



February

2023

---

Our Mission: To provide a unified voice that represents all paid members and agencies. IHSA meets the needs of its members by providing advocacy, training, and leadership development, and by promoting collaboration and communication. IHSA is committed to fostering professionalism within the organization and accountability to members. IHSA promotes proactive leadership and respect for diversity.

Bylaws

## Contents

ARTICLE I: NAME.....	4
ARTICLE II: PURPOSE .....	4
ARTICLE III: MEMBERSHIP .....	4
Section 1: Members.....	4
Section 2: Dues or Fees Acknowledgement of Membership.....	4
Section 3: Membership Requirements .....	4
Section 4: Disciplinary Procedures.....	5
Section 5: Resignation .....	5
ARTICLE IV: MEETINGS (GENERAL MEMBERSHIP).....	5
Section 1: Meeting Days.....	5
Section 2: Quorum.....	6
Section 3: Special Meetings .....	6
Section 4: Cancellation of a regularly scheduled meeting .....	6
ARTICLE V: BOARD OF DIRECTORS .....	6
Section 1: Board Composition.....	6
Section 2: Meetings.....	9
Section 3: Removal from Board and Vacancies .....	11
Section 4: Terms, Duties, and Responsibilities .....	12
ARTICLE VI: OFFICERS .....	12
Section 1: Name of Officers .....	13
Section 2: Nominations and elections of Officers .....	15
Section 3: Eligibility .....	15
Section 4: Terms of Office.....	15
Section 5: Removal from Office.....	16
Section 6: Vacancies.....	16
ARTICLE VII: BOARD COMMITTEES.....	16
Standing Committees.....	16
Committee Membership .....	16
Finance Committee.....	17
Conference/ Training Committee .....	17
Nomination/Election Committee.....	18
Executive Committee .....	18
Other (Ad Hoc) Committees.....	18
ARTICLE VIII: EXECUTIVE DIRECTOR .....	18
ARTICLE IX: CONTRACTS, LOANS, AND FUNDS .....	19
Contracts.....	19
Loans .....	19
Contributions, Bequests and Gifts .....	19
ARTICLE X: BOOKS AND RECORDS .....	19
ARTICLE XI: LEGAL COUNSEL.....	20
ARTICLE XII: PARLIAMENTARY AUTHORITY .....	20
ARTICLE XIII: AMENDMENTS OF THE BYLAWS.....	20
PROHIBITION AGAINST SHARING CORPORATE EARNINGS.....	20
DISSOLUTION.....	20
EXEMPT ACTIVITIES .....	21
ADDENDUMS .....	21

## **ARTICLE I: NAME**

The name of the corporation shall be the Indiana Head Start Association, Inc., also known as IHSA, Inc., a non-profit corporation.

## **ARTICLE II: PURPOSE**

The purpose of the Indiana Head Start Association (IHSA), Incorporated shall be to provide a state forum to nurture, empower and advocate for its members by:

1. Providing its members with opportunities of peer interaction and support.
2. Providing training and professional development opportunities
3. Providing a working forum for expression and resolution of membership concerns and issues.
4. Collaborating with other organizations in the best interest of children and their families.
5. Advocating at the national, regional, and state levels in order to achieve best practices.

## **ARTICLE III: MEMBERSHIP**

### **Section 1: Members.**

Annually renewable membership in the IHSA, Inc., shall be open to all Head Start and Early Head Start Grantees (Delegates and Child Care Partners are subpart of Grantee) and interested organizations and/or individuals.

### **Section 2: Dues or Fees Acknowledgement of Membership**

1. The amount of the annual dues for voting members and non-voting members shall be established by the IHSA, Inc., Board of Directors.
2. The membership year for the IHSA, Inc., shall be the calendar year.
3. The IHSA, Inc. will maintain a current membership list. The member's name shall be included on the IHSA website.
4. Dues are considered delinquent if not paid within 30 days past the invoice deadline for renewal or initial membership.
  - a. Treasurer or the Executive Board will make attempts to collaborate with agencies in delinquent status to reinstate. Once dues are paid, agency will be back in good standing.

### **Section 3: Membership Requirements**

Membership will consist of:

1. Voting Members - Head Start, Early Head Start Grantees with current paid memberships.
  - a. Delegates and Child Care Partners are represented by their Grantee
2. Non-voting Members – Corporate and Individual Supporters of Head Start, Early Head Start and the IHSA, Inc. with current paid membership.

#### Membership Privileges:

1. Voting members have the following privileges:
  - a. To be entitled to one vote per Grantee
  - b. To be entitled to cast votes at scheduled meetings as the need for voting arises.
  - c. To be eligible for election to the IHSA, Inc. Board of Directors.
2. All members shall have the following privileges:
  - a. To receive information pertinent to the maintenance, development and activities of the IHSA, Inc.
  - b. To receive networking opportunities to compare methodology, service delivery, and best practice.
  - c. To receive minutes of meetings of the IHSA, Inc. in a timely manner and quarterly newsletters.
  - d. To be eligible for appointment on standing or ad hoc committees.
  - e. To receive professional development/training opportunities at a member rate.
  - f. To receive discounts from corporate members.

### Section 4: Disciplinary Procedures

1. Disciplinary actions may occur for the following reasons which may include up to removal of membership.
  - a. Non-payment of fees
  - b. Loss of grant

### Section 5: Resignation

1. An agency may withdraw their membership by providing a 30 day (or more) written notice to the IHSA Executive Director (or Executive Board in lieu of ED). All membership fees paid for the calendar year will be forfeited by the agency requesting for withdrawal of membership or loss of grant.

