



# **BY-LAWS OF THE CALIFORNIA HEAD START ASSOCIATION**

*Adopted by the CHSA Board of Directors January 22, 2008.  
Approved by Membership May 2, 2008.  
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## **BY-LAWS OF THE CALIFORNIA HEAD START ASSOCIATION**

### **ARTICLE I. – NAME AND OFFICE OF THE CORPORATION**

#### *Section I.1. — NAME*

The name of the Corporation shall be the California Head Start Association (“CHSA”).

#### *Section I.2. — OFFICE*

The Corporation shall have its principal office of business at 1107 9<sup>th</sup> Street, Suite 301, Sacramento CA 95814, or at any other such address as the Board of Directors may direct.

### **ARTICLE II. – PURPOSE OF THE CORPORATION**

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for Charitable purposes. The specific purpose for which this Corporation is organized is to be a provider of quality professional development services, education projects, advocacy and government relations that meet the needs and interests of members, groups, and/or individuals who are primarily involved in services to Head Start, hereafter referred to as Head Start, children and families. CHSA may engage in any lawful act in which a Corporation incorporated under the California Nonprofit Public Benefit Corporation Law may engage.

### **ARTICLE III. – GENERAL MEMBERSHIP OF THE CORPORATION**

#### *Section III.1 – CLASSES OF MEMBERSHIP*

There shall be two (2) classes of membership of the California Head Start Association. These include:

- A. Individual Members: Individual Members of the Corporation shall consist of any interested individual who is current on payments for annual individual membership dues.
- B. Agency Members: Agency Members of the Corporation shall consist of entities funded by the U.S. Department of Health and Human Services Administration for Children and Families Office of Head Start as Head Start grantees or delegates who are current on their payments to CHSA for annual membership dues.

#### *Section III.2 – FEE STRUCTURE*

A fee structure for the annual dues of each class of membership shall be established by the Board of Directors, and shall be reviewed and updated as necessary, from time to time. Dues of a new member shall be due on the first day of the month in which such new membership becomes effective for the remainder of the membership year of the corporation which runs from July 1<sup>st</sup> through June 30<sup>th</sup>.

*Section III.3 – VOTING RIGHTS OF CLASSES*

- A. Individual Members: Each Individual Member shall be a voting member of the Corporation and be entitled to one vote on each matter submitted for a vote to the general membership. A Member may vote in person or by mail or electronic means in such manner as the Board of Directors shall determine.
  
- B. Agency Members: Head Start Agency Members shall assign three individuals to be voting members of the Corporation and shall notify the Corporation with a list of individuals that have been assigned from that Agency at the time of enrollment and payment of dues and review and update annually. The three employees shall be entitled to one vote each on each matter submitted to a vote of the general membership. Each may vote in person or by mail or electronic means in such manner as the Board of Directors shall determine. Other than the votes specified in these Bylaws, there shall be no additional voting privileges for the Agency entity itself.

**ARTICLE IV. - BOARD OF DIRECTORS**

*Section IV.1. - NUMBER OF DIRECTORS*

The CHSA Board of Directors shall be composed of not less than twenty (20) Directors, but not more than twenty-four (24) Directors, all of whom are either Individual or Agency members entitled to vote, as per Sections III.1., Classes of Membership, and III.3., Voting Rights of Classes, above.

*Section IV.2. – COMPOSITION OF BOARD OF DIRECTORS*

The composition of the Board of Directors shall include, but not be limited to:

- A. Nine (9) Cluster Representatives
- B. One (1) Tribal Head Start Representative
- C. One (1) Migrant Head Start Representative
- D. Four (4) Elected Officers, President, Vice President, Secretary & Treasurer
- E. One (1) Immediate Past President (ex-officio and non-voting)
- F. Three (3) Head Start Agency Staff Members
- G. Three (3) Head Start Agency Parents
- H. Two (2) Friends of Head Start

*Section IV.3. – SELECTION/ELECTION TO THE BOARD OF DIRECTORS*

Cluster Representatives, Tribal Head Start Representatives, Migrant Head Start Representatives, elected Officers, the Immediate Past President, Staff, Parents and Friends of Head Start are eligible for selection or election to the Board of Directors if they are current Individual Members or employee representatives of the Agency Members entitled to vote and in good standing. Each type of Director (other than the Officers and the Immediate Past President) shall specifically be selected or elected by the Board of Directors from the nominees presented by the Individual Members, Agency Members and/or other Person(s) in the manner below.

