

ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 19, 2009

Amended and approved by the membership

March 20, 2009

FACCM, INC.

(Florida Association for Childcare Management)

BYLAWS

Article I-NAME

The name of this corporation shall be FACCM, Inc., also known as The Florida Association for Childcare Management, referred to in these bylaws as the "Association."

Article-II Mission statement and-Purpose

Section 1. Mission Statement

The Association is a professional organization dedicated to promoting high standards of early child care and education through advocacy, professional development, and accreditation, supporting sound business practices to ensure the continued success of the private child care industry.

Section 2. Purpose

The purpose of this not for profit corporation shall be to:

1. Promote child care services in the state of Florida with emphasis on efforts to develop the industry.
2. Provide the public with information concerning the benefits of child care services.
3. Advocate for professional development and accreditation in the field of early learning.
4. Assist and advocate for fair and uniform treatment under licensing standards for all facilities providing childcare.
5. Assist and advocate for legislative, regulatory standards setting and other government or private bodies in the development of laws, regulations and policies affecting child care services.

Article III-Members

The Association shall not discriminate against any individual on the basis of race, color, religion, sex or national origin.

Section 1. The classes of voting members shall be:

A. Corporate Members:

A Corporate member is a for profit corporation whose primary purpose is the provision of child care services, who owns and /or operates a childcare center or centers.

B. Organizational members:

An Organizational member is a faith based or non-profit organization that is engaged in operating childcare services and is APPLE Accredited.





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Section 3. Member initiatives:

Members in good standing may submit items for consideration at any AGM or special membership meeting to the Board of Directors.

Section 4. Member attendance:

Any voting member in good standing may attend any meeting of the Board of Directors, except when the Board is in executive session.

ARTICLE V-VOTING

Section 1. Voting members:

Corporate and organizational members shall be voting members and shall have one vote, regardless of the number of schools the corporation owns. The corporation shall designate in writing the individual who is the voting representative.

Section 2. Voting process:

At the AGM or special meeting of the membership, votes may be cast in person by the designated representative, or by a legally sufficient proxy of an individual who is the voting representative.

ARTICLE VI-FISCAL AFFAIRS

Section 1. The Fiscal year of the Association shall begin on January first and end on December 31.

Section 2. Authority to set dues:



The Board of Directors sets the annual dues structure of the Association.

Section 3. Limitation on dues increases:

In no instance shall the annual dues for any class of membership be increased by more than 20 percent in any one fiscal year without the approval of the voting membership.

Section 4. Budget:

The Treasurer shall prepare an annual budget, which shall be approved by the Board of Directors and presented to the voting members upon request.

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Section 5. Board Expenses:

No part of net earnings will inure or be to the benefit of or be distributable to its Directors or Officers. However, the Association will be authorized and empowered to pay reasonable expenses to its Officers and employees for services rendered in furtherance of the goals of the Association.

ARTICLE VII-BOARD OF DIRECTORS

Section 1. Composition:

The Board of Directors shall be comprised of 18 voting members, two of whom shall be professional individuals from outside the childcare industry.

Section 2. Terms of office:

Directors of the Association shall take office at the close of the meeting at which they are elected by the membership at the applicable AGM or immediately upon appointment by the Board of Directors in order to fill a vacancy. Directors shall serve three year staggered terms or until a successor is elected or appointed. Approximately one third of the Directors will be elected each year in order to provide for staggered terms. The initial term schedule shall be initiated by the Board of Directors.

Section 3. Vacancies:

- 1) Vacancies during the term of any Director shall be filled by vote of the board of directors.
- 2) Any person elected by the board to fill a Director vacancy shall serve until the next AGM where a Director shall be elected to complete the term.
- 3) The Vice-President shall automatically fill any vacancy in the office of the President. A vacancy in the office of Vice-President shall be filled by election of the Board of Directors.

Section 4. Meetings:

1) Regular Meetings

A minimum of four meetings of the Board of Directors shall be held in person annually. The President shall determine the date, time, and location of these meetings and give reasonable notice. Reasonable notice as it relates to regular meetings shall mean not less than 10 business days. Notice of such meetings shall be posted on the FACCM website. A board member may participate in any meeting by, or conduct any meeting through the use of, any means of communication by which all Directors participating may simultaneously hear one another during the meeting. Conference call meetings shall be held as deemed necessary with a minimum of 24 hours notice. The minutes of





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any such action taken by the Board during a conference call shall be approved at the next scheduled Board meeting.