## **ARTICLE IV: MEETINGS (GENERAL MEMBERSHIP)**

### Section 1: Meeting Days

1. The IHSA, Inc. shall have an annual general membership meeting and special meetings as necessary.
  - a. Annual Meeting. The annual meeting of the IHSA, Inc. will be in June/July of each year. The purpose is to install newly elected Board members and to conduct business as presented.
    - i. Annual Meeting dates may be changed with simple majority by the Board of Directors due to unforeseen issues.
2. A written or printed notice stating the purpose, place, day and hour of any meeting or program shall be distributed to each member at least one week before the date of such meeting. Correspondence shall be sent by the Executive Director.
3. The meetings will be located in those areas of the state that will provide maximum attendance.

## Section 2: Quorum.

1. Twenty-five percent of the voting membership shall constitute a quorum. If there is not a quorum present at a meeting, a majority of the member's present may adjourn the meeting to a later time and shall notify all members in the same manner as specified for a regular meeting.
2. Records of attendance shall be kept at each meeting to determine if there is a quorum present.

## Section 3: Special Meetings

1. Special sessions of the membership may be called by the IHSA, Inc. President, by the majority of the Board of Directors, or by a written petition signed by at least one-tenth (1/10) of all voting members of the IHSA, Inc. Any action may be taken at special meetings except the election of Directors of the IHSA, Inc.

## Section 4: Cancellation of a regularly scheduled meeting

1. Meetings may be canceled because of weather or a national emergency. The Executive Director or the President in lieu of the ED will notify all Members of the cancellation.

# **ARTICLE V: BOARD OF DIRECTORS**

All business of the IHSA, Inc. shall be managed, and all policies shall be set by the IHSA, Inc. Board of Directors. Board Members shall make every effort to assure that their constituents are informed of pending policy decisions and have the opportunity to give input to the development of such policies.

## Section 1: Board Composition

## Election Procedures

1. The Nomination and Election Committee will be responsible for assuring compliance of the election procedures.
2. Nominations
  - a. Call for Nominations - The Nomination and Election Committee will send out a call for nominations to all member Head Start and Early Head Start grantees and delegates. Nominations are to be received by the committee chairperson by deadline provided.
  - b. Nominee responsibilities - The Nomination and Election Committee will contact nominees to obtain letters of consent and biographies. The Committee is to receive nominee documents by the deadline provided.
  - c. Call for Nominations will occur during the year as positions becomes vacant/seats reached their term limits.
3. Election
  - a. Voting Procedure - The Nomination and Election Committee will establish the slate and distribute ballots to all voting members. Ballots will be distributed. Ballots will then be returned to the committee chairperson or his/her designate by deadline.
  - b. Each member program will receive one ballot.
  - c. All ballots received by the committee will be retained and filed with the IHSA, Inc. documents for a period of no less than three years.
4. Notification
  - a. Nomination and Election Committee will present the names of the elected Officers and Board Members at the following meeting.
5. Installation
  - b. The Nomination and Election Committee will present the new elected Officers and Board Members at the IHSA meeting. The new Officers and Board Members will be installed at that meeting and assume their responsibilities at that time.

## Transfers

1. A Board Member may request a transfer to another seat if a vacancy occurs.
2. The Transfer will be submitted to the Nomination Committee, prior to any call for nominations to the general membership.
3. Nomination Committee will send out a vote to all Board Members.
4. Voting Procedure – All board members present will provide a blind vote after the call for nominations.
5. Board members will receive one ballot.
  - a. If only one person is nominated for that Transfer position that person will automatically receive that position as long as they meet the eligibility criteria.
  - b. Notification - the Nomination and Election Committee will notify the Board of the selected Board Member.

## Installation

6. The new Officers will be installed at that meeting and assume their responsibilities at that time.

## Composition

There shall be twenty Board Members.

1. Seats - No individual shall occupy more than one seat on the IHSA, Inc. Board of Directors.
2. Number of Program Members - No paid member program shall have more than two members on the IHSA Board of Directors. \*Parent Representatives are exempt from this rule.
3. All Parent positions can be a current/former parent of a child who has been in the program within the past 3 years.

The IHSA, Inc., Board of Directors shall include:

Three representatives to the Region V Board of Directors

- Director Rep
- Staff Rep
- Parent Rep
- Friend Rep
- ❖ Region V Representatives will be elected within the Current Board from those that are nominated for an open seat.
  - If a Current Board member that is eligible for a Region V seat is elected and accepts the Region V seat; their current seat will be vacated. That vacated seat will become open for Nomination. This does not include Officer Positions (as those positions are positions elected from the Board. Not an open seat).
  - If no nominations are received from Current Board, nominations will be sent to the General Membership Programs. Any General Member is required to have two years in their current role at their agency to apply for a Region V position (Parent Representatives excluded from two-year requirement).
  - Friend Representative cannot have a paid position with a HS/EHS Grantee/Delegate.

Three State representatives

- Head Start Director Rep
- Head Start Staff Rep
- EHS Director Rep
- EHS Staff Rep
- Parent Rep

Three Content Area Representatives

- Education

- Health/Nutrition/Safety
- Family Services

Three Community Representatives  
Five Board Members At-Large

## Board Members Roles and Responsibilities

The following are the roles and responsibilities of all members of the IHSA, Inc. Board of Directors.

