

Bear River Head Start
Governing Body
BOARD OF TRUSTEES
BYLAWS
Amended March, 2024

ARTICLE I DEFINITIONS OF POLICY MAKING GROUPS

Section 1 Head Start Governing Body Board of Trustees

Bear River Head Start, a Utah nonprofit corporation, is a designated Head Start agency or grantee, which has been granted financial assistance by the responsible HHS official under 42 U.S.C 9836, to operate a Head Start program. As such, the Bear River Head Start governing body Board of Trustees (hereinafter referred to as the Board) shall manage the corporation in accordance with Federal and Utah State Laws and with authorized programs, policies and procedures for the operation of the Head Start Program (hereinafter referred to as the Program).

Section 2 Policy Council

The Policy Council is a group of parents and community representatives representing the currently enrolled participants and local communities. Policy Council is responsible for the direction of the Head Start program at the agency level.

ARTICLE II THE PURPOSE

The purpose of the Head Start program is to serve Head Start children ages three to compulsory school age and Early Head Start children from birth to age three and pregnant women. The program provides high quality early education and child development services including for children with disabilities. The program promotes children's cognitive and social emotional growth for success in school. The grantee operates under ACF (ACF is the Administration for Children and Families of the U.S. Department of Health and Human Services), and The Office of Head Start.

ARTICLE III THE MISSION STATEMENT

Bear River Head Start is committed to provide opportunities for education and growth to children, families, staff, and the community in a nurturing and supportive environment. This mission will be accomplished with integrity, respect, honesty, and service.

ARTICLE IV MEETINGS

Section 1 Location and Procedure of Meetings

All meetings will be held at a convenient time and place within the area served by the agency and will be governed by parliamentary procedures. At the discretion of the Chair Robert's Rules of Order may be waived when discussion is orderly.

Section 2 Regular

Regular meetings of the Board will be scheduled monthly, with a minimum of eight (8) per year, and more, if necessary, as the Board will determine. Advance notice of Board meetings and the agenda will be provided individually to all members in writing by email at least five (5) days before each meeting. Meetings may be cancelled due to extreme weather or other extenuating circumstances.

Section 3 Special / Emergency

Special meetings of the Board may be called at any time by the Chair, or may be called by any three (3) members of the Board. Advance written or oral notice must be given to all members. Additional matters may be considered upon concurrence of a majority of the members present.

Section 4 Executive Session

Executive sessions may be called only for the purpose of discussing security, personnel, or property matters. A quorum must be present and no voting may occur as all decisions must be formally acted upon in public sessions.

Section 5 Attendance in Meetings

Failure to attend three (3) consecutive meetings by any member of the Board without prior written or verbal notification to a Board officer or assigned staff member will be cause for removal from the Board.

Section 6 Minutes of Meetings

The written minutes of all Board meetings will be available to all Board members within three (3) weeks after each Board meeting. These minutes will include all motions made and the decision of the Board on each motion.

ARTICLE V BOARD OF TRUSTEES MEMBERSHIP

Section 1 Number of Board Members and Representation

The Board may consist of 5-10 members.

Representation may consist of the following groups;

Composition

The governing body shall be composed as follows;

- Not less than 1 member shall have a background and expertise in fiscal management or accounting.
- Not less than 1 member shall have a background and expertise in early childhood education and development.
- Not less than 1 member shall be a licensed attorney.
- The Policy Council Chairperson shall sit on the Board as a voting member.
- Additional members shall reflect the community to be served and include parents of children who are currently or formerly enrolled in the grantee's programs.

Members may be selected for their expertise in education, business administration or community affairs.

Section 2 Selection of New Board Members

The process for selection will be as follows:

- Names of potential members will be identified by Board members, staff or community members.
- Their names and past experience, skills, and attributes are presented to the Board for discussion.
- These names are voted upon and selections approved.
- Those approved members receive an invitation to join the governing body, receive orientation and are invited to the next scheduled Board meeting.

Section 3 Terms of Office

Members of the Board shall be appointed for terms of four (4) years. Members may be reelected for additional terms. The Policy Council Chair serves for one year.

