Early Learning Coalition
OF MANATEE COUNTY

Amended and Restated Bylaws
(A Florida Not-For-Profit Corporation)

Amended March 2016
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ARTICLE I
NAME AND LOCATION OF ORGANIZATION

Section 1.1 NAME OF CORPORATION
The name of the corporation shall be the Early Learning Coalition of Manatee County, Inc. (the “Coalition”).

Section 1.2 PRINCIPAL PLACE OF BUSINESS
The Coalition will serve Manatee County, Florida, and its principal place of business shall be located at 600 8th Avenue West, Suite 100, Palmetto, Florida 34221.

Section 1.3 OTHER OFFICES
The Coalition may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Coalition (the “Board”) may from time to time determine, or as the business of the Coalition may so require.

ARTICLE II
VISION

The vision of the Coalition is to provide and support high-quality school readiness opportunities for all children and their families, understanding that it is in the first years of life that a child’s future educational success is determined.

ARTICLE III
MISSION

The mission of the Coalition is to provide and coordinate the services of school readiness programs, in an efficient manner, in order to help all children develop the skills needed to achieve future educational success, to support the role of parents as their child’s first and most important teacher, and to continue to improve the quality of services available in the community.

ARTICLE IV
PURPOSE, INTENT, AND RESPONSIBILITIES

Section 4.1 PURPOSE OF THE COALITION
The purpose of the Coalition is to implement the provisions set forth in the School Readiness Program, Florida Statutes Chapter 1002, Part VI, as amended from time to time (the “School Readiness Program Act”), and the Voluntary Prekindergarten Education Program, Florida Statutes, Chapter V, as amended from time to time (the “Voluntary Pre-K Program Act” and together with the School Readiness Program Act, “Florida Early Learning Legislation”) in Manatee County as authorized by Florida law. The purpose of the Coalition is also to operate as a direct service provider of “Head Start,” “Early Head Start,” or any federal or state program including, but not limited to, programs funded by grants awarded by the Administration for
Children and Families of the Department of Health and Human Services, which promote the school readiness of children ages birth through age 12. The Coalition will actively seek funding sources and implement programs as feasible to improve the welfare of children and families in Manatee County.

The Coalition recognizes the primacy of parents as their child’s first teachers and the importance of children entering the education system ready to learn. The Coalition seeks to assist parents by providing opportunities for children, ages birth through age 12, to enhance their chances for educational success by participating in high-quality school readiness programs, including, but not limited to:

(a) School readiness programs governed by the School Readiness Program Act;
(b) Voluntary prekindergarten programs governed by the Voluntary Pre-K Program Act;
(c) Head Start programs governed by applicable federal law; and
(d) Early Head Start programs governed by applicable federal law (collectively, “School Readiness Programs”).

Section 4.2 INTENT OF THE COALITION

The Coalition recognizes that School Readiness Programs increase a child’s chance of achieving future educational success and becoming a productive member of society. To that end, it is the intent of the Coalition that:

(a) School Readiness Programs be developmentally appropriate, research-based, involve parents as their child’s first teacher, serve as preventative measures for children at risk of future school failure, enhance the educational readiness of eligible children, and support family education. School Readiness Programs shall provide the elements necessary to prepare at risk children for school, including necessary health screenings;
(b) School Readiness Programs shall operate on a full-day, year-round basis to the maximum extent possible to enable parents to work and become financially self-sufficient;
(c) School Readiness Programs will be offered in accordance with all applicable state and federal rules, laws, and regulations; and
(d) School Readiness Programs shall not exist as isolated programs but shall build upon existing services and work in cooperation with other programs and funding intended for young children to achieve increased effectiveness.

