

# **By-Laws**

## **BY-LAWS OF THE EARLY LEARNING COALITION OF THE BIG BEND REGION, INC.**

### **Article I IDENTITY AND PRINCIPAL OFFICE**

#### **1.1 IDENTITY**

These are the Bylaws for the Early Learning Coalition of the Big Bend Region, Inc. (“Early Learning Coalition” or “ELC”), a Florida not-for-profit corporation organized under the laws of the State of Florida.

#### **1.2 PRINCIPAL OFFICE**

The Principal Office of the Early Learning Coalition shall be at 325 John Knox Rd., Tallahassee, Florida 32303, or at such other place as may be subsequently designated by the Board of Directors.

### **Article II PURPOSE**

The Early Learning Coalition was created for the purpose of implementing, coordinating, and administering the provisions of Section 411.01, Florida Statutes (School Readiness Act), and Part V of Chapter 1002, Florida Statutes (Voluntary Pre-kindergarten Education Program), in Gadsden, Jefferson, Leon, Liberty, Madison, Taylor and Wakulla Counties (“ELC Service Area”). The ELC further serves as the community child care coordinating agency for the ELC Service Area.

### **Article III MEMBERSHIP**

#### **3.1 NUMBER OF MEMBERS**

The Board of Directors of the Early Learning Coalition (“Coalition Board”) shall have at least eighteen (18) but not more than thirty-five (35) members, or such other range of minimum and maximum members established by the Agency for Workforce Innovation (“Funding Agency”) pursuant to Section 411.01(5)(a)4., Florida Statutes (“Fla. Stat.”).

#### **3.2 LEGISLATIVELY DESIGNATED MEMBERS**

Membership on the Coalition Board shall include the chair and two other members -- each must meet the same qualifications as private sector business members -- appointed by the Governor and those members required to be appointed pursuant to Section 411.01(5)(a)6., Fla. Stat. (“Legislatively Designated Member”). In the event that a Legislatively Designated Member is removed by the Governor (applicable to those members appointed by the Governor), ceases to represent the entity by whom they were appointed or ceases to hold a position eligible for membership, the member shall provide written notification to the chair of the Coalition Board and the seat shall remain vacant until a new designee is appointed.

### **3.3 OPTIONAL MEMBERS**

The Coalition Board may appoint up to two (2) optional members per county in the ELC Service Area subject to the following:

- a. Member must reside in or represent a legal entity located in the county from which the member is appointed;
- b. Member and their relatives must not have a substantial financial interest in the design or delivery of any Voluntary Pre-kindergarten Education Program (“VPK Program”) or School Readiness Program;
- c. Member appointment must not represent a legal entity already represented by another member of the Coalition Board;
- d. A member may be appointed from a Family Child Care Home as long as they are not already represented on the Coalition Board; and
- e. The Coalition Board may choose to appoint a parent of a child enrolled in the VPK or School Readiness Program.

### **3.4 PRIVATE SECTOR APPOINTEES/DISCRETIONARY MEMBERS**

More than one-third (1/3) of the Coalition Board members, including the members appointed by the Governor, must be private-sector business members who do not have, and none of whose relatives as defined in Section 112.3134, Fla. Stat., has a substantial financial interest in the design or delivery of the VPK Program or the School Readiness Program. To meet this requirement, the Board must appoint non-Governor appointed members from a list of nominees submitted to the Coalition by one or more Chambers of Commerce or Economic Development Councils located in the ELC Service Area.

### **3.6 CONFLICT OF INTEREST**

Each voting member of the Coalition Board is a local public officer who must abstain from voting when a voting conflict exists. It is the duty of each member to make known through verbal and written communication to the Chair when a conflict exists and to refrain from voting and/or participating in actions to be taken on the item for which they have a conflict of interest. For the purpose of this subsection, the term participate means any attempt to influence the decision by oral or written communication.