Emeritus Status

Members of the Board may designate Emeritus status membership to a Board member by vote. Such members will receive monthly informational Board packets, and may be called on for counsel. Emeritus status members will not be included in the number of Board members needed for a quorum. Emeritus members have no voting power.

Section 4 Eligibility to Vote

All Board members are entitled to one vote on any matter of business.

Section 5 Quorum

At any meeting of the Board, a majority of the trustees then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present. The Board may take action on a matter at a meeting only if a quorum of those members exists with respect to that matter. Once a trustee is represented for any purpose at a meeting, including the purpose of determining that a quorum exists the member is considered present for quorum purposes (a) for the remainder of the meeting, and (b) for any adjournment of that meeting. Action on a matter, other than an election of the trustees, is approved if (a) a quorum exists, (b) the votes cast favoring the action exceed the votes cast opposing the action, and (c) a greater number of affirmative votes is not required by these Bylaws.

Section 6 Action by Vote

When a quorum is present at any meeting, a majority of the trustees present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these Bylaws.

Section 7 Meeting by Telecommunication

Any or all of the trustees may participate in an annual, regular, or special meeting of the Board by, or the meeting may be conducted through the use of, any means of

communication by which all persons participating in the meeting may hear each other, ask questions and participate in discussion during the meeting. Board members shall receive materials, information, and/or documents prior to the meeting, allowing time for preparation. The preferred method of participation is meeting by conference call. Members and staff participating on the agenda, shall call in at a designated time, a quorum must be met, and minutes of the meeting will document the meeting. A trustee participating in a telecommunication meeting is considered to be present in person at the meeting.

Section 8 Action without Meeting

Any action required or permitted at a Board meeting may be taken without a meeting if each and every member of the Board in writing either (a) votes for the action, (b) votes against the action, or (c) abstains from voting, and also waives the right to demand that action not be taken without a meeting.

Action is taken only if the affirmative vote for the action equals or exceeds the minimum number of votes that would be necessary to take the action at a meeting at which all of the trustees then in office were present and voted.

An action taken may not be effective unless the secretary receives writings (a) describing the action taken, (b) signed by all trustees, and (c) not revoked. A writing may be received by the secretary by electronically transmitted facsimile or other form of wire or wireless communication providing the secretary with complete copy of the document, including a copy of the signature on the document. All other issues shall be resolved pursuant to Utah Code Section 16-6a-813.

Section 9 Suspension or Removal

A trustee may be suspended or removed with cause by vote of a majority of the trustees then in office. A trustee may be removed with cause only after reasonable notice and opportunity to be heard.

Section 10 Reimbursement

Reimbursement for mileage and child care costs and other expenses actually incurred in furtherance of duties of Board members may be made. (These reimbursements will be approved by a program staff member assigned by the Board and the Board Chair).

Section 11 Conflict of Interest

No person may sit on the Board who is any employee of the program or whose immediate family members are employees, such as: wife, mother, husband, father, sister, brother, daughter, son, mother-in-law, father-in-law, sister-in-law, brother-in-law, daughter-in-law, or son-in-law or anyone else living in the same household.

ARTICLE VI POWERS OF THE BOARD

Section 1 Specific Powers

- (a) To appoint the Executive Director, subject to joint participation and formal concurrence of the Policy Council.
- (b) To determine major personnel, organization, fiscal, and program policies in accordance with ACF policies.
- (c) To determine overall program goals, plans and priorities, including provisions and performance.
- (d) To carry out the responsibilities and functions as outlined and required.
- (e) To approve all programs, proposals, and budgets.
- (f) To create Advisory Committees as necessary.
- (g) To enforce compliance with all conditions of ACF grants.

ARTICLE VII OFFICERS

Section 1 Number of Officers

The officers of the Board will be a Chair, Vice Chair, Secretary* and Assistant Secretary*. The term of office shall be for one (1) year and the Vice Chair shall succeed to the office of Chair.

