



Florida Head Start Association
Excellence. Advocacy. Leadership.

POLICIES AND PROCEDURES MANUAL

Florida Head Start Association

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PURPOSE OF THE ASSOCIATION as stated in the Bylaws

The Florida Head Start Association is an Association made up of representatives of Head Start, Early Head Start, Migrant and Seasonal Head Start, American Indian/Alaska Native Head Start grantees or delegate agencies and community partners who, by virtue of their positions, interests, experience and training can contribute to the purpose of the Association.

The Purpose of the Association as described in Article II of the Bylaws of the Florida Head Start Association is as follows:

The Association is organized and will be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or of the corresponding provision of any future United States Internal Revenue Law.) In furtherance of these purposes, the Association will provide leadership in the: (1) provision of high-quality, comprehensive services to pregnant women, children birth to school age and their families; (2) design and delivery of training of early education and care personnel; and (3) development of policies and service delivery systems that address the needs of low-income families with young children. The Association will provide a state forum for the continual enhancement of the status of birth to school age children and their families.

MISSION STATEMENT

To enhance and support the capability of local Head Start programs in the delivery of high quality services for our children and families.

PART I GENERAL ADMINISTRATIVE POLICIES

1.1 GENERAL ADMINISTRATION POLICIES

1.1 a. NON-DISCRIMINATION

1. The Florida Head Start Association, (FHSA) is an Equal Opportunity Employer, and will not discriminate either in its hiring practices of employees or in its association with the Board members.
2. Similarly, it is the policy of the Board of Directors that no employee or member associated with the Board of Directors shall discriminate in the conduct of the Board's business against any person because of the individual's race, color, religion, sex, age, national origin or familial status.

1.1 b. HOURS

1. HOLIDAYS: The Florida Head Start Association, (FHSA) office shall be open from 8:00 a.m. to 5:00 p.m. Monday through Friday, FHSA observes the following holidays each calendar year:

New Year's Day (January 1)	Martin Luther King Jr. Day
President's Day	Memorial Day
Fourth of July	Labor Day (first Monday in September)
Veteran's Day	Thanksgiving Day
Friday after Thanksgiving	Christmas Eve (when falls on a week day)
Christmas Day	

and other times and dates specified by the Board of Directors. When one of these holidays fall on a Saturday, the preceding Friday will be observed as the holiday; when holiday falls on a Sunday, the following Monday will be observed, or such other day as may be prescribed by law.

1.1 c. ASSOCIATION IMAGE

1. All persons associated with the Board of Directors are encouraged to conduct their business activities so as to enhance and promote the good image and reputation of the Head Start, Early Head Start, Migrant and Seasonal Head Start, American Indian/Alaska Native Head Start communities.
2. Rudeness to staff by members shall not be tolerated; such action may be reported to the Association Executive Director, who will report the instance to the President or the next highest Officer as appropriate. Members shall be courteous and considerate to staff at all times.
3. Rudeness to members by staff shall not be tolerated; such action may be reported to the Association Executive Director or President or the next highest Officer as appropriate. Staff shall be courteous and considerate to Members at all times.
4. FHSA provides a smoke free environment for its employees and members.

5. If a member or employee utilizes FHSA materials and equipment, it shall be his responsibility to return same to its designated place.

1.1 d. PAYMENT POLICIES

1. Payment will be accepted in the form of cash, check, Pay Pal or other credit methods for all items. Payment may generally be made by credit card, except where otherwise stated. The Association Executive Director may approve other forms of payment, such as electronic transfer, so long as the cost to the Association does not exceed the charges for credit cards.

2. In the case of returned checks, staff will inform the writer of the check. The returned check fees shall not exceed the fees set by statute.

3. If any form of payment is returned as unpaid, the member's account will be debited effective as of the day the payment was first received. All applicable late fees will then be charged; together with all other appropriate measures as if payment had never been made, including the termination of services.

Procedure: Payer will be noticed via telephone and/or e-mail that the check was returned and payer must tender payment for the full amount of the check plus a service charge. At the discretion of the Association Executive Director the payer may be required to remit payment in cash or certified funds.

4. **Billing Policy:** From time to time, there may be items that are invoiced to members for services or products. When products or services are billed, payment is considered late after 30 days.

Procedures: Products and services are invoiced at the time of use or purchase. On or about the 5th of each month, statements will be created and sent to all outstanding accounts. Payment is due when invoiced, and considered late after 30 days.

If membership lapses from 91 days to less than 1 year, membership may be reactivated by paying all current due fees.