### **3.7 MEMBERSHIP TERMS**

Subject to the limitations set forth in Section 411.01(5)(a)13., Fla. Stat., private sector members appointed by the Governor shall serve for the term specified by the Governor. Other board member terms must be staggered and of uniform length that does not exceed two (2) consecutive terms. Initial terms for all other board members will be up to four years, with the option to renew the term for four additional years. After a Legislatively Designated Member from one (1) county has served the maximum of two (2) consecutive terms, the ELC may provide for the rotation of the membership position among the other counties served by the ELC.

### **3.8 MEMBERSHIP**

- a. Coalition Board membership requires a commitment of time including, but not limited to, regular attendance at all Coalition Board meetings.
- b. Coalition Board membership requires that each member serve on at least one (1) committee. This commitment would require that the member educate themselves on the issues to be addressed by the committee appointed to.
- c. Coalition Board members are expected to notify the Chair or the Chief Executive Officer prior to any Committee or Board meeting that the member will miss.

- d. The member's term of service will begin and end on the fiscal year.
- e. A Coalition Board member may terminate his/her service by submitting a written resignation to the Chair. The resignation will be deemed effective upon receipt. When a member's term of service has not been completed, every attempt will be made for the replacement to be from the county of the original appointment.
- f. Change of employment or status may serve as reason for membership termination.
- g. If a member is going to be absent, they may send a representative to ELC meetings, but that representative does not have voting privileges. However, when a district administrator for the Department of Children and Family Services appoints a designee to the Coalition Board, the designee becomes the voting member of the Coalition Board, and any individual attending in the designee's place, including the district administrator, does not have voting privileges.

## **Article IV MANAGEMENT**

### **4.1 POWERS AND DUTIES**

- a. The Section 411.01 and Part V of Chapter 1002, Fla. Stat., outline the powers, management, and control of the Coalition Board.
- b. Members of the Coalition Board will conduct themselves in an ethical and professional manner and are subject to Sections 112.313, 112.3135, and 112.3143, Fla. Stat.
- c. The Coalition Board may develop and establish policies and procedures, as needed, to support these Bylaws and to clarify any ambiguity as to their implementation.

### **4.2 VOTING**

- a. All members, unless specifically designated as a non-voting member in Florida Statute, shall have equal voting rights and privileges.
- b. The act of a majority of the voting members present at a meeting at which a quorum has been established shall be the act of the full Coalition Board.
- c. The continuous presence of a majority of the voting membership of the Coalition Board shall constitute a quorum required to conduct the business of the ELC.
- d. A member seeking to attend a meeting by teleconference shall inform the Board Chair or Chief Executive Officer of his/her intent to attend by teleconference at least twenty four (24) hours before the meeting. If the member participating by teleconference is a voting member, then the member may be included in the majority of voting members necessary to constitute a quorum for the transaction of business.

### **4.3 MEETINGS**

Early Learning Coalition Staff will post notice of all Coalition Board and Committee Meetings in the manner prescribed in Section 286.011, Fla. Stat. The Chair shall determine the agenda and the order of business at all Coalition Board meetings but shall, at a minimum, include a designated time for public comment. The Coalition Board Meetings will be scheduled as needed in order to conduct the ELC's business but at least once per quarter. Additional, reasonable notification of meeting dates and time will be made in a form and manner considered to be the most effective. An annual meeting of the Coalition Board will be held each year. The primary function of this meeting will be the election of and the installation of new officers; however, regular business items may

be discussed as well. The Chair may call a special or emergency meeting at his/her discretion. Advance notice will be given, but not less than twenty-four (24) hours. Notice of special or emergency meetings shall be provided in a form and manner considered to be the most effective. Minutes of all Coalition Board and Committee meetings shall be recorded and filed for future reference.

#### **4.4 PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order*, newly revised (Robert's Rules"), shall govern the Coalition Board in all cases where applicable. When Robert's Rules are in conflict with these Bylaws or any special rules of order the Coalition Board may then adopt, the ELC's Bylaws or special rules of order will supersede. Coalition Board and Committee meetings will be open and accessible to the public and held in accordance with Section 286.011, Fla. Stat.

