



NATIONAL INDIAN HEAD START DIRECTORS ASSOCIATION
P.O. Box 6058, Norman, OK 73070

BYLAWS OF THE NATIONAL INDIAN HEAD START DIRECTORS ASSOCIATION

ARTICLE I NAME

The name of the Corporation shall be the **NATIONAL INDIAN HEAD START DIRECTORS ASSOCIATION** (hereinafter referred to as “the Corporation”).

ARTICLE II OFFICE

The principal office of the corporation shall be in the City of Norman, County of Cleveland, State of Oklahoma. Thereafter, offices shall be in other such places within and without the State of Oklahoma as the board of directors may require from time to time.

ARTICLE III PURPOSES

Section 1. Purposes.

The National Indian Head Start Directors Association promotes and supports quality, comprehensive early childhood development and family-centered services for American Indian and Alaska Native people in the United States and Canada. NIHSDA values the cultural uniqueness and diversity of Indian Head Start communities and seeks to preserve our Native identity. NIHSDA provides advocacy, leadership and professional development services.

This Corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV MEMBERSHIP

Section 1. Members.

There shall be two categories of membership, general membership and associate membership.

The general membership of the Corporation shall be open to American Indian/Alaska Native Head Start and Early Head Start directors. For definition purposes when “Head Start director” is used, it means both Early Head Start and pre-school Head Start directors. When a grantee has a

director who supervises both Head Start and Early Head Start, the director will join as one (1) member and have one (1) vote. When a grantee has a director for Head Start and a director for Early Head Start, the directors will join as two (2) members and have two (2) votes.

Associate membership shall be open to any interested individuals or organizations who do not qualify for general membership. Associate members shall not be entitled to vote on any matters submitted to a vote of the general membership and cannot be members of the board of directors. The board of directors may, from time to time, establish classifications of associate membership for the good will and benefit of the Corporation.

Section 2. Dues.

The board of directors may determine, from time to time, the amount of annual dues. Dues shall be payable by May 31st of each year and the term of membership shall run from June 1st to May 31st. Dues shall not be prorated. If a Head Start director leaves, the new Head Start director assumes that membership for the remainder of the membership year.

Section 3. Rights of Members.

Paid members shall have the following rights:

1. To participate in all corporate business and other matters presented at all general membership meetings.
2. Each paid member has one vote, which is cast by the Head Start director at all meetings of the membership.
3. To receive information pertinent to the maintenance, development and activities of the Corporation.
4. Web access to a copy of the minutes of all regular and special meetings of the Corporation and the board of directors. All members may, upon request, receive a copy of the minutes.

Section 4. Rights of Other Members.

Other members are comprised of associate members and ex-officio members.

1. Associate members will have the right to serve on committees upon approval by the board of directors.
2. Web access to a copy of the minutes of all regular and special meetings of the Corporation and the board of directors. Upon request, other members can receive a copy of the minutes.
3. Associate members are entitled to participate in the meetings and activities of the Corporation.

ARTICLE V **MEETINGS OF THE GENERAL MEMBERSHIP**

Section 1. Notice.

General membership meetings shall be held at least once each year or more as established by the members. Both general and special meetings may be held within or outside the State of Oklahoma, with not less than thirty (30) days written or printed notice to each member entitled to vote at such meeting, subject to waiver of notice, as provided in the State of Oklahoma, Non-

profit Corporation Act.

Special meetings may be called by the President, the board of directors or members of the Corporation.

Section 2. Annual General Membership Meeting.

When appropriate, the meeting of the members shall be at the annual conference for the transaction of any business that may properly be brought before the Corporation.

Section 3. Voting and Proxies.

Unless otherwise specified in these bylaws, each member of the Corporation shall be entitled to one vote on all corporate business requiring a vote of the membership. Voting on all corporate business may be conducted in such manner as the board of directors shall determine. All ballots must be validated against the membership list.

A member has the right to designate a representative to vote in the member's place. Proxies shall be filed with the Secretary before being voted at any meeting or any adjournment thereof. No proxy dated more than two months before the meetings named therein shall be valid, and no proxy shall be valid after the final adjournment of such meeting.

Section 4. Quorum.

At all meetings of members, either regular or special, one-third (1/3) of the members entitled to vote at such meeting shall constitute a quorum. Unless otherwise specified in these bylaws, the affirmative vote of a simple majority of the quorum shall be necessary for the adoption of any matter voted upon by the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Composition of Board of Directors.

