

Bylaws  
for  
National Healthy Start Association  
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[www.healthystartassoc.org](http://www.healthystartassoc.org)

I, the undersigned, being Secretary of the Corporation, hereby certify that the attached document is a true, complete and accurate copy of the Bylaws adopted by the Board of Directors.

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Secretary

Date

# **NHSA BYLAWS**

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## **ARTICLE I:** **CORPORATE IDENTIFICATION**

**Section 1:** The name of the organization shall be the National Healthy Start Association, Inc., hereinafter referred to as NHSA. The Association was incorporated under Section 501(c)(3) of the Internal Revenue Code in 1997.

**Section 2:** The registered office of the National Healthy Start Association shall be located in Washington, D.C. at a location determined by the Board of Directors. NHSA may have had such other offices either within or without the State of the District of Columbia as may from time to time be authorized by the NHSA Board of Directors.

**Section 3:** The Registered Agent for the Association shall be the Executive Director.

## **ARTICLE II:** **MISSION STATEMENT & PURPOSE**

The Mission of NHSA is to promote the development of community-based maternal and child health programs, particularly those addressing the issues of infant mortality, low birth-weight and racial disparities in perinatal outcomes. As part of its mission, the NHSA supports the expansion of a wide range of activities and efforts that are rooted in the community and actively involve community residents in their design and implementation.

The Association's primary purpose is to expand the capacity of community-based maternal and child health and infant mortality preventive health services, thereby ensuring that all families have access to a continuum of affordable quality health care and related services. The Association may engage in any other trade or business or investment activity so long as such trade or business would not be inconsistent with the Association status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The National Healthy Start Association is a nationwide membership association. NHSA's purpose is to be an effective advocate in policies and programs that improve the health status of women, infants and families and strengthen the capacity of Healthy Start programs and/or organizations nationwide.

## **ARTICLE III:** **POWERS & DUTIES OF THE BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed by the Board of Directors, which has all of the powers, authority, responsibilities and obligations given the Board of Directors of a nonstock corporation under the laws of the State of Maryland. All income and the property of the Association must be applied exclusively for its not-for-profit purposes. The corporate powers, duties and responsibilities shall be vested in the Board of Directors as follows:

1. To participate fully in the activities of the Board of Directors and to develop rules and procedures for the Board of Directors which shall be contained in the corporate bylaws and related documents, and to select/elect officers of the Board.
  
2. To determine major personnel, fiscal, organizational and programmatic policies and procedures for the effective and efficient operation of the Association.
  
3. To hire, evaluate, and support the Executive Director and to monitor his/her implementation of the Association's programs and services and overall management. A job description shall be developed and maintained by the Board of Directors. The Executive Director shall be employed by the Board of Directors, and shall operate under the terms and conditions as provided by the Board and/or the Association's personnel policies and procedures. The Board of Directors shall vest the authority to manage, direct, supervise and otherwise administer programs and services to the Executive Director and his/her employees and/or designees. Personnel actions regarding the Executive Director are subject to approval by a majority vote of the Board unless otherwise delegated to the Executive Committee. Personnel actions regarding the Executive Director may be subject to any valid contract of employment approved by the Board and guidelines or approvals as required by applicable federal grants and contracts.

## **ARTICLE IV:** **ASSOCIATION MEMBERSHIP**

### **Section 1: Identity of Members:**

#### **HEALTHY START PROJECTS:**

All federally funded Healthy Start Projects are eligible for membership. The members shall be those organizations that are current in the payment of membership dues. The NHSA Board of Directors shall establish the dues structure, and dues shall be paid by each organization within (90) days of receipt of the NHSA Invoice. Failure to make annual dues payment shall result in the loss of membership status.

#### **FRIENDS OF HEALTHY START:**

Organizations and individuals can be Friends of Healthy Start. Membership is open to any person who wishes to further the mission of the Healthy Start Program. The NHSA Board of Directors shall establish a donation schedule.

