



Region 9 Head Start Association

BY-LAWS

Approved on:

October 22, 2018

**RHSA BY-LAWS
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**REGION IX HEAD START
ASSOCIATION BYLAWS**

**ARTICLE I
NAME AND OFFICE OF THE CORPORATION**

1. The name of this organization shall be the Region IX Head Start Association, hereby referred to as the Region 9 Head Start Association and R9HSA.
2. The principal office of the association for the transaction of business is Sacramento County, California
3. The county of R9HSA can be changed only by amendment of these bylaws and not otherwise. The Board of Directors (Board) may, however change the principal office from one location to another within the named county by noting the changed address and effective date and such changes of address shall not be deemed an amendment of these bylaws.

**ARTICLE II
TAX EXEMPT STATUS**

1. R9HSA shall be operated within the meaning of section 501(C) (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future U.S. Internal Code).

**ARTICLE III
MISSION AND PURPOSE**

1. Mission:
 - a) *A strong voice regionally and nationally through leadership and advocacy.*

2. Purpose:

To work in conjunction with the Federal Regional Office, National and State Head Start Associations and other organizations whose efforts are consistent with the R9HSA to:

- a) Provide professional development opportunities, technical assistance and training;
- b) Serve as an advocate for Head Start programs; and,
- c) Enhance solidarity, collaboration, communication and networking.

3. We Believe:

Every child, regardless of circumstances at birth, deserves an opportunity to succeed in school and life.

Parents who meet their own goals and regularly engage in their child's education as volunteers help ensure that the learning process is a success.

Becoming informed about effective practices and alternative strategies for a child's nurturing at home and in school empowers program staff, community partners and volunteers engaged in the Head Start community.

When children's physical, social, emotional and cognitive development are nurtured, they become capable adults.

ARTICLE IV RULES AND PROCEDURES

These by-laws shall be implemented concurrently and in accordance with Robert's Rules of Order Newly Revised, and established Financial Policies manual.

ARTICLE V AMMENDMENTS

1. Any recommendations for amendments shall be submitted to the Chair of the committee who shall:
 - a) Convene a Governance and nominations committee to review the recommendations for amendment;
 - b) Submit proposed by-laws amendments to Board members in writing no later than 14 days prior to the next Board meeting where the proposed amendment will be considered; and
 - c) Make recommendations to the Board for approval of amendments.
2. A two-thirds vote is required to amend the by-laws.
3. By-law amendments take effect immediately upon approval, unless the amendment states otherwise.

ARTICLE VI MEMBERSHIP AND DUES

1. General membership
 - a) General membership in R9HSA requires dues to be current and paid and is open to:
 - i) All Region IX Head Start and Early Head Start grantees and delegate agencies.
 - ii) All Migrant and Tribal grantees and delegate agencies operating in Region IX geographic area; and,
 - iii) Corporate businesses, and organizations not operating a Head Start or Early Head Start program.
 - iv) Friends, individuals supporting the Head Start
2. Dues
 - a) The Board of Directors (Board) determines annual membership dues.
 - b) The membership year is July 1 through June 30.

ARTICLE VII MEETINGS

1. General Membership Meetings:
 - a) Held once per year.
 - b) The Board shall determine the time and place of each general membership meeting.
 - c) Written notice of all regularly scheduled general membership meetings shall be sent no later than thirty (30) days prior to the scheduled meeting.

2. Board meetings:
 - a) Are held 4 times per year:
 - i) At each general membership meeting; and,
 - ii) three other times determined by the board
 - b) Written notice of all Board meetings shall be sent no later than thirty (30) days prior to the scheduled meeting;
 - c) Quorum shall consist of 1/3 of seated members attending in person or through teleconferencing./ video conferencing
 - d) Executive Session: The board may hold an Executive Session during any scheduled meeting whenever called by the Board Chair or by any Director for such purposes as it deems necessary, including, but not limited to, discussion of litigation (actual or threatened), or evaluation of personnel or discussion of personnel issues. The Board Chair may invite the Executive Director and such other persons as he or she deems appropriate to attend an Executive Session. The public and staff are excluded from Executive Session except when invited to give testimony or advice after which they shall be excused.

3. Executive Committee meetings:
 - a) May be called by the Board Chair or 3 Executive Officers; and,
 - b) Do not require written advance notice.

4. Special Board meetings:
 - a) May be called by the Board Chair and 3 Executive Officers, or by majority of the Board.
 - b) Written notice shall be sent a minimum of 15 days prior to the meeting unless an exception is approved by 2/3 vote of the seated Board.