1.1 e. RECORDS

1. The Association Executive Director shall be custodian of all records and documents of the Board of Directors with exception of fiscal documents which shall be retained by the associations fiscal agent. No files, records, documents, or correspondence shall be removed from the office except by permission and documentation by the Associations President, Secretary or Executive Director. If permission is granted, they shall be returned in a timely manner.

2. The Association staff, volunteers, members of the Board of Directors and outsiders (i.e., independent contractors via agreements with them) are required to honor these rules: (a) paper or electronic documents indicated under the terms for retention below will be transferred and maintained by the Association Executive Director; (b) all other paper documents will be destroyed after three years; (c) all other electronic documents will be deleted from all individual computers, data bases, networks, and back-up storage after one year; and (d) **no paper or electronic**

documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.

1.1 f. FILES AND RETENTION

1. Terms for retention

a. Retain permanently: Governance records – Charter and amendments, Bylaws, other organizational documents, governing board and board committee minutes. Tax records – Filed state and federal tax returns/reports and supporting records, tax exemption determination letter and related correspondence, files related to tax audits. Intellectual property records – Copyright and trademark registrations and samples of protected works. Financial records – Audited financial statements, attorney contingent liability letters.

b. Retain for ten years: Pension and benefit records -- Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records. Government relations records – State and federal lobbying and political contribution reports and supporting records.

c. Retain for three years: Employee/employment records – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/FMLA, engagement and discharge correspondence, documentation of basis for independent contractor status (retain for all current employees and independent contractors and for three years after departure of each individual). Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for three years after the termination, expiration, non-renewal of each agreement).

d. Retain for one year: All other electronic records, documents and files – Correspondence files, past budgets, bank statements, publications, employee manuals/policies and procedures, survey information.

4. Exceptions

Exceptions to these rules and terms for retention may be granted only by the Association's Executive Director, President or the next highest Officer as appropriate.

1.1 g. FINANCIAL POLICIES AND PROCEDURES

1. The fiscal year of the Florida Head Start Association will end on September 31.
2. The accrual method of accounting will be used by the Association.

3. The accounting system used by the Association will have a chart of accounts, cash receipts and cash disbursements journal and a general ledger.
4. The basic financial statement(s) of the Association will include a balance sheet, and statement of income and expense. Supplemental financial statements may include a cash flow statement, an analysis of investments, and detailed costs reports on all expenses, including the annual meeting. The financial statements may also compare current information with the prior period, and with the annual budget. Expenses are to be classified according to activity or function.
5. Every effort is to be made to send the complete set of monthly financial statements to the FHSA Treasurer, President and Executive Director. Records will be kept in accordance with Florida's corporate statutes, Internal Revenue Code, and Generally Accepted Accounting Principles.
6. A system of internal controls will be put into place to safeguard Association assets, check the accuracy and reliability of its accounting data, and promote operational efficiency. The system will provide appropriate segregation of functional responsibilities and will provide a system of authorization and record procedures to provide reasonable accounting control over assets, liabilities, revenue and expense. The system of internal controls required to safeguard the organization will be developed by staff and approved by the Board.
7. It is resolved that such financial institutions as the Board of Directors may select are hereby designated depositories for the funds of this corporation and that said institutions are hereby authorized and directed to pay checks and other orders or demands for payment of money in the name of this corporation when signed by such individuals as designated by the Board of Directors.
Check-Signing Authority:
 - a. The president and treasurer are authorized to sign checks. These two individuals shall be bonded.
 - b. All Checks over \$10,000 require two signatures. If, after diligent efforts, two signatures from authorized persons cannot be obtained for checks over \$10,000, the President can sign after notifying the FHSA Treasurer and receiving written or electronic approval from than authorized signer, with a copy of the authorization attached to the invoice in file.
8. General accounts are to be established as depository accounts for day-to-day collections of revenue. Funds may be withdrawn from the general accounts when authorized by either the Treasurer or President.
9. If necessary, a licensed FL certified public accountant, selected by the Finance Committee and approved by the Board of Directors, shall be retained to perform an annual audit of the Association's financial records. The audit will be furnished to the Board of Directors.
10. Depreciation schedules for assets of the Association will be set by recommendation of the Association's Fiscal Agent.
11. The Executive Director and Treasurer shall work with the Finance Committee on preparation of the annual budget of the Association and prepare recommendations for the Board of Directors for their consideration prior to the fiscal year in which it is to be implemented. Any unbudgeted

expenditures will be approved by the Treasurer before funds are expended. Unbudgeted expenditures exceeding \$5,000 not permitted without majority approval of the Board of Directors; and any amendments to an approved budget must be approved by a majority of the Board.

