



# Region VII Head Start Association (R7HSA)

# BYLAWS

By-Laws Section of Handbook Updated October 2010





# TABLE OF CONTENTS

## Bylaws

Article I Name	1-B
Article II Headquarters	1-B
Article III Purposes	1-B
Article IV Members	1-B
Article V Meetings of Members	1-B-2B
Article VI Board of Directors	2-B-3B
Article VII Meetings of the Board of Directors	3-B
Article VIII Committees	4-B
Article IX Titled Officers	4-B-5B
Article X Contract, Loans, Checks and Deposits	6-B
Article XI General Provisions	6-B-7B
Article XII Effective Date of Bylaws	8-B
Article XIII Amendments	8-B



## BYLAWS OF THE REGION VII HEAD START ASSOCIATION

### ARTICLE I NAME

The name of the corporation shall be the Region VII Head Start Association (hereinafter referred to as "the corporation"). Established

### ARTICLE II HEADQUARTERS

The principal headquarters of the corporation shall be located in the greater Kansas City, Missouri area, or such other place as the Board of Directors may designate.

### ARTICLE III PURPOSES

The corporation is organized and will be operated exclusively for advocacy, education, leadership, and partnership development 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 law). In furtherance of these purposes, the corporation will provide a regional forum for the continued enhancement of the status of children and families.

### ARTICLE IV MEMBERS

#### Section 1: Classes of members

The corporation shall have the following classes of members: groups and individuals (individuals to include: Head Start parents, staff, directors, and friends).

#### Section 2: Dues

The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the corporation by members of each class.

### ARTICLE V MEETINGS OF MEMBERS

#### Section 1: Notice

Meetings of the members, regular or special, shall be held within the greater Kansas City, Missouri area or in other locations as determined by the Board of Directors upon not less than fifteen (15) days written or printed notice to each director, either personally to each member entitled to vote. Such notice shall state the special meeting and 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 President, Executive Committee or a quorum of the Board of Directors.

#### Section 2: Annual Meeting

An 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.

# R7HSA BY-LAWS



## **Section 3: Voting**

Unless otherwise specified in these bylaws, each current individual member of the corporation shall be entitled to one vote on each matter submitted to a vote for the members. Voting on all matters will be conducted in such a manner as the Board of Directors shall determine.

## **Section 4: Quorum**

At all meetings, either regular or special, a simple majority (51%) of the seated members shall be entitled to vote at such meeting, represented in person, shall constitute a quorum. Unless otherwise specified in these bylaws, the affirmative vote of a simple majority of the members entitled to vote and present at a meeting 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 16 (sixteen) directors. In addition, the immediate past president may serve as an ex officio member of the Board of Directors.

### **Section 2: Election of Directors**

The Board of Directors shall be elected in their states by their affiliated member State Associations. Each State Association shall choose 4 (four) directors, one from each class of individual membership (Head Start parent, staff, director, friend) of the corporation. If the State Association is not an affiliate of the Region VII Head Start Association (corporation), no board members will be seated on the Corporation's Board of Directors from said State.

### **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, or until he/she resigns as provided in Section 6 of this Article.

### **Section 4: Removal of Directors & Ex-Officio Members**

Any director may be removed with cause by an affirmative vote of a simple majority (51%) of the seated members of the Board of Directors at a meeting at which a quorum is deemed present.

### **Section 5: Vacancies**

In the event an affiliated state does not select Board members, the President, with the affirmative vote of the simple majority of other members of the Board of Directors, shall fill the vacancies.

### **Section 6: Resignations**

If a member of the Board of Directors resigns before his/her term the replacement is chosen by the same process as outlined in Section 5 of this Article.

### **Section 7: Compensation**

Directors/Officers shall not receive any remuneration, compensation, or gifts for their services as directors 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

# R7HSA BY-LAWS



adversely affects the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States internal revenue law).

Directors shall not be compensated for their time and effort with the exception of the Parent Representative who shall be paid a stipend of \$75.00 per day while attending NHSA meetings as approved by the Region VII Head Start Association Board of Directors. Directors may be reimbursed for pre-approved 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 provisions of any future United States internal revenue law).

