

# BY-LAWS OF POLICY COUNCIL

Highland Rim Economic Corporation  
P. O. Box 208  
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September 28, 2008

## TABLE OF CONTENTS

	Page
Article I.	Name and Description .....2
Article II.	<b>Purposes and Functions</b>
	Section 1 <i>Purpose</i> .....2
	Section 2 <i>Functions</i> .....3
Article III.	<b>Membership</b>
	Section 1 <i>Composition</i> .....4
	Section 2 <i>Categories</i> .....4
	Section 3 <i>Terms in Office</i> .....5
	Section 4 <i>Voting</i> .....5
	Section 5 <i>Termination of Membership</i> .....5
	Section 6 <i>Resignation</i> .....5
	Section 7 <i>Vacancy</i> .....5
	Section 8 <i>Nepotism</i> .....6
	Section 9 <i>Duties and Responsibilities</i> .....6
Article IV.	<b>Officers</b>
	Section 1 <i>Officers</i> .....6
	Section 2 <i>Election and Term of Office</i> .....6
	Section 3 <i>Removal</i> .....6
	Section 4 <i>Chairperson</i> .....6
	Section 5 <i>Vice-Chairperson</i> .....7
	Section 6 <i>Secretary</i> .....7
Article V.	<b>Committees</b>
	Section 1 .....7
	Section 2 <i>Executive Committee</i> .....7
	Section 3 <i>Personnel Committee</i> .....7
	Section 4 <i>Finance Committee</i> .....8
	Section 5 <i>Grievance Committee</i> .....8
	Section 6 <i>Special Committee</i> .....8
Article VI	<b>Meetings</b>
	Section 1 <i>Conduct of Meetings</i> .....8
	Section 2 <i>Regular Meetings</i> .....9
	Section 3 <i>Special Meetings</i> .....9
	Section 4 <i>Notice of Meetings</i> .....9
	Section 5 <i>Quorum</i> .....9
Article VII.	<b>Resolution of Conflicts</b> .....9
Article VIII	Conflict of Interest ..... 12
Article IX.	Amendments ..... 13
1034.50 Appendix A: Governance and Management Responsibilities.....	14

**BY-LAWS  
of the  
HIGHLAND RIM ECONOMIC CORPORATION  
HEAD START POLICY COUNCIL**

**Article I – Name**

The official name of this organization shall be the Highland Rim Economic Corporation Head Start Policy Council.

**ARTICLE II – Purposes and Functions**

*Section 1*     **Purposes**

The purpose of this organization shall be to implement Head Start Performance Standards dated November 5, 1996, Subpart D - Program Design and Management - 1304.50 Program Governance and Appendix A, which provides authority for the Policy Council to plan and coordinate the Head Start program in Houston, Humphreys, Stewart, and Dickson Counties. The Policy Council must perform the following functions directly:

- a. Participate in Governance training with the Board of Directors and key staff by October of each program year.
- b. Serve as a link to the Parent Committees, grantee agency governing bodies, public and private organizations, and the communities they serve. [1304.50(d)(2)(i); p. 169]
- c. Assist Parent Committees in communicating with parents enrolled in all program options to ensure that they understand their rights and responsibilities and the opportunities available in Head Start, and to encourage their participation in the program. [1304.50(d)(2)(ii); p. 169]
- d. Assist Parent Committees in planning, coordinating, and organizing program activities for parents with the assistance of staff, and ensuring that funds set aside from program budgets are used to support parent activities. [1304.50(d)(2)(iii); p. 170]
- e. Assist in recruiting volunteer services from parents, community residents, and community organizations, and assist in the mobilization of community resources to meet identified needs. [1304.50(d)(2)(iv); p. 170]

- f. Establish and maintain procedures for working with the grantee or delegate agency to resolve community complaints about the program. [1304.50(d)(2)(v); p. 171]

## *Section 2*     **Functions**

The general functions of the Highland Rim Head Start Policy Council, in accordance with 1304.50, are to work in partnership with key management staff and the governing body to develop, review, and approve or disapprove the following policies and procedures:

