

## MEMORANDUM

To: National Head Start Association (“NHSA”) Board of Directors

From: Sue Obermiller, Chair  
Nominating and Bylaws Committee

Date: April 4, 2008

Subject: Report of the Nominating and Bylaws Committee and  
Notice of Proposed Amendments to the Bylaws

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This memorandum is the preliminary report of the Nominating and Bylaws Committee as well as the notice required under the Bylaws of a proposed change to the Bylaws. The Committee has met several times since the last Board meeting with our attorney, Ted Waters, to review the recommendations of the Blue Ribbon Panel Report, comments from the field on that report, and recommendations from Ted on more technical changes to the Bylaws.

After these meetings, a consensus was reached that the Bylaws review process should be broken out into two parts. First, the Committee felt that it did not have enough input from the Board on what members felt were major issues, and that a facilitator at the next Board meeting could help with a discussion of the following issues: 1) membership and membership rights, 2) term limits, and 3) frequency of Board meetings. We are now actively engaged in finding a suitable facilitator for the April Board meeting and have asked that 1.5 hours of the meeting be set aside for this discussion.

Second, the Committee felt that the Bylaws changes recommended by Ted could be acted upon at the April meeting. These changes are designed to improve Board operations and clarify the roles and responsibilities of Board members, Officers, Committees and the new Executive Director. Thus, as required by the Notice Provisions of the Bylaws, attached to this memorandum is a mark-up of the current Bylaws with the proposed changes. These changes will be reduced to a formal resolution in advance of the meeting.

As you will see, the proposed changes largely concern a number of areas:

- Detailing areas of Board and individual director duties and responsibilities;
- Detailing the officer responsibilities, including a significantly expanded section on the Executive Director;
- Expanding the section on committee operations and including in the Bylaws, for the first time, a description of the standing committees of NHSA;

- Including a requirement that all committees have at least two directors as members and that the chairperson must be a director;
- Merging the Human Resources functions into the Executive Committee and creating a new committee, “Resource Development and Member Services,” to put a renewed emphasis on membership, member services and fundraising;
- Adding a requirement that any amendments to the Bylaws affecting the voting rights of the general membership be posted on the website 15 days in advance of any action on those amendments by the Board; and,
- Deletion of the Board Procedures from the Bylaws publication.

If you have any questions, please do not hesitate to contact me; otherwise, the entire Nominating and Bylaws Committee and I look forward to our discussion in Nashville.