

BYLAWS

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ARTICLE 1 NAME, AUTHORITY AND LOCATION

Section 1.1. NAME

The name of the organization shall be the Early Learning Coalition of North Florida Inc., comprised of Baker, Bradford, Clay, Nassau, Putnam and St. Johns Counties, hereinafter referred to as the Coalition.

Section 1.2. AUTHORITY

The Coalition is authorized by the School Readiness Program and the Voluntary Prekindergarten Education Program of the Florida Statutes, or any applicable state Law revising these chapters.

Section 1.3. LOCATION

The main administrative office shall be located at 2450 Old Moultrie Rd., Ste. 103, St. Augustine, FL, 32086, in St. Johns County. The Coalition may have other offices as the members may determine or as the affairs of the organization may require.

ARTICLE II PURPOSE AND RESPONSIBILITIES

Section 2.1. PURPOSE

The purpose of the Coalition shall be to carry out the duties and responsibilities invested and entrusted to the Coalition pursuant to the provisions of School Readiness Program and Voluntary Prekindergarten Education Program and subsequent amendments. The Coalition recognizes the primacy of parents as their children's first teachers and the importance of children entering the education system ready to learn, and seeks to assist parents by providing opportunities for the at-risk birth-to-kindergarten population to enhance their chances for education success by participating in quality school readiness programs that can better prepare them for school.

Section 2.2. RESPONSIBILITIES

In carrying out the intent of the School Readiness Program, and Voluntary Prekindergarten Education Program, the Coalition shall develop a plan for implementing Early Learning Programs to meet legislative requirements and

performance standards and outcome measures established by the agency(ies) under relevant statutes.

- 2.2.1. The Coalition's service delivery plan may have county specific objectives, priorities, rates and fees based on the specific needs of each population. The Board will approve any and all plan recommendations through the plan development and amendment process, and included in primary services contracts. Coalition or contracted staff may submit recommendations for plan revisions as needed to the Board of Directors.
- 2.2.2. The plan shall be reviewed and revised as necessary, but at least biennially.
- 2.2.3. Prohibited activities: Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this corporation and its members 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 as referenced in Florida Statute.
- 2.2.4. These bylaws and the Coalition's Articles of Incorporation are part of the Coalition Plan and any amendments to them constitute an amendment to the Plan.

Section 2.3. BOARD MEMBERS

Role: Board members acting as a group, set policies and goals for the Chief Executive Officer to implement and achieve. Board members do not take actions as individuals, they must act as a team; members who take actions without approval of the full board seriously damage the organization

Function: All corporate powers shall be exercised by or under the authority of, and the business and affairs for the Corporation and shall be managed under the direction of the Board of Directors who may also be referred to as the "Coalition", "Coalition Board" or "Board Members".

- 2.3.1. Board members must ensure their organization has adequate finances and that the funds are responsibly spent. Board members are "trustees" of the organization's funding. This may be accomplished by ensuring the money was spent effectively to deliver the school readiness and voluntary prekindergarten programs and services that have been authorized through routine financial and performance audits.
- 2.3.2. Board members must participate actively in making decisions and supporting the Coalition and its Chief Executive Officer. A Board's role is to collectively provide the direction to the Chief Executive Officer in which they want the Chief Executive Officer to take the organization. Board members make decisions that affect the organization as a whole.
- 2.3.3. Management of individual employees is delegated to the Chief Executive Officer
- 2.3.4. Board Members, acting as a full board, select and evaluate the Chief Executive Officer.

ARTICLE III MEMBERSHIP

Section 3.1. BOARD MEMBERSHIP

The Coalition will follow the requirements of the current version of Florida Statute regarding Early Learning Coalition Membership.

Section 3.2. MEMBERSHIP TERMS:

The Executive/ Administrative Committee will oversee membership to assure that the membership is geographically representative of each county served by the coalition.

