



CONSTITUTION AND BY- LAWS
of the
Child and Youth Care Certification Board, Inc.

Amended 7/28/2009, 5/21/2011, & 9/25/2015

ARTICLE I
Offices

The principle office of the Child and Youth Care Certification Board, Inc. shall be in the city of Parma, in the county of Cuyahoga, Ohio. The corporation may have other offices, either within or without of the state of Ohio, as the Board of Directors may determine or as the affairs of the corporation may require.

The corporation shall have and continuously maintain in the state a registered office, and a registered agent whose office is identical with such registered office, as required by law. The registered office may be, but need not be, identical with the principal office in the state of Ohio, and the address of the registered office may be changed from time to time by the Board of Directors in a manner congruent with these by-laws.

ARTICLE II
Purpose

- (A) **Primary Purpose:** The primary purpose of the Child and Youth Care Certification Board, Inc., referred to here as the Corporation, formed as a non-profit corporation, is to promote the improvement of care for children and youth by certifying individual practitioners, promoting quality training and education programs, and researching professional practices of child/youth care practitioners, through processes, agreements and in accordance with the certification standards set by the Association for Child and Youth Care Practice, Inc. (ACYCP). The corporation will promote the interests of child and youth care practitioners through advocacy for the field of child and youth care work germane to the purposes of the organization. In addition, the corporation may enter into cooperative agreements with other entities to promote the goals of the corporation.

- (B) **Secondary Purpose:** The corporation will receive and maintain funds to use the income from such funds and the principal of such funds exclusively for the purposes of the organization as outlined above and within the requirements for organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code of the United States Federal Government. All references in these by-laws to the Internal Revenue Code are to Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended.
- (C) **General Limitations Under Internal Revenue Code:** No part of the earnings of the corporation shall inure to the benefit of any member, trustee, or officer of the corporation, or to any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation for one or more of its purposes. No member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- The corporation is not organized for profit or organized to engage in an activity ordinarily carried on for profit.
- The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code.
- (D) **Dissolution of the Corporation:** Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to organizations that qualify under the provisions of Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III Membership

There shall be no members in the corporation.

ARTICLE IV Board of Directors

Section 1. (General Powers) The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall be the chief policy making body of the Corporation. Policies shall be promulgated by the Executive Director and presented to

the Board for approval. In the absence of an Executive Director, the President of the Board shall act in place of the Executive Director.

Section 2. (Appointment, Election, and Composition) The initial appointment of Board members shall be at the discretion of the Association for Child and Youth Care Practice. Confirmation of the initial Corporation Board of Directors will be subject to approval by the ACYCP Board of Directors at its next annual meeting.

It is the intent of these by-laws to create a Board of Directors that is:

- 1) representative of major child care field practice areas;
- 2) geographically and ethnically diverse; and
- 3) balanced in representation of consumer groups, credentialing entities, employing organizations and practitioners.

The Board of Directors shall include:

- a) no fewer than three (3) members.
- b) at least 2/3s of the members shall be certified by the Child and Youth Care Certification Board, Inc.
- c) a minimum of one (1) CYC practitioner whose primary job is direct practice with children and youth.
- d) a maximum of six (6) certified practitioners elected from the major practice settings in the field of CYC as determined by the Board of Directors. These elected positions will be broadly inclusive of practitioners from early care and education, corrections, treatment, after school care, foster parenting, recreation, residential care, and community youth services.
- e) a maximum of five (5) appointed members who are representative of national groups of child care/foster care providers; educational, credentialing or service organizations; consumers of child care services or consumer advocates; youth organizations; public or private groups supportive of the goals and purposes of the corporation.
- f) the President (or designee thereof) of ACYCP.

Preference will be given to placing certified direct-care practitioners on the Board. One person can fulfill more than one category requirement outlined above.

