

BYLAWS

**AS AMENDED AND RESTATED
October 2011**

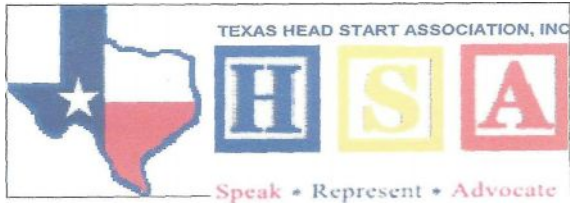
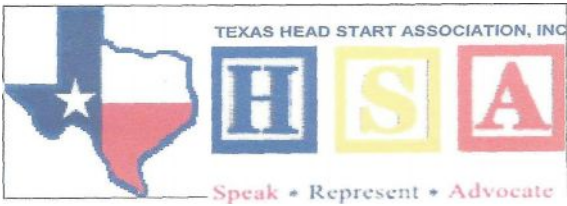


TABLE OF CONTENTS

ARTICLE I. NAME	1
ARTICLE II. OFFICE.....	1
ARTICLE III. PURPOSE.....	1
ARTICLE IV. MEMBERS.....	2
ARTICLE V. MEETINGS OF MEMBERS.....	4
ARTICLE VI. BOARD OF DIRECTORS	5
ARTICLE VII. MEETINGS OF THE BOARD OF DIRECTORS	7
ARTICLE VIII. COMMITTEES.....	9
ARTICLE IX. OFFICERS.....	9
ARTICLE X. CONTRACTS, LOANS. CHECKS AND DEPOSITS	12
ARTICLE XI. GENERAL PROVISIONS	13
ARTICLE XII. AMENDMENTS	14



AMENDED AND RESTATED BYLAWS OF TEXAS HEAD START ASSOCIATION

RECITALS

A. The Texas Head Start Association desires to amend its bylaws to make them more similar to the Bylaws of the National Head *Start* Association.

B. The changes to the Texas Head Start Association Bylaws are extensive: therefore, the Texas Head *Start* Association desires to amend and restate its bylaws in their entirety.

C. Therefore, upon adoption of these Amended and Restated Bylaws of Texas Head Start Association shall be deemed amended and replaced by the following.

BYLAWS

ARTICLE 1. NAME

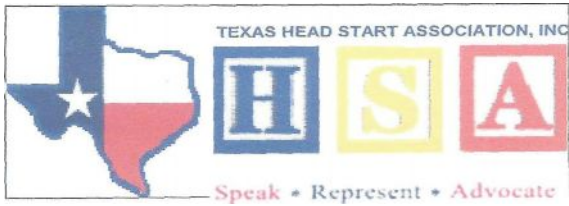
The name of the Corporation is the Texas Head Start Association (hereinafter *referred to* as the "Corporation" or "THSA").

ARTICLE II. OFFICE

The registered office of the Corporation is located at Head Start of Greater Dallas. 3954 Gannon Lane. Dallas. Texas 75237 *or* such other place in the State of Texas as the Board of Directors may designate from time to time.

ARTICLE III. PURPOSE

The Corporation is organized and will operate exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or 1986 (as modified, *amended*, recodified or succeeded). In furtherance of these purposes, the Corporation will provide a state forum for the continued upgrade of the quality and quantity of Head Start/Early Head Start *Program* Services in Texas.



ARTICLE IV. MEMBERS

Section 1: Classes of Members.

The Corporation shall have the following classes of members:

Directors. Directors shall consist of those members of the Corporation who currently direct the day to day operations of a Texas Head Start program.

Staff. Staff shall consist of those members of the Corporation other than Directors who are employed in a Texas Head Start program.

Parents. Parents shall consist of those members of the Corporation other than Directors or Staff who are parents or legal guardians of children who are enrolled in a Texas Head Start program.

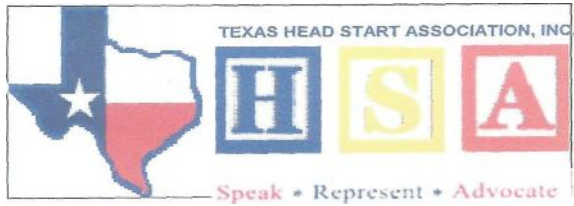
Friends. Friends shall consist of those members of the Corporation other than Directors. Staff or Parents.

Section 2. Membership

A person shall become a member of the Corporation upon (i) THSA' s actual receipt of good funds of the full amount of the then current annual dues for his/her applicable member class and (ii) THSA' s actual receipt of a properly completed THSA membership application. Annual dues are payable for each calendar year or portion thereof that a person is a member of the Corporation.