5. Conduct of Meetings:
 - a) Meetings of the Board shall be presided over by the Board Chair, or, in his or her absence the Board Vice Chair, or in his or her absence, by a Board Chair chosen by a majority of the Directors present at the meeting. The Board Secretary shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

6. Actions by Unanimous Written Consent Without Meeting:
 - a) Any action required or permitted to be taken by the Board under any provision of the law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action.
 - b) Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such actions by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that these Bylaws authorize the Directors to so act and such statement shall be prima facie evidence of such authority.

ARTICLE VIII COMPOSITION OF THE BOARD

1. All Board members must be current and paid members of the R9HSA.
2. The Board is comprised of a maximum of 29 (twenty-nine) members:
 - a) 6 (six) representatives from each of the 4 (four) R9HSA State:
 - i) Hawaii and the Outer Pacific
 - ii) California
 - iii) Nevada
 - iv) Arizona
 - b) The individual who is the outgoing Board Chair, the Immediate past Chair, shall serve as ex-officio.
3. The 6 (six) state representatives must include:
 - a) 1 (one) appointed from each State Association
 - b) 5 (five) nominations would come from, R9HSA Current Board Members nomination or a member of R9HSA or self-nomination, comprised of
 - c) At least 2 (two) Directors
 - d) At least 1 (one) current or former Head Start or Early Head Start parent;
 - e) Other representatives may be a Head Start/Early Head Start director or staff member, a current Head Start or Early Head Start parent, or member of their Head Start agency's governing board.
4. The Board elects a maximum of 4 (four) Friend members.
 - a) nominations would come from, R9HSA Current Board Members.
5. A member is officially seated when they attend their first meeting either in person or through teleconferencing.

6. Indemnifications and Liability: The liability of the Directors for monetary damages shall fully be eliminated to the fullest extent permissible under California law. Directors shall not be personally liable for debts, liabilities or other obligations of R9HSA.
7. Conflict of Interest: The Board must establish, adopt, and periodically update written standards of conduct (“Standards of Conduct for the Board of Directors”) that establish standards and formal procedures for disclosing, addressing and resolving conflicts of interest in accordance California state law and Internal Revenue Service requirements. Conflict of Interest must articulate when a board must disclose the conflict/potential conflict and prohibit interested board members from voting on any matter in which there is a conflict.

ARTICLE IX TERM OF OFFICE

1. Term of office:
 - a) Begins for Board, Executive and Standing Committees at the July Board meeting in odd numbered years;
 - b) Is two years;
 - c) May not exceed two consecutive terms in the same capacity for Executive Officers and NHSA representatives;
 - d) Vacancies are filled for the un-expired term and those who are filling a vacancy for the un-expired term and serve more than half of the term are considered to have served a full term.

ARTICLE X EXECUTIVE OFFICERS

1. Executive Officers shall consist of:
 - a) Chairperson
 - b) Vice-Chairperson
 - c) Secretary
 - d) Treasurer
 - e) Ex-officio Chairperson
2. Executive Officer duties:
 - a) **Chairperson**
 - i) Shall develop agendas for and preside over Board, Executive and Special Board meetings;
 - ii) Appoint Ad hoc committees; and,
 - iii) Serve as ex-officio member of all committees.
 - iv) Appoints annually all committee chairs and nominate who will sit on the committees.
 - v) Works in partnership with the Executive Director to make sure all board resolutions are carried out.

- vi) Assist the Executive Director in preparing the agenda for the board meetings.
 - vii) Call special meetings if necessary.
 - viii) Act as a spokesperson for the organization
 - ix) Shall vote only to break a tie;
 - x) Other such duties as may be required.
- b) **Vice-Chairperson**
- i) Shall serve in the absence of the Chairperson;
 - ii) Serve on the Executive Committee
 - iii) Carry out special assignments as requested by board chair.
 - iv) Update and revise the Rules and Procedures Manual; and,
 - v) Other such duties as may be required.
- c) **Secretary**
- i) Serve on the Executive Committee
 - ii) Shall take minutes at Board, Executive, and Special Board meetings;
 - iii) Review board minutes.
 - iv) Ensure timely distribution of minutes to all Board members;
 - v) Maintain up to date membership roster;
 - vi) Verify credentials for voting; and,
 - vii) Assume responsibilities of the chairperson in the absence of the board chairperson and vice-chairperson.
 - viii) Other such duties as may be required.
- d) **Treasurer**
- i) Serve on the Executive Committee
 - ii) Shall follow standard accounting procedures;
 - iii) Oversee bookkeeping system;
 - iv) Serve as the financial officer of the organization and as Chair of the Finance Committee
 - v) Manage, with the Finance Committee, the board's review of and action related to the board's financial responsibilities.
 - vi) Work with the Executive Director to ensure that appropriate financial reports are made available to the board in a timely manner.
 - vii) Assure appropriate State and Federal tax forms are submitted;
 - viii) Develop annual budget;
 - ix) Arrange for annual audit;
 - x) Work in conjunction with the Finance Committee; and,
 - xi) Other such duties as may be required.
- e) **Ex-Officio**
- i) Serve on the Executive Committee
 - ii) Assist as requested with the strategic direction of the organization
 - iii) help with history and process with transition.