12. FHSA shall establish and maintain an Operating Reserve to protect the association against unforeseen economic emergencies with respect to association operations. This fund may be used if the financial viability of the association is threatened due to a short-term reduction in revenue or if an unanticipated expenditure occurs. Use of this fund requires the Board of Directors' approval of a plan for use of Operating Reserve funds and timeline for replenishing those funds. FHSA's goal is to have a minimum of three months of unrestricted operating expenses for this reserve fund. FHSA will establish and maintain a Capital Reserve to provide adequate resources to ensure that the FHSA obtains, maintains, upgrades and replaces its property and equipment essential to effective and efficient operations. This fund may be utilized at the direction of the Board of Directors.

13. Fidelity Bond All employees handling funds will be covered by a fidelity bond of at least \$50,000.

14. Master accounts may be established as a routine practice at hotels and other establishments utilized for Associations functions. Expenses that can be charged to the master account will include authorized expenses of the Association as determined by the Executive Director.

15. Dues Membership shall begin on October 1 and continue through September 30. Agency dues are grantee based and membership is with the agency. Non-program Affiliated dues are individual therefore, if an individual leaves the company or business, the company or business has the right to designate the successor person to receive benefits of FHSA membership.

16. If any member fails to pay the required dues on time (within 90 days of the due date), the delinquent member shall no longer be regarded as a member in good standing and all membership rights and privileges shall be terminated unless payment of dues is waived.

17. Former members will need to complete a membership application to be reinstated after payment of dues owed for the current membership year.

18. The President, in consultation with the Chair of the Membership Committee, if one has been appointed, and the Chair of the Finance Committee, shall be authorized to create incentives to attract and retain new members including an appropriate new member dues schedule.

1.2 COMMUNICATIONS

1.2 a. e-Newsletter

1. The association shall produce a monthly e-newsletter sent its membership via e-mail on the 5th of the month. The newsletter will be archived on the association website. The contents of the newsletter are copyrighted and should be treated as such by the staff and members. Neither the newsletter nor its contents can be reproduced without written permission

Items included in e-Newsletter may be, but are not limited to the following:

a. Calendar of Board activities

- b. Upcoming committee meetings and activities
- c. Local, State and National Association information
- d. Information on upcoming educational opportunities
- e. Board of Directors Action Items
- f. Early Head Start/Head Start Program Information

1.2 b. TELEPHONE USE

1. The Executive Director will be issued a cellular phone as the Associations main contact to conduct association business. The line must be used for FHSA official business use only.

1.2 c. FHSA WEBSITE

1. The Executive Director, in conjunction with an approved vendor, shall maintain the FHSA website. Items to be included on the website may be, but are not limited to, the following:

- a. Calendar of Board activities
- b. Membership activities
- c. Committee activities
- d. Local, State, and National Association information
- e. Board of Directors action items
- f. Trends and market changes
- g. Articles about the Head Start, Early Head Start, Migrant and Seasonal Head Start, American Indian/Alaska Native Head Start grantees or delegate agencies and community partners.

1.3 APPLICATION PROCEDURES

1.3 a. New Member Applications

1. All new member applications are processed by the Executive Director. Once application has been processed the Executive Director will contact FHSA contracted fiscal agent to issue and invoice for membership payment, if payment is not accompanied by application. Once payment has been received and processed then membership will commence. Members will be granted access to the FHSA website with login credentials to access the following items, but are not limited to, the following:

- a. A copy of the Association By-Laws
- b. A copy of the Association Policy and Procedures
- c. A copy of the Wage Comparability Study

2. Membership fees in FHSA shall be an amount set by the Board of Directors. If a previous member has had a lapse of membership of less than one complete dues year, the returning member will have the option of reinstating membership by paying their fees. If membership has lapsed more than one year, the returning member will join as a new member, with all applicable fees and requirements.

1.4 REIMBURSEMENT OF EXPENSE POLICY

1.4 a. Staff

FHSA expects employees to act responsibly and professionally when incurring and submitting costs. The Association will reimburse employees for reasonable expenses on pre-approved business travel while conducting Association activities and shall be reimbursed under the following guidelines if Association issued P-card was not used for the expense:

1. Air Travel - take advantage of all possible discounts; Use of personal vehicle - maximum mileage rate allowable by the IRS; Lodging, meals, limo/taxi, incidentals - reasonable cost.
2. Per Diem rates for meals and incidentals will be provided at the Federal "CONUS Rates" allowable; no receipts are required. Per Diem rates will not be paid when other meal arrangements are provided. For example, a luncheon included with an event.
3. All reimbursable expenses are contingent upon receipts (except for car mileage, food, bellman or valet parking tips) as well as a detailed expense report that includes the purpose of the expense and the proper line item to be charged. If the receipt is lost, the employee shall submit a written statement stating the reason why the receipt isn't attached and the purpose of the expense.