- A. **CLUSTER REPRESENTATIVES** — Cluster Representatives and their alternates will be selected from Head Start grantees and delegate agencies by each CHSA-designated geographic cluster and must be Agency Member representatives. The representative put forth by the cluster must be an executive director, director, administrator or other person with authority over HS program operations. If the cluster puts forth someone other than that, rationalization for such an appointment is provided. Each cluster will elect and present its nominee for the Cluster Representative and Alternate before May 1<sup>st</sup> of odd-numbered years. The cluster will notify the CHSA Board President of its nominee(s) by May 1<sup>st</sup> of the odd-numbered years. If a cluster does not select a representative and alternate by then, the President may make recommendations regarding appointments to the Board for Cluster Representative and their alternate slots at the summer Board meeting. At that meeting, the Board of Directors will take formal action to approve the clusters' selections or the President's recommendations for inclusion of Cluster Representatives on the Board of Directors. Only one individual per cluster may act as the identified alternate to support cluster representation at Board meetings., The alternate may attend open session Board meetings with or without the presence of the Representative, but shall have voting rights only in the absence of his or her Cluster Representative.

It is the responsibility of the Representative to keep his or her Alternate apprised and current as to the purposes, business and actions of the Board and to notify said alternate of the intention to be absent from a Board meeting whenever possible. In the absence of the Representative, the Alternate shall perform the duties of the Representative and will keep said Director informed as to the decisions of the Board during that absence. Alternates may serve on Standing and Ad Hoc Committees with full voting rights therein.

- B. **TRIBAL REPRESENTATIVES** — The Tribal Directors of programs in California receiving specific Tribal Head Start funding from the U.S. Administration for Children and Families will elect from their Association a Tribal Representative and Alternate and will notify the CHSA President of their nominees by May 1<sup>st</sup> of the odd-numbered years. The representative put forth by the Tribal Directors must be an executive director, director, administrator or other person with authority over HS program operations. If the group puts forth someone other than that, rationalization for such an appointment is provided. If the Tribal Directors do not nominate a representative and alternate by this time, the President may make recommendations regarding appointments to the Board for Tribal Representative and alternate slots at the summer Board meeting. At that meeting, the Board of Directors will take formal action to elect the Tribal Representative to the Board. There will be only one Tribal alternate who may attend all open session Board meetings but will have voting privileges only in the absence of the Tribal Representative.
- C. **MIGRANT/SEASONAL PROGRAM REPRESENTATIVES** — The Migrant/Seasonal Directors of programs in California receiving specific Migrant Head Start funding from the U.S. Administration for Children and Families will elect from the Migrant & Seasonal Head Start Coalition a Migrant Representative and Alternate and will notify the CHSA President of their nominees by May 1<sup>st</sup> of the odd-numbered years. The representative put forth by the Migrant programs must be an executive director, director, administrator or other person with authority over HS program operations. If the group puts forth someone other than that, rationalization for such an appointment is provided. If the Migrant Directors do not nominate a representative and alternate by this time, the

President may make recommendations regarding appointments to the Board for Migrant Representative and alternate slots at the summer Board meeting. At that meeting, the Board of Directors will take formal action to elect the Migrant Representative to the Board. There will be only one Migrant alternate who may attend all open session Board meetings but will have voting privileges only in the absence of the Migrant Representative.

