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The Association for
Child & Youth
Care Practice, Inc.

STARTING A PROFESSIONAL
CHILD AND YOUTH CARE
ASSOCIATION

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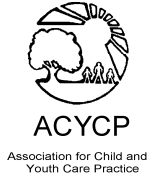
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ACYCP Inc.

The Starting a Professional Child and Youth Care Organization manual was first developed by Gail Loose and Mike Graham for the National Organization of Child Care Worker Associations (NOCCWA) in the 1980s. It was revised and updated by Jeff Kreeb and Frank Eckles for ACYCP in 2005.



INTRODUCTION

The Association for Child and Youth Care Practice, Inc. (ACYCP) is a national organization of state and regional child and youth care associations, agencies, and professionals committed to improving the field of child and youth care. ACYCP provides leadership and professional representation for the thousands of child and youth care workers in the United States working in early childhood education, foster care, group homes, residential treatment centers, corrections facilities, after school programs, community youth development, recreational and disabilities programs.

ACYCP continues the work of the National Organization of Child Care Worker Associations (NOCCWA), which officially began operations in 1977 and was replaced by ACYCP in 1998.

ACYCP, a non-profit corporation tax exempt under section 501(c)(6) of the IRS tax code, is a voluntary educational, scientific and professional organization whose purpose is to support and develop programs, activities and organizations which will enhance the competence and professional status of child and youth care workers. Included in this purpose is a commitment to increase the public's awareness of the need for quality child and youth care and its direct relationship to the future welfare of society.

ACYCP's philosophy is founded on the belief that child, youth and family care professionals value and respect all individuals and families and, therefore, ensure that services are sensitive to and nondiscriminatory of clients and professionals regardless of race, color, ethnicity, national origin, national ancestry, age, gender, sexual orientation, marital status, religion, abilities, mental or physical handicap, political belief, political affiliation, or socioeconomic status.

Since it's beginning in 1998, ACYCP has:

- Collaborated with the Council of Canadian CYC Associations to offer the International Child and Youth Care Conferences every three years since the 1982.
- Published the Journal of Child and Youth Care Work in cooperation with the CYC Learning Center at the University of Wisconsin – Milwaukee and Concordia University, Canada. This peer-reviewed journal is devoted to the promotion of professional child and youth care practice and practitioners that publishes a broad range of articles of interest to academics, students and practitioners who are concerned with all aspects of intervention with young people.
- Sponsored the North American Certification Project in collaboration with the International Leadership Coalition for Professional Child and Youth Work. This

project has conducted a meta-analysis of CYC competencies that span all major practice settings and developed a national credentialing program for professional CYC practitioners.

- Sponsored the development of an international code of ethics specific to CYC practice that has been adopted in many states and in Canada.
- Sponsored Project Outreach to assist in the development and expansion of local CYC professional organizations. This committee is working with groups to identify and provide resources to local and state groups that are working to organize CYC practitioners; identify key conferences and groups that can help with the dissemination of information about national professional programs; and provide funding and organizational support.
- Provided networking opportunities for individuals and groups interested in collaborating to promote higher quality training and educational opportunities for professional CYC practitioners.

The development of a professional state association is an important part of the professionalization of child and youth care practitioners. It provides education and training opportunities, skill building, certification, networking, conferences, and social events. Research has shown that involvement in a professional association enhances worker morale and job satisfaction. State associations that are members of ACYCP allow each member access to vital information about events, opportunities, and developments in the field on a national level.

The proliferation of CYC professional organizations is a critical step in the evolution of professional CYC practice. Review of the historical development of other professions (social work, psychology, education, etc.) has shown that the leadership and vision of mature professionals within the field, coupled with strong support from state and local groups is a key step in the evolution of a profession. When the people who work within a field of study realize the value of their contribution to society and begin to actively work together to define knowledge and skills competencies, establish standards of ethical practice, and begin regulating professional membership, this marks the emergence of a true profession. We, as CYC practitioners, have arrived at this place and invite you to join with us in creating a future where children and youth in North America have well prepared, competent, professional care givers available to meet their development needs.



PURPOSE AND OVERVIEW

The purpose of this manual is to assist individuals and groups in the process of developing a professional child and youth care association. The first chapter will recommend several steps to develop a group identity and begin the process. When these steps are satisfied, those involved can move on to the following chapters that will identify other important tasks to complete. There is no specific order to follow. Once the founding members have followed through on the steps in Chapter 1, the chronology of the rest of the work will fall into place. Most of the chapters have an appendix to offer an illustration of the suggested task. The final chapter will offer suggestions to assist in fine tuning and maintaining the association and resources for additional help.

Why form an association? You are embarking on a process that will require much time and dedication to complete. Many enjoy the process and find that it stimulates personal and professional growth. Others find it frustrating and too time consuming. Several thoughts that may come in handy are listed below:

Groups of people acting together can, generally, accomplish more. The process of interaction and collaboration, sharing of ideas, relationship development, and struggling to accomplish, are rich with opportunity for growth. The process is also often challenging and fraught with disagreement and frustration. Remember the importance of your mission; working together we can establish better ways to support the development of children and youth. It is a worthwhile goal to pursue. It can change the world as we know it.

Your core group will provide an important model for others. Many people have a limited concept of what a truly professional CYC is like. Many have never met one. You will be that model for many people. One of your most important tasks is helping others to see the value in being a professional and to giving back to the profession through work with your association. Valuing diversity of opinion, modeling constructive problem solving, using your knowledge of group dynamics and leadership to create environments where people are comfortable, engaged and growing is what we, as professional CYC practitioners, do. If what we know as CYC practitioners is truly important and truly beneficial to the children and youth we serve, the information is also important enough for us to use as we work with one another.

Groups form and continue because they offer something of value to the community they serve. What are you offering? You will be successful when you bring something to the community that is needed and accessible. Is that better training or credentialing or a newsletter or group insurance? Is that a state conference offered once a year or frequent regional one-day-trainings? Is it someone who attends state and national policy meetings to

represent their concerns? Most people join groups out of self-interest – What’s in it for ME? A good test for anything your group plans to do is to ask yourself: What is the benefit of this activity? Are we offering something that is needed and not offered by someone else? Who will benefit from our work? If you are not benefiting children, youth and the people who work with them, this may not be an activity you need to pursue.

Another consideration is whether or not to develop something on your own. Many people are involved in the movement to professionalize child and youth care work. Much important work has already been done. We are at a point where collaboration and mutual support is possible and desirable. There is no need to ‘reinvent the wheel’. It is in this spirit that the following manual has been developed and made available.

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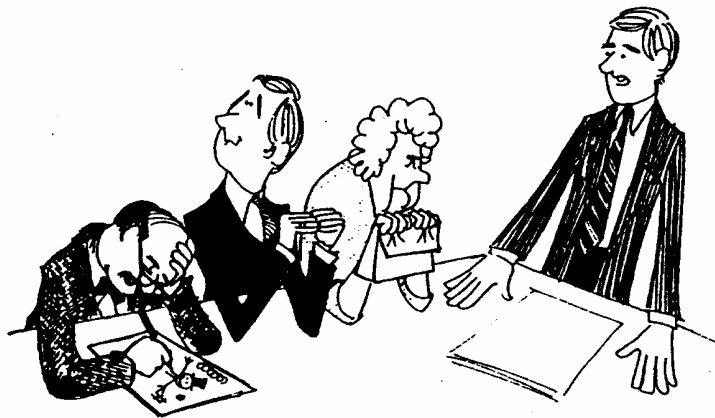
CHAPTER 1

GETTING STARTED

A general definition of any organization is a committed group of individuals who are engaged in ongoing activities for a specific purpose. When the three tasks suggested in this chapter are complete, the result can be qualified as an organization or association.

The first step in forming a state association is to identify a group of five to ten individuals who are committed to each other and to the same ideals. Concern about geographic variability or representation from a variety of agencies is not as important at this point as the ideal of a firm commitment and clear goals. With this kind of agreement among a group of individuals, anything can be accomplished.

A suggested way of demonstrating active investment in the association is to ask each founding member to pledge or find a source, such as an agency, to pledge an amount of money over a period of time to cover start-up costs. If each of the ten members pledges \$50.00, \$500.00 would be enough to cover the basic expenses to get the association off the ground.



Next on the agenda, we have board pledges.

