

VIRGINIA HEAD START ASSOCIATION, INC.

Bylaws

MISSION STATEMENT

The Virginia Head Start Association dedicates itself to training and advocacy which enhances and fosters growth of individual members, member agencies, partners and others who impact the lives of children and families.

We Value. . .

- * A culturally diverse organization that speaks with a unified voice for the betterment of Head Start children and families in Virginia.
- * Quality leadership, trained advocacy, professional development, and effective communication.
- * Quality education that provides an equal start for all children.
- * Services to families that empower them to engage in long term self-sustaining practices that create better homes and better communities for the future. These include health and nutrition, goal-setting, family asset building, and ecological practices that promote a sustainable environment.

VIRGINIA HEAD START ASSOCIATION, INC.

BYLAWS

ARTICLE I: NAME

The name of this organization shall be the Virginia Head Start Association, Inc., also known as VAHSA, and hereinafter referred to as the Association – a non-profit Virginia corporation. All subsequent references to Head Start shall include Head Start, Early Head Start, and Migrant Head Start programs in Virginia.

ARTICLE II: PURPOSE

The purpose of this organization shall be:

- a. To bring together in a collective unit all directors, staff, parents, and community partners of Head Start, as a united organization, for purposes of enhancing the goals and objectives of Head Start in order to develop, receive and act on policies impacting Head Start families.
- b. To bring a broad perspective to the evaluation and the delivery of services to HeadStart children and families.
- c. To encourage self-reliance, self-respect, self-sufficiency and serve as advocates for Head Start families. To serve as advocates and role models for Head Start families.
- d. To implement an effective communication system, to ensure that the needs of Head Start programs and families will be visible in the community.
- e. To ensure local input in the policies of the Administration for Children and Families at the regional and national levels, at state and national legislatures and state agencies and organizations which affect children and families in Virginia.

ARTICLE III: MEMBERSHIP

Section 1: Dues Requirements and Membership Rights

Annual Association membership dues are payable as of September 1 of each year to cover the period until August 31 of the following year. Notification of annual membership renewal for programs shall be sent not later than August of each year. Membership dues support the Virginia Head Start Association in advocacy, communication, conference development and

training, staff development opportunities, and other relevant expenditures as approved by the Board of Directors.

- a. Annual dues will be charged for each Head Start Grantee and Delegate Agency and affiliated community partner agencies at \$5.00 per child for each funded slot, whether federal or local funding.
- b. Program membership payments shall include the individual memberships of staff, current parent or guardian, and affiliated community partners. Annual individual membership dues for non-affiliated community partners shall be in the amount of \$50.00. Every program, which includes its staff, parents, and affiliated community partners, who has paid annual dues shall be considered in good standing and have the right to attend all general membership meetings. Board members are automatically members of the associations.
- c. Annually, in June, the Board will review the cost per child, and based on the recommendation of the finance committee/treasurer, a change will be considered. Any change to the cost per child will be updated in the bylaws by the governance committee.

Section 2: Meetings of the Membership

The general membership meeting will take place at the annual conference by way of the regional meetings with a consistent presentation from the Association.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Duties of the Board

- a. The business and affairs of the Association shall be managed by the Board of Directors, which shall have all voting power including the power to vote on the election, appointment or removal of members of the Board of Directors as authorized in paragraph (d), the selection and removal of the chief executive staff of the Association, all proposed changes in the purposes or principal activities of the Association, any proposed dissolution of the Association or sale of substantially all of its assets, and all amendments to the Articles of Incorporation or bylaws of the Association.
- b. The Board of Directors shall consider and respond to issues and proposals made by the members of the Association through their representatives on the Board.
- c. The Board of Directors shall approve an annual operating budget prior to the beginning of the fiscal year (July 1 – June 30). All manual checks shall have two (2) approved signatures. The Treasurer, the President and the Executive Director are approved signatories. The bank requires that the Executive Director, as the one who handles

business related to the account, be a signatory. These officers are authorized to pay the bills of the Association in accordance with the approved budget. Most bills are paid electronically by an online system, Bill.com. Bills are posted to the online system, coded in QuickBooks by the accountant, approved by the President, and then paid by the Executive Director. Any invoice over \$2,500 requires a second approval by the Treasurer. Only bills paid on-site at meetings and/or conferences are written manually.

