

Early Learning Coalition of Pinellas County, Inc.

Bylaws

As Amended July 10, 2014

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ARTICLE I

NAME AND LOCATION OF THE ORGANIZATION

Section 1.1 NAME OF COALITION

This organization shall be known as the **Early Learning Coalition of Pinellas County, Inc.** (hereinafter referred to as the “Coalition”).

Section 1.2 LOCATION OF THE COALITION

The principal office of the Coalition shall be located in Pinellas County, Florida. The Coalition may maintain additional offices within Pinellas County, Florida as the Board of Directors of the Coalition (hereinafter referred to as the “Board”) may determine or as the affairs of the Coalition may require.

ARTICLE II

PURPOSE, INTENT AND RESPONSIBILITIES

Section 2.1 INTENT OF THE COALITION

The Coalition recognizes that school readiness programs, including the Voluntary Prekindergarten program and school age care, increase children’s chances of achieving future educational success and becoming productive members of society.

Section 2.2 RESPONSIBILITIES OF THE COALITION

2.2.1. The Coalition - will administer the School Readiness and Voluntary Prekindergarten programs for Pinellas County as established by Chapter 1002 Parts V & VI, and other requirements of law to include:

1. To prepare children to enter kindergarten.
2. To provide extended-day and extended-year services to meet the needs of parents who work.
3. To coordinate staff development and teaching opportunities.
4. To provide expanded access to community services and resources for families to help achieve economic self-sufficiency.
5. To provide a single point of entry and unified waiting list.
6. To develop a community plan to address the needs of all eligible children.
7. To implement comprehensive readiness program services that enhance cognitive, emotional, social, and physical development of children to achieve the performance standards and outcome measures specified by the Florida Office of Early Learning..
8. To provide programs that are:
 - a. Developmentally appropriate,

- b. Research based,
 - c. Involve parents as their child's first teacher,
 - d. Serve as preventive measures for children at risk of future school failure,
 - e. Enhance educational readiness of eligible children,
 - f. Support family education.
9. To Administer the Voluntary Prekindergarten Program.

Section 2.3 PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or Florida Statute Chapter 1002 Parts V & VI.

ARTICLE III

MEMBERSHIP

Section 3.1 MEMBERSHIP

The Board shall consist of participating members as defined below (each member of the Board shall hereinafter be referred to as a "Director"). Coalition members include all members of the Board and all members of all committees and all subcommittees of the Coalition as identified in Article VII.

Section 3.2 BOARDS OF DIRECTORS

Statutorily Designated Members

- (1) The Regional Managing Director for the Department of Children and Family Services or permanent designee.
- (2) The Superintendent of Schools for Pinellas County, Florida or permanent designee.
- (3) The. Regional Workforce Board Executive Director or permanent designee.
- (4) The County Health Department Director or permanent designee.
- (5) The Board Chair or Executive Director of the Juvenile Welfare Board of Pinellas.

- (6) The Executive Director of the Pinellas County License Board
- (7) A president of a Florida college institution or permanent designee.
- (8) A member appointed by the Board of County Commissioners for Pinellas County, Florida.
- (9) The Head Start Director for Pinellas County, Florida
- (10) A member representing private for profit child care providers including Family Child Care Home providers.
- (11) A member representing faith-based child care providers.
- (12) A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.

Appointed Members

- (13) Three private sector members appointed by the governor.

More than one-third of the Early Learning Coalition Board of Directors must be private-sector business members, either for-profit or nonprofit, who do not have, and none of whose relatives as defined in s. 112.3143 has, a substantial financial interest in the design or delivery of the Voluntary Prekindergarten Education Program or the coalition's School Readiness program.

The Statutory Directors are those Directors specified in Chapter 1002.83 of the Florida Statutes. Private Sector Board Members including Governor Appointments shall be selected as required by law (Appointed Directors) and all other Directors shall be nominated by the Nominating Committee as provided by Section 7.2. Director voting shall be consistent with the statutory requirements.

Section 3.3 MEMBERSHIP DUTIES

Serving on the Board will require a commitment of time including regular Coalition meetings, committee involvement, reading and becoming educated about many aspects of early childhood development and school readiness.

- 3.3.1 Directors other than Governor Appointees and Statutory Directors may serve a maximum of two (2) consecutive four (4) year terms as originally appointed. Directors may be nominated to serve additional terms after a one-year break in service on the Board. Governor Appointees are appointed to serve terms as determined by the Governor.