ARTICLE XI

NATIONAL HEAD START ASSOCIATION (NHSA) REPRESENTATIVES

1. NHSA representatives: R9 submits to NHSA
 - a) Must meet NHSA qualifications, and certifications

- b) Are elected from the Board and include:
1 Director, 1 Parent, 1 Friend and 1 Staff (staff other than Director); and,
- c) Elections follow the schedule designated for the R9HSA Board.
- d) Add a paragraph of expectations –

**ARTICLE XII
NOMINATIONS AND ELECTIONS**

1. ELECTIONS:

- a) Are conducted in May, every two years, in odd numbered years;
- b) Fill the positions of:
 - i) Executive Officers,
 - ii) NHSA representatives
 - iii) Friend members; and,
- c) Only incoming seated Board members may vote;

2. NOMINATIONS: (should reflect current nominations procedures)

- a) For elected positions are solicited from all incoming Board members prior to the last meeting of the outgoing Board.
- b) State representatives, Tribal Head Start representatives, Migrant Head Start representatives, elected Officers, the Immediate Past Chair, Staff, Parents and Friends of Head Start are eligible for selection or election to the Board of Directors if they are current Individual Members or representatives' employees of the Agency Members entitled to vote and in good standing.

3. IMMEDIATE PAST CHAIR. The individual who is the outgoing Board Chair, the Immediate past Chair, shall serve as ex-officio, voting member of the Board of Directors for terms of the Chair

**ARTICLE XIII
TERMINATION**

1. Board members may be removed from the Board if:

- a) They miss more than 2 regularly scheduled meetings, without a valid excuse; or
- b) Are unable to fulfill the obligations of their elected or appointed position.

2. An affirmative vote of the Board is required to remove any Board member.

3. Members resigning their position on the Board shall notify the Chair in writing.

**ARTICLE IVX
VACANCIES**

1. Vacancies:
 - a) Between elections, with consensus of the Board, the Board Chair will appoint a Board member to fill an Executive Officer, NHSA representative or Friend member vacancy, with the exception of the Chair;
 - b) When the Board Chair position is vacant the Board Vice-Chair assumes the duties of the Board Chair until the next meeting when an election will be conducted; and,
 - c) Members filling a vacancy do so for the unexpired term.

**ARTICLE XV
COMMITTEES**

1. R9HSA shall maintain effective committees consisting of Directors and or community representatives as appropriate. All committees shall have the powers that the Board expressly delegates to them by resolution of the Board, except as otherwise disallowed by law. Only the Executive Committee shall be authorized to act on behalf of R9HSA. All other committees' decisions are subject to approval by the full Board. Committees shall report to the Board any issue related to compliance with Federal, State and Local laws. All committees shall act in a manner consistent with the policies of the Board.
2. Executive Committee:
 - a) Consists of all Executive Officers;
 - b) Conducts Board business between regular scheduled Board meetings;
 - c) When acting for the Board, the Executive committee actions shall be reported at the next scheduled Board meeting; and,
 - d) Other such duties as may be required.
 - e) Audit approval to the board.
3. Standing Committees: Chairpersons and members are appointed by the Chair from the Board and consist of:
 - a) Finance Committee:
 - i) Reviews the budget and financial reports;
 - ii) Recommends fundraising activities;
 - iii) Researches and recommends potential investment options;
 - iv) Works in conjunction with the Treasurer; and,
 - v) Audit in conjunction with Executive Committee
 - vi) Tax Filing
 - vii) Review Financial Policies
 - viii) Other such duties as may be required.
 - b) Professional Development Committee:
 - i) Plans Professional Development activities;
 - ii) Works closely with the annual Professional Development Conference Chairperson; and,

- iii) Other such duties as may be required.
 - c) Public Relations/Membership Committee:
 - i) Implements a strategic communications process that builds a mutually beneficial relationship between R9HSA, members and state affiliates.
 - ii) Develop Membership recruitment and retention plan
 - iii) Develop strategic partnerships to advance Head Start in Region 9 and nationally
 - d) Governance and nomination Committee
 - i) Annual review of bylaws
 - ii) Bi-Annual nominations process
 - iii) Recommend candidates to fill vacancies as necessary
4. Ad hoc Committees:
- a) Chairpersons and members are appointed by the Chair from the Board
 - b) May be established to respond to special circumstances; and,
 - c) Are appointed and convened for designated annual R9HSA activities:
 - i) Bylaws
 - ii) Scholarships and Awards
 - iii) Event Planning
 - d) And other such duties as may be required
5. A quorum of all committees shall be a majority of its members in attendance.

