



# Iowa Head Start Association By-Laws

## Article I: Name

The name of the corporation shall be the Iowa Head Start Association, Inc. (hereinafter referred to as “the corporation”).

## Article II: Headquarters

The principal headquarters of the corporation shall be located in any place the Board may designate.

## Article III: Purposes

The corporation is organized and will be operated exclusively for advocacy, education, and leadership purposes. The corporation will provide a state forum for the continued enhancement of the status of children and families.

## Article IV: Members

### Section 1: Categories of Membership

The corporation shall have the following categories of membership, each member selected by a dues-paying grantee and/or delegate.

- General Membership: all Head Start Directors, Staff, and Parents, associated with a dues-paying Head Start grantee and/or delegate.
- Board of Directors: one each Head Start Director, Staff, Parent, and Friend; plus seven “at large” seats and the Iowa Community Action Association representative to the Board of Directors.
- Individual membership: Individuals who express an interest or have been suggested. Individuals must have board approval. Individual members will not have separate representation on the board; representation will come through their local grantee. Individual and non-profit agency members shall not have voting privileges.

### Section 2: Definitions

For clarity the following definitions are included:

- Board of Directors: The elected individuals who are responsible for the operation of the Corporation.
- Corporation: The Iowa Head Start Association is a non-profit corporation. The President of the Board of Directors of the corporation (a legally required position) is also the President of the Association. Only the Board of Directors of the corporation can legally commit (bind) the corporation in documents, contracts, and financial transactions.
- Iowa Head Start Association, Inc.: It is a non-profit corporation chartered under applicable State and Federal laws. Its abbreviation is “IHSA”.
- Head Start Directors: An individual who is responsible for grantee and/or delegate Head Start services which may include a combination of Head Start and Early Head Start.
- Friend: Anyone who is interested in the future of Head Start, supports its philosophy and efforts and is not defined as a Director, Staff, or Parent.

- Parents: Primary caregiver(s) of a child currently enrolled in Head Start. This may include but is not limited to biological parent, foster parent, or other adult with legal responsibility for the enrolled child. Parents who are elected to the Board of Directors may serve out their terms even if the child's enrollment status changes.
- Staff: Anyone other than the Director who is employed by a local Head Start grantee and/or delegate.

### Section 3: Membership Year

The membership year will be the same as the fiscal year.

## **Article V: General Membership Meetings**

### Section 1: Notice of Annual meeting of the General Membership

An annual meeting of the members shall be held. Notice of 30 (thirty) days will be provided electronically to each Director, Staff, and Parent who is affiliated with a dues-paying Head Start grantee and/or delegate. Such notice shall state the date, time, location, and purpose of the meeting.

## **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 12 duly elected representatives from the membership. There shall be one "seat" for a Director, a Staff, a Parent, a Friend, and an Iowa Community Action Association representative; with seven "seats" elected at-large.

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

Members of the Board of Directors shall be elected by the membership. The Board should, to the extent possible, be comprised of a representative balance of Directors, Staff, Parents, and Friends.

### Section 3: Terms of Board Members

Each representative qualified to be seated on the Board of Directors and duly elected, shall hold office for a period of three years. No member of the Board can serve more than two full consecutive terms of office. A Board member must have at least a one year absence prior to re-election.

### Section 4: Removal of Board Members

A Board member who misses two meetings without justifiable cause and/or timely notice within a 12-month period shall be removed by majority vote of the board. Removal shall be treated like a vacancy.

### Section 5: Resignation of Board Members

Shall be incumbent upon each individual board member to inform the board if, for any reason, they cannot fulfill any of the responsibility of that position.

### Section 6: Vacancies

Any vacancy occurring on the Board of Directors may be filled by presidential appointment with approval of the Board. Any Board position so appointed must represent the same membership class and shall serve until the next scheduled annual election.

If the appointed term period when filling a vacancy is less than a one-year period, the Board Member may serve two additional consecutive terms in office if duly elected. If the appointed term period when filling a vacancy is more than a one-year period the Board Member may serve one additional consecutive term in office if duly elected.

#### Section 7: Compensation

Members of the Board of Directors shall not receive remuneration or any compensation for their services as Directors of the Corporation. Members of the Board of Directors may be reimbursed for their expenses, if any, incurred in carrying out the purpose of the corporation, as deemed appropriate by the Board of Directors.

#### Section 8: Duties of the Board of Directors

Responsibilities:

- a) Approve policy and oversee the implementation of policy;
- b) Approve all policy statements;
- c) Approve and adhere to an annual budget;
- d) Ensure fiscal and legal integrity of the corporation;
- e) Appoint committee members;
- f) Attend Board meetings and Board sponsored events regularly;
- g) Plan and implement other measures deemed necessary by the Board.
- h) Actively support the mission and strategic goals of IHSA

#### Section 9: Ex-officio Members

The Board of Directors may have members that are on the Board by the virtue of their office and/or experience. These members have voice but no vote.

### **Article VII: Officers**

#### Section 1: Officers of the Corporation

The officers of the corporation shall consist of a president, vice president, secretary, and treasurer.

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

The officers of the corporation shall be elected from and by the members of the Board of Directors. Each officer so elected shall hold office for a term of two years.