*Secretary and Assistant Secretary positions may be filled by program administrative support personnel. If filled by administrative personnel, Secretary and Assistant Secretary positions **will not** be elected Board positions.

Section 2 Election and Terms of Office

The officers of the Board will be elected from the Board membership by the Board annually in March of each year. Each officer will hold office until his successor will have been duly elected and qualified. Temporary officers may be elected to carry on the business of the program until such time as the office(s) can be permanently filled.

Section 3 Removal of Officers

Any officer elected by the Board may be removed from office by two-thirds vote of the Board, whenever, in its best judgment, the best interests of the Program would be served.

Section 4 Vacancies of Officers

A vacancy in any office may be filled by Board election for the unexpired portion of the term.

ARTICLE VIII DUTIES OF THE OFFICERS

Section 1 Chair

The Chair will be the chief executive officer of the Program. He/she will preside over all meetings of the Board. He/she will work in conjunction with the Vice Chair and Executive Director in arranging and preparing the agenda for Board meetings, and will see that all orders and resolutions indicated by these Bylaws or assigned by the Board are implemented. He/she will be an ex-officio member of all committees of the Board.

Section 2 Vice-Chair

The Vice-Chair shall assume all duties of the Chair in the Chair's absence, and shall succeed to the office of Chair for the remainder of the Chair's term in the event of a

vacancy therein. The Vice-Chair shall otherwise assist the Chair in the discharge of such duties as the Chair of the Board may delegate to this office.

Section 3 Secretary and Assistant Secretary*

The Secretary and Assistant Secretary will be responsible for determining that true minutes of Board proceedings are properly approved and filed, and that all notices are given in a timely manner according to these Bylaws. The Secretary is also responsible for tracking attendance at regular Board meetings and updating the current list of Board members and officers.

*Secretary and Assistant Secretary positions may be filled by program administrative support personnel. If filled by administrative personnel, Secretary and Assistant Secretary positions **will not** be elected Board positions.

ARTICLE IX STAFF

Section 1 Line of Authority

There will be an Executive Director who is responsible to the Board or its designated official for the execution of policy and administration of the Program. The Executive Director will be an information source to the Board and shall attend all meetings unless requested otherwise. The program staff will be responsible to the Executive Director.

Section 2 Selection and Dismissal of the Executive Director

Vacancies in the position of Executive Director will be filled from a list of qualified candidates which will be developed by a committee comprised of the Chair, the Policy Council Chair, parents, a community representative, staff, or any other source. This committee will interview the candidates to determine the acceptability of the candidate. The committee may strike the name of any candidate, providing that it submits sound and proper justification in writing, documenting the reasons. The committee will then submit the roster of acceptable candidates containing no fewer than three names to the Board for final selection. Board may dismiss the Executive Director using the approved hiring/firing procedures with concurrence of the Policy Council and must notify the Regional Office of their decision in writing.

Section 3 Selection and Dismissal of other Staff

Other staff will be hired and terminated by the Executive Director using the approved hiring/termination procedures with the approval of the Policy Council.

ARTICLE X COMMITTEES

Section 1 Creation of Committees and Composition

The Board will have the power to create such committees as it deems necessary or beneficial, including but not limited to an Executive Committee. Duties of the committees will be defined by resolution of the Board.

Section 2 Executive Committee

The elected officers of the Board and the past Chair will comprise an Executive Committee. The powers of the Executive Committee will be those specifically by the

Board, but will be limited to routine and ordinary business. Such powers will be exercised only in the interval between Board meetings and final authority will remain vested in the Board.

ARTICLE XI INDEMNIFICATION

Section 1 Indemnification of Trustees, Officers, etc.