From the first meeting, it is important to utilize a structure for running meetings. The following suggestions will help make the meetings run smoother and keep a record of

commitments and decisions made:

- Before official elections are held, appoint or have someone volunteer as a facilitator to keep the discussions focused on the task at hand.
- Set an agenda before the meeting begins.
- Stick to the agenda and save time for socializing until after the meeting.
- Appoint someone to keep minutes of each meeting. This person will remind individuals of their assigned tasks, be sure everyone gets copies of the minutes, and send reminders of the next meeting.
- Start and end the meeting on time.

Now that there is a group of committed people and there is money gathered, the second step is to decide what to do. When you complete this part of the process you will have a clear statement of purpose that outlines what you intend to do and how you will approach creating solutions. This statement will reflect the basic goals of the association and will be helpful in writing your Statement of Purpose for the association's bylaws.

It is helpful to review documents previously developed by other CYC professional organizations. There is significant overlap in what has been identified. The goals of your organization will, undoubtedly, be similar and you may find that reviewing other documents helps you to focus and word your statements of purpose.

There are several ways of proceeding that seem to work well:

Opinion Survey - If an opinion survey is utilized, it can serve as a guide by identifying relevant local needs and possible solutions. Mailing out a survey or calling by phone gives you the opportunity to inform others about your efforts. It can help you to expand your core group and may offer you additional resources. Surveys are notoriously difficult to get others to complete and return. Some groups have offered a prize drawing that includes people who have returned their surveys.

Organizational Meeting – Some groups have initiated their efforts by sponsoring an organizational meeting as part of a training that attracts attention (or holding a meeting as part of an established conference). Many people will attend a training where they can earn training credits and expand their skills. It is easier for many to justify taking time away from work. This will increase attendance and begins your process by offering the community

something of value that fits into your projected goals and purpose. Several associations began by bringing in a person who could speak about professional issues and help set the stage for the organizational meeting. Another benefit is that following the meeting you will have the beginning of a targeted mailing list. If you charge a small fee, it will also help you finance your efforts.

Strategic Planning Meeting – Another approach is to hold a strategic planning meeting of your core group with invited guests that ‘round out’ your representation. The purpose of the meeting is engaging in a planning process that will produce a plan that outlines overall goals, short-term objectives, time lines, and responsibilities. There are many strategic planning processes available. One of the best available is outlined in the Technology of Participation, Group Facilitation Methods program offered through the Institute of Cultural Affairs (for more information, see Resources at the end of this document).

SETTING GOALS

Goals and their accomplishment are important to evolving groups. They provide focus, opportunity to work together, and, ultimately, much satisfaction when they are accomplished. When a group has the sense that it is working on something meaningful and is accomplishing something important, it helps to create the energy and commitment that is needed to keep the process moving.

Identify at least one long-range goal (i.e. a state conference or membership quotas). This procedure can be done by having the founding members brainstorm things they would like to have accomplished in a given period of time. It can also be accomplished through a strategic planning process. Then by process of elimination, pare it down to a small set of realistic goals to focus your attention on. (Don't disregard the other suggestions, as there are other uses for them in a later chapter.)

It is easy to over-estimate what you can accomplish. Things always seem to take longer and require more work than you originally thought. Success is important to the group process. Groups are generally strengthened when they accomplish goals in a relatively short time period. When you start trying to conceptualize and implement a 5-year plan, many people lose interest and commitment. Long-term plans are a good idea because they provide a sense of direction. Short-term plans are more realistic for most people to make solid commitments to. Most groups seem to work well with plans that encompass between 4 months and 1 year. That is long enough to get things done in an organized fashion and still short enough for people to make commitments to.

Once the long-term goal is agreed upon, the next step is to list several achievable objectives that will support the attainment of the long-range goal. Examples could include publication of a newsletter, making contact with or being recognized by other related groups, (such as an administrators' association or consortium of mental health providers), or collecting data through interest, opinion, or need surveys. This will also help identify other potential members and sources of support.

When a group of committed individuals have defined their purpose and how they are going to achieve it, the third step is to identify the leadership structure.

OFFICERS

The standard executive committee consists of a president, vice-president, secretary, and treasurer. These offices are also required by most state corporation statutes. It is important to clarify their roles so that there is a way for the external agencies and individuals to relate to your structure. Listed below are some considerations for officers:

PRESIDENT

The president will need to be a person who is willing to spend a considerable amount of time and energy on the project. He/she should be organized and have good writing and verbal skills. This person will be a major motivating force behind the association, responsible for providing the vision and focus of the developmental efforts, as well as being in charge of keeping the founding members productive and on task.

VICE-PRESIDENT

The vice-president will act as the president's "right arm." His/her job may include preparing to assume the full duties of the president during the next term of office, be able to carry on in the event that the president may have to terminate, and/or oversee the standing committees on the board of directors. This person must be in constant contact with the president and be directly involved with the entire formation process. Qualities for the president's role should be evident in this person.

SECRETARY

One of the qualities to look for in a secretary is to be very organized, computer literate and somewhat compulsive about his/her work. Good communication skills and writing skills are a must. The secretary is the central clearinghouse and is most likely the most powerful officer in the association. His/her duties include: keeping all records of

meetings, disseminating the information, membership records, and correspondence. Several associations have divided the duties of secretary into two jobs labeling them the corresponding secretary and recording secretary. This has the advantage of sharing the burden of paperwork that this office requires. Either way, the secretary is frequently the first contact anyone has with the association, so the first impression should be professional and positive.

TREASURER

The treasurer must be someone who is trustworthy and also has a streak of compulsiveness. Prior experience in basic accounting, budget strategies, and funding strategies would be beneficial, but it should not be a requirement. With some effort, these skills can be learned from a bookkeeper from a basic accounting book. It is a good idea to have the checking account set up so two signatures are required for any output of cash in order for there to be a check and balance system for the association. The association might consider having the treasurer bonded as an added assurance that association funds will be accounted for.

Another important consideration as you organize your core group is legal council. Since many of your organizational activities have legal consequences and involve corporation and tax law, it is a good idea to get access to an attorney or other person knowledgeable in corporation and tax law. Many state associations get legal services on a pro bono (free) basis from local law firms that are supportive of the association's agenda. Others use attorneys on retainer for agencies that support the association.

SUMMARY

The three tasks outlined are: (1) identify five to ten individuals who are willing to make commitments of money, energy, and time to each other and to the same ideals, (2) create a statement of purpose and define one long-range goal and several immediately achievable objectives, (3) identify leaders and their roles. When these tasks are in place, you are on your way.



CHAPTER 2

BYLAWS

A bylaw is an agreement between the organization and the members to conduct the affairs of the association. It states all the ground rules for how the association will operate, and until they are repealed or amended, will offer the officers and the board of directors clear instructions on how the organization will operate, make decisions and use its resources.

Bylaws are legal documents that need to meet the requirement of state corporation statutes and Internal Revenue Service (IRS) non-profit requirements. State laws vary from state-to-state so it is important that you contact the office of the Secretary of State (or Corporation Commission, etc.) in your area for any requirements. Most states offer printed information packets or websites that outline the requirements. There are generally phone numbers listed for people to contact if you have questions.

IRS requirements are the same in all states. Depending on which tax exempt status you are applying for, there are specific statements that the IRS wants to find in your bylaws. They are clearly outlined in IRS publications available to you.

The bylaws are adopted by the board of directors and can, typically, be changed by the board using a process outlined in the bylaws. Some groups make it a requirement that amendments to the bylaws be voted on by the membership. This tends to give the membership more control over the association but also makes it more difficult for the board to adapt the bylaws as the organization evolves. It is important to consider this process of checks and balances as you develop your bylaws. The organization will need to change as it evolves but it may be important to make it difficult to change fundamental purposes and processes without consulting the membership that the organization represents.

Here is a list of articles that are often included in bylaws of state associations:

1. Name and location of association.
2. Enumeration of officers of association.
3. Duties of each officer of association.
4. Board of directors.

5. Committees.
6. Meetings of the board and election of officers.
7. Membership.
8. Dues.
9. Resignation and expulsion.
10. Amendments.

Refer to Appendix A for a sample of the bylaws of a state association.

POLICY AND PROCEDURES MANUAL

When the bylaws are adopted, the next step is to create a vehicle to implement them. As stated before, the bylaws are an agreement to conduct the affairs of the association, but it does not give the particulars. The creation of a policy and procedures manual will set up guides to action, set limits, and help resolve questions on how the association will conduct business. Without a policy and procedures manual, an association's operations may flounder in inconsistency.