(Hereinafter referred to as "board of directors" or "board"). The Corporation's affairs shall be governed by a board of directors composed of not less than nine (9) nor more than fourteen (14). One member and one alternate from each of the ten (10) NIHSDA zones will be seated in accordance with this Article. All board members must be paid members of the Corporation.

The zones shall be: Zone 1 (Maine, Michigan, Mississippi, New York, North Carolina, South Carolina), Zone 2 (Minnesota, Wisconsin), Zone 3 (Nebraska, North Dakota, South Dakota), Zone 4 (Kansas, Oklahoma, Texas), Zone 5 (Colorado, New Mexico), Zone 6 (Arizona, Navajo), Zone 7 (California, Nevada), Zone 8 (Idaho, Montana, Oregon, Utah, Wyoming), Zone 9 (Washington), Zone 10 (Alaska).

Section 2. Election and Term of Members of the Board of Directors (Zone Representatives and Alternates).

Head Start and Early Head Start directors of the NIHSDA zones who are current members of NIHSDA shall make their own decision in methods of election and shall notify the board, in writing, of elected representatives and alternates. Zone representatives and a zone alternate to the board of directors shall be elected by the majority of the members from their geographic

zone. Each board member and alternate so elected shall hold office for a period of two (2) years beginning September 1st. Elections for even numbered zones shall be held on even numbered years, and elections for odd numbered zones shall be held on odd numbered years. Each will serve until a successor is elected and qualified, resigns or is removed as provided in Section 3 of this Article.

After the election of NIHSDA Officers, those zones having a vacancy will have that vacancy filled automatically by the zone alternate. A replacement alternate will need to be elected/appointed by that zone.

Section 3. Removal of Board Members.

Any member may be removed with cause by an affirmative vote of two-thirds (2/3) of the members of the board of directors present at a meeting at which a quorum is present. "Cause" shall be reflected in the minutes of said meeting.

"Cause" shall include, but not limited to: violation of the NIHSDA Code of Conduct or not carrying out the individual board members responsibilities.

Section 4. Vacancies.

Any zone member vacancy will be filled by the alternate from that zone for the balance of the term. If the alternate is unable or unwilling to serve, the board reserves the right to appoint a member from that zone 45 days after the position is officially vacant.

Section 5. Compensation.

The board of directors shall not receive any compensation for their services as board members of the Corporation. The board of directors may be reimbursed for their expenses, if any incurred in carrying out the purposes of the Corporation, provided that such reimbursement in no way adversely affects the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code.

Section 6. Duties of Board of Directors.

The board of directors, subject to any action at any time taken by the membership of the Corporation, shall have the entire charge, control and management of the Corporation and its property and may exercise all or any of its powers.

The board shall be responsible among other duties, for (1) acting as a liaison between the organization in individual programs and the board of directors, (2) communicating board policy to the general membership, (3) appointing committees and (4) devising and carrying into operation such other measures as they deem proper and expedient to promote the objectives of the Corporation.

Section 7. Duties of Board Alternates.

Alternates shall attend and participate in all board meetings to ensure they are knowledgeable and able to act in the absence of the zone representative. Alternates shall be responsible for working in partnership with the elected zone representative, attend all board meetings (only voting when zone representative is absent) and serving on committees.

ARTICLE VII
EX-OFFICIO BOARD OF DIRECTOR MEMBERS

Section 1. Ex-Officio Membership

Ex-officio members may be identified and appointed by the board of directors for specific purposes and time frame and have no voting rights.

ARTICLE VIII
OFFICERS

Section 1. Officers of the Corporation.

The officers of the Corporation shall consist of a President, President Elect or Immediate Past President, Secretary and Treasurer and such other officers as the board of directors may elect from time to time. The Immediate Past President shall automatically be a voting member of the board and serve for 1 year. Each office must be filled by a different person. The officers shall constitute the Executive Committee.

Section 2. Election and Term of Officers.

All officers must be members of the board of directors who have been duly elected by their zone membership (Article VI, Section 2). At a face-to-face board meeting, held after September 1st and no later than December 31st, the officers will be nominated and elected by the board of directors. Each officer so elected shall hold office for a term of two (2) years and until a successor shall have been elected and qualified, or until such time as the officer is removed as provided in Section 3 of this Article. The election of officers is to be staggered so that the President is seated in even years and the Treasurer is elected in even years. The President Elect and Secretary are elected in odd years and seated no later than December 31st.

Section 3. Removal of Officers.

Any officer elected or appointed by the board of directors may be removed at any time for just cause with the affirmative vote of a majority of the board members in office. "Just cause" shall be reflected in the minutes of the meeting held for said purposes.

Section 4. Vacancies.

