Committee for review. The Coordinator will circulate the proposal to the twelve directors to give input by phone or e-mail. The time-frame for response will be as generous as the issue permits. If a member fails to respond within the requested time period it will be assumed he/she is in favor of the endorsement. Active Board members will discuss input and act by consensus on the position to be taken by the organization

Article V111 - Conflict of Interest

Any laws of the State of Vermont relating to conflict of interest for voluntary organizations shall apply with regard to any contract or other transaction between VACCRRRA and one or more of its Officers or members, or between VACCRRRA and any other organization, firm, corporation or any entity in which one or more of its members serves as director, officer or has a substantial financial interest.

ARTICLE 1X - Indemnification

Subject to limitations of the law, the Association shall indemnify each current and future Member, Officer or Employee from and against all loss, liability and expense imposed on or incurred by such person in connection with any action, claim or proceeding of any nature whatsoever, in which such person may become involved or with which he or she may be threatened, by reason of any alleged act, omission, or while otherwise acting in good faith. Indemnification shall be provided even though the person no longer serves in such capacity and shall include protection for the person's heirs and legal representatives.

Indemnities hereunder shall include, but not be limited to, all costs and reasonable counsel fees, fines, penalties, judgments, awards of any kind, and the amount of reasonable settlements, whether or not payable to VACCRRRA.

ARTICLE X - Fiscal Year

The Fiscal Year of the corporation shall begin on the first day of October in each year and end on the last day of September of any year.

ARTICLE X1 - Amendment of Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds' majority of the active members present at any regular meeting or a special meeting if at least seven days' written notice is given of intention to alter, amend, repeal or to adopt other bylaws at such meeting.

ARTICLE X11 - Dissolution

Upon dissolution of the corporation the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of the assets of the corporation exclusively in such manner or to such organizations operated exclusively for

charitable purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

Conformation

These Bylaws were accepted by membership as conforming to the organization's articles of agreement on : March 16, 2006

2006 VACCRRRA Members are:

Child Care Project, Hanover, NH
Child Care Resource, Williston, VT
Lamoille Family Center, Morrisville, VT
Mary Johnson Children's Center, Middlebury, VT.
North East Kingdom Community Action, Newport, VT
Northwestern Counseling and Support Services, St. Albans, VT
Springfield Area Parent Child Center, Springfield, VT
Sunrise Family Resource Center, Bennington, VT.
The Family Center of Washington County, Montpelier, VT
Umbrella, St. Johnsbury, VT.
Vermont Achievement Center, Rutland, VT
Windham Child Care Association, Brattleboro, VT.

Board Member of the Association

Date

Amendments approved March 16, 2006