### **Section 2: Membership Benefits:**

#### **HEALTHY START PROJECTS:**

Each member shall be eligible to participate in all association membership activities, attend meetings and training sessions as appropriate, receive information from the Association office regarding Healthy Start issues, grants, contracts, and other activities as determined by the NHSA Board of Directors. Additionally, each Member Project is entitled to one vote for Board Elections held during the Annual Board Meeting and/or Spring Conference.

#### **FRIENDS OF HEALTHY START:**

Friends shall be eligible to be appointed to committees and/or task forces of the Association, receive all membership mailings, attend Association meetings and training sessions, and participate in other activities as determined by the NHSA Board of Directors.

## **ARTICLE V:** **Board Composition & Membership**

### **Section 1: Board Size:**

The number of Directors shall consist of not less than (18) eighteen nor more than (25) twenty-five members.

### **Section 2: Terms of Office and Term Limits:**

Board members shall serve a two-year term, with a maximum of (2) two additional terms. No Board member shall serve more than (3) three terms (six years). Board members shall be eligible for re-selection in accordance with these bylaws after a period of one year.

### **Section 3: Membership Qualifications & Selection Process:**

Guidelines for the selection process shall be established by the NHSA Board and shall be implemented by the Nominating Committee. The Board of Directors shall establish or develop criteria for service on the NHSA Board. Board Elections shall be conducted during the Annual Board Meeting and/or at the Spring Conference.

### **Consumers:**

There shall be a minimum of (2) two consumers selected/elected to the Board, and there shall be an established process for their selection, which shall include mentoring.

### **Section 4: Vacancies:**

The Board of Directors shall be responsible for monitoring the vacancies on the Board, and for maintaining accurate records of Board member participation. Vacancies occurring between annual meetings may be filled for the balance of the term by election by the remaining members of the Board of Directors.

### **Section 5: Resignations:**

All resignations from the Board shall be submitted in writing to the Board President.

### **Section 6: Removal/Misconduct:**

The Board of Directors may remove, by a majority vote, at a meeting of which a quorum is present, any member for willful misconduct, which shall include, but is not limited to: disruptive behavior at meetings, public statements, breach of confidentiality, nonparticipation at regular meetings, and/or behavior which demonstrates a lack of support for the goals of the Association, and not acting in the best interest of the Association. Any member so removed shall lose voting rights for any portion of the meeting following the removal and shall not be eligible for future NHSA Board service or membership in the organization.

### **Section 7: Removal/Absenteeism:**

Directors with (2) two absences in a 12-month period from scheduled Board of Directors meetings are subject to removal from the Board. Executive Officers with (4) four absences in a 12-month period from scheduled Board of Directors and Executive Committee meetings are

subject to removal from the Board. Special meetings of the Board shall be exempt from this regulation.

## **ARTICLE VI:** **Duties and Responsibilities of the Officers of the Association**

### **Section 1: Executive Officers:**

The Association shall have the following Officers: President, President-elect, Vice-President, Secretary, and Treasurer. The Past President shall serve as an ex-officio non-voting member for one term.

### **Section 2: Elections of the Officers:**

The Officers shall be elected to two-year terms, and shall not exceed two consecutive terms. A Nominations Committee appointed by the President shall propose a slate of officers. The Officers of the Association shall be elected by the Board of Directors from among its current membership bi-annually. Officer vacancies may be filled at any meeting of the Board. Each officer shall hold office until his or her successor has been duly elected and officially seated.

**A. President:** The President of the Board shall be an existing member with a minimum of at least two years of service on the Board. The President may, as needed, sign and execute all authorized bonds, contracts or other obligations in the name of the Association. The President shall have the general powers and duties of supervision and management usually vested in the office of President of an Association. The President shall be an ex-officio member of all standing committees. The President shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

**B. Vice President:** The Vice President shall perform the duties of the President in the absence of the President or in the event of his/her inability or refusal to act; he/she shall have all the powers of and be subject to all the restrictions upon the President, and shall perform such other duties and responsibilities as designated by these bylaws, the President or the Board of Directors.

**C. President-elect:** The President-elect shall be involved in all activities designated by the President in preparation for succession to the Presidency. He/she shall assume other responsibilities as may be assigned by the President and/or the NHSA Board.