Policies are the guides to action and are intended to result in the achievement of the association's purpose. Procedures are a set of steps to be followed. They may describe a specific course of action, but allow minimum flexibility.

One of the easier methods for creating a policy and procedures manual is to make the commitment that each time you encounter the need for a new process (accounting for checks received, paying out association funds, approving travel for a board member, approving an agreement with another group, etc), the board will take the responsibility to clearly document the process (what do we need to do, what are the steps, what must be documented, who can do it, etc). This can then be placed in the policy manual with the date the board approved the procedure. When time allows, go back through manual, clean up the language and format the pages so they are easy to use. This avoids the need to spend massive amounts of time developing the policies and procedures.

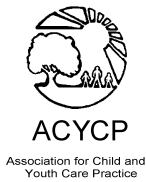
Refer to Appendix B for an example of how a policy and procedures manual can be set up.

SUMMARY

Bylaws are necessary to assure that the structure of the association will be maintained. The development of a policy and procedures manual will operationalize the bylaws.



Bylaws can have important legal ramifications.



CHAPTER 3

INCORPORATION

To be a legally recognized corporation under state law, the association needs to become incorporated as a nonprofit organization. To incorporate in any state, one to three people must be listed on the incorporation document as the initial board of directors. This needs to happen before applying to the Internal Revenue Service because a list of board members must be included with the application for recognition of exemption (see Chapter 4).

Incorporation is important. When you incorporate, you are creating an entity that will protect individual board members from legal liability. It generally protects board members financially and from personal liability for any errors in judgment through non-management or not attending to the association's affairs. It is imperative that any actions taken on behalf of the association by board members and officers be done in "good faith" and "due care." It is for this reason that the bylaws must be carefully written and frequently reviewed. Many state association bylaws contain a section referred to as 'indemnification of board members'. This section clearly delineates the protection that the association is offering to potential board members in case there are legal problems. Since laws vary across states, and since interpretations of laws change over time, it is important to have an attorney or other knowledgeable person review your bylaws before approving them. Some associations purchase officers and directors liability insurance to further protect board members. Historically, it is rare that a CYC organization has been sued for any reason. Typical CYC associations have few monetary resources to attach and few are engaged in activities that have serious personal consequences to members.

The first step is to contact the Secretary of State or State Corporation Commission and request a packet for the incorporation of a nonprofit organization. Dealing with large bureaucracies can be very intimidating, however, **THEY ARE SET UP TO ASSIST!** The individual need merely make contact with a person in the state office, get his or her name, and explain the task. Experience has shown that people are usually willing to guide the novice through the process. Be sure to establish rapport with the individual by name and communicate with that person as issues arise.

To establish a nonprofit organization, Articles of Incorporation are necessary. The contents of the articles are determined by the individual state and will be listed in the packet. The following information is generally included in Articles of Incorporation:

1. The name of the association.

2. The period of duration, which may be ongoing.
3. The purpose of purposes for which the association is organized.
4. Any provisions, not consistent with the law, which the incorporators elect to set forth in the articles for the regulation of the internal affairs of the association, including any provision for distribution of the assets on dissolution or final liquidation.
5. The address of the initial registered office of the association and the name of its initial registered agent at such address. (A post office box is usually not acceptable.)
6. The number of directors constituting the initial board of directors, and the names and addresses of the persons who are to serve as the initial directors.
7. The name and address of each incorporator.

Incorporating will constitute a sizable expense. There are fees to the state government, as well as the cost for publication of the Articles of Incorporation.

Once the state has approved your Articles of Incorporation, you are a legal corporation recognized to do business in your state. You will probably begin receiving notices that you may be liable for payment of franchise taxes, unemployment taxes, sales taxes, etc. It is important that someone respond to each of these as there are generally time limits involved. If you don't respond within the limits, many states have the right to set the tax amount based on what they typically charge other organizations similar to yours. In most cases, once you have filed the proper paperwork, the taxes are waived. Some require yearly filing to verify that your situation has not changed substantially.

Refer to Appendix C for a sample packet from a state government and Appendix D for a state association's Articles of Incorporation.



CHAPTER 4

TAX EXEMPTIONS

The advantages of a tax-exempt status with the IRS are obvious: the association is able to accomplish more things if it does not have to spend funds on income and sales taxes, and tax deductible money can be raised to support the association's work.

Many foundations can only give money to tax exempt 501c(3) organizations. Individual donors making contributions can deduct donations to 501c(3) organizations from their income taxes. This makes it advantageous to apply for 501c(3) tax-exempt status. Over the past 20 years it had become increasingly difficult for CYC professional organizations to qualify for 501c(3) status. Reinterpretation of tax law has increased the standard that must be met to qualify. Most CYC professional associations organized in the past 15 years have been granted tax exemption under section 501c(6) (trade organization or business league).

Much information is currently available on-line from the Internal Revenue Service (IRS). The links listed below will give you access to:

IRS Home Page which links to extensive information provided by the IRS
<http://www.irs.gov/>

Specific information on the history, summary of tax rulings, and requirements for 501c(6) organizations (68 page PDF file)
<http://www.irs.gov/pub/irs-tege/eotopick03.pdf>

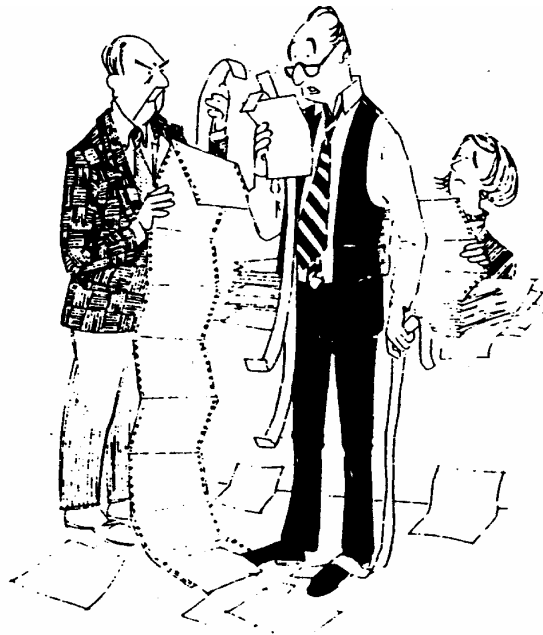
Filing Requirements for 501c(6) organizations
<http://www.irs.gov/charities/nonprofits/article/0,,id=96107,00.html>

IRS Forms available for download
http://download-irs-forms.com/cgi-bin/download_irs_forms.pl

Links to State Governments
<http://www.irs.gov/charities/article/0,,id=129028,00.html>

Unless an association makes a substantial change in its purpose or operation, its determination as a tax-exempt organization remains unchanged after it has been granted. The annual filing of Form 990 and Schedule A (available on-line) with the IRS is an association's primary way to account to the federal government. There are penalties for late filings and for incomplete filings, and your tax-exempt status is jeopardized by not filing.

*Either we've lost our tax-exempt
status or we're bankrupt?*



The process of filing for tax exemption can be time consuming. It often takes 6 months to 1 year to complete all of the filing requirements and have the application approved. Once your application has been filed, the IRS will review it and issue a response letter informing you of any questions or issues they have concerns about. It seems to work better to have dealt with as many of these issues as possible before submitting the initial application. This usually means enlisting the help of someone familiar with the process and filing requirements that can help you avoid mistakes that can jeopardize approval of the application. Since most CYC professional organizations are founded with similar goals using similar structures, it is helpful to use an existing, approved application as a template.

The IRS makes specific recommendations for several issues they would like to see outlined in your bylaws. These relate to:

1. distribution of assets upon dissolution of the corporation
2. specific requirements that hold the president and treasurer personally

responsible for failure to comply with filing and tax payment requirements. Including statements in your bylaws taken directly from the IRS publications is helpful.

Again, it is very important NOT to be intimidated by a bureaucracy like the IRS. Use the same technique as with the incorporating process. Do not be afraid to ask for assistance and do not be put off by the process. These are individuals who have the job of helping people get through the process. Utilize them to their fullest extent. You will be assigned a specific IRS contact person. Some are more willing than others to answer your questions and help you think through your revisions. It is helpful to phone the assigned contact person, discuss whatever problems are under consideration and then file a written response. Talking it through before filing your response can help you save time and resubmissions.