Elections of Directors will begin four (4) years after the initial appointment is held. **Practitioners certified by CYCCB will elect Directors to the Board.** The elections will be staggered so as to allow for continuity within the board. Four (4) years after the initial board is appointed, **one half of the Board positions will be up for election. On the second year following, another one half of the Board positions will be up for election.** Elections will continue to be staggered by repeating the above rotation with elections for some Board positions held every second year. Each Board member's term and status as an elected or appointed Board member will be set at the time of election or appointment. **The Board can appoint Directors to serve on the Board in unelected positions by a 2/3 majority vote.***

* Bolded sections above amended by unanimous Board vote held on 5/21/2011 at the annual meeting.

Section 3. (Term of Office) Upon election to the Board, Directors will serve a term of office of four (4) years*. The Board of Directors can fill any vacant Director position. Directors appointed to fill a vacant position shall serve the remainder of the term's intended duration. Directors may serve multiple terms in office but may not serve in multiple posts.

* Bolded text above amended by unanimous Board vote held on 9/25/2015 at a special meeting.

Section 4. (Regular Meetings) Regular meetings of the Board of Directors shall be held at least quarterly as set by the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the state of Ohio for the holding of additional regular meetings of the Board without other notice than such resolution. Meetings may be held in person, by conference call, or through other electronic media at the discretion of the Board.

Section 5. (Special Meetings) Special meetings of the Board of Directors may be called by or at the request of the President of the Board or any two (2) officers and/or directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the state of Ohio, as the place for holding any special meeting of the board called by them. Meetings may be held in person, by conference call, or through other electronic media at the discretion of the President or officers/directors calling the meeting.

Section 6. (Notice) Notice of any special meeting of the Board of Directors shall be given at least five (5) working days previously thereto by written notice delivered personally or sent by facsimile or electronic mail to each officer at his/her address, facsimile number or electronic mail address as shown by the records of the corporation. Any officer may waive notice of any meeting. The attendance of an officer at any meeting shall constitute a waiver of notice of such meeting, except where an officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be

transacted at or the purpose of any regular or special meeting of the board must be specified in the notice or waiver of notice of such meeting.

Section 7. (Quorum) A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the voting board members are present at said meeting, a majority of the officers present may adjourn the meeting.

Section 8. (Compensation) Officers and board members shall not receive any salary or fee for their services. This does not preclude any officer or board member from serving the Child and Youth Care Certification Board, Inc. in any other capacity and receiving compensation in that capacity.

Section 9. (Manner of Acting) The act of a majority of the voting board members present at any meeting at which there is a quorum shall be an act of the Board of Directors, except as may otherwise be specifically provided by statute, by the articles of incorporation, or by these by-laws. Any member of the Board of Directors may authorize another board member to attend a meeting (or portion thereof) of the Board of Directors and cast their vote by proxy. The authorization to cast a vote by proxy must be in writing, signed by the member of the Board of Directors, and the proxy must be approved by a majority vote of the board members present at the meeting.

Section 10. (Informal Action) The Board of Directors may take action without a meeting by having a resolution, consent, or other document signed by a majority of the board members then in office, but only if all of the board members are consulted about the matter prior to the signing of the document and such consultation is documented in writing. All actions taken without a meeting will be reported in the next regular meeting of the Board of Directors.

Section 11. (Default) Failure of the Board of Directors to conduct regular meetings at least twice per year will constitute default by the board to fulfill its duties. In such case, at the discretion of ACYCP, a default may be declared. The process of reconstituting the Board of Directors will proceed in congruence with Article IV Section 2 of these By-laws.

Section 12. (Indemnification)

For purposes of this Section:

"Corporate Status" describes the status of a person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership joint venture, sole proprietorship, trust, employee benefit plan or other enterprise which such person is or was serving at the request of the Corporation.

"Expenses" shall include all reasonable attorneys' fees, retainers, court costs, transcript costs, fees, travel expenses, duplicating costs, printing fees, and all other disbursements or expenses of the types customarily incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating or preparing to be a witness in a Proceeding.

"Indemnitee" includes any person who is, or is threatened to be made a witness in or a party to any proceeding by reason of his/her Corporate Status.

