

# **BYLAWS FOR THE MISSOURI HEAD START ASSOCIATION**

## **ARTICLE I NAME**

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

## **ARTICLE II PRINCIPAL OFFICE**

The principal office of the Corporation shall be located in Columbia, Missouri, or such other place as the Board may designate.

## **ARTICLE III PURPOSES**

The Corporation is organized and will be operated exclusively for education and other charitable 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 state forum for the continued enhancement of the status of children and families consistent with the provisions of 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IV MEMBERS**

### Section 1: Categories of Members

There shall be two categories of members, voting members and non-voting members.

### Section 2: Classification of Members

Voting Members shall consist of either not-for-profit corporations exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, or instrumentalities of the State of Missouri which operate Head Start programs. Non-voting members shall consist of individuals being staff of Head Start programs, parents of children enrolled in Head Start programs, or other friends or individuals who are interested in Head Start programs.

### Section 3: Representation of Voting Members

Voting Members shall be represented by four (4) representatives. One representative must be the director of a Head Start program, the second representative must be a staff member of a Head Start program, the third representative must be the parent of a child currently enrolled in a Head Start program at the time of election, and the fourth representative must be a Friend of Head Start programs, who is neither a director of a Head Start program, a staff member of a Head Start program, or a parent who has a child enrolled in a Head Start program. The representatives from the Voting Members shall constitute the State Council and each such representative shall have one vote.

## **ARTICLE V – STATE COUNCIL**

### Section 1: Term of Program Representatives on the State Council

Each individual duly selected, elected or appointed from their member Head Start program and qualified to be seated on the State Council shall serve for a minimum of one year. Representatives serve at the pleasure of their Members, however, continuity and stability of membership is encouraged.

### Section 2: Compensation

State Council representatives shall not receive remuneration or any compensation for their services. Representatives may be reimbursed for their expenses, if any, incurred carrying out the purpose of their State Council, 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 3: Notice for Meetings

Meetings of the State Council, regular or special, may be held within or outside of the State of Missouri upon not less than thirty (30) days written or printed notice, delivered either personally, by mail, or electronically to each person entitled to vote at such meeting. Notice for a special meeting shall state the purpose or purposes for which the meeting is called. Regular meetings shall be held quarterly, or more often, as established by the Board.

### Section 4: Voting

Unless otherwise specified in these bylaws, each current individual member of the Corporation's State Council shall be entitled to one vote on each matter submitted to a vote by the members of the State Council. Voting on all matters shall be conducted in such a manner, as the Board of Directors shall determine. A simple majority of returned votes would determine the adoption of any matter voted upon by the members. There will be no proxy voting.

### Section 5: Action without a Meeting

Unless otherwise provided in the Articles of Incorporation or these bylaws, any or all members of the State Council may participate in a meeting of the State Council by means of conference telephone or by any means of communication by which all persons participating are able to communicate with one another. Such communication shall constitute presence in person at the meeting. Any binding actions must meet all other bylaw requirements.

## **ARTICLE VI GENERAL MEMBERSHIP MEETINGS**

### Section 1: Notice for Annual Meeting

An annual meeting of the Members shall be held upon thirty (30) days written notice or printed notice, delivered either personally, by mail, or electronically to the delegate representatives of each voting Member. Such notice shall state the date, time, place and purpose of the meeting. This meeting will be held in conjunction with the annual state training conference for the purpose of disseminating information, recognizing achievement, awarding scholarships and any other item as deemed necessary by the Board of Directors.

## **ARTICLE VII BOARD OF DIRECTORS**

### Section 1: Composition of the Board

The Corporation's affairs shall be managed by a Board of Directors composed of 12 duly elected representatives from the State Council.

### Section 2: Election of Members of the Board of Directors

Members of the Board of Directors shall be elected annually, by members of the State Council, at the meeting following the seating of the new council. Because only one-half of the Board will be vacated every year (to ensure continuity), and because the Board must be comprised of a representative balance of Directors, Parents, Staff and Friends, a schedule will be published showing types of vacancies on the Board.