- d. The President and Executive Director of the Association are authorized to sign as fiscal agents for Association loans approved by the Board of Directors.
- e. The Board of Directors shall select and approve the auditor at the end of each contract.
- f. Any Board member may be removed as a director or officer by seven members of the Board with or without cause whenever the Board of Directors in its absolute discretion shall consider that the removal will serve the best interests of the Association.

Section 2: Composition and Election of the Board

- a. The Board of Directors will be composed of nineteen (19) members as follows:
 - (i) Four (4) Parents, one from each region of the state
Expectation: Participate in leadership development, community engagement in their regional meetings, provide parent perspective at the board meetings, and to participate in at least one board committee and the governance of the association.
 - (ii) Four (4) Directors, one from each region of the state
Expectation: Provide administrative insights, leadership development, engage in their regional meetings, participate in at least one board committee and the governance of the association.
 - (iii) Four (4) Staff, one from each region of the state
Expectation: Provide staff input and leadership development, engage in their regional meetings, and participate in at least one board committee and the governance of the association.
 - (iv) Four (4) Community representatives, one from each region of the state
Expectation: Provide expertise on the board, advocate in the community, engage in their regional meetings, participate in at least one board committee and the governance of the association.
 - (v) One (1) State Health Advisory Committee Chairperson
Expectation: Provide updates from the state health advisory
 - (vi) One (1) President of the Board, elected by the Board members

Once elected, the President vacates his/her position on the Board. A new Board representative from that region of the state is elected by the next regional forum. The State HAC representative is not eligible for election as President of the Association.

(vii) One (1) Treasurer of the Board, elected by the Board members

Once elected, the Treasurer vacates his/her position on the Board. A new Board representative from that region of the state is elected by the next regional forum.

The outgoing President shall serve as a non-voting Ex-Officio member for one year to assist the newly elected President.

- b. Other non-voting members may include the Office of Collaboration and a member of the Training and Technical System.
- c. A quorum shall consist of those present at any duly called meeting as noted in Article IV Section 3b, provided that those present constitute at least 51% of voting Board members, and at least the President, Vice-President, or a person designated as acting Chair by the President or a majority of the Board is present. No business may be considered binding on the Board until a quorum is met by proxy vote. A proxy vote may be made by a Board member in writing, or by a person designated to vote at the meeting by a Board member in writing.
- d. Board member terms begin at the first meeting of the program year (October Fall Retreat). Members are to be elected by their regional forum prior to the October meeting. If there is a vacancy, the Board members or designees of that region will continue to seek nominations for Board positions throughout the program year until positions are filled. They will also ensure that the newly elected Board member is orientated prior to their first meeting.
- e. Representatives are to be elected in alternating years (two (2) from each membership category each year) with the terms of all Board members to be set for two years, excluding the HAC State Representative.
- f. The term of office for members of the Board is two years. The terms of no more than two elected members from each category will expire in any given year. Individuals may be elected to no more than two consecutive terms. **Exceptions:**
 - a. Director and Staff – term immediately expires when they are no longer employed as staff or director in their region.
 - b. Community representative – move or work outside the region they may finish the term but would not be eligible for a second term since they no longer live or work in the region. However, if the new region has a community representative spot open, the current member may be elected to fill the new slot.
 - c. Parent representative – may finish their first term, and if they still have a child in

the program, they may stay for a second term.

- d. The treasurer's term to be voted on by the Board every 2 years with no limit to the number of terms, at the pleasure of the Board.
- g. A Board member who changes category of membership in the middle of a term shall complete the term year in the initial category. At the start of the new term year, the Board member begins the term of their new category of membership. Members who change categories are eligible to serve two consecutive terms, for a total of four years.