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CHAPTER 5

FINE TUNING

This chapter will address a number of issues that are vital to the development of a professional association. Included will be information about agency support, marketing the association, board retreats, managing conflict, and most important, where to get help.

AGENCY SUPPORT

Although child and youth care worker associations are set up by and for child and youth care workers, it is very wise to utilize the support that comes from agency administrators. Developing associations need space for meetings and trainings, phone and mail access, time off for officers to attend meetings, office supplies and many other things that are readily available in most agencies. The support of a coalition of agencies (typically the agencies that the association officers work in) can provide critical support when other options are hard to come by. Most agency administrators are members of existing organizations that can help you market your association when the time comes.

Agency administrators can be powerful political allies. It is important to be recognized in the professional community and endorsement from agencies and credible administrators can facilitate this.

Approaching administrators is not difficult. They are generally interested in common goals. It is useful to identify those goals (for example, the best care for the children or high worker morale) and develop a mutually supportive agreement to work with them.

MARKETING

Building membership is an important part of creating a viable association. Some ideas of how to let the community of youth and child care workers know about the association have been mentioned, as in sending out informational surveys.

Sponsoring a conference or training event is an effective way to draw potential members together. Set up a booth with newsletters, brochures, and several "recruiters" at a conference hosted by the association or an association of a related discipline.

Inviting yourself to agency staff meetings and providing a presentation to youth and child care workers is very effective. Have samples of newsletters, visual aids, and, of course, a representative who is professional, informed, and articulate.

Developing a certification program can be a marketing tool. It gives presenters something concrete to talk about and offers validity to youth and child care work as a profession.

Involvement in legislative activities that target children's issues, speaking to committees, approaching legislators, and organizing support for and against bills that effect children can build a reputation for the association of championing children's issues.

Sponsoring an agency-wide event that includes staff and youths is useful for several reasons. It provides a day of recreational programming for youths, it connects the association name with a positive activity, plus, it brings youth and child care workers together. Activities may include a dance, softball or volleyball tournament, or a junior or wacky Olympics day.

There are many aspects of publicity which can be found in books that an association may want to explore. This would include press releases, public service announcements, and radio or television talk shows.

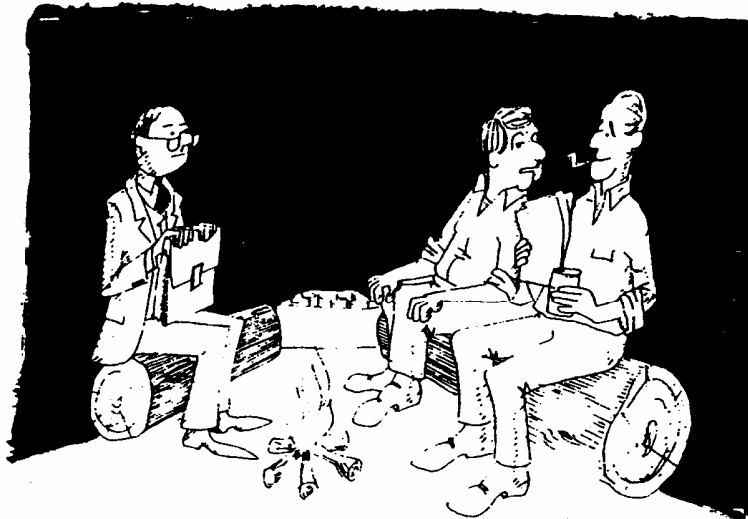
BOARD RETREATS

In order to keep pace with the needs of the profession, boards must remain flexible. This implies periodic review and updating of their strategic plans. An excellent way to maintain interest and strengthen commitment is by having an annual board retreat.

Before conducting a retreat, it is necessary to have in mind what the outcome should be. Focus should be on the long term and not crisis issues. Agendas may include restructuring the board or its committees, strategic planning, evaluation, future plans, bylaws revisions, financial development or roles and responsibilities of the board members. Any area where the board feels its performance is inadequate, endeavors that requires in-depth or lengthy discussion, or unknown areas that require education can be addressed at a retreat.

Some retreats imply getting the board out of the city for more than one day. It is important when planning to stay away from holidays and choose a time when the board members are not preoccupied with other pressing business. Mountain cabins or seaside resorts are wonderful for retreats because social interaction is also part of the agenda.

Finally, it is important to set an agenda and follow it. Allow ample time for breaks. Keep a record of the proceedings as it is important for follow-up tasks. Perform an evaluation and solicit feedback for the next retreat.



I'm afraid Horace is having a hard time getting into the spirit of this retreat.

MANAGING CONFLICT

It is important to create a board of people with diverse perspectives and this will make some conflict inevitable. Diversity and dissent can be productive in a board setting because they can stimulate discussion, problem solving, and keep the board from becoming complacent. A member who expresses disagreement can force others to clarify their positions and rationales. This often leads to a broader understanding of the question at hand.

Unfortunately, disagreements can deteriorate into a conflict between board members when differences of opinion on an issue are taken personally. Members representing an idea may feel it is not receiving its due attention and may become dissidents. Whatever the reason, first find the root of the problem. To avoid or diffuse conflict, the president might do the following:

- Ask for different opinions on an issue even when there appears to be total agreement. This gives permission to the individual who may be suppressing disagreement to bring concerns into the open.

- Disassociate the idea from the person who offered it.
- Protect minority opinions. A person who voices a different or unpopular idea may become discouraged from future participation if his/her idea is ignored or ridiculed.
- Insist on keeping to a well-planned agenda. This dissuades those who like to nitpick.
- Take a firm stance when personal attacks are made during a board meeting. Keep the focus on task.

One extreme way to handle conflicts is to ignore them. The other extreme is to lay aside the agenda and talk through every disagreement. Both extremes are unhealthy to the group process and the organization. Group leaders must learn to manage conflict in a way that facilitates the group process and does not interfere with the business of the group.



Mr. Folby! We have "procedures" for expressing disagreement.

Some suggestions include:

- Let them (dissidents) have enough rope and they will hang themselves.
- Recognize that many dissidents are hungry for recognition. Give them an assignment or position that will satisfy such an appetite.

- Wait. Many rebels eventually become a part of the association's establishment.
- If possible, don't let a dissident catch the board by surprise. If trouble is coming, quietly let some of the key members know in advance of the meeting.
- Have the president meet with the dissident in private and try to work out an understanding or at least a truce.

ACYCP Inc.

WHERE TO GET HELP

The Association for Child and Youth Care Practice's mission is to help local groups develop state associations. An ACYCP representative is willing to assist by phone, email, correspondence or in person. This service is available through Project Outreach, a committee of the ACYCP Board. To contact current committee members, visit the ACYCP website at

www.acycp.org

Other resources for assistance may include contacting established state or provincial associations. Below is a partial list:

Ohio Association of
Child and Youth Care Professionals
2411 Seaman Street
Toledo, Ohio 43605
(419) 693-1520
www.helpingohiokids.org

Texas Youth and Child Care Worker Association
1701 Southwest Parkway, Suite 113
College Station, Texas 77840
(979) 764-7303
www.tyccwa.org

Wisconsin Association of
Child and Youth Care Professionals
161 W. Wisconsin Ave., Ste 6000
Milwaukee, WI 53203-2602
(414) 227-3031
www.wacycp.org

Canadian Council of Child and Youth Care Associations
www.cyccanada.ca

SUMMARY

This chapter, as well as this manual, has covered some basic how-to's in starting a child and youth care association. As a new association begins to take shape, many questions will arise. Feel free to utilize the resources listed in this chapter, as the common goal is professionalism for youth and child care work and developing the best services for the children, youth and families in care.

ACYCP Inc.

RESOURCES

Starting a State Association: Procedures for Making it Work by Melinda Butler, M.S.

Non-Profit Boards: A Practical Guide to Roles, Responsibilities, and Performance by Diana J. Duca.

The Grassroots Fund Raising Book by Joan Flannagan.

The Successful Volunteer Organization by Joan Flannagan.

Making the Non-Profit Organization Work: A Financial, Legal and Tax Guide for Administrators by Arnold and Philip Olenick.

Technology of Participation, Group Facilitation Methods, Institute of Cultural Affairs, 4220 N. 25th Street, Phoenix, Arizona 85016 (602-955-4811).

Robert's Rules of Order (Newly Revised) by General Henry M. Robert, Perseus Publishing, Cambridge, Massachusetts.

Many of the books listed above are available on-line through www.amazon.com or through you local book stores or library.