### Section 3: Term of Board Members

Each Representative duly elected from the State Council and qualified to be seated on the Board of Directors shall hold office for a period of two years and/or 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. No member of the Board may serve more than two consecutive terms in office.

### Section 4: Removal of Board Members

Any Board Member may be removed for cause by an affirmative vote of two-thirds (2/3) of the Members of the Board present at a Board meeting at which a quorum is present. A quorum of the Members of the State Council may formally request a performance review of a Member of the Board of Directors by the Board. Two absences of any member of the Board of Directors during any one year constitutes cause for removal.

### Section 5: Vacancies

A vacancy occurring for any reason on the Board of Directors shall be filled by a member from the State Council who is from the same membership class of his/her predecessor in office and received the next largest number of votes in that class, provided that this person is still seated on the State Council. He/she shall serve the unexpired term of his/her predecessor. He/she is also eligible to serve a full term if elected to do so in the future.

### Section 6: Compensation

Members of the Board of Directors shall not receive remuneration or any compensation for their services as members of the Board of Directors of the Corporation. Members of the Board of 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 provisions of any future United States Internal Revenue Law).

### Section 7: Duties of the Members of the Board of Directors

Members of the Board of Directors shall be responsible, among other duties, for:

1. Approving policy and overseeing the implementation of the policy by the officers
2. Approving all policy statements issued on behalf of the Missouri Head Start Association, (the Corporation)
3. Approving an annual budget
4. Ensuring fiscal and legal integrity of the Corporation
5. Approving committee appointments composed of Members of the Board 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 8: Ex-Officio Members

The Board of Directors may, from time to time, consistent with all other requirements, name ex-officio members. These include, but are not limited to, the Director of the State Collaboration Project and the immediate past President of the Association. These ex-officio members have voice but no vote.

## **ARTICLE VIII – BOARD OF DIRECTORS MEETINGS**

### Section 1: Meeting Notice

Regular meetings of the Board of Directors may be held within or outside the State of Missouri upon not less than thirty (30) days notice (Special meetings require fifteen (15) days notice) to each Board of Director member, either personally, by mail, telephone, telegram, fax or electronically. Regular meetings should 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 a simply majority of the members of the Board 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, a simple majority of the members of the Board of Directors then in office shall constitute a quorum. Unless otherwise specified in these bylaws, the act of a majority of the members of the Board of

Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### Section 3: Action without a Meeting

By common consent, the Board of Directors can substitute conference calls, faxes and/or other electronic media for a face to face meeting providing that all persons are able to communicate with one another. Any binding actions must meet all other bylaw requirements.

#### Section 4: Meeting in Conjunction with a State Council Meeting

When the Corporation's Board of Directors meet prior to the State Council meeting, a meeting of the Board may be called after the adjournment of the State Council. This meeting will be convened only to resolve and vote on issues of urgency brought forth by the State Council during their meeting. This meeting will not replace their regularly scheduled meeting or be used to conduct routine business for which the Board is responsible.

### **ARTICLE IX - OFFICERS**

#### Section 1: Officers of the Corporation

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

#### Section 2: Election and Term of Officers

The officers of the Corporation shall be elected from and by the duly elected members of the Board of Directors at their first Board of Directors meetings after the annual election. Each officer so elected shall hold office for a term of one (1) year and/or 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 of the Board may appoint an additional officer, which will be the Parliamentarian. The appointed officer will serve the same term of office as the elected officers and 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 Officers of the Board of Directors

Any officer or agent elected or appointed by the Board of Directors may be removed at any time, for cause, by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors then in office, whenever in their judgment the best interest of the Corporation will be served.

#### Section 4: Vacancies

Any vacancy occurring in an office of the Corporation may be filled by presidential appointment from the current Board of Directors with an affirmative approval vote of a majority of the members of the Board of Directors then in office. Any Officer so

appointed to fill a vacancy shall serve only the unexpired term of his/her predecessor in office.

