



BY-LAWS 2009-2010

Washington State Association of Head Start, Early Head Start and Early Childhood Education and Assistance Programs (WSA)

#### ARTICLE I - NAME

The Association is the Washington State Association of Head Start, Early Head Start and Early Childhood Education and Assistance (ECEAP) Programs, hereinafter referred to as the “Association” and/or “WSA”.

#### ARTICLE II – PURPOSE

The purpose of the Association is: To strengthen Head Start, Early Head Start and ECEAP programs for the benefit of children and families, through advocacy, education and collaboration.

The Association is organized and will be operated for charitable, educational and literary purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). 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 by the corresponding provision of any future United States Internal revenue law) or (b) by 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.) The fiscal year of the Association is September 1 through August 31 of each year. Representatives of the various members of the Association may, and will, meet periodically to plan and carry out activities for the membership and the furtherance of the Association purposes.

#### ARTICLE III - MEMBERS

The membership of the Association is open to organizations that are funded to provide Head Start, Early Head Start, American Indian/Alaska Native Head Start Region XI, Migrant and Seasonal Head Start Region XII and ECEAP services. The program is the member not the individual representatives. Voting members consists of Head Start, Early Head Start, American Indian/Alaska Native Head Start Region XI, Migrant and Seasonal Head Start Region XII and ECEAP programs that will identify two (2) Parents, one (1) Staff and one (1) Director Representative affiliated with Washington State Head Start and ECEAP programs. Dually funded programs with Head Start and Early Head Start will have one (1) additional voting member for Early Head Start.

A non-voting membership category, referred to as Associate, is available to all ECEAP, Early Head Start or Head Start sub-contractors, consultants, vendors, members of organizations, and others who support and are committed to the purpose of the Association. Associate members do not have voting privileges. Associate members may not hold office on the WSA Board of Directors and expenses of attending meetings are borne by the Associate member. Membership fees for Associate members will be recommended by the Board or designee and approved by the membership.

#### ARTICLE IV - VOTING

1. A program is eligible for membership if it has its own Policy Council and Director.
2. Member Programs operating any or all of the following: Head Start, Early Head Start, ECEAP, American Indian/Alaska Native or Migrant Head Start have a total of four (4) Voting Representatives, two (2) Parents, one (1) Staff and one (1) Director. Dually funded programs with Head Start and Early Head Start will have one (1) additional voting member for Early Head Start for a total of five (5) Voting Representatives. Voting Representatives must be elected by and be in good standing with Member Programs and can be replaced at Member Program's discretion.
3. Each Representative of a member program has one (1) vote.
4. Alternates of a member program may vote in place of Representatives, provided they present a letter, signed by the Director or Policy Council Chairperson, confirming their substitution for the designated member.
5. Member programs submit the names of elected representatives and annual dues to the Association's Executive Director, who confirms the member's good standing with the Association.
6. There is no voting by proxy. The Representative or approved alternate must be present to vote.

#### ARTICLE V - DUES

1. The amount of annual dues for member programs and associate members is reviewed and determined annually by the Board or designee. Recommendations for changes in the amount of dues will be presented to the membership for action.
2. Dues of the Association may be used for any Association expenses incurred in achieving any purpose outlined in these by-laws and/or approved by the Board of Directors and/or membership.
3. Notification of annual dues will be sent to each member program in November for the following calendar year. Payment of annual Association dues must be received by WSA prior to the Winter Meeting for member programs to retain voting eligibility. Refer to Article IV, regarding voting eligibility.

#### ARTICLE VI - BOARD OF DIRECTORS

##### Section 1 - COMPOSITION AND DISTRIBUTION

The Association's affairs will be managed by a Board of Directors composed of a President; President-Elect; four (4) parents: one (1) each from Head Start, Early Head Start, Region X Association and ECEAP; four (4) staff: one (1) each from Head Start, Early Head Start, Region X Association and ECEAP; four (4) directors: one (1) each from Head Start, Early Head Start, Region X Association and ECEAP; one (1) American Indian/Alaska Native; and one (1) Migrant Head Start.

No more than two (2) board members can be from the same program or three (3) from the same agency when the agency has more than one (1) Policy Council.

The Board of Directors consists of sixteen (16) voting members. Ex-officio membership on the Board of Directors will go to any Region X Head Start Association Representative(s) who is/are fulfilling a term as a National Head Start Association Representative(s) from the Region X Head Start Association.

