

**BYLAWS  
OF THE  
MICHIGAN HEAD START ASSOCIATION  
(Revised 2018)**

**ARTICLE I. PURPOSE AND MISSION OF ASSOCIATION**

The Purpose for which the organization is formed and the powers which it may exercise are set forth in its articles of incorporation.

The Michigan Head Start Association is the unified voice providing advocacy and leadership linking the Head Start community of parents, programs, and partners.

**ARTICLE II. EXECUTIVE DIRECTOR**

**Section 1. Executive Director**

The Executive Director of the MHSA shall be an employee of MHSA. The Executive Director shall report to the board. The Executive Director shall not have voting privileges.

**ARTICLE III. GENERAL MEMBERSHIP**

**Section 1. Description of the Membership**

Membership in MHSA is limited to Head Start grantee and delegate organizations.

**Section 2. Voting Rights of General Membership**

Each member organization has four votes. These votes are distributed in the following manner: each director of a grantee or delegate organization has 1 vote and may assign an additional vote to one staff member and 2 votes to parents from the organizations Policy Council.

**Section 3. Authority and Responsibilities of General Membership**

Members of the Assembly of the MHSA shall be responsible for carrying out the mission of the Association. In addition, Assembly members shall be responsible for:

1. Ratify nominations to the Board of Directors of the MHSA from the Assembly membership
2. Serve on committees of the MHSA.
3. Vote on issues as proposed by the Board of Directors.
4. Approve amendments to the Bylaws

**Section 4. Selection of General Membership**

The process by which members of the Assembly are selected to have voting rights shall be established by each eligible agency, although the nomination and election is recommended. Assembly members shall begin serving at the January Assembly.

**Section 5. Terms of General Membership**

There are no term limits in General Membership. To be a member in good standing, members must pay their dues in full.

**Section 6. Attendance**

There are no attendance requirements.

**Section 7. Removal**

Members may be removed with cause which may include violations of our code of conduct, by super majority vote by the Board of Directors. A removed member may appeal the decision.

**ARTICLE IV. MEETINGS OF THE GENERAL MEMBERSHIP**

**Section 1. Meetings**

There shall be a minimum number of three General Membership Meetings per year, called Assembly Meetings, to conduct the business of the MHSA. The Annual Meeting will be included as one of the three meetings.

**Section 2. Annual Meeting**

An annual meeting of the General Membership shall be held in January and will include ratifying the election of the Board of Directors and election of officers. See election and nomination process, Article III, Section 3.

**Section 3. Notice**

Notice of the upcoming meetings shall be sent by the MHSA staff to all at least 30 days prior to the meeting date. This notice shall include the date, time and place of the meeting and an outlined agenda for the meeting.

**Section 4. Quorum**

A quorum of any meeting of the General Membership shall consist of one-third plus one member organizations.

**Section 5. Members Action**

Each present member authorized to vote shall have only one vote. A majority vote will be simple majority of those present when quorum is established.

**ARTICLE V. BOARD OF DIRECTORS**

**Section 1. Number and Description of Board of Directors**

The Board of Directors shall be comprised of no less than 15 and no more than 21 members, composing a representation of Head Start directors, Head Start staff and Head Start parents.

**Section 2. Terms of Office**

Head Start Directors and Head Start Staff will serve two (2) year terms and shall be eligible to serve four (4) consecutive two (2) year terms. A former board member may be eligible to serve four (4) more consecutive two (2) year terms after a minimum one year absence.

Head Start Parents will serve one (1) year terms and shall be eligible to serve a maximum of three (3) consecutive one (1) year terms. This will be re-evaluated if laws pertaining to term limits for Head Start policy councils are amended.

Terms begin in January.

**Section 3. Resignation**

A board member may resign by written notice to the organization. Resignation is effective immediately without regard to approval by the Directors.

**Section 4. Removal**

The Board may remove a board member at any time by a super majority vote, with or without cause.

**Section 5. Attendance**

It is the expectation for a Board Member to physically attend all Board and respective committee meetings, including meetings of the Assembly.

When a Board Member is unable to attend a Board Meeting, he/she shall notify the MHSA office in advance of that meeting in order for that absence to be excused.

A Board Member may, with advance notice, participate in a meeting by conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Participation in such a meeting will constitute presence in person as long as the Board secretary can determine the board member is making the communication.

If a Board Member fails to report to the MHSA office regarding their absence, this shall be considered an unexcused absence. If two unexcused absences are obtained, he/she may be required to resign immediately or he/she may be terminated by the Board of Directors. A Board Member is allowed up to one (1) excused absences per year. In the event a Board Member reaches two (2) or more excused absences, he/she must resign their seat on the Board or they shall immediately be terminated. If there is an extenuating circumstance regarding the absence, these situations will be reviewed case-by-case and will be at the discretion of the current board President.

