

Arkansas Early Childhood Association CONSTITUTION

ARTICLE I. NAME

The name of this organization shall be the Arkansas Early Childhood Association (formerly the Arkansas Association on Children under Six), hereafter known as “AECA” or “Association.”

ARTICLE II. PURPOSE

The purpose of this organization shall be to work on behalf of young children and their families. A further purpose shall be to provide opportunities for the cooperation of individuals and groups who are concerned with the well-being of young children.

The Association is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

AECA shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. MEMBERSHIP

Membership will be open to persons concerned with infants, young children, and their families.

ARTICLE IV. BOARD MEMBERS

AECA shall be governed by a Board of Directors, hereafter known as “the Board,” which shall consist of five voting members: a President, elected by a majority vote of the Association’s membership, and four additional members who are current Association members. Thoughtful consideration shall be given to creating broad representation on the governing Board, including but not necessarily limited to diversity in geography within the state, program types represented, years of experience in early childhood education, race, and gender. In addition, the Board should collectively reflect a range of professional skills and competencies relevant to the governance and strategic direction of the Association, such as finance, advocacy, nonprofit management/fundraising, early childhood education, communications, and community engagement.

ARTICLE V. MEETINGS

The Association shall meet annually.

ARTICLE VI. AMENDMENTS

This Constitution may be amended by a two-thirds vote of the members present at any business meeting or voting electronically when the amendments have been previously considered by the Board, and copies sent to the membership at least thirty days prior to the vote.

Arkansas Early Childhood Association BYLAWS

ARTICLE I. NAME

The name of this organization shall be the Arkansas Early Childhood Association (formerly the Arkansas Association on Children under Six), hereafter known as “AECA” or “Association.”

ARTICLE II. PURPOSE

The mission and purpose of the Association will be:

1. To further the development of knowledge and understanding of young children, and the dissemination of such information.
2. To contribute to the professional growth of persons working with and for young children.
3. To encourage the provision of education, developmental resources, and services for young children.
4. To work to improve the standards of group care and education of children and improve the quality of life for them.
5. To provide support for AECA members in their work for these objectives.
6. To administer early childhood workforce education and development programs under the purview of and/or licensed to the Association.

ARTICLE III. MEMBERSHIP

- A. Membership will be open to persons concerned with infants, young children, and their families. Levels of membership with specific benefits, eligibility requirements and application procedures shall be specified in the AECA Board Policy Manual.
- B. The membership year will be composed of twelve months from the time of initial Association application (or re-application if the original membership has expired). The application date will serve as the anniversary date for the individual member and all member benefits will be accrued based upon that designated 12-month period.

ARTICLE IV. DUES

Dues for membership shall be determined by the Board of Directors (hereafter known as “the Board”). The membership shall be informed electronically by October 1 about any dues increases effective the following January 1.

ARTICLE V. RIGHTS OF MEMBERS

Members current on dues shall be entitled to rights and privileges of membership to vote, to hold office, to attend business meetings, to be eligible for appointment to committees, and to receive announcements of conferences and publications. See the AECA Board Policy Manual for more information on specific rights and privileges for each membership level.

ARTICLE VI. AFFILIATE GROUPS

Any subset of AECA members organized primarily to further purposes compatible with those of the Association may apply to become an affiliate group. Approval shall be by the sole and absolute discretion of the Board upon proposed group’s completion and Board review of an affiliate application. Affiliate groups shall be subject to annual renewal by the Board. Renewal shall be dependent upon the continued compliance with standards outlined in the AECA Board Policy Manual.

ARTICLE VII. BOARD MEMBERS

- A. AECA shall be governed by a Board of Directors which shall consist of five voting members: a President, elected by a majority vote of the Association’s membership, and four additional members who are current Association members and selected by a majority vote of the existing Board whenever a vacancy arises or term expires. In addition to the voting members, Board members shall include two ex-officio, non-voting members: an appointed representative to the Southern Early Childhood Association (SECA) and the Executive Director of the Association. Non-voting members may make motions and participate in all discussions but may not vote or count towards a quorum.

When electing or appointing Board members and assigning roles, the Association shall actively seek to ensure broad and inclusive representation on the Board of Directors. This includes, but is not limited to, diversity in geography within the state, program types represented, years of experience in early childhood education, race, gender, and professional background. Selection processes shall be guided by intentional outreach, transparent criteria, and commitment to equality.