The President -Elect may be filled by any representative from Head Start, Early Head Start, American Indian/Alaska Native, Migrant Head Start or ECEAP Programs. All officers and board members must be affiliated with a member program throughout the duration of their term(s).

## Section 2 - ELECTION OF OFFICERS, BOARD OF DIRECTORS, AND REGION X HEAD START ASSOCIATION REPRESENTATIVES

1. Elections will occur at the membership meetings through an open election process.
2. Nominations from the floor or applications for election to the Board of Directors are accepted for consideration and election. All nominees must submit their qualifications for the desired position as outlined in these by-laws. Members are limited to running for one (1) office at any given time.
3. Any voting Representative as determined by the member program in good standing who completes the election application process is eligible for election. Applications must include signatures from the member program's Executive Director or Program Director and the Policy Council Chair. Should any of the above be unavailable to sign the application, a designated staff may sign for the Director role and the Policy Council Vice-Chair, President of the Board of Directors, or designated Policy Council Executive Board member may sign for the PC Chair. In the event that the Member Program knows that they will be unavailable for application signatures, a letter signed by the Program Director or Policy Council Chair, acknowledging program support of the applicant, written prior to submission of the application will be accepted. Alternate signatures will not be accepted in a letter format.
4. The President - Elect shall be elected by the membership. The President-Elect shall automatically become President the next year unless a vote of no-confidence has been taken by the membership.
5. The Vice President and Secretary/Treasurer shall be elected by currently seated board members.

## Section 3 - TERM OF OFFICE

Length of officer terms is two (2) years except for President, President-Elect and Past President. The Past President shall serve a one (1)-year term during the subsequent Presidents new term. The Past President's term is automatic. The President-elect will be elected in the winter WSA meeting in even number years, during the second (2nd) year of the current President's term. The President-elect shall serve one (1) year in the current President's second year. The President-elect is elected by the membership. The term for individual Board of Directors is two (2) years. Officers or Board of Directors can serve up to two (2) consecutive terms. No one (1) person can serve on the Board of Directors more than four (4) consecutive years except as provided in Article XII, Section 2.

## Section 4 – VACANCIES

Vacancies on the Board of Directors will be filled by appointment by the President to fill the remainder of the term. If the vacancy is in the President's position, the Vice President will succeed to the office of President for the remaining term of office. If a vacancy should occur within the first six months of office, it will be filled by appointment only until the next election period when it will become an open position to be elected on by the general membership.

## Section 5 - RESPONSIBILITIES

The Board of Directors responsibilities include:

1. Develop agendas for regular, special, and Board of Director meetings;
2. Approve all policy statements issued on behalf of the Association;
3. Develop an annual budget and present to the membership for approval;
4. Receive and disburse Association funds, and provide periodic financial reports and an annual accounting to the membership;
5. On a three (3) year cycle develop a strategic plan with input from the membership. The plan will be submitted to the membership for approval;
6. Appoint and supervise standing and ad hoc committees composed of Association members;
7. Devise and implement such other measures as they deem proper and expedient to promote the objectives and the strategic plan of the Association;
8. Provide leadership, plan the work of the Association, problem-solve, and implement the mission of the Association;
9. Shall actively recruit prospective board members and officers;
10. Oversee the work of the Association's Executive Director to ensure that the Executive Director carries out the work necessary to achieve the Associations strategic plan, mission and operating policies and procedures within the approved operating budget;
11. Elect the Vice President and Secretary/Treasurer from currently seated board members;
12. Adopt annual advocacy goals and present to the membership.

## ARTICLE VII - EXECUTIVE COMMITTEE

### Section 1 - COMPOSITION AND DISTRIBUTION

The Executive Committee of the Association is comprised of the President, Vice President, Secretary/Treasurer, and President Elect. At least one (1) member of the Executive Committee is a parent. The immediate Past President will serve on the Executive Committee.

### Section 2 - RESPONSIBILITIES

The Executive Committee has the responsibility and authority to oversee all operations of the Association, in the interim, between meetings of the Board of Directors subject to policies and procedures established by the Board. The Executive Committee shall establish personnel and operational policies of the Association and will review such policies annually.