Section 4.3 RESPONSIBILITIES OF THE COALITION

The Coalition has the responsibility to establish the vision and mission of the Coalition. The Coalition will develop a plan for implementing and overseeing the School Readiness Programs in Manatee County to meet the requirements, performance standards, and outcome measures established by all applicable federal and state rules, laws, and regulations (the “Plan”).
The Plan must also demonstrate how the School Readiness Programs governed by Florida Early Learning Legislation will ensure that each child receives scheduled activities and instruction designed to enhance the age-appropriate progress of children in attaining the performance standards adopted by Florida’s Office of Early Learning (the “OEL”). Prior to implementation of such School Readiness Programs, the Coalition must submit the Plan to the OEL for approval.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 NUMBER OF MEMBERS

The Board shall be composed of not less than fifteen (15) and not more than thirty (30) directors (each, a “Member” and collectively, the “Members”), in accordance with Section 1002.83(2), Florida Statutes. The Members shall be comprised of “Appointed Members” and “Required Members” in accordance with the requirements set forth in the School Readiness Program Act.

Section 5.2 APPOINTED MEMBERS

The Appointed Members shall consist of Members appointed by the governor and Members appointed by the Coalition. The governor shall appoint the chair of the Board (the “Chair”), and two other Members of the Board.

The Coalition shall appoint the remaining Appointed Members. Such Appointed Members must qualify as private sector business members as outlined in Section 1002.83(5), Florida Statutes (“Private Sector Members”). More than one-third of the Members of the Board, including the Members appointed by the governor, must be Private Sector Members. The Private Sector Members, either for-profit or nonprofit, and their relatives as defined by Section 112.3143, Florida Statutes, shall not have a substantial financial interest in the design or delivery of the School Readiness Programs created pursuant to Florida Early Learning Legislation.

All Appointed Members must meet the same qualifications as a Private Sector Member pursuant to Section 1002.83(5), Florida Statutes, and shall comply with all applicable rules established by the OEL.

Section 5.3 REQUIRED MEMBERS

The thirteen (13) Required Members mandated under the School Readiness Program Act shall consist of the following, where applicable:

(a) A Florida Department of Children and Families (“DCF”) regional administrator or his or her permanent designee who is authorized to make decisions on behalf of the DCF;

(b) A district superintendent of schools or his or her permanent designee who is authorized to make decisions on behalf of the district;
(c) A regional workforce board executive director or his or her permanent designee;

(d) A county health department director or his or her designee;

(e) A children’s services council or juvenile welfare board chair or executive director, if applicable;

(f) An agency head of a local licensing agency as defined in Section 402.302, Florida Statutes, where applicable;

(g) A president of a Florida College System institution or his or her permanent designee;

(h) An appointee selected by the Manatee County Board of County Commissioners;

(i) A Head Start director;

(j) A representative of private for-profit child care providers, including private for-profit family day care homes;

(k) A representative of faith-based child care providers;

(l) A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act; and

(m) A central agency administrator, where applicable.

Section 5.4 TERMS OF OFFICE FOR APPOINTED MEMBERS

Terms of office for all Appointed Members shall be staggered. Initially, all Appointed Members shall serve two-, three- or four-year terms as determined by the Chair. Subsequently, all terms will be four years; thus, there will always be three classes of approximately equal size, with the term of each class ending in consecutive years. No person may serve as an Appointed Member for more than eight (8) consecutive years.

Section 5.5 TERMS OF OFFICE FOR REQUIRED MEMBERS

There are no terms limited for Required Members.

Section 5.6 CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of the Board. The business and affairs of the Coalition shall be managed under the oversight and direction of the Board. The Board may delegate such powers, authority, and duties or discharge such powers, authority, and duties through these Bylaws, through resolutions, or through other official action.
Section 5.7 VOTING

Each Member permitted to vote pursuant to Section 1002.83(4), Florida Statutes, shall have the right to vote on matters that come before the Board or committees on which such Members serve. All voting Members of the Board shall have equal voting rights and equal privileges. The act of a majority of the voting Members present at a meeting at which a quorum is present shall be the act of the Coalition.

Section 5.8 CONDITIONS OF MEMBERSHIP

Serving on the Coalition’s Board will require a commitment of time, including attending regular Board meetings, serving on standing committees, and becoming educated about many aspects of early childhood development and school readiness. In addition to the aforementioned general conditions, the following conditions of membership apply to all Members:

(a) **Compensation.** Members shall receive no compensation for their services. Expenses incurred to allow participation on the Board may be reimbursed upon specific approval by the Executive Director in applying criteria established by the Board.