- D. ELECTED OFFICERS — The Officers (as defined in Section V.1.) shall be elected by the general membership (*see* Section V.2 for the election process). Elected Officers shall not concurrently serve as a representative to the Board from any other category.
- E. IMMEDIATE PAST PRESIDENT — The individual who is the outgoing Board President (the Immediate past President) shall serve as an ex-officio, non-voting member of the Board of Directors for two years after his or her term ends.
- F. HEAD START AGENCY STAFF MEMBERS — Any Head Start Agency Member employee, other than Agency Directors, Executive Directors, or Chief Executive Officers, shall be nominated by his or her designated cluster or by an Individual or Agency Member representative of the CHSA Corporation. Such nominations shall be submitted to the President by May 1st of the odd-numbered years. The President will then review the nominations and make recommendations regarding appointments to the Board for Head Start Agency Staff Member slots at the summer Board meeting. At that meeting, the Board of Directors will take formal action on the President's recommendations for election of Head Start Agency Staff Members on the Board of Directors. The Agency member that employs the staff representative is financially responsible to ensure the Staff Member's participation as a CHSA Board member.
- G. HEAD START AGENCY PARENTS — Any parent of a child that is enrolled in a Head Start program run by an Agency Member shall be nominated by such Agency Member's representative or by Individual Members of the Corporation. Such nominations shall be submitted to the President by May 1st of the odd-numbered years. Head Start Agency Parent representatives must have a child enrolled in Head Start at the time they will begin their term on the Board of Directors. After receiving nominations by May 1<sup>st</sup> of the odd-numbered years, the President will then review the nominations and make recommendations regarding election to the Board for Head Start Agency Parent slots at the summer Board meeting. At that meeting, the Board of Directors will take formal action on the President's recommendations for election of Head Start Agency Parents on the Board of Directors. The Member Agency sponsoring its respective Parent Board Member is financially responsible to support that parent's participation during his or her term.
- H. FRIENDS OF HEAD START — Any interested individual who has a strong commitment to the mission of the CHSA Corporation and who is not affiliated with any Head Start Member Agency shall be nominated by Agency or Individual Member representatives of the Corporation to the President by May 1st of the odd-numbered years. The President will then review the nominations and make recommendations regarding election to the Board for Friends of Head Start slots at the summer Board meeting. At that meeting, the Board of Directors will take formal action on the

President's recommendations for election of Friends of Head Start on the Board of Directors.

*Section IV.4. - GENERAL POWERS AND DUTIES OF BOARD OF DIRECTORS*

If a board member's status changes from what he/she were originally elected to represent, that will automatically create a vacancy that will be filled in accordance with Section IV.7. If there is currently an alternate for that seat, the alternate would then become that representative. If the alternate is not available, the President would appoint someone to fill that position.

The Board of Directors shall have the authority for the establishment of policy in the conduct of business for the Corporation and shall have overall responsibility for the management of its affairs and property, including the hiring and firing of the Executive Director. The Board of Directors shall have, and may exercise, any and all powers which are necessary and convenient to carry out the mission and purposes of the Corporation. All corporate power shall be exercised by the Board, except as otherwise expressly required by law, the Articles of Incorporation or these Bylaws.

*Section IV.5. - TERMS OF OFFICE FOR BOARD OF DIRECTORS*

Each Director shall serve for two-year terms and shall serve until his or her successor is elected or appointed, according to these Bylaws, or until his or her death, resignation, or removal. With the exception of individuals serving as Officers and Immediate Past President, Directors solely by virtue of holding such positions and whose terms shall be limited to the duration such positions are held. Terms of the Board of Directors begin at the fall (was summer) meeting. Officers are seated in the even-numbered years, all other Directors are seated in the odd-numbered years.

*Section IV.6. - RESIGNATION; REMOVAL*

- A. A Director may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time therein specified; the acceptance of such resignation shall not be necessary to make it effective. Resignation shall create a vacancy to be filled in accordance with Section IV.7 of these Bylaws.
- B. With the exception of the Officers and the Immediate Past President, Directors may be removed by an affirmative vote of two-thirds (2/3) of the Directors of the Board if a Director is absent from three (3) consecutive regular meetings in a 12-month period or for any other cause authorized by law. The vacancy will be filled according to Section IV.7 of this Article.

*Section IV.7. - VACANCIES*

In the event of a vacancy between elections or appointment, the President shall fill the vacancy, subject to the ratification by the Board, for the remainder of the term.

*Section IV.9. - CONFLICT OF INTEREST*

The Board of Directors shall establish, adopt and periodically update a written corporate policy that establishes procedures for disclosing and addressing conflicts of interest or the appearance of conflicts of interest by individual Directors, Officers, employees, consultants and/or agents who provide services or furnish goods to the Corporation, and for maintaining the confidentiality of the Corporation's proprietary information. As a general rule, any Director who is an employee, agent, or representative of an entity which is engaged or proposed to engage in some form of business or professional relationship with the Corporation, or is a spouse, child, parent, or sibling, or in-law by marriage of such individual, shall declare a conflict of interest and abstain from voting on any issue relating to said matter. A Majority of disinterested Directors present at any regular or special meeting at which a quorum is present may rule on matters involving perceived or actual conflicts of interest provided the facts of any such interest by a Director (or his or her family) are disclosed to the Board prior to or at the meeting at which such matter is approved.