**D. Secretary:** The Secretary (or his/her designee) shall give notice of all meetings of the Board of Directors and all other notices required by law or by these bylaws. The Secretary shall record all the proceedings of the meetings of the members and directors. Signed minutes shall be maintained in the National Office. The Secretary shall perform such other duties as may be assigned to the Secretary by the directors or the President. The Secretary (or his/her designee) shall have custody of the seal of the Association and shall affix the same to all instruments requiring it when authorized by a representative or the President.

**E. Treasurer:** The Treasurer (or his/her designee) shall have the following duties: ensure that the financial records of the Association are maintained, and have custody of all funds and securities of the Association; prepare or arrange for the preparation of the financial reports and agency financial audits required by the Board of Directors, the State of Maryland and other funding sources; issue a financial statement on all programs to the Board of Directors at regular Board and/or Special Board meetings; and sign all required legal and financial reports and documents. The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors and the President.

## **ARTICLE VII:** **Board Member Regulations**

### **Section 1: Reimbursement:**

There shall be no compensation to any Board member for service on the Board of Directors. Board members shall be reimbursed for reasonable and justifiable expenses related to Association business, subject to documentation submitted to the President and/or Treasurer for approval and subject to budget constraints.

### **Section 2: Confidentiality:**

No person involved with this Association will, at any time disclose or use, either during or subsequent to selection to the Board, any information, software, knowledge or data which he/she develops during his/her tenure on the Board which is considered proprietary or which is related to the business of this Association.

### **Section 3: Conflict of Interest:**

Directors shall not exploit or attempt to use their position to intimidate employees, to make personal financial gains, or to gain personal favors. Directors shall not abuse their position by using agency staff, services, equipment, materials or property for their personal gain. A Director shall disclose to the other directors any duality of interest or possible conflict of interest in an annual disclosure of known conflicts, or whenever a director first becomes aware that he/she has or may have any direct or indirect actual or potential conflict of interest with the Association. If a matter becomes before the Board of Directors that is subject to such a conflict or possible conflict, the director shall make a full disclosure of the nature and details of the conflict and respond to any request from the other directors for additional information.

A director who is subject to such a conflict or possible conflict shall, after providing any such information, leave the meeting and shall not be present during either the discussion or the vote on the matter. The directors who are not subject to the conflict or possible conflict shall then vote on whether a conflict of interest exists. If a conflict is not found to exist, the excluded director shall return to the meeting and the meeting shall proceed. If a conflict is found to exist, the directors not subject to the conflict shall, determine by majority vote, whether it is in the best interests of the Association to proceed with the transaction despite the conflict. The minutes of

the meeting shall reflect the nature of the possible conflict discussed, the names of the directors that participated in the discussion, and the votes cast by each director on the matter.

**Exception for Matters Affecting the Association:** If all directors have a conflict on a matter before the board, the board may seek independent advice on the matter and shall then make a decision considered in the best interests of the Association.

The foregoing policy shall be reviewed annually for the information and guidance of directors, and any new director shall be advised of the policy upon assuming the duties of his or her office. The President and Secretary are authorized and directed to see that the foregoing policy is followed.

**Section 4: Media & Public Information:**

The Board President, the Executive Director or other persons authorized by the Board of Directors shall serve as the official spokesperson for the Association.

**Section 5: Code of Ethics:**

The Board of Directors shall adopt a Code of Ethics that shall be incorporated and attached to these bylaws.

## **ARTICLE VIII:** **Board Meetings**

**Section 1: Regular Meetings:**

Regular meetings of the Board of Directors shall be held with notice at such time and place as shall be determined by the Board. An annual calendar of scheduled Board and Executive Committee meetings shall be maintained and distributed. The Board shall be notified by email before each meeting. All meetings of members shall be held at a facility designated by the President with the approval of the Board of Directors. Board members can attend the meetings by teleconference. Board meetings shall be conducted by the President or Vice President, if none of said officers is present, by a Chairperson to be elected at the meeting. The Secretary shall act as Secretary of such meetings; in the absence of the Secretary, the presiding Officer may appoint a person to act as Secretary of the meeting. Reminder notices of all meetings are submitted to members via electronic or regular mail submission.

