

1 **As Adopted - April 15, 2012 - Approved by the BOD on 02/28/2022**
2 **NATIONAL MIGRANT AND SEASONAL HEAD START ASSOCIATION**
3 **BY-LAWS**

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5 **ARTICLE I: NAME**

- 6 1. The name of the Corporation shall be the National Migrant and Seasonal Head Start Association.
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8 **ARTICLE II: PURPOSE**

- 9 1. *"The mission of the National Migrant and Seasonal Head Start Association is to advocate for and*
10 *support quality services for migrant and seasonal farm worker children and their families."*
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12 2. The National Migrant and Seasonal Head Start Association (the "NMSHSA") is organized and shall be
13 operated exclusively for charitable, scientific, literary and educational purposes within the meaning of
14 Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future
15 United States Internal Revenue Law).
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17 3. To carry out this mission the NMSHSA shall:
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19 a. Promote respect and collaboration between all members of the NMSHSA in order to strengthen
20 membership and to work toward our common goals, as a united front, for the needs of migrant
21 and seasonal farm worker children and families and the staff that serve them
22 b. Designate representatives from all Affiliate Groups to the National Head Start Association to
23 advocate at the National level for the needs of Migrant and Seasonal Head Start children,
24 families and staff;
25 c. Review proposed national policies and directives and provide input on behalf of the Migrant and
26 Seasonal Head Start Programs;
27 d. Establish and maintain an effective system for developing, disseminating and communicating
28 policies, positions or statements to the general membership and to community partners, as
29 applicable;
30 e. Act as a network system for sharing information and resources;
31 f. Enhance the professionalism and growth of Parents, Staff, Community Partners and Directors by
32 planning and participating in national training events involving Migrant and Seasonal Head Start
33 staff and parents; and
34 g. Promote research on behalf of migrant and seasonal farmworker families and children.
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37 **ARTICLE III: MEMBERSHIP**

38 **Section 1: Members Defined**

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40 1. Grantee Members of the NMSHSA shall consist of the Migrant & Seasonal Head Start grantees funded
41 by the Office of Head Start whose Association dues are current as determined by the Association.
42 2. Individual Members of the NMSHSA shall consist of any interested individual who has
43 paid the annual individual membership dues
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45 **Section 2: Dues**

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47 1. Membership in the National Migrant and Seasonal Head Start Association shall require
48 payment of a non-refundable, non-transferable membership fee, to be established by the

Board of Directors, to be renewed annually at the first of each membership year. The membership year will run January 1 through December 31. A dues schedule will be established for each of the member classes as defined in Article III, Section 1.

Section 3: Rights

1. All Grantee Members of the NMSHSA and their representative participants in the affiliates shall be equal and shall have equal access to the following rights:
 - a. To receive information dealing with the development, maintenance and activities of the NMSHSA, including notice of meetings, through a designated central point;
 - b. To receive NMSHSA legislative updates through a designated central point;
 - c. To receive information on all issues proper to the voting upon said issues
 - d. To bring any issue within the scope of the NMSHSA’s purpose before the membership;
 - e. To be eligible for appointment to membership on committees, and
 - f. Upon request, to receive a copy of the minutes of the NMSHSA meetings
2. All Individual Members of the NMSHSA shall be equal and have equal access to the following rights:
 - a. To receive information dealing with the activities of the NMSHSA through the designated central point;
 - b. To bring any issue within the scope of the NMSHSA’s purpose forward in writing for consideration by the board
 - c. To be eligible for appointment to membership on committees; and
 - d. Upon request, to receive a copy of the minutes of the NMSHSA meetings

Section 4: Annual Meetings

1. The annual, general membership meeting of the NMSHSA will be held each year at a time established by the Board. Notice will be provided to the membership at least 60 days prior to the date. All members of the NMSHSA and their representative participants are welcome to participate in the annual general membership meeting, and their respective Affiliate Meetings. Written agendas will be distributed, by any means, via the Grantees for grantee members and to individual members.

ARTICLE IV: AFFILIATES

Section 1: Affiliates Defined

1. The NMSHSA Affiliate Groups and their compositions are as follows:
 - a. *National Migrant and Seasonal Head Start Directors Affiliate* (NMSHSDA) -- Representatives of Grantee Members of the NMSHSA who are Directors of a Migrant and Seasonal Head Start program or persons designated the operational responsibility of the Program
 - b. *National Migrant and Seasonal Head Start Affiliate* (NMSHSSA)-- Representative of the Grantee Members of the NMSHSA, other than MSHS Program Directors, who are employed in a local Migrant and Seasonal Head Start Program.
 - c. *National Migrant and Seasonal Head Start Parent Affiliate* (NMSHSPA) Representatives of Grantee Members of the NMSHSA who are current Migrant and Seasonal Head Start Parents.