Appendix A

Sample Bylaws

ACYCP Inc.

BYLAWS

As approved by the Board of Directors, October 29, 1981.

ARTICLE I

The name of the corporation shall be the ARIZONA PROFESSIONAL CHILD CARE ASSOCIATION, hereinafter referred to as the "Association."

ARTICLE II

PURPOSES AND OBJECTIVES

The Arizona Professional Child Care Association is a voluntary professional organization, the purpose of which is to advocate and promote quality child care methods and practices and competent services for the children and adolescents through the development of programs that enhance the professional competence and knowledge of child care workers and by means of public education efforts designed to increase the public's awareness and appreciation of the importance and characteristics of quality child care methods. The Association shall further protect and serve the child of Arizona by taking any action or engaging in any activity designed to improve the quality of services available or to ensure the needs of the child.

In order to fulfill its purpose the Association shall:

- 1) Develop and publish ethical standards of practice for child care workers and child care programs.
- 2) Provide conferences, workshops, and training programs for the child care profession.
- 3) Provide channels through which information relevant to child care can be effectively distributed to workers, agencies, and the consumer.
- 4) Represent the child care profession to the various levels of government and to the public.
- 5) Work actively toward the development of strict certification procedures designed to ensure that individuals certified to work with children and adolescents have the highest possible qualifications and abilities and are indeed competent.

- 6) Promote and engage in research activities for the purpose of improving child care methods'.
- 7) Encourage the practice of child care techniques based on sound empirical evidence of effectiveness.
- 8) Affiliate with other organizations within and outside of Arizona which have an ' interest in the improvement of child care services available to children.

Section 1. This organization is organized exclusively for education-charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Section 2. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United states Internal Revenue law).

Section 3. Upon the winding up and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

MEMBERSHIP

Section 1. There shall be five categories of membership in the Association: Distinguished Professional, Professional, Associate, Sustaining, and Agency.

a) Distinguished Professional Membership. A distinguished Professional member is one who has, by their dedication and effort over a sustained period of time, made a unique and significant contribution to the development of the child care profession and/or the achievement of the goals of the Association. Such contribution or achievement should be one which, in the judgment of the Board of Directors, is likely to have a long-term positive effect on the future of the Association and/or the child care profession.

- (i) Distinguished Professional membership is conferred by majority vote of the Board of .Directors at any regular or special meeting.

- (ii) The Board may confer only one Distinguished Professional membership in any calendar year.
 - (iii) Only those who are currently Professional members in good standing may be considered for Distinguished Professional membership.
 - (iv) Distinguished Professional members shall for life hold all of the rights and privileges of full Professional membership, unless removed or expelled by the Board under Article III of these bylaws; and shall be exempt from payment of any dues or fees in order to exercise those rights. Further, Distinguished Professional members shall have the privilege of attending any and all workshops, conferences, and other functions of the Association without being required to pay fees.
 - (v) Upon conferring Distinguished Professional membership, the Board of Directors shall direct an officer to prepare and deliver, to the Distinguished Professional member a suitable plaque and/or certificate.
- b) Professional Membership. Professional membership is open to anyone who is certified by the Association as a child care specialist or a child care consultant and who has been nominated for membership by a Professional member in good standing. Individuals who are not certified, but who were Professional members in good standing prior to the amendment of this article, may remain as Professional members without being certified, so long as that membership does not lapse.
- (i) Professional members shall have all rights and privileges, including the right to vote and to hold office, so long as they remain in good standing. In order to remain in good standing, Professional members must have paid all dues by the last day of February each year, maintain their certification, and must at all times conduct themselves in a manner consistent with these bylaws, and with the standards of practice which may be adopted by the Board of Directors. In addition to remain in good standing, a Professional member must support and conform to any set of ethical or professional standards adopted by the Board of Directors-
 - (ii) Any Professional or Distinguished Professional member may sponsor individuals for the Professional membership. The application for Professional membership with the names of both the applicant and the sponsoring member, together with the dues, should be sent directly to the secretary of the Association. Membership shall be on a calendar year basis. Applications are considered to be provisionally accepted when all required materials are received by the Secretary. Applications received after the regular July meeting of the Board of Directors will be accepted for the following year. Applications received in time to be presented at

the regular July meeting of the Board of Directors will be accepted for the following year. Applications received in time to be presented at the regular July meeting of the Board of Directors will be accepted for the new current year. The secretary shall submit the dues of new Professional members to the treasurer, and all other materials to the chairman of the membership Committee. The Membership Committee shall review all applications for Professional membership and at each regular meeting of the Board of Directors, the chairman shall read the names of new Professional members and report the committee's decision to either support or contest the membership. The Board of Directors will then vote to confirm the new member or to reject the application. If the application is rejected, the treasurer shall inform the applicant and refund the dues. The chairman of the membership Committee shall inform the sponsor.

- (iii) It is the responsibility of all Professional members of the Association to ensure that those individuals sponsored for a Professional membership are child care workers who have a commitment to improving themselves and the profession of child care and will adhere to the principles of the Bylaws of the Association and any standards of practice which may be adopted by the Board of Directors. It is the duty of all Professional members of the Association to report to the chairman of the membership Committee and/or the president any behavior on the part of a Professional, Agency, or Associate Member which is not in accord with the principles and goals of the Association.

(c) Associate Membership. Associate membership is open to any individual who is currently employed in child care, but is not certified by APCCA as either a child care specialist or child care consultant.

- (i) Associate membership does not confer the right to hold office or to vote in elections. Associate members may be appointed to positions on standing committees and shall be voting members of these committees with the exception of the Executive Committee and the Standards Committee.
- (ii) Associate memberships may be accepted by any professional member of the Association. Associate membership applications are considered to be accepted when the application and dues are received by the treasurer and the name reported to the secretary.

d) Sustaining Membership. Sustaining membership is open to any individual wishing to support the goals and efforts of the Association.

- (i) Sustaining membership does not confer the right to hold office or to vote in elections.

- (ii) Sustaining memberships may be accepted by any Professional member of the Association. Sustaining membership applications are considered to be accepted when the application and dues are received by the treasurer and the name reported to the secretary.
- e) Agency Membership.
 - (i) Agency membership is open to any agency, institution, or group whose policies and purpose are consistent with these Bylaws and who wish to support the efforts of the Association. Agency membership may be canceled at any time of the Board of Directors if it is felt that continued membership is not in the best interest of the Association.
 - (ii) Agency membership may be accepted by an officer of the Association. It is the duty of the officer to ensure that the applying agency meets the requirements for membership. All Agency memberships shall be approved by the Board of Directors.
 - (iii) Agency membership does not confer the right to vote in elections or to hold office or to hold voting membership on standing committees.

Section 2. The term "child care worker" shall be used to refer to individuals who are or have been employed in the field of child care, but who have not been professionally certified by APCCA or a certification program recognized by APCCA. The terms "child care specialist" and "child care consultant" shall be used to refer only to those individuals who have been certified by APCCA.

Section 3. Additional requirements for any category of membership may be specified by the Board of Directors at any time. The Board of Directors may limit the number of Agency and Associate members.

Section 4. The annual dues for all categories of membership shall be established by the Board of Directors. The annual dues for Professional and Associate memberships shall be the same.

Section 5. For all categories of membership, expulsion or cancellation of the membership as prescribed is final and there is no refund of dues. The Board of Directors may suspend or expel any member, with or without cause, by majority vote- Members must be considered for expulsion and/or suspension if:

- a) A member is delinquent in dues after the last day of February of each year; or
- b) A member refuses or neglects to give effect to any decision of the Association or the Board of Directors; or

- c) A member violate³ any of these Bylaws; or
- d) A member has been declared by a court of competent jurisdiction to have committed fraud, or to be insane,' to be otherwise incompetent or is convicted of a crime involving moral turpitude; or
- e) A member commits an act that reflects discredit upon the members of the Association or the child care profession.

Section 6. Memberships which are maintained on a continuous basis, without lapses or removal or expulsion by the Board, shall not be required to re-qualify or to meet new qualifications, which may be developed by the Board from time to time, in order to remain members in good standing. When a membership does lapse, then that individual must re-apply and must meet whatever requirements are in effect at the time of the new application.

ARTICLE IV

MEETINGS

Section 1. Annual meeting. The annual meeting of the Association shall be held at such time and place as designated by the Board of Directors. Notice of the meeting, signed by the secretary, shall be mailed, except as herein or by statute otherwise provided, to the last recorded address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting.