A leave of absence from either Board or committee meetings may be granted at the discretion of the Board.

Section 6. Compensation:

Board Members shall receive no compensation for their services. Board Members may be reimbursed for expenses, which must have prior approval.

Section 7. Nominations:

New board members are approved by a majority vote of the general assembly.

Board candidates are selected based on criteria established by the nominating committee and approved by the board of directors. The nomination committee will use a combination of the following:

- Applications
- Interviews
- Screenings

The committee will take into consideration the skills then needed on the board, which may include leadership and other resources required to oversee a nonprofit organization and represent Head Start staff, parents and families. Any member of the general assembly may apply to be a board member. Application date will be set by the nomination committee.

A nomination committee will be a standing committee.

The election shall take place at the January meeting of the MHSA, and the newly elected Board members shall take office immediately.

Section 8. Authority

The Board of Directors shall be responsible for the development and maintenance of governing policies and ensure compliance in the industry's best practices. In addition, it shall be responsible for executive director evaluation, financial stewardship, strategic direction, self-governance and program evaluation.

In addition, the Board of Directors shall provide leadership for the Assembly, planning the work of the Assembly, problem solving for the Assembly, and ensuring the mission of the MHSA is carried out.

Some actions require a supermajority of the board. Supermajority is defined as  $\frac{3}{4}$  of the currently elected board members. A supermajority vote shall be required for the following actions:

- A. Hire or remove the executive director;
- B. Removal of Board members;
- C. Approve the merger, consolidation or dissolution of the organization;
- D. Authorize binding agreement or contract by the organization in any corporation, partnership or joint venture;
- E. Authorize the purchase, sale, lease, or mortgage or disposal of any real property owned, held or leased by or to the organization; not covered in financial policies.
- F. Authorize the guarantee by the organization of the debt of others;

- G. Authorize the incurrence of debt by the organization above a limit set by the Board; and
- H. Authorize the lease, sale or encumbering of all, or substantially all, of the assets of the organization.

Section 9. Proxy Voting  
Voting by proxy is prohibited.

**ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. Times and Places of Meetings

The Board of Directors of the MHSA shall meet at least four (4) times each year. Meetings of the Board will be held at the organization's principal executive office or such other place and at such time as the Board determines.

Section 2. Special Meeting

Special meetings of the MHSA Board of Directors and/or Executive Board shall be held upon the call of the President or at the request of at least eight (8) members of the MHSA Board of Directors. A five day written notice of such meetings shall be given by certified mail or email when deemed necessary.

Section 3. Notice of Meeting

Notice of the time, place and purpose of a meeting of Directors must be given to each Board Meeting in writing, by mail or electronic transmission, not less than seven (7) or more than sixty (60) days before the date of the meeting. The executive committee may call a board member meeting other than the regularly scheduled meeting as long as all Directors can be contacted ahead of time about the time, place and purpose of the meeting.

Section 4. Quorum

A quorum of any meeting of the Board of Directors shall consist of a majority of the Board of Directors. When a quorum is present, action by a majority of those present shall be action by the Board of Directors unless otherwise described in Article 5, Section 8.

Section 5. Resignation

When a Board Member finds it necessary to resign, he/she shall immediately notify the Board President. The position will remain vacant until the next election process the following January.

Section 6. Minutes

Minutes will be taken at all meetings for the purpose of documenting good governance, due diligence and board action. Minutes will be kept at the MSHA offices per our document retention policy.

**ARTICLE VII. EXECUTIVE BOARD**

Duties of Officers

Section 1. Duties of the President

The President of the MHSA shall preside over all the meetings of the Executive Board, the Board of Directors and the Assembly and shall oversee the implementation of all resolutions of the MHSA. The President shall have other duties and powers as the Board specifies. The President is an ex-officio member of all committees and may preside over committee meetings in the absence of the committee chair. The President shall work closely with the Vice-President so that the Vice-President is well informed and can perform duties of the President in the President's absence.

Section 2. Duties of the Vice-President

The Vice-President of the MHSA, in the absence of the President, shall preside over meetings of the MHSA and shall perform all the duties of the President. The vice-president will perform such other duties as assigned by the President. In the event that the President is unable to fulfill his/her term of office, the Vice-President shall automatically become the President to serve the remainder of the term. The Vice-President shall serve as chair of the Nominations Committee.

