



## **BYLAWS OF THE FLORIDA HEAD START ASSOCIATION**

### **ARTICLE I**

#### **GENERAL**

##### **SECTION 1. NAME**

The name of the corporation shall be the Florida Head Start Association (herein after referred to as the Association).

##### **SECTION 2. PURPOSE**

The Florida Head Start Association 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 Association will provide leadership in the: (1) provision of high-quality, comprehensive services to pregnant women, children birth to school age and their families; (2) design and delivery of training of early education and care personnel; and (3) development of policies and service delivery systems that address the needs of low-income families with young children. The Association will provide a state forum for the continual enhancement of the status of birth to school age children and their families.

### **ARTICLE II**

#### **MEMBERSHIP**

##### **SECTION 1. ELIGIBILITY**

The membership of the Association shall be open to representatives of Head Start, Early Head Start, Migrant and Seasonal Head Start, American Indian/Alaska Native Head Start grantees or delegate agencies and community partners who, by virtue of their positions, interests, experience and training can contribute to the purpose of the Association.

##### **SECTION 2. MEMBERSHIP CLASSIFICATIONS**

The Association shall include the following classes of membership:

A. Head Start/Early Head Start Agency Membership: Head Start/Early Head Start Agency Membership shall be available to any Head Start, Early Head Start, Migrant and Seasonal Head Start, American Indian/Alaska Native Head Start grantee in the state of Florida. Any individual serving an agency Executive Director, Head Start Director, Staff and Parents and fall under one of the categories below are entitled all the rights and privileges of membership.

1. **Directors Group.** Members are directors or persons designated as the operational/administrative responsibility of a grantee/ program/ agency.
2. **Staff Group.** Members are employed by a Florida grantee/ program/ agency and do not belong to any other membership group.
3. **Parent Group.** Members are parents or legal guardians of children who are currently enrolled or have been enrolled in a program within the past year.
4. **Friends Group.**

**i. Non-Affiliated Individual Friends Group.** Non-Affiliated Individual Friends Group Membership shall be available to any individual not part of the Directors, Staff or Parent Groups, and are grantees CEO's and board members, individual funders, grantors, who can contribute to the purpose of the Association and who believe in and support the mission, vision and values of the Florida Head Start Association. Individual Friends Group members shall be entitled to all rights and privileges of membership.

**ii. Non-Affiliated Corporate Friends Group.** Non-Affiliated Corporate Friend Group membership shall be available to any organization, firm or corporation (individual office or individual property) or to any individual consultant engaged in selling, marketing, and/or promoting products and services to the association. Corporate Friend members shall be entitled to all rights and privileges of membership.

## **ARTICLE III**

### **DUES, FEES AND FINANCES**

#### **SECTION 1. DUES**

The Board of Directors establish dues for all membership in consultation with the Finance Committee. Dues follow the Association's fiscal year, October 1 through September 30, and should be paid within 90 days of October 1. Dues for new members shall be paid upon receipt of application in which such membership becomes effective for the remainder of the Associations fiscal year.

#### **SECTION 2. FISCAL YEAR**

The fiscal year of the Association shall begin on October 1<sup>st</sup> and end on September 30<sup>th</sup> of each year.

#### **SECTION 3. TREASURER'S REPORT**

The Treasurer's report of FHSA accounts shall be presented at the FHSA Annual Meeting.

#### **SECTION 4. AUDIT**

A certified public accountant may be employed to audit the financial records of the Association annually at the end of any fiscal year. A copy of such annual audit report will be available at the annual meeting of the directors.

## **ARTICLE IV**

### **MEETINGS**

#### **SECTION 1. NOTICE OF MEETINGS**

Written notice of all FHSA Board meetings or any membership or group meetings, regular or special, may be held within or out of the State of Florida upon not less than five (5) days written or public notice and will be mailed or transmitted electronically to all members. Regular Board meetings will be held at least biannually or more often as established by resolution of the Board of Directors. Special meetings of the board can be called by the Chair or majority vote of the Board of Directors.