## **Section 8: Duties of Directors**

Directors shall be responsible, among other duties, for (1) setting policy and overseeing the implementation of the policy by the officers, (2) approving all policy statements issued on behalf of the Association, (3) approving an annual budget, (4) ensuring fiscal and legal integrity of the corporation, (5) approving committee appointments composed of directors and/or members of the corporation, (6) regular attendance at Board meetings and Board sponsored events, (7) planning and carrying into operation such other measures as they deem proper and expedient to promote the mission of the corporation.

## **Section 9: Ex Officio Members**

The Board may determine from time to time that additional ex officio members, besides the past president, are invited to participate in Board meetings. The ex officio members shall have voice but no vote.

## **ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 1: Notice**

Meetings of the Board of Directors, regular or special, shall be held within the Kansas City, Missouri area or in other locations as determined by the Board of Directors upon not less than fifteen (15) days notice to each director, either personally, by mail, telephone, fax or electronically. 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 of such meeting. Regular meetings shall be held at least quarterly or more often as established by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the President or by the written request of at least a quorum of directors. The place of the meeting shall be specified on the notice of the meeting.

### **Section 2: Quorum**

At all meetings of the Board of Directors, either regular or special, 51% of the directors then in office shall constitute a quorum. Unless otherwise specified in these bylaws, the act of a simple majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

# R7HSA BY-LAWS



## Section 3: Action without a Meeting

By common consent the Board of Directors can substitute conference calls, faxes, and/or other electronic means for a face to face meeting. Any binding actions must meet all other bylaw requirements.

## Section 4: Electronic/Teleconference 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 are able to hear one another. Such participation shall constitute presence in person at the meeting.

## ARTICLE VIII COMMITTEES

### Section 1: Committee Meetings

Board of Directors can appoint Committees as necessary. Committee meetings shall be conducted in such a manner as the Board of Directors shall determine. All committees shall keep accurate records of acts and proceedings of all meetings by a member of each such committee. Minutes shall be presented to the Secretary and/or R7HSA Office.

## ARTICLE IX TITLED OFFICERS

### Section 1: Titled Officers of the Corporation

The officers of the corporation shall consist of a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may elect.

### Section 2: Election and Term of Titled Officers and NHTA Board Representatives

The titled officers of the corporation and National Head Start Board members shall be elected from among the members of the Board of Directors by an affirmative vote of the Board. Each titled officer and NHTA Board member so elected shall hold office for a term of two years and until his/her successor shall have been elected and qualified, or until such time he/she is removed as provided in Section 3 of this article. The President may appoint three additional titled officers, which will be assistant secretary, assistant treasurer, and parliamentarian. The appointed titled officers will serve the same term of office as the elected titled officers listed in Article IX this Section. The assistant secretary and assistant treasurer shall assume the duties of the elected titled officer in their absence. The parliamentarian shall provide parliamentary and procedural information and counsel upon request of the President, and perform other duties as assigned by the President.

### Section 3: Removal of Titled Officers and Agents

Any titled officer or agent elected or appointed by the Board of Directors may be removed at any time for cause by the affirmative vote of a simple majority of the directors then in office.

### Section 4: Vacancies of Titled Officers and Agents

Any vacancy of a titled officer or agent occurring in an office of the corporation may be filled by President of the Board by appointment and an affirmative approval vote of a simple majority of the directors then in office. Any titled officer so appointed to fill a vacancy shall serve the unexpired term of his/her predecessor in office.

By-Laws Section of Handbook Updated October 2010



# R7HSA BY-LAWS

---



## **Section 5: Compensation**

No titled officer shall receive any remuneration, compensation, or gifts for his/her services to the corporation or in connection with his/her duties as such officer from the corporation or its suppliers.

## **Section 6: Bonds**

The Board of Directors may by resolution require any titled officer, 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 President**

The President of the Association shall serve as President of the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

## **Section 8: Duties of the Vice President**

In the absence of the President or his/her inability or refusal to act, the Vice President unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be responsible for reviewing a current membership list and determine voter eligibility.