**Section 2: Notice of Meetings:**

Notice of meetings is effective when deposited in the United States Mail, or via electronic submission. The board of Directors may not act upon the following issues unless these issues appear on the Agenda of the meeting in which action is to be taken: 1) removal of a member of the Board for cause, 2) the election of officer(s) or members of the Board, 3) the amendment or revision of these bylaws or 4) the hiring or termination of the Executive Director.

**Section 3: Quorums:**

The presence of fifty-one percent (51%) of the non-vacant seats on the Board shall constitute a quorum for conducting business at regular and special Board meetings. The Board of Directors shall take no vote unless a quorum is present. The act of the majority of the board members at any meeting at which a quorum is present shall be an act representing the full Board of Directors, except in those specific instances in which a greater number may be required by these bylaws.

**Section 4: Special Meetings:**

Special meetings of the Members may be called at any time for any purpose or purposes by the President or by a majority of the Board of Directors and shall be called forthwith by the President upon the request in writing of a majority of all the Members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of Members shall be confined to the purpose or purposes stated in the notice of the meeting. Special meeting notices will be submitted to each member to include the purpose, place, day, date and time of the meeting to be held. Reminder notices of all meetings shall be submitted to members via electronic or regular mail submission.

**Section 5: Voting:**

Voting at all meetings of the Board of Directors and its committees shall be in person, or by other methods as may be defined by the Board. Each member of the Board shall be entitled to (1) one vote. Such vote may be made either in person or in teleconference. Proxy voting is prohibited. A majority vote of the members present shall be required for all decisions except as may be otherwise stated in these bylaws.

**Section 6: Board Meeting Minutes:**

The Board shall keep minutes of regular member Board meetings, which include a record of those board members present, and record of votes on all motions. The minutes of the Board meetings shall be available to all board members in accordance with the provisions of these bylaws. Minutes of the previous meeting shall be distributed to all members with the notice and agenda of the upcoming meeting. Minutes shall be made available to the public upon request to the National Office, in accordance with Maryland State laws.

**Section 7: Parliamentary Procedure:**

The Parliamentary Procedures of all meetings of this corporation shall be conducted in accordance with Robert's Rules of Order, Newly Revised.

## **ARTICLE IX:** **Committees of the Board Members**

### **Section 1: Committee Membership, Appointments & Vacancies:**

The Board of Directors shall establish membership on standing committees. Each committee shall consist of (3) three or more Board members. The President shall add to the membership or fill vacancies on committees as needed, with the approval of the Board of Directors. The President may appoint non-board members for specific assignments and/or projects, subject to approval of the Board of Directors. Each committee may adopt rules for its own governance consistent with these bylaws or with rules adopted by the Board Members. Fifty-one percent (51%) of the members of a committee shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which quorum is present shall be the act of such committee. Board committees may not act on behalf of the Association, or bind it to any action, but shall make recommendations to the full Board of Directors or to the Executive Committee of the Board. Committees may be created or dissolved by a majority of the Board members present at a meeting of the Board Members at which a quorum is present.

Standing Committees shall be as follows:

### **Section 2: Executive Committee:**

The Executive Committee shall consist of the Officers of the Board of Directors. The primary responsibility of the Executive Committee is to ensure the effective operations of the Association. The Executive Committee is charged with fulfilling the Board's function when the Board is not in session. Tasks of the Executive Committee shall include 1) transacting of business of an urgent matter in a timely manner between meetings of the full Board of Directors, and to report all actions taken to the full Board for its ratification; 2) developing and maintaining organizational structure and operating procedures of the Board and committees; 3) consulting legal counsel on matters requiring interpretation of legal or quasi-legal documents or which may involve litigation; 4) insuring compliance with these bylaws and all requirements of funding agencies and governmental entities; and 5) serving as support to the Executive Director in his/her efforts to manage the Association.