Section 2. Regular Meetings. The Association may hold regular meetings at a time and place specified by the Board of Directors, at which time any business may be transacted which the Board of Directors request the membership to act upon.

Section 3. Special Meetings. Special meetings may be called by the president or by the Board of Directors at their discretion. Upon the written request of not less than twenty-five percent (25%) of the outstanding membership entitled to vote at a meeting, a special meeting shall be called. Notice of any special meeting is to be given in the same form as for the annual meeting, provided, however, that notice of the meeting shall be given to each member not less than one (1) nor more than ten (10) days before the time appointed for the special meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the Association.

Section 4. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this Association may be held at any time at any place within or without of the State of Arizona, and any action may be taken thereat if notice is waived in writing by every member

having the right to vote at the meeting or his proxy.

Section 5. Quorum. Twenty-five percent (25%) of the outstanding memberships of the Association entitled to vote represented in person or by proxy shall constitute a quorum at the annual meeting, regular meeting, or any special meeting. If less than a quorum is represented at a meeting, a majority of the members so represented may adjourn without further notice.

Section 6. Annual Statement. It shall be the duty of the Board of Directors, through the duly elected treasurer, to present at each annual meeting or at any time when called for by a vote of the membership a full and clear statement of the business and condition of the Association.

ARTICLE V

ELECTIONS

Section 1. Elections shall be held in September of each year. The results of elections shall be reported by the chairman of the Nominations and Elections Committee at the October meeting of the Board of Directors.

Section 2. At the July meeting of the Board of Directors, the chairman of the Nominations and Elections Committee shall submit nominations for elections of officers and directors. Nominations may occur in one of three ways:

- a) The Nominations and Elections Committee may nominate two people for each vacant position and must nominate at least one person for each position when no other nominations have been made for that position. If no candidates willing and qualified to serve can be found, a position may be listed and left as vacant so long as there are at least six positions occupied at all times.
- b) Any Professional member in good standing who presents a petition for nomination must be placed on the ballot provided the petition clearly -states the position for which the member is to be a candidate, the name of the member,. and contains the signatures of twenty percent (20%) of the Professional membership as verified by the secretary. These petitions must be presented to the secretary no later than June 1, preceding the election.
- c) Current members of the Board of Directors and current officers may state their intention to run for re-election at any time up to and including the July meeting of the Board of Directors. Such a statement shall constitute a nomination and the member shall automatically be placed on the ballot.

Section 3. Based on the approval of nominations, the Board shall direct that the Nominations and

Elections Committee prepare the ballots and mail them to all Professional members in good standing at the time of the July meeting of the Board of Directors. The secretary shall provide a current list of Professional members entitled to vote. In addition, the Nominations and Elections committee shall make additional ballots available to members of the Board of Directors and others to ensure their accessibility to all Professional members.

Section 4. Ballots are to be filled out, signed by the Professional member voting, and returned to the chairman of the Nominations and Elections Committee before the end of September. Ballots received by the chairman of the Nominations committee after midnight on the last day of September shall not be counted.

Section 5. The Nominations and Elections Committee shall record the ballots and total the votes. The ballots will then be given to the secretary for verification and storage.

Section 6. The secretary shall ensure that the ballots are valid and shall also total the results.

Section 7. The chairman of the Nominations and Elections Committee shall report the results of the election, and shall inform each candidate, by mail, of the results.

Section 8. The Nominations and Elections Committee shall develop and recommend to the Board of Directors, procedures for investigating elections which are contested. In all cases, officers' or directors' terms of office shall begin on January 1 of the year following election.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, tenure, and qualifications. The number of directors of the Association shall not be less than six (6) and not more than twelve (12). Each director shall hold office until their term expires and until his successor shall have been elected and qualified, except that the initial terms of directors shall be arranged so that no more than one-third (1/3) of the directors shall come up for re-election each year, i.e., four directors elected to a three-year term, four directors elected to a two-year term, and four directors elected to a one-year term except where a person is appointed or elected to fill a position which has been vacated before the normal expiration of its term.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, at the same place as the annual meeting of the shareholders. Regular meetings of the Board of Directors shall also be held in January, April, July, and October of each year, at a time and place designated by the Board of Directors. The Board of

Directors may provide, by resolution, the time and place, either within or without the State of Arizona, for the holding of additional regular meetings without other notice than such resolution.

Section 4. Regular Duties. The Board of Directors may:

- a) Admit members or suspend or expel them by ballot;
- b) Appoint committees on particular subjects from the members of the Board, or from other members of the Board;
- c) Audit bills and disburse the funds of the Association;
- d) Print and circulate documents and publish articles;
- e) Carry on correspondence and communicate with other Associations interested in retail merchandising and/or in the general field of child welfare;
- f) Employ agents; and
- g) Devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Association and to best protect the interests and welfare of its members.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or at the request of a majority of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction Of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Notice of regular meetings of the Board shall be by resolution, as provided in Article VI, Section 3 of these Bylaws. When the time or place for regular meetings is not set by resolution, notice shall be given by mail to the last recorded address of each Director not less than five (5) days and not more than ten (10) days prior to each meeting. Notice may also be given by telephone not less than one (1) day nor more than fifteen (15) days prior to the meeting.

Section 7. Quorum. Fifty percent (50%) of the current number of directors, including two (2) officers, fixed by these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Method of Acting. The act of the majority of the directors present at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws-

Section 9. Absence. should any member of the Board of Directors absent himself unreasonably from two (2) consecutive meetings of the Board of Directors without sending a communication to the president or secretary stating the reason for doing so, and if the excuse should not be acceptable by the members of the Board, his seat on the Board may be declared vacant and the Board may forthwith proceed to fill the vacancy.

Section 10. Vacancies. Whenever a vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board. A director appointed by the Board to fill a vacancy shall hold office until the next regular election.

Section 11. Removal of Directors. Any one or more of the directors may be removed either with or without cause, at any time, by a vote of two-thirds (2/3) of the members present at any special meeting called for that purpose-

Section 12. Presumption of Assent- A director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Association immediately after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in favor of such action at the meeting.

Section 13. Power to Fix Salaries. The salaries of all officers, employees, and agents of the Association shall be fixed by the Board of Directors.

Section 14. Appointment of Additional officers. The Board may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

ARTICLE VII

OFFICERS

Section 1. Number and Qualifications. The officers of the Association shall be a president, a vice-president, a secretary, and a treasurer, each of whom shall have been elected by the professional membership to serve on the Board of Directors. Such other assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, but such officers shall not vote at meetings of the Board of Directors unless they have also been elected by the professional membership to a position on the Board of Directors.

Section 2. Election and Term of Office. The officers of the Association are to be elected by the Board of Directors.

- a) officers shall serve for three years and shall be eligible for re-election. Terms of officers shall be arranged so that, unless it is required due to an unexpected vacancy, only one officer is elected each year with the exception of the president and vice-president, whose terms shall be concurrent.
- b) The officers, together with the remaining directors elected from and by the professional membership, shall constitute the Board of Directors, which shall be responsible for conducting the affairs of the Association according to these Bylaws.

Section 3. -Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4. Duties.

- a) The president shall preside at all meetings of the Board of Directors and the Executive Committee, and shall supervise the affairs and represent the interests of the Association. The president shall be an ex-officio member of all standing committees with the exception of the Nominations and Elections Committee. The president shall appoint the chairman of all standing committees.
- b) The vice-president shall serve as an ex-officio member of all standing committees except the Nominations and Elections Committee. The vice-president shall assist the president in supervision of the affairs of the Association and in representing the interests of the Association. In the event that the president is unable to serve, the vice-president shall assume the duties of the president. In the event the president's absence is prolonged or permanent, the vice-president shall become the president and shall immediately direct the Board to elect a new vice-president. The decision as to whether the president's absence or inability to serve is prolonged or permanent is at the discretion of the Board of Directors. Initially, a vice-president shall, be elected to serve for one year beginning January 1, 1981.
- c) The secretary shall take the minutes of all meetings of the Board of Directors and of the Executive Committee. The secretary shall also keep exact records of all memberships and shall be prepared to report the status of memberships at regular meetings of the Board of Directors. The secretary shall be responsible for notifying the members of the Board of Directors of the time and place of all meetings of the Board. The secretary shall take charge and maintain all records and documents of the Association with the exception of those financial records in current use by the treasurer.

