



# Kentucky Head Start Association Bylaws and Governance

Adopted by the KHSA Board of Directors

February 2, 2021

## **Article I – Name**

The name of the organization will be known as the Kentucky Head Start Association, Incorporated hereinafter referred to as the “Association”.

## **Article II – Purposes**

The purposes for which Kentucky Head Start Association, Incorporated, a Kentucky nonstock, nonprofit Corporation (“Association”), is formed are set forth in the Articles of Incorporation.

The Association is organized and will be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of the Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law.)

Wherever the words “Head Start” appear herein, it will be meant to reference all Head Start programs including Early Head Start, Early Head Start – Child Care Partnership, Migrant and Seasonal Head Start, Migrant and Seasonal Head Start – Child Care Partnership and/or any future similar Head Start program.

### **Section 1 – Mission**

KHSA champions Head Start programs through a common vision, a united voice, and shared expertise to serve Kentucky’s most vulnerable children and their families.

### **Section 2 – Vision**

Every vulnerable child and their family receive exemplary services using the Head Start model.

### **Section 3 – Core Values**

KHSA is a caring, compassionate, member-driven organization that puts the needs of children and families at the center of what we do. To that end:

- a. We zealously advocate for Head Start and the children and families we serve.
- b. We embrace the diversity of people, ideas, and models to promote civility and non-partisan solutions.
- c. We support and work collaboratively with each other, the people we serve and those who make our work possible.
- d. We adhere to the highest ethical and professional standards in everything we do.
- e. We promote high-quality services that are consistent, responsive and data driven.

## **Article III – Registered Office and Agent for Service of Process**

The registered office in Kentucky and the registered agent at such office upon whom any process, notice or demand required or permitted by law to be served upon Association will

be as stated in the Articles of Incorporation or as subsequently changed by resolution of the Board of Directors with notice given on the website of the Kentucky Secretary of State, as required by law. The registered office may be, but need not be, the same as Association's principal office in the Commonwealth of Kentucky.

## **Article IV – Policies**

### **Section 1 – Powers**

The Association will have and exercise all powers necessary or convenient to effectuate its purposes and in particular, all powers as are set forth in the Articles of Incorporation and in Kentucky Revised Statutes section 273.171 as now stated and as hereafter amended.

### **Section 2 – Protection**

The Association, its name, or the name of any of its directors, officers, or members, in the corporate capacities, will not be associated with any interests or concern contrary to the purposes or mission of the Association.

### **Section 3 – Promotion and Partnership**

The Association may affiliate and cooperate with other organizations, agents or individuals concerned with the promotion of the purposes of the Association, but no person can bind the Association without authorization of the Board of Directors.

## **Article V – Membership**

### **Section 1 – Membership**

The membership of the Association will be comprised of those agencies located in Kentucky that are designated as Head Start grantees by the Office of Head Start within the office of Administration for Children and Families of the U.S. Department of Health and Human Services or any successor federal office charged with such duties and oversight.

### **Section 2 – Participation by Member Agencies**

The Association recognizes each agency's Head Start director as the primary representative from that grantee and acknowledges the authority of member agency leaders to determine and appoint additional representatives, including but not limited to, staff, parents and designated school district partners, to participate in Association activities.

### **Section 3 – Participation by Other Partners**

The membership of the Association will be open to representatives of the public and private sectors who, by virtue of their positions, interests, experience and training may contribute as non-voting members to the purpose of the Association and Head Start in Kentucky.

### **Section 4 – Dues**

The Board of Directors shall have the power to adopt an equitable dues allocation formula for the member agencies and partners, advocate for the payment thereof and impose appropriate sanctions on any non-dues paying member agencies and partners, up to and including termination from the Association, provided that the dues allocation formulas will

not:

- a. be adjusted more than once in any two-year period;
- b. take effect prior to July 1 of the year following adoption; and
- c. be adopted less than six-months in advance of the effective date.

### **Section 5 – Membership Term**

The membership term will begin each July 1 and end each June 30. Dues will be payable on the first day of July of each year. Dues are considered late if not paid by August 31 of each year.

## **Article VI – Governing Body**

### **Section 1 – Powers of the Board**

The Board of Directors will be responsible for the planning, coordination, evaluation, and administration of the Association. The Board will have the power to receive and administer federal, state, local, foundation, corporate, public, or private programs and funds; and levy and receive membership dues pursuant to the needs of the Association. The Board will have the power to contract and to do any and all acts necessary to carry out its function and purpose.