The Executive Committee shall have the authority to make binding decisions for the Association, which shall be subject to ratification and adoption at the next regularly scheduled Board of Directors meeting. Officers shall not receive any stated salary for their services; however, each officer shall be entitled to receive reimbursement for reasonable expenses incurred in the performance of his/her duties.

### **Section 3: Finance Committee:**

The responsibility of the Finance Committee is to oversee the Association's financial operations. The Committee oversees preparation of the annual budget, review of monthly and quarterly financial reports, review of the annual dues and donation schedules, compliance with financial policies, compliance with accounting regulations, and contracting for the annual audit.

#### **Section 4: Membership Services Committee:**

To clearly define membership and membership services of the National Healthy Start Association and provide members with a detailed description, including definitions, benefits and limitations of Association membership. The committee shall facilitate the annual business meeting including coordinating the election of new board members and mediate member issues as needed. The committee also coordinates all forms of communication and interaction with members and partners. Subcommittees consist of Consumer Development.

#### **Section 5: Government Relations Committee:**

The responsibility of the Government Relations Committee is to conduct education and advocacy efforts to strengthen the federal financial resources of the Healthy Start program. The committee shall oversee activities related to sustaining and increasing federal funding for the Healthy Start Project.

#### **Section 6: Strategy and Organizational Sustainability Committee:**

The responsibility of the Strategy and Organizational Sustainability Committee is to provide guidance and oversight to the strategic approach, image and position of NHSA. This committee oversees and performs such efforts as monitoring the environment in which we operate (e.g. political, economic, socio-cultural, and technological aspects), drafting and making recommendations to the board for strategic vision, direction and goals for the organization, promoting the NHSA brand, advising the board on marketing and communication strategies that enhance the image of the organization, and supporting research and evaluation efforts. Subcommittees consist of Marketing/Public Relations Committee and Research/Evaluation Committee.

#### **Section 7: Resource Development Committee:**

The responsibility of the Resource Development Committee is to secure additional federal and non-federal funding sources to support NHSA strategies and programs. The committee is responsible for developing and guiding, in cooperation with other committees as appropriate, efforts to raise funds to enable the Association to implement all elements of the Strategic Plan, especially funds to build the infrastructure of the Association.

#### **Section 8: Board Governance Committee:**

The responsibility of the Board Governance Committee is to develop criteria for Board service and guidelines for the selection process. Board member service schedules will be maintained and nominations prepared annually to fill vacancies. The committee shall make recommendations to amend and/or revise the Bylaws as needed.

#### **Section 9: Advisory Council:**

The Board Advisory Council shall consist of not more than (8) eight former Board members who have previously served a minimum of (6) six years on the NHSA Board. The Advisory Council members shall be eligible to co-chair Board Committees and shall serve a (3) three year term. Advisory Council members shall serve in a non-voting capacity.

## **ARTICLE X:** **Fiduciary Duties & Responsibilities**

### **Section 1: Finance & Records:**

The Fiscal Year of the Association shall begin on the first day of January and end on the last day of December of each year. The Treasurer shall be responsible for ensuring that agency funds are received, handled, expended and accounted for in accordance with sound business procedures, legal requirements and policies adopted by the Board of Directors, and entities funding the Association. The Board shall authorize the Executive Director and/or the Board President or their designee to enter into contracts, to execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances or transactions.

The Association shall keep correct and complete books and records of accounts, and minutes of the proceedings of Association Board meetings. The Association shall keep an accurate record of the names, addresses, telephone numbers, terms of office and date of term(s), appointments or selections of all officers and board members, and shall maintain these records in the Registered and principle office of the Association. Officers and Directors of the Association shall have such access to books and records as may be required by law and as may be set forth by the Board of Directors.

### **Section 2: Bank Accounts:**

The Board of Directors shall authorize certain officers or agents of the Association to deposit any funds of the Association in such banks or trust companies designated by the Board of Directors. The Board of Directors shall authorize certain officers or agents of the Association to withdraw any or all of the funds of the Association so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or on behalf of this Association, and made or signed by such officers or agents. Each bank or trust company with which funds of the Association are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Association are deposited, the signature of the officers or agents of the Association so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or Vice President and countersigned by the Secretary or Treasurer of the Association.