1. Duty of Care — Each board member has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
2. Duty of Loyalty — Each board member must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
3. Duty of Obedience — Board members bear the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.
4. Make decisions on all policies related to the IHSA, Inc. and express those decisions through discussion and voting.
5. Maintain communication with local programs and represent the views of the local programs at the IHSA, Inc. Board of Directors' meeting.
6. Revise and update Bylaws and fiscal procedures and policies of the IHSA, Inc.
7. Attend Board of Director meetings regularly and communicate pending absences to the Executive Director or Executive Officer in accordance with the Bylaws of the organization.
8. Be available for consultation on matters of concern to the organization.
9. Participate in Committee work as assigned/volunteered.
10. Represent the interests of Head Start children and families and work toward the common good of Indiana Head Start Programs.
11. Acquaint non-Head Start persons, agencies, and organizations with the goals of Head Start programs and the IHSA, Inc.
12. Facilitate Board Member interactions with tact, cordiality, firmness, and respect for individuals.
13. Recruit program level persons for Board Membership/serve on committees.

## Section 2: Meetings

Meeting Schedule



The IHSA, Inc., Board of Directors shall meet no less than six times per year and will follow parliamentary procedures.

1. Presentations to the Board may be requested by a Board Committee Chairperson or the Executive Committee. Presenters will only be present during the agenda item only.

#### Notice of Meetings

1. Written notice stating the purpose, place, day and hour of any meeting or program of the IHSA, Inc. Board of Directors shall be distributed by the Executive Director to each Board Member and all members.
2. Special Sessions - In case of a special session, the purpose for which the session is called shall be stated in the notice.

#### Voting

Each Board Member will have one vote. The President may vote only in the event of a tie.

1. Quorum – 33 1/3% or more of the seated IHSA, Inc. Board of Directors shall constitute a quorum. If a quorum is not met, a majority of the Board members present may adjourn the meeting with agenda items moved to the next meeting or email/phone vote may be implemented for items that require immediate response.
  - a. A simple majority will pass a motion.
2. Voting by Consent - Any action required or permitted to be taken at a meeting of the IHSA, Inc. Board of Directors may be taken without a meeting, if prior to such action, written consent is filed with the minutes of the proceedings of the Board.
3. Electronic (e-mail, etc.) voting may be allowed when meetings are not able to occur.
4. Conflict of interest - In cases of possible conflict of interest, any of the Board of Directors that has a possible direct personal or monetary gain will refrain from voting with respect to the motion under consideration.

#### Non-Board Member Attendance (at Board Meeting)

1. Non-Board Member Requirements
  - a. Request must be made to the Board President to attend Board Meeting; one week prior to the meeting
  - b. Requester must be visible at all times during the zoom meetings
  - c. Requester may not invite others to view/attend meeting with them
  - d. Non-Board Members will be given a specific time to address any issues, concerns, comments at this meeting only. Must provide topics of concern/discussion 48 hours prior to the meeting.
  - e. Non-Board Members are not eligible to cast any vote(s)
2. Meeting Requirements

- a. Non-board members are eligible to hear Updates and Information from Agenda Items 1- 5
- b. All other Agenda Items will be available through Meeting Minutes.

### Section 3: Removal from Board and Vacancies

1. Resignation - A Board member may resign at any time by giving a 30 day written notice of such action to the Board of Directors. All IHSA documents/materials that are not for public access will be returned to the Executive Director or person on the Executive Committee. Any access to IHSA confidential information will be rescinded on the last day of service.
  - a. A resignation without 30 day written notice will be considered not in good standing. Any person requesting to return to the Board of Directors that is not in good standing will require a submission in writing to the Board of Directors regarding their prior term on the Board and reasons they wish to rejoin the Board. The Board of Directors must with simple majority approve the person to submit a nomination; the BOD may request a meeting with the person to discuss further.
2. Removal - A Member may be removed from Board, for cause, by the vote of two-thirds (2/3) of the total number of Board members at the time. Such action may only occur at a duly constituted meeting of the Board of Directors. The notice of such a meeting must specify the proposed termination action to be presented for consideration at the meeting.
  - a. "For cause" is defined as breach in confidentiality of IHSA proceedings, conflict of interest, violation of attendance policy, and/or violation of the IHSA Commitment Form.
3. Replacements - The Nomination and Election Committee shall be responsible for securing nominations for replacements to the board to fill unexpired term by sending out notices to all programs. Interested individuals will respond by completing the profile form and return it to the Nominations and Election Committee to be voted on by Board Members. The IHSA, Inc., Board of Directors shall fill the vacancy (ies) from the nominations received.
4. Conditions for Membership - If a Board Member leaves and moves to another IHSA member Program, a letter must be obtained from the new Head Start or Early Head Start program to verify its willingness to support the individual as an IHSA, Inc., Board Member. Support includes but is not limited to release time for meetings and the certain expenses when needed for participation.
  - a. The new program that the Board Member is affiliated with must be a current paid IHSA, Inc. member program.
  - b. If the Board Member moves to a non-member Head Start or Early Head Start program or another employer, he/ she must forfeit their position with IHSA, Inc. A conditional 30-day grace period may be granted to allow for compliance of the above requirements.