- 3.2.1.** The Chair, who is appointed by the Governor of Florida, may server two four year terms.
- 3.2.2.** Provider Representatives: Private For-Profit Child Care Provider Representatives which include Child Care Center and Family Child Care Home providers may serve one four-year term. The provider representative seat will be nominated for the full service area of Baker, Bradford, Clay, Nassau, Putnam and St. Johns Counties. The Coalition will rotate each term from private for-profit child care provider to private for-profit family child care home provider. When the seat becomes vacant, it will be advertised to either the private-for-profit or child care home provider audience depending on the rotation. The faith based child care provider representative may serve one four year term. The faith based child care provider seat will be rotated each term from county to county.
- 3.2.3.** Private Sector and mandated members may serve two terms; terms will be staggered and must be a uniform length not to exceed four years. These mandated representative will be rotated to allow representation from each county when all counties are not represented by virtue of the area served by the mandated member. A mandated member from an entity that serves all counties that is the only person who can fill that board seat, would not be subject to "the one year break in service" requirement.
- 3.2.4.** Ex officio members will be nominated for membership and elected in the same manner as other required members. Length of terms for ex officio members will be the same as other required members and can serve a maximum of two four-year terms.
- 3.2.5.** Private sector and mandated members may be nominated to serve additional terms after a one year break in service.
- 3.2.6.** Any representative member may be removed by two-thirds (2/3) vote of a quorum of the members whenever, in their judgment, the best interests of the organization would be served. Notice of removal shall be given in writing to the member by the chair prior to the next Coalition meeting.
- 3.2.7.** Unexcused absences from two (2) consecutive meeting within a twelve month period by a representative or appointed member is equivalent to resignation from the Coalition.
- 3.2.8.** Mandated members with three (3) consecutive unexcused absences from

Meeting or six (6) unexcused absences from meeting within a twelve month period without due cause may be notified by the Chair that their membership is not in good standing.

3.2.9. Any member may resign by giving notice to the Chair. Acceptance of such resignation shall not be necessary to become effective.

3.1.10. Members will not receive any compensation for their services.

Section 3.3. MEMBERSHIP DUTIES

Serving on the Coalition requires a commitment of time including attending regular Coalition meetings, committee involvement, reading and becoming educated about many aspects of early childhood development, school readiness and voluntary prekindergarten.

3.3.1. All Board Members are subject to the ethics provisions outlined in Part III of Chapter 12 of the Florida Statutes, General Provisions; Code of Ethics for Public Officers and Employees. Specifically, s. 112.313, s. 112.3135, and s. 112.3143, as well as additional directives established by Statute or Rule and are required to sign a statement agreeing to comply.

ARTICLE IV MANAGEMENT

Section 4.1. POWER AND DUTIES

Powers, management, and control of the Coalition, and all of its affairs, shall be vested in members as outlined in the "Early Learning Act" or its legislative successor. The Board Members, upon appropriate resolution, may delegate certain responsibilities to its Chief Executive Officer.

Section 4.2. VOTING

Fifty one (51) percent of the board member serving at the time of a meeting shall constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the board members.

4.2.1. At any duly noticed meeting of the Coalition, Fifty one (51) percent of the members present shall constitute a quorum for the purpose of conducting business. If less than a majority of the members are present at said meeting, a majority of the members present may adjourn the meeting without further notice.

4.2.2. No member of the Coalition may appoint a designee to act in his or her place. A member may send a representative to Coalition meetings, but that representative will have no voting privileges.

4.2.3. Conflict of interest may occur when an item is presented for a vote that will directly affect the member, their employer, another organization they are involved with, a member of their family, or in which they have a direct financial interest. Members shall disclose the conflict, abstain from discussion or voting on the matter, and fill out required Memorandum of Voting Conflict for Board Members

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form to be filed with meetings minutes. Additionally, Board member are required to sign and comply with a Conflict of Interest and Ethics Compliance Statement.

Section 4.3. MEETINGS

Regular meetings shall be held at a time and place to be decided by the members. Regular meeting of the board shall be held with appropriate public notice. Written notice of the time and place of all meetings of the board or committees shall be given either by personal delivery, regular mail, e-mail, or facsimile transmission at least five (5) days before the meeting. Notice of all meetings shall be made public and all meetings are open to the public.