1.4 b. Directors/Volunteers

Participation in Associations affairs and events is on a volunteer basis. Therefore, directors and volunteers will not be reimbursed for travel or other expenses; nor is there an exemption from meeting registration fees. However, the Board of Directors and/or President may authorize expenses, if any, incurred in carrying out the purpose of the Association at a Board approved function.

1.5. CREDIT/ P-CARD POLICY

A credit/P-card provides FHSA Executive Director and Fiscal Agent with the ability to effectively and efficiently make purchases in relation to the Board of Directors approved FHSA budget.

1. The President and Treasurer will approve the issuance of all FHSA credit or P-cards.
2. Credit/P-cards will be issued in the name of the employee or board officer. The Treasurer will facilitate the process along with the associations fiscal agent in securing credit/P-cards for FHSA.
3. The card will have a credit limit of \$50,000 for Executive Director.
4. The card may be used only for the purchase of goods or services for official business of the FHSA. Cash advances on credit /P-cards are not allowed without written permission from the Treasurer. If the credit/P-

card earns points than points are the property of the Association and not the employee. The points should be redeemed for Association purposes only.

5. All purchases will be within current budget line item amounts unless authorized by the President and Treasurer not to exceed \$5,000.

6. The person issued the card is responsible for its protection and custody, and shall immediately notify the credit card company and President or Treasurer if it is lost or stolen.

7. The person issued the card must immediately surrender the card to the current President or Treasurer when affiliation with FHSA has ended.

8. The person using a credit card for purchases that cannot be substantiated as a necessary purchase for official business will be subject to disciplinary action.

9. Report requirements credit / P- card statements, along with receipts for all items to be paid by FHSA, will be reconciled monthly by the associations fiscal agent. Receipts must show the date, purpose, and name(s) for which the expense was incurred.

10. Monthly credit card statements will be reviewed upon request by the President or Treasurer for accuracy.

11. The President and/or Treasurer may routinely review integrity of the credit /P-card statements. FHSA Board of Directors has purview to review bank statements on a quarterly basis or as they deem necessary.

1.6 ASSOCIATION LETTERHEAD

FHSA letterhead, envelopes, stationary, and any other item affixed with the Association's logos or marks are to remain at the Association's office and under director control of the Executive Director. Blank letterhead should not be given to anyone unless directed by the President.

1.7 STAFF

The Executive Director shall assume such duties as may be assigned by the President and shall have the power to employ and terminate staff and establish compensation levels within approved budget parameters. The Executive Director shall have the power and authority to outsource duties and responsibilities of the Association as needed within parameters set by the approved annual operating budget.

1.8 SPOKESPERSON POLICY

This policy statement provides guidance concerning who is authorized to make public verbal or written statements or social-media comments on behalf of or as a representative of FHSA and the way such public statements should be handled.

It shall be the policy of FHSA that any communications, by any media, on behalf of the Association may only be made by or at the direction of the Executive Director and/or the President.

No public statements may be made, either verbal or written, that conflict with the official position or policy of the Association.

Leadership should understand that by virtue of their position, any verbal or written statements may be misperceived by the public as being official and being made on behalf of FHSA.

1.9 ANTITRUST COMPLIANCE POLICIES & PROCEDURES

The Florida Head Start Association (FHSA) is a not-for-profit organization. FHSA does not play any role in the competitive decisions of its members or their employees, nor does FHSA in any way restrict competition among members or potential members. Rather, it serves as a forum for a free and open discussion of diverse opinions without in any way attempting to encourage or sanction any particular business practice.

It shall be the policy of the Florida Head Start Association (FHSA) to be in full compliance with all Federal and State Antitrust laws, rules and regulations. Therefore:

1. These policies and procedures apply to all meetings of the membership, Board of Directors, committee and other meetings sponsored by FHSA, and to all meetings attended by representatives of FHSA.
2. Discussion of prices or price levels are prohibited. In addition, no discussion is permitted to any elements of an association's or company's operations which might influence price such as:
 - a. Cost of operations, supplies, labor or services;
 - b. Allowance for discounts;
 - c. Terms of sale including credit arrangements; and,
 - d. Profit margins and mark-ups, provided this limitation shall not extend to discussions or methods of operation, maintenance, and similar matters in which cost or efficiency is merely incidental.
3. It is a violation of antitrust laws to agree to not compete, therefore, discussion of division of territories or customers or limitations on the nature of business carried on or products sold are not permitted.
4. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about a particular association or company, including their financial situation.
5. It is FHSA's policy that all meetings attended by representatives of FHSA, where discussion can border on an area of antitrust sensitivity, that FHSA's representative request that the discussion be stopped and ask that the request be made a part of the minutes of the meeting being attended. If others continue such discussion, FHSA's representative should excuse himself/herself from the meeting and request that the

minutes show that he/she left the meeting at that point and why he/she left. Any such instances should be reported immediately to the President and/or staff of FHSA.