- 3.3.2 Any non-Statutory Director may be removed by a two-thirds (2/3) vote of the remaining Directors for failure to attend three (3) meetings in a twelve (12) month period without prior notification of the absence to the Board. Governor Appointees and state mandated eligible Directors absenteeism will be reported via letter from the Board Chair to their supervisor, requesting a replacement
- 3.3.3 Any member may resign as a Director by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective. Gubernatorial appointees must also submit resignation to the Executive Office of the Governor.
- 3.3.4 Directors shall not receive compensation of any kind for their services to the Coalition, with the exception of reimbursement for mileage and other expenditures related directly to their participation as a Director.
- 3.3.5 Directors are subject to the ethics provisions outlined in Part III of Chapter 112 of the Florida Statutes, General Provisions; Code of Ethics for Public Officers and Employees.

ARTICLE IV

INDEMNIFICATION

Section 4.1 BOARD INDEMNIFICATION

The Coalition shall indemnify any Coalition Director, staff person, officer, or former Coalition Director, staff person, or officer for expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a Coalition Director, staff person, or officer, except in relation to matters in which he was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his Coalition duties. For purposes of tort liability, each member or employee of an early learning coalition shall be governed by s. 768.28 as described in Chapter 1002,, Florida Statutes. Nothing in these bylaws shall act as an express or implied waiver of sovereign immunity.

Section 4.2 RIGHT TO INDEMNIFY

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

Section 4.3 INSURANCE

The Coalition shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

ARTICLE V

MANAGEMENT

Section 5.1 POWERS AND DUTIES

The powers, management, and control of the Coalition, and all of its affairs, shall be vested in the Board as outlined in Florida Statutes Chapter 1002. The Board, upon appropriate resolution, may delegate certain responsibilities to its Chief Executive Officer. The Chief Executive Officer is responsible for daily activities of the Coalition, compliance with local, federal and state policies & laws. Individual Board Members will not interfere with the Chief Executive Officer's management of ongoing activities and will direct all correspondence to Chief Executive Officer or designee, with the exception of Board Members working with staff on special projects. Management of operations rest solely with the Chief Executive Officer.

Section 5.2 VOTING

Any action or decision of the Coalition shall require a majority vote of Director present at a meeting at which a quorum is present.

- 5.2.1 At any duly noticed meeting of the Board, a majority of the Directors present, with no less than a majority of voting Directors present, shall constitute a quorum required to conduct business of the Coalition.

No quorum required for committees except Executive Committee, which requires a quorum of three (3).

- 5.2.2 No member of the Coalition Board may appoint a designee to act in his or her place unless otherwise authorized by statute. A Board member may send a representative to Coalition meetings, but that representative will have no voting privileges nor will the representative's presence be used to constitute a quorum.
- 5.2.3 A conflict of interest may occur when an item is presented for a vote that will inure to the private gain or loss to a Director or to his or her employer, other than an agency as defined in F.S. 112.313, his family or other party as specified in F.S. 112.3143 and F.S. 112.3135. Directors shall verbally disclose the nature of the conflict and abstain from the vote. Additionally,

such Director must submit a written memorandum on Form 8B to be incorporated into the official meeting minutes within 15 days.

Section 5.3 MEETINGS

- 5.3.1. Regular meetings shall be held at a time and date to be decided by the Directors. The Coalition will meet as needed in order to conduct the Coalition's business, but will meet no less than quarterly.
- 5.3.2. Notice of all Coalition meetings will be made pursuant to Florida Statute Chapter 286, Government in the Sunshine and any other requirements as determined by the Florida Office of the Attorney General.
- 5.3.3. An annual meeting of the Coalition will be held each year in the first quarter after the end of the fiscal year.
- 5.3.4. Special meetings of the Directors may be called by, or at the request of, the Chair of the Board, or any director and the CEO. The person or persons authorized to call special meetings of the Board of Directors may fix the ELC office as the place for holding any special meetings called by them so long as notice of such special meeting is given in compliance with all Government in the Sunshine public noticing requirements.
- 5.3.5. The Chair of the Coalition will determine the agenda and order of business at all Coalition meetings in consultation with the Executive Committee. Agendas shall be available at least five (5) calendar days prior to the next scheduled Board meeting. This proviso does not apply to special meetings.
- 5.3.6. Minutes of all Coalition meetings shall be kept pursuant to Florida Statute Chapter 286, Government in the Sunshine. These minutes shall be available at least five (5) calendar days prior to the next scheduled meeting. These minutes shall be a summary of the meetings containing documentation of all formal motions made by the Coalition.
- 5.3.7. An Early Learning Coalition may use any method of telecommunications to conduct meetings, including establishing a quorum through telecommunications, provided that the public is given proper notice of a telecommunications meeting and reasonable access to observe and, when appropriate, participate.
- 5.3.8. Executive Committee Consent Agenda items may be pulled for Board approval within 5 days of published agenda. Board Members may not vote after Executive Committee approves unless item is pulled. Any

Director can request any item pulled from Consent Agenda. Items are already approved by the Executive Committee.

