

**AMENDED AND RESTATED BYLAWS OF
NATIONAL ASSOCIATION OF EARLY CHILDHOOD
TEACHER EDUCATORS' FOUNDATION**

**ARTICLE I
OFFICES; GENERAL PURPOSES**

1.01. Principal Office. The principal office of the Corporation shall be located in the City of Mount Kisco, County of Westchester, in the state of New York. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.02. Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code (the "**TBOC**"). The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

1.03. Purposes of the Corporation. The Corporation is formed exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "**Code**") and will be operated solely to (i) be an advocate for the goals of the National Association of Early Childhood Teacher Educators ("**NAECTE**"), (ii) promote and support research projects related to Early Childhood Teacher Education, (iii) provide scholarships for early childhood teacher education graduate students, with preference given to dissertation research, (iv) support early childhood teacher education by, but not limited to, providing in-service staff development for early childhood teacher educators; providing conference support; providing grants to support faculty release time to further the promotion of early childhood teacher education; supporting the publication of research related to early childhood teacher education, and (v) do all things necessary for and incidental to the accomplishment of the purposes and goals of the Corporation.

**ARTICLE 2
BOARD OF DIRECTORS**

2.01. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of Texas.

2.02. Number, Appointment, Tenure, and Qualification. The number of directors shall be fixed by the Board of Directors; the number of directors shall be at least three (3) and not more than fifteen (15). Directors shall be appointed by the President of NAECTE. Each director shall hold office until the next regular annual meeting and thereafter until his or her successor shall have

been appointed and qualified, or until his or her earlier death, resignation, or removal. In order to be eligible to serve on the Board of Directors of the Corporation, an individual must meet one of the following criteria: (i) qualification as a member emeritus in accordance with the provisions of Article 4 of these Bylaws, (ii) current service on the Board of Directors of NAECTE, or (iii) prior service on the Board of Directors of NAECTE on or after December 31, 2018.

For the purpose of preserving the institutional knowledge of the Corporation and to the extent possible, the President of NAECTE should make every effort to re-appoint at least one (1) director who served the immediately preceding term.

2.03. Ex-Officio and Non-Voting Advisory Directors. The Board of Directors may designate any number of persons as ex-officio directors or non-voting advisory directors, and each such category or classification shall have such rights and privileges as the Board of Directors may determine.

2.04. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without notice other than these Bylaws. The Board of Directors may provide the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without notice other than such determination.

2.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President. A special meeting of the Board of Directors shall be called by the Secretary whenever requested in writing by a majority of the directors. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto as provided in Section 10.01.

2.06. Proxies. A director may vote by proxy executed in writing by the director. A proxy expires three (3) months after the date of its execution. A proxy is revocable unless otherwise provided by the proxy or made irrevocable by law.

2.07. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. Directors present by proxy shall not be counted towards a quorum.

2.08. Executive Session. The Board of Directors may meet in executive session in its discretion.

2.09. Manner of Acting. Except as otherwise specifically provided herein, in the exercise of any of the powers herein given to the directors, a simple majority serving at any time shall have authority to make determinations and to act, and all actions of the directors shall be taken either by resolution at a meeting or by written record without a meeting.

2.10. Removal. Any director may be removed by the President of NAECTE whenever in his or her judgment the best interests of the Corporation would be served thereby.

2.11. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors, shall be filled by the President of NAECTE. A director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office, or until his or her successor qualifies, or until his or her earlier death, resignation, or removal.

2.12. Powers. No director, officer, or employee of this Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of five hundred dollars (\$500.00) unless he or she has obtained advance authorization to do so by the Board of Directors.

ARTICLE 3 OFFICERS

3.01. Officers. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of this Article 3. The President of NAECTE may appoint such other officers, including one or more Assistant Secretaries or Assistant Treasurers as he or she shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary.