## Section 4: Terms, Duties, and Responsibilities

1. The IHSA, Inc., Board of Directors are elected to serve three-year terms of office.
2. Term Limits for Board of Directors and duly elected Officers: IHSA Inc. Board of Directors shall serve one three-year term and are eligible to serve an additional two (2) three-year term if so nominated and elected per term. After fulfilling said service, as noted in prior detail, all Board of Directors members and Officers must wait a minimum of two years prior to serving in any capacity on the IHSA Inc. Board of Directors.
  - a. Maximum of 9 years may be served at one time; two years between services will be required before nomination for another seat will be accepted.
3. IHSA, Inc. Board of Directors will follow the Job Description that includes duties and responsibilities for IHSA Board Members including specific responsibilities based on their seat.
  - a. All nominees will receive the Job Description during nomination and election period.
  - b. All incoming new members will review and sign the Job Description during Orientation.
4. Letters of Commitment. - Every nominee to the IHSA, Inc., Board of Directors must sign a letter of commitment. Nominees of Head Start and Early Head Start programs must additionally provide documentation of their program approval for release time and to incur certain expenses.
5. Attendance
  - a. If a Board Member is absent from four board meetings in a 12-month period, the board member shall be sent a letter of notification that he/she is no longer a member of the IHSA, Inc. Board of Directors. The letter shall be signed by an Executive Officer with approval by the Executive Committee.
    - i. Extenuating circumstances will be addressed to the Executive Committee.
  - b. Participation during Meetings: It is expected that all Board Members will participate fully during meetings, regardless if conducted via zoom or in person. Anyone that is late or leaving early must notify an Executive Officer or Executive Director regarding the situation.

## ARTICLE VI: OFFICERS

Four Officers (Shall be elected from the Board of Directors)

- President
- Vice-President
- Secretary
- Treasurer

## Section 1: Name of Officers

The officers of the IHSA, Inc. Board of Directors shall be President, Vice-President, Secretary and Treasurer. The officers shall be charged with those duties as outlined below and on their job descriptions.

### ***President***

The President shall be the highest ranking of the Corporation. The duties shall be but not limited to the following:

1. Presides at all meetings of the IHSA, Inc. Board of Directors and at meetings of members of the IHSA, Inc.
2. Establishes meeting agendas to the Executive Director for distribution.
3. In the event of pending absence, notifies the Vice-President, provides meeting agenda and other relevant documents in a timely manner.
4. Screens and invites visitors or resource persons to meetings.
5. Maintains regular communication with the Executive Director, other Board Members and IHSA, Inc. partners regarding the concerns of the organization.
6. Appoints ad hoc committees as needed and dissolves said committees when task is completed.
7. Votes only in the event of a tie vote of the Board.
8. Shall upon approval of the Board, sign contracts and other documents.
9. Shall, upon approval of the Board, appoint legal counsel.
10. Shall, upon approval of the Board, appoint Board Liaisons to community groups.
11. Attends selected Meetings representing IHSA, Inc.
12. Guides and directs the Executive Director in the operation of the IHSA, Inc. office and in the execution of his/her duties.
13. Conducts orientation for new Board members at the annual meeting or as needed in conjunction with the Executive Committee.

### ***Vice-President***

The Vice-President shall, in the absence of the President, perform all of the duties and have all the powers of the president. Other powers and duties of this office are as follows:

1. Serves as chairperson of the Nomination and Election Committee-see Nominations and elections
  - a. To establish a slate of nominees for IHSA, Inc. Board openings.
  - b. Maintain the Board Election Schedule
  - c. Fill Board vacancies
  - d. Submit written reports to Board
2. Ensures formal recognition of incoming and outgoing members of the IHSA, Inc. Board.

3. Maintains and updates the Board Election Schedule for the IHSA, Inc.
4. Assist in the orientation for new Board members at annual meeting.
5. Conducts orientation for new Board members at the annual meeting or as needed in conjunction with the Executive Committee.

***Secretary***

The duties of the Secretary include but are not limited to the following.

1. Record, report, and submit meeting minutes to the Board.
2. Record attendance at each Board meeting.
  - a. Track attendance and bring concerns to Executive Committee for review of board member.
3. Establish quorum.
4. Assures all records are properly maintained and accessible as outlines in Article XIV related to Books and Records.
5. Conducts orientation for new Board members at the annual meeting or as needed in conjunction with the Executive Committee.

***Treasurer***

The Treasurer shall be the Financial Officer of the IHSA, Inc. and shall have the custody of its funds. The Treasurer shall be bonded. The duties are as follows:

1. Follows all Board approved fiscal policies and procedures and offers recommendations for revision of same.
2. With Board approval, two authorized signatories represented by 2 members of the Executive Committee, shall have the authority to open bank accounts/credit card in the name of the IHSA, Inc.
3. Checks and drafts and other papers requiring the payment of money on behalf of the IHSA, Inc., will be signed by two members of the Executive Committee of the IHSA, Inc. Board of Directors.
4. Review all debts and obligations of the IHSA, Inc. that were paid upon receipt by the Executive Director of valid notices of indebtedness.
5. In October arrange a meeting of the Finance Committee to review projections and develop preliminary budget and then in November distribute copies of a preliminary/projected budget.
6. Shall prepare and submit for approval in collaboration with the other Finance Committee members an annual IHSA, Inc. budget at the November Board of Directors' meeting.
7. Secures the services of an auditor every year to conduct an annual IHSA, Inc. Will submit the final report to the Board of Directors by May Meeting
8. Acts as chair of the Finance/ Membership committee.
9. Assures that incorporation papers/required tax forms are completed and submitted annually. The Executive Director will

submit the forms to the Treasurer and the Board for approval prior to submission.

10. Conducts orientation for new Board members at the annual meeting or as needed in conjunction with the Executive Committee.