The Corporation shall indemnify and, advance Expenses to Indemnitee to the fullest extent permitted by applicable law in effect on the effective date hereof, and to such greater extent as applicable law may thereafter permit. The Indemnitee provided under the preceding sentence shall include, but not be limited to, the right to be indemnified and to have Expenses advanced in all Proceedings to the fullest extent permitted by Ohio state law, as from time to time amended.

The rights of indemnification and to receive advancement of Expenses as provided by this Article shall not be deemed exclusive of any other rights to which Indemnitee may at any time be entitled under applicable law, the Articles of Incorporation, the By-laws, agreement, insurance, arrangement, a vote of members or a resolution of directors or otherwise. No amendment, alteration or repeal of this Article or any provision thereof shall be effective as to any Indemnitee for acts, events and circumstances that occurred, in whole or in part, before such amendment, alteration or repeal. The provisions of this Article shall continue as to an Indemnitee whose Corporate Status has ceased and shall inure to the benefit of his/her heirs, executors, and administrators

Section 13. (Removal of Members of the Board) Any member of the Board of Directors may, with cause, initiate proceedings for the removal of a board member. Written notice stating the reasons for such action shall be sent to the President of the Board or, if the President is the focus of the proceedings, any other officer of the Board. The Executive Committee must review such notice within thirty (30) days of receipt of said notice and shall, in writing, notify the board member of the proceedings pending against him/her. The Executive Committee will investigate the allegations within thirty (30) days following this meeting and set the time, place, and date for a meeting of the Board of Directors to discuss, consider, and vote on the matter. Removal of a member of the Board of Directors shall require a 2/3 majority vote of the Board members present at a meeting convened to consider the matter as long as said meeting constitutes a quorum of the Board. Any member of the Board of Directors may be removed from the Board of Directors using the process outlined in this section. Any Board member failing to attend three (3) consecutive meetings of the Board of Directors may be removed from the board without further cause by a 2/3 majority vote of the board.

Section 14. (Conflict of Interest) No member of the Board of Directors may gain financially as an outcome of any action taken by the Board. It is the responsibility of all

board members to inform the President (the President shall inform the 1st Vice President) of any and all conflicts of interest or potential conflicts of interest immediately upon awareness that said conflict does or may exist. While no board member may vote on issues for which they will have a fiscal gain, other actions up-to-and-including immediate removal from the Board (as outlined in Article IV Section 13 above) may be warranted. It is the responsibility of the Executive Committee of the Board to discuss and remedy conflicts of interest as they arise.

ARTICLE V Officers

Section 1. (General Provisions) The officers of the Board of Directors shall be a President, a First Vice-President, a Second Vice-President, a Treasurer, and a Secretary. Only members of the Board may be officers. Other officers may be added at the discretion of the Board of Directors.

Section 2. (Nomination, Election and Term of Office)

Officers serve a term of two (2) years. The initial election of Officers shall be conducted at the first meeting of the Board following its appointment by ACYCP. At that time, all Officers will be elected. The President, 2nd Vice President and Secretary will serve initial terms of two (2) years. The 1st Vice President and Treasurer will serve initial terms of three (3) years.* Elections of Officers will continue every two (2) years after the first appointment is held and will be staggered so as to allow for continuity within the Board. Each officer shall serve a term of two (2) years in that office and shall hold office until his or her successor is elected or until his or her death, disability, resignation, or removal from office. A term of office shall be designated for each officer by a majority vote of the board members present at the meeting in which the election is held. A person may serve two (2) successive terms in an office. After being out of that office for two (2) years, he/she may run again for that office. **The Board may modify lengths of officer terms to ensure smooth transition of leadership by a 2/3 majority vote. It is the intent of these by-laws to establish a system where practitioners elected to key officer positions rotate through positions of increasing responsibility to assure that leaders are well acquainted with organization operations before taking on the role of President.**** Election of officers shall be held annually or, in the case of an officer who is unable to execute their duties and/or submits a written request to be relieved of the duties of an office, at the next regularly scheduled meeting of the Board of Directors. The elected officers are those persons receiving a majority vote of the members of the Board present at the meeting in which the election occurs.

* Underlined section above changed from 4 to 3 years by unanimous Board vote held on 7/28/2009 in a special meeting.