Membership group meetings are determined by the respective membership groups. The respective Board of Directors of each of the membership groups shall meet at least once a year to provide Association information and gather input.

#### **SECTION 2. ANNUAL MEMBERSHIP MEETING**

The FHSA Annual Membership Meeting shall be held at a time and place to be determined by the Board of Directors.

#### **SECTION 3. ELECTRONIC MEETINGS**

Unless otherwise specified in the Articles of Incorporation or these bylaws, any or all members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or by any other means of communication where all persons participating in the meeting are able to hear one another. Such participation shall constitute an in-person presence at the meeting.

#### **SECTION 4. VOTING**

Unless otherwise specified in these bylaws, each member of the Association shall be entitled to one vote on each matter submitted to a vote for the membership. Whenever possible, decisions, policy statements and positions of the Association shall be made by a vote of the membership. At all meetings of the Board of Directors, either regular or special, 51% of the directors then in office shall constitute a quorum. There shall be no proxy voting. In addition, voting on all matters may be conducted electronically or by mail in such manner as the Board of Directors shall determine.

#### **SECTION 5. QUORUM**

At meetings of the Association or membership groups, either regular or special, the members entitled to vote and present at such meeting, shall constitute a quorum. Unless otherwise specified in these bylaws, the affirmative vote of 51% of the members entitled to vote and present shall be necessary for the adoption of any matter voted upon by the members.

## **ARTICLE V**

### **OFFICERS AND DIRECTORS**

#### **SECTION 1. COMPOSITION OF THE BOARD OF DIRECTORS**

The governance and management of funds, properties, and affairs of the Association shall be managed by a Board of Directors composed of no more than thirteen (13) members consisting of the President, Vice-President, Treasurer and Secretary. In addition, the Immediate Past President shall serve as an ex-officio non-voting member of the Board of Directors. Membership of the Board of Directors shall include six (6) Directors from Head Start / Early Head Start representing each of the six regions designated by the Florida Department of Children and Families: Northwest, Northeast, Central, Suncoast, Southeast and Southern. As the Board recognizes and values parent advocacy, outreach and collaboration among all stakeholders the remaining seven (7) Director at-Large seats shall be filled by member representatives from the Staff, Parent, and Friends groups. No grantee/ program/ agency may have more than one representative serving on the Board of Directors at any given time. This includes Directors, Staff, Parents, and Friends.

#### **SECTION 2. ELECTED OFFICERS AND DIRECTORS**

1. Each Director, so elected shall hold office for a period of two (2) years and until his/her successor is elected or until such time as he/she is removed as provided in Section 3 of this Article. Where a Director has been elected as an officer of the Association and his/her term as a Director will expire prior to his/her term as an officer, he/she will remain in office as a Director for the duration of his/her unexpired term as officer but shall serve no more than two (2) consecutive terms in office. Directors may be re-elected by their respective group not exceeding two (2) consecutive terms.

2. The Officers of the Association shall be elected at the Board of Directors meeting from among the members of the Board of Directors. The President and Secretary shall be elected for a three (3) year term; the Vice-President and Treasurer shall be elected for a two (2) year term, not to exceed two (2) terms. Officers will serve until a successor has been elected and qualified, or until such time as the officer is removed as provided in Section 4 of this Article.

#### **SECTION 3: OFFICERS OF THE ASSOCIATION**

The Officers of the Association shall be appointed by the board and consist of: President, Vice President, Secretary, Treasurer and Immediate Past President. The officers of the Association serve as the Executive Committee.

#### **SECTION 4. REMOVAL**

An Officer or Board member absent from two (2) meetings without a notice to the president or secretary, and subsequently excused by the president, may be removed for cause. Written notification will be sent to the respective membership group. In addition, any Officer or Director may be removed, with or without cause, by an affirmative vote of two-thirds (2/3) majority vote of the Board of Directors.