*Section IV.10. — COMPENSATION*

No Director shall be compensated for services performed in his or her capacity as a Board member; however, by resolution, Directors may be reimbursed for reasonable expenses incurred in the conduct of their Board duties attending a regular or special meeting of the Board.

*Section IV.11. – INDEMNIFICATION OF DIRECTORS*

To the extent authorized by law, the Corporation shall indemnify any person made a party to an action, suit, or proceeding (whether civil, administrative, or investigative) by reason of the fact that such person is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorney's fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

*Section IV.12. – POWERS OF INDIVIDUAL BOARD MEMBERS*

No individual Director shall act for the Board except as specifically authorized by the Board of Directors. Board members shall refrain from giving personal advice or directives to any staff member of the Corporation.

**ARTICLE V. – OFFICERS, OFFICER ELECTIONS, AND DUTIES OF OFFICERS**

*Section V.1. – OFFICERS*

The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may approve such other additional officers ("Additional Officers") from time to time as it deems advisable, all of whom shall be Directors of the Corporation. No person shall hold more than one office at a time.

*Section V.2. – ELECTION OF OFFICERS*

- A. An Ad-Hoc Committee shall develop an election process for Officers that shall be approved by the Board biennially at its spring meeting of the even-numbered years. Such process will include the method by which balloting will occur and the time frame within

which ballots must be returned. Nominations for individuals to appear on the slate of candidates can be submitted by any Director and must be submitted to the Board Secretary no less than 21 days following the month in which the Board approves the election process. The Secretary shall verify that candidates are Individual Members or the employee representatives of the Agency Members entitled to vote, as per Sections III.1., Classes of Membership, and III.3., Voting Rights of Classes, of Article III above, in good standing and qualified to run for Office.

- B. Officer elections will be held via mail and/or electronic ballots in May of even-numbered years. Officers will be elected upon receipt of a simple majority of returned ballots of the general membership with voting rights constituting a quorum within the specified time frame set out in the Board-approved election process. Announcement of new Officers will be provided to members as soon as reasonably possible after tallying the votes.
- C. Officers shall take office at the summer meeting of the even-numbered years.

*Section V.3. – TERMS OF OFFICE*

- A. Terms of all Officers shall be two (2) years. An individual may not serve more than two (2) consecutive terms in the same office.
- B. If elected to an Office after having served two consecutive terms in a different Office immediately prior, an individual shall not serve more than two consecutive terms in the new Office. In no event shall an individual serve more than four consecutive terms as an Officer.
- C. Each Officer shall serve until his or her successor is elected or appointed, according to these Bylaws, or until his or her death, resignation, or removal.

*Section V. 4. – POWERS AND DUTIES OF OFFICERS*

The powers and duties of the Officers of the Corporation shall be as provided for in these Bylaws, or as provided pursuant to these Bylaws, or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by Officers holding such Offices.

- A. **PRESIDENT** — The President shall be the principal elected Officer of the Corporation and shall act as the designated spokesperson on all Board matters. The President shall preside as the Chairperson over all meetings of the Board at which he or she is present and shall serve as the Chairperson of the Executive Committee. The President may elect to serve as an ex-officio member of all other Committees. He or she shall be kept apprised of the general affairs of the Corporation. The President shall ensure the Board supervises and evaluates the Executive Director. Except as otherwise provided in these Bylaws, the President shall appoint Committee Chairs. The President, together with the Executive Director, shall prepare the agenda for all meetings of the Board. The President shall call the Board members together for special meetings whenever he or she deems it necessary and shall generally discharge such other duties as may be assigned to him or her by the Board. The President may sign any document or instrument of the Corporation requiring the signature of an Officer of the Corporation which is necessary and incident



to the purposes of the Corporation, except where the signing of such document or instrument is expressly delegated by the Board of Directors to another Officer or agent of the Corporation or as otherwise required by law.

- B. VICE PRESIDENT — In the absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers and be subject to all of the restrictions placed upon the President. The Vice President shall serve as Chair of the Government Affairs and Public Policy Committee and shall also perform such other duties as may be assigned to him or her by the Board.
- C. SECRETARY — The Secretary shall be responsible for keeping an accurate record of the proceedings of all meetings of the Board of Directors, and such other actions of the Corporation as the Board of Directors shall direct. The Secretary shall maintain membership and election procedures and records. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general, shall perform all duties customary to the office.
- D. TREASURER — The Treasurer shall oversee the fiscal affairs of the Corporation, and shall render regular statements to the Board of Directors on the financial condition of the Corporation. The Treasurer shall serve as the Chair of Finance Committee and shall perform other such duties as may be delegated to him or her by the Board.