Individuals interested in Board service must submit an application, which will be reviewed and verified by the Governance Committee. The Committee will make recommendations to the Board based on established criteria that align

with the Association's values and strategic needs. These criteria shall be made publicly available to ensure transparency and accountability.

The Board should strive to honor the Governance Committee's recommendations to the greatest extent possible, recognizing the Committee's role in promoting a balanced and representative leadership body. In addition, the Board should collectively demonstrate a range of professional skills and competencies relevant to the governance and strategic direction of the Association, such as finance, advocacy, nonprofit management, early childhood education, communications, and community engagement.

- B. Once the Board of Directors is selected for the coming year, the roles of Secretary and Treasurer shall be assigned to qualified Board members other than the President and Executive Director. The duties of the Board members are specified in the AECA Board Policy Manual.
- C. The term of office for President shall be for two years or until a successor has been elected and assumes office. The term of office for all other voting Board members and SECA Representative shall be for two years or until successors have been appointed. Board members shall be limited to three consecutive terms.
- D. All Board members must remain in good standing, including being current on any Association dues. A Board member who is more than 60 days delinquent in dues and/or refuses to pay annual membership dues may be suspended from voting or removed under Article XVIII.
- E. Every other year when the Board President's term is ending, the Governance Committee shall announce an open nominations period of at least 30 days for the position of President. At the close of the nominations period, the Governance Committee will verify that all nominees meet the requirements for the role. Requirements of the position can be found in the AECA Board Policy Manual. All qualified candidates will be placed on a ballot and presented to the full membership for election. Election of the Board President may take place by mailed or electronic ballot. The nominations period and election shall be scheduled to ensure that the newly elected President has sufficient time to prepare for and assume office on January 1.
- F. When a Board member's term is expiring or a vacancy arises on the Board of Directors (excluding the President), the Governance Committee shall open an application period of no less than 30 days for any current Association member interested in serving on the Board. At the close of the application period, the Governance Committee shall review all applications to verify that candidates meet the eligibility requirements for Board service, as outlined in the Policy Manual. The Committee shall also conduct interviews with and confer with references for all qualified applicants. Following the review and interview

process, the Governance Committee shall present a recommendation to the voting members of the Board. Appointment to the Board shall require approval by a majority vote of the current voting Board members.

****Transitional Provision (2025–2027)****

Notwithstanding the regular election schedule outlined above, the following transitional procedures shall be observed:

President

- *The individual elected as President–Elect in 2025 shall assume the office of President on January 1, 2026, and serve a two–year term ending December 31, 2027.*
- *The next election for President shall occur in 2027, with the elected individual assuming office on January 1, 2028.*
- *Regular presidential election cycles shall resume thereafter.*

Other Board Members

- *2025:*
 - *The following terms shall expire on December 31, 2025:*
 - ▶ *Vice President of Communication*
 - ▶ *Vice President of Membership and Affiliate Services*
 - ▶ *Treasurer*
 - ▶ *Member–at–Large elected for a term beginning January 1, 2024*
 - ▶ *Member–at–Large appointed to a term beginning January 1, 2024*
 - *One Board position shall be available for selection in 2025 for a two–year term beginning January 1, 2026. A 30–day application period shall open on November 1, 2025. The current Nominations Committee shall review candidates and make a recommendation to the current Board. Appointment shall require approval by a majority vote of the current Board members.*
- *2026:*
 - *The following terms shall expire on December 31, 2026:*
 - ▶ *Secretary*
 - ▶ *Member–at–Large elected for a term beginning January 1, 2025*
 - *The Member–at–Large appointed to a term beginning January 1, 2025, shall have their term extended through December 31, 2027.*
 - *Two Board positions shall be available for selection in 2026 for two–year terms beginning January 1, 2027. A 30–day application period shall open on November 1, 2026. The Governance Committee shall refer to and follow Article VII(E) to select individuals for these positions.*

Note on Transitional Titles (2025–2027): The titles “Vice President,” “Member-at-Large,” and “President-Elect” are used in the section above solely to identify individuals serving in those roles during the transition period. These titles will be retired effective January 1, 2026, and are not part of the ongoing Board structure established in Article VII.

- G. Board members shall assume their duties on January 1 following their election or appointment, unless the Board, by majority vote, authorizes an earlier start date.
- H. Vacancies: In the event that the President vacates the position before the end of the term, the Board, by majority vote, will appoint an interim President from among the current voting members. The Board will also appoint, by majority vote, a current affiliate President to an interim position on the Board. Both interim appointments shall serve until a new President takes office after the next regular election. In the case of a vacancy of any other Board member with an unexpired term, the position shall be filled by following Article VII(F).

ARTICLE VIII. BOARD MEETINGS

- A. The Board shall exercise general governance over and implement the purposes of the Association.
- B. An Executive Committee composed of the President and the Treasurer is empowered to act for the Board in emergency matters in which a decision is urgent and cannot await action of the full Board. All actions of the Executive Committee should be made in consultation with the Executive Director and must be communicated in writing to the full Board within 24 hours for their review.
- C. The Board shall meet bimonthly. Meetings shall be called by the President or at the written request of at least three other members of the Board. The President shall designate the format, time and place of such meetings. Committee chairs are expected to attend Board meetings, submit program area reports, and actively participate in discussions.
- D. *Format of Meetings:* Board meetings may be held in person OR in whole or part by means of electronic communication (such as video conferencing, teleconferencing, or other real-time technology), provided that all participating members can hear one another and actively participate in deliberations. Participation by such means shall constitute presence in person at the meeting and shall count toward a quorum. The method of electronic meeting shall be determined by the President and included in the notice of meeting. The notice shall provide necessary access instructions and identify how members can participate, vote, and request recognition to speak.

All procedures for notice, quorum, voting, and recordkeeping applicable to in-person meetings shall also apply to electronic meetings unless otherwise provided by these Bylaws or standing rules.

Quorum: A simple majority of the voting members of the Board shall constitute a quorum. For the Board of five voting members, a quorum of three voting members is required.

Voting: Voting during electronic meetings may be conducted by roll call, voice vote, or secure electronic ballot, so long as the method used preserves the integrity of the vote and allows all directors to verify the result. Items may be presented and discussed at an in-person meeting, and voting on those items may occur electronically afterward, within a specified time and using a secure method. A voting Board member has the right to call for a roll call vote.

Recordkeeping: Minutes shall reflect the official actions and decisions of the Board. Personal commentary, politically sensitive remarks, or informal discussion not directly related to Board business shall not be recorded. Board members may request that specific comments be excluded from the minutes, subject to approval by the Board Secretary or presiding officer. Minutes of electronic meetings shall be recorded and maintained in the same manner as those of in-person meetings, and any recordings (if made) shall be subject to the organization's document retention policy. See AECA Board Policy Manual for document retention policy.

- E. *Executive Sessions:* The Board of Directors may enter executive session during any regular or special meeting by a majority vote of the voting members present. Executive sessions shall be limited to discussions involving confidential, personnel, legal, or other sensitive matters. Only voting board members, SECA Representative and individuals specifically invited by the Board President may attend executive sessions. No formal action shall be taken during executive session; any decisions must be made in open session following the executive session. Minutes shall only reflect that an executive session was called and occurred.

ARTICLE IX. ADVISORY COUNCIL

- A. There shall be a Board Advisory Council which shall consist of the President or designee from each local affiliate. AECA Past Presidents may be members of the Advisory Council. Meetings shall be held bimonthly in between Board meetings. The Board President will select a Chair. The Chair shall call meetings of the Advisory Council and preside at such meetings.
- B. The Advisory Council members will serve as liaisons between the Board and AECA affiliate groups. They will communicate the needs and ideas of affiliate groups and advise the Board on matters of local or regional concern. They will

also share updates on AECA activities and initiatives with affiliate groups. The Chair may present recommendations on behalf of the Advisory Council to the Board for consideration and action.

- C. The Advisory Council will be invited to meet with the Board at least twice a year, with the place and format to be designated by the President.

ARTICLE X. OTHER COMMITTEES

The following committees shall be established:

NAME	FUNCTION(S)	MEMBERSHIP
<p>Governance</p> <p><i>No active board members. Past presidents, affiliate presidents and AECA members only.</i></p>	<ul style="list-style-type: none"> ○ Board recruitment, interviewing potential candidates and recommending new members to the current Board ○ Identification of needed skills ○ Board Orientation and Education ○ Constitution, Bylaws and Policy oversight ○ Succession planning ○ Appoints or contracts for annual Board evaluations and assessments ○ Review of Board actions, conflicts, etc. 	<ul style="list-style-type: none"> ○ Three members chosen from affiliate presidents and AECA past presidents ○ Two AECA members with leadership experience and five years of continuous membership. ○ A chair shall be elected from this group.
<p>Development</p>	<ul style="list-style-type: none"> ○ Assesses resources to accomplish mission ○ Develop fundraising strategies ○ Engages Board to participate in fundraising ○ Cultivate and engage donors ○ Fundraising event planning 	<p>One Board member with fundraising experience and skills as Chair + four others selected from affiliates and/or membership.</p>
<p>Audit and Oversight*</p> <p><i>No active board members. Past presidents, affiliate presidents and AECA members only.</i></p>	<ul style="list-style-type: none"> ○ Reviews annual audit and year-end financial report ○ Ensures internal controls are in place ○ Reviews selection of auditor ○ Investigates any financial irregularities or whistleblower concerns 	<ul style="list-style-type: none"> ○ Three members selected from AECA affiliate presidents and/or AECA past presidents and AECA membership. ○ Committee members must possess financial literacy and experience relevant to nonprofit financial oversight.

		<ul style="list-style-type: none"> ○ A chair shall be selected from the committee.
Public Policy	<ul style="list-style-type: none"> ○ Develop and recommend policy positions ○ Advocacy, education and mobilization ○ Cultivate relationships with stakeholders and policymakers ○ Monitor pending legislation/executive action and make recommendations 	5-7 members selected from Board, affiliates and/or membership. Board President shall appoint the chair of this committee.
Conference	<ul style="list-style-type: none"> ○ All aspects of conference planning: theme, venue, logistics, budget, marketing and operations during conference 	7-9 members selected from Board, affiliates, staff and membership. Board President shall appoint the chair of this committee.

*Budgeting and Monthly Financial Monitoring: The Treasurer and Executive Director shall collaborate on an annual budget and present it to the Board for approval. In addition, the Treasurer and Board President shall review monthly financial statements. These functions shall remain separate from the functions of the Audit/Oversight committee. As such, the membership of this committee should be separated from budgeting oversight board members.

Other committees may be established by the Board President as necessary to execute the work of the Board and Association. Committee chairs shall bring recommendations to the Board for approval before implementation. Guidelines for authorized committees including meeting frequency can be found in the AECA Board Policy Manual.

ARTICLE XI. BUSINESS MEETINGS

- A. The Association shall meet in business session at least once a year.
- B. The Association may meet during the annual conference or may meet by electronic communication at the discretion of the President. The method for any electronic meeting shall be included in the notice of the meeting. The notice shall provide necessary access instructions and identify how members can participate, vote, and request recognition to speak. All procedures for notice, quorum, voting, and recordkeeping applicable to in-person meetings shall also apply to electronic meetings unless otherwise provided by these Bylaws.
- C. Five percent (5%) of eligible Association members must be present at a business meeting for motions and votes. Following the declaration of a quorum

by the President, items of business may be acted upon during an in-person or electronic meeting of the Association. At the discretion of the President, voting on such items may be conducted electronically following the meeting. The meeting notice will specify if voting will occur electronically and include the method and platform for voting, the opening and closing dates of the voting period, and instructions for member participation.

Votes cast electronically following the meeting shall be considered valid and binding, provided that quorum requirements are met and the voting period remains open for at least five (5) business days.

ARTICLE XII: AMENDMENTS

- A. The Bylaws may be amended by an affirmative vote of no less than four voting members of the Board. Approved amendments will be published and available to the Association membership within 48 hours of the Board's vote to approve. The membership shall have a minimum of thirty (30) calendar days to consider the amendments and then vote on approval. A minimum of 5% of active members must participate in the vote. Then a majority of Association members voting must approve the amendments for them to pass. This dual-approval process reflects AECA's commitment to shared governance and is not required by Arkansas law.
- B. Recommendations for amendments may originate from the Board, from a committee of members appointed by the President with the approval of the Board, or from at least 5% of the eligible members of the Association.

ARTICLE XIII: FISCAL YEAR AND REPORTING

- A. The fiscal year of the Association shall be from January 1 through December 31.
- B. Annual Reporting: The Association shall comply with all applicable state and federal reporting requirements, including the submission of an annual report to the Arkansas Secretary of State, required filings with the Internal Revenue Service and applicable grant reporting to any funding agencies.

ARTICLE XIV: DISSOLUTION

- A. A recommendation for the dissolution of the Association must first be adopted by an affirmative vote of no less than four voting members of the Board and then be submitted in writing to the membership. The recommendation must be approved by three-fourths of the members voting on the issue in a called business session.
- B. In the event of dissolution, the residual assets of this organization will be turned over to one or more organizations which themselves are exempt from

federal income tax as organizations described in section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any prior or future Internal Revenue code, or the federal, state, or local government for exclusively public purposes.

ARTICLE XV: PARLIAMENTARY AUTHORITY

The following parliamentary procedures shall be the controlling authority for meetings and conducting official business.

A. Chairing the Meeting

- The President (or presiding officer) runs the meeting.
- If the President is absent, the Board shall designate a presiding officer from among the current voting Board members.
- A parliamentarian shall be appointed annually by the Board President and confirmed by the Board with a majority vote. The parliamentarian serves in an advisory capacity only on matters of parliamentary procedure and shall not vote on board actions or take a position on discussions while serving in this role.

B. Agenda

- Prior to each meeting, the President or presiding officer will prepare and follow a simple agenda.
- The meeting agenda and supporting documents for discussion shall be sent out in advance of the meeting to participants and stakeholders.

C. Making Decisions (Voting Board Members)

- Any Board member can make a motion ("I move that we...").
- Another member seconds the motion ("Second").
- The chair calls for a vote:
 - Voice vote ("All in favor?")
 - Show of hands or roll call if needed.
- A simple majority of voting members present carries the vote unless Bylaws require otherwise.

Example: Motion: "I move that we approve the annual budget as presented."

Second: "Second."

Vote: "All in favor? Opposed? The motion carries."

- A roll call vote may be requested by any voting member, in which case individual votes must be recorded in the meeting minutes.

D. Discussion

- Allow everyone a chance to speak but keep discussions on topic.
- The chair may limit speaking time if needed.
- No interrupting other members while they are speaking.

E. Minutes

- The Secretary (or other Board member if Secretary is absent) records:
 - Date/time
 - Who was present
 - Motions made and votes taken.
 - Key discussions (full transcripts are not required)
- Minutes are approved at the next meeting.

F. Quorum

- A quorum is the minimum number of voting Board members required to meet.
- For a five-member Board, quorum is three voting members.
- While the SECA Representative and Executive Director may make motions and participate in discussions, they will not vote or count towards a quorum.
- In the absence of a quorum, the members present may receive reports, discuss agenda items, engage in discussion, and reach an informal consensus on non-binding matters, but no motions may be made or votes taken. Any consensus decisions shall be subject to ratification at the next meeting where a quorum is present.

- G. Decision Authority: Outside of procedures outlined in Section VIII(B) and authority granted to the Executive Director through the job description or Board approval, major decisions may only be made by a majority vote of the Board.

ARTICLE XVI: EXECUTIVE DIRECTOR

- A. With a majority vote, the Board shall hire an Executive Director who shall serve as the chief executive of the Association. The Executive Director shall be responsible for the day-to-day operations, administration, and supervision of staff and programs, in accordance with policies established by the Board.
- B. The Executive Director shall report directly to the Board President and shall be an ex-officio member of the Board with no voting rights.
- C. The terms and conditions of employment, including job description, compensation, performance expectations, and termination procedures, shall be set forth in a written agreement approved by a majority of the Board.

ARTICLE XVII: CONFLICT OF INTEREST AND WHISTLEBLOWER POLICIES

To ensure that the affairs of AECA are conducted in an ethical and transparent manner, the Association shall maintain Conflict of Interest and Whistleblower policies which shall require all directors, affiliate Board members, employees and other authorized agents to acknowledge them on an annual basis.

- A. The Conflict-of-Interest Policy requires Board members to disclose any actual, potential or perceived conflicts of interest to the rest of the Board which, by majority vote, may require recusal from deliberations and voting on matters in which such conflicts may exist. Any disagreements over recusal shall be referred to the Governance Committee for resolution and final disposition.
- B. In the event that a significant number of Board members must recuse themselves from deliberation or voting on a matter due to conflicts of interest, and a quorum cannot be reasonably achieved, the Board may delegate decision-making authority on that specific matter to the Governance Committee. Such delegation must be documented in the meeting minutes and shall be limited to the scope of the conflict-related issue. The Governance Committee shall act in accordance with the Association's conflict-of-interest policy and fiduciary responsibilities and shall report its decision to the full Board at the next scheduled meeting.

The following matters may NOT be delegated:

1. Electing or removing Board members or officers.
 2. Filling vacancies on the Board or its committees.
 3. Amending the Articles of Incorporation or Bylaws.
 4. Approving a merger, consolidation, or dissolution.
 5. Authorizing the sale or transfer of substantially all assets.
 6. Final approval of major financial decisions (e.g., annual budget, audits).
- C. No part of the Association's net earnings may be used to benefit any private individual, except for reasonable compensation for services rendered to the Association.
 - D. AECA has a Whistleblower Policy which covers employees, Board members and agents of the Association.
 - E. Members of the groups listed above shall review and sign both policy statement acknowledgements annually. The signed statements shall be kept on file by the Board Secretary and the AECA office. Refer to the AECA Board Policy Manual for details on both policies.

ARTICLE XVIII: SUSPENSION AND REMOVAL

- A. **Grounds for Removal:** An elected member of the Board or SECA Representative may be removed from office for cause, including but not limited to:

- Conduct that is illegal, unethical or inconsistent with the mission and values of the Association;
- Violation of the Association’s Conflict of Interest Policy or other governing policies;
- Breach of the duties of office, including repeated absence from meetings without cause;
- Actions that bring disrepute or legal risk to the Association.
- More than 60 days past due on payment of membership dues or refusal to pay membership dues.

Procedures for disciplinary action against the Executive Director shall be outlined and governed by the written employment agreement between the Executive Director and the Board.

B. **Formal Complaint:** Any individual with a direct relationship to the Association—such as a member, employee, volunteer, donor, or service recipient—may file a formal complaint against a Board member for conduct described in Article XVIII(A).

- The complaint must be submitted in writing and signed. The complaint should include:
 - A clear description of the alleged misconduct or concern.
 - Relevant dates, individuals involved, and any supporting documentation.
- The complaint should be submitted to the Board President.
- If the complaint is against the President, it should be submitted to the Treasurer.
- The complaint will be referred to the full Board for action as outlined below.

C. **Suspension Procedure:** In cases where immediate action is deemed necessary to protect the interests of the Association, the Board may, by a majority vote, temporarily suspend a Board member pending further investigation. Within three business days of the vote, the suspended member shall be notified in writing of the suspension and the reasons for it.

D. **Governance Committee:** In the event of a concern or formal complaint regarding a Board member’s conduct, the matter shall be referred to the Governance Committee within seven business days of the suspension or a formal complaint. After convening, the Governance Committee shall review evidence, interview relevant parties and prepare a recommendation to the Board of Directors within 21 calendar days. Any recommendation for removal must be accompanied by clear and convincing evidence that inappropriate conduct occurred.

- E. Decision: Within three days of the Governance Committee's recommendation, the Board shall schedule a meeting to discuss the findings and issue a decision of removal or dismissal of the complaint.

The following criteria must be present for a decision of removal:

1. A recommendation for removal from the Governance Committee;
2. The Board member has been given written notice of the proposed removal and the reasons for it within three days of the final recommendation;
3. The Board member has been given a minimum of one week's notice before the scheduled meeting to submit a written response and arrange to appear in person at the Board meeting to respond if they so choose;
4. The Board has considered the response, if any, before voting.

Without documentation of all criteria, the decision of the Board must be to dismiss the complaint and, if suspended, immediately restore the Board Member to active status. A decision for removal shall have immediate effect with steps taken to protect Association assets and proprietary information.

- F. Vacancy: Any vacancy created by removal of a Board member shall be filled in accordance with the procedures outlined in Article VII, (F) and (H) of these Bylaws.
- G. Confidentiality: Any information from an investigation shall remain confidential and shall not be disclosed to any party outside of the Board and Governance Committee members. Investigative and disciplinary meetings are closed to the public. Only voting Board members and invited witnesses may attend. Willful disclosure of confidential information shall constitute a breach of duty and disciplinary action by the Board.

ARTICLE XIX: INDEMNIFICATION

- A. General: To the fullest extent permitted by the laws of the State of Arkansas, including but not limited to Ark. Code Ann. § 4-33-856, the Association shall indemnify any person who is or was a director, employee, or agent of the Association (or who is or was serving at the request of the Association in any such capacity for another organization) against any and all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to which they are or may be made a party by reason of being or having been in such role, provided that such person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Association.

- B. Advance of Expenses: Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the person to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the Association.

- C. Insurance: The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

- D. Severability: If any part of this Article shall be found to be invalid or ineffective in any action, suit, or proceeding, the validity and effectiveness of the remaining parts shall not be affected.

Approved: October 1994

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