



## **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

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.

**Deleted:** during the period beginning April 1, and ending May 30, of each year.  
**Deleted:** for

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

Directors shall be elected by members of the corporation in each of the twelve (12) Regional Head Start Associations. 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.

**Deleted:** In the event a Regional Head Start Association does not have members who belong to one or more of the corporation's membership classes, the corporation shall be available to lend support to help the Regional Association select four appropriate directors.¶

Section 3: Term of Directors

Each director so elected shall hold office for a period of two years and until his/her successor is elected and qualified, or until such time as he/she is removed as provided in Section 4 of this Article. Where a director has been elected as an officer of the corporation and his/her term of office as a director will expire prior to his/her term of office as an officer, he/she shall remain in office as a director for the duration of his/her unexpired term of office as an officer, in any case not to exceed two years.

A director who changes class of membership prior to expiration of his/her term on the NHSA Board shall complete the term as a director with approval from the Regional Head Start Association.

Section 4: Removal of Directors

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

**Deleted:** members of the class that elected him/her, present or represented by proxy, at a meeting at which a quorum is present

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

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 that policy;~~
- (3) ~~Approving committee members in accordance with the provisions of these bylaws;~~

**Deleted:** Section 7: Chairman and Vice Chairman of the Board¶  
¶  
*Amended 8/07.* The Chairman of the Board shall preside over meetings of the Board of Directors. If the Chairman of the Board is not present or there is none, the Vice Chairman of the Board shall preside. The Chairman of the Board and the Vice Chairman of the Board shall be elected from among the members of the Board of Directors by an affirmative vote of the members of the Board of Directors.¶

**Deleted:** 8

**Deleted:** Directors

**Deleted:** c

**Deleted:** by the officers and staff

**Deleted:** Appointing committees composed of directors and/or members of the corporation

- (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 dismissing the Chief Executive Officer;
- (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 and other necessary or required duties and responsibilities.

**Deleted:** and 6) devising and carrying into operation such other measures as they deem proper and expedient to promote the objectives of the corporation.

Section 8. Powers and Duties of Directors

- (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

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.

**Deleted:** Regular meetings shall be held at least once a year or more often as established by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairman or by written request of at least three directors. The place of the meeting shall be specified on the notice of the meeting.

Section 2: Meetings

**Deleted:** Annual

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 three directors. The place of the meeting shall be specified on the notice of the meeting.

Deleted: during the period beginning April 1 and ending May 30 of each year

Deleted: for

### 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.

Deleted: Section 6: Class Meetings¶

¶ Directors who are representatives of each of the classes of membership shall meet from time to time with other directors from the same class to plan activities specifically for that class of membership.¶

## Article VIII

### COMMITTEES

#### Section 1: Standing Committees

A standing committee is a permanent committee that shall consist of directors and members who shall be appointed 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 Chair 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 to make recommendations regarding the personnel policies of the Corporation, employment practices, employee benefits and personnel relations and to report on issues related to compliance of the policies with 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 Nominating and Governance 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 the 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; 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.

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.

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.

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.

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.

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.

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.

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.

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 3(b) of these Bylaws shall apply.

Section 10. Quorum and Voting Requirements.

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.

All committees shall maintain minutes of the meetings of the committee.

**Article IX**

**OFFICERS**

Section 1: Officers of the Corporation

*Amended 9/00.* 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 8/07.* All other 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 8/07.* 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

**Deleted:** Section 1: Management Committees¶

¶ The Board of Directors, by resolution adopted by a majority of the directors then in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, provided that no committee so designated and appointed shall have the authority to take any action on a matter that these bylaws provide shall be taken by a vote of the directors then in office.¶

¶ Section 2: Other Committees¶

¶ Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated and appointed by a resolution of the Board of Directors.¶

¶ Section 3: Committee Meetings¶

¶ Committee meetings shall be conducted in such manner as the Board of Directors shall determine, provided that accurate records of their acts and proceedings of all meetings of each committee of the corporation shall be kept by a member of each such committee.¶

¶

**Deleted:** President/Chief Executive Officer (non-voting officer)

**Deleted:** and

**Deleted:** The President/Chief Executive Officer shall be appointed by the Board of Directors.

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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 or his/her predecessor in office.

Section 5: Reserved.

Deleted: Compensation¶

Section 6: Bonds

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.

¶  
Amended 9/00. The salary of the President/CEO shall be fixed by or in the manner prescribed by the Board of Directors. No other officer shall receive any remuneration or compensation for his/her services to the corporation or in connection with his/her duties as such officer.