Section 3. Duties of the Secretary

The Secretary shall ensure that proper procedure is followed during board meetings, according to “Robert’s Rules of Order” (newly revised edition) and shall perform other duties as the Board prescribes. The secretary oversees adherence to governing documents and ensures organizations documents are properly managed.

Section 4. Duties of the Treasurer

The treasurer shall serve as chair of the Finance Committee and oversee fiduciary responsibilities of the organization.

Section 5. Duties of the Past-President

The immediate Past-President shall act as an advisor to the Executive Board.

Section 6. Executive Board

The Executive Board of the MHSA shall be comprised of the MHSA President, Vice-President, Secretary, Treasurer and Past President. The immediate Past-President shall serve on the Executive Board for a limit of one year.

Section 7. Officer and Leadership Succession Plan

Title: Board President

Prerequisites: At least one year service as Board Vice President. In the event the Vice Chair cannot serve as chair, another executive committee member who has served at least one year on the executive committee may be elected. Must have leadership abilities.

Title: Vice President

Prerequisites: Must have served a minimum of one year as MHSA Board Member. Experience serving on at least one committee, task force or work group. Must have leadership abilities.

Title: Immediate Past Board President

Prerequisites: Served as Board President

Title: Treasurer

Prerequisites: Must have served on the Finance Committee a minimum of one year. Must have some financial background or expertise.

Title: Secretary

Prerequisites: Must have served on any committee for a minimum of one year.

Leadership Succession Plan

The leadership succession plan is as follows:

Minimum of 1 or Maximum of 4 – 1 year terms as Vice President

Minimum of 1 or Maximum of 2 – 2 year terms as President

1 – 1 year terms as Immediate Past President

3 – 2 year terms as Treasurer

3 – 2 year terms as Secretary

Section 8. Election of the Executive Committee

The Slate of Officers will be elected by the Board of Directors and the vote ratified by the Assembly at the January Meeting.

In the event of an Executive Board vacancy, the Board President shall fill the opening with a member of the Board of Directors that fulfills the prerequisite for the position. The newly appointed person shall fulfill the obligations of the vacancy until the following January when the position will be filled by a vote from the Assembly membership.

**ARTICLE VIII. Committees**

**Section 1. Quorum and Voting**

A quorum of any committee shall consist of a majority of the appointed committee members. When a quorum is present, action by a majority of those present shall be action by the committee.

**Section 2. Committee Action**

Much of the work that the board does should be accomplished through standing committees and advisory committees. With the exception of the Executive Committee, which acts on the board's behalf, committees recommend action to the full board for discussion and action.

**Section 3. Term of Service and Frequency of Meetings**

A minimum term of committee service is one (1) year. The Committee shall meet as needed. The organizations' executive director is an ex-officio nonvoting member of all committees.

Each Board Member must commit to serving on at least one standing or advisory committee.

**ARTICLE IX. STANDING COMMITTEES**

The standing committees of the MHSA Board of Directors are the Executive Committee, Finance Committee, and Nominating Committee. Minutes shall be recorded at all standing committee meetings and submitted to the Secretary. All committees shall meet throughout the year as needed. Each committee shall consist of a minimum of five members, two of which are board members.

Each committee's responsibilities shall be as follows:

**Section 1. Executive Committee**

The chair of the Board of Directors shall serve as chair of the executive committee. The executive committee shall report to the Board. It shall appoint Directors to all standing committees. The executive committee will exercise all the powers and responsibilities of the Board of Directors when a matter requires the Board's immediate attention and due to the nature of the situation the full Board is unable to meet. Actions of the executive committee will be reported at the next regularly scheduled Board meeting. The executive committee will conduct the executive director evaluation at least annually. The chairperson will report evaluation summary to the Board for approval. The Executive Board shall establish personnel policies of the MHSA and shall review them at least annually.

**Section 2. Finance Committee**

The Finance Committee shall review the Treasurer's Report and related financial statements, annual audit, investment policy and results, financial procedures manual and internal controls, and make recommendations concerning same to the MHSA Board of Directors. Minutes shall be recorded for all Finance Committee meetings. The treasurer shall be chair of the Finance Committee.

**Section 3. Nominations Committee**

The Nominating committee shall be charged with developing a geographically representative slate of candidates for presentation to the Board prior to the election of the Board of Directors. The Vice President shall be chair of the Nominations Committee.

**ARTICLE X. ADVISORY COMMITTEES**

Advisory Committees are committees that support the operational work of MHSA. Advisory Committees report to the Executive Director. Advisory Committee members may or may not be members of MHSA. Nonmembers shall be recruited based on the expertise they can provide to MHSA.