#### 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 an affirmative vote of two-thirds (2/3) of the Board members then in office whenever in their judgment the best interest of the corporation will be served thereby.

#### Section 4: Vacancies

Any vacancy occurring in an office may be filled according to Article VI, Section 6. Any Board of Directors officer so elected shall serve only the unexpired term of the predecessor in office.

## Section 5: Compensation

No officer shall receive any remuneration or compensation for his/her services to the corporation or in connection with his/her duties as such officer. Officers may be reimbursed for their expenses, if any, incurred in carrying out the purpose of the corporation, as deemed appropriate by the Board of Directors.

## Section 6: Bonds

The Board of Directors may, by resolution, require any officer, agent 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 the Board of Directors. The corporation shall pay the premiums for all such bonds.

## Section 7: Duties of the President

The President of the Board of Directors shall serve as the President of the Iowa Head Start Association and shall preside at all meetings of the Board of Directors. The President will ensure all decisions of the Board of Directors are accomplished. After his/her term expires, they become an ex-officio member of the Board for a period not to exceed six months unless agreed upon by both parties. The President shall fulfill all duties as outlined in the job description.

## Section 8: Duties of the Vice-President

In the absence of the President, the Vice-President shall assume responsibilities of the President. The Vice-President shall serve in a president-elect role, with the understanding that the vice-president will become president. The Vice-President shall fulfill all duties as outlined in the job description.

## Section 9: Duties of the Secretary

The Secretary shall keep accurate records of the proceedings of all meetings of the Board of Directors and other communications as needed. Any of these activities may be designated to provider of administrative services at discretion of the board. The Secretary shall fulfill all duties as outlined in the job description.

## Section 10: Duties of the Treasurer

The Treasurer shall oversee, monitor, and report on the finances of the Iowa Head Start Association. The Treasurer shall fulfill all duties as outlined in the job description.

# **Article VIII: Board of Directors Meetings**

## Section 1: Meeting Notice

Regular meetings of the Board of Directors: may be held within or outside of the State of Iowa; will be announced to Board members not less than fifteen (15) days prior to the meeting electronically to the latest address of each member; may be conducted by any means of communication, such communication shall constitute presence in person at the meeting; any binding actions must meet all other bylaw requirements.

Special meetings: the notice must state the purpose of the meeting.

## Section 2: Quorum

At all meetings of the Board of Directors, either regular or special, a majority of the Directors then in office shall constitute a quorum (greater than 50% of current membership). Any or all Directors may participate in a meeting of the Board of Directors 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. At no time shall there be any voting by proxy.

## **Article IX: Committees**

### Section 1: Standing Committees

The Board of Directors may create standing committees. Each committee will contain at least one member of the Board of Directors. Committees have and exercise designated authority of the Board of Directors in carrying out their task, provided that no committee so designated and appointed shall have the authority to take action on a matter that these bylaws provide shall be taken by a vote of the Board of Directors.

### Section 2: Other Committees

The Board of Directors may create and appoint other committees as needed. Experts or specialists who are not members of the Association may serve on official committees as needed.

### Section 3: Committee Meetings

Committees will meet as needed. A committee chair will be appointed for each committee to ensure that minutes are kept. Copies of minutes and agenda will be submitted to the Secretary of the Board, or designated provider of administrative services, in a timely manner.

## **Article X: Region VII Head Start Association Representatives**

### Section 1: Composition

The Iowa Head Start Association shall send four representatives (one each: Director, Staff, Parent, and Friend) to the Region VII Head Start Association.

### Section 2: Selection

Each representative shall be appointed by the Board of Directors as needed.

### Section 3: Qualifications

Other qualifications as established by the IHSA Board shall apply.

### Section 4: Compensation

Region VII Head Start Association representatives shall not receive remuneration or any compensation for their services. Representatives may be reimbursed for their expenses, if any, as permitted by law and IHSA policies and procedures.

### Section 5: Removal

The IHSA Board will replace a Region VII Head Start Association representative when removal is deemed necessary by a majority vote of the board and/or if the representative's grantee/delegate or Region VII Head Start Association requests such removal.

## **Article XI: Contracts, Loans, Checks, and Deposits**

### Section 1: Contracts

The Board of Directors may authorize an officer or officers, agent(s), 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. As long as it falls within ethical standards and expectations.

### 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

All checks, drafts, or other orders for the payment of money issued in the name of the corporation shall be done in accordance with financial procedures.

### Section 4: Deposits

All deposit of income of the Association shall be handled in accordance with financial procedures.

## **Article XII: Dues**

The Board shall determine the amount of annual dues for grantee and/or delegate, and other members. The Board will determine the amount of annual dues, if any, payable to the corporation by individual members of the various categories.

## **Article XIII: General Provisions**

### Section 1: Audit

Audit shall be done in accordance with financial procedures.

### Section 2: Fiscal Year

The fiscal year of the corporation shall begin on the first day of October each year.

## **Article XIV: Amendments**

These bylaws may be amended or repealed after recommended changes have been mailed, made accessible on the IHSA website, and/or distributed twenty (20) days prior to the next scheduled Board meeting to the membership. Membership, after receiving recommended changes, may submit comments to Board members. Bylaw amendments or repeals can be voted on by the Board after comment period has expired.

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