- a. All funding applications and amendments to funding applications for Highland Rim Head Start, including administrative services, prior to the submission of such applications to DHHS. [1304.50(d)(1)(i); p. 165]
- b. Procedures describing how the governing body and the appropriate policy group will implement shared decision-making. [1304.50(d)(1)(ii); p. 165]
- c. Procedures for program planning in accordance with this part and the requirements of 45 CFR Part 1305.3. [1304.50(d)(1)(iii); p. 166]
- d. The program's philosophy and long- and short-range program goals and objectives. [1304.50(d)(1)(iv); p. 166]
- e. The composition of the Policy Council and the procedures by which policy group members are chosen. [1304.50(d)(1)(vi); p. 167]
- f. Criteria for defining recruitment, selection, and enrollment priorities, in accordance with the requirements of 45 CFR 1305. [1304.50(d)(1)(vii); p. 167]
- g. The annual self-assessment of the grantee agency's progress in carrying out the programmatic and fiscal intent of its grant application, including planning or other actions that may result from the review of the annual audit and findings from the Federal monitoring review. [1304.50(d)(1)(viii); p. 167]
- h. Program personnel policies and subsequent changes to those policies, in accordance with 45 CFR 1301.31, including standards of conduct for program staff, consultants, and volunteers. [1304.50(d)(1)(ix); p. 168]
- i. Decisions to hire or terminate the Head Start Director and any person who works primarily for the Head Start Program. Qualified Head Start parents will be given priority in hiring. [1304.50(d)(1)(x) & (xi); p. 168]

- j. Abide by the Conflict Resolution procedures as outlined in the grantee Board of Director By-Laws/ Policy Council By-Laws. [1304.50(h); p. 173]
- k. Review standards to insure that requirements for space, equipment, and supplies are met.

### **ARTICLE III – Membership**

#### *Section 1*      **Composition**

Membership of the Head Start Policy Council shall be composed of at least 51% parents or legal guardians of currently enrolled children with the remainder being community representatives. [1304.50(b)(2); p. 162]

#### *Section 2*      **Categories**

Membership shall be comprised of two types of representatives: parents of currently enrolled children and community representatives for a total of 13 members. [1304.50(b)(2); p. 162]

- a. At each center (an operating location), parents of Head Start children will elect one (1) primary and one (1) alternate member from among their number to serve on the Policy Council. An alternate is classified as a member and is subject to the same term limitations as the regular member. Care should be taken to select members and alternates who will be available to attend meetings at the scheduled date and time (See Article VI Section 2). The alternate is encouraged to attend all meetings but will vote only in the absence of the primary member.
- b. The Grantee Agency and/or the Head Start Director shall nominate community representatives to serve on the Head Start Policy Council. These representatives shall be selected from major agencies of the communities/counties and others who are familiar with resources and services for low income children and families, with one (1) member of the Grantee Board of Directors included in this category. [1304.50(b)(3); p. 163] All parent members of the Policy Council must stand for election or re-election annually. All community representatives also must be selected annually. [1304.50(b)(4); p. 163] To ensure that parents of children currently enrolled must be proportionately represented, the following allocation of Community Representatives shall apply: Dickson (2), Houston (1), Stewart (1), and Humphreys (2) Each Community Representative is authorized to represent any center in their respective county when establishing a quorum. [1304.50(b)(7); p. 164]

- c. The governing body will propose the procedures for election of parent members and the selection of community representatives. The proposals must be approved by the Policy Council.
- d. In the event the Board Representative for Policy Council is a public sector representative, that individual may appoint an alternate representative to attend on their behalf.

*Section 3*      **Terms in Office**

Policy Council members shall be elected (parent members) or selected (community representatives) to serve for a term of one (1) year. Community representatives may be re-elected/selected for additional terms but may not serve for a total of more than three (3) one-year terms. [1304.50(b) (5); p. 163]

*Section 4*      **Voting**

Each parent member (or in their absence, the alternate member) and each community representative shall have one (1) vote. There shall be no proxy voting by, or for, any member.

*Section 5*      **Termination of Membership**

Members of the Policy Council may be removed by a two-thirds vote of the Policy Council if he/she is absent from three (3) consecutive meetings without having submitted a legitimate excuse in writing to the Policy Council Chairperson prior to the meeting. Three consecutive, unexcused absences shall be brought to the attention of the Policy Council by the Secretary at the time of roll taking and a vote be conducted. A member of the Policy Council may also be terminated if the member violates the signed Standards of Conduct for program staff, consultants, and volunteers. (See 45 CFR 1304.52(h) (1) for information on Standards of Conduct.)

*Section 6*      **Resignation**

Resignation from the Head Start Policy Council shall be by written letter stating the effective date and the reason for leaving.