Section 3: Agency Dues

The Board of Directors shall determine from time to time the amount of annual dues, if any, payable to the Corporation by members of each class. Dues shall be payable in advance on the first day of January in each fiscal year.



Section 4: Membership Application

A prospective member shall complete a membership application and shall include his or her home address for notice purposes and the Texas Head Start Caucus for which the person qualifies.

Section 5. Caucus Membership

All Director members shall be members of the Texas Head Start Directors Caucus. All Staff members shall be members of the Texas Head Start Staff Caucus. All Friend members shall be members of the Texas Head Start Friends Caucus. All Parent members shall be members of the Texas Head Start Parents Caucus. Membership in a Caucus will change upon the effective date of the change that affects the Caucus eligibility requirements. A person may not be a member of a Caucus unless such person is a member of the THSA.



ARTICLE V. MEETINGS OF MEMBERS

Section 1: Notice

Meetings of members, regular or special, may be held within or without Texas upon not less than fifteen (15) days written or printed notice, delivered either personally or by mail, to each member entitled to vote at such meetings, subject to waiver of notice as provided in the Texas Non-Profit Corporation Act. Such notice shall state whether it is a special meeting and, if so, the purpose or purposes for which the meeting is called. Regular meetings shall be held at least once each year or more often as established by the members. Special meetings may be called by the president, the Board of Directors, or members having at least one-tenth (1/10) of the votes entitled to be cast at such meeting.

Section 2: Annual Meeting

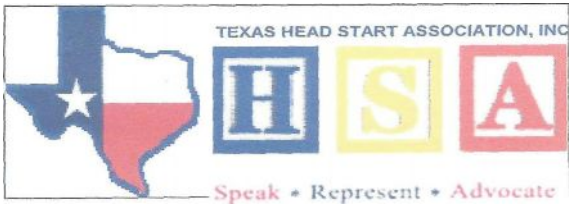
The annual meeting of the members for the transaction of any business that may be properly brought before the meeting shall be set by the Board of Directors.

Section 3: Voting

Unless otherwise specified in these Bylaws, each member of the Corporation shall be entitled to one vote on each matter submitted to vote for the members. Voting on all matters shall be conducted in person at *the annual* meeting of members or by mail as set forth herein or in such manner as the Board of Directors shall determine. No voting by proxy shall be allowed. Uncontested ballots will not be mailed to members.

Section 4: Quorum

At all meetings of members, either regular or special, one-tenth (1/10) of the members entitled to vote at such meeting, represented in person or by mail, shall constitute a quorum. Unless otherwise specified in these Bylaws, the affirmative vote of the majority of the members entitled to vote and present *at* a meeting (in person or *by* mail) at which a quorum is present shall be necessary for the adoption of any matter *voted* upon by the members.



Section 5: Notice and Voting *for* Caucus Purposes

The provisions of Sections 1 through 4 of this Article V shall apply to the meetings, notices and voting rights and obligations of members of a Caucus as if the word "member" means "member of a Caucus".

ARTICLE VI. BOARD OF DIRECTORS

Section 1: Composition of the Board

The Corporation's affairs shall be managed by a Board of Directors composed of thirty- two (32) directors plus any members remaining on the Board of Directors under Section 3 of this Article VI. if any. in addition, the immediate past President shall serve as an ex officer member of the Board of Directors as a non-voting position for one year.

Section 2: Election of Directors

Directors and non-voting alternate Directors shall be elected by and from members of the Caucus being represented. Each THSA Caucus (Texas Head Start Directors Caucus, Texas Head Start Staff Caucus, Texas Head Start Parents Caucus and Texas Head Start Friends Caucus) shall choose eight (8) voting members of the Board of Directors and eight (8) non- voting alternates from its respective Caucus in such manner as such Caucus shall determine so long as it is in compliance with the Texas Non-Profit Corporation Act.

Section 3: Term of Directors

Each director so elected shall hold office for a period of two (2) years beginning on the first day of January following their election and continuing until his/her successor is elected and qualified, or until such time as he/she is removed as provided in Section 4 of this Article VI. When a director has been elected as an officer of the Corporation and his/her term as a director expires prior to his/her term as an officer he/she shall remain a director for the duration of his/her unexpired term as an officer, in any case not to exceed two years.

A director who changes Caucus membership prior to expiration of his/her term on the THSA Board of Directors shall complete the term as a director with approval from the appropriate THSA Caucus.