6. It is FHSA's policy that a copy of these Antitrust Compliance Policies & Procedures be given to each officer, director, committee member, official representative and FHSA employee annually and that the same be read, or understood at all meeting of the membership of the FHSA.

PART II OFFICERS AND BOARD OF DIRECTORS

2.1 OFFICERS AND BOARD OF DIRECTORS

General Policy

The Board of Directors is responsible for all policy decisions governing the Board including incorporation of new policies into this manual. Duties and responsibilities include:

1. The role of the Board is to establish, develop and direct the overall policies that will guide the Association so it runs effectively, efficiently, legally and ethically. These policies will be reviewed on a biennial basis.
2. Establish a partnership with the Association Executive Director along with guidelines for authority, responsibility, and accountability of the Executive Director, the officers and the Board.
3. Provide leadership and develop a shared vision, sense of mission and organizational plan. Once a decision has been made individual directors and officers are obligated to support the Board's decision.
4. The Board is responsible for ensuring the Association has a clear and concise strategic plan as well as mission statement and vision statement. All decisions of the Board, actions of committees and the staff need to be linked to implementing the plan and the Board must be in agreement with the plan and mission statement and vision statement.
5. The Board is accountable for receipts, disbursements and the overall fiscal health of the Association through the establishment of long-term financial plans, as well as approving the annual budget. All contracts containing money in excess of \$50,000 must be referred to the Financial Committee for review of financial soundness and means of funding. The development of the annual budget is prepared by a Finance Committee of the board.
6. Sufficient time must be spent preparing for attending and doing follow up work after Board meetings, representing the Association within and outside the field and doing the necessary reading and preparation between Board meetings. Board members shall notify the FHSA President if they will be UNABLE to attend a scheduled FHSA Board of Directors Meeting. Missing two successive Board meetings without reasonable cause will be basis for the President to discuss the roles and responsibilities of Board participation with the individual.
7. Commit to Board leadership as team leadership, commit to attending and supporting all association activities and board meetings functions.
8. Fill any vacancies on the Board of Directors.

9. Evaluate at all levels - Conduct an effectiveness survey of programs including policy performance; financial performance; staff performance; Board performance and organizational performance. This includes an annual board self-assessment, an annual performance assessment of the President by either the full board or body designated by the Chair and a review of member affinity programs at least every 24 months to ensure value and effectiveness for members of the Association.

10. Each Officer and Director shall be knowledgeable of Robert's Rules of Order to the extent that he is able to conduct a meeting accordingly.

11. Promote FHSA!

12. Signing a Conflict of Interest Statement

2.1 a. Term of Office

All officers are elected for a two-year term. The President and Secretary shall be elected for a three (3) year term; the Vice-President and Treasurer shall be elected for a two (2) year term, not to exceed two (2) consecutive terms. Directors shall serve no more than two consecutive terms in office. Directors may be re-elected after one term off the board.

2.1 b. Meetings

The Board of Directors meets a minimum of four (4) times annually at a time and place set by the Board of Directors. The meeting is open to all members (who may not participate in discussion unless requested to do so). Special meetings may be called at the discretion of the President or by written request of at least three members of the board. Notice of meeting shall be posted not less than five (5) days to each director delivered electronically or by mail.

The process for Board of Directors meetings is as follows:

1. Two weeks prior to the board meeting, send an email to Committee Chairs asking for their committee report. Give them until the end of the week to submit it to Executive Director.
2. All committee reports are compiled into one PDF document.
3. FHSA fiscal agent will send Treasurer's report and prior month financials to current Treasurer for approval. Once approved, this should be included in the board packet.
4. The board agenda and packet of materials must be sent out one week prior to the meeting. The following items are always included in the packet along with any other items of discussion pertinent to that month's board meeting.
 - a. Current agenda
 - b. Current month financial report (FHSA contracted fiscal agent to provide)
 - c. Minutes from previous board meetings
 - d. Current committee reports

- e. President report
- f. Executive Director report

The agenda will be drafted by Executive Committee in partnership with the Executive Director and reviewed/approved by the current President. Once approved, compile with all other reports and send to full board.