- d. *National Migrant and Seasonal Head Start CEO and Community Partners Affiliate* (NMSHSCCP A) Representatives of Grantee Members of the NMSHSA who are current CEOs or designees and other invited community partners of NMSHSA who are neither Directors, Staff nor Parents, as elected by the NMSHSCCPA Affiliate.
- e. ***National Migrant and Seasonal Head Start Summer Internship Affiliate (NMSHSSIA)- Alumnus of the NMSHSA Summer Internship will make up the affiliate membership.***

Section 2: Voting Representatives to the Affiliates

1. Each Grantee Member agency **and the NMSHSSIA** shall appoint representatives who shall have authority to vote on official business in each of the Affiliate Groups, in accordance with Affiliate by laws. Grantee member agency **and the NMSHSSIA** must submit names of the voting representatives to the National Office for each Affiliate group no later than thirty (30) days prior to the annual meeting of the association. The voting representatives are apportioned as follows based on Grantee Member agency MSHS funded enrollment **and as designated by the NMSHSSIA:**

	MSHS Funded Enrollment Between 1 and 1000	MSHS Funded Enrollment between 1001 and 3000	MSHS Funded Enrollment over 3000
Director Affiliate	1 Representative	2 Representatives	3 Representatives
Staff Affiliate	2 Representatives	3 Representatives	4 Representatives
Parent Affiliate	2 Representatives	3 Representatives	4 Representatives
CEO/ Community Partner Affiliate	1 Representative	2 Representatives	3 Representatives
Alumnus Affiliate	1 Representative		

2. The CEO and Community Partners Affiliate may include additional voting representatives of significant local, regional or national partners who are elected by a majority of the voting representatives for that Affiliate at a meeting at which a quorum is present.
3. All Migrant and Seasonal Head Start Directors, staff, CEOs, and parents of Grantee Member agencies and Delegate Agencies, elected community partners **and NMSHSSIA members** may participate in meetings of their Affiliate Group of the NMSHSA, notwithstanding their ability to vote on official matters.
4. Individual Members of the NMSHSA do not have voting rights with the Association nor with any Affiliate Group.
5. **NMSHSA Summer Internship Affiliate will be composed of Summer Internship Alumni.**

Section 3: Affiliate Executive Committee

1. Each Affiliate shall elect an Executive Committee comprised of a President, Vice- President, Secretary, Treasurer, a representative to the National Head Start Association (NHSA) **(with the exception of NMSHSA Summer Internship Affiliate who will not have a NHSA Representative)** and one Member-at-Large. The President, Secretary, NHSA Representative will begin terms on odd years. The Vice-President, Treasurer and Member-at-Large will begin terms on even years. The Parent Affiliate will elect members into these positions annually, for one (1) year terms, with no member serving more than three (3) consecutive one year terms in any one Affiliate Office.

- 2. Individuals who are designated as one of the voting representatives from a Member agency may be elected to fill one of these positions. In addition, approved community partners may be elected to fill these positions on the CEO and Community Partners Affiliate. Affiliate Executive Committees will advise their respective Affiliates in all matters and plan the agenda for their respective Affiliate meetings.
- 3. With the exception of the Parent Affiliate, affiliates shall limit the number of officers to no more than one from each Grantee that can be elected to the Affiliate Executive Committee to ensure a diverse representation of Grantee Member agencies on the Association Board of Directors. The Parent Affiliate shall limit the number of officers to no more than two (2) from each grantee that can be elected to the Affiliate Executive Committee.

