

Early Learning Coalition of Pinellas County, Inc.

Bylaws

Amended by Board of Directors May 23, 2019
Approved by OEL June 27, 2019

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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. Establish a uniform waiting list to track eligible children waiting for enrollment in the school readiness program in accordance with rules adopted by the Office of Early Learning. .
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 gross motor 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")The Coalition Board will include all Directors of the Board and all Directors of all committees and all subcommittees of the Board as identified in Article VII.

Section 3.2 BOARD OF DIRECTORS

Statutorily Designated Directors

- (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 Director appointed by the Board of County Commissioners for Pinellas County, Florida.
- (9) The Head Start Director for Pinellas County, Florida
- (10) A Director representing private for-profit child care providers including Family Child Care Home providers.
- (11) A Director representing faith-based child care providers.
- (12) A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.

Appointed Directors

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

Advisory Members (nonvoting)

- (14) A member representing a law enforcement agency.

More than one-third of the Early Learning Coalition’s voting 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 Directors including Governor Appointments shall be selected as required by law (Appointed Directors) and all other Directors shall be nominated by the Board Nominating Committee as provided by Section 7.2. Advisory Members (nonvoting) will be appointed by the Board. 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 serve terms as determined by the Governor or until another appointee has been named after term expires.

- 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. . 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 or Advisory Member by giving written notice to the Board Chair. 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 Board Director or Advisory Member, staff person, officer, or former Coalition Board Director or Advisory Member, 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 Board Director or Advisory Member, 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 Board 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 Directors 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 Directors 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 Directors 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) Directors.
- 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 Director 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 after the meeting.

Section 5.3 MEETINGS

- 5.3.1. Regular meetings shall be held at a time and date to be decided by the Directors. The Board of Directors ~~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 designate the main Coalition 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 Board will determine the agenda and order of business at all Board 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 Board 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 Board Coalition.
- 5.3.7. The 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. Any Director may pull an item from the Executive Committee's approved Consent Agenda within 5 days of the published Board meeting agenda for a Board vote.

Section 5.4 PARLIAMENTARY AUTHORITY

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

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, Chairs for 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, serve as Chair of the Board Development Committee, and shall have such other responsibilities as may be designated by the Chair.

- 6.2.4 The Treasurer shall Chair the Finance and Audit 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, maintains Roberts Rules of Order, if necessary, 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 Board.

ARTICLE VII

COMMITTEES

Section 7.1 COMMITTEES AND COMMITTEE MEMBERSHIP

The Board may establish standing and/or special committees (each hereinafter referred to as a "Committee," as it deems necessary.

7.1.1. Standing Committees of the Coalition shall include:

An Executive Committee, Finance and Audit Committee, Program Development Committee, Advancement Committee, Board Development and Nominating Committee, and Review Hearing Committee. Each of these committees may designate sub-committees. Chairs of all these committees shall be appointed by the Chair of the Board and approved by the Board to serve for one year.

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, appointed by the Board as non-voting Advisory Members, 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 Board 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, -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 and AUDIT COMMITTEE

7.3.1. The Finance and Audit Committee shall be responsible for the review and oversight of the financial operations and internal controls of the Coalition to ensure 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 Finance and Audit Committee shall oversee the independent audit function of the Coalition.

7.3.2. The Finance and Audit Committee will be comprised of at least three members of the Board of Directors as appointed by the Chair. The Finance and Audit Chair shall be the Treasurer of the Coalition, appointed by the Chair. No Director of the Finance and Audit Committee shall have a business, contractual, beneficial, or monetary interest, whether direct or indirect, with the Coalition

Section 7.4 ADVANCEMENT COMMITTEE

7.4.1 The Advancement Committee shall be responsible for seeking financial support for required match and to expand and enhance early learning programs.

Section 7.5 BOARD DEVELOPMENT and NOMINATING COMMITTEE

7.5.1. The Board Development and Nominating Committee shall develop procedures, policies, and Bylaws to ensure Committee structure and roles, including but not limited to nominating, Director recruitment, board development, and orientation.

7.5.2. The Board Development and Nomination Committee will be comprised of at least three members of the Board of Directors. The Board Development and Nomination Committee Chair shall be the Vice Chair of the Coalition, appointed by the Chair. 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, but not limited to the following Board Directors representing a Community College, Special Needs Services, Child Care Licensing, Pinellas County School District, Private For-Profit Providers, Faith Based Provider, and additional Directors as appointed by the Chair.

Section 7.7 REVIEW HEARING COMMITTEE (Ad-Hoc)

7.7.1 The Review Hearing Committee is composed of at least three Directors. The role of the Review Hearing Committee is to determine if the action taken by staff is correct and in accordance with applicable laws, rules or regulations. The Review Hearing Committee convenes at the request of the Provider and reviews all information and documentation presented as evidence by Provider and staff.

Section 7.8 OTHER COMMITTEES

- 7.87.1. The Board may create and dissolve other standing or special committees, as it deems necessary. The Chair shall appoint Directors to participate on other committees from time to time at the Chair's 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 Board 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 Board 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 Coalition 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 present the report to the Audit Committee and to the next full Board meeting. .

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 Office of Early Learning , 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 Board 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. Board of Directors on May 23, 2019.