2.1 c. Installation

Board Officers and Directors shall be installed by a person chosen by the incoming President at a place and time set by the President. Their authority shall become effective October 1. The Oath of Office shall include affirming to uphold the Bylaws of the National, State, and Florida Head Start Association.

2.2 CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect Florida Head Start Association's (FHSA) interests when the association is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer, Board member, or employee or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. This policy is also intended to identify "independent" directors.

2.2 a. Definitions of Conflicts of Interest

Interested person

Any director, principal officer, FHSA employee and/or consultant or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which FHSA has a transaction or arrangement,
2. A compensation arrangement with FHSA or with any entity or individual with which FHSA has a transaction or arrangement; or
3. A potential ownership or investment, interest in, or compensation arrangement with, any entity or individual with which FHSA is negotiating a transaction or arrangement,
4. A contract with the FHSA thru business, investment, agency or family.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

2.2 b. Independent Director

A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director:

1. Is not, and has not been for a period of at least three years, an employee of FHSA or any entity in which FHSA has a financial interest;
2. Does not directly or indirectly have a significant business relationship with FHSA, which might affect independence in decision-making;
3. Is not employed as an executive of another corporation where any of FHSA's officers or employees serve on that corporation's compensation committee; and
4. Does not have an immediate family member who is an officer or employee of FHSA or who holds a position that has a significant financial relationship with FHSA.

2.2 c. Procedures

Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Full Board of Directors.

- **Recusal of Self** - Any director may recuse him or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest actually exists.

2.2 d. Whether a Conflict of Interest Exists

The President of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board or Executive Committee shall determine whether FHSA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in FHSA's best interest, for the association's own benefit, and whether the transaction or arrangement is fair and reasonable.

In conformity with the above determination, FHSA shall make the decision as to whether to enter into the transaction or arrangement.

2.2 e. Violation of the Conflict of Interest Policy

If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, the member shall be informed of the basis for such belief and afforded an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action to include removal of the Board member and/or business interest.

2.2 f. Records of Proceedings

The minutes of the Board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest, in fact, existed; and
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

2.2 g. Annual Statements

Each director, employee, consultant, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms that such person:

1. Has received a copy of the conflict of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands FHSA is charitable and in order to maintain its federal tax exemption, and as such, the association must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.

If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

2.2 h. Periodic Reviews

To ensure FHSA operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining; and
2. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to FHSA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

2.2 i. Use of Outside Experts

When conducting the periodic reviews, FHSA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

2.3 CONFIDENTIALITY POLICY

It is the policy of FHSA that directors and employees of FHSA may not disclose, divulge, or make accessible confidential information belonging to, or obtained through their affiliation with FSHA to any person, including relatives, friends and business and professional associates, other than to persons who have a legitimate need for such information and to whom FHSA has authorized disclosure. Directors and employees shall use confidential information solely for the purpose of performing services as a trustee or employee for FHSA. This policy is not intended to prevent disclosure where disclosure is required by law.

Directors and employees must exercise good judgment and care at all times to avoid unauthorized or improper disclosures of confidential information.

At the end of a director's term in office or upon the termination of an employee's employment, he or she shall return, at the request of FHSA, all documents, papers, and other materials, regardless of medium, which may contain or be derived from confidential information, in his or her possession.

2.4 WHISTLEBLOWER POLICY

The purpose of this Whistleblower Policy is to encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted policies of the Association;

specifies that the Association will protect the person from retaliation; and identifies where such information can be reported.

1. Encouragement of reporting. The Association encourages complaints, reports or inquiries about illegal practices or serious violations of the Association's policies, including illegal or improper conduct by the Association itself, by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the Association has existing complaint mechanisms should be addressed under those mechanisms, such as raising matters of alleged discrimination or harassment via the Association's human resources channels, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.

2. Protection from retaliation. The Association prohibits retaliation by or on behalf of the Association against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The Association reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. Where to report. Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the Association's Executive Director or President of the Board of Directors; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the Vice-President. The Association will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the Association may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

2.5 OFFICER AND BOARD MEMBER DUTIES & RESPONSIBILITIES

Officers of the FHSA Board of Directors include President, Vice President, Secretary and Treasurer.

2.6 PRESIDENT

The President of the Association shall serve as the Chair of the Board of Directors and as a member of the Executive Committee.