*Section 7*      **Vacancy**

In the event of a vacancy on the Policy Council, a replacement must be selected (as in the case of a parent member/alternate) or nominated (as in the case of a community representative) within thirty (30) days. If the vacancy is created by a community representative, that vacancy will also be filled within thirty (30) days.

**Section 8 Nepotism**

In accordance with CAP Memo 23-A, no grantee agency staff (or members of their immediate families) may serve on the Policy Council. [1304.50(b) (6); p. 163]

**Section 9 Duties and Responsibilities**

All Policy Council members should: participate in governance training, attend meetings regularly; arrive on time; be fully prepared by reading agendas, studying materials, and discussing matters to be considered with other center parents; report Policy Council decisions/actions to other center parents; express their opinions and respect the rights of others to do the same; consider all information and arguments before voting; debate the issues, not persons; and accept and support the final decisions of the Policy Council.

**ARTICLE IV – Officers**

**Section 1 Officers**

The Head Start Policy Council shall elect a Chairperson, Vice-Chairperson and Secretary. Other officers may be elected as deemed necessary by the Council.

**Section 2 Election and Term of Office**

Each officer shall be elected for a term of one (1) year by the full membership of the Policy Council once it has been established for the program year. The Council will be seated at the **second** policy council meeting after the first parent meeting is conducted.

**Section 3 Removal**

Any officer of the Policy Council, who fails to perform his /her duties in as outlined in the by-laws, may be removed by a two-thirds vote of the Policy Council.

**Section 4 Chairperson**

The Chairperson shall promote parent involvement in program governance and growth; it is preferred that the Chairperson be a parent representative. The Chairperson shall have a thorough knowledge of the By-Laws of the Policy Council, Head Start policies and requirements; shall insure that an agenda is prepared for all regular meetings; shall call meetings to order; shall preside at all meetings; shall verify the presence of a quorum; shall call special meetings as required; shall explain each motion before it is voted upon; shall vote only to break a tie; and shall formally close all meetings. The Chairperson also serves on

committees and coordinates activities as needed; works closely with the Head Start Director and Executive Director as necessary; and performs other duties as appropriate.

*Section 5*      **Vice-Chairperson**

The Vice-Chairperson shall preside in the absence of the Chairperson. In the case of resignation/death of the Chairperson, the Vice-Chairperson shall assume the office of Chairperson until a permanent Chairperson is elected.

*Section 6*      **Secretary**

The Secretary shall record the minutes and read motions as they are made of each Policy Council meeting; shall call the roll and announce the presence of a quorum or absence thereof; shall advise the Policy Council whenever a member has three (3) consecutive, unexcused absences; shall maintain a copy of the By-Laws, a list of members, a list of unfinished business, and a copy of the agenda; assist the Chairperson in following the agenda; shall read the minutes of the last meeting; shall mail a copy of the minutes to each Policy Council member prior to the next meeting; and shall see that a record of minutes is kept on file in the Head Start Office; perform other duties as assigned.

**ARTICLE V – Committees**

*Section 1*      With the exception of the Executive Committee (See ARTICLE V, Section 2), the Policy Council Chairperson shall appoint committees (and chairpersons thereof) as necessary to the proper conduct of business including but not limited to the following: Executive Committee, Personnel Committee, Grievance Committee, Finance Committee, and Special Committees. A quorum of any committee shall be a simple majority of the appointed members. **In the event that a committee cannot meet, a telephonic vote will be used to conduct business.**

*Section 2*      **Executive Committee**

The Executive Committee shall be composed of the officers of the Policy Council and the Chairpersons of the Finance, Personnel, and Grievance Committees. The Executive Committee shall have the power to conduct Policy Council business between regular meetings.

*Section 3*      **Personnel Committee**

The Personnel Committee shall review Personnel Policies and Procedures and make recommendations to the Policy Council prior to the Council's approval of said Personnel Policies and Procedures. The Committee shall assist in the

screening of job applications for Head Start positions, participate in the applicant interview process, provide counsel to the Head Start Director on personnel matters, and recommend individuals for hiring or terminating by the Policy Council.

*Section 4*      **Finance Committee**

The Finance Committee shall assist and review in the preparation of the Head Start annual refunding application and any amendments to funding, and submit it to the Policy Council for approval prior to its submission to Regional Office. The Finance Committee shall also advise the Policy Council on how to administer Parent Activity Funds and any other matters dealing with funding.