### **Article V OFFICERS**

#### **5.1 ELECTION AND TERM OF OFFICE**

- a. Coalition Board members in good standing shall be eligible for nomination and election to offices of the Coalition Board not appointed by the Governor.
- b. Election of officers not appointed by the Governor will be held at the annual meeting. Election is by majority vote of attending members.
- c. The Chair shall appoint a Nominating Committee for the purpose of preparing an official slate of nominees for submission to the Coalition Board. Nominations may be made from the floor with prior consent of the nominee.
- d. Each elected officer shall be installed at the end of the annual meeting where they shall serve for a term of one (1) year or until a successor is duly elected. Officers may serve in the same position for a maximum of three (3) consecutive years excluding appointments made by the Governor.
- e. If an office is vacated prior to the completion of a one (1) year term, a member in good standing may be appointed, with their consent, by the Chair to fill the vacancy until the term ends.

#### **5.2 DUTIES OF THE OFFICERS**

The officers of the Coalition Board shall consist of the following:

- a. *Chair*: The Chair, appointed by the Governor, shall preside at all Coalition Board and Executive Committee meetings. The Chair, or his/her designee, shall represent the Coalition Board in all official business with the Funding Agency and performing other duties as assigned by the Coalition Board. The Chair shall appoint, with the approval of the Coalition Board, chairpersons of all committees. The Chair has the responsibility to lead the Coalition Board in effectively and efficiently accomplishing its vision and mission, and the requirements of Section 411.01 and Part V, Chapter 1002, Fla. Stat.
- b. *Vice-Chair*: The Vice-Chair shall perform the duties of the Chair when the Chair is absent or the position is vacated and have such other responsibilities as may be designated by the Chair. The Vice-Chair has the responsibility to support the Chair in leading the Coalition Board.

- c. *Secretary:* The Secretary shall keep, or cause to be kept, appropriate signed minutes of Coalition Board and Committee meetings. The Secretary shall act for the Chair in the event that both Chair and Vice-Chair are absent. The Secretary has the responsibility to ensure that all key issues and decisions are documented in a manner that facilitates communication and follow-through.
- d. *Treasurer:* The Treasurer shall review the financial records of the ELC, including all funds received and disbursed. The Treasurer will serve as the Chair of the Finance Committee and perform other assigned financial duties, as necessary. The Treasurer has the responsibility in ensuring ELC financial accountability and compliance.

## **Article VI COMMITTEES**

### **6.1 STANDING COMMITTEES**

- a. Staff of the Early Learning Coalition will post notice of all committee meetings pursuant to Section 286.011, Fla. Stat.
- b. Standing Committees may be established by the Coalition Board Chair to assist in its functions. The powers and authority of any such committees will be determined by the full Coalition Board.
- c. The Coalition Board Chair shall appoint a committee Chair to serve for one (1) year. The Committee Chairs must be voting Coalition Board members.
- d. Each committee shall consist of the appointed Chair and a minimum of three (3) additional members of the Coalition Board. Additionally, the Committee Chair may appoint community representatives making up no more than twenty-five percent (25%) of committee membership, who, subject to Section 6.1e. of these Bylaws, shall be voting members of the committee.
- e. In the event that the Coalition Board delegates to a committee its authority to take final action on a particular matter, only members of the committee that are voting members of the Coalition Board may vote on the action.
- f. Each committee shall schedule a meeting no less than bi-monthly, and in the event of additional meetings, will notify Coalition Board staff of the date, time and location.
- g. Every effort will be made to ensure that all counties have representation on each committee.
- h. Minutes of all committee meetings shall be recorded and kept on file for review.

### **6.2 EXECUTIVE COMMITTEE**

The Executive Committee will be comprised of the Coalition Board Officers and the Standing Committee Chairs. This Committee will be responsible for the oversight and administrative functions of the Coalition Board as well as responsible for any and all issues affecting the ELC in between regular Coalition Board meetings. The Executive Committee is empowered to take action on behalf of the Coalition Board. The Coalition Board shall be notified of any and all actions taken by the Executive Committee and the Coalition Board shall have the discretion to review actions taken by the Executive Committee on the Coalition Board's behalf at the next Coalition Board meeting.

The Executive Committee will hear and decide any appeals and make administrative decisions related to client compliance issues and provide a full report to the Coalition Board. The Committee will also have the responsibility of reviewing client grievances

and make reports on provider non-compliance issues who have signed the ELC's Provider Agreement and bringing recommendations to the Coalition Board.