## Section 2: Nominations and elections of Officers

### Election Procedures

1. The Nomination and Election Committee will be responsible for assuring compliance of the election procedures.

### Nominations

1. Call for Nominations at the next board meeting upon an available position. Board member may nominate another person or self. If two or more members are nominated each nominated person will offer the Board reasons they should be elected.

### Election

1. Voting Procedure – All board members present will provide a blind vote after the call for nominations.
2. Board members will receive one ballot.
  - a. If only one person is nominated for an Officer position that person will automatically receive that position as long as they meet the eligibility criteria.
  - b. Notification - the Nomination and Election Committee will present the names of the elected Officers at the meeting.

### Installation

1. The new Officers will be installed at that meeting and assume their responsibilities at that time.

## Section 3: Eligibility

1. Only members of the IHSA, Inc. Board of Directors shall be the officers of the IHSA, Inc. Officers will be selected from the 20 members on the Board of Directors.

## Section 4: Terms of Office.

1. The IHSA, Inc., Board of Directors are elected to serve three-year terms of office. Parent Representatives are elected to 2-year term limits.
2. Term Limits for Board of Directors and duly elected Officers: IHSA Inc. Board of Directors shall serve one three-year term and are eligible to serve an additional two (2) three-year term if so nominated and elected per term. After fulfilling said service, as noted in prior detail, all former Board of

Directors members and Officers must wait a minimum of two years prior to serving in any capacity on the IHSA Inc. Board of Directors.

## Section 5: Removal from Office.

1. Removal - A Board Member may be removed as an officer, for cause, by the vote of two-thirds (2/3) of the total number of Board members in office at the time. Such action may only occur at a duly constituted meeting of the Board of Directors. The notice of such a meeting given pursuant to the following Section G, must specify the proposed termination action to be presented for consideration at the meeting.
  - a. "For cause" is defined as breach in confidentiality of IHSA proceedings, conflict of interest, violation of attendance policy, and/or violation of the IHSA Commitment Form.

## Section 6: Vacancies

1. Replacements - The Nomination and Election Committee shall be responsible for securing nominations for replacements to the board to fill unexpired term by sending out notices to all Board Members. Interested individuals will respond by completing the profile form and return it to the Nominations and Election Committee shall be voted on by Board Members. The IHSA, Inc., Board of Directors shall fill the vacancy (ies) from the nominations received.

## **ARTICLE VII: BOARD COMMITTEES**

Each committee shall keep regular minutes of its proceedings and report same to the IHSA, inc. Board of Directors. Details of the responsibilities of the Finance, Conference/Training, Nominating/Election, Executive, and PR/Advocacy are kept on a live running report available through the Secretary or Chairperson of that Committee.

### Standing Committees

The standing committees of the IHSA, Inc. shall be.

1. Finance
2. Conference/ Training
3. Nominating/Election
4. Executive
5. PR/Advocacy
6. Ad Hoc

### Committee Membership

The committee chairperson, in consultation with committee members, shall select committee members. Committee membership may consist of members other than Board of Directors.

### Finance Committee.

The purpose of this committee is to propose policies and procedures regarding finances and to maintain a current and involved membership for the IHSA, Inc. The chair of this committee is the Treasurer. No two persons from the same agency may sit on the Financial Committee. The functions of this committee are:

1. To submit an annual budget to the Board of Directors in collaboration with the treasurer.
2. To monitor expenses, provide year-end expense report and keep board informed of fiscal concerns.
3. To evaluate financial needs of the IHSA, inc. and to make cost projections.
4. To review the fiscal handbook and make recommendations to the Board, at least every five years or as needed.
5. To actively recruit new members.
6. Seek and apply for potential funding on behalf of IHSA Inc.
7. Submit written reports to Board
8. It is the responsibility of the Finance Committee to notate all documents being uploaded into the electronic web-based storage platform to ensure transparency via meeting minutes.

### Conference/ Training Committee

The purpose of this committee is to develop and implement quality training opportunities for IHSA members and other ECE supporters. The Conference and Training Committee will assist the Association in generating revenue/income. The Chair of this committee will be determined by the President. Members include: Committee Chair, Education Rep., Health Rep., Family Services Rep., and Executive Director. The functions are:

1. To be a resource, in addition to the IHSA office, which Indiana Head Start Programs can submit training needs and receive referrals for such training. Survey members on training needs as requested.
2. To work in collaboration with State Head Start T/TA system.
3. To facilitate the provisions of training to Indiana Head Start Programs as deemed appropriate.
4. Submit written reports to Board.
5. Up to 7 Conference and Training Committee members are eligible for free registration for conferences held by IHSA up to two times per



year. Conference Chairperson will approve eligible members based on participation, attendance, etc.

## Nomination/Election Committee

The purpose of this committee is to oversee the election process and nominations for the Board of Directors. The Chair of this committee is the Vice President. The functions of this committee are:

1. To establish a slate of nominees for IHSA, Inc. Board openings.
2. Maintain the Board Election Schedule
3. Fill Board vacancies
4. Submit written reports to Board

## Executive Committee

The officers of the IHSA, Inc. shall comprise the Executive Committee. Members include: President, Vice President, Secretary, and Treasurer. No two persons from the same agency may sit on the Executive Committee. The function of this committee is to oversee the effective operation of the IHSA, Inc. between regular Board meetings. All Executive Committee Meetings are closed door meetings.

1. Complete annual Executive Director Evaluation and present to Board for approval.
2. To participate in special meeting as needed.
3. Solicit input from Board members regarding Executive Director Performance evaluation.