Section 4: By-Laws

- 1. There shall be one set of By-laws for the NMSHSA. Each Affiliate may have its own By-laws for issues specific to that Affiliate, provided, however, that each Affiliate's By-laws shall be consistent with the By-laws of the NMSHSA and the Association's bylaws shall always take precedence.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Board Members

- 1. The business of the NMSHSA shall be managed by a Board of Directors composed of **twenty-five (25)** voting representatives consisting of the six Executive Committee members from each of the named Affiliates **and one member of the NMSHSA Summer Internship Affiliate**. The immediate past President of the Board of Directors shall serve as an ex-officio, non-voting member of the Board for a term of one year if she or he is not otherwise a member of the Board.
- 2. **Employees of NMSHSA are not eligible for NMSHSA Board membership.**

Section 2: Term of Office

- 1. Terms of office shall be staggered in accordance with Article IV, Section 3. Elections are held at the annual meeting and the term begins upon election, with the exception of the NHSA Representative. Affiliate officers shall hold office as described below:
 - a. With the exception of the Parent Affiliate officers, the President, Vice-President, Secretary, Treasurer and Member at Large shall hold office for a period of two years and shall serve no more than two (2) consecutive terms in any one Affiliate office.
 - b. With the exception of the Parent Affiliate officers, NHSA representatives shall hold office for a period of two years and shall serve no more than four (4) consecutive terms in office. In all Affiliates, the term of office for the NHSA Representatives shall begin July 1 to coincide with the NHSA Board terms. The newly elected NHSA Representatives shall participate as observers at meetings and conference calls through June 30.
 - c. Parent Affiliate officers elected to the Board of Directors shall hold office for a period of one (1) year and shall serve no more than three (3) consecutive one year terms in any one Affiliate office.

Section 3: Removal from Board

- 183 1. A member's term may end by a majority vote of the members seated at any meeting of the Board.
184 Reasons for removal may include but are not limited to behavior not in keeping with Article V, Section
185 7: Responsibilities below.

186 **Section 4: Vacancies**

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189 1. Any vacancy occurring in the Board of Directors must be filled from the Affiliate Group from which the
190 vacancy occurs by an affirmative vote of a majority of the respective Affiliate's Executive Committee
191 then in office. Any officer so elected to fill a vacancy shall be elected for the unexpired term of his/her
192 predecessor.

193 **Section 5: Compensation**

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196 1. Individuals shall not receive any compensation for their services as members of the Board of Directors
197 of the NMSHSA or as members of an Affiliate Executive Committee.

198 **Section 6: Board Meetings**

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201 1. At a minimum, the Board shall meet annually after the general membership meeting. At all Board
202 meetings and conference calls, fifty-one percent (51 %) shall constitute a quorum.
203 2. The order of business shall be comprised of the following items:
204 a. Roll call to establish quorum;
205 b. Agenda review and approval;
206 c. Additions to the agenda;
207 d. Reading and approval of minutes;
208 e. Reports of officers, Board and standing committees
209 f. Reports of other committees;
210 g. Report from NHSA Representatives;
211 h. Old business; and
212 i. New Business
213 3. A written agenda shall be sent to each Board member, by any means, at least two (2) weeks prior to the
214 meeting date.

215 **Section 7: Responsibilities**

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218 1. Board Member responsibilities shall include, but not be limited to the following:
219 a. Attendance at all scheduled board meetings, arriving promptly and remaining until the meeting
220 is adjourned. *Any Board member who misses a meeting or conference call shall provide reason,*
221 *in writing, to the Board of Directors prior to the meeting. Each affiliate executive committee*
222 *shall determine whether the absence of a Board member from their affiliate will be considered*
223 *an excused or unexcused absence. The Board shall notify, and consider for removal, any member*
224 *with two unexcused absences;*
225 2. Support of the mission, By-laws and goals of the NMSHSA through active Board participation;
226 3. Active participation in any assigned committees, projects or duties
227 4. Conduct that promotes a positive image of the NMSHSA; and
228 5. Ensuring Grantee membership dues are current
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230 **Section 8: Responsibilities of NHSA Representatives**

1. In addition to the responsibilities listed in Section 7 for all Board members, the four (4) Affiliate NHSA Representatives shall have the following additional responsibilities:
 - a. Attendance at the NHSA Board meetings;
 - b. Representation of the opinions, philosophies and goals of the NMSHSA at the NHSA Board meetings;
 - c. Advocacy at the national level on behalf of the NMSHSA and to each representative's respective NHSA Affiliate; and
 - d. Preparation of a report of each NHSA Board of Directors meeting for each Affiliate Executive Committee and the NMSHSA Board of Directors.

Section 9: Consultants

1. The Board of Directors may request the assistance of consultants to the Board. Such consultants shall not have voting powers.