#### *Section V. 5. -REMOVAL; RESIGNATION*

An Officer may be removed at any time, with or without cause, by the Board of Directors by a two-thirds (2/3) vote of the Directors present and voting at any regular meeting or special meeting called for such purpose. Removal from the Board shall automatically constitute removal from any Office held by such Member. An Officer may resign at any time by giving written notice to the President. If the President is the resigning Officer, written notice shall be given to the Secretary.

#### *Section V. 6. -OFFICER VACANCIES*

A vacancy occurring in any Office before the term expires, except the Office of President, shall be filled by a majority vote of the Directors present and voting at the next regular Board meeting or at any special meeting called for such a purpose. In the event of a vacancy in the Office of President, the Vice President shall assume the Office of President. The new Officer shall serve only for the duration of the unexpired term of the Office filled.

### **ARTICLE VI. – COMMITTEES OF THE BOARD OF DIRECTORS**

#### *Section VI.1 – GENERAL*

There shall be both Standing Committees and Special or Ad Hoc Committees. Committee members (including any vacancies) shall be appointed by a majority vote of the Directors then in office. A majority of the members of each Committee with voting rights shall constitute a quorum for the transaction of business of such Committee. The act of a majority at a meeting in which a quorum is present shall be the act of such Committee. Each Committee's decisions are then subject to approval by the full Board of Directors. Only the Executive Committee shall be

authorized to act on behalf of the Corporation. All Committees shall act in a manner which is consistent with the policies of the Board of Directors.

*Section VI.2 – STANDING COMMITTEES*

The Board of Directors of the Corporation shall have the following standing committees: an Executive Committee, a Finance and Audit Committee, and a Government Affairs Committee.

- A. EXECUTIVE COMMITTEE — The Executive Committee shall consist of the four elected Officers, including President, Vice President, Secretary, and Treasurer elected by the Board of Directors and the Immediate Past President. In order to provide direct Board input and representation to the Executive Committee and insure clear communication between the two entities, an additional Member-At-Large will be selected as a member of the Executive Committee.

The At-Large Member shall be a current CHSA Board Director who is elected by a majority of the Board members attending the Summer meeting of the even numbered years and shall serve the same term as the Officers. At-Large Membership does not create a vacancy in the composition of the Board of Directors and does not require replacement for the individual Director's position. An At-Large vacancy occurring before the term expires shall be filled in the same manner as Officer vacancies in accordance with Section V.6 above.

The Executive Committee shall assure coordination of activities among the committees of the Board and has the authority to conduct necessary business between meetings of the Board of Directors, as well as handle such affairs as may be requested by the Board of Directors. The Executive Committee shall not have the power to modify any action taken by the Board or to take any action that, by law, requires an action by the Board or the General Membership. The Executive Committee is responsible for conducting the performance evaluation of the Executive Director annually as well as other personnel matters that require Board involvement.

- B. GOVERNMENT AFFAIRS AND PUBLIC POLICY COMMITTEE — The Government Affairs and Public Policy Committee shall be chaired by the Vice President. The Government Affairs and Public Policy Committee shall consist of at least three (3) Directors, and may also include from the General Membership Individual Members and Agency Member employee representatives in good standing with CHSA who may act in an advisory capacity to the Committee. Only the Directors on the Government Affairs and Public Policy Committee are entitled to vote on actions or recommendations of the Committee. The Government Affairs and Public Policy Committee shall develop policy and advise CHSA in matters related to government relations, public policy and legislation.
- C. FINANCE AND AUDIT COMMITTEE — The Finance and Audit Committee shall be chaired by the Treasurer and consist of at least three (3) Directors. It shall provide advice and recommendation on all fiscal planning, budgeting, fiscal policy development and monitoring of financial performance and shall report to regularly to the Board of Directors on the financial status of CHSA. The Finance and Audit Committee shall recommend selection of any auditors, as needed, and shall receive any audit reports of the Corporation.