## Other (Ad Hoc) Committees

Other committees may be appointed and authorized with such responsibilities and authority as the IHSA, Inc. Board of Directors may specify. Such committees shall be appointed and authorized for a specified period of time required to execute their commission.

1. Bylaw Committee: The purpose of this committee is to make sure bylaws are corrected and update annually. The Board President will be the chair of this committee.

## **ARTICLE VIII: EXECUTIVE DIRECTOR**

The position of Executive Director will serve the IHSA, Inc., Board of Directors. The Executive Director will represent the Indiana Head Start Association, its mission, and its members and at all times and serve to promote the ideals and goals of the IHSA, Inc. Board.

The Executive Director shall successfully run the day-to-day operations of the IHSA, Inc. as outlined in the Executive Director Job description.

See Addendum #1 for a complete Executive Director Job description.

## **ARTICLE IX: CONTRACTS, LOANS, AND FUNDS**

### **Contracts**

The IHSA, Inc. Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers as authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances with prior Board approval. The IHSA, Inc. will follow federal law and utilize Equal Opportunity guidelines.

### **Loans**

Unless authorized by the IHSA, Inc. Board of Directors, no loan shall be made by or contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

### **Contributions, Bequests and Gifts**

The IHSA, Inc., Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest, or device for general uses or any special purpose of the Corporation.

## **ARTICLE X: BOOKS AND RECORDS**

The fiscal year of the IHSA, Inc. shall be the calendar year.

The IHSA, Inc. shall keep accurate and complete books and records of accounts and shall also keep minutes of proceedings for Board and member review. A current listing of names addresses and membership status shall be kept at the IHSA, Inc. central office. Any member with proper notice may inspect all books and records of the Corporation.

All documents including but not limited to board meeting minutes, tax information, financial records, personnel records, committee meeting minutes, etc. shall be maintained for a minimum of 7 years through an electronic web-based storage platform. All documents uploaded through the electronic web-based storage platform will be notated by the Finance Committee meeting minutes. Destruction of internal documents shall be the responsibility of the current Executive Committee; documentation of destruction of records will be kept via board meeting minutes.

## **ARTICLE XI: LEGAL COUNSEL**

Legal counsel may be retained by the President with approval by the IHSA, Inc. Board of Directors. All matters involving interpretation of state law, local ordinances, and tax questions shall be submitted to legal counsel for approval before adoption.

## **ARTICLE XII: PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall be held as the parliamentary authority of the IHSA, Inc.

## **ARTICLE XIII: AMENDMENTS OF THE BYLAWS**

The Bylaws of the IHSA, Inc. may only be amended by the following means:

### Board of Directors

These Bylaws may be amended by a simple majority (greater than 50%) vote of the IHSA, Inc. Board of Directors present at a regular or special meeting of the IHSA, Inc. Board of Directors, provided that notice of proposed amendments be circulated in writing at least thirty days prior to such meeting. The circulation of changes of the Bylaws shall be the responsibility of the Secretary or Secretary Designee.

OR

### Voting Membership

These Bylaws may be amended at any annual or special meeting of the voting membership by a vote of simple majority (greater than 50%) of those present, provided that the representatives of a minimum of 2/3 of existing programs shall be present, and provided that notice of such action shall have been circulated to the membership in writing at least thirty days prior to the meeting.

## **PROHIBITION AGAINST SHARING CORPORATE EARNINGS**

No member, trustee, officer, or employee of or members of a committee or person connected with the IHSA, Inc. or any other private individual shall receive, at any time, any of the net earnings or pecuniary profits from the operations of the IHSA, Inc. provided that this shall not prevent the payment to any such person reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the IHSA, Inc. Board of Directors.

## **DISSOLUTION**

All members of the IHSA, Inc. shall be deemed to have expressly consented and agreed to such dissolution and the winding up of affairs of the Corporation, whether voluntary or involuntary.

#### Dissolution Plan

In the event of dissolution of the IHSA, Inc., for any reason whatsoever, the plan for the distribution of assets during the process of dissolution shall be as follows:

1. All liabilities and obligations of the IHSA, Inc. shall be paid, satisfied, and discharged in full; and in case its property and assets are not sufficient to satisfy or discharge all of the corporation liabilities and obligations, the IHSA, Inc. shall apply them as far as they will go toward just and equitable payment of such liabilities and obligations.
2. No member, trustee, officer, or employee of, or members of a committee, or person connected with the IHSA, Inc. or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the IHSA, Inc.
3. Any assets held by the IHSA, Inc. upon condition requiring return, transfer or conveyance with conditions occur by reason of dissolution shall be returned, transferred, or conveyed in accordance with such requirements.
4. Any and all other assets of the IHSA, Inc. upon its dissolution for any reason, which shall remain on hand after a final audit of the books shall revert to the IHSA, Inc. non-profit components which are to equally divided among said associations and/or other eligible 501 (c3) non-profit organizations with similar goals and objectives.

## **EXEMPT ACTIVITIES**

Notwithstanding any other provision of these Bylaws, no member, officer, employee, or representative of the IHSA, Inc. 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 any organization exemption under Section 501 (c3) of the internal revenue code and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under section 170 (c2) of the Code of Regulations as they now exist or as they may hereafter be amended.