ARTICLE VI: OFFICERS OF THE BOARD OF DIRECTORS

Section 1: Officers

1. The officers of the Board of Directors shall consist of a President, a Vice-President, a Secretary, a Treasurer, three (3) Members at Large and a National Head Start Association Representative **and the Summer Internship Alumni Affiliate representative**. (The National Head Start Association Representative on the Executive Committee of the Board is to be elected from the four (4) Affiliate NHSA Representatives.) The Executive Committee shall be elected from among and by the members of the Board of Directors. The individuals elected shall represent an equal number of each of the following four Affiliate groups: Directors, Parents, Staff, CEO/Community Partners **and the Summer Internship Alumni Affiliate representative**. Additionally, the immediate, past president of the Board of Directors shall participate as an ex-officio, non-voting member of the Executive Committee.

Section 2: Terms of Office

1. Each Board officer elected shall hold office for a term of one (1) year. Officers shall serve no more than four (4) consecutive terms in any one office. No officer shall hold more than one office at a time. The officers shall be elected at the annual meeting. The new term of office will begin upon election, with the exception of the NHSA Representative. The term of office for the NHSA Representative shall begin July 1 to coincide with the NHSA Board terms. The newly elected NHSA Representative shall participate as an observer at meetings and conference calls through June 30. Any officer can be removed from office with just cause by two-thirds (2/3) vote of all Board members then in office.

Section 3: Vacancies

1. Any vacancy occurring for an officer of the Board of Directors must be filled by an existing member of the Board by an affirmative vote of the majority of the Board of Directors. Any officer elected to fill a vacancy shall be elected for the unexpired portion of the term of his/her predecessor.

Section 4: Duties

1. **President** - Major responsibilities of this position include but are not limited to the following:

- 281 a. Preside at all general, executive and special meetings of the NMSHSA;
282 b. Provide leadership and direction to the organization in the areas of programmatic and fiscal
283 matters;
284 c. See that all orders and resolutions of the Executive Committee are enacted;
285 d. Appoint chairs of each committee;
286 e. Establish and maintain healthy working relationships with regional and national officials;
287 f. Inform the membership of state, regional and national developments affecting Head Start and
288 Migrant and Seasonal Head Start;
289 g. Ensure that reports from the Board are issued to the general membership on a quarterly basis;
290 and
291 h. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary
292 to ensure the smooth functioning of the NMSHSA.
- 293 2. **Vice President-** Major responsibilities of this position include but are not limited to the following:
294 a. Preside in the absence of the President at all general, executive and special meetings of the
295 NMSHSA;
296 b. Serve as an official representative of the NMSHSA at regional and national levels as requested
297 by the President;
298 c. Coordinate and monitor the efforts of all NMSHSA standing committees; and
299 d. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary
300 to ensure the smooth functioning of the NMSHSA.
- 301 3. **Treasurer-** Major responsibilities of this position include but are not limited to the following:
302 a. Serve as Chairperson of the Finance Committee;
303 b. Work with Executive Director and Accountant to ensure maintenance of financial records of the
304 Association and to ensure required corporation reports are submitted in a timely manner;
305 c. Work with Executive Director, Executive Committee and Accountant in the preparation of
306 annual budget and ensure that the organization operates with an approved annual budget;
307 d. Work with the Executive Committee to arrange for and supervise the preparation of an audit
308 every year;
309 e. Review and approve requests for disbursement in excess of thresholds set by the NMSHSA
310 Board
311 f. Assist each Affiliate and the Association with establishing and implementing fundraising goals;
312 g. Submit respective quarterly financial reports to the NMSHSA Board; and
313 h. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary
314 to ensure the smooth functioning of the NMSHSA.
- 315 4. **NHSA Representative-** In addition to duties described in Article V, Section 8, the NHSA
316 Representatives elected to the Board Executive Committee shall be responsible for
317 a. Ensuring coordination of all affiliate NHSA Representatives.
318 b. Communicating the Association position and agenda to NHSA
319 c. Providing reports to the Board of Directors
- 320 5. **Member At Large:** Major responsibilities of this position include but are not limited to the following
321 a. Participate on Executive Committee
322 b. Perform such other duties as may be prescribed by the Board of Directors or as may be necessary
323 to ensure the smooth functioning of the NMSHSA.
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- 325 6. **Summer Internship Alumni Affiliate representative: Major responsibilities of this position**
326 **include but are not limited to the following:**
327 **a. Participate on Executive Committee**
328 **b. Perform such other duties as may be prescribed by the Board of Directors or as may be**
329 **necessary to ensure the smooth functioning of the NMSHSA.**