*Section 5*      **Grievance Committee**

The Grievance Committee shall hear grievances concerning the Head Start program from the community and from parents who have followed grievance procedures at the center level. The Committee will make recommendations to the full Policy Council as to how to resolve these grievances. The Committee may also hear grievances from Head Start staff and present their findings/recommendations to the Policy Council or the Highland Rim Board of Directors as appropriate.

*Section 6*      **Special Committees**

Special Committees and the chairpersons thereof may be appointed by the Chairperson of the Policy Council as the need arises. Chairpersons of special committees do not serve on the Executive Committee.

**ARTICLE VI – Meetings**

*Section 1*      **Conduct of Meetings**

All Policy Council meetings and meetings of committees thereof shall be conducted in accordance with Robert’s Rules of Order. All meetings shall be open to the public. However, due to the need to restrict the disclosure of personal information and to preserve confidentiality, the Policy Council Chairperson may close any portion of a meeting where personnel matters (disciplinary actions, hiring, firings, etc.) are to be discussed.

*Section 2*      **Regular Meetings**

Regular meetings of the Highland Rim Head Start Policy Council shall be held in the service area at a location specified by the Policy Council on the fourth Tuesday of each month starting at **11:00 a.m.** In the case of a scheduling conflict, the date and/or time of meeting may be changed by the Policy Council Chairperson who shall notify members as soon as possible.

*Section 3*      **Special Meetings**

Special meetings will be called by the Chairperson as required and will be called at least 48 hours **in advance or five days prior to the meeting.**

*Section 4*      **Notice of Meetings**

Written notice shall be mailed to each member by the Chairperson to each member of the Policy Council at least five (5) days prior to a regular meeting and will include an agenda of the business to be conducted as well as copies of any materials that may require reading/study prior to the meeting. Notice of special meetings may be mailed to each member by the Chairperson at least five (5) days prior to the meeting or may be accomplished telephonically at least 48 hours prior to the meeting.

*Section 5*      **Quorum**

A quorum shall be defined as the presence of at least one (1) Policy Council member from a majority of Head Start centers. Since there are seven (7) centers currently in operation, a quorum is defined as the presence of at least one (1) member from four (4) centers.

The following allocation of Community Representatives shall apply: Dickson (2), Houston (1), Stewart (1), and Humphreys (2). Each Community Representative is authorized to represent any center in their respective county when establishing a quorum. **In the event that a quorum can not be established, a conference call will be made to the members until a quorum can be established.**

**ARTICLE VII - Resolution of Conflict**

The following procedures will allow Highland Rim Economic Corporation and the Head Start Policy Council to resolve differences in an orderly manner.

Highland Rim Economic Corporation desires that all matters which are presented to the Board of Directors and the Policy Council be presented in a fashion that allows all parties ample time to ask questions concerning the issue and to make

comments as to their concerns. When the Board of Directors and the Policy Council do not agree, the following procedures will be followed to allow for a timely solution to the differences.

If issues have arisen upon which the Board of Directors and the Policy Council can not agree, the parties must attempt to resolve them by means of additional meetings. After such meetings, if the Board of Directors believes the Policy Council will not approve its decision, they shall notify the Policy Council in writing. The notice shall contain a statement of the factors supporting their proposed decision or action.

Within 10 days after receipt of the notice, the Policy Council shall hold a special meeting to consider the Board's proposed decision or action. Immediately after the special meeting, the Policy Council shall notify the Board in writing of its approval or disapproval of the proposed decision or action. If the notice is of disapproval, it shall contain a statement of the reasons.

In the event of a disapproval and if the Board desires further consideration of the matter, it shall initiate a meeting between itself and the Policy Council for the purposes of attempting to resolve their differences.

If after these efforts, the Board and the Policy Council are unable to reach an agreement, the proposed decision or action shall not be taken.

A mediator (neutral third party who does not decide the dispute) may be brought in to assist both the Board and the Policy Council to focus their interests and goals in order to come to an agreement that meets their individual and mutual objectives. Mediators are prohibited from discussing the case with anyone outside the mediation process and only one person from each side is allowed to present the facts for consideration. A mediator's fee is an allowable cost to the program grant; however, approval is required from a federal official.

When an impasse occurs and the conflict involves hiring or firing of the Head Start Director, a grant request for refunding, or major changes in budget and work programs while the program is in operation, the Board must require that is be submitted to binding arbitration. The arbitration shall be conducted by a panel of three (3) arbiters, one to be designated by the Board of Directors, one to be designated by the Policy Council, and the third who will be designated by the other two members and who will serve as chairperson of the arbitration panel. The arbiters shall be persons of good reputation and standing in the community and shall not be associated with the Head Start Program. If the two arbiters first designated are unable to agree upon a third arbiter within seven (7) days after the designation of the second of them, they will request the State or local bar association or the American Arbitration Association to name one of its members who would be willing to serve as chairman. None of the arbiters shall be relatives of any of the parties and they shall without compensation.