2) Organizational Meetings:

There shall be a Board of Directors' meeting immediately following the AGM which shall be the Organizational Meeting to elect officers and conduct other business as necessary.

Section 4. Quorum:

A quorum of the Board of Directors shall be 50% of the Board

Section 5. Duties:

The Board shall be responsible for the overall management of the Association, and to develop plans and priorities of the Association. The Board may adopt rules and policies not inconsistent with these bylaws.

Section 6. Disclosure and conflict:

Board members shall disclose any business relationship with other Board members, and or staff and shall disclose any potential or actual conflicts of interest. The authority to determine conflict of interest shall rest with the Board of Directors. Generally, no Board member may financially gain as a result of any activity of the Board or be associated with any company or organization contracting or doing business or potentially in conflict with the Association in any form unless the Board member has provided full disclosure and received exemption by a 2/3 vote of the board prior to the transaction.

Section 7. Removal and non-participation:

Board members may be removed for cause upon 2/3 vote of the board members. Cause shall be stated in writing to the Board. Failure to attend three consecutive meetings excluding conference calls with or without notice shall be deemed as a resignation unless overturned by a 2/3 vote of the board members.

Article VIII-OFFICERS

Section 1. Officers

The Officers of the Association shall be President, Vice President, Treasurer, Secretary, Membership Chair, and APPLE Chair These Officers and the Executive Director (ex-officio without a vote) shall serve as members of the Executive Committee.





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Officers shall be elected by vote of the Board of Directors at the Organizational Meeting immediately following the AGM. Officers' terms are 1 year with a maximum of 3 consecutive terms in the same office.

Section 2. President:

The President shall -

Preside at all meetings of the Association and the Board of Directors, and shall provide for the general direction of the Association.

Appoint all standing and ad-hoc committee chairs with the approval of the Board. The President shall be an ex-officio member of all committees with the exception of the auditing and nominating committees. The President may establish Ad-Hoc committees for the furtherance of the good of the Association.

If deemed necessary, appoint a Parliamentarian and/or Sergeant At Arms, who is not required to be a member of the Association.

Perform all other duties as may be necessary to promote and uphold the welfare of the Association.

Section 3. Vice-President:

The Vice-President shall -

Serve as President and preside at meetings in the absence or disability of the President.

Perform other such duties as may be delegated by the President.

Section 4. Treasurer:

The Treasurer shall -

Safeguard the assets of the corporation.

Review and approve expenditures consistent with the approved budget.

Prepare the annual budget.

Assure all funds are properly accounted for and all expenses properly recorded.

Prepare financial reports consistent with general accounting principles.

Present a detailed record of expenses by any individual Board member, Committee or APPLE as part of the Treasurer's report to the Board.





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Present an annual financial report to the Board of Directors.

Co-sign or review and initial all expenditures by the Association, assuring such expenditures are consistent with the budget and advance the goals of the Association.

Section 5. Secretary:

The Secretary shall –

Maintain corporate records.

Be responsible for notification, preparation and distribution of all agendas, minutes and supporting documents for all meeting of the association.

Ensure that copies of all records are maintained in the FACCM office.

Section 6. Membership Chair:

The Membership Chair shall -

Chair the Membership Committee.

Oversee the maintenance of accurate membership records.

Devise ways and means to expand the membership by developing an annual membership plan, which will be submitted to the Board of Directors for adoption or revision.

Report to the Board of Directors on the status of the membership at least 4 times per year.

Section 7: Apple Chair

The Apple Chair shall –

Oversee the operations of the APPLE Program.

Ensure that all updates and revisions to the Apple Accreditation process are executed as necessary.

Work in cooperation with the Membership Committee to ensure the continued growth of the APPLE program.

Report to the Board of Directors on the status of the APPLE program at least 4 times per year.

ARTICLE IX-EXECUTIVE COMMITTEE





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Section 1. Executive Committee:

The Executive Committee shall be comprised of the following Officers of the Association: the President, the Vice President, the Secretary, the Treasurer, the Membership Chair, and the APPLE Chair.

The Executive Committee shall provide guidance and counsel relating to the general direction of the affairs of the Association and the routine daily operations of the Association. In any and all actions taken by the Executive Committee there shall be no attempt to usurp the authority of the Board of Directors and it shall take no action that would normally require Board approval.

An Executive Committee meeting may act by electronic means, including but not limited to, telephone, facsimile, computer electronic mail, teleconference, and video conference, at the direction of the President.