Section 4: Removal of Directors

Any director may be removed with or without cause *by* an affirmative vote of two-thirds (2/3) of the members of the Caucus that elected him/her present or by mail, at a meeting at which a quorum is present. Concern would be expressed *to* the convener of the Caucus with documentation/explanation. Action would then be up to the members of the Caucus. Concerns expressed to the convener for "cause" could be as follows. without limitation: severe disruptive behavior, no participation on committees. Notwithstanding anything to the contrary stated herein, absence from three (3) meetings of the Board of Directors during any calendar year will, without further actions, result in the automatic removal of that director from the Board of Directors and *the* declaration of his/her position as vacant, unless, prior to the filling of such vacancy by another person. the Board of Directors decides by an affirmative vote of a majority of the directors, present or by mail, at a meeting at which a quorum is present to allow such director *to* remain on the Board of Directors despite his or her absences and the terms *of attendance* on which such *director* may remain on the Board of Directors.

Section 5: Vacancies

Any vacancy occurring in the Board of Directors due to resignation *or* removal for any reason shall be filled by the THSA President from a person otherwise qualified *to* serve as director. Any director so selected *to* fill a vacancy shall be a member of the same Caucus as that of his/her predecessor in office and shall be elected only for the unexpired term of his/her predecessor in office.

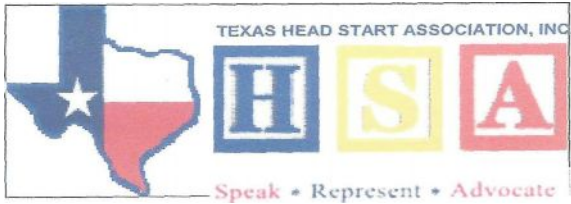
Section 6: Compensation

Members of the Board of Directors shall not receive any compensation for their sendees as directors of the Corporation. Members of the Board of Directors may be reimbursed for their documented 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 of 1986 (as such provision is modified amended, succeeded or recodified).

Section 7: President and Vice President of the Board

The President shall preside over meetings of the Board of Directors. If the President is not present *or the* position is vacant, the Vice President shall preside.

Section 8: Duties of Directors



Members of the Board of Directors shall be responsible, among other duties) for 1) setting policy and overseeing the implementation of the policy by the officers and staff. 2) approving all policy statements issued on behalf of the organization, 3) selecting the Executive Director if applicable 4) approving an annual budget, 5) appointing committees composed of directors and/or members of the Corporation, and 6) devising and carrying into operation such other measures as they deem proper and expedient to promote the objectives of the Corporation.

ARTICLE VII. MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Notice

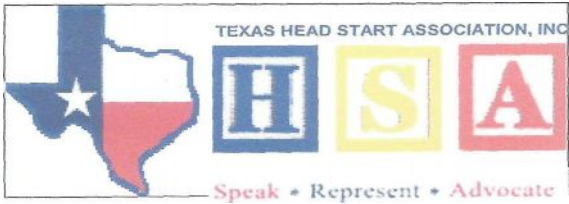
Meetings of the Board of Directors, regular or special, may be held within or without Texas upon not less than fifteen (15) days notice to each director, personally or by mail, telephone, or electronic communications, subject to waiver of notice as provided in the Texas Non-Profit Corporation Act. If notice is given personally, or by telephone or electronic communications, then it is deemed given upon receipt. If notice is given by mail, then it is deemed given upon depositing with the United States Postal Service (postage prepaid) and properly addressed to the address of record. Unless otherwise specified in these Bylaws or the Texas Non-Profit Corporation Act, neither the business to be transacted at, nor the purposes of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least three (3) times a year or more often as established by resolution of the Board of Directors. Special meetings of the Board of Directors may be called by the President or by written request of at least six (6) directors. The place of the meeting shall be specified on the notice of the meeting.

Section 2: Annual Meeting

The annual meeting of the Board of Directors shall be held during the period beginning January 1 and ending December 31 of each year for the transaction of such business as may be properly brought before the meeting. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without Texas, for the holding of additional regular meetings.

Section 3: Quorum

At all meetings of the Board of Directors, either regular or special, one-third (1/3) 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: Action without A Meeting

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the actions so taken, shall be signed by all of the directors.