** Bolded section above amended by unanimous Board vote held on 5/21/2011 at an annual meeting.

Section 3. (Removal of Officers) Any member of the Board of Directors may, with cause, initiate proceedings for the removal of an officer. Written notice stating the reasons for such action shall be sent to the President of the Board or, if the President is the focus of the proceedings, any other officer of the board. The officer receiving the notice must review such notice within thirty (30) days of receipt of said notice and shall, in writing, notify the officer of the proceedings pending against him/her. The Executive Committee will set a time, place, and date for a meeting of the Board of Directors to consider the matter. Removal of an officer shall require a 2/3 majority vote of the Board members present at a meeting called to consider the matter as long as said meeting constitutes a quorum of the board.

Section 4. (Duties of Officers)

(a) **(President)** The President shall be the principle executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the corporation. S/he shall preside at all meetings of the Board of Directors, the Executive Committee and the Advisory Committee. In general, s/he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors. The President and Treasurer, and only these two, have the sole authority and responsibility to see that payroll taxes are paid timely and that no other payment be made by the corporation if such taxes have not been timely paid. In this regard, they may be personally liable to the Internal Revenue Service for any such taxes not so paid.

(b) **(First Vice-President)** In the absence of the President or in the event of his/her inability to act, the First Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice-President shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors.

(c) **(Second Vice-President)** In the absence of the President and the First Vice-President or in the event of his/her inability to act, the Second Vice-President shall perform the duties of the President and/or First Vice-President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President and/or First Vice-President. The Second Vice-President shall perform such other duties as may be assigned to him/her by the President or by the Board of Directors.

(d) **(Treasurer)** The Treasurer will be responsible for all income and disbursements, the internal controls on all assets and transactions, the maintenance of accounting records in accordance with Generally Acceptable Accounting Practices (GAAP), and the presentation of financial statements to the Board of Directors as requested by the President. S/he shall be the chair of the finance committee and shall

perform all other duties as may be assigned to him/her by the President or by the Board of Directors. Accounts shall be audited when deemed necessary by the Board of Directors by a non-member certified public accountant approved by the Board. The President and Treasurer, and only these two, have the sole authority and responsibility to see that payroll taxes are paid timely and that no other payment be made by the corporation if such taxes have not been timely paid. In this regard, they may be personally liable to the Internal Revenue Service for any such taxes not so paid.

(e) (Secretary) The Secretary shall see that the minutes of the Board of Directors and Executive Committee are kept in one or more books provided for that purpose, see that notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of all the records and of the Corporation's seal and see that it is affixed to all documents, keep a register of the post office address and in general, perform all duties incident to the office of Secretary including primary responsibility for the accuracy of all minutes of the Board of Directors and Executive Committee meetings as well as such other duties as may be assigned him/her by the President and/or Board of Directors.

(Executive Director)

The Board may employ an Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation. All employees of the Corporation shall be employed by, terminated by, and responsible to the Executive Director. The Executive Director will be responsible for all operations, projections, procedures, and systems necessary for the day-to-day operations of the Corporation and will be responsible to the Board of Directors for such operations. In addition, the Executive Directors shall develop an annual budget for presentation to the Board and shall perform such other duties as may be imposed upon him/her or authorized by the Board of Directors.

The Executive Director shall be employed at the pleasure of the Board of Directors as a common-law employee. All decisions regarding the employment of the Executive Director, including, without limitation of the generality of the foregoing, hiring and termination of employment of the Executive Director shall be made by act of the Board of Directors.

(Recording Secretary)

The Board may appoint or employ a Recording Secretary. The Recording Secretary shall work with the Secretary in executing the responsibilities of recording, distributing and storing minutes of Board and Executive Committee meetings and other duties as assigned by the President, Secretary or Board of Directors.

Section 5. (Vacancies) Any vacancy on the board may be filled by a majority vote of the Board for the natural duration of the intended term of office.