All meetings of the Executive Committee shall, prior to the meeting, be noticed along with the proposed agenda, to the Board of Directors who may choose to attend.

ARTICLE X COMMITTEES

Section 1. Types:

There shall be two types of Committees, standing, which are authorized in the bylaws, and Ad-Hoc, which are temporary and established as needed by the President, the Board of Directors or the membership.

Section 2: Standing Committees:

The Standing Committees are: (1) Finance (2) Legislative (3) Membership (4) Nominating Committee.

Section 3. Finance Committee:

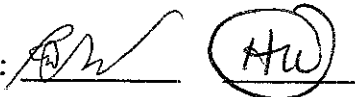
The Finance Committee shall be comprised of three members, one of whom shall be a member at large from the general membership. The remaining two (2) will be the Treasurer and APPLE chairperson.

The Finance Committee shall --

Develop and review the Association's fiscal procedures.

Arrange for spot auditing of accounts to assure proper authority and purpose.

Assist in preparation of the annual budget and any fundraising activities.

The image shows two handwritten signatures. The first is a cursive signature, likely the President's, and the second is a signature enclosed in a circle, likely the Secretary's.

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Section 4. Legislative Committee:

The Legislative Committee shall be comprised of at least three (3) members of the BOD. The primary responsibility of the legislative committee is to impact public policy. The chairperson will present to the BOD suggestions for a legislative platform developed by the committee. The President may appoint additional members from the general membership.

The Association lobbyist shall report to the Legislative Chair.

Section 5. The Membership Committee:

The Membership Committee shall be comprised of at least three (3) members of the Board of Directors. The Membership Committee shall oversee the development of the FACCM Forum Newsletter and other special communications to the membership, such as the preparation for the annual conference and agenda, continuing education, Seeds, and professional development. These members shall also interface with the APPLE Governing Board on issues regarding membership development and retention. The Membership Committee may present to the Board of Directors outsourcing proposals for any and all of the functions for approval. Outsourcing proposals must have a contractual basis and audit trails for expense tracking.

The Membership Committee will review all applications for membership to ensure they are consistent with the bylaws of the Association.

Section 6. Nominating Committee:


The Nominating Committee shall be comprised of three (3) members, two (2) members from the Board of Directors who are not serving on the executive committee and one (1) member from the general membership. The Nominating Committee shall be elected by the Board of Directors ninety (90) days prior to the AGM. The Nominating Committee shall be announced to the general membership upon appointment by special mailing. The Nominating Committee shall solicit names from the general membership for election to the Board of Directors. Incumbent Board of Directors who wishes to continue to serve on the Board of Directors must inform the Nominating Committee. These names will be reflected on the ballot and presented to the general membership for election at the AGM. Floor nominations shall be accepted.

Section 7. Election committee:

An election committee shall be appointed by the president to conduct the election by secret ballot at the AGM if there is more than one nominee for any position.

ARTICLE XI—STAFF

Section 1. Authority:



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The Board of Directors has the authority to employ such staff as necessary to operate the daily business of the Association. The Board may employ an Executive Director. Authority of the Executive Director will be delineated in a written delegation of authority and job description.

ARTICLE XII-FAIR TRADE PRACTICES

The interpretation and application of the Articles of Incorporation, the bylaws and all rules of this Association shall be vested in the Board of Directors, subject to the right of appeal by the membership

ARTICLE XII- PARLIAMENTARY PROCEDURE

Robert's Rules of Order Newly Revised, most recent edition, shall govern the Association where applicable and in all cases where it is not inconsistent with Florida law, its Articles of Incorporation, these bylaws or any special rules of order the Association may adopt.

ARTICLE XIII – AMENDMENTS

The bylaws may be amended by two-thirds (2/3) vote of the voting membership present and voting provided that the vote is not less than ten percent of the entire voting membership at the AGM or any special meeting of the membership. Any proposed bylaw changes must be distributed to the voting membership thirty (30) days prior to the meeting. The proposed changes must be read aloud to the voting membership prior to a vote.

ARTICLE XVI- CODE OF ETHICS


All members of the Board of Directors must sign the FACCM Board Code of Ethics before they may serve on the board.

Adopted by the board of directors on: **February 19, 2009**

Approved by the membership on: **March 20, 2009**

Signature 
PRESIDENT

Date 3/20/09

Signature 
SECRETARY

Date 3/20/09