Section 5: Telephone Meetings

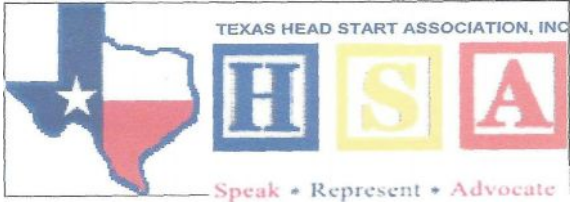
Unless otherwise provided in the Articles of Incorporation or these Bylaws, any or all directors may participate in a meeting of the Board of Directors by means of conference telephone, electronic communications or by any means of communication by which all persons participating in the meeting are able to hear one another. Such participation shall constitute presence in person at the meeting.

Section 6: Caucus Meeting

Members of the Board of Directors shall meet from time to time with other members of the Board of Directors from the same THSA Caucus that they represent to plan activities specifically for that THSA Caucus.

Section 7: Removal from Meetings

Consistent with Robert's Rules of Order (as referenced in Article IX Section 12 of the Bylaws), a director may be removed from a meeting of the Board of Directors by an affirmative vote of a majority of the directors present at a meeting at which a quorum is present.



ARTICLE VIII. COMMITTEES

Section 1: Executive Committee

The Executive Committee shall be comprised exclusively of directors and shall be authorized to act for the corporation in all matters during the interim periods between meetings of the Board of Directors. The Executive Committee shall consist of the Board officers and the Chairpersons of each standing committee and shall notify the Board of any actions that it has taken. Such actions shall not conflict with the policies and expressed wishes of the Board, and all matters of major importance shall be referred to the Board. The Executive Committee is also responsible for making recommendations regarding the personnel policies of the Corporation, employment practices, employee benefits and personnel relations and for reporting on issues related to compliance with the policies as well as state and federal laws and regulations.

Section 2: Other Committees

The Board of Directors may appoint such standing and other committees as it deems necessary, including but not limited to a finance committee, governance and nominating committee, government affairs committee, research and evaluation committee and resource development and member services committee. Each committee created by the Board of Directors shall have such powers and duties, and shall include such members, as set forth in a resolution approved by the Board of Directors. Except as otherwise provided in such resolution, each committee shall be deemed to be a standing committee and each member of such committee shall be a director appointed to the committee by the Board. Any member thereof may be removed by vote of the Board whenever in the Board of Directors' judgment such removal is in the best interests of the Corporation.

ARTICLE IX. OFFICERS

Section 1: Officers of the Corporation

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, a Parliamentarian and such other officers as the Board of Directors may determine from time to time. No person may hold more than one office.



Section 2: Election of Officers

Officers of the Corporation from among the members of the Board of Directors by an affirmative vote of the members of the Board of Directors. Such elections shall begin on a date determined by the Board of Directors but *in no event* later than October 31 of each year. The Executive Committee or if created by the Board of Directors, the nominating committee, shall prepare a slate of officers and present it to the Board of Directors at the Board of Directors meeting during the Texas Head Start Association Training Conference or at such other time as set by the Board of Directors. Elections shall be held according to the procedure determined by resolution of the Board of Directors prior to the election. The officers will be seated at the Board of Directors meeting in January.

Section 3: Term of Officers

An officer, so appointed or elected, shall hold office for a term of two (2) years or until his/her successor shall have been appointed or elected and qualified or until such time as he/she is removed as provided in Section 3 of this Article IX. The officers' duties shall be those set forth herein. The officers shall represent at least two (2) of the four (4) THSA Caucuses and no officer shall concurrently serve as the President and as convener of a THSA Caucus. The President and Treasurer will be elected in even-numbered calendar years. The Vice President, Secretary and Parliamentarian will be elected in odd-numbered years.

Section 4: Removal of Officers

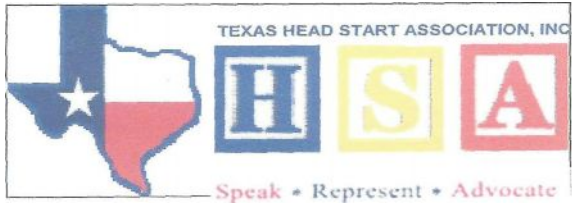
Any officer or agent elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors then in office whenever, in their judgment, the best interests of the corporation will be served thereby.

Section 5: Vacancies

Any vacancy occurring in an office of the Corporation may be filled by appointment by the President. Such officer shall serve until the next meeting of the Board of Directors, at which time the Board of Directors shall appoint a member to fulfill the remaining term of such officer. Any officer so elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 6: Compensation

Officers shall not receive any compensation for their services as officers of the Corporation. Officers may be reimbursed for their documented expenses, if any, incurred in carrying out the purpose 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 of 1986 (as such provision is modified, amended, succeeded or recodified).