A vacancy occurring in an office of the Corporation may be filled by a member of the board of directors by the affirmative vote of a majority of the board members then in office. An officer so elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 5. Compensation.

No officer shall receive any compensation for their services as an officer of the corporation. The officers may be reimbursed for their expenses, if any incurred in carrying out the purposes of the Corporation, provided that such reimbursement in no way adversely affects the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code.

Section 6. Fidelity Bonds and Non-Profit Directors & Officers Liability.

The board of directors may require any officer, agent, or employee of the Corporation to give

bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position and to comply with such other conditions as may be required from time to time by the board of directors. The premiums for all such bonds shall be paid by the Corporation. (See Article XII, Section 8.) The primary fiscal agent must be bonded and show proof of such bonding.

Section 7. Duties of President.

The President shall be the chief executive officer of the Corporation, shall serve as chair of the board of directors and shall see that all orders of the board of directors are carried into effect. The President is the chair of the Executive Committee.

Section 8. Duties of Immediate Past President.

The Immediate Past President is a member of the board of directors for one year or until the President Elect is elected and seated with full voting rights. The Immediate Past President will be a mentor to the President and act in the absence of the President. The Immediate Past President shall be in close contact with the President and help carry out the Association's vision and will lend a historical prospective to decisions that are made. The Immediate Past President will serve as the President in the absence of the President and will carry out other duties as assigned. The Immediate Past President is a member of the Executive Committee.

Section 9. Duties of the President-Elect.

The President-Elect shall succeed to the President. The President-Elect shall perform such duties as are delegated or assigned by the President and in the absence of the President shall perform the duties of the President. In the event the President is unable to serve for reasons of death, inability or refusal to act, the President-Elect shall have all the powers of and be subject to all the restrictions placed upon the President. The President-Elect is a member of the Executive Committee.

Section 10. Duties of Secretary.

The Secretary shall keep accurate records of the acts and proceedings of all meetings of the board of directors. The Secretary shall give all notices required by law and by these bylaws. The Secretary shall have general charge of the Corporation's books and records. The Secretary shall sign such instruments as may require the Secretary's signature. The Secretary shall keep a register of the post office address of each board member and officer of the Corporation which shall be furnished to the Secretary by each officer and board member. The Secretary shall in general perform all duties incident to the office of the Secretary and such other duties as shall be assigned to the Secretary from time to time by the President or by the board of directors. The Secretary is a member of the Executive Committee.

Section 11. Duties of Treasurer.

The Treasurer shall, subject to the direction of the board of directors, have general charge of the financial affairs of the corporation and shall cause to be kept accurate books of accounts. The Treasurer shall have custody of all funds, securities and valuable documents of the Corporation, except as the board of directors may otherwise provide. The Treasurer shall promptly render to the President and to the board of directors such statements of transactions and accounts as the President and board of directors respectively may, from time to time, require. The Treasurer shall perform such duties and have such powers additional to the foregoing as the board of directors may designate. The Treasurer is a member of the Executive Committee.

Section 12. Management and Administration

The board of directors may enter into an agreement with a private or public agency and/or hire an individual to manage the affairs of the Corporation under the direction of the board. The power and duties of the contractor or employee shall be assigned and delegated by the board and spelled out in writing and agreed upon by both parties. The contractor or employee shall be accountable to the board for the proper and legal conduct of the Corporation according to the policies, from time to time, established by the board. The contractor or employee shall be responsible for the organization of the work of the Corporation and for the engagement, supervision, direction and discharge of all employed personnel.

The contractor or employee shall be a non-voting ex officio member of the board and shall be entitled to receive notice and attend all meetings of the board and its committees.

ARTICLE IX
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Notice.

Regular meetings of the board of directors may be held at such times and places as shall, from time to time, be fixed by the board of directors and no notice need be given of regular meetings held at times and places so fixed. Conference calls and electronic meetings, as allowed by the State of Oklahoma Non-Profit Corporation Act, can be scheduled as regular meetings of the board of directors.

Special meetings of the board of directors may be called by the President, by the Secretary, or by any six board members and shall be held at the place designated in the notice or call thereof. Conference calls and electronic meetings, as allowed by the State of Oklahoma Non-Profit Corporation Act, can be scheduled as special meetings of the board of directors.

Section 2. Annual Meeting of the Board of Directors.

The board of directors shall provide the time and place, either within or without the State of Oklahoma for the holding of the annual meetings.

Section 3. Quorum and Voting.

At all meetings of the board of directors, either regular or special, a simple majority of the directors then in office shall constitute a quorum. Unless otherwise specified in these bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 4. Electronic Meetings.