Section 3: Meetings of the Board

- a. At least three meetings shall be held annually, at such time and place as may be determined by resolution of the Board. Special meetings of the Board may be called by the President or a majority of the current members of the Board. Additional telephone conferencing will be scheduled as needed.
- b. The Virginia Head Start Association will support Board members in attending required meetings. Members requesting financial assistance must submit a letter from their program director stating absolutely that the program is not able to provide assistance. Applications for financial support must be approved by the President of the Board five (5) business days in advance of the expenditure.
- c. Notice of each regularly scheduled Board meeting shall be sent electronically to each Board Member at least one month before the date of the meeting. Notice of special meetings shall be made at least two weeks in advance before the date of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or any waiver of notice of the meeting.
- d. Any action of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions so to be taken, shall be consented to in writing by all of the members of the Board of Directors before the action is to become effective. The members' written consent shall have the same force and effect as a unanimous vote.
- e. The Board will notify the region's chairperson if any member is absent from one meeting; excused and unexcused absence. The region will be responsible for connecting with their representative and determining if serving on the Board is a responsibility that he/she can sustain. Any member who is absent for any reason from three meetings in a program year shall vacate their seat on the Board.
- f. For unanticipated Board vacancies, the Board member or designee of that region will ensure that the newly elected Board member is orientated prior to their first meeting. Members who replace a Board member leaving in the middle of a term year will complete the departing members term and then begin his/her first term.

- g. October will be the first Board meeting of the program year and shall be a joint meeting of outgoing and incoming members.

ARTICLE V: OFFICERS

Section 1: Officers of the Board

- a. The officers shall be President, Vice-President, Secretary and Treasurer. Other officers can be appointed at the discretion of the President with the approval of the Board as needed. All or part of the duties of a Treasurer may apply to an elected position, a contracted position, or a salaried employee of the VAHSA Board. The elected Treasurer is responsible for ensuring that all duties listed for the Treasurer are performed in a timely manner with accuracy and quality and reporting such to the President and the Board. The elected President is responsible for ensuring that all duties listed for all officers are performed in a timely manner with accuracy and quality and is responsible for reporting such to the Board. The Board maintains responsibility for ensuring that all duties of its officers are conducted in a professional, timely, and accurate manner with quality results. When a quorum exists and members have been appropriately notified of the meeting according to the VAHSA Bylaws, the majority of the Board present may remove a Board member from the duties of an office and elect another Board member to fill the remaining term of that office.
- b. A term of office is two consecutive years. No one shall serve in the same office for more than two consecutive terms. Elections of officers shall be held during the first meeting of the program year. When an officer's position becomes vacant in the middle of an officer's term, the Board of Directors shall elect one of its own members to fill the balance of the unexpired term at the next meeting of the Board.
- c. Officers will be elected as their previous terms are completed. Upon the resignation or removal of an officer, vacancies will be filled by the Board for only the balance of the unexpired term, with special attention that all offices are not vacated in the same year.

Section 2: Duties of the Officers

- a. President
 - (i) Serves as the Executive Officer of the Association.
 - (ii) Presides over all meetings of the Association and the Board of Directors.
 - (iii) Conducts the business of the Association as authorized by the Board of Directors, with such assistance as provided by the Board of Directors. Ensures that all duties listed for all officers are performed in a timely manner with accuracy and quality, and is responsible for reporting such to the Board.
 - (iv) Appoints, subject to the approval of the Board, any committee chairperson deemed necessary for the operation of the VAHSA, except as provided in this Section and in Article VI.

- (v) Serves as an Ex-Officio member on all committees.
- (vi) Co-signs checks with the Treasurer or the Executive Director when needed.
- (vii) Votes only to break a tie vote.
- (viii) Serves as the official spokesperson for VAHSA.

b. Vice-President

- (i) Assumes the duties of the President in case of absence or resignation.
- (ii) Serves on the Conference Committee.
- (iii) Serves as Compliance Officer should there be a Whistleblower dispute.
- (iv) Executes other duties as assigned by the President.

c. Treasurer

- (i) Keeps accurate records of income and expenditures and prepares detailed report to be given at each meeting of the Board of Directors.
- (ii) Chairs the Finance Committee.
- (iii) Co-signs checks over \$2500 with the President or the Executive Director.

d. Secretary

- (i) Keeps accurate minutes of actions taken at Board meetings.
- (ii) Sends copies of the Board meeting minutes to all Board members with the notice of the next meeting in accordance with Article IV, Section 4 (b).
- (iii) Advises the President of all unfinished business before the agenda is set.
- (iv) After minutes are approved at the next meeting, print a final approved copy of the minutes, sign and date, and keep in the VAHSA Secretary Binder.