Section 7: Duties of the Chairperson.

Deleted: President/CEO

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

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.

Deleted: Amended 9/00. The President/CEO shall be the chief executive officer of the corporation, and, subject to the control of the Board of Directors, shall supervise and control the business and affairs of the corporation, see that all orders and resolutions of the Board of Directors are carried into effect, and perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The President/Chief Executive Officer shall report to the Chairman of the Board of Directors.¶

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.

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Section 10: Duties of the Treasurer

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

(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 its 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 contracts, including those relating to grants, 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 the his or her performance or during other meetings as determined by the Board.

**Deleted:** *Amended 10/92.* The Treasurer shall review the disbursements of the corporation to ensure they are within the approved corporation budget and statutes governing the corporation. He/she shall assist with appropriate disbursements of the corporation. The Treasurer shall chair the Budget and Finance Committee of the National Head Start Association (NHSA) with the oversight responsibility of planning the overall NHSA budget. A ledger of the corporation's receipts and disbursements shall be maintained at the principal offices of the corporation, or at such other place as is authorized by the Board of Directors, which shall be open to inspection by any member of the Board of Directors, any member of the Board of Directors, and by any other persons having a legitimate interest in the information contained therein.

## 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

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.

**Deleted:** Voting Upon Shares of Other Corporations¶

¶ Unless otherwise ordered by the Board of Directors, the Chairman shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this corporation may hold shares and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares, which as the owner thereof, this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.¶

¶ Section 3:

**Deleted:** certified r

**Deleted:** A copy of such annual audit reports shall be given without charge to all persons, firms, and corporations contributing to the corporation during the year as much as \$1,000 to carry on the services rendered by the corporation. A copy of such annual audit report will be available at the annual meeting of the directors.¶

| Section 3: Prohibition Against Sharing in Corporate Earnings

Deleted: 4

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

Deleted: 5

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

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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

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.

**Deleted: PROCEDURES¶**

Italic print represents procedures established by the Board of Directors ¶ that can be changed at any time with a majority vote of the Board.¶

¶

¶

Article IV, Section 2¶

¶

*Approved 1/93. The dues of the corporation shall be:¶*

*\$30 per individual member¶*

*\$200 per agency with Head Start funding under \$2 million,¶*

*\$500 per agency with \$2 million to \$5 million of Head Start funding,¶*

*\$800 per agency with \$5 million or more of Head Start funding, and¶*

*\$500 per Head Start region.¶*

¶

*Approved 4/94.¶*

*\$5 per basic individual member¶*

*\$100 per affiliate¶*

*\$300 per corporate member¶*

¶

*Approved 4/97¶*

*\$40 per individual member¶*

*\$30 per individual student member¶*

*\$10 per parent member¶*

*\$500 per Head Start region.¶*

*\$100 per state and regional affiliate member¶*

*\$100 per nonprofit associate member¶*

*\$350 per corporate associate member¶*

¶

*Approved 1/01¶*

*\$100 per program with Head Start funding under \$1 million¶*

*\$300 per program with Head Start funding under \$2 million¶*

*\$600 per program with \$2 million to \$5 million of Head Start funding¶*

*\$900 per program with more than \$5 million of Head Start funding¶*

¶

¶

¶

¶

Article V, Section 3¶

¶

*Approved 9/28/96. A written request by the member will be authorized by the*

*NHSA Bylaw/Nominating Committee*

*Chairman prior to the general*

*membership's business session.¶*

¶

Article VI, Section 1¶

¶

*Approved 8/90. Immediate past chairman remains non-voting position with paid*

*travel. ¶*

*Approved 9/99. Immediate past chairman*

*remains non-voting position with paid*

*travel for one year.¶*

¶

Article VI, Section 4¶

¶

*Approved 12/91. Concern would be*

*expressed to Regional President with*

*documentation/ explanation. Action*

*would then be up to the Region.¶*

¶

Contact Regional Association. Co... [1]



**National Head Start Association**

1651 Prince Street  
Alexandria, VA 22314  
703-739-0875  
Fax: 703-739-0878  
[www.nhsa.org](http://www.nhsa.org)

## PROCEDURES

Italic print represents procedures established by the Board of Directors that can be changed at any time with a majority vote of the Board.