## **ADDENDUMS**

Executive Director Job Description

### **IHSA MISSION STATEMENT**

*The mission of the Indiana Head Start Association is to provide a unified voice that represents all paid members and agencies. IHSA meets the needs of its members by providing advocacy, training, and leadership development, and by promoting collaboration and communication. IHSA is committed to fostering professionalism within the organization and accountability to members. IHSA promotes proactive leadership and respect for diversity.*

#### **POSITION SUMMARY:**

The Executive Director (ED) serves, as the chief executive of the IHSA and, in partnership with the Board of Directors, is responsible for the success of the association. The ED is a practical visionary, dedicated to the mission and values of the IHSA. The ED envisions, communicates, and implements work plans that engage board members, parents, and partners to promote opportunities and address challenges faced by Head Start and Early Head Start programs and families. The ED leads, convenes, and actively collaborates with a range of public, private, and philanthropic stakeholders, as well as Head Start and early education experts and advocates to advance the goals of the IHSA. The ED manages the day-to-day operations of the association (including member services, trainings, conferences, and strategic planning), directs fundraising efforts, manages the association's annual budget, oversees policy and advocacy work, directs internal and external communications, and manages staff and outside consultants.

#### **ESSENTIAL FUNCTIONS:**

The primary duties and responsibilities of the ED include:

**Leadership** - The ED inspires and leads IHSA staff, board, and members to achieve their shared vision. The ED leads efforts to build a strong base of support for the mission of the IHSA by educating and engaging policy makers, funders, advocates, and other stakeholders with the power to amplify the voice of families.

- Provides strategic guidance to the board on how to most effectively advance the association's mission and achieve its goals.
- Identifies and pursues funding, program and/or partnership opportunities that benefit the association and its members.

- Advises the board on overcoming challenges or potential challenges facing the association and/or IHSA programs.
- Ensure the smooth, high level functioning and efficient operation of the IHSA office.
- Provide the Executive Board with monthly and quarterly reports on the work and activities of the Association; Develop annual budget in concert with the Executive Board, and provide budget details for their input and counsel.
- Ensure the maintenance of IHSA By-Laws records as they are created and revised. Revise and distribute updated copies as necessary.
- Maintain necessary IHSA election records and procedures. Inform and educate IHSA Board on the processes, educate IHSA membership on the processes and be available to assist at IHSA elections, Track Board member terms and attendance.
- Function as a member of the IHSA Executive management team, providing input, guidance, support, leadership, vision, and commitment as necessary.
- Ensure appropriate and updated technology for use in IHSA operations.

**Professional Development (Training/Conference Events)** – The ED ensure the development of a statewide Training Needs Assessment (TNA) based on current federal, state, and local needs, working with the federal TA provider and the State Collaboration Office in the process. The Association annual training plan will be established from this TNA and other training requests received from constituents each year.

- Ensure the design and development of all regular and special IHSA training events, using TNA and other data to aide in the development.
- Attend all training meetings of the Association and be prepared to serve as a backup trainer should the need arise.
- Research needs on an ongoing basis, and design, develop and facilitate special training events in areas of specialty (component specific training needs, management, leadership, technology, etc.).
- Whenever possible attach Credit Hours for trainings offered and pursue whenever possible additional endorsement/credit/certification for training events.
- Explore ways IHSA can collaborate and partner with other early childhood providers for joint training events, and/or to become a provider of training for other early childhood providers.
- Continue an ongoing partnership with the Head Start Training and Technical Assistance network so as to maximize training opportunities for IHSA.
- Other duties regarding Professional Development (training) that might be necessary and appropriate.

**Financial/Budget and Grants Management** - The ED manages an annual operating budget, oversees the collection of membership dues, and working with the Board Treasurer to prudently manages the association’s resources to achieve IHSA priorities. The ED is responsible for identifying and pursuing funding opportunities and securing the financial resources needed to support the IHSA and its agenda.

- Develop funding proposals as opportunities arise.

- Seek funding from sources, including Regional Office, State Collaboration Office, the Head Start community and others, in any legitimate and creative way in which IHSA can collaborate.
- Also, whenever possible, seek additional funding for special training events to meet needs identified by membership.
- Act as Grants Manager for all proposals funded and work collaboratively with the project officers on any grants received and ensure routine and appropriate grant fiscal management and reporting.
- Ensure routine and appropriate grant program status reporting.
- Other duties regarding grants management that might be necessary and appropriate

**Advocacy/Outreach** – The ED assumes a leadership role in public policy issues relating to IHSA and issues that impact families and their children. The ED intentionally engages board members, affiliates, and IHSA parents in developing, implementing and refining the association’s policy positions and legislative agenda, including work on the federal budget and annual appropriation. The ED keeps board and association members informed on legislative issues that impact IHSA programs and families.

- The ED identifies strategic opportunities and collaborations. S/he cultivates new partnerships with public and private funders, policy makers, think-tanks, and coalitions while maintaining and deepening relationships with the longtime partners, including the National Indian Head Start Directors Association, the National Head Start Association, and the Hispanic Education Coalition.
- Provide regular updates to the IHSA membership on state and federal matters affecting Head Start, via email and/or mailed news releases.
- Act as liaison, as IHSA business requires to at least the following groups:
  - ACYF and Head Start Bureau - Washington, DC; ACF Region V; Indiana Office of the Governor Indiana Legislature; Indiana Office of Early Childhood and out of School Learning (OECOSL); Indiana Department of Education; Indiana Department of Human Services; Indiana Department of Health; Indiana Child Care Resource and Referral Agencies; Indiana Training and Technical Assistance consultant; the Indiana Early Learning Advisory Council (ELAC); The Region V T/TA network, and specifically the Indiana T/TA network; The Indiana Association for the Education of Young Children; National Head Start Association; Regional Head Start Associations; the network of State Head Start Associations; State Head Start Collaboration Projects; Children’s Defense Fund; and any other local, state or federal programs whose work impacts that of Head Start.
    - Where possible, with integrity and a high level of ethics, in the foregoing liaisons, develop mutually supportive relationships and foster activities where IHSA can benefit contractually.
- When necessary, make routine trips to Washington DC and Indianapolis for the express purpose of meeting with and influencing legislators and policy makers on behalf of Head Start, Head Start legislation and policies which impact Head Start.