ARTICLE VI: COMMITTEES

Section 1: Membership

- a. The chairperson of a committee must be a member in good standing of VAHSA and subject to approval by the Board. Unless otherwise noted, the chairperson shall be appointed by the President.
- b. Membership of the committees may include representatives from the general membership and other interested individuals.

Section 2: Standing Committees

- a. The Conference/Scholarship Committee is chaired by the Executive Assistant, Vice-President and others as named. This committee is responsible for selecting and arranging meetings and conferences in coordination with the host region and for developing and planning programs throughout the year. The committee reviews scholarship applications for attendees to be awarded with conference registration scholarships, such as the McKinney Scholarship, the Head Start High School Alumnae

Scholarship, and the Elmore Scholarship for parents and staff to receive money toward their pursuit of a higher education degree.

- b. The Finance Committee is chaired by the Treasurer. This committee develops an annual budget defining VAHSA's operating costs, with separate budgets for specific functions, such as conferences and training sessions and assists the President in managing the Association's finances.
- c. The Advocacy Committee researches and communicates issues affecting Head Start through community, local, state, and federal government, and works with the Virginia Council Against Poverty (VACAP), VOICES, the Head Start Collaboration Advisory Council, and other advocacy coalitions impacting the work of Virginia Head Start programs.
- d. The Governance Committee will be chaired by a member of the Board of Directors and drafts updates and revisions to the VAHSA bylaws annually, submitting reports to the VAHSA Board for review and approval. This committee is also responsible for nominating officers of the VAHSA Board.
- e. The Health Advisory Committee updates VAHSA on issues affecting Health, Disabilities, Mental Health, Dental, and Nutrition services for children. The Health Committee is comprised of Head Start staff working in these content areas along with community partners from the private and public sectors. The Health Advisory Committee will select its own chairperson subject to the provisions of Section 1(a).
- f. The Development Committee will identify potential resources and funding in support of VAHSA projects. This committee will present a report to the Board at least annually.

Section 3: Other Committees

Ad Hoc committees of VAHSA designed to carry out short-term assignments will be established as needed.

ARTICLE VII: ARTICLES OF AMENDMENTS – NONSTOCK CORPORATION

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of amendment and sets forth:

ONE

The name of the corporation is Virginia Head Start Association, Inc.

TWO

Amendment 1: Said organization (Virginia Head Start Association, Inc) is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Amendment 2: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by and organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Amendment 3: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

THREE

The foregoing amendments were adopted on November 10, 2004.

FOUR

The amendments were adopted by unanimous consent of the members.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended by seven members of the Board of Directors. The Bylaws shall be reviewed and updated annually.

Amendment 4: CONFLICT OF INTEREST POLICY

Article I: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Virginia Head Start Association) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Board member or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II: Definitions

1. Interested Person

Any VAHSA Board member, principal officer, member of a committee with governing board delegated powers, or any employee of the Board, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remunerations well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III: Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material acts to the Board members and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested board or committee members whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the members' response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. In addition to any corrective action, any Board member may be removed whenever the VAHSA Board of Directors in its absolute discretion shall consider that the removal will serve the best interests of the Virginia Head Start Association as provided for in Article IV, Section 1d of the Association bylaws.

Article IV: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V: Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI: Annual Statements

Each Board member, principal officer, employee of the Board, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, an arrangement with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII: Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Bylaws Amended:

November 5, 2003
November 10, 2004
October 27, 2005
April 14, 2006
May 23, 2006
August 13, 2007
November 18, 2008
November 10, 2009
November 9, 2010
November 9, 2011
June 17, 2014
November 5, 2015
June 20, 2016
October 24, 2017
June 18, 2018
June 17, 2019
October 23, 2019
May 5, 2020

Donna Buckland

Donna Buckland, Secretary

5/28/2020

Date