### *Section VI.3- AD-HOC COMMITTEES*

From time to time, as necessary and appropriate, the Board, by resolution, may establish Ad-Hoc Committees consisting of at least two (2) Directors. The Chairpersons of these Committees shall be appointed by the President of the Board and shall be Directors. Ad-Hoc Committees shall meet only when called into session by the Chairperson of the respective Committee or when instructed to do so by the Board of Directors. All Ad-Hoc Committees shall limit their activities to the accomplishment of those tasks for which they are appointed. Such Committees shall not exist for more than two years without the approval of the Board of Directors. Unless already Directors or Alternates, members of Ad-Hoc Committees shall not have voting rights on the Committees or on the Board of Directors.

## **ARTICLE VII – MEETINGS**

### *Section VII.1–MEETINGS OF THE GENERAL MEMBERSHIP*

- A. NOTICE - Meetings of members, regular or special, shall be held within the State of California upon not less than fifteen (15) days written or printed notice, delivered either personally or by first class mail, to each member entitled to vote at such meetings, subject to waiver of notice as provided in the California Nonprofit Public Benefit Corporation Law. Such notice for special meetings shall state the place, date and time of the special meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which Members may participate in that meeting, and the general purpose or purposes, including the matters to be acted on, for which the meeting is called.
- B. ANNUAL MEETING AND SPECIAL MEETINGS – The annual meeting of the General Membership shall be held during the winter conference or as otherwise established by the Board of Directors for the transaction of any business that may properly be brought before the meeting. Special meetings may be called by the President, the Board of Directors, or by petition of a group of Members having at least 5 percent of the votes entitled to be cast at such meeting.
- C. VOTING — Unless otherwise specified in these Bylaws, each Member of the corporation shall be entitled to one vote on each matter submitted to a vote of the Members. A Member may vote in person, by mail, or electronic means, in such manner as the Board of Directors shall determine and which complies with the California Nonprofit Public Benefit Corporation Law. Proxy voting shall not be allowed.
- D. QUORUM — At all meetings of the General Membership, either regular or special, one-fifth (1/5) of the Members entitled to vote at such meeting represented in person or via allowable telephonic or electronic means shall constitute a quorum. Unless otherwise specified in these Bylaws or required by law, the affirmative vote of a majority of Members entitled to vote and present at a meeting in which a quorum exists shall be necessary for the adoption of any matter voted upon by the General Membership.
- E. TELEPHONIC OR ELECTRONIC MEETINGS — Any or all Members may participate in a meeting of the General Membership by telephone or by other means of electronic

communication so long as (1) reasonable measures are implemented that allow members a reasonable opportunity to participate in the meeting, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and, as applicable to vote, and (2) if any member votes or takes other action at the meeting, the means of communication allow a record of that vote or action to be maintained by the Corporation. Such participation shall constitute presence in person at the meeting.

*Section VII.2– MEETINGS OF THE BOARD OF DIRECTORS*

- A. NOTICE – Except as otherwise provided by these Bylaws, Regular meetings of the Board of Directors may be held without notice if the time and place of the meetings are fixed by Board. Special meetings of the Board shall be held upon four (4) days notice by first-class mail or 48 hours notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation.
- B. WAIVER OF NOTICE — Notice of any meeting of the Board of Directors need not be given to any Board member who submits a signed waiver of notice, either before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.
- C. REGULAR AND SPECIAL MEETINGS – The Board of Directors shall meet quarterly four (4) times per year (spring, summer, fall, winter), including once during the winter conference, with dates for all regular meetings to be determined in advance by the Board of Directors. Such regular meetings shall be for the transaction of any business that may properly be brought before the meetings. Special meetings may be called by the President, or by petition of any two (2) Directors.
- D. EXECUTIVE SESSION — The Board of Directors may hold an Executive Session during any scheduled meeting whenever called by the President or by any Director for such purposes as it deems necessary, including, but not limited to, discussion of litigation (actual or threatened), or evaluation of personnel or discussion of personnel issues. The President of the Board may invite the Executive Director and such other persons as he or she deems appropriate to attend an Executive Session. The public and staff personnel are excluded from Executive Sessions except when invited to give testimony or advice, after which they will be excused. Alternates who attend Board meetings to support their Representatives are excluded from Executive Sessions.
- E. QUORUM AND MANNER OF ACTING — A simple majority (50% +1) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting. In the absence of a quorum, a majority of the Directors present may adjourn the meeting and shall give absent Directors reasonable notice of the time and place of such adjourned meeting, or the Directors present may submit any proposed action or resolution to the full Board of Directors without a meeting pursuant to Section VII.2.F. of this Article. Except as otherwise provided by these Bylaws or as may be required by applicable law, all matters before the Board of Directors shall be decided by an affirmative vote of the majority of the Directors present and voting at which a quorum exists. Each Director shall be entitled to one (1) vote. Proxy voting shall not be permitted.