(b) **Adherence to Florida Statutes.** Members of the Board must adhere to the provisions of Chapter 112, Florida Statutes, including, without implied limitation, Sections 112.313, 112.3135 and 112.3143, and shall conduct themselves in an ethical and professional manner.

(c) **Member Meeting Attendance.** Members of the Board are expected to attend all regular Board meetings. A Private Sector Member that has two (2) consecutive unexcused absences or four (4) unexcused absences of any kind annually will be considered to have voluntarily resigned from the Board, and his or her position shall be deemed vacant. Special circumstances will be reviewed and considered by the Board on an individual basis. An absence shall be considered excused when a Member contacts the Executive Director prior to a scheduled Board meeting. In the case of an emergency, the Chair will have the discretion to excuse the absence.

(d) **Designee Meeting Attendance.** A designee of a Required Member is expected to attend all meetings. A designee that has two (2) consecutive unexcused absences or four (4) unexcused absences of any kind annually will receive a notification from the Chair concerning such absences. A copy of such notification will be sent to the Required Member who appointed the designee at issue, along with a request that the Required Member replace the designee as soon as reasonably possible. Special circumstances will be reviewed and considered by the Board on an individual basis. An absence shall be considered excused when a designee contacts the Executive Director prior to the scheduled Board meeting. In case of an emergency, the Chair will have the discretion to excuse the absence.

(e) **Substitutes.** If a Member is unable to attend a Board meeting, such Member is permitted to send a substitute to the Board meeting; however, in accordance with applicable state law, a substitute shall have no voting privileges.

(f) **Designees of Required Members.** Pursuant to applicable state law, certain Required Members are permitted to appoint a designee to serve on the Board in
his or her place. A Required Member may remove and appoint designees at will by providing written notice of such designation, or changes in such designation, to the Board or to the Executive Director. If a Required Member appoints a designee to the Board, such designee is considered the voting member of the Board. Any individual attending in an appointed designee’s place, including the Required Member that appointed such designee, will not have voting privileges.

(g) **Appointed Members.** Appointed Members of the Board may be removed when, in the judgment of the remaining Members of the Board, the best interests of the Coalition would be served. Such action may be taken only after a majority of a quorum of the Members present at a Board meeting vote to approve a motion requiring that the removal of a specific Member be included on the agenda of the next scheduled Board meeting. Final removal of an Appointed Member may only occur at that next meeting, and only upon the approval of a motion for removal of said Member by a two-thirds (2/3) vote of a quorum of the other Members present as such Board meeting.

(h) **Resignation.** A Member who serves at will (i.e., a Member who does not serve in an official capacity established by statute or regulation) may resign at any time by submitting a written letter of resignation to the Executive Director. The resignation will be deemed effective upon receipt by the Executive Director and does not require acceptance by the Board. A Member appointed by the governor may resign by submitting a written letter of resignation to the Executive Director and the governor’s office.

(i) **Change in Position.** If a Required Member has a change in position of employment, and such change results in the Member no longer being a Required Member of the Board as determined by applicable state law, the Member’s term on the Board shall be automatically terminated, and the Member shall provide notice of such change in position to the Executive Director.

(j) **Notification of Membership Status.** The Executive Director will notify Members if their membership is not in good standing. The Executive Director shall report any changes in the status of any Members, including, without implied limitation, the resignations, removals, or changes of designees, to the Board at its next regular meeting.

(k) **Vacancies.** All vacant seats on the Board shall remain so until filled in accordance with the requirements of applicable state law.

**ARTICLE VI**

**CONDUCT OF BOARD MEETINGS**

Section 6.1 **MEETINGS**

All Board meetings shall be conducted in accordance with the following conditions:

(a) **Notice.** All Board and committee meetings will be open and accessible to the public and held in accordance with Florida’s Government-in-the-Sunshine Law, codified in Sections 286.001-286.29, Florida Statutes (the “Sunshine Law”), and
all other applicable Florida law. The Executive Director shall notice all Board meetings in accordance with the Sunshine Law. Board meeting notices will be made available to all interested parties.