2.6 a. THE DUTIES AND RESPONSIBILITIES OF THE PRESIDENT ARE TO

1. Preside at all Board of Directors' and Business meetings of the Association.
2. Insure that the Bylaws and Policies of the Board are properly administered.
3. Directly supervise the work activities of the Executive Director.
4. Insure that the directives of the Board of Directors are carried out.

5. Set the agenda for meetings in cooperation with the FHSA Executive Director.
6. Establish, with the FHSA Executive Director, a Board of Directors meeting calendar. The location of these meetings shall rotate around the state as much as possible. Additionally, the Chair may call virtual meetings;
7. Appoint members and Chairs of all standing committees subject to confirmation of the Board of Directors.
8. Serve as an Ex-Officio member of all FHSA Committees, Subcommittees and Task Forces.
9. Appoint all special, ad hoc or other Committees of the FHSA not provided for in the FHSA Bylaws.
10. Be the official spokesperson for the Board for the news media and public hearings, reflecting the consensus of the Board of Directors on special issues.
11. Receive a copy of the annual audit letter directly from the CPA for communicating to the Board of Directors.
12. Act as one of two signatories on Board checks.
13. Sign contracts after the Board of Directors approval.
14. Sign approved minutes of Board of Directors meetings.
15. Act as contact person for the Board to consult with the Board Attorney.
16. Serve as immediate Past President for the term immediately following his/her term as president.
17. Perform such other duties as may be required by the membership, Board of Directors, or that may be required by law.
18. Receive financial support if needing to represent FHSA at State, Regional and or National meetings upon approval by the Executive Committee.

2.6 b. MINIMUM QUALIFICATIONS OF CANDIDATES

2.7 VICE - PRESIDENT

The Vice -President of the Association shall serve as a member of the board of directors and as a member of the executive committee.

2.7 a. THE DUTIES AND RESPONSIBILITIES OF THE VICE-PRESIDENT ARE TO:

1. It is the duty of the Vice - President to assist the President with duties as assigned from time to time, and to perform the President's duties in his/her absence.
2. Attend, as reasonably practical, FHSA Board of Directors meetings, Executive committee and membership meetings, annual meetings conferences, and other activities of the FHSA.
3. Perform such other duties as may be required by the membership, Board of Directors, or that may be required by law.

2.7 b. MINIMUM QUALIFICATIONS OF CANDIDATES

2.8 SECRETARY

The Secretary of the Association shall serve as a member of the Board of Directors and as a member of the Executive Committee.

2.8 a. THE DUTIES AND RESPONSIBILITIES OF THE SECRETARY ARE TO:

1. The Secretary is responsible for recording the actions taken at all Board meetings. To assist the Secretary in this duty, the FHSA Executive Director or his/her designee will be assigned to assist in recording such actions in a manner approved by the Secretary. A draft record of actions taken by the Board will be made available to the Secretary within 5 business days of the meeting. Board minutes are to be distributed within 15 business days following the meeting being reported.
2. Present the minutes at the Board of Directors meetings and Executive Committee meetings, respectively.
3. Sign approved minutes of the Board of Directors meetings.
4. Keep accurate records of the acts and proceedings including roll call of all board and executive committee and meetings of the members.
5. Be custodian of the Board of Directors contact register, Bylaws of the Board, and Policy and Procedures Manual and all records pertaining to the FHSA.
6. Insure that all official minutes become part of the official records of the Board.
7. Insure that an accurate, record of grantee and friend membership is maintained on a continuing daily basis.
8. Insure that policy or procedure changes and the date of approval by the Board of Directors are incorporated immediately in the Policies and Procedures Manual.

9. Attend, as reasonably practical, FHSA Board of Directors meetings, Executive committee and membership meetings, annual meetings conferences, and other activities of the FHSA.

10. Perform such other duties as may be required by the membership, Board of Directors, or that may be required by law.

2.8 b. MINIMUM QUALIFICATIONS OF CANDIDATES

2.9 TREASURER

The Treasurer of the Association shall serve as a member of the Board of Directors and as a member of the Executive Committee.