### **Section 2 – Composition of the Board**

The business and affairs of the Association will be managed and administered by a Board of Directors comprised of one (1) representative from each Head Start grantee who is the current Head Start Director at the beginning of each fiscal year, and the elected officers of the Association. At no time will the number of directors of the Association be less than three (3). Each director will hold office until such director resigns or has been removed from office in the manner permitted by law or as outlined in these bylaws. The Board of Directors may approve other Board members through majority vote so long as such Board members are non-voting and advisory only.

### **Section 3 – Quorum and Adoption**

At all meetings of the Board of Directors, either regular or special, a quorum for the purpose of conducting business will consist of at least 50 percent (50%) of the voting board members. Except for a vote to hire or terminate the Executive Director or any Board Officer, or to amend the bylaws, all of which requires a 2/3 vote, the affirmation vote of a simple majority of the Directors present will be necessary for the adoption of any matter voted upon by the Directors.

### **Section 4 – Voting Privileges**

Except as otherwise set forth, each member of the Board of Directors will have one vote on each matter submitted to a vote unless such member has a known or disclosed conflict which requires that member to abstain. Any member of the Board of Directors who represents a Head Start grantee may name a proxy or a designated alternate at any meeting of the Association. Such proxy or alternate has the right to vote on behalf of the

Head Start grantee the proxy or alternate represents.

If requested by any Director, a paper ballot will be used in voting on a motion to:

- a. Elect any officer of this corporation.
- b. Call a closed session of the Board.
- c. Remove an elected officer from the Executive Committee.
- d. Hire or fire an Executive Director of the corporation.

### **Section 5 – Vacancies**

Any vacancy occurring in the membership of the Board of Directors must be filled by the Head Start grantee from which the Director's vacancy occurs.

### **Section 6 – Notice**

Notice and conduct of meetings shall be in accordance with Kentucky Open Meetings laws, KRS 61.850, where applicable. The directors may hold their meetings, regular or special, at such place within or without the Commonwealth of Kentucky as they may determine appropriate. Regular meetings may be held with fifteen (15) day notice at such time and place as determined by the President. Special meetings may be called by the President or a majority of the Executive Committee members or one-third (1/3) of the Directors on three (3) days' notice to each director, either via in person communication, phone call, by mail or electronically. Where required by law, the notice shall be accessible to the public. The place and time of the meeting will be specified on the notice and the notice shall include meetings topic(s) and agenda item(s). Items not specified in the meeting notice will not be considered during the special meeting and will be ruled out of order.

### **Section 7 – Participation by Sanctioned Electronic Means**

Unless restricted by the articles of incorporation, members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of such board or committee via sanctioned electronic means as approved by the Board of Directors. This may include audio only calls, video meetings or other types of attendance as approved. Participation by a board or committee member in a meeting via sanctioned electronic means will constitute presence for the purposes of quorum and voting.

### **Section 8 – Compensation**

Directors will receive no pay for their services as members of the Board.

## **Article VII – Executive Director**

### **Section 1 – General Responsibilities**

The Executive Director will be the Chief Executive Officer responsible for overseeing and carrying out the day-to-day operations of the Association under the supervision of the Board of Directors. The Board of Directors will appoint and employ an executive director who, subject to the control and direction of the president, Executive Committee and the board, will manage the day-to-day affairs of KHSA; implement goals and policies established by KHSA;

and report on and advise the president, Executive Committee, Board of Directors and other committees concerning the affairs and activities of KHSA. The executive director will perform such other duties as may be assigned.