## ARTICLE VIII - DUTIES OF THE OFFICERS

### Section 1 - PRESIDENT

The President acts as official spokesperson for the Association, presides over all meetings of the Executive Committee, the Board of Directors and the Association, and oversees the implementation of the strategic plan and all resolutions of the Association. The President works closely with the President-Elect and the Vice President so that either can perform the duties of the President in the President's absence. The President/and Past President in alternate years, shall appoint a nominating committee for new board of director members. See Job Descriptions, Fiscal Procedures, and Policies and Procedures for additional guidance.

## Section 2 - PAST PRESIDENT

The Past President assists the President in carrying out his/her duties during the first (1st) year of the President's term, while serving as a mentor. The Past President services on the Executive Committee and the WSA Board of Directors in ex officio.

## Section 3 - PRESIDENT-ELECT

The President-Elect assists the President in carrying out his/her duties during the second (2nd) year of the President's term, while also learning the operations and leadership skills necessary to serve as President of the Association. The President-Elect assists in carrying out the decisions of the Association and Board as assigned by the President. The President-Elect will be elected in even numbered years and serves a four (4) year term.

## Section 4 - VICE PRESIDENT

The Vice President assists the President in carrying out his/her duties, while also learning the operations and leadership skills necessary to serve as President of the Association should the President be unable to fulfill his/her responsibilities. The Vice President assists in carrying out the decisions of the Association and Board as assigned by the President.

## Section 5 – SECRETARY/TREASURER

The Secretary/Treasurer shall conduct roll call of participants and determine if a quorum had been reached at Association meetings; participate on the by laws revisions committee; sign such correspondence as may be required; work with the President to assure that Association meetings follow Robert's Rules of Order (revised) and the by-laws of the Association; attend all meetings of the Fundraising committee, as well as any other committees that work on fiscal issues and assist in the development of the association budget.

## Section 6 - BOARD OF DIRECTORS

Each Board of Director members will be elected to represent one (1) of the following: four (4) parents: one (1) each from Head Start, Early Head Start, Region X Association and ECEAP; four (4) staff: one (1) each from Head Start, Early Head Start, Region X Association and ECEAP; four (4) directors: one (1) each from Head Start, Early Head Start, Region X Association and ECEAP; one (1) American Indian/Alaska Native and one (1) Migrant Head Start programs. The Board of Directors will carry out the duties assigned by the President and assist the President in maintaining good communications between the Association and program funding sources that they represent.

The President appoints board of directors to chair or co- chair standing committees or ad hoc committees as needed.

## Section 7 - VACANCIES

In the event that the President is unable to finish his/her two (2) year term as President, the Vice President will fulfill the President's responsibilities for the remainder of the President's term. Vacancies on the Board of Directors will be filled by appointment by the President to fill the remainder of the term.

## ARTICLE IX – STANDING AND AD HOC COMMITTEES

These by-laws establish five (5) standing committees: Executive Committee, Fundraising Committee, Quality and Training Committee, By-Laws Committee, and Scholarship Committee. Other committees, whether standing or ad hoc, may be designated from time to time as the Board of Directors or Membership deem necessary. The Standing Committees of the Association shall meet and conduct as much of their work as possible at the Association Meetings. Each committee is presided over by a chairperson selected by the President. The Committee Chairperson and the President may select the rest of the Committee members from interested membership. Only committee members have voting privileges for committee activities. The Chairperson of the committee will make a report to the general membership at each meeting.

Committee Chairpersons will serve from the winter meeting to the winter meeting for up to two (2) years. At each committee meeting a board member or staff will be in attendance.

The Association's Ad Hoc Committees will be presided over by a Chairperson appointed by the President.

The Association's representatives and meeting participants may attend and participate in any Standing Committee and/or Ad Hoc Committee meetings. At each committee meeting a board member or staff will be in attendance. All meetings are open except for declared Executive Sessions by the Board of Directors.

### A. WSA EXECUTIVE COMMITTEE

The Executive Committee has the responsibility and authority to oversee all operations of the Association, in the interim, between meetings of the Board of Directors subject to policies and procedures established by the Board. The Executive Committee shall establish personnel and operational policies of the Association and will review such policies annually.

### B. FUNDRAISING COMMITTEE

The purpose of the Fundraising Committee is to provide strategy and leadership for the Association's fundraising efforts. The Association's President shall appoint the chair and the representatives of the Fund Raising Committee.