The Executive Committee will be responsible for personnel issues related to the Chief Executive Officer, including but not limited to: recruitment, salary and benefit package, yearly evaluation, and compliance with any needed improvement plan. Authority to hire and terminate the Chief Executive Officer is retained by the Coalition Board.

### **6.3 FINANCE COMMITTEE**

The Coalition Board Chair shall appoint the Finance Committee each year which shall consist of a Chair plus at least three (3) Coalition Board members. The Finance Committee will provide regular monitoring of financial and utilization reports. The Finance Committee shall also provide budgetary and fiscal policy oversight and support the Treasurer in ensuring ELC's financial accountability and transparency.

### **6.4 AUDIT COMMITTEE**

The Coalition Board Chair shall appoint the Audit Committee each year which shall consist of a Chair and at least three (3) Coalition Board members. This Committee will work to procure and engage an auditor for the annual audit. The Audit Committee will also receive the audit report, evaluate the performance of the auditor and submit the report to the Coalition Board for approval.

### **6.5 AD HOC COMMITTEES**

An ad hoc committee may be established by the Coalition Board or the Coalition Board Chair to address specific, short-term Coalition Board issues. All ad hoc committees will be comprised of members of the Coalition Board and may include members of the community. Ad hoc committees must include at least three (3) members of the Coalition Board. The duties of each ad hoc committee will be determined at the time of establishment. The committees will be responsible for bringing recommendations to the Coalition Board for approval.

## **Article VII BOOKS AND RECORDS**

The Secretary and/or ELC staff shall maintain thorough records of the minutes of all Coalition Board and committee meetings and maintain a complete committee membership roster. The Coalition Board acts as its own Fiscal Agent; however, ELC staff shall assist the Coalition Board by maintaining all financial records in a manner consistent with best management practices and applicable state and federal law. The ELC staff will make records available for inspection to any member of the Coalition Board or the public at a reasonable time and under reasonable conditions as provided in Section 119.07, Fla. Stat.

## **Article VIII FINANCIAL MANAGEMENT**

### **8.1 FISCAL YEAR**

The fiscal year of the organization shall begin July 1 and end on June 30.

## **8.2 ANNUAL AUDIT**

An audit of the books and records of the Coalition Board, serving as its own fiscal agent, shall be conducted annually by a certified public accountant. The audit report shall be presented to the Coalition Board members and the Funding Agency within thirty (30) days of its completion.

## **8.3 CONTRACTS**

The Coalition Board Chair or Chief Executive Officer may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition Board, as authorized by the Coalition Board.

# **Article IX IMPLEMENTATION AND AMENDMENTS**

## **9.1 IMPLEMENTATION**

These Bylaws shall become effective immediately upon adoption by majority vote of the Coalition Board. The Coalition Board's interpretation of the Bylaws shall be considered the correct interpretation when reached by majority vote.

## **9.2 AMENDMENTS**

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Coalition Board. After review by the Executive Committee, the proposed amendments shall be distributed to the Coalition Board members at least seven (7) days prior to the Coalition Board meeting at which the proposed amendments are to be presented for adoption. These Bylaws are a part of the Coalition Board's work plan dated June 2006 and any amendments to them constitute an amendment to the plan.

# **Article X INDEMNIFICATION OF MEMBERS**

## **10.1 INDEMNIFICATION**

All persons who were, now are, or shall be directors, officers, employees, volunteers or committee members of the Early Learning Coalition including, but not limited to, those persons serving on the Board of Directors (hereinafter "Indemnified Party") shall be indemnified, supported, defended and held harmless from any and all civil actions arising from a complaint for damages or injuries suffered as a result of any act or omission of action of ELC or any Indemnified Party, present or former, arising out of and in the scope of his or her employment or function. Further, for purposes of tort liability, the Coalition Board members, individually and collectively, shall be governed by Section 768.28, Fla. Stat. ELC's indemnification set forth herein shall be the subject of a resolution adopted by the Coalition Board setting forth any limits or conditions to said indemnification.