## **Section 2 – Specific Duties and Responsibilities**

The executive director:

- a. Serves as the primary staff for, and is responsible for, all management functions of KHSA including day-to-day operations, directing the organization's activities and programs and carrying out the organization's mission under the direction of the Executive Committee and Board of Directors;
- b. Oversees annual planning and program/proposal development, including the annual budget;
- c. Manages the advocacy and public policy activities of KHSA;
- d. Represents the interests of KHSA before local, state and federal government officials and agencies;
- e. Informs members about legislative, regulatory and programmatic issues and developments, and suggests appropriate actions;
- f. Establishes and maintains effective communication and coordination with the KHSA President, members and the Kentucky Head Start Collaboration Director;
- g. Designs and develops all regular and special KHSA professional development programming based on member feedback and Executive Committee direction;
- h. Manages the member service activities of the organization and facilitates the development of programs and services to attract new and retain existing members;
- i. Establishes and oversees public outreach and education for KHSA including, but not limited to, the KHSA website, social media, news releases, and creation and distribution of the KHSA annual report;
- j. Employs, discharges and establishes the terms and conditions of employment of all other KHSA employees;
- k. Ensures smooth and efficient operation of KHSA by following Association policies and procedures;
- l. Serves as the Association's Secretary and keeps accurate records of the acts and proceedings of all meetings of the Board of Directors and of the members; will give all notices required by law and by these by-laws; will sign such instruments as may require his/her signature; will in general perform all the duties incident to the office of the Secretary;
- m. Will, upon approval of the Executive Committee, Board, sign contracts and other

documents; appoint and/or hire legal counsel; and appoint Board Liaisons to community groups.

### **Section 3 – Code of Conduct**

The executive director:

- a. Creates and maintains positive relationships with Head Start staff, parents, children, communities and governmental agencies across the Commonwealth of Kentucky;
- b. Represents the organization in a positive and member-first manner to advance KHSA's purpose, mission and vision;
- c. Communicates regularly and effectively with the Board, Head Start Grantees and the President;
- d. Maintains confidentiality regarding KHSA business, and member data and information; and
- e. Ensures that all duties and business functions of KHSA are completed effectively, efficiently and in a timely manner.

### **Section 4 – Appointment and Compensation**

The Executive Committee will establish the terms and conditions of the employment contract for the executive director. The president may appoint a temporary committee to conduct an annual performance evaluation of the executive director and submit a report to the Executive Committee that will include recommendations regarding continued employment of the Executive Director and adjustments to compensation. The Executive Committee will report its recommendations to the Board of Directors.

### **Section 5 – Removal and Vacancy**

The executive director is an at-will employee of KHSA. The board may remove the executive director at any time with or without cause following an affirmative two-thirds (2/3) vote. If the executive director position becomes vacant, the Executive Committee will have the authority to appoint an interim executive director, which will be voted upon by the Board of Directors at its next regularly scheduled meeting.

## **Article VIII – Elected Officers**

The elected officers of the Association will be President, Vice President for Engagement, Vice President for Finance, Vice President for Programming and Past President.

### **Section 1 – Requirements for Election**

All candidates for offices must be Head Start staff, defined as being an employee of a Head Start grantee throughout their term of office. Upon approval by the Board, an officer who ceases to be a Head Start employee mid-term may finish the term to which they were elected. Each candidate for elected office must be a current member of the Association and must receive confirmation of support from their respective Head Start grantee. No two

candidates from the same grantee agency may appear on any nominating slate. All candidates for offices must have at least one year of professional experience working within the management of a Head Start program and must have written permission from their Head Start Director or Head Start Executive Director to be a candidate for office.

### **Section 2 – Term of Office**

Officers will be elected by the Board of Directors. Votes are to be cast by secret written ballot at the annual meeting or at an alternative time and location approved by the Executive Committee. Officers will be installed immediately following the election; the term of office will commence July 1 following the election.

- a. An election will be held annually by ballot beginning in 2021.
  - i. In odd years beginning in 2021, the President, Vice President for Engagement and Past President will be elected.
  - ii. In even years beginning in 2021, the Vice President for Programming and the Vice President for Finance will be elected.
- b. The term of office will be two years and no officer may serve more than two consecutive terms in the same office.

### **Section 3 – Resignations and Vacancies, Removal of Officers, Absences**

- a. If any officer, other than the President, resigns or is unable to perform the duties of the office to which he or she has been elected, the President will appoint a replacement to serve in that capacity until the next regular meeting of the Association. At that time, the Board of Directors will elect a replacement. The Vice President for Programming will assume all duties of the President if the President resigns or is otherwise unable to complete the elected term.
- b. Any officer may be removed whenever the best interests of the Association will be served thereby. This process will be initiated by a petition for removal signed or made by a minimum of one-third of all Head Start grantees which are part of the Association. That petition shall be presented to the Executive Committee for recommendation and a vote to take place at the next regularly scheduled meeting. Upon a two-thirds affirmative vote of the Executive Committee such petition for removal shall be presented to the Board of Directors at the following regularly scheduled meeting for final determination. An affirmative vote of two-thirds of the voting membership of the Board is required for removal.
- c. Any officer who fails to attend two meetings on separate dates of the Executive Committee and/or Board of Directors without providing advance notice to the President or the Executive Director and without providing for the responsibilities of their office to be fulfilled by a designate will be conclusively deemed to have resigned his or her elected office.