Section 5: Executive Committee

1. The officers as defined in Section I will comprise an Executive Committee. The National Head Start Association Representative on the Executive Committee of the Board is to be elected from the four (4) named Affiliate NHSA Representatives. The immediate, past president of the Board of Directors shall participate as an ex-officio, non-voting member of the Executive Committee.
2. The Executive Committee will meet as needed and shall have the authority to act for the Board of Directors only on business matters which must be decided between the regular meetings of the Board. Actions of the Executive Committee shall be reported to the full Board and shall be subject to review and modification at subsequent meetings of the full Board.
3. The Executive Committee has the authority to provide guidance and supervision to the Executive Director and to establish operating policies subject to the advice and consent of the Board of Directors and consistent with Article VI, Section 5(b).
4. At all meetings, fifty-one (51) percent of the members of the Executive Committee then in office shall constitute a quorum for the transaction of business.

ARTICLE VII: COMMITTEES**Section 1: Standing Committees**

1. The Finance Committee is composed of the Affiliates' Treasurers and chaired by the Treasurer for the Board of Directors. A primary function of this committee is to organize and conduct fund raising activities.
2. The Governance Committee is composed of at least one representative from each Affiliate appointed by the President of the Board. The primary function of the Governance committee is to review and revise the By-laws to meet current needs and desired practices, to ensure that Affiliate bylaws are in compliance with the Association bylaws, and to develop a slate of nominees for Board officers as needed.
3. The Government Affairs Committee is composed of the NHSA Representatives, one or more CEO and Community Partner Affiliate Representatives appointed by the President and one or more individuals from the general membership appointed by the President. This committee's function is to help disseminate information and promote advocacy at the national level on behalf of MSHS.
4. Other committees may be formed, as needed, with the consent of the Board.
5. The chairperson for any committee must be a member of the Board. Other committee members may be appointed from among the general membership. The President of the Board shall have authority to appoint committee chairs who are not otherwise provided for in these by these bylaws.

Section 2: Committee Meetings

1. Accurate records of the acts and proceedings of all Committee meetings shall be provided for by the Committee chairperson.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

- 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the NMSHSA in all cases in which they were not inconsistent with these By-laws and any special rules of order the NMSHSA may adopt

ARTICLE IX: FISCAL YEAR

- 1. The fiscal year of the NMSHSA shall be from January 1 through December 31.

ARTICLE X: DISSOLUTION

- 1. In the event of the dissolution of the NMSHSA the plan for the dissolution of assets shall be as follows:
 - a. All liabilities and obligations of the group shall be paid, satisfied and discharged in full prior to the dissolution of the NMSHSA, and in case its property and assets are not sufficient to satisfy or discharge all of the corporate liabilities and obligations, the group shall apply them as far as they will go toward the just and equitable payments of such liabilities and obligations.
 - b. Any assets held by the group upon condition requiring return, transfer or conveyance which condition occurs by reason of dissolution shall be returned transferred or conveyed in accordance with such requirements.
 - c. Any and all other assets of the corporation upon its dissolution for any reason which shall remain on hand after the final audit of the books shall be reverted back to the National Head Start Association who supported the initial costs of the group or to another eligible organization which may be designated by the Board of Directors.

ARTICLE XI: EMERGENCY

Section 1: Emergencies

- 1. Terms of Office in an Emergency: Notwithstanding any other provision of these bylaws, during an Emergency as defined in these bylaws (Article XI; Section 2), the Board may vote to extend, as deemed appropriate and necessary, the term of any board member whose term is expiring. Any such extension shall constitute an extension of that board member’s current term rather than an additional term, and shall not count toward any applicable term limits included in these bylaws.

Section 2: Definition of Emergency

- 2. An emergency is defined for purpose of these bylaws: Any occasion or instance--such as a hurricane, tornado, storm, flood, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, fire, explosion, nuclear accident, pandemic or any other natural or man-made catastrophe--that warrants action to save lives and to protect property, public health, and safety. An emergency to include an event of a declared public health emergency.

ARTICLE XII: AMENDMENT OF BY-LAWS

- 1. These By-laws may be amended by the Board of Directors at any meeting of the Board of Directors, provided that the amendment has been submitted in writing to the members of the Board at least 30 calendar days prior to the meeting where the change is to be considered. Any changes to the By-laws

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will require the presence of a quorum and the presence of at least three voting representatives from each Affiliate group.