Section 5.4 PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern all affairs of all committees unless waived by the participants.

ARTICLE VI

OFFICERS

Section 6.1 ELECTIONS OF OFFICERS

A Director shall be eligible for nomination and election to any elective office of the Coalition.

- 6.1.1. The Board Development and Nominating Committee, appointed by the Chair and approved by the Directors, shall convene for the purpose of certifying the eligibility of candidates for office and to prepare an official slate of nominees. Any person so nominated shall have given prior consent to nomination and election as an officer. Nominations may be made from the floor with prior consent of the nominee.
- 6.1.2. Each elected officer shall take office at the end of the annual meeting where they will be installed and shall serve for a term of one year or until a successor is duly qualified and elected. Officers may serve in the same position for a maximum of two consecutive years with the exception of the Governor-appointed chair.
- 6.1.3. If an office is vacated prior to the completion of a term, another member may be appointed by the Chair and approved by the Directors to fill the vacancy.

Section 6.2 OFFICERS OF THE COALITION

- 6.2.1. Officers of the Coalition shall include a Chair appointed by the Governor, a Vice Chair, a Treasurer and a Secretary.
- 6.2.2. The Chair shall preside at all meetings of the Coalition. The Chair shall appoint, with the approval of the Coalition, chairpersons of all committees and perform such other duties as prescribed by the Coalition.

- 6.2.3. The Vice-Chair shall perform the duties of the Chair when the Chair is absent or unavailable to serve and shall have such other responsibilities as may be designated by the Chair.
- 6.2.4 The Treasurer shall Chair the Finance Committee and shall make a report at all regularly scheduled Coalition Board meetings.
- 6.2.5 The Secretary shall ensure that notice required by these bylaws is given, signs the meeting minutes and ensure proper records kept of all proceedings of the Coalition. The Secretary may perform any other duties as assigned by the Chair of the Coalition.

ARTICLE VII

COMMITTEES

Section 7.1 COMMITTEES AND COMMITTEE MEMBERSHIP

Standing and/or special committees (each hereinafter referred to as a “Committee”) may be established by the Board, as it deems necessary.

7.1.1. Standing Committees of the Coalition shall include:

An Executive Committee, Finance Committee, Audit Committee, Program Development Committee and a Board Development and Nominating Committee. Each of these committees may designate sub-committees. Chairman of all committees shall be appointed by the Chair of the Coalition and approved by the Directors to serve for one year. The Chair of the Finance Committee / Board Treasurer will be members of the Audit Committee.

- 7.1.2. Each Committee shall consist of the Committee Chair and at least two additional Directors of the Coalition. Additional representatives from the community may serve on Committees, as needed, to carry on the work of the Committee.
- 7.1.3. Each Committee shall meet, as necessary, at meeting times designated by the Committee Chair.
- 7.1.4. Notice of all Committee meetings will be made pursuant to Chapter 286, Government in the Sunshine.
- 7.1.5. Voting members of each Committee must be Directors of the Coalition.

Section 7.2 EXECUTIVE COMMITTEE

- 7.2.1. The Executive Committee shall oversee the Chief Executive Officer's management of the Coalition and may approve, at the request of the Chief Executive Officer, on-demand activities that occur between regular meetings of the Coalition. These acts will be presented for full Coalition review and ratification at the next regularly scheduled meeting of the Board. The Executive Committee will send a copy of agendas & notices to all Board members
- 7.2.2. The Executive Committee membership is comprised of the Chair, Vice-Chair, Secretary, Treasurer, and such other officers and committee chairs, and other Directors as selected by the Chair and approved by the Board.
- 7.2.3. The Executive Committee has full and singular responsibility to conduct the annual performance evaluation and negotiate salary of the CEO

Section 7.3 FINANCE COMMITTEE

- 7.3.1. The Finance Committee shall be appointed by the chair with the Treasurer of the Board serving as committee chair. The Finance Committee shall be responsible for the review and oversight of the financial operations of the Coalition and monitor the compliance of the Coalition operations with applicable Florida and Federal laws as well as in compliance with policies and procedures governing agencies and industry accounting standards where applicable.
- 7.3.2. The Finance Committee will be comprised of at least three members of the Board of Directors as appointed by the Chair. The Finance Chair shall be the Treasurer of the Coalition.

Section 7.4 AUDIT COMMITTEE

- 7.4.1 The Audit Committee shall be an independent committee responsible for ensuring that the operations of the coalition are in compliance with applicable Florida and Federal law, regulations and rules as well as in compliance with policies and procedures of the applicable governing agencies. The Audit Committee shall be responsible for ensuring that the Coalition has adequate internal controls. The Audit Committee shall oversee the independent audit function of the Coalition.