- d) The treasurer shall receive and bank all monies as directed by the Board of Directors or the Executive Committee. The treasurer shall keep itemized records of all receipts and disbursements in accordance with the guidelines to be provided by the chairman of the Finance Committee and approved by the Board of Directors- The treasurer shall present a monthly financial statement to the president and shall be prepared to present a financial report at each regular meeting of the Board of Directors- At least twice a year the treasurer shall present all financial records to the chairman of the Finance Committee for audit.

ARTICLE VIII

STANDING COMMITTEES

Section 1. There shall be ten (10) standing committees. These shall each, with the exception of the Executive Committee, have a chairman appointed by the president from the Board of Directors. Additional members of standing committees shall be Professional or Associate members of the Association selected by the committee chairman and approved by the Board of Directors. The majority of the members of each standing committee shall be Professional or Distinguished Professional members in good standing.

Section 2. The president may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 3. Committee Quorum. A majority of any committee of the Association shall constitute a quorum for the transaction of business, unless any committee, by majority vote of its entire membership, decide otherwise- The action by a majority of the members of the committees, as constituted by either the president or Board of Directors, shall constitute the action of that committee, except that a quorum for the purpose of the Executive Committee shall consist of the president and at least one other officer.

Section 4. The Executive Committee shall consist of the officers of the Association.

- a) The Executive Committee shall manage the affairs of the Association and conduct routine business between regular meetings of the Board of Directors-
- b) A record of all business conducted by the Executive Committee shall be kept and shall be reported to the Board of Directors at its regular meetings.
- c) The Board of Directors has supervisory authority over the Executive Committee and may limit the range of activities and/or the authority of the Executive Committee.

Section 5. The Finance Committee shall develop and recommend to the Board of Directors financial procedures designed to meet the needs of the Association. These shall include the specification of the financial records to be kept and the manner in which the officers shall conduct the financial business of the Association.

- a) The Finance Committee shall prepare an annual budget, in cooperation with the treasurer, for the consideration of the Board prior to the beginning of the fiscal year.
- b) At least annually the Finance Committee shall arrange for a compilation or review or audit of all financial records of the Association and shall report the results of such at a regular meeting of the Board of Directors.
- c) From time to time the Finance Committee shall review the financial Policies of the Association and shall make recommendations to the Board for changes as necessary.
- d) The Finance Committee shall utilize a qualified accountant as a consultant.
- e) The chairman of the Finance Committee shall not be an officer of the Association, and the treasurer may not be a member of the Finance Committee.

Section 6. The Standards Committee shall be responsible for the development and continuous evaluation of standards of child care which incorporate the soundest principles of practice in all areas of child care, child placement, and child guidance. These standards shall be presented to the Board of Directors in the form of recommendations to adopt and/or to publish.

Section 7. The Membership and Ethics Committee shall be responsible for developing and recommending to the Board: standards of practice and/or ethics for Professional members; requirements for membership; programs designed to increase membership; and procedures for the expulsion of members. In addition, the Membership and Ethics Committee shall periodically conduct studies to determine whether or not the Association is effectively meeting the needs of the Professional membership and shall report the results of such studies to the Board of Directors. The Membership and Ethics committee shall review all applications for membership which are not renewals, and shall report to the Board whether the Committee supports or contests such applications.

Section 8. The Research Committee shall develop and may conduct all research activities of the Association. The Research Committee shall also develop an information base, and skills in the area of grant writing, and availability. This information shall be made available to any committee or individual member of the Association. All research shall be aimed at accomplishing and further supporting the purposes and objectives of the Association.

Section 9. The Information Services committee shall develop procedures and policies for

consideration by the Board to fulfill the communications and information goals of the Association. These shall include, but are not limited to, publication of periodicals and newsletters, management of public relations, utilization of the media, information storage and retrieval, etc. The Information Services committee shall have primary responsibility for the publication efforts of the Association and particularly the publication of a newsletter.

Section 10. The Programs Committee shall develop and review procedures for the implementation of programs supported by the Association and not assigned to other committees. In effect, the Programs Committee may propose recommendations to the Board and may assume actual supervision of the programs, with approval of the Board of Directors.

Section 11. The Legislative committee shall develop an information base and shall make recommendations to the Board regarding all statutory and regulatory activities of all levels of federal, state, and local governments- The Legislative Committee shall be prepared to advise the Board of Directors of the probable impact of proposed legislation. The Legislative Committee shall monitor the activities of all governmental agencies which affect child care or child placement and shall inform the Board of Directors.

Section 12. The Nominations Committee shall supervise the election of officers, and the voting of amendments to the Bylaws. This shall include preparation and distribution of ballots, nominating candidates, counting and reporting the results of the election, ensuring that elections are accomplished according to the provisions of the Bylaws. The chairman of the Nominations Committee may not be an officer or director who is involved as a candidate in any election during the year in which he serves.

Section 13. The Bylaws and Procedures Committee shall develop and recommend to the Board of Directors, amendments to these Bylaws, procedures for the conduct of business and policies in any area, to ensure the efficient management and operation of the Association.

Section 14. Removal of Committee Members and Committee chairman. The president may, at any time, with or without cause, remove any member of any committee, including its chairman, from membership in that committee. Notice of such action shall be given to the affected member or chairman by the president. Such removal will stand unless the Board of Directors vote and decide to reinstate that member or chairman. The Board of Directors may also remove any committee member, including the chairman, with or without cause, by a two-thirds (2/3) vote at any regular or special meeting of the Board of Directors.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or

agents, to enter into any contract or execute and deliver any instrument in the name of an on behalf of the Association, and such authority may be general or confined to specific instances.

If the authority to be vested in an agent to enter into any contract on behalf of the Association is to be general, such authority shall be reduced to writing. In any event, the authority of any officer or officers, agent or agents, may be revoked for cause.

Section 2. Loans. No loans shall be contract on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances- In all cases of general authority, such authority shall be reduced to writing and may be revoked for cause shown.

Section 3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section .4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X

FISCAL YEAR

The fiscal year of the Association shall begin on the lot day of November and end on the 31st day of October in each year.

ARTICLE XI

SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Association and the state of the incorporation and the words "Corporate Seal".

ARTICLE XII

PARLIAMENTALRY AUTHORITY

All points not specifically covered in the Bylaws shall be governed by the rules

contained in Robert's Rules of order, Revised, 75th Edition.

ARTICLE XIII

AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the Directors at any regular meeting, providing that the amendment has been submitted in writing at a regular meeting within the previous year.

ADOPTED this _____ day of _____, 1981.

Secretary

Appendix B

Sample Policy and Procedures Manual

ACYCP Inc.

POLICY AND PROCEDURES MANUAL

7/20/83

Resolved that the Arizona Professional Child Care Association shall have a POLICY AND PROCEDURES MANUAL (hereinafter referred to as the manual) which shall contain all official policy statements and procedural guidelines approved by the board of directors. The membership and all directors and officers shall be bound to compliance with the contents of the manual as a condition of membership and right to hold office..

1. The manual shall be in loose leaf format and shall be divided into ten (10) parts which shall be: I. AUTHORITY; II. DEFINITIONS; III. MEMBERSHIP; IV. STANDARDS; V. RESEARCH; VI. PUBLICATIONS; VII. PUBLIC RELATIONS-PUBLIC EDUCATION; VIII. FINANCE; IX. GENERAL ADMINISTRATION; X. INTERN POLICY DIRECTIVES.

2. An official copy of the manual shall be maintained by the secretary of the association who shall ensure that all procedures described herein, regarding the maintenance of the manual, are carried out, or that the board of directors are notified when these procedures have been violated or neglected.

3. The contents of the manual shall be resolutions of the board of directors of the association except as specified herein. In order to be incorporated into the manual a resolution by the board must include, in the final paragraph, a statement which specifies:

- a) That the resolution is to be official policy of the association.
- b) That the resolution is to be placed in the APCCA POLICY AND PROCEDURES MANUAL.
- c) The part of the manual in which the resolution shall be placed and the alphabetical section of that part which the resolution is to occupy.
- d) An officer or the chair of a standing committee to be responsible for periodic review of the resolution.
- e) The 'maximum period of' time which shall elapse between periodic reviews of the resolution by the officer or chair designated under Id above.
- f) Whether and in what manner the resolution replaces, supercedes, affects or is related to any existing contents of the manual.
- g) The title under which the resolution will be placed in the manual and listed in the table of contents of the manual.