The corporation hereby declares that any person who serves at its request as a trustee, officer, employee, chairperson, or member of any committee, or on behalf of the corporation as a trustee, director, or officer of another corporation, whether for profit or not for profit, shall be deemed the corporation's agent for the purpose of this article and shall be indemnified by the corporation against expenses (including attorney's fee), judgments, fines, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person who was or is a party or threatened to be made party to any threatened, pending or incomplete action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of such service, provided such person acted in good faith and in a manner he/she reasonably believed to be in the best interests of the corporation and with respect to any criminal action or proceeding has no reasonable cause to believe his/her conduct was unlawful. Except as provided in Section 3, termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create either a presumption that such person did not act in good faith and in a manner which he/she reasonably believed to be in the best interests of the corporation or, with respect to any criminal action or proceeding, a presumption that such person had reasonable cause to believe that his/her conduct was unlawful.

Section 2 Indemnification against Liability to Corporation

No indemnification shall be made in respect of any claim, issue, or matter as to which person covered by Section 1 shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action, suit, or proceeding was brought shall determine upon application that, despite the adjunction of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

Section 3 Indemnification in Criminal Actions

No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by Section 1 shall have been adjudged to be guilty, unless and only to the extent that the court, in which such action or proceeding was brought, shall determine upon application that, despite the adjudication of guilty but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 4 Other Indemnification

The indemnification provided by this article shall not be deemed exclusive of any other rights to which any person may be entitled under the articles of incorporation, any

agreement, any other provision of these Bylaws, and any procedure provided for by any of the foregoing, both as to action in his/her official capacity and as to action in another capacity while holding such office.

Section 5 Period of Indemnification

Any indemnification pursuant to this Article shall (a) be applicable to acts or omissions which occurred prior to the adoption of this Article, and (b) continue as to any indemnified party who has ceased to be a trustee, officer, employee, or agent of the corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of these Bylaws which would have the effect of limiting, qualifying, or restricting any of the powers or rights of indemnification provided or permitted in this Article, shall not, solely by reason of such repeal or amendment, eliminate, restrict, or otherwise affect the right or power of the corporation to indemnify any person, or affect any right or indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6 Insurance

By action of the Board, notwithstanding any interest of the trustees in such action, the corporation may, subject to Section 8, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him/her and incurred by him/her in his/her capacity of, or arising out of, his/her status as an agent of the corporation, whether or not the corporation would have the power to indemnify him/her against such liability under applicable provisions of law. The corporation may also purchase and maintain insurance, in such amounts as the Board may deem appropriate, to insure the corporation against any liability, including without limitation, and liability for the indemnifications provided in this Article.

Section 7 Right to Impose Conditions to Indemnification

The corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the corporation; (b) that the corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated, or threatened against the person to be indemnified; and (c) that the corporation shall be subrogated, to the extent of any payments made by way of indemnification to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the corporation.

Section 8 Limitations of Indemnification

Notwithstanding any other provision of these Bylaws, the corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that

would jeopardize or be inconsistent with qualification of the corporation as an organization described in Section 501(c) (3) of the Internal Revenue Code or would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLES XII AMENDMENTS

These Bylaws may be amended, altered, changed, or repealed by an affirmative vote of 51 percent of the members of the Board present.

THESE BYLAWS were adopted by the Board of Trustees at a Board Meeting on November 11, 2003.

Addendum **Board of Trustee Bylaws** Amended June 2008

Reauthorization of the Head Start program, Public Law 110-134 contains revisions to the previous Head Start Act. The following amendments to the Bear River Head Start Board of Trustees Bylaws will be implemented in accordance with the reauthorization requirements.

Composition

The governing Board shall have at least one member who has:

- A background and expertise in accounting or fiscal management.
- A background in early childhood development.
- A licensed attorney.

(Elective Boards may be given exception to these requirements.)

Administrative Reporting

Bear River Head Start will report annually:

- A complete accounting of its administrative expenses, and a copy of the audit management letter including findings relating to the grantee. These reports will be submitted to HHS as instructed.
- A yearly public report on the operations of Bear River Head Start, including information on funding, enrollment, health services, parent involvement and monitoring.

Disclosures

Board members will update annually the following:

- Conflict of Interest / Reimbursement or Compensation Policy for all Board members.
- Code of Conduct for all Board members.
- Articles of Incorporation / Bylaws / Operating Procedures for the grantee.