



Head Start
CALIFORNIA
CONNECTING | ENGAGING | ADVOCATING
for our highest needs children

BYLAWS

OF HEAD START CALIFORNIA

2020



Revised by the Head Start California Board of Directors
March 23, 2020

**ARTICLE 1. N
NAME AND OFFICE OF THE CORPORATION**

Section 1.1. Name

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

Section 1.2. Office

The Corporation shall have its principal office of business at any place or places within California as may be specified by resolution of the Board of Directors.

**ARTICLE 2.
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. HSC may engage in any lawful act in which a Corporation incorporated under the California Nonprofit Public Benefit Corporation Law may engage.

**ARTICLE 3.
GENERAL MEMBERSHIP OF THE CORPORATION**

Section 3.1 Classes of Membership

There shall be at least one class of membership of HSC.

- A. Agency Members: Agency Members of HSC shall consist of entities who provide Head Start services, including grantees, delegates and partners, and who are current on their membership dues.
- B. The Board of Directors may create additional *non-voting* membership classes by a vote of the Board.

Section 3.2. Fee Structure

A fee structure for the annual dues 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 through June 30.

Section 3.3. Voting Rights of Membership

A. *Agency Members.* Agency Members shall assign one individuals to be the voting members and shall notify the Corporation with the name of the individual that has been assigned from that Agency at the time of enrollment and payment of dues and review and update annually. The individual 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 4. BOARD OF DIRECTORS

Section 4.1 Number of Directors

The HSC Board of Directors shall be composed of not less **than fifteen (15) Directors, but not more than twenty-nine (29)** Directors, all of whom are Agency members or Directors at large entitled to vote.

Section 4.2. Composition of Board of Directors

The composition of the Board of Directors shall include:

- A. Eighteen (18) Cluster Representatives
- B. Two (2) Tribal Head Start Representative
- C. Two (2) Migrant Head Start Representative
- D. One (1) Immediate Past President (ex-officio)
- E. Six (6) Directors-at-Large

Section 4.3. Selection / Election to the Board of Directors

A. *Cluster, Tribal Head Start, and Migrant Head Start Representatives.*

1. These representatives are nominated by their clusters. Candidates must be:
 - a. an employee of a member agency entitled to vote.
 - b. an executive director, director, administrator, or other person with authority over Head Start or Early Head Start program operations.
2. Member agencies employing the Director are financially responsible for board related travel costs.

B. *Directors-at-Large.* Directors-at-Large are recruited and selected to attract individuals with experience and expertise in a variety of non-profit leadership skills, such as Governance, Advocacy, Fundraising and Philanthropy, and Workforce Development.

1. Any board member may nominate a candidate to serve as a Director-at-Large by submitting their name to the Governance Committee.
2. The Governance Committee reviews all nominations and submits recommended candidates to the Board.
3. The board elects each Director-at-Large individually.
4. The Member Agency of parent representatives are financially responsible for board-related travel costs.

C. *Election process.* The board shall establish the process for the election /selection of Directors in the Board's Standard Operating Procedures

D. Directors are expected to:

1. Attend all meetings.
2. Inform the president if they will not attend a board meeting.

Section 4.4 General Powers and Duties of the Board of Directors

- A. 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.
- B. 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 4.5 Terms of Office for the Board of Directors

- A. Directors terms of office shall be staggered, three-year terms, with approximately one-third of Directors elected /selected in any year. The schedule and rotation of these terms shall be established in the board's Standard Operating Procedures. Each Director shall until his or her successor is elected or appointed, according to these Bylaws, or until his or her death, resignation, or removal.
- B. Directors may serve only up to two full consecutive terms, unless otherwise determined by the board. Following such consecutive terms, a director may be re-elected after he or she has been off the board for one year.

Section 4.6 Resignation; Removal

- 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 4.7 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 4.8 Conflict of Interest Policy

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 4.9 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 4.10 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 4.11 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 5. OFFICERS, OFFICER ELECTIONS, AND DUTIES OF OFFICERS

Section 5.1 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 5.2 Election of Officers

- A. Officers are elected at the annual meeting by the board from among the Directors and shall serve at the pleasure of the Board.
- B. The process and timeline for electing officers shall be established in the Board's Standard Operating Procedures.

Section 5.3 Officer Terms of Office

- A. Terms of all Officers shall be two (2) years. A director may not serve more than two consecutive terms in the same office and cannot serve more than three (3) consecutive terms in any officer position.
- B. 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 5. 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 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 5.5. 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 5.6. 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 6. COMMITTEES OF THE BOARD OF DIRECTORS

Section 6.1. 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 6.2 – Standing Committees

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

1. The At-Large Member shall be a current HSC 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.

2. The Executive Committee shall ensure 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. Specifically, the Executive Committee cannot amend bylaws, elect or remove board members, hire or fire the Executive Director, approve or change the budget, or make major structural decisions, such as adding or eliminating programs or approving mergers or dissolving the Corporation.

3. 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. *Public Policy Committee.* The Public Policy Committee shall be chaired by the Vice President. The 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 HSC who may act in an advisory capacity to the Committee. Only the Directors on the Public Policy Committee are entitled to vote on actions or recommendations of the Committee. The Public Policy Committee shall develop policy and advise HSC in matters related to government relations, public policy and legislation.

C. *Finance Committee.* The Finance 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 HSC.

D. *Audit Committee.* The Audit Committee shall consist of at least three (3) Directors. The Finance Committee shall recommend selection of auditors, receive any audit reports of the Corporation, and report their findings to the Board of Directors.

Section 6.3. Ad Hoc Committees & Task Forces

The board may establish ad hoc committees or task forces by a vote of the board. The purpose and structure of ad hoc committees and task forces shall be set forth in the Board's Standard Operating Procedures.

ARTICLE 7. MEETINGS

Section 7.1 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 7.2 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.
- 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 or 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 8. FISCAL YEAR

The fiscal year of **HSC** shall begin July 1 and end on June 30 of each year.

ARTICLE 9. 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 10. AMENDMENTS

Unless an amendment would adversely affect the voting rights of the General Membership (in which case approval of the affected 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 11. MISCELLANEOUS

Section 11.1 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 11.2 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 11.3 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 11.4 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 11.5 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.

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