**ARTICLE XVI
FINANCIAL OVERSIGHT**

1. R9HSA will maintain and periodically review and update a separated document for Financial Policies. These policies will be supported and aligned to R9HSA Financial Procedures. These Policies and procedures will articulate all aspects of the associations business dealings including, but not limited to Contracts, revenues, expenditures and inventory.
2. Responsibility to review and update policies are noted under the assignments of the Finance Committee.
3. Except as the Directors may generally authorize, or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by R9HSA shall be signed by the Executive Director of R9HSA, as per Financial Policies and Procedures.
4. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of R9HSA shall be signed by the Executive Director as per Financial Policies and Procedures.
5. All funds of R9HSA shall be deposited from time to time to the credit of R9HSA in such a bank, trust company or other depositories as the Board may select.

6. The Board may accept on behalf of R9HSA any contribution, gift, bequest, or device for the charitable or public purpose of R9HSA.

**ARTICLE XVII
PARLIAMENTARY AUTHORITY**

1. The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the R9HSA in all cases to which they are applicable and in which they are not inconsistent with the bylaws, Rules and Procedures Manual, and any special exceptions to the previously stated documents that the Board may adopt

**ARTICLE XVIII
CORPORATE RECORDS, REPORTS AND SEAL**

2. R9HSA shall keep at its principal office in the State of California: Minutes of all meetings of the Board of Directors and committees of the Board indicating the time and place of holding, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof.
3. Adequate and correct books and record of accounts of its assets, liabilities, receipts, disbursements, gains and losses; a copy of R9HSA Articles of Incorporation which shall be open to inspection at all reasonable time during office hours.
4. The Board may adopt, use and at will, alter a corporate seal. Such seal shall be kept at the principal office of R9HSA. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instruments.
5. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of R9HSA for a purpose reasonably related to that person's interest as a Director.

**ARTICLE XIX
FISCAL YEAR OF THE CORPORATION**

1. The fiscal year of R9HSA shall begin July 1 and end on June 30 of the next year.

**ARTICLE XX
AMENDMENTS OF THE BYLAWS**

1. Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of two-thirds (2/3) of the number of Directors then serving on the Board.

**ARTICLE XXI
AMENDMENTS OF ARTICLES**

2. Amendment of the Article of Incorporation may be adopted by the approval of two-thirds (2/3) of the number of Directors the serving on the Board.
3. Notwithstanding the above section of this article, R9HSA shall not amend its Articles of Incorporation to alter any statement which appears in the original Article of Incorporation of the names and address of its initial agent, accept to correct an error in such statement or to delete such statement after R9HSA has filed a Statement by a Domestic Non-Profit Corporation pursuant to Section 6210 of the California Corporations Code.

**ARTICLE XXII
PROHIBITION AGAINST SHARING CORPORATE PROFITS**

1. No Director, employee, or other person connected with R9HSA, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of R9HSA, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for R9HSA in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board.
2. No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of R9HSA.

**ARTICLE XXIII
DISSOLUTION**

1. Dissolution proceedings:
 - a) Shall be initiated by the Executive Committee and approved by the Board;
 - b) Shall add a resolution recommending that the RHSA be dissolved, and direct that the questions of such dissolution be submitted to a vote at a Board meeting;
 - c) Written notice stating the advisability of dissolving the RHSA shall be given to each Board member 45 days prior to the meeting;
 - d) A resolution to dissolve the corporation shall be adopted upon receiving a 2/3 vote of the seated Board;
 - e) All liabilities and obligations of the RHSA shall be paid, satisfied and discharged, or adequate provision shall be made therefore.
 - f) Assets held by the RHSA upon condition required return, transfer, or conveyance which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements;
 - g) Assets received and held by the RHSA subject to limitations permitting their use only for charitable, benevolent, educational, or similar purposes, but not held upon a condition requiring the return; transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to the RHSA, societies, or organizations also exempt under Section 501 (c)(3) of the Internal Revenue Code, and engaged in activities

substantially similar to those of the dissolving RHSA pursuant to a plan of distribution adopted as provided in these bylaws; and,

- h) A plan providing for the distribution of assets not inconsistent with the provisions of these bylaws may be adopted by the RHSA for the purpose of authorizing any transfer by the RHSA for the purpose of authorizing any transfer or conveyance of the assets for which the law requires a plan of distribution.

CERTIFICATE

This is to certify that the forgoing is true and correct copy of the revised Bylaws of the Corporation named in the title thereto, and that such Bylaws were duly revised and adopted by the Board of said Corporation on the date set forth below

Board Chair

Board Secretary

Adopted by the Board on October 22, 201