(b) **Quorum.** A majority of the voting Members of the Board constitutes a quorum required to conduct the business of the Coalition. If a quorum is not present at a Board meeting, a majority of the Members present shall adjourn the meeting without further notice. The Chair of the Board, or the Vice Chair in the Chair’s absence, or the Secretary/Treasurer in the absence of both the Chair and the Vice Chair, shall determine the existence of a quorum and the order of business at all Board meetings.

(c) **Agenda.** The Executive Committee shall set the agenda for all Board meetings. If the Executive Committee fails to do so for any Board meeting, the Executive Director shall put together an agenda after seeking input from all Board Members.

(d) **Quarterly Meetings.** Regular meetings of the Board shall be scheduled on a quarterly basis. The Board shall meet at least once per quarter and as often as needed to effectively conduct the Coalition’s business.

(e) **Emergency Meetings.** From time to time, it may be necessary for the Chair to call a special or emergency meeting between regularly scheduled meetings of the Board. As much advance notice as possible, but not less than twenty-four (24) hours notice, shall be provided for such meetings. Notices of special or emergency meetings shall be provided to Members and interested parties in a form and manner that is in compliance with the Sunshine Law.

(f) **Public Input.** All Board meetings will be conducted in accordance with a printed agenda with a designated time for public input. Before the start of each meeting, all members of the public wishing to speak to the Board shall identify themselves in writing and note the particular agenda item on which they wish to be heard. The Chair will then designate the times at which public input will be heard, provided such public input is heard prior to any final action taken on that agenda item. The Chair may limit the amount of time given to members of the public to effectively conduct the Board’s business.

(g) **Telecommunications.** The Board may use any method of telecommunications to conduct Board 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.

(h) **Minutes.** Minutes of all Board meetings shall be maintained by the Executive Director. These minutes shall be provided to the Members prior to the next scheduled Board meeting.

Section 6.2 **PARLIAMENTARY AUTHORITY**

The latest edition of Robert’s Rules of Order, as amended from time to time, shall be the parliamentary authority for the Board in all matters or procedures not specifically covered by the Bylaws or any special rules of order the Board may adopt from time to time.
ARTICLE VII
OFFICERS

Section 7.1 APPOINTED AND ELECTED OFFICERS

The officers of the Board shall be the Chair, the Vice Chair, and the Secretary/Treasurer (each, an “Officer” and collectively, the “Officers”). The Chair of the Board shall be appointed by the governor. All other office positions shall be filled by an election process. Board Members in good standing shall be eligible for nomination and election to all elected office positions. The Governance Committee shall convene for the purpose of certifying the eligibility of candidates for such office positions, and to prepare an official slate of nominees. Any Member so nominated shall give prior consent to his or her nomination and election as an Officer. Nominations for such offices may be made from the floor. Members shall be elected to office positions by a majority vote of attending Members.

Section 7.2 TERMS

Except for the Chair, who is appointed by the governor for a four-year term, each Officer shall take office at the end of the June Board meeting at which they are installed and shall serve for a term of one (1) year or until a successor is duly qualified and elected. If the office of Vice Chair or Secretary/Treasurer is vacated prior to the completion of the one-year term, a Member may be nominated and elected to fill the vacancy for the remainder of the term by a majority vote of the Members in attendance at any regular Board meeting.

Section 7.3 DUTIES OF THE OFFICERS OF THE BOARD

The duties of the Officers of the Board are as follows:

(a) **Chair.** The Chair, who shall be a Private Sector Member appointed by the governor, shall preside over all Board and Executive Committee meetings and shall be an ex-officio member of all other committees. The Chair shall represent the Board in all official business with the OEL, serve on the Florida Early Learning Advisory Council, and perform other duties as assigned by the Board. The Chair has the responsibility to lead the Board effectively and efficiently in accomplishing its vision and mission and meeting the requirements of the Florida Early Learning Legislation.

(b) **Vice Chair.** The Vice Chair shall preside over all Board and Executive Committee meetings in the absence of the Chair, 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 Board to effectively and efficiently accomