



Bylaws

**of the
National Head Start
Association Inc.**

Laying a Foundation
for the Future

Amended by vote of the Board of Directors June 27, 2008



Bylaws of the National Head Start Association

Article I

NAME

The name of the corporation shall be the National Head Start Association (hereinafter referred to as “the corporation”).

Article II

OFFICE

The registered office of the corporation shall be located at 1201 Pennsylvania Avenue, N.W., Washington, D.C., or such other place in the District of Columbia as the Board of Directors may designate from time to time.

Article III

PURPOSES

The corporation is organized and will be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). In furtherance of these purposes, the corporation will provide a national forum for the continued enhancement of the status of children, youth, and families.

Article IV

MEMBERS

Section 1: Classes of Members.

The corporation shall have the following classes of members:

Class A. Class A members shall consist of those members of the corporation who are full-time directors of a Head Start grantee or delegate agency.

Class B. Class B members shall consist of those members of the corporation other than Class A members who are employed in a local Head Start program.

Class C. Class C members shall consist of those members of the corporation other than Class A or Class B members who are parents or legal guardians of children who are enrolled in a Head Start program.

Class D. Class D members shall consist of those members of the corporation other than Class A, Class B or Class C members.

Class E. Class E members shall consist of any Head Start grantee that is funded through the Department of Health and Human Services/Administration for Children, Youth and Families.

Class F. Class F members shall consist of 50 Head Start Associations and one Head Start Association per Region. Regions recognized shall be I, II, III, IV, V, VI, VII, VIII, IX, X, and XI (American Indians), and XII (Migrant Programs). They shall be called NHSA Affiliates, and shall qualify based on criteria established by the NHSA Board of Directors.

Section 2: Dues

The Board of Directors may determine from the time to time the amount of annual dues, if any, payable to the corporation by members of each class. Dues shall be payable in advance on the first day of July in each fiscal year. Dues of a new member shall be due on the first day of the month in which such new membership becomes effective for the remainder of the fiscal year of the corporation.

Article V

MEETINGS OF MEMBERS

Section 1: Notice

Meetings of members, regular or special, may be held within or without the District of Columbia upon not less than fifteen (15) days written or printed notice, delivered either personally or by mail, to each member entitled to vote at such meetings, subject to waiver of notice as provided in the District of Columbia Non-Profit Corporation Act. Such notice shall state the special meeting, the purpose or purposes for which the meeting is called. Regular meetings shall be held at least once each year or more often as established by the members. Special meetings may be called by the Chairman, the Board of Directors, or members having at least one-twentieth (1/20) of the votes entitled to be cast at such meeting.

Section 2: Annual Meeting

Amended 4/08. The annual meeting of the members shall be held at a date and time established by the Board, the purpose of which shall be the transaction of any business that may be properly brought before the meeting.

Section 3: Voting

Unless otherwise specified in these bylaws, each member of the corporation shall be entitled to one vote on each matter submitted to a vote for the members. A member may vote in person or by proxy executed in writing by the member or his/her duly authorized representative. In addition, voting on all matters may be conducted by mail in such manner as the Board of Directors shall determine.

Section 4: Quorum

At all meetings of members, either regular or special, one-tenth (1/10) of the members entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum. Unless otherwise specified in these bylaws, the affirmative vote of the majority of the members entitled to vote and present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members.

Article VI

BOARD OF DIRECTORS

Section 1: Composition of the Board

The corporation's affairs shall be managed by a Board of Directors composed of forty-eight (48) directors. In addition, the immediate Past Chairman shall serve as an ex officio member of the Board of Directors.

Section 2: Election of Directors

Amended 6/08. Directors shall be elected by members of the corporation in each of the twelve (12) Regional Head Start Associations to serve a term of office as provided for in Section 3 of this Article. Each Regional Head Start Association shall choose four (4) directors, one of each class of membership of Classes A, B, C, and D in the corporation. Qualification for office shall be determined as of the first day of taking office as a director and an individual shall remain qualified throughout his or her term of office. Notwithstanding the foregoing, each Regional Head Start Association must remain in good standing with the corporation in order for its representative directors to serve on the Board. Directors representing Regional Head Start Associations which are not in good standing shall be removed from the Board without need for further action of the Board.

Section 3: Term of Directors

Amended 6/08. Each director so elected shall hold office for a period of two years starting on July 1 of the calendar year ending in an odd number and serving until his/her successor is elected and qualified, or until such time as he/she is removed as provided in this Article.

Section 4: Removal of Directors

Amended 4/08. Any director may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the directors then in office.

Section 5: Vacancies

Any vacancy occurring in the Board of Directors may be filled by the members from the Regional Head Start Association from which the director's vacancy occurs. Any director so elected to fill a vacancy shall be a member of the same class of members as that of his/her predecessor in office and shall be elected for the unexpired term of his/her predecessor in office.

Section 6: Compensation

Directors shall not receive any compensation for their services as directors or officers of the corporation. Directors may be reimbursed for their expenses, if any, incurred in carrying out the

purposes of the corporation, provided that such reimbursement in no way adversely affects the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 7: Duties of the Board

Amended 4/08. The Board shall be responsible, among other duties, for:

- (1) Attending to any matter which the Board determines is in the best interest of the corporation and is within the purposes and objectives of the corporation;
- (2) Setting policy, including approving public policy statements and overseeing the implementation of such policy;
- (3) Approving committee members in accordance with the provisions of these bylaws;
- (4) Periodically evaluating the corporation's achievements and using the knowledge gained to revise its mission, goals, objectives, plans and budgets as necessary and appropriate;
- (5) Developing, adopting and periodically updating the major policies of the corporation including policies concerning personnel, financial management practices and Board operations;
- (6) Hiring, annually evaluating, and, as appropriate, dismissing the Executive Director;
- (7) Approving the annual budget, long- and short-range financial plans;
- (8) Selecting the independent audit firm;
- (9) Assuring that the corporation's activities are conducted in compliance with applicable federal, state and local laws and regulations;
- (10) Taking all other necessary steps to assure the achievement of the purposes and objectives of the corporation; and,
- (11) Fulfilling any other necessary or required duties and responsibilities.

Section 8: Powers and Duties of Directors *Amended 4/08.*

- (1) Directors shall act as fiduciaries to the corporation at all times including complying with the duties of care, loyalty and obedience.
- (2) No individual director shall act for the Board or the corporation except as specifically authorized by the Board of Directors.

Article VII

Meetings of the Board of Directors

Section 1: Notice

Amended 4/08. Meetings of the Board of Directors, regular or special, may be held within or without of the District of Columbia upon not less than fifteen (15) days notice to each director, either personally or by mail, telephone, or telegram, subject to waiver of notice as provided in the District of Columbia Non-Profit Corporation Act. Unless otherwise specified in these bylaws, 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.

Section 2: Meetings

Amended 4/08. The annual meeting of the Board of Directors shall be held at such time as determined by the Board of Directors the purpose of which shall be the transaction of such business as may be properly brought before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the District of Columbia, for the holding of additional regular meetings. Special meetings of the Board of Directors may be called by the Chairperson or by written request of at least five directors. The place of the meeting shall be specified on the notice of the meeting.

Section 3: Quorum

Amended 8/07. At all meetings of the Board of Directors, either regular or special, one-third (1/3) of the directors then in office shall constitute a quorum except for any meeting at which an election for officers of the corporation shall take place in which case the quorum requirement shall be one-half (1/2) of the directors then in office. Unless otherwise specified in these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4: Action Without A Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the actions so taken, shall be signed by all of the directors.

Section 5: Telephone Meetings

Unless otherwise provided in the Articles of Incorporation or these bylaws, any or all directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

Article VIII

COMMITTEES

Section 1: Standing Committees

Amended 4/08. A standing committee is a permanent committee that shall consist of directors and members who shall be nominated by the Chairperson, subject to the approval of the Board. Standing committees, with the exception of the Executive Committee, may include persons who are not directors but are members of the corporation. Committee members shall be appointed by the Board for terms of one year each, provided, however that each committee shall include at least two directors and that the Chairperson of each committee is a director. All standing committees shall operate within the policies of the Board of Directors. The standing committees are:

- (a) **Executive Committee.** The Executive Committee shall be comprised exclusively of directors and shall be authorized to act for the corporation in all matters during the interim periods between meetings of the Board of Directors. The Executive Committee shall consist of the Board officers and the Chairpersons of each standing committee and shall notify the Board of any actions that it has taken. Such actions shall not conflict with the policies and expressed wishes of the Board, and all matters of major importance shall be referred to the Board. The Executive Committee is also responsible for making recommendations regarding the personnel policies of the Corporation, employment practices, employee benefits and personnel relations and for reporting on issues related to compliance with the policies as well as all state and federal laws and regulations.
- (b) **Finance Committee.** The Finance Committee is responsible to monitor and make recommendations regarding the financial status and policies of the corporation, including fiscal planning, budgeting, policy development, and financial performance. The Finance Committee is also responsible for making recommendations on the selection of an audit firm, reporting on and overseeing the annual independent financial audit and ensuring that any valid audit findings are resolved or corrected.
- (c) **Governance and Nominating Committee.** The Governance and Nominating Committee is responsible for: (i) review and update of the articles and bylaws of the corporation, as well as Board operating policies and procedures; (ii) orientation of

new directors; and (iii) review, revision and implementation of Board election procedures including the certification of election results.

- (d) Government Affairs Committee. The Government Affairs Committee is responsible for developing the corporation's legislative and regulatory agenda, formulating strategies for advancing that agenda, soliciting input from members including State and Regional Head Start Associations on state and federal policy issues, and overseeing a communications system that educates members and the public about the corporation's position on issues of importance.
- (e) Research and Evaluation Committee. The Research and Evaluation Committee is responsible for: (i) tracking research on the Head Start program, as well as other services that affect low-income and at-risk pre-kindergarten children and their families; (ii) developing and implementing processes for soliciting input from member programs on issues and areas of interest, and informing members and the Board of the results of current research;
- (f) Resource Development and Member Services Committee. The Resource Development and Member Services Committee is responsible for developing, implementing and evaluating member services, developing and implementing strategies for retaining and increasing membership, ensuring that the corporation is responsive to the needs of its members and fund development.

Section 2: Special Committees

Amended 4/08. Special committees may be created by a resolution of the Board. Except as otherwise provided in such resolution, each member of such a committee shall be a director appointed to the committee by the Board. Any member thereof may be removed by vote of the Board whenever in the Board's judgment such removal is in the best interests of the Corporation.

Section 3: Duties

Amended 4/08. It shall be the duty of each committee to make regular reports to the Board and at such other times as may be requested by the Chairperson of the Board. In addition to the respective duties specifically assigned to the various committees by these bylaws, each committee shall perform such other duties as may be requested by the Board. The recommendations of all committees shall be subject to examination, review and approval by the full Board.

Section 4: Term of Office

Amended 4/08. Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member resigns from the committee or is removed from the Board.

Section 5: Committee Chairperson

Amended 4/08. One member of each committee shall be appointed committee Chairperson by the Chairperson of the Board, except that the Chairperson of the Board shall be the Chairperson of the Executive Committee and the Treasurer shall be the Chairperson of the Finance Committee. All committee Chairpersons shall be members of the Board of Directors.

Section 6: Resignation

Amended 4/08. Any member of a committee may resign at any time by giving written notice of such resignation to the Chairperson of the committee or the Chairperson of the Board.

Section 7: Resignation or Removal from the Board

Amended 4/08. Resignation or removal from the Board of Directors shall constitute resignation or removal from any committee of the Board on which that director serves.

Section 8: Vacancies

Amended 4/08. 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.

Section 9: Meetings

Amended 4/08. Each committee shall meet upon the call of the Chairperson thereof, or upon the call of the Chairperson of the Board, or the Secretary, which call shall indicate the date, time and place of the meeting. If regular meeting times are established, no notice of committee meetings is necessary. If a special meeting is called, the notice provision of Article VII, Section 1 of these Bylaws shall apply.

Section 10: Quorum and Voting Requirements

Amended 4/08. The presence at any committee meeting of a majority of the members of such committee shall be sufficient to constitute a quorum for taking such action as the committee is authorized by these Bylaws or the full Board to take. Action by a majority of the committee members present at such meeting shall constitute action of the committee.

Section 11: Minutes

Amended 4/08. All committees shall maintain minutes of the meetings of the committee.

Article IX

OFFICERS

Section 1: Officers of the Corporation

Amended 4/08. The officers of the corporation shall consist of an Executive Director, a Chairman, a Vice Chairman, a Secretary, a Treasurer, and such other categories of officers as the Board of Directors may determine from time to time. No person may hold more than one office.

Section 2: Election, Appointment and Term of Elected Officers

Amended 6/08. All elected officers of the corporation shall be elected from among the members of the Board of Directors by an affirmative vote of the members of the Board of Directors. An officer, so elected, shall hold office for term of two years and until his/her successor shall have been elected and qualified or until such time as he/she is removed as provided in Section 3 of this article.

Section 3: Removal of Elected Officers

Amended 4/08. Any officer or agent elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors then in office whenever, in their judgment, the best interests of the corporation will be served thereby.

Section 4: Vacancies

Amended 6/08. Any vacancy occurring in an elected office of the corporation may be filled by the affirmative vote of a majority of the directors then in office. Any officer so elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office; such term will not count for purposes of determining a limitation on serving in office as provided for in Section 5 below.

Section 5: Limitation of Term

Amended 6/08. No member of the Board of Directors may serve more than two consecutive terms in any single office, and no member of the Board of Directors may serve more than four consecutive terms in any office of the corporation. Only terms of office starting on or after July 1, 2009 shall be counted in determining whether a member is prohibited from running for a Board office as provided for herein.

Section 6: Bonds

Amended 4/08. The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position, and to comply with

such other conditions as may be required from time to time by the Board of Directors. The premiums for all such bonds shall be paid by the corporation.

Section 7: Duties of the Chairperson

Amended 4/08. The Chairperson of the Board of Directors shall: (i) preside at all meetings of the Board of Directors and all meetings of the Executive Committee at which he or she is present; (ii) nominate committee memberships and committee Chairpersons; (iii) represent the Board at public functions; and (iv) perform such other duties as may be required of him or her by the Board of Directors. The Chairperson may elect to be an *ex officio* member of all standing and special committees of the Board. The Chairperson, or another officer designated by the Chairperson, may sign any document or instrument requiring the signature of an officer of the corporation which is necessary and incident to the purposes of the corporation.

Section 8: Duties of the Vice Chairperson

Amended 4/08. In the absence of the Chairperson, or in the event of his/her death, inability or refusal to act, the Vice Chairperson, unless otherwise determined by the Board of Directors, shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairperson.

Section 9: Duties of the Secretary

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and of the members. He/she shall give all notices required by law and by these bylaws. He/she shall have general charge of the corporation's books and records. He/she shall sign such instruments as may require his/her signature. He/she shall keep a register of the Post Office address of each director and officer of the corporation which shall be furnished to the Secretary by each officer and director. He/she shall keep at the corporation's registered office in the District of Columbia a record of the names and addresses of all the corporation's members. He/she shall in general perform all duties incident to the office of the Secretary and such other duties as shall be assigned to him/her from time to time by the Chairman or by the Board of Directors.

Section 10: Duties of the Treasurer

Amended 4/08. The Treasurer shall oversee the fiscal affairs of the Corporation, and shall report on the financial condition of the Corporation to the Board of Directors at its regular meetings, the annual meeting and at such other times as the Board may require.

Section 11: Selection, Evaluation, Removal and Duties of the Executive Director

Amended 4/08.

- (a) Selection: The Board of Directors will select, hire, annually evaluate the performance of, and, at its discretion, terminate the Executive Director.

(b) Duties:

(i) The Executive Director is an agent of the Board and is accountable to the Board. He or she shall be subject to the control of the Board of Directors, shall have responsibility for the general care, supervision, and direction of corporate affairs in furtherance of the policies and programs established by the Board of Directors. The Executive Director's duties and compensation will be consistent with these bylaws, and shall be prescribed in an employment contract by the Board of Directors.

(ii) The Executive Director may negotiate and execute grants and contracts for the corporation, and report such actions that may have a material impact upon the corporation promptly to the Board of Directors; except that the Board of Directors may specify from time to time limits on the authority of the Executive Director to execute such documents without prior Board approval and may also designate specific proposed contracts to be submitted to the Board for approval prior to execution.

(iii) The Executive Director shall have the authority to employ, supervise, and discharge staff in accordance with the policies established by the Board of Directors.

(iv) The Executive Director shall have the authority to conduct an annual self-assessment of the corporation and its operations and to amend the corporation's policies to establish procedures for conducting and reviewing the results of the annual self-assessment.

(v) The Executive Director shall perform such other duties and exercise such other powers as may be assigned by the Board of Directors.

(vi) The Executive Director or his/her designee shall attend all meetings of the corporation's Board of Directors and its committees, unless the Board requests the Executive Director's absence during evaluation of his or her performance or during other meetings as determined by the Board.

Article X

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 and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Loans

No loans shall be contracted on behalf of the corporation 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.

Section 3: Checks and Drafts

All checks, drafts, or other orders for the payment of money 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 from time to time by resolution of the Board of Directors.

Section 4: Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

Article XI

GENERAL PROVISIONS

Section 1: Waiver of Notice

Whenever any notice is required to be given to any director or other person under the provisions of these bylaws, the Articles of Incorporation, or by applicable law, 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 equivalent to the giving of such notice.

Section 2: Auditors

Amended 4/08. A certified public accountant shall be employed to audit the books of the corporation, or any fiscal year of the corporation, and at such other time or times, and for such periods as the Board may deem advisable, and to furnish reports on such audits to the Board.

Section 3: Prohibition Against Sharing in Corporate Earnings

No member, director, officer or employee of, or person connected with the corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the corporation, *provided* that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any or its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members, directors, and officers of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of

Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 4: Exempt Activities

Notwithstanding any other provision of these bylaws, no member, director, officer, employee, or other representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or by organizations contributions to which are deductible under Section 170(c)(2) of such Code (or the corresponding provision of any future United States internal revenue law).

Section 5: Fiscal Year

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

Article XII

AMENDMENTS

Amended 4/08. These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then in office, *provided* that prior written notice has been given to all members of the Board of Directors of the proposed amendments at least fifteen (15) days in advance of the meeting, and *provided* further that no such action shall be taken if it would in any way adversely affect the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) and *provided* further that any such action that would affect the voting rights of the members of the corporation shall be posted on the corporation's website and the corporation shall inform its members of that posting by using its customary methods of conveying information to its membership.



National Head Start Association

1651 Prince Street
Alexandria, VA 22314
703-739-0875
Fax: 703-739-0878
www.nhsa.org