- 4.3.1. The annual meeting of the Coalition will be held each year on the first quarter after the end of the fiscal year.
- 4.3.2. Special meeting of the Coalition members may be called by or at the request of the Chair or by quorum of members. The administration for the Coalition will locate a place within the counties or in a central location.
- 4.3.3. The agenda and order of business at all Coalition meeting shall be developed by the Chief Executive Officer in conjunction with the Chair of the Board or Committee Chair.
- 4.3.4. Minutes of all Coalition meetings shall be kept pursuant to Florida Statute 286.011, Government in the Sunshine. These minutes shall be provided to members at least five (5) days prior to the next scheduled meeting. These minutes shall be a summarization of the meeting containing documentation of all formal motions made by the Coalition or Committee.
- 4.3.5. Notice of all Coalition meeting will be made pursuant to Florida Statute 286.001. Notice of all Coalition meetings shall be provided in a manner, including electronically, designed to provide reasonable and actual notice to members or other interested parties or as otherwise required by law.
- 4.3.6. Members serve on the board as outlined in Florida Statute. Member may participate in formal board and committee discussions and may make motions and cast votes on action items.
- 4.3.7. Members shall notify the Chief Executive Officer or designee in advance of meetings, if possible when they cannot attend.
- 4.3.8. Members shall read the rules for Meeting in the Sunshine and abide by their mandates and attend a formal new member orientation.
- 4.3.9. Members of the Coalition or a committee of the Coalition may participate in a meeting of such board or such committee by means of a conference telephone or similar telecommunications technology allowing for public access by means of which persons participating in the meeting may communicate and may hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.4. PARLIAMENTARY AUTHORITY:

Robert's Rules of Order, Newly Revised, may govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Coalition may adopt. However, the

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failure to strictly comply with the provisions of Robert's Rules of Order shall not affect the validity of any action taken by the Coalition provided said action is taken by the Coalition in conformity with these bylaws unless it can be affirmatively demonstrated that the failure to follow Robert's Rules of Order directly resulted in a lack of understanding of the action being proposed or other injustice has occurred.

ARTICLE V OFFICERS

Section 5.1. ELECTION OF OFFICERS:

The officers of the Coalition shall consist of the Chair, Vice Chair, Treasurer, and the Secretary. The Governor of Florida will appoint the Chair of the Coalition, who is a private sector member, as well as two additional private sector board members. A member in good standing shall be eligible for nomination and election to any office of this Coalition, other than the Chair. The following applies to all offices, except for Chair.

- 5.1.1.** The Board shall convene in the first quarter of the fiscal year for their annual meeting at which time they will determine eligible candidates for office and to prepare an official slate of nominees. Any person so nominated shall give their consent to nomination and election as an officer.
- 5.1.2.** Elected officers shall be voted on at the annual meeting, and installed at the next regularly scheduled meeting 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.
- 5.1.3.** If an office is vacated prior to the completion of a one year term, a member in good standing may be appointed by the Chair and approved by the members to fill the vacancy until the term ends.

Section 5.2. OFFICERS OF THE COALITION:

- 5.2.1. The Chair** shall preside at all meetings of the Coalition and perform the duties which are the will of the full Board. The Chair shall appoint Chairs of all Committees, except for the Executive/ Administrative Committee Chair in which the Board Chair serves as Chair.
- 5.2.2. The Vice Chair** shall perform the duties of the Chair when the Chair is absent and have such other responsibilities as may be designated by the chair.
- 5.2.3. The Treasurer**, in cooperation with the relevant Coalition staff, ensures accurate accounting of monies received and expended for the use of the Coalition and will make a monthly report at the Coalition Board Meetings.
- 5.2.4. The Secretary** shall with administrative staff to ensure that notice required by these bylaws is given, keep records of all proceedings of the Coalition in cooperation with the staff, keep record of attendance, and report correspondence to the Coalition at each meeting. Correspondence shall be conducted relative to the nomination of required membership and any other business as called upon by the Chair. The Secretary shall perform the duties of the Chair when the Chair and

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Vice Chair are absent and have such other responsibilities as may be designated by the Chair.