- When access is available, work with lobbyists from the larger network of ECE agencies on behalf of Head Start.
- Maintain an up-to-date complete roster of State legislators and federal Congressional delegates by district and county, for distribution to local programs. Maintain an ongoing relationship with staff in the offices of the Indiana Congressional Delegation and where appropriate the state legislature.

**Communication** – The ED maintains regular communications with Health and Human Services (HHS) staff, including those within the Administration for Children and Families (ACF), the Office of Head Start and the contractor overseeing Region V Head Start technical assistance. As necessary, the ED also establishes relationships with other federal and state agencies that impact IHSA programs, early education programs, and/or families.

- Acts as the lead spokesperson for the IHSA and represents the association to print and electronic media. S/he is responsible for making sure that the IHSA and its mission, values, programs and services are consistently and accurately presented in the media.
- Create and disseminate a quarterly newsletter.
- Maintaining the IHSA website and other social media outlets.

**Membership/Governance** – The ED ensures that the association provides high quality and responsive services to its members and fulfills its annual obligations to its members.

- In partnership with the Board president and the other officers, leads, enables, and supports the Board of Directors in its governance responsibilities.

**Travel** - Attend routine and special meetings as necessary to fulfill the obligations of the position and to represent IHSA following the approved IHSA Travel Policy.

- Mandatory meetings include at least the following:
  - State/Head Start Collaboration Project meetings; State President meetings (with the IHSA President).
  - NHSA and Regional HSA meetings; Special request meetings by other states having to do with
  - Head Start or HSA business.
  - State and/or Regional T/TA provider meetings where feasible.
  - ECE related meetings/conferences.
  - Professional Development related meetings/conferences.
  - Any other appropriate meetings/conferences where Head Start and/or Early Head Start/IHSA interests might be served.

#### **NON-ESSENTIAL FUNCTIONS:**

The secondary duties and responsibilities of the ED include:

- Ensure the maintenance of all necessary office supplies, records, lists, documents etc.
- Ensure the smooth and efficient operation of the IHSA office.
- Organize and present an annual Board Orientation.
- Develop and maintain a roster of Board Member and Committee Assignments.
- Maintain a roster of all IHSA grantees and their annual funding to determine association dues.
- Develop and maintain a roster of all Indiana On My Way Pre-K by county.
- Develop and maintain a roster and email listserv of all Indiana Head Start grantee offices,



grantee Directors, grantee Education, Family Service and health Service leads.

- Ensure the maintenance of an ongoing inventory of IHSA equipment and resources.
- Must have a valid driver's license and have access to and use of a reliable automobile.
- Other duties as may be applicable and appropriate to the position

**Qualifications** – Candidates must have significant experience in one or more of the following areas – Head Start, early childhood development and family systems, advocacy, or public policy.

- Candidates must have at least five years of experience as an ED or in a senior leadership position in an organization or association, including experience working with a non-profit board.
- Candidates must have demonstrated decisive management abilities, have exceptional oral and written communication skills, be well organized, and possess strong business ethics and a commitment to the mission and values of the IHSA.
- Must have a high degree of culture competence.
- A bachelor's degree is required, Master's degree in related in field of study is preferred.
- Must be available to travel 30% of the time (including visiting grantee programs to speak to all staff about the benefits of membership) and willing to work weekends and evenings as needed.

**Skills** - The individual assigned to this position must be able to develop and write fundable proposals as well as have the ability to develop and design and deliver the wide range of training workshops and activities necessary for IHSA business.

- Establish and maintain a broad network of Head Start partners who work together in a positive and mutually supportive manner.
- Interact positively, openly and honestly with all IHSA partners.
- Capable of representing the Association with a high level of intelligence, professionalism, openness, fairness and integrity.
- Demonstrate flexibility and act based on awareness of the needs of IHSA.
- Exhibit a visionary and risk-taking attitude as the work and future of IHSA evolves.
- Must be willing to continue to work on her/his own professional development in areas pertinent to the business of IHSA and be a lifelong learner.

**Professional Experience/Personal Attributes** – A successful candidate must be committed to the IHSA's mission and values and able to demonstrate this commitment through his/her previous experience. The ED will bring the following professional experiences and personal attributes to the position:

- Demonstrated ability to lead collaboratively and includes diverse viewpoints throughout decision-making processes.
- Solid knowledge of Head Start and early childhood education programs and policy.
- Demonstrated fundraising experience, ability to identify and access funding opportunities.
- Proven ability to cultivate and maintain productive relationships with key constituencies including the board, leaders in Head Start and early education, and key federal stakeholders.
- Successful experience in building and leading teams and in managing project teams

with a collaborative leadership style.

- A record of accomplishment of working with an active board to advance the goals of an organization.

**Accountability** – The ED is accountable to the IHSA President of Board of Directors for the completion of their duties and assignments as detailed in this position description, as well as to the high standards of integrity and ethical behavior that would be expected for the successful completion of all IHSA activities.