Section 7: Bonds

The Board of Directors may by resolution 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 his/her respective office or position, and to comply with such other conditions and may be required from time to time by the Board of Directors. The premiums for all such bonds shall be paid by the Corporation. All officers and THSA staff who are involved with finances shall be bonded.

Section 8: Duties of the President

The President, subject to the control of the Board of Directors, shall supervise and control the business and affairs of the Corporation see that ail orders and resolutions of the Board of Directors are carried into effect, and perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The President shall report to the Board of Directors.

Section 9: Duties of the Vice President

In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President, unless otherwise determined by the Board of Directors, shall perform the duties of the President, and when so acting shall have ail the powers of and be subject to ail the restrictions upon the President.

Section 10: Duties of the Secretary

The Secretary shall keep accurate records of the acts and proceedings of ail meetings of the Board of Directors and of the members. He/she shall give ail notices required by law and by these Bylaws. He/she shall have general charge of the Corporation's books and records. He/she shall sign such instruments as may require his/her signature. He/she shall keep a register of the post office address of each director and officer of the Corporation which shall be furnished to *the* Secretary by each officer and director. He/she shall keep at the Corporation's registered office in Texas a record of the names and addresses of ail the Corporation's members. He/she shall in general perform ail duties incident to the office of the Secretary and such other duties as shall be assigned to him/her from time to time by the President or by the Board of Directors.

Section 11: Duties of the Treasurer

The Treasurer shall review the disbursements of the Corporation to ensure they are within the approved Corporation budget and statutes governing the Corporation.



He/she shall assist with appropriate disbursements of the Corporation and any other duties as outlined in a fiscal manual approved by the Board of Directors. A ledger of the Corporation's receipts and disbursements shall be maintained at the principal offices of the Corporation or at such other place as is authorized by the Board of Directors, which shall be open to inspection by any member of the Corporation, any member of the Board of Directors, and by any other persons having a legitimate interest in the information contained therein.

Section 12: Duties of the Parliamentarian

The Parliamentarian shall provide parliamentary and procedural information and counsel based on Roberts Rules of Order upon the requests of *the* President and perform other duties as assigned by the President.

ARTICLE X. 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 or deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. However, priority should be given to the President as signee.

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 a resolution of 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 resolution of 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 XI. GENERAL PROVISIONS

Section 1: Waiver of Notice

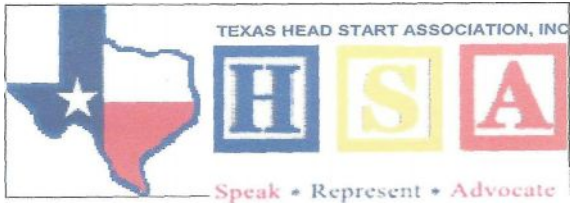
Whenever any notice is required to be given to any director or other person under the provisions of these Bylaws, the Articles of Incorporation, or by applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein,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

Section 2: Auditors

A certified public accountant shall be employed to audit the books of the Corporation, or any fiscal year of the Corporation, and at such other time or times, and for such periods as the Board may deem advisable, and to furnish certified reports on such audits. A copy of such annual audit report will be available at the annual meeting of the directors.

Section 3: Prohibition against Sharing in Corporate Earnings

No member, director, 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: and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. AN members directors, and officers of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in *the* hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 50i(c)(3) of the Internal Revenue Code of 1986 (as such provision may be modified, amended, recodified or succeeded).



Notwithstanding any other provision of these Bylaws, no member, director, officer, employee, or other representative of this Corporation shall take any action or carry *on any* activities by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (as such provision may be modified, amended, recodified or succeeded) or by organizations contributions to which are deductible under Section 170(c)(2) of such Code (as such provision may be modified, amended, recodified or succeeded).

Section 5: Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year,

ARTICLE XII AMENDMENTS

Section 1: Amendments

These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the directors then in office, *provided that prior* written notice has been given to all members of the Board of Directors of the proposed amendments at least fifteen (15) days in advance of the meeting, and *provided* further that no such action shall be take if it would in any way adversely affect the Corporation's qualification under Section 501(c)(3) of the internal Revenue Code of 1986 (as such provision may be modified, amended, recodified or succeeded).

Section 2: Supersede

These Bylaws supersede and replace the former Texas Head Start Association By-laws dated December 6, 2004.