ARTICLE VI

Committees

Section 1. (Executive Committee) The Executive Committee shall consist of the five (5) officers of the Board. The Executive Committee shall meet as necessary to conduct the official business of the Corporation but no less than twice each year. The Executive Committee may conduct meetings by conference telephone call or other electronic means. The Executive Committee, subject to general policies prescribed by the Board of Directors, shall have and shall execute the authority of the management of the Corporation. Requirements for certification, procedures relating to certification, interpretation of certification standards, and the setting of fees for certification or accreditation of training programs, will be decided by a majority vote of the entire Board of Directors. A simple majority of the members of the Executive Committee shall constitute a quorum.

Section 2. (Standing Committees):

(a) **(Nominating Committee)** There may be a Nominating Committee consisting of the immediate past president, who shall serve as chair, and four (4) other Board members who shall be elected by the Board of Directors at the annual meeting. The purpose of the Nominating Committee shall be to nominate candidates for officers of the Board of Directors and to recommend candidates for membership on the Board of Directors and candidates to serve on the Advisory Committee. At least one (1) month prior to presenting a nomination to the Board, the committee shall notify each member in writing of the names of persons it proposes to nominate.

(b) **(Finance Committee)** There shall be a Finance Committee composed of the Treasurer as chair and other members appointed by the President after each annual meeting. It shall be responsible for reviewing, with the Executive Director, the budgetary needs of the Corporation. This committee shall have primary responsibility for policy making in regard to land, buildings, fees, and fiscal asset business transactions.

(c) **(Advisory Committee)** There may be an Advisory Committee composed of representatives of the child and youth care field and the community who shall advise the President and the Board of Directors of the Corporation. The committee shall be chaired by the President of the corporation.

Section 3. (Ad Hoc committees) The President may from time to time create whatever other ad hoc committees as s/he may deem necessary or helpful, and appoint the chair and members thereto from the Board of Directors as an aid in the operation of the Corporation's services, business, or goals. The Board may assign any of the functions of the board, any of the functions of the officers, and any other functions to a

committee, except that it may not assign the duties to prepare payrolls and to ensure that payroll taxes are timely paid.

Section 4. (Appointment and Term of Office) Members of Standing or Ad Hoc Committees shall serve two (2) year terms to run concurrently with the terms of the corporate officers or directors who serve as chairpersons of each committee except in the case of the Nominating Committee whose members shall be elected annually as described in Section 2(a) above.

Section 5. (Vacancies and Removal) Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever, in their judgment, the best interests of the Corporation shall be served by such removal.

Section 6. (Quorum) Unless otherwise provided, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. (Rules) Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the Board of Directors.

Section 8. (Sub-Committees) Unless otherwise provided, any committee may appoint sub-committees.

ARTICLE VII

Contracts Checks, Deposits and Funds

Section 1. (Contracts) The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. (Checks, Drafts, etc.) All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. (Deposits) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. (Gifts) The Board of Directors may accept on behalf of the Corporation, or on behalf of any trust, foundation or entity for the benefit of the Corporation, any contribution, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE VIII Books and Records

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered and principal office a record giving the names and addresses of the Board and committee members.

ARTICLE IX Fiscal Year

The fiscal year of the Corporation shall be set by the Board of Directors.

ARTICLE X Waiver of Notice

Whenever any notice is required to be given under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI Parliamentary Procedure and Authority

The rules contained in Robert's Rules of Order shall govern meetings of this Corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE XII
Amendments to the By-Laws

These by-laws may be altered, amended or repealed and new by-laws adopted by a two-thirds (2/3) majority vote of those members of the Board of Directors present at any annual or special meeting of the Board of Directors if at least ten day's prior written notice to said meeting is given of such intention to alter, amend, or repeal these By-Laws. The change shall become effective immediately. The Board of Directors will conduct a full review of these By-Laws at least once every three years.

Certification

The Secretary of the Corporation certifies that this is the original or an exact duplicate of the by-laws adopted by the Board of Directors of the Corporation at the meeting held on June 27, 2007.

Secretary

Date

The following Officers and Board Members of the Corporation confirm the certification:

President

Date

First Vice President

Date

Treasurer

Date