

**GEORGIA
HEAD START ASSOCIATION
BY-LAWS**

**ADOPTED: May 15, 1997
REVISED: March 10, 2016**

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Article I

Name

The name of the organization shall be known as the Georgia Head Start Association, Inc., hereinafter referred to as the "Association".

Article II

Purposes

The Association will provide an educational and charitable state forum for the continued enhancement of the status of children, youth, and families.

"Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law)."

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

Article III

Members

Section 1:

Membership shall consist of any Head Start grantee that is funded through the Department of Health and Human Services/Administration for Children and Families.

Section 2: Dues

The Board of Directors may determine from time to time the amount of annual dues, if any, payable to the Association. Dues shall be payable in advance by August 15th of each fiscal year. Dues of a new member shall be due on the first day of the month in which such membership

becomes effective for the remainder of the fiscal year. Agencies that have paid dues by the specified deadline will be provided with the resources and benefits that are available through the Association. This includes, but is not limited to: notices of meetings, minutes of meetings, emails or other information provided through the Association, opportunities to attend Association sponsored conferences at the member rate, and recipients of funding or services provided to the Association.

Article IV

Meetings of Members

Section 1: Notice

Meetings of members, regular or special, may be held upon not less than fifteen (15) days written or printed notice, delivered either personally, by mail, telegram, or electronically, to each member. Such notice shall state the special meeting, the purpose or purposes for which the meeting is called. Regular meetings shall be held at least once each year or more often as established by the members. Special meetings may be called by the President or the Board of Directors.

Section 2: Annual Meeting

The annual meeting of the members shall be held during the Spring Conference each year for the transaction of any business that may be properly brought before the membership.

Article V

Board of Directors

Section 1: Composition of Board

The Association's affairs shall be managed by a Board of Directors composed of no more than one hundred fifty (150) members and shall have the following Categories of membership.

- Category A.*** Category A members shall consist of those members of the Association who are directors of a Head Start grantee.
- Category B.*** Category B members shall consist of those members of the Association other than Category A members who are employed in a local Head Start program.
- Category C.*** Category C members shall consist of those members of the Association other than Category A or Category B members who are parents of children who are enrolled in a Head Start program.
- Category D.*** Category D members shall consist of Friends of the Association who are affiliated with a Head Start program.
- Category E.*** Category E members shall consist of Friends of the Association who are not affiliated with a Head Start program and are elected by the Association.

Section 2: Election of Directors

Each Head Start grantee may elect four (4) Directors, one from each of the membership Categories A, B, C, and D, to serve as members of the Board of Directors. Each Director must be certified by the Head Start grantee by August 15th of each calendar year. The Association

shall elect a maximum of four (4) Category E members. Category E members may be composed of persons in private or business sectors and must not be affiliated with any one grantee.

Section 3: Removal of Directors

Directors absent from two (2) consecutive meetings of the regular scheduled meetings will receive a letter from the Membership Committee encouraging attendance to all meetings.

Section 4: Vacancies

Any vacancy occurring in the membership of the Board of Directors shall be filled by the Head Start grantee from which the Director's vacancy occurs. Any Director so elected to fill a vacancy shall be a member of the same category of membership as that of his/her predecessor.

Section 5: Compensation

Directors shall not receive any compensation for their services for duties performed as members of the Association. Directors 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(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). The Georgia Head Start Association will not employ nor contract for services with a relative or immediate family member of a Board member. Relatives/immediate family are defined as: Spouse, parents, siblings, children, grandparents, grandchildren, step-family members, in-laws, aunts, uncles, nieces and nephews.

Section 6: Chair of the Board

The President of the Association shall serve as the Chair of the Board of Directors and shall serve in that capacity for the duration of his/her term as President. The Chair shall preside at all meetings of the Board of Directors.

Section 7: Duties of Directors

Directors shall be responsible, among other duties, for (1) setting policy and overseeing the implementation of the policy by the officers, (2) approving all policy statements issued on behalf of the Association, (3) approving an annual budget, (4) approving all Committee member appointments, and (5) devising and carrying into operation such other measures as they deem proper and expedient to promote the objectives of the Association.

Article VI

Meetings of the Board of Directors

Section 1: Notice

Meetings of the Board of Directors, regular or special, may be held upon not less than fifteen (15) days notice to each Director, either personally or by mail, telephone, telegram, or electronically. Unless otherwise specified in these by-laws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting. Regular meeting shall be held at least four (4) times a year or more often as established by resolution of the Board of Directors. Special meetings of the Board of

Directors may be called by the Chair or by written request of one-third (1/3) of the Directors. The place of the meeting shall be specified on the notice of the meeting.