3.02. Appointment; Term of Office; Compensation; Qualification. The officers of the Corporation shall be appointed annually by the President of NAECTE. New offices may be created at any time by (i) the President of NAECTE or (ii) at any meeting of the Board of Directors and subsequently filled by the President of NAECTE. Each officer shall hold office until his or her successor shall have been duly appointed and shall have qualified. The compensation of all officers and agents of the Corporation shall be fixed from time to time by the Board of Directors or pursuant to its direction. No officer shall be prevented from receiving such compensation by reason of the officer also being a director. All compensation of officers shall meet the requirements of the Code and the Treasury Regulations promulgated thereunder. In order to be eligible to serve as an officer of the Corporation, an individual must meet one of the following criteria: (i) qualification as a member emeritus in accordance with the provisions of Article 4 of these Bylaws, (ii) current service on the Board of Directors of NAECTE, or (iii) prior service on the Board of Directors of NAECTE on or after December 31, 2018.

3.03. Removal. Any officer may be removed by the President of NAECTE whenever in his or her judgment the best interests of the Corporation would be served thereby, but any such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

3.04. Vacancies. A vacancy in any office because of death, resignation, disqualification, or otherwise may be filled by the President of NAECTE for the unexpired portion of the term.

3.05. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He or she shall preside at all regular and special meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

3.06. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 6 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall make a written report of the finances of the Corporation at each regular meeting of the directors, and at such other time as the directors shall require.

3.07. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

3.08. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 4 MEMBERS EMERITI

The Corporation shall have members emeriti as described in this Article, but at no time shall the Corporation have members with voting rights as defined in the TBOC. Each person who was a member of the Corporation as of January 1, 2019 shall hereafter and at all times be honored and recognized as a member emeritus in appreciation for his or her loyal service to the Corporation.

ARTICLE 5 COMMITTEES

5.01. Committees of Directors. A majority of the Board of Directors then acting may, by affirmative vote, designate and appoint one (1) or more committees, the majority of the members of which shall be directors, which committees, to the extent provided by the Board, shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such committee shall have the authority of the Board of Directors in reference to altering, amending, repealing, replacing, or restating the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; altering, amending, repealing, replacing, or restating the Certificate of Formation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary winding up and termination of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or altering, amending, repealing, replacing, or restating any resolution of the Board of Directors which by its terms provides that it shall not be altered, amended, repealed, replaced, or restated by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him or her by law. Committees shall at all times remain subject to the control and supervision of the Board of Directors.

5.02. Scholarship Review and Award Committee(s). The Corporation may from time to time have one or more committees dedicated to reviewing applications and selecting the recipients of scholarships and other awards that are to be issued by the Corporation. The Board of Directors, in its discretion, may designate the number of committees required to perform these functions at any given time. Members of each such committee shall be appointed by the Board of Directors. Each such committee shall perform the duties as may be assigned by the Board of Directors from time to time, and each such committee shall at all times remain subject to the control and supervision of the Board of Directors. Any members thereof may be removed by the Board of Directors whenever, in the judgment of the Board of Directors, the best interests of the Corporation shall be served by such removal.

5.03. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by the Board of Directors. Except as otherwise provided by the Board of Directors, members of each such committee shall be appointed by the President of the Corporation. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

5.04. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the directors of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

5.05. Chair. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5.06. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

5.07. Proxies. A committee member may vote by proxy executed in writing by the director. A proxy expires three (3) months after the date of its execution. A proxy is revocable unless otherwise provided by the proxy or made irrevocable by law.

5.08. Quorum. Unless otherwise provided by the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

5.09. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 6 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

6.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

6.02. Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent, or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

6.03. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

6.04. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 7 INDEMNIFICATION

7.01. Extent of Indemnification and Advancement of Expenses. Except as provided below in Section 7.02, the Corporation shall indemnify and advance expenses to any person who (i) is or was a director, officer, employee, or agent of the Corporation or (ii) while serving as a governing person, is or was serving at the request of the Corporation as a representative of another enterprise, another organization, or an employee benefit plan, to the fullest extent that a corporation may or is required to grant indemnification to a director under the TBOC; notwithstanding the foregoing, however, the Corporation may indemnify and advance expenses to an officer, employee, or agent, or any person who is identified in Section 7.01(ii) and who is not a director to such extent, consistent with law, as may be provided by the Corporation's Certificate of Formation, these Bylaws, general or specific action of the Board of Directors, by contract, or as otherwise permitted or required by common law.