When the Board decides to submit the impasse to arbitration, it shall notify the Policy Council in writing that the impasse is to be resolved by binding arbitration.

The Notice shall include:

A statement of the issue on which the Board and the Policy Council are at impasse;

The name and address of the person the Board has designated as a member of the arbitration panel.

A request that the Policy Council designate a member of the arbitration panel within seven (7) days of the receipt of the Notice and instruct him/her to communicate immediately with person designated by the Board for the purpose of selecting the third member of the panel; and

The Board shall send a copy of the Notice to the Head Start Regional Office.

Failure by the Policy Council to designate an arbiter within seven (7) days of receipt of the Notice of Arbitration shall be a default and shall be considered to be approval of the Board's proposed action.

The Arbitration Panel shall schedule the arbitration hearing within a reasonable time but not more than twenty (20) days after the designation of the third arbiter. The hearing shall be held in the locality of Highland Rim Economic Corporation, but not in their offices, at a place fixed by the Arbitration panel with consideration of the convenience of the parties.

The Board and the Policy Council are the parties to the arbitration hearing. Highland Rim Economic Corporation shall assume any expenses entailed by the arbitration and shall provide clerical and other support as needed.

The duty of the Arbitration Panel is to resolve the issues in dispute as expeditiously and fairly as possible at the minimum expense to the parties involved. The proceedings of the Arbitration Panel shall consist of:

Oral presentation of the Policy Council, position including minority views if there are any;

Oral Presentation of the Board's position;

Response by both parties to such question as the panel wishes to ask;

Informal cross examination of each party by the other within the limits allowed by the Panel;

Such additional presentation of oral or written materials as the Panel deems

necessary to full apprise it of relevant facts for an informed decision. The parties may suggest to the Panel additional relevant witnesses or materials that would be helpful to the Panel.

If the Panel needs additional material such as budget statements, Head Start regulations or other materials of that nature, the Board has the duty to provide the panel with such documents.

Both parties are obligated to act in good faith before and during the proceedings. Neither party may communicate with the arbitrators once the Panel has been selected except at formal meetings attended by all parties. Any attempt to intimidate an arbitrator shall be reported to the Regional Office and shall result in a default judgment against the party guilty of it.

Refusal to comply with directions, continued use of delaying tactics by any person at the hearing, or other obstructive tactics shall constitute grounds for immediate exclusion of such person from the hearing by the chairperson.

The arbitration procedures do not preclude the parties from compromising their differences and reaching a settlement so long as no final decision has been issued by the Panel.

Both the Board and the Policy Council shall designate one and only one of its members to represent them at the proceedings.

The arbitration Panel shall issue its decision in writing fifteen (15) days after the Panel meeting. Copies shall be sent promptly to Highland Rim Economic Corporation, the Policy Council, and the Regional Office.

The final decision shall be binding on both parties and there shall be no appeal. Failure to abide by the final decision by Highland Rim Economic Corporation is grounds for denial of the application for refunding, for suspension and termination of financial assistance, or for denial of the application for amendment to the budget or work program.

## **ARTICLE VIII – Conflict of Interest**

**The Agency is free to contract for goods and services from vendors of its own choosing. The Agency shall not obligate or expend any funds for purchase or rental of goods, space, or services from a member of the Policy Council or his/her immediate family or do business with an Agency or Corporation in which either the Policy Council member or a member of their immediate family may have a substantial financial interest. This section is specifically directed toward the elimination of any financial conflict of interest between the actions of Policy Council members as such and their actions concerning personal interests.**

**ARTICLE IX – Amendments**

These By-Laws may be amended by sending a copy of the proposed amendment to each Policy Council member at least two (2) weeks before the meeting. The Policy Council may debate an amendment before adoption. All amendments must be approved by a two-thirds vote of the Policy Council members in attendance.

\_\_\_\_\_  
Chairperson of the Governing Body

\_\_\_\_\_  
Agency Executive Director

\_\_\_\_\_  
Chairperson of the Policy Council

\_\_\_\_\_  
Head Start Director

Date Adopted: \_\_\_\_\_