### Article IV, Section 2

*Approved 1/93. The dues of the corporation shall be:  
\$30 per individual member  
\$200 per agency with Head Start funding under \$2 million,  
\$500 per agency with \$2 million to \$5 million of Head Start funding,  
\$800 per agency with \$5 million or more of Head Start funding, and  
\$500 per Head Start region.*

*Approved 4/94.  
\$5 per basic individual member  
\$100 per affiliate  
\$300 per corporate member*

*Approved 4/97  
\$40 per individual member  
\$30 per individual student member  
\$10 per parent member  
\$500 per Head Start region.  
\$100 per state and regional affiliate member  
\$100 per nonprofit associate member  
\$350 per corporate associate member*

*Approved 1/01  
\$100 per program with Head Start funding under \$1 million  
\$300 per program with Head Start funding under \$2 million  
\$600 per program with \$2 million to \$5 million of Head Start funding  
\$900 per program with more than \$5 million of Head Start funding*

### Article V, Section 3

*Approved 9/28/96. A written request by the member will be authorized by the NHSA Bylaw/Nominating Committee Chairman prior to the general membership's business session.*

### Article VI, Section 1

*Approved 8/90. Immediate past chairman remains non-voting position with paid travel.  
Approved 9/99. Immediate past chairman remains non-voting position with paid travel for one year.*

#### Article VI, Section 4

*Approved 12/91. Concern would be expressed to Regional President with documentation/ explanation. Action would then be up to the Region.*

*Contact Regional Association. Concerns expressed to Regional Presidents would be for "cause." Examples could be consistent lack of attendance, severe disruptive behavior; no participation on committees, or anything, etc.*

#### Article VII, Section 1

*Approved 8/90. Meetings will be four times a year in 1991, thereafter, three times a year.*

#### Article VIII, Section 1

*Approved 8/90. Management committees shall consist of the Executive, Personnel, and Finance.*

*Executive Committee/Composition. Four elected officers, three appointed officers, Ex Officio and Chairmen of Personnel and Finance committees (10).*

*Structure of Committees. Chairman of each management committee is a Board member and at least two other Board members. Two persons outside of the Board may serve with Chairman's approval.*

#### Article VIII, Section 2

*Approved 4/91. Establishment of five NHSA Committees, i.e., Bylaw and Nominating, Publishing and Marketing, Research and Evaluation, Training/Technical Assistance and Governmental Affairs.*

*Approved 1/94. Establishment of four NHSA Committees, i.e., Bylaw and Nominating, Publishing and Marketing, Research and Evaluation, and Governmental Affairs*

#### Article IX, Section 2

*Approved 9/28/96. The Chairman shall appoint three additional officers, which will be Assistant Secretary, Assistant Treasurer, and Parliamentarian. The appointed officers will serve the same term of office as the elected officers listed in Article IX, Section I.*

*The Assistant Secretary shall assume the duties of the Secretary in his/her absence; assist the Secretary in performing his/her duties; and perform other duties as assigned by the Chairman.*

*The Assistant Treasurer shall assume the duties of the Treasurer in his/her absence; assist the Treasurer in performing his/her duties; and perform other duties as assigned by the Chairman.*

*The Parliamentarian shall provide parliamentary and procedural information and counsel upon the request of the Chairman and perform other duties as assigned by the Chairman.*

*The Board of Directors is comprised of 49 members. The immediate Past Chairman, a parent, staff, director, and friend meeting the qualifications described under Classes of Members, Article IV, Section 1, of these Bylaws, are selected by each of Head Start's 12 regional associations.*

### Article IX, Section 3

*(Removed 12/05/07) Approved 9/28/96. A ballot documenting reasons for removal of an officer will be mailed to the Board of Directors or presented to them in writing at their next meeting. In the event of an occurrence that is determined to be detrimental to the integrity of the corporation, the officer will be suspended immediately pending the Board's majority vote.*

*(Removed 12/05/07) Approved 9/28/96. A ballot documenting reasons for removal of an officer will be mailed to the membership or presented to them in writing at their next meeting. In the event of an occurrence that is determined to be detrimental to the integrity of the corporation, the officer will be suspended immediately pending the majority vote.*

### Article IX, Section 4

*Approved 1/93. Chairman appoints replacement pending approval by the Board of Directors.*

### Article IX, Section 6

*Approved 2/91. All officers and NHSA staff who are involved with finances are bonded.*

### Article IX, Section 8

*Approved 2/91. Remain per the bylaws. Nominating Committee will be charged with the responsibility of developing a procedure to bring to the Board.*

### Article X, Section 1

*Approved 2/91. Follow bylaws, however, priority should be given to the Chairman as signer.*

### Article XI, Section 3

*Approved 2/91. Implement the procedures of the bylaws.*

Article XII

*Adopted 10/06/90.*

*Attest: Eugenia Boggus, President*