No member of the Audit Committee shall have a business, contractual, beneficial, or monetary interest, whether direct or indirect, with the Coalition.

- 7.4.2. The Audit Committee will be comprised of at least three members of the Board of Directors as appointed by the Chair. The Treasurer of the Coalition shall serve on the Audit Committee.

Section 7.5 BOARD DEVELOPMENT and NOMINATING COMMITTEE

- 7.5.1. The Coalition Chair shall appoint the members of the Board Development and Nominating Committee each year. The Board Development and Nominating Committee shall develop procedures and policies, ensure Committee structure and roles, including but not limited to nominating, member recruitment, board development and orientation.
- 7.5.2. At least two-thirds (2/3) of the Committee members must be Directors of the Coalition. The Board Development and Nominating Committee Chair will be appointed by the Chair of the Coalition and approved by the Directors.

Section 7.6 PROGRAM DEVELOPMENT COMMITTEE

- 7.6.1 The Program Development Committee shall oversee the development of the Coalition Plan, performance management, policy development and service delivery in coordination with appropriate staff and directors.
- 7.6.2 The Program Development Committee will be comprised of the following Board member representatives: Community College, Special Needs Services, Child Care Licensing, Pinellas County School District, Private For-Profit Providers, Faith Based Provider, Additional members appointed by Chair.

Section 7.7 OTHER COMMITTEES

- 7.7.1. The Coalition may create and dissolve other standing or special committees as it deems necessary. The Chair shall appoint members to participate on other committees from time to time at his or her discretion.

ARTICLE VIII

BOOKS AND RECORDS

Section 8.1 RECORD KEEPING

- 8.1.1. Correct and complete books and records of the proceedings of the Coalition and its committees are the responsibility of the elected Secretary. Records of the Coalition's financial accounts are the

responsibility of the Treasurer. All records will be kept and maintained at the office of the Coalition and will be subject to the inspection of any Director of the Coalition or the public at any reasonable time. A current and accurate record of the names and addresses of the Directors shall be maintained. Primary responsibility of record keeping will be a staff function.

ARTICLE IX

FINANCIAL MANAGEMENT

Section 9.1 FISCAL YEAR

- 9.1.1. The fiscal year of the Coalition shall begin on July 1 and end on June 30 of each calendar year.
- 9.1.2 The Coalition shall have an organization wide Single Audit conducted in accordance with OMB Circular A-133, Section 215.97 F.S., and Chapter 10.650, Rules of the Auditor General.
- 9.1.3 Target date for the completion of the audit and issuance of the audit report shall be completed within 9 months of the end of the fiscal year for the Coalition. Once the audit is complete, the auditor will appear before the Board or the Finance/Audit Committee to present the report.

Section 9.2 CONTRACTS

- 9.2.1. The Board of Directors or Chief Executive Officer may authorize in writing any officer(s) of the Coalition, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

Section 9.3 CHECKS AND DRAFTS

- 9.3.1. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Coalition shall be signed by the Chief Executive Officer or such officer(s) of the Coalition as determined by a written resolution of the Directors.

Section 9.4 DEPOSITS

- 9.4.1. All funds of the Coalition shall be deposited in a timely manner, to the credit of the Coalition, in such depositories as the Directors may select and as authorized by statute.

ARTICLE X

DISSOLUTION

Section 10.1 DISSOLUTION OF ORGANIZATION

10.1.1 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI

EQUAL OPPORTUNITY

Section 11.1 EMPLOYMENT AND PARTICIPATION

11.1.1. The Early Learning Coalition of Pinellas County is an Equal Opportunity Employer that does not discriminate on the basis of actual or perceived race, creed, color, religion, alienage or national origin, ancestry, citizenship status, age, disability or handicap, sex, marital status, veteran status, sexual orientation, genetic information, or any other characteristic protected by applicable federal, state or local laws.

ARTICLE XII

BYLAWS

Section 12.1 IMPLEMENTATION

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

Section 12.2 AMENDMENTS

12.2.1 These bylaws may be altered, amended or repealed and new bylaws adopted by a two-thirds majority of Directors of the Coalition present at any regular meeting or at any called meeting of the Directors, if at least five (5) days written notice is given of an intention to alter, amend or repeal these bylaws at such meeting.

12.2.2 The Bylaws and Articles of Incorporation of the Early Learning Coalition are a part of the Coalition's Plan and any amendments to the Bylaws or Articles constitutes an amendment to the Plan.

These Bylaws were revised and adopted at a public meeting of the early Learning Coalition of Pinellas County, Inc. on Thursday, May 15, 2014.