### **Section 3: Audits:**

There shall be an annual agency-wide audit for the Association's financial records in accordance with the terms and conditions of the funding sources, grants and contractual requirements under

the laws of the State of Maryland. An independent Certified Public Accountant, approved by the Board of Directors, shall perform the audits.

**Section 4: Board Liability & Corporate Indemnification:**

The Board of Directors shall be covered by Officers & Directors Liability Insurance, maintained and paid by the Association. NHSA shall indemnify any person who is a party or is threatened to be made a party to any lawsuit or proceeding, whether civil, criminal, administrative, or investigative. Corporate indemnification shall be in accordance with the laws of the State of Maryland.

**ARTICLE XI:**  
**Repeal or Amendment of Bylaws**

The Board of Directors shall have the power and authority to amend, alter or repeal these Bylaws or any provision by two-thirds of the majority vote of the Board. These bylaws may be altered, amended or replaced and new bylaws adopted at a regular meeting of the Board by a two-thirds majority vote, provided that the amendment(s) were submitted to members of the NHSA Board of Directors in writing (10) ten days prior to the date of the meeting. Any amendments adopted will be effective (10) ten days after approval unless otherwise stated.

**ARTICLE XII:**  
**Dissolution of the Association**

The Association may be dissolved as prescribed by the laws of the State of Maryland. If the Association is dissolved voluntarily by a two-thirds majority vote, the plan of distribution for the assets shall provide that 1) all liabilities and obligations of the Association shall be paid, satisfied and discharged or adequate provisions should be made therefore; 2) assets held by the Association requiring return, transfer or conveyance, which condition occurs by the reason of the dissolution, shall be made in accordance with the current grants and contracts of the Association. Any remaining funds not required to be returned to the State or federal government shall be distributed to Association(s) operating exclusively for charitable or educational purposes, which said Associations qualify for exempt organizations under the provisions of the Internal Revenue Code.

These Bylaws for the National Healthy Start Association are  
Adopted by the Board of Directors this \_\_\_\_\_ day of \_\_\_\_\_ 2009.

President

Date

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*Print Name and Signature*

Vice-President

Date

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*Print Name and Signature*

Treasurer

Date

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*Print Name and Signature*

Secretary

Date

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*Print Name and Signature*

# NATIONAL HEALTHY START ASSOCIATION

## CODE OF ETHICS

It is the policy of the National Healthy Start Association that its board members and employees uphold the highest standards of ethical, professional behavior. To that end, the board members, employees and consumers shall dedicate themselves to carrying out the mission of this organization and shall:

1. Act in such a manner as to uphold and enhance personal and professional honor, integrity and dignity. Demonstrate the highest standards of personal integrity, truthfulness, honesty, and fortitude in all activities in order to inspire confidence and trust in our Association and in the communities we serve.
2. Treat with respect and consideration all persons, regardless of race, religion, gender, sexual orientation, maternity, marital or family status, disability, age or national origin.
3. Engage in carrying out NHSA's mission, goals and objectives in a professional manner. Serve with respect, concern, courtesy, and responsiveness in carrying out the Association's mission. Accept as a personal duty the responsibility to keep up to date on emerging issues and to exhibit conduct that is reflective of professional competence and fairness. Recognize that the chief function of NHSA at all times is to serve the best interests of its constituency.
4. Build professional reputations on the merit of services and refrain from competing unfairly with others. Avoid any interest or activity that is in conflict with our official duties as NHSA Board members. Respect and protect privileged information to which we have access in the course of our official duties. Strive for personal and professional excellence and encourage the professional development of others.
5. Respect the structure and responsibilities of the Board of Directors, provide them with facts and advice as a basis for making policy decisions, and uphold and implement policies adopted by the Board of Directors. Conduct organizational and operational duties with positive leadership exemplified by open communication, creativity, dedication, and compassion.

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Signature

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Date

Original to NHSA Office  
Copy to Board Member  
2/18/2009