- d. If the Executive Director position becomes vacant, the Executive Committee may appoint an interim Executive Director, which will be voted upon by the Board of Directors at the next Board meeting.

#### **Section 4 – Duties of Officers**

- a. President: The President will serve as Chair of the Board of Directors and the Executive Committee and preside at all meetings of same; will oversee the work of the Executive Director on an ongoing basis; will ensure that all approved actions and resolutions of the Board of Directors are carried into effect; and will attend selected meetings representing the Association.
- b. Vice President for Programming: The Vice President for Programming will serve as Chairperson of the Professional Development Committee and will assume all the duties of the President in the event of absence, resignation or death of the President. The Vice President for Programming will oversee various strategic initiatives and special projects of the Association and perform other duties as designated by the President.
- c. Vice President for Engagement: The Vice President for Engagement will serve as Chairperson of the Sections Committee; will serve as Chairperson of the Nominating Committee; and will oversee the Association's member engagement and outreach initiatives.
- d. Vice President for Finance: The Vice President for Finance will serve as the Chairperson of the Finance and Budget Committee, oversee all Association finances and ensure that KHSA officers and staff adhere to the KHSA Financial Policies & Procedures adopted by the Board of Directors. He/she will work with financial experts as necessary and take all other actions as required by the KHSA Financial Policies & Procedures to assure the fiscal integrity of the Association.
- e. Past President: The Past President must be a previous President of the Association; either the immediate past President or a President who served within the last 10 years prior to the date of election. The Past President will serve as Chairperson of the Awards Committee. He/she performs duties as assigned by the President.

### **Article IX– Meetings, Nominations and Elections**

#### **Section 1 – Regular and Annual Meetings**

The Association will hold a minimum of four regular meetings per year; one meeting each quarter. The annual meeting will be held once per year. The Executive Committee will hold a minimum of four regular meetings per year; at least one meeting each quarter. All regular and annual meetings may be conducted either by physical presence or sanctioned electronic means.

#### **Section 2 – Special Meetings**

Special membership, Board of Directors and Executive Committee meetings may be called

as set forth in Article VI, Section 6.

### **Section 3 – Nominations**

Sixty days prior to scheduled election, the Nominating Committee will solicit nominations for officers from Association members. Thirty days prior to scheduled election, the Nominating Committee will prepare a slate with a minimum of one (1) but no more than three (3) candidates for each office. The nomination slate will be sent to member agencies at least two weeks prior to the scheduled election and will include biographical and credential information about each nominee. Officers will be elected by secret written ballot according to Article VIII, Section 2. The executive director will be responsible for collecting, counting, and reporting the vote totals.

## **Article X – Sections & Committees**

Membership in all sections and on all committees will be current members of the Association. Accurate records of the acts and proceedings of all meetings of each section and committee of the Association will be reported on a quarterly basis to the Vice President for Engagement and the Executive Director. A simple majority of at least three members present will constitute a quorum for the transaction of business for sections, standing and other committees of the Association.

### **Section 1 – Sections**

The Association will educate, engage and promote networking opportunities among Head Start professionals across the Commonwealth of Kentucky by creating and maintaining the following Sections:

- a. Data and Technology
- b. Disabilities and Mental Health
- c. Education
- d. Family Services
- e. Grants Management and Finance
- f. Health and Nutrition
- g. Such other sections as may be required or requested

### **Section 2 – Section Leadership**

Each Section will be led by a Chairperson appointed by the Executive Committee. The Section Chairperson will work with Association staff to develop a Section workplan, to determine goals of the Section and to convene Section meetings and events.

### **Section 3 – Sections Committee**

The Association will create a Sections Committee comprised of all Section Chairpersons and

chaired by the Vice President for Engagement.