#### Section 5: Compensation

No officer shall receive any remuneration or compensation for his/her services to the Corporation or connection with his/her duties as such officer.

#### Section 6: Duties of the President

The President shall serve as Chairperson of the Board of Directors and shall preside at all meetings of the Directors and of the Members. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall provide oversight of the duties and responsibilities of the Executive Director.

#### Section 7: 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 until the vacancy can be filled through an election. The Vice President shall be responsible for oversight of all committees.

#### Section 8: Duties of the Secretary

The Secretary shall be responsible for reviewing Board, and Council Minutes as provided by the Executive Director for accuracy. The Secretary shall also review board and council correspondence. The duties of the Secretary shall include tracking all committee meeting minutes. 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 9: 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 Corporation with oversight responsibility of planning the overall Corporation budget. The Treasurer will assist in the development of strategies which will be used to generate funding for the association.

### **ARTICLE X – COMMITTEES, APPOINTMENTS AND REGIONAL REPRESENTATION**

#### Section 1: Standing Committees

The Board of Directors, by resolution adopted by a majority of the members of the Board of Directors then in office, may designate and appoint one or more committees, each of which shall include one or more members of the Board of Directors and one or more members of the State Council. The Committees, to the extent provided in said resolution, may have and exercise authority designated by the Board of Directors in carrying out their task, 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 members of the Board of Directors then in office. Standing Committees are as follows: Partnership/Collaboration, Finance/Planning and Development, Education/Training, Membership, Public Relations, Legislative, Advocacy, Executive

### Section 2: Other Committees

Other committees not having or exercising the designated authority of the Board of Directors may be designated and appointed by a resolution of the Board of Directors. Experts or specialists who are not members of the State Council may serve on committees as needed.

### Section 3: Committee Meetings

Committee meetings shall be conducted in such a 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 submitted to the Secretary of the Board in a timely manner.

### Section 4: Region VII Representation

Representatives to the Region VII Head Start Association from the Corporation will consist of one Head Start director, one staff person, one parent and one friend nominated and elected by the State Council from the State Council. They will be elected for two-year terms. In the event of a vacancy to the Region VII Head Start Association, the President shall have the authority to appoint a representative of the same class from the State Council to complete said term.

## **ARTICLE XI – CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

### Section 1: Contracts

The Board of Directors may authorize an 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.

## **ARTICLE XII – GENERAL PROVISIONS**

### Section 1: Waiver of Notice

Whenever any notice is required to be given to any member of the Board of Directors 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 will be employed to audit 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 and any member of the Board of Directors.

### Section 3: Exempt Activities

Notwithstanding any other provision of these bylaws, no State Council member, member of the Board of Directors, Corporation 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 take 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).

### Section 4: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of October and end on the last day of September in the next succeeding year.

### Section 5: Adjustments for Relationships with Other Head Start Associations and Related Organizations

As this Corporation is being created, other regional and national Head Start Associations are also forming or changing their structure. When the Corporation 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 adjustment strengthens the capacity of the broad Head Start community to work effectively together, and to adequately represent the needs of Head Start within the State of Missouri.

## **ARTICLE XIII – AMENDMENTS**

These bylaws may be amended or repealed and new bylaws may be adopted by two-thirds (2/3) affirmative vote of the State Council then in office, provided that prior written notice has been given to all members of the State Council of the proposed amendments at least thirty (30) 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 qualifications under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE XIV – DISPOSITION OF ASSETS UPON LIQUIDATION**

Upon dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied or adequate provision has been made thereof, shall be distributed, transferred, conveyed and delivered in such amount or amounts as the Board of Directors may determine, or in the absence of any such determination by the Board of Directors, as

may be determined by any court of competent jurisdiction, exclusively to one or more organizations exempt from taxation under Section 501(c)(3) of the Code, so long as such organizations then expressly qualify for exemption from federal income taxation as a political subdivision of the State of Missouri, or under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

These Amended and Restated Bylaws were adopted by the Members on April 15, 2005.

/s/ Betty Robinson  
Betty Robinson, President