**Section 1. Training and Technical Assistance**

This committee shall work closely with the MHSA staff in planning and implementing training events. Minutes shall be recorded for all Training and Technical Assistance committee meetings and be included with the Executive Directors report to the board.

Section 2. Member Services and Public Relations

This committee shall seek ways to promote awareness of the MHSA, work to gain positive publicity for the Association on an ongoing basis and provide support to members as needed. Tasks might include social media plans, newsletter planning and marketing efforts. Minutes shall be recorded for all Member Services and Public Relations committee meetings and be included with the Executive Directors report to the board.

Section 3. Governmental Affairs

This committee shall work closely with MHSA staff in reviewing pending legislation and assessing which issues the MHSA should become involved in. This committee shall provide leadership in advocating and educating on behalf of the MHSA and Michigan's children and families. It shall also review current Head Start regulations and make recommendations for the Board and Assembly for action. Minutes shall be recorded for all Governmental Affairs committee meetings and be included with the Executive Directors report to the board.

**ARTICLE XI. AD HOC COMMITTEES**

The President, in conjunction with the Board of Directors of the MHSA, shall establish ad hoc committees on an as-needed basis. The Board of Directors shall set the purpose and goals of each. Chairpersons and members of these committees shall be appointed by the President. The committees of the MHSA shall complete their work in one year or less, being dissolved upon completion of the necessary work, unless otherwise decided upon by the President of the Board. Minutes shall be recorded for all ad hoc committees.

**ARTICLE XII. REGION V BOARD REPRESENTATION**

The Michigan Head Start Association shall be represented at the Region V Board Meetings by a director, staff and parent, if possible. Persons interested in these positions must have the following: verification of their agency's support and make their availability and interest known in writing to the Executive Director or Board President at the January Board Meeting. The representatives and their alternates shall be appointed by the Board Chair at the January meeting. Representatives and alternates shall be current Board Members. The delegation shall determine who, among themselves, submits a written report to the Region V Board and who provides a written report to the MHSA membership.

**ARTICLE XIII. AMENDMENTS**

Notice of the proposed amendment(s) shall to be mailed or emailed to each member at least fifteen (15) days prior to the voting. Proposed amendments shall be read at the MHSA Assembly meeting prior to the voting. A quorum of voting Assembly members must be present and adopting amendments requires two-third's majority.

**ARTICLE XIV. DISSOLUTION**

In the event of dissolution of the Michigan Head Start Association (MHSA), all business property and/or assets shall be distributed to one or more nonprofit corporations as may be selected by the MHSA Board of Directors.

Designated recipients of such assets and property shall use the same for purposes and objectives as/or similar to the mission of MHSA. In no event shall any of the assets or property resulting from such dissolution be distributed to directors or employees or the immediate families of directors and employees of MHSA. However, nothing herein shall prohibit MHSA Board of Directors from paying its reasonable and just debts prior to dissolution.

**ARTICLE XV. INDEMNIFICATION**

Directors and officers insurance and commercial general liability insurance shall be maintained with limits to be determined by the Board of Directors.

The organization shall indemnify any Board Member or officer of the organization who was or is a party or is threatened to be made a party to any threatened, pending, or completion action suit, or proceeding by reason of the fact that he or she is or was a Board Member or officer, or is or was serving at the request of the organization in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation

Act. The organization may further indemnify Directors and officer, and may indemnify persons who are not Directors or officers, to the extent authorized by resolution of the Board of Directors. A change in the Michigan nonprofit corporation act, the Articles of Incorporation, or these bylaws that reduce the scope of indemnification shall not apply to any action or omission that occurs before the change.

Except as otherwise provide by law, a volunteer Board Member or officer of the organization is not personally liable to the organization for monetary damages for a breach of the Board members or officer's fiduciary duty.

The organization assumes all liability to any person other than the organization for all acts or omission of a volunteer Board Member incurred in the good faith performance of his or her duties as a Board member.

The organization assumes the liability for all acts or omissions of a volunteer Board Member or volunteer officer, provided that:

- A. the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- B. The volunteer was acting in good faith;
- C. The volunteer's conduct did not amount to gross negligence or willful or wanton misconduct;
- D. The volunteer's conduct was not an intentional tort, and
- E. The volunteer's conduct was not a tort arising out of the ownership, maintenance or use of a motor vehicle as described in section 209 (e)(v) of the act.

Any repeal or modification of this article shall not adversely affect any right or protection of any volunteer, Board Member or officer of the organization existing at the time of, or with respect to, any acts of omissions occurring such repeal or modification.

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