## **SECTION 5. VACANCIES**

1. Any vacancy occurring in an office of the Board 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 of predecessor in office.
2. Any vacancy occurring on the Board of Directors will be filled by the members of the respective membership group. Any member of the Board of Directors so elected to fill a vacancy shall be a member of the same membership group and shall be elected for the unexpired term of his/her predecessor in office.

## **SECTION 6. CHANGE OF EMPLOYMENT**

1. When any officer or director whose employment changes his/her membership category as described in Article II Section 2 of these Bylaws, and who is employed in any other industry or capacity not provided for in Section 1, the officer or director shall be ineligible to hold the position of officer or director of FHSA.
2. Any officer or director who has ceased employment in their former role and is currently unemployed must notify the Association President, Executive Committee or the Executive Director within 72 hours.

## **SECTION 7. COMPENSATION**

Officers or Directors shall not receive any compensation for their services to the Association. Directors may be reimbursed for their approved expenses, if any, incurred in carrying out the purpose of the Association, provided that such reimbursement in no way adversely affects the Association'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 8. BONDS**

The Board of Directors may by resolution require any officer, agent or employee of the corporation to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may be required by the Board of Directors. The premiums for such bonds shall be paid by the Association.

# **ARTICLE VI**

## **NOMINATIONS AND ELECTIONS**

### **SECTION 1. NOMINATION PROCEDURES**

1. Each Member Group shall recruit nominees to fill available Board of Director positions from among the Agency Membership of the Association and shall ensure that nominees have met established prior service requirements as are stipulated in the Association's policy and procedures manual.
2. The Board of Directors shall submit a list of officer candidates from among the members of the Board of Directors who meet the minimum criteria for officers established by the FHSA Board of Directors.

## **SECTION 2. ELECTION PROCEDURES**

Voting for election may be done by electronic means or the Board of Directors shall designate the voting method. Elections shall be held through a ballot to each member as indicated below, listing the names and background information of all persons nominated. The ballot for election shall be provided to each member's electronic address as recorded in the official membership files of the Association, pursuant to policy established by the FHSA Board of Directors.

**A.** All Agency Members in good standing shall be entitled to vote in the elections for Directors at Large.

**B.** The Officers of the Association shall be elected at the Board of Directors meeting from among the members of the Board of Directors. The President and Secretary shall be elected for a three (3) year term; the Vice-President and Treasurer shall be elected for a two (2) year term, not to exceed two (2) terms. Officers will serve until a successor has been elected and qualified, or until such time as the officer is removed as provided in Section 4 of Article V.

## **ARTICLE VII**

### **DUTIES OF OFFICERS AND DIRECTORS**

#### **SECTION 1. CHAIR OF THE BOARD**

The President of the Association shall serve as the Chair of the Board of Directors and shall serve in that capacity for the duration of his/her term as President. The Chair shall preside at all meetings of the Board of Directors and only vote to break a tie.

#### **SECTION 2. DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the Association. These policies shall be maintained in a policy and procedures manual, to be reviewed annually and revised as necessary.

#### **SECTION 3. DUTIES OF THE PRESIDENT**

The President shall serve as the Chair of the Board of Directors. Major responsibilities of this position include but are not limited to:

- i. Preside at all general, executive and special meetings;
- ii. Provide leadership and direction to the organization in the areas of programmatic and fiscal matters;
- iii. Ensure that all orders and resolutions of the Executive Committee are enacted;
- iv. Sign contracts on behalf of the Association, upon approval of the Board;
- v. Directly supervise the work activities of the Executive Director;
- vi. Appoint chairs of each committee;
- vii. Establish and maintain healthy working relationships with regional and national officials;
- viii. Inform the membership of state, regionals, and national developments affecting grantees and delegates;
- ix. Ensure that reports from the Board are issued to the general membership on an annual

- basis;
- x. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary to ensure the smooth functioning of the Association.