Any or all board members and alternates may participate in a meeting of the board of directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another and such participation shall constitute presence at the meeting.

ARTICLE X
COMMITTEES

Section 1. Standing Committees.

Standing committees of the Corporation shall be: Executive Committee, Finance Committee, Education Committee, Membership Committee, Governance Committee, and Advocacy Committee.

The Committees will be chaired by:

- Executive Committee-President
- Finance Committee – Treasurer
- Education Committee -President-Elect, or in the absence of a President-Elect the President
- Membership Committee - A board member appointed by the President
- Governance Committee - Secretary
- Advocacy Committee – A board member appointed by the President

Committee members must be members of the National Indian Head Start Directors Association, either regular or associate.

Ex-officio members may, from time to time, be appointed to committees or to the board by majority vote of the board. Ex-officio members shall not be entitled to vote on any matters submitted to a vote of the board.

Section 2. Other Committees.

The board may, from time to time, establish such other ad hoc committees with such duties and powers as it deems to be in the interests of the Corporation. Except as otherwise established in this bylaw, each such committee shall be chaired by a board member, have the committee membership and terms of reference approved by the board, shall consider such matters as are referred to it by the board and shall keep records of its activities and recommendations.

Section 3. Committee Meetings and Reports.

Committee meetings shall be conducted in such a manner as the board of directors shall determine, provided that accurate records of the acts and proceedings of all meetings of each committee of the Corporation shall be kept by a member of each such committee. Written reports will be submitted to the board of directors at the next regularly scheduled meeting.

ARTICLE XI
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts.

The board of directors may authorize any officer or officers, agent or agents, 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.

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Section 2. Loans.

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts.

All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be determined, from time to time, by the board of directors.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such depositories as the board of directors may select.

ARTICLE XII
GENERAL PROVISIONS

Section 1. Waiver of Notice.

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

Section 2. Voting Upon Shares of Other Corporations.

Unless otherwise ordered by the board of directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any Corporation in which this corporation holds shares. At any such meeting, the President may possess and exercise all of the rights and powers incident to the ownership of such shares, which, as the owner thereof, this Corporation might have possessed and exercised if present. The board of directors may confer like powers upon any other person and may revoke any such powers as granted at its discretion.

Section 3. Auditors.

At the discretion of the board, a certified public accountant will be retained to complete an audit or compilation report of the Corporation for each fiscal year of the Corporation and at such other times and for such periods as the board may deem advisable and to furnish certified reports. A copy of the annual compilation or audit report shall be made available at the annual meeting of the board of directors. A copy of the annual compilation or audit report shall be made available upon request to any member of the Corporation.

Section 4. Prohibition Against Sharing in Corporate Earnings.

No board member, officer or employee of, or person connected with, the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Corporation provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the board of directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

Section 5. Distribution of Assets or Dissolution.

Corporate Funds – In the event of the liquidation or dissolution of NIHSDA, and as determined by the board of directors, the corporation's net assets then remaining, shall be distributed among such charitable and educational Indian organizations who are exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

Federal Funds – Federal funds which have been granted for the operation of any federally supported program shall be returned in accordance with the federal regulations which would govern that grant.

Other Federal, State or Local Funds – Other funds which may be granted to NIHSDA for the operation of the program shall be returned or expended in accordance with that agency's rules and regulations.

Section 6. Exempt Activities.

Notwithstanding any other provision of these bylaws, no board member, officer, employee or other representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not consistent with the exempt status of organizations described in section 501(c)(3) of the Internal Revenue Code.

Section 7. Fiscal Year.

The fiscal year of the Corporation shall begin on January 1st and end December 31st in each year.

Section 8. Indemnification.

The Corporation shall indemnify, to the full extent permitted by the law of the State of Oklahoma, any board member or alternate, officer, employee or agent of the Corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such board member or alternate, officer, employee, or agent, except in relation to matters as to when he shall be adjudged liable in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such board member or alternate, officer, employee or agency may be entitled under any agreement, vote of the board of directors or otherwise.

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Section 9. Insurance.

The Corporation may purchase such directors and officers liability insurance as approved by the board of directors. (See Article VIII, Section 6.)

ARTICLE XIII
AMENDMENTS

These bylaws may be amended or repealed and new bylaws may be adopted by two-thirds (2/3) affirmative vote of the regular voting membership provided that prior written notice of the proposed amendments has been given to all members at least thirty (30) days in advance and provided further that no such action shall be taken if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the Internal Revenue Code.

Adopted: May 28, 2021 Attest: 
Ann Cameron, Secretary