## **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 keep a register of the Post Office address, telephone number, fax number, and e-mail address of each director and officer of the corporation which shall be furnished to the Secretary by each officer and director. 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 President or by the Board of Directors.

## **Section 10: Duties of the Treasurer**

The Treasurer shall execute and/or review the disbursements of the corporation to ensure they are within the approved corporation budget and statutes governing the corporation. The Treasurer shall chair the Finance Committee, or its equivalent, of the Region VII Head Start Association with oversight responsibility of the planning process for the overall Region VII Head Start Association budget. The corporation's receipts and disbursements shall be maintained by the Treasurer, or by an agent or employee authorized by the Board of Directors, which shall be open to inspection by any member of the corporation, any member of the Board of Directors, and by any persons having a legitimate interest in the information contained therein.

# R7HSA BY-LAWS



## ARTICLE X CONTRACT, LOANS, CHECKS, and DEPOSITS

### Section 1: Contracts

The Board of Directors may authorize officer(s) 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. Priority should be given to the President and Treasurer as signers, but procedures approved by the Board should be followed.

### 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 two officers or agents of the corporation or in such manner as shall be determined as set in procedure of the Board of Directors. Priority should be given to the President and Treasurer as signers.

### 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. The Board of Directors may select a bank that has access throughout Region VII.

## 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 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 may be employed to conduct an audit /financial review the books of the corporation annually for the corporation and at such other time or times and for such periods as the Board of Directors may deem advisable. The audit report shall be open to inspection by any member of the corporation, any member of the Board of Directors, and by any other persons having a legitimate interest in the information contained therein.

### Section 3: 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 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).

# R7HSA BY-LAWS



## **Section 4: 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. The Board of Directors, or an agent or employee authorized by the Board of Directors, shall be responsible for the safe keeping and maintenance of all records.

## **Section 5: Adjustments for Relationships with other Head Start Associations**

As this Association operates and develops, other state and national Head Start Associations are also operating and redefining their structures. When the Region VII Head Start Association sends official representatives to these associations, there may be discrepancies in lengths of terms of office or other variables. The Board of Directors is charged with the responsibility of making decisions about these discrepancies so that any adjustments strengthen the capacity of the broad Head Start community to work effectively together, and to adequately represent the needs of Head Start within Region VII.

## **Section 6: Groups**

In all places in these bylaws where voting is called for, member Groups do not have voting privileges.

## **Section 7: Equal Employment Opportunity / Affirmative Action Policy**

The Corporation shall not discriminate in any aspect of its functions including, but not limited to, the selection of board members, the hiring of employees, nor the acceptance of individual members. No one shall be discriminated against because of age, sex, race, creed, national origin, color, sexual orientation, disability or veteran status.

## **Section 8: Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

## **Section 9: Powers**

All powers of the Corporation not specifically delegated by these bylaws shall be and are hereby reserved to the Board of Directors.

## **Section 10: Indemnification**

Each director or officer, or former director or officer, of this Corporation, and their legal representative, shall be indemnified by this Corporation against any liabilities, expenses, attorney's fees and costs reasonably incurred by them or their estate in connection with, or arising out of, any action, suit, or claim in which they are made a party by reason of being, or having been, a director or officer of this Corporation, if acting in good faith, and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation.

# R7HSA BY-LAWS

---



## ARTICLE XII EFFECTIVE DATE OF BYLAWS

These bylaws shall become effective immediately upon adoption by the Board of Directors of the Corporation.

## ARTICLE XIII AMENDMENTS

These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a simple majority of the seated directors then in office, provided that prior written notice has been given to all members of the Board of Directors of the proposed amendments, one meeting prior to approval and provided further that no such action shall be taken if it would in any way adversely affect the corporation's qualifications under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

/s/ Linda Broyles, President, Region VII Head Start Association

/s/ Donna Veatch, Executive Director, Region VII Head Start Association

Bylaws of the Region VII Head Start Association

Revised: 10/23/2006    Adopted: 01/09/2007

Revised 07/2010        Adopted: 10/18/2010 Linda Bleything, R7HSA Vice President, and Chair Revision Committee