Section 2: Quorum and Adoption

At all meetings of the Board of Directors, either regular or special, one-third (1/3) of the Directors then in office shall constitute a quorum. Unless otherwise specified in these by-laws, the affirmative vote of a majority of the Directors present shall be necessary for the adoption of any matter voted upon by the Directors.

Section 3: Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent, submitted electronically, setting forth actions so taken, shall be approved by the Board of Directors. Electronic voting may be held with not less than three (3) days notice to each Board Member. A response of one-third (1/3) of the Directors then in office shall constitute a quorum to conduct business electronically. The affirmative vote of a majority of the Directors responding shall be necessary for the adoption of any matter voted upon by the Directors.

Section 4: TeleConference Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken during a teleconference meeting if consent, submitted during the teleconference, setting forth actions so taken, shall be approved by the Board of Directors. Teleconference meetings may be held with not less than three (3) days notice to each Board Member. Agenda items must be announced. Participation of one-third (1/3) of the Directors then in office shall constitute a quorum to conduct business during a teleconference meeting. The affirmative vote of a majority of the Directors participating shall be necessary for the adoption of any matter voted upon by the Directors.

Article VII

Committees

Section 1: Management Committee

The Management Committee shall have and exercise the authority of the Board of Directors in the management of the Association. The Management Committee shall be composed of officers of the Association, the immediate past president, committee chairpersons and the regional representatives. Actions of the Management Committee shall be ratified by the Board of Directors, unless specified otherwise in these by-laws. In circumstances where programs or the Association can be impacted greatly in decisions that need to be made, and the full Board is unable to meet, the Management Committee shall have authority to conduct business on behalf of the Board. In order for the Management Committee to conduct business on behalf of the Board, the Board must have been provided with an opportunity to meet with the purpose of the meeting stated, and having declined to do so. Special called meetings of the Management Committee shall have a notification period to members of not less than 10 days prior to the meeting and shall have the purpose stated. Two-thirds (2/3) of the members then in office of the Management Committee shall constitute a quorum during special called meetings. Following a special called

meeting of the Management Committee in which business is conducted on behalf of the Board, written notification of actions taken by the Committee must be provided to the members of the Board of Directors within five (5) days of the meeting.

Section 2: Executive Advisory Committee

The Executive Advisory Committee will be composed of the President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, Parliamentarian, and Historian. The committee will serve as an advisory team to the President but will not conduct business on behalf of the Board. Meetings will be held as deemed necessary by the President.

Section 3: Other Standing Committees

Other standing committees are (1) Training and Technical Assistance/Site and Selection Committee, (2) Financial/Fund Raising Committee, (3) Membership Committee, (4) Issues/ Advocacy and Legislative Committee, (5) By-Laws/Nominations Committee, (6) Awards/ Scholarships Committee, (7) Marketing/ Public Relations Committee, (8) Professional Development Committee, and (9) Transportation Committee.

Section 4: Other Committees

Other committees may be established by the Board of Directors as deemed necessary.

Section 5: Committee Composition and Meetings

Membership on all committees shall be reflective of the membership categories of the Association. Committee meetings shall be conducted in such manner as the Board of Directors shall determine. Accurate records of the acts and proceedings of all meetings of each committee of the Association shall be reported to the Secretary of the Association.

Section 6. Committee Policies and Procedures

Each committee shall have written policies and procedures.

Section 7: Duties of Committee Chairs

The Chair shall be knowledgeable of Committee Procedures, and the Georgia Head Start Association's mission, By-Laws, and Strategic Plan. Duties of Committee Chairs are to attend Management Committee meetings, Board meetings, and meetings of the standing committee to which they are assigned. The Chair shall be prepared for their assigned committee's meetings, inclusive of the agenda and materials to be disseminated to the committee members and full Board. A written report of all meetings of the committee shall be submitted by the Chair. It shall be the responsibility of the Committee Chair to submit revisions of Committee Policies and Procedures to the Secretary, following Board approval. A copy of the Committee Policies and Procedures shall be provided by the Chair to new members who are assigned to the committee. The Chair shall communicate with the President prior to committee meetings when necessary and shall be responsible for submitting information to the President that is to be disseminated to the full Board.

Section 8: Removal of Committee Chairs

A Committee Chair may be removed from their duty at any time when it is in the best interest of the Association.

Article VIII

Officers

Section 1: Officers of the Association

The officers of the Association shall consist of a President, a 1st Vice-President, a 2nd Vice-President, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, a Parliamentarian, an Assistant Parliamentarian, a Historian, an Assistant Historian and such other officers that the Board of Directors may elect from time to time.