#### **SECTION 4. DUTIES OF THE VICE PRESIDENT**

Major responsibilities of this position include but are not limited to:

- i. Preside in the event of absence, death, inability or the refusal to act and when so acting shall have all the powers of and be subject to all restrictions upon the President;
- ii. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary to ensure the smooth functioning of the Association;
- iii. Serve as Chair of the Membership Committee.

#### **SECTION 5. DUTIES OF THE SECRETARY**

Major responsibilities of this position include but are not limited to:

- i. Record minutes of the Board and Executive Committee meetings and conference calls;
- ii. Keep accurate records of the acts and proceedings including roll call of all meetings of the Board of Directors and of the members;
- iii. Maintain a register of contact information for the Board of Directors which shall be furnished by each officer and director;
- iv. Ensure a record of grantee and friend membership is maintained;
- v. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary to ensure the smooth functioning of the Association.

#### **SECTION 6. DUTIES OF THE TREASURER**

Major responsibilities of this position include but are not limited to:

- i. Serve as Chair of the Finance Committee;
- ii. Maintain custody of all funds and securities belonging to the Association and shall receive, deposit, or disperse the same under the direction of the Board of Directors;
- iii. Ensure maintenance of financial records of the Association and that required corporation reports are submitted in a timely manner;
- iv. Work with the Finance Committee and staff, to prepare an annual budget to be submitted to the Association for approval;
- v. Work with the staff to arrange for and supervise the preparation of an annual audit as requested by the Board;
- vi. Submit quarterly financial reports to the Board;
- vii. A true statement of assets and liabilities of the Association will be filed with the President on a monthly basis during the fiscal year;
- viii. Ensure the staff maintain the Association's 501(c)(3) exemption, annual report and appropriate of state filings;
- ix. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary to ensure the smooth functioning of the Association.

## ARTICLES VIII

### COMMITTEES

#### SECTION 1. STANDING COMMITTEES

The following Standing Committees will be formed to assist the Association in meeting its stated purposes. Any individual or entity that does business with FHSA directly or indirectly and / or stands to benefit financially is ineligible to serve on any standing committee but may be used as a resource.

The FHSA Standing Committees shall include:

Executive Committee

Finance Committee

Membership Committee

Professional Development Committee

#### SECTION 2. EXECUTIVE COMMITTEE

The Executive Committee shall have the authority to act on behalf of the Board of Directors when it is not feasible to convene a meeting of the Board of Directors and when a decision must be made before the next meeting. The Executive Committee shall be composed of the Officers of the Association, and the Immediate Past President. Actions of the Executive Committee shall be ratified by the Board of Directors at the next scheduled meeting in which a quorum is present.

The following Standing Committees will be formed to assist the Association in meeting its stated purposes. Any individual or entity that does business with FHSA directly or indirectly and / or stands to benefit financially is ineligible to serve on any standing committee but may be used as a resource.

**SECTION 3.** The **Finance Committee** shall prepare an annual budget, recommend fees for membership dues, review the Association's financial status, and provide direction and leadership in fundraising efforts in conjunction with the Board of Directors and staff of the Association.

**SECTION 4.** The **Membership Committee** shall provide direction and leadership to expand membership in the Association, develop and evaluate member services, and review and recommend changes to the Bylaws of the Association in conjunction with the Board of Directors and staff of the Association.

**SECTION 5.** The **Professional Development Committee** shall work in partnership with Florida institutions to aid with articulation, to identify funding streams for assisting staff with continuing education, and generally advocating for programs and staff to assist with meeting educational mandates. The Committee shall determine training and technical assistance needs, plan and implement training events in conjunction with The Board of Directors and staff of the Association.

#### SECTION 6: OTHER AD HOC COMMITTEES

Other committees may be appointed by the FHSA Chair from time to time as deemed necessary. The FHSA Chair shall appoint the Chair of those Ad Hoc Committees and committee members of



Ad Hoc Committees following consultation with the Committee Chair.