ARTICLE VI COMMITTEES

Section 6.1. COMMITTEES AND COMMITTEE MEMBERSHIP:

Ad hoc committees may be established by the Coalition Chair as deemed necessary for a specific purpose or task.

Standing Committees of the Coalition shall include: An Executive/Administrative Committee. The Chair of this standing committee may designate ad-hoc committees to perform a specific task or function. Committee Chair's shall be appointed by the Chair of the Coalition, except for the Chair of the Executive/Administrative Committee, who will be the Chair of the Board.

- 6.1.1. Executive/Administrative Committee:** The Coalition will establish a standing committee, the Executive/Administrative Committee. This committee shall have and exercise the authority of the Coalition between scheduled meeting of the Board and when a decision must be made before the next scheduled Board meeting. This committee has the full empowerment of the Coalition to make decisions on behalf of the Board as long as quorum is present. Actions of the Executive/Administrative Committee shall be ratified by the Board at the first meeting following the action. The committee will be comprised of the chair of the board, who shall be the committee chair, the Vice-Chair, the treasurer, the secretary, and at least four additional members. The chair of this committee or by the majority of the committee, may convene Ad hoc committees for a specific purpose or task.

The Committee is charged with the oversight of budget development, accurate tracking of expenditures, monitoring and accountability of the funds, and will ensure adequate financial controls in coordination with appropriate staff. This committee will also lead the board in regularly reviewing and updating the board committee structure, the board committee statement of its roles and areas of responsibility, what is expected of individual board members as well as recruitment and retention of board members and other activities outlined in the board governance policy. The committee will also regularly review the board's practices regarding member participation, conflict of interest, confidentiality, and suggest improvement where needed.

Section 6.2. COMMITTEE MEMBERSHIP

- 6.2.1.** The Chair of each committee shall be appointed by the Chair of the Coalition, except for the Chair of the Executive/Administrative Committee.

- 6.2.2. Each Coalition committee shall consist of the committee Chair and other Coalition members. Each committee shall consist of the committee chair and at least four additional members of the Coalition.
- 6.2.3. Meeting minutes shall be provided to members at least five (5) days prior to the next regularly scheduled meeting.
- 6.2.4. Notice of all committee meetings will be made pursuant to Florida Statute 286.011.

ARTICLE VII BOOKS AND RECORDS

Section 7.1. RECORDKEEPING:

Correct and complete books and records of the proceedings of the Coalition, its committees, and its financial accounts will be kept and maintained at the principal office of the Coalition. All records and information shall be considered public record for purposes of Chapter 119, F.S. and shall be subject to inspection by any member of the Coalition, the public, or any agency(ies) under relevant statutes at any reasonable time.

Section 7.2. MEMBERSHIP LIST:

The organization shall keep an accurate record of the names and addresses of the members.

ARTICLE VIII FINANCIAL MANAGEMENT

Section 8.1. FISCAL YEAR:

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

8.1.1. An audit of the books and records of the organization shall be conducted annually.

8.1.2. The audit report shall be presented to the members within thirty (30) days of its completion.

Section 8.2. MAINTENANCE OF BUDGETS

An overall budget will be prepared and maintained. Expenses will be charged proportionately to each county. All match and county specific fundraising generated will remain with the county from which it comes.

Section 8.3. ADMINISTRATIVE STAFF

The Chief Executive Officer reports to the Coalition's Board of Directors. All other staff report to the Chief Executive Officer or the Office Manager in the absence of the Chief Executive Officer.

BYLAWS IX

Section 9.1. IMPLEMENTATION AND INTERPRETATION:

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

Section 9.2. AMENDMENTS:

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

Dawn E Bell
Signature of Authorized Representative

3/11/20
Date

Dawn E Bell
Print Name of Authorized Representative

CEO
Title of Authorized Representative