#### **Section 4 – Executive Committee**

The Executive Committee acts as the management committee for the Association and will be comprised of the elected officers. The Executive Committee may act on behalf of the Association in any matter in the interim between Board meetings. All actions of the Executive Committee must be authorized or ratified at the next regular or special meeting following such action. The President may appoint ex-officio non-voting members to the Executive Committee. The quorum for the Executive committee will be no less than 3 voting members.

#### **Section 5 – Standing Committees**

Except as otherwise specified herein, the President will appoint members of the Board to the Committees. The President will be an ex-officio member of all committees except for the Nominating Committee. Other standing committees will include: Awards Committee; Budget and Finance Committee; Professional Development Committee; and Sections Committee.

#### **Section 6 – Other Committees**

Other Committees may be established and maintained as deemed necessary by either the President or the Board of Directors. Such committees may be permanent or temporary.

#### **Section 7 – Vacancies**

The President will have the power to fill vacancies in the committees.

### **Article XI – Books and Records**

The Association shall follow Roberts Rules where possible. The Association will keep correct and complete books and records of account and minutes of the meetings of the members, Board of Directors and Executive Committee. Members will have the right to examine, in person, or by agency or attorney, at any reasonable time or times, for any proper purpose, Association's relevant books and records of account, minutes, and record of members and to make copies or extracts as permitted and subject to the limitations of Kentucky Revised Statutes Section 273.233 as now stated and as hereafter amended.

### **Article XII – Fiscal Year**

The fiscal year will begin the first day of July of each year.

### **Article XIII – Loans to Directors, Officers or Members**

In accordance with Kentucky Revised Statutes Section 273.241, as now stated and as hereafter amended, Association will not lend money to or use its credit to assist its directors, officers, or members.

### **Article XIV– Protections from Liability**

Association agrees to indemnify any director or officer or former director or officer of the Association against expenses actually and reasonably incurred by him in connection with the defense of any action, suite or proceedings, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as which he or she will be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Association. The Association shall procure insurance coverage to protect such Directors and Officers and keep coverage in force.

## **Article XV – General Provisions**

Except as set forth in the Articles of Incorporation, the following provisions are for the regulation of the internal affairs of the Association and include provisions for the distribution of assets upon dissolution or final liquidation. It is the intention of this Corporation at all times to qualify and remain qualified as exempt from income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, and as the same way may be from time to time further amended.

### **Section 1 – Records**

All records of an officer except for the Treasurer will be relinquished to his/her successor within 30 calendar days of the end of the fiscal year. The Treasurer will relinquish all records to his/her successor within 60 days. Where a new officer takes office during a calendar year, records may be demanded more promptly should the need arise, at the discretion of the President.

### **Section 2 – Bonds**

The Board of Directors may, by resolution, require any officer or agent to give bond to the Association, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or portion, and to comply with such other conditions as may be required from time to time by the Board of Directors. The premiums for all such bonds will be paid by the Association.

### **Section 3 – Auditors**

A certified public accountant will be employed to audit the books of the Association each fiscal year of the Association and at such other time or times and for such periods as the Board may deem advisable, and to present certified reports on such audits to the members of the Board of Directors immediately upon completion. A copy of such audit reports will be provided to members of the Board of Directors.

### **Section 4 – Compensation**

No Representative will receive any remuneration or compensation for his/her services to the Association or in connection with his/her duties as such Representative. Representatives may be reimbursed for their expenses, if any, incurred in carrying out the purposes of the Association, provided that such reimbursement in no way adversely affects the Association's qualification under Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

### **Section 5 – Dissolution of Property**

In the event of the dissolution or liquidation of this Corporation, all its remaining assets and property of every nature and description whatsoever will be paid over and transferred as provided in the Articles of Incorporation.

### **Article XVI – Amendments**

These Bylaws may contain any provision for the regulation and management of the affairs of Corporation not inconsistent with law or the Articles of Incorporation. These Bylaws may be amended, altered or repealed in any manner not inconsistent with the Articles of Incorporation or with the laws of the Commonwealth of Kentucky, by a two-thirds vote of the members of the Board of Directors, representing Head Start Grantees at any regular or special meeting of the Corporation provided thirty days written *or electronic* notice of the proposed amendment(s) has been provided to all such directors.