Section 2: Election and Term of Officers

The officers of the Association shall be elected from among the members of the Board of Directors by an affirmative vote of the members of the Board. Each officer so elected shall hold office for a term of two (2) years and shall hold office no more than two (2) consecutive terms and until his/her successor shall have been elected and certified, or until such time as he/she is removed as provided in Section 3 of this Article.

Section 3: Removal of Officers

Any officer or agent elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of two-thirds (2/3) of the Directors present at the meeting in which voting is held, whenever in their judgment the best interests of the Association will be served thereby.

Section 4: Vacancies

Any vacancy occurring in an office of the Association may be filled by the affirmative vote of two-thirds (2/3) of the Directors present at the meeting in which voting is held. Any officer so elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 5: Compensation

No officer shall receive any remuneration or compensation for his/her services to the Association or in connection with his/her duties as such officer. Officers 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(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 6: 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 premium of all such bonds shall be paid by the Association.

Section 7: Duties of President

The President shall be the Chief Executive Officer of the Association, shall serve as Chair of the Board of Directors and the Management Committee and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall recommend individuals to

serve as Committee Chairs. The recommendations shall be approved by an affirmative vote of the majority of the Directors. The President, 1st Vice-President, and 2nd Vice-President will provide support and oversight to assigned committees. The President shall refer issues to individual committees, as needed.

Section 8: Duties of the 1st Vice-President

In the absence of the President or in the event of his/her death, inability or refusal to act, the 1st Vice-President, unless otherwise determined by the Board of Directors, shall perform the duties of the President and when so acting shall have all powers of and be subject to all the restrictions upon the President. The 1st Vice-President shall perform other duties as assigned by the President or Board of Directors through the President. The 1st Vice-President will provide support and oversight to assigned committees.

Section 9: Duties of the 2nd Vice-President

In the absence of the President and the 1st Vice-President, or in the event of their death, inability or refusal to act, the 2nd Vice-President, unless otherwise determined by the Board of Directors, shall perform the duties of the President and when so acting shall have all powers of and be subject to all the restrictions upon the President. The 2nd Vice-President shall perform other duties as assigned by the President or Board of Directors through the President. The 2nd Vice-President will provide support and oversight to assigned committees.

Section 10: Duties of Secretary

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Board of Directors and of the members. He/she shall give all notices required by law and by these by-laws. He/she shall sign such instruments as may require his/her signature. He/she shall keep a register of the Post Office address of each Director and officer of the Association which shall be furnished to the Secretary by each officer and Director. He/she shall maintain a current record of the names and addresses of all members of the Association. He/she shall in general perform all duties incident to the office of the Secretary and such other duties as shall be assigned to him/her from time to time by the President or by the Board of Directors through the President.

Section 11: Duties of Assistant Secretary

The Assistant Secretary shall perform the duties of the Secretary in the absence of the Secretary and perform other duties as directed by the President or Board of Directors through the President.

Section 12: Duties of Treasurer

The Treasurer shall provide oversight of all funds and securities belonging to the Association and recordkeeping of full and accurate accounts of the finances of the Association under the direction of the Board of Directors. He/she shall cause a true statement of the assets and liabilities of the Association as of the close of each fiscal year, all in reasonable detail, to be made and filed with the President within one month after the end of each fiscal year. On a cash basis a detailed ledger of all receipts and disbursements of funds by the Association shall be maintained; said ledger shall be kept at such place as authorized by the Board of Directors, and which shall be open to inspection by any member of the Association, any member of the Board of Directors and by any other persons having a legitimate interest in the information contained therein. A report of the

financial status of the Association will be provided to the Board of Directors at each regular scheduled meeting.

Section 13: Duties of Assistant Treasurer

The Assistant Treasurer shall perform the duties of the Treasurer in the absence of the Treasurer and perform other duties as directed by the President or Board of Directors through the President.

Section 14: Duties of Parliamentarian

The Parliamentarian shall be responsible for maintaining order during all meetings in accordance with Robert's Rule of Order.

Section 15: Duties of Assistant Parliamentarian

The Assistant Parliamentarian shall perform the duties of the Parliamentarian in the absence of the Parliamentarian and perform other duties as directed by the President or Board of Directors through the President.

Section 16: Duties of Historian

The Historian shall be responsible for maintaining records of the history of the Georgia Head Start Association. Records shall consist of past and current events and be inclusive of written documents and photographs.