- F. ACTION WITHOUT MEETING — Any action required or permitted to be taken at any meeting of the Board of Directors of a Committee of the Board of Directors may be taken without a meeting if the text of the action or resolution agreed upon is sent to all Directors then in office or all Committee Members, as applicable, provided that all Directors then in office or all Committee Members, as applicable, consent in writing to such action or resolution. Such consent in writing shall have the same force and effect as a vote of the Board of Directors or a Committee, as applicable, at a meeting thereof, any may be described as such in any document executed by the Corporation.
- G. TELEPHONIC OR ELECTRONIC MEETINGS — Unless otherwise specified by State law, any or all Directors may participate in a meeting of the Board of Directors or a Committee of the Board of Directors, as applicable, by telephone or by other means of electronic communication so long as all Directors who are participating in the meeting can hear all other Directors. Such participation shall constitute presence in person at the meeting.

## **ARTICLE VIII. - FISCAL YEAR**

The fiscal year of the California Head Start Association shall begin July 1 and end on June 30 of each year.

## **ARTICLE IX. – EXECUTION OF PAPERS**

Except as the Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Corporation shall be signed by the Executive Director of the Corporation or his or her designee, as per the Corporation's Accounting Procedures.

## **ARTICLE X. – AMENDMENTS**

Unless an amendment would adversely affect the voting rights of either class of the General Membership (in which case approval of the affected class or classes of Members is required), these Bylaws may be amended by a two-thirds (2/3) vote of the sitting Directors present and voting at any regular or special meeting, provided that written notice of the proposed amendment(s) shall be forwarded to Directors at least (7) days prior to the meeting at which the vote is to be taken. No Amendment may be made so as to avoid limitations imposed by the Articles of Incorporation.

## **ARTICLE XI. – MISCELLANEOUS**

### *Section XI.1-PARLIAMENTARY PROCEDURE*

When parliamentary procedures are not covered by these Bylaws, Roberts Rules of Order (Revised) shall prevail, unless suspended by majority vote of the Board.

### *Section XI.2-BOOKS AND RECORDS*

The Corporation shall keep at the office of the Corporation correct and complete books and records of account and minutes of the proceedings of its Board of Directors and its Committees, a list of the names and addresses of its Board of Directors and Officers, and a list of the General Membership eligible to vote. Any of the foregoing books, minutes, and records may be in written form or in any other form capable of being converted into written form within a reasonable time.

*Section XI.3- TAX-EXEMPT STATUS*

The Corporation shall be operated within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. internal code).

*Section XI.4-EXEMPT ACTIVITIES*

No Director, Officer, employee, consultant, or agent of the Corporation shall take any action or carry on any activity, by or on behalf of the Corporation, not permitted to be taken or carried on by an organization: (i) exempt from federal income taxation under Internal Revenue Code Section 501(c)(3); and (ii) contributions to which are deductible under Internal Revenue Code Section 170(c)(2).

*Section XI.5-SHARING IN CORPORATE EARNINGS*

No Director, Officer, or employee of, or any other person connected with, the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of the Corporation or the reimbursement of expenses incurred by any such person on behalf of the Corporation, in connection with effecting any of the purposes of the Corporation.

*Section XI.6-PROHIBITION AGAINST POLITICAL ACTIVITIES AND LIMITATIONS ON LOBBYING*

The Corporation shall not participate, or intervene, in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence, legislation, except to the extent permitted by law for nonprofit, tax-exempt organizations.

**Revised and adopted by the CHSA Board of Directors September 15, 2000.**

**Approved by Membership January 10, 2001.**

**Revised and adopted by the CHSA Board of Directors October 21, 2003.**

**Approved by Membership January 22, 2004.**

**Amended and Restated on January 11, 2008.**

**Adopted by the CHSA Board of Directors January 22, 2008.**

**Approved by Membership May 2, 2008.**

**Revised and adopted by CHSA Board of Directors, February 1, 2010.**