2.9 a. THE DUTIES AND RESPONSIBILITIES OF THE TREASURER ARE TO:

1. Oversee the financial affairs of the Board in coordination with the Finance Committee.
2. Serve as Chair of the Finance Committee.
3. Provide financial advice and recommendations to the President and the Board of Directors in consultation with the Finance Committee.
4. Monitor all income and expenditures of the Board and Executive Director according to original invoice and authorized orders.
5. Coordinate with Treasurer-Elect, Executive Director, Fiscal Agent (bookkeeper, outside auditor, etc.) and members of the Finance Committee in preparing the annual budget.
6. Coordinate accounting matters with the Executive Director, Accountant (bookkeeper) Board of Directors, Finance Committee, and CPA.
7. Submit quarterly financial reports to the Board and Executive Committee.
8. Report the Board's financial status to the Directors and general membership on a periodic basis.
9. Receive from the Associations Fiscal Agent a copy of the annual audit letter for communication to the Board of Directors.
10. Oversee all tasks that maintain the Associations 501 (c) (3) exemption, annual report and appropriate of state filings.
12. Attend, as reasonably practical, FHSA Board of Directors meetings, Executive committee and membership meetings, annual meetings conferences, and other activities of the FHSA.
13. Perform such other duties as may be required by the membership, Board of Directors, or that may be required by law.

2.9 b. MINIMUM QUALIFICATIONS OF CANDIDATES

2.10 IMMEDIATE PAST PRESIDENT

1. The Past President should be an information resource to the Board of Directors.
2. Work with the incoming President during their initial twelve month period in office.
3. Attend, as reasonably practical, FHSA Board of Directors meetings, Executive Committee and membership meetings, annual meetings, conferences, and other activities of the FHSA.

2.10 a. MINIMUM QUALIFICATIONS OF CANDIDATES

1. Have served as President of the FHSA.

2.11. DIRECTORS

It shall be the duty of the Directors to keep themselves available for special assignments, supporting all Board activities and attending Board and FHSA functions.

2.11 a. MINIMUM QUALIFICATIONS OF CANDIDATES

PART III COMMITTEES OF THE BOARD

3.1 GENERAL POLICY GOVERNING COMMITTEES

The President, subject to the confirmation of the Board of Directors, shall appoint Committee Chairs.

FHSA Standing Committees are By-Laws, Finance, Membership, Professional Development, Public Relations, Research, Public Policy, and Advisory Committee.

Other committees may be appointed by the FHSA President from time to time as deemed necessary. The FHSA President shall appoint the Chair and members of Ad Hoc Committees.

Committee Chairs as well as committee members, are appointed following consultation with the Committee Chair.

The FHSA President shall be an ex-officio member of all committees, subcommittees, or task forces except the Nominating Committee.

The FHSA Executive Director shall be an ex-officio, non-voting member of all committees, subcommittees or task forces.

3.1 a. APPOINTMENT AND LENGTH OF TERM

The President, subject to confirmation by the Board of Directors, shall appoint Chair and committee members. Terms shall begin October 1, and shall be for a length of time as specified in the Bylaws for each committee.

3.1 b. COMMITTEE BUDGETS

1. Committees make recommendations to the Board of Directors on specific action and policy.
2. Budgets for the following year shall be submitted by the current chair to the Finance Committee to be approved by the Board, no later than October 1.
3. It is the responsibility of the committee chair to submit a budget to the Finance Committee and to stay within the approved budget.
4. All purchases by a committee shall be submitted to the Executive Director to receive approval by the Treasurer. The Board shall not reimburse any person or committee authorizing a purchase without said approval.
5. Chairs do not have authority to contract on behalf of the Board in any way. Only the Executive Director, President, and Treasurer have the authority to contract for services or products.

3.1 c. NOTICE OF MEETINGS

All committee meetings shall be coordinated through the Executive Director, allowing adequate time for the proper notice to be sent to committee members. A minimum of one-week notice shall be given for the meeting to be considered properly noticed. Committee meetings shall record accurate records of their proceedings and actions of all meeting and reported to the Secretary of the association. Generally, committee minutes are recorded for the benefit of the members of that committee to ensure continuity and accountability. Official minutes must be recorded and maintained for any committee with governing authority. (e.g., Board of Directors and Finance Committee).

3.1 d. CHAIRMAN PREPARATION

Committee meetings should start on time. Chair should prepare an agenda and be prepared to conduct the meeting.

3.1 e. QUORUM REQUIREMENT

Unless otherwise specified in the associations governing documents a quorum shall be 51% of the members entitled to vote and present shall be necessary for the adoption of any matter voted upon by the members.

3.1 f. ATTENDANCE REQUIREMENTS

After a committee member has missed two properly noticed meetings; his/her name will be forwarded to the President. The President, or his/her designee, will contact the member and determine whether he is allowed to continue on the committee for the completion of his/her term. If it

is determined that the member will not complete his/her term, their entire service for that term will be considered void.

Executive Director – The Executive Director, or top management official (i.e., a person who has ultimate responsibility for implementing the decisions of the Association’s governing body or for supervising the management, administration, or operations of the Association).