7.02. Limitation on Extent of Indemnification in Derivative Suits. In case of a suit by or in the right of the Corporation against a person named in Section 7.01 by right of his or her holding a position named in Section 7.01, the Corporation shall only indemnify such person for reasonable expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

7.03. Non-Exclusive. The indemnification provided by this Article 7 shall not be exclusive of any other rights to which a person may be entitled by law, these Bylaws, agreement of disinterested directors, or otherwise.

7.04. Continuation. The indemnification and advance payment provided by this Article 7 shall continue as to a person who has ceased to hold a position named in Section 7.01 and shall inure to his or her heirs, executors, and administrators.

7.05. Insurance. The Corporation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such person as specified in Section 7.01, against any such expense, liability, or loss, to the extent permitted by the TBOC and without regard to whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the TBOC.

7.06. Reports. Indemnification payments, advance payments, and insurance payments made under this Article 7 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six (6) months, whichever is sooner.

ARTICLE 8 BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

ARTICLE 9 FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July and end on the last day in June in each year.

ARTICLE 10 NOTICE, MEETINGS, AND INFORMAL ACTION

10.01. Notice. Any notice required under these Bylaws may be delivered personally or sent by mail, email, or facsimile to the applicable director or committee member at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by email or facsimile, notice shall be deemed to be delivered upon confirmation of receipt. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

10.02. Waiver of Notice. Whenever any notice is required to be given under the provisions of the TBOC or under the provisions of the Certificate of Formation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All such written waivers shall be filed with the minutes of such meeting. The attendance of a director or committee member at any meeting shall constitute a waiver of notice of such meeting, except where a director or committee member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10.03. Meetings by Telephone and Other Means. Any meeting described in these Bylaws may be held by means of a remote electronic communications system, including but not limited to conference telephone, videoconference, or internet, so long as (i) no more than twenty percent (20%) of those entitled to participate in the meeting object to the use of a remote electronic communications system for the meeting, and (ii) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation shall constitute presence in person at the meeting for purposes of a quorum and voting. If voting is to take place at a meeting held by means of a remote electronic communications system, the Corporation shall implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified, and keep a record of any vote or other action taken.

10.04. Informal Action.

(a) **Unanimous Consent.** Any action required by law to be taken at a meeting of directors or committee members, or any action which may be taken at a meeting of directors or committee members may be taken without a meeting if a consent or consents

in writing setting forth the action so taken shall be signed by all of the directors or committee members, as applicable.

(b) Less Than Unanimous Consent. Any action required by law to be taken at a meeting of directors or committee members, or any action which may be taken at a meeting of directors or committee members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of individuals as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action without a meeting by less than unanimous written consent of the individuals entitled to vote on the action shall be given to those individuals who did not consent in writing to the action.

10.05. Electronic Signatures. Any consent or action required to be taken in writing by these Bylaws may be executed by electronic signature. Acceptable forms of electronic signature include but are not limited to: (i) a scanned or photographic image of a written signature, and (ii) a typed name adopted by the signatory with the intent to sign the writing. The Corporation may adopt other methods for capturing electronic signatures, such as software applications designed for that purpose.

ARTICLE 11 AMENDMENTS TO BYLAWS

These Bylaws may only be altered, amended, repealed, replaced, or restated by the affirmative vote of a majority of the directors present at any regular meeting or at any special meeting, if at least two (2) days' written notice is given of an intention to alter, amend, repeal, replace, or restate these Bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

The undersigned, as Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by unanimous consent of the directors on the ____ day of _____, 2019.