### C. QUALITY AND TRAINING COMMITTEE (Renamed from Statewide Training Advisory Committee)

The purpose of the Quality and Training Committee is to provide input and feedback to the activities of the Statewide Training Contract, recommend training priorities, content, schedules, and training modalities. In addition, the committee may look at community trends and needs in areas that WSA may assist with staff development and delivery of quality program services. The Association President shall appoint the chair and representatives of the Quality and Training Committee.

### D. BY-LAWS COMMITTEE

The purpose of the By-Laws Committee is to conduct an annual review of the by-laws, recommend revisions as needed and present recommended changes to the membership for action. The Association President shall appoint the chair and the representatives of the By-Laws Committee.

### E. SCHOLARSHIP COMMITTEE

The purpose of the Scholarship Committee is to review scholarship application forms for completion, select candidates from the state of Washington, and send the applications on to National Head Start Association for further evaluations and awards.

The Board of Directors of the WSA will establish ad hoc committees on an as-needed basis, and the Board will set the purpose and goals of each. The President shall appoint chairpersons and members of these committees. The committees of the WSA will normally complete their work in one (1) year or less. Standing committees may have activities or projects that are on-going in nature or take more than one (1) year to complete

## ARTICLE X - MEETINGS

### Section 1 - ANNUAL MEETINGS

The Annual Meeting for the membership is held in the winter of each year.

### Section 2 - REGULAR MEETINGS

Regular meetings of the membership will be held at times and places designated by the Board of Directors. The location and schedule of meetings will be determined by the Board of Directors and announced.

### Section 3 - NOTICE OF REGULAR MEETINGS

Notice of regular meetings and agendas will be sent to all program members at least forty- five (45) days prior to the regularly scheduled meeting dates.

### Section 4 - COMMITTEE MEETINGS

Committees may meet in addition to the regularly scheduled membership meetings. Committee meetings will be conducted in such a manner as the Board of Directors determines, provided that accurate records of the acts/proceedings of all committee meetings are kept by such a committee. Copies of committee records will be given to the Executive Director and will be available for review by the membership.

### Section 5 - SPECIAL MEETINGS

Special meetings to conduct business, when deemed necessary, may be called by the President, a majority of the seated Board of Directors, or one-third (1/3) of the member programs.

### Section 6 - NOTICE OF SPECIAL MEETINGS

Notice of special meetings may be by mail, email, telephone, fax or personal contact, and the agenda and purpose of special meetings will be presented at least ten (10) days in advance of said meetings.

## ARTICLE XI - QUORUMS

### Section 1 - QUORUM OF ASSOCIATION

A quorum is the majority of the current member programs, unless otherwise specified in these by-laws. Proxies shall not be permitted.

### Section 2 - QUORUM OF BOARD OF DIRECTORS

A quorum of the Board of Directors is a majority (51%) of the current seated board members, excluding the President.

## ARTICLE XII- REGION X HEAD START ASSOCIATION REPRESENTATION

### Section 1 – REGION X HEAD START ASSOCIATION

Representatives to the Region X Head Start Association (RXHSA) will be selected from the pool of Head Start Member Representatives and elected by the WSA Head Start membership. One (1) Representative is elected to fill each affiliate position as defined by the Region X Head Start Association. The Membership will elect RXHSA Representatives at the fall meeting of each even-numbered year. Board of Directors officers will be excluded from seeking RXHSA Representative positions during their term of office unless their term of office is completed by the next January or they resign their Board position. RXHSA Representatives serve on the WSA Board of Directors.

### Section 2 - TERM

The term for RXHSA representation is two (2) years. Election of RXHSA officers and National Head Start Association board members will coincide with their respective by-laws.

### Section 3 - RESPONSIBILITY

1. It is the duty of RXHSA Representatives to attend all meetings of the Region X Head Start Association and represent the interests of the Association in all Regional and National matters, seeing that all directives and resolutions of the Association, the Board of Directors, or President are carried into effect, and to keep the President informed of pertinent Regional or National matters during the interim.
2. Since the interests of RXHSA Representatives may vary according to affiliation, a written report will be presented at all meetings. Responsibility for written reports is rotated among the representatives and written reports will be delivered to the Executive Director for dissemination to members.
3. It is the duty of the RXHSA Representatives to attend all Association Board of Directors meetings, Association Regular meetings, and, if appropriate, special meetings. It is also the duty of the RXHSA Representatives to carry out the responsibilities assigned to them as Board of Directors members.