4. Immediately following any meeting of the board of directors at which a resolutions conforming to the specifications described herein was approved, the secretary of the association shall prepare a copy of such resolutions, utilizing the appropriate title and page numbering procedures, and place it in the designated part and section of the official copy of the manual. The secretary shall also update the table of contents of the manual as necessary. Within thirty (30) days of any such meetings, the secretary --hall Prepare copies of any additions or changes in the manual and bail these to the members of the board of directors.

5. Part I Of the manual, AUTHORITY, shall Contain:

- a) As Section A, a current copy of the BY-Laws of the association.
- b) As Section B, a copy of this resolution.

- c) As Section c, a copy of any organizational chart which may be approved by the board directors.
- d) As Section D, a list of the members of the board of directors showing offices held, Positions on standing committees, addresses and phone numbers. This list shall be maintained in the manual by the secretary who shall make changes as needed, without requiring specific action by the board, so that current accurate information is available for each regular meeting of the board of directors.

6. Part X of the manual shall contain resolutions of the board of directors or of the Executive Committee, or directives of the president of the association that are to be referred to as interim directives. Interim directives shall be temporary Policies of the association designed to deal with emergency situations and shall be time limited. The Maximum time a interim -directive may remain in force is one year. Interim directives will differ from other contents of the manual in that the final paragraph will specify, in addition to the information required by paragraph 3 above;

- a) That the resolution is to be an interim directive, and
- b) The date on which the interim directive is to expire if less than one year.

7. The secretary of the association shall keep a log of review dates for all resolutions in the manual and shall, at each board meeting, provide the board with a list of review which are due and those which will be due at the next regular meeting of the board.

8. Each page of each resolution contained in the manual shall have page numbers in the lower right hand corner of the page which shall consist of:

- a) On the first line, the Roman numeral of the part of the manual in which the resolution belongs, and
- b) On the second line, the section letter followed by the page number of the resolution.

This resolution, when approved by the board of directors, shall be official policy of the Arizona Professional Child Care Association, and shall be placed into Part I of the POLICY AND PROCEDURES MANUAL as Section B, under the title, "POLICY AND PROCEDURES-MANUAL" The secretary of the association shall be responsible for review of this policy at least once every two years.

Appendix C

Sample Articles of Incorporation

ACYCP Inc.

ARTICLES OF INCORPORATION
OF
ARIZONA PROFESSIONAL CHILD CARE ASSOCIATION

In compliance with the requirements of Arizona Revised Statutes, as amended, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming an association, not for profit, and do hereby certify:

ARTICLE I

NAME OF ASSOCIATION

The name of the association is ARIZONA PROFESSIONAL CHILD CARE ASSOCIATION, hereinafter called the 'Association'.

ARTICLE II

KNOWN PLACE OF BUSINESS

The known place of business of the association shall be at 508 West Portland, Phoenix, Arizona 85003,

ARTICLE III

STATUTORY AGENT

The name of the initial statutory agent of the association is GAIL LOOSE, whose addresses 508 West Portland, Phoenix, Arizona 85003.

ARTICLE IV

PURPOSE

The purpose for which this association is organized and operated is the transaction of any and all lawful business for which a non-profit association may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically, but not in limitation thereof, for the purpose of advocating and promoting quality child care practices and competent services for children and adolescents through the development of programs that enhance the professional competence, and knowledge of child care workers

Further, the association shall protect and serve the children of Arizona by taking any action or engaging in any activity designed to improve the quality of services or ensure the needs Of the child.

ARTICLE V

INITIAL BUSINESS

The association initially and thereafter intends to conduct the business of developing and publishing ethical standards of practice for child care workers and child care programs; to provide conferences, workshops, and training programs for the child care profession; to provide channels through which information relevant to child care can be effectively distributed to workers, agencies and the consumer; to represent the child care profession to the various levels of government and to the public; to work actively toward the development of Strict certification procedures for child care workers; to promote and engage in research activities for the purpose of improving child care methods found on sound empirical knowledge; and to affiliate with other organizations within and outside of Arizona which have an interest in the improvement of the quality of the child care profession, all in the interest of the public welfare and the protection of children.

ARTICLE VI

CORPORATE RESTRICTIONS

Notwithstanding anything herein to the contrary contained, the following restrictions on the activities of the association shall apply throughout its corporate existence.

- a) No part of the activities of the association shall be carrying on propaganda or otherwise attempting to influence legislation;
- b) This association shall be a non-profit association and shall have no stock and no dividends or pecuniary profit shall be declared or paid to the directors thereof or to any other private individual, and all of its earnings shall be used to further the purposes of this association as hereinabove set forth;
- c) No person shall possess any property right in or to the property or assets of the association- Upon dissolution of the association, all assets not otherwise disposed of and not subject to any trust shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify tinder the

provisions of Section 501 (c) (3) of the internal Revenue Code and its regulations as they now exist or as they may hereafter be amended;

- d) The association shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;
- e) The association shall not engage in any of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws;
- f) The association shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal -tax laws;
- g) The association shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue code of 1954, or corresponding provisions of any subsequent Federal tax laws;
- h) The association shall not make any taxable expenditures as defined on Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.
- i) This association shall have no capital stock and shall not engage in business for profit, but shall be supported by grants, gifts, bequests, benefits, contributions, and fees and dues paid by members or fees received for certification, training, educational and other programs and activities within the scope of its non-profit purposes. Membership in the association shall be governed and controlled as provided in the Bylaws of this association- No part of the earnings, income or receipts of this association shall ever inure to the benefit of or be distributed to any individual member or members of this association.

ARTICLE VII

INCORPORATORS

The names and addresses of the Incorporators are:

MICHAEL C.

GRAHAM

647 E- LaJolla

Tempe, AZ 85282

GAIL LOOSE
508 W. Portland
Phoenix, AZ
850013

JENNIE SIGLER
823 W. Laird
Tempe, AZ
85281

ACYCOP Inc.

All powers, duties, and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

ARTICLE VIII

OFFICERS AND DIRECTORS

The affairs of the association shall be conducted by a Board of Directors Izid Such officers as the directors lay elect; or appoint. The number of directors shall be not less than six (6) nor more than twelve (12). The number of director may be changed by amendment of the Bylaws Of the association. The initial directors shall be those elected by the membership in accordance with the Bylaws in September 1982. The names of those directors are:

MICHAEL C. GRAHAM	LYNETTE G. PETERSEN	GAIL LOOSE
JENNIE SIGLER	FRAN BASCH	ALICE BUSTILLO
TERRY JOHNSON	DEBBIE HARTIN	BARBARA HENSCHIED

ARTICLE IX

COMMENCEMENT

The time of commencement of this association shall be the date on which the Arizona Corporation Commission shall file these Articles of Incorporation.

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended as provided for in Section 10-452 Of the Arizona Revised Statutes or any corresponding or successor provisional of any future legislation enacted for that purpose.

ARTICLE XI

LIABILITY LIMITATION

The Private property of the members of this association shall forever be exempt from liability for the corporate obligations. The Officers and directors shall not be individually liable for the association's debts or other liabilities and the private Property of such individuals shall be exempt from any corporate debts or liabilities.

ARTICLE XII

INDEMNIFICATION

Subject to further provisions hereof, the association shall indemnify any and all of its directors, officers, former directors and former officers against all expense incurred by them and each of them, including but not limited to legal fees, judgments and penalties and amounts paid in settlement or compromise which may be incurred, rendered or levied in any legal action brought against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the association. Whenever any director, officer, former director or former officer shall report to the president of the association or the chairman of the Board of Directors that he had incurred or may incur expenses, including but not limited to legal fees, judgments, and penalties and amounts paid in settlement or compromise in a legal action brought or about to be brought against him for or on account of any action or omission alleged to have been committed by him while acting within the scope of his employment-- as a director or officer of the association, the Board of Directors shall, at its next regular meeting, or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated actions such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein provided, however, that such indemnification shall not be available with respect to liabilities under the Securities Act of 1933, and provided further, that the association shall have the to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the association, at is own expense and through counsel of its own choosing, to defend him in the action.

IN WITNESS WHEREOF, for the purpose of forming this association under the laws of the State of Arizona, we, the undersigned, constituting the incorporators of the association, have executed these Articles of incorporation this _____ day of _____

1983.

MICHAEL C. GRAHAM

GAIL LOOSE

JENNIE SIGLER

ACYCOP Inc.