## **ARTICLE IX**

### **ELECTION OF REGIONAL AND NATIONAL REPRESENTATIVES**

#### **SECTION 1. REGION IV HEAD START ASSOCIATION REPRESENTATIVES**

The Florida Head Start Association shall choose eight (8) representatives to serve on the Region IV Board of Directors prior to October 1 of each year. These representatives must include 2 Directors, 2 Staff, 2 Parents and 2 Friends elected by their respective membership groups within the Association. Elected representatives from the Directors, Staff and Parents Group must present a letter of support from the respective grantee or agency to serve on the Region IV Head Start Board of Directors.

## **ARTICLE X**

### **CONTRACTS, LOANS CHECKS AND DEPOSITS**

#### **SECTION 1. CONTRACTS**

The Board of Directors may authorize the President to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association upon approval by the Board or Executive Committee. The Executive Director is authorized to sign Board approved contracts and payments. Should the Executive Director be unable to enter any contract or execute and deliver any instrument in the name of and on behalf of the Association, the Association will obtain an authorized signature in accordance with FHSA Fiscal Policy.

#### **SECTION 2. LOANS**

No loans shall be contracted on behalf of the Association 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 Association, shall be signed by the Executive Director. Should the Executive Director be unable to sign checks, drafts, or other orders for payment, the Association will obtain an authorized signature in accordance with FHSA Fiscal Policy.

#### **SECTION 4. DEPOSITS**

All funds of the Association will be deposited to the credit of the Association in such depositories as the Board of Directors may select.

## **ARTICLE XI**

### **STAFF**

#### **SECTION 1. EXECUTIVE DIRECTOR**

The Board is empowered to hire and establish compensation for the Executive Director. The Board may terminate the employment of the Executive Director by a two-thirds (2/3) vote of the Board. The Executive Director is empowered to hire, fire and manage staff.

#### **SECTION 2.**

The Executive Director shall serve as a non-voting, ex-officio member of all committees, task forces and work groups of the Association.

## **ARTICLE XII**

### **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 person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

#### **SECTION 2. PROHIBITION AGAINST SHARING IN ASSOCIATION EARNINGS**

No member, employee of, or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of 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 Associations assets upon the dissolution of the Association. All members, directors and officers of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, that remain 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 3. EXEMPT ACTIVITIES**

Notwithstanding any other provision of these bylaws, no member, director, officer, employee, or other representative of this Association shall take any action or carry on any activity by or on behalf of the Association 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 corresponding provisions of any future United States Internal Revenue Law or by organizations contribution to which are deductible under Section 170(c)(2) of such Code (or corresponding provision of any future United States Internal Revenue Law).

Any and all lobbying must be done in accordance with the law and as authorized by the Board of Directors.

#### ARTICLE XIV

#### AMENDMENTS

These bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the Board of 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 to provide opportunity for comment, and provided further that no such action shall be taken if it would in any way adversely affect the Association'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).

**WITNESS WHEREOF**, we have hereunto subscribed our name this 1 day of April 2019. It was resolved at a regular meeting of the Board of Directors of the *Florida Head Start Association*, Inc. that the above bylaws were amended and approved.

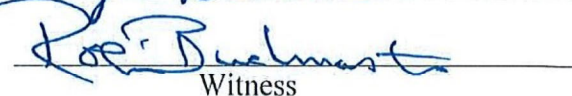
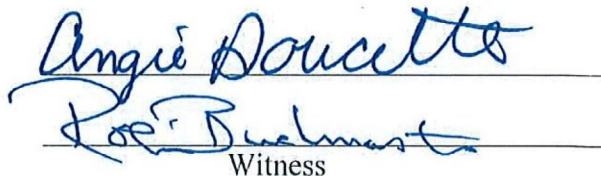
Attest:

President



Witness

Secretary



Witness