## ARTICLE XIII- REMOVAL OF BOARD OF DIRECTORS AND COMMITTEE MEMBERS

Any member of the Board of Directors or committee members of the Association may be removed for malfeasance, conflict of interest or failure to perform duties. Removal is by majority vote of the Board of Directors. Failure by a board member or officer to attend two (2) consecutive meetings will result in automatic removal from the WSA Board of Directors.

## ARTICLE XIV- TERMINATION OF REPRESENTATIVE RESPONSIBILITIES

1. Program Members can be terminated upon notification by the President, indicating the local program is not in good financial standing with the Association due to non payment of annual dues.

2. Representative's rights and privileges will be terminated upon receipt of written notification from the local Agency Director and/or Policy Council chairperson.

## ARTICLE XV- CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

### Section 1 - CONTRACTS

The President or the Board membership may authorize the Executive Director to execute and/or deliver contracts on behalf of the Association, and such authority may be general or confined to specific instances.

### Section 2 - CHECKS, DRAFTS, OR ORDERS FOR PAYMENT

All funds of WSA are to be deposited by the President, or his or her designee in a timely manner, to the credit of the Association, in such banks, trusts companies, or other depositories as the Board of Directors may select. See Fiscal Procedures.

## ARTICLE XVI – INSURANCE

The Association will keep in force insurance coverage for liability, bonding and errors and omissions.

## ARTICLE XVII - DISSOLUTION OF THE ASSOCIATION

### Section 1 - DISSOLUTION

Dissolution proceedings will be initiated by the Board of Directors or a majority of the membership which will by resolution recommend that the Association be dissolved, and direct that the question of such dissolution be submitted to a vote at a meeting of member programs having voting rights, which must be at a regular meeting. Written notice of at least thirty (30) days will be sent to each member program, stating that the purpose of such meeting is to consider the advisability of dissolving the Association.

### Section 2 - LIABILITIES

All liabilities and obligations of the Association will be paid, satisfied and discharged or adequate provision will be made therefore.

### Section 3 - ASSETS

Assets held by WSA upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, will be returned, or conveyed in accordance with such requirements.

### Section 4 - LIMITATIONS ON ASSETS

Assets received/held by WSA subject to limitations permitting use only for charitable, benevolent, educational or similar purpose, but not held upon a condition requiring the return, transfer, or conveyance by reason of the dissolution, will be transferred or conveyed to associations, societies, or organizations, also exempt under section 501(c)(3) of the Internal Revenue Code, and engaged in activities substantially similar to those of WSA, pursuant to the plan of distribution adopted as provided in these by-laws.

## Section 5 - DISTRIBUTION OF ASSETS

A plan developed by the Executive Director and approved by the Board to provide for the distribution of assets, not inconsistent with the provision of these by-laws, may be adopted by WSA for the purpose of authorizing transfer or conveyance of the assets for which the law requires a plan of distribution.

## ARTICLE XVIII- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order, Newly Revised, shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules or order the Association may adopt.

Action by Board of Directors without a meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if two-thirds (2/3) of the Board of Directors individually or collectively consent in writing (email, fax, mail) to the action. The written consent or consents shall be filed with the minutes of the proceedings of the board, and the action taken shall have the same force and effect as a majority vote of the board of directors.

## ARTICLE XIX- AMENDMENT OF THE BY-LAWS

### Section 1- AMENDMENT OF THE BY-LAWS

All proposed amendments will be presented to the Board of Directors for preparation and distribution to the membership.

### Section 2- NOTIFICATION TO MEMBERSHIP

Proposed amendments to the By-Laws will be mailed to the members listed on the most recently published membership roster and postmarked not less than thirty (30) days prior to voting at a regularly scheduled meeting.

### Section 3 - RATIFICATION OF AMENDMENTS

A two-thirds (2/3) majority of the representatives present at the meeting must vote in favor of an amendment in order to amend the by-laws.

#### \* Definitions:

Parent – The parent, guardian, or past parent of a child enrolled or previously enrolled in a member program and designated by the member program as the voting Parent Representative to WSA.

Staff – Any person, other than Director, employed by a member program and designated as a voting Staff Representative to WSA.

Director – A person who has administrative responsibility for the day to day functions of a Head Start, Early Head Start, or ECEAP program. The director definition may include the roles of Executive Director, Program Director, or Director Representative as determined by a delegate agency.

Current Revision: 10/30/09

Date of Last Revision: 10/30/09 voted on by membership