Section 17: Duties of Assistant Historian

The Assistant Historian shall perform the duties of the Historian in the absence of the Historian and perform other duties as directed by the President or Board of Directors through the President.

Section 18: Records

All records of an officer shall be relinquished to his/her successor.

Article IX

Region IV Head Start Association Representatives

Section 1: Composition

The Region IV Head Start Association Representatives will be composed of eight (8) members from the membership of the Board of Directors. The Georgia Head Start Association President will serve as a Region IV Head Start Association Representative; the remaining seven (7) Representatives will be elected from the membership of the Board of Directors.

Section 2: Election of Region IV Representatives

Two members from each category of membership of Categories A, B, C, and D of the Association shall serve as Region IV Representatives. The Georgia Head Start Association President will serve as one Region IV Representative from Category A. One member from Category A and two members from each categories of membership of Categories, B, C and D in the Association shall be elected from the members of the Board of Directors by an affirmative vote of the members of the Board. Members of Category C shall be elected annually through nominations of the Board during the first regularly scheduled meeting of the fiscal year.

Members from the Georgia Head Start Association Board of Directors Category E may be elected to serve as Category D members of the Region IV Board.

Section 3: Terms of Region IV Representatives

Each Region IV Representative so elected shall serve for a term of (2) years and shall serve no more than four (4) consecutive terms. Region IV Representatives from Category C shall serve for a term of (1) year and shall serve no more than eight (8) consecutive terms. Region IV Representatives shall serve until his/her successor has been elected or until such time as he/she is removed as provided in Section 4 of this Article. Any vacancy occurring in the Region IV Representative shall be filled from the membership category from which the vacancy occurs and must be approved by the Board of Directors. Any Representative so elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor.

Section 4: Removal of Region IV Representatives

Any Region IV Representative elected by the Board of Directors may be removed at any time by the affirmative vote of two-thirds (2/3) of the Directors then in office.

Section 5: Duties of Region IV Representatives

Region IV Representatives of the Association shall ensure open lines of communication between the Association and the Region IV Head Start Association Board of Directors. Representatives will be responsible for (1) representing the interest of the Association, (2) providing information to the Board of Directors concerning information and issues addressed by the Region IV Board of Directors and (3) expressing Association information and issues to the Region IV Head Start Board of Directors.

Section 6: Compensation

No Representative shall 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(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Article X

Paid Employees

Section 1: Executive Officer of the Association

Upon availability of funds, the Board of Directors may elect to employ an Executive Officer. The person hired shall be approved by the Board of Directors.

Section 2: Duties of Executive Officer

The Executive Officer will be responsible for the daily operations of the Georgia Head Start Association and will work under the direct supervision of the Association President.

Section 3. Removal of the Executive Officer of the Association

The Executive Officer of the Association may be removed at any time by the affirmative vote of two-thirds (2/3) of the Directors present at the meeting in which voting is held, whenever in their judgment the best interests of the Association will be served thereby.

Article XI

Contracts, Loans, Checks and Deposits

Section 1: Contracts

The Board of Directors may authorize the President to enter into any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances as defined by the Board of Directors.

Section 2: Loans

No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances as defined by the Board of Directors.

Section 3: Checks and Drafts

All checks, drafts or other orders for the payment of money, issued in the name of the Association, shall be signed by such officers, agent or agents of the Association and in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 4: Deposits

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such depositories as the Board of Directors may select.

Article XII

General Provision

Section 1: Waiver of Notice

Whenever any notice is required to be given to any Director or other person under the provisions of these by-laws, the Article of Incorporation or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

Section 2: Auditors

A certified public accountant shall 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 shall be provided to members of the Board of Directors.

Section 3: Prohibition Against Sharing in Association Earnings

No member, Director, officer or employee of, or person connected with the Association, or any other private individual shall receive at any time any of the net earnings of pecuniary profits from

the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the Association assets upon the dissolution of the Association. All members, Directors and officers of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations that would then qualify under the provision of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 4: Exempt Activities

Notwithstanding any other provision of these by-laws, no member, Director, officer, employee or other representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 5: Fiscal Year

The fiscal year of the Association shall begin on the first day of October and end on the last day of September in each year.

Article XIII

Amendments

These by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the Directors then in office, provided that prior written notice has been given to all members of the Board of Directors of the proposed amendments at least fifteen (15) days in advance of the meeting, and provided further than no such action shall be taken if it would in any way adversely affect the Association's qualification under Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States internal revenue law).

Adopted May 15, 1997

*** Revised March 10, 2016**

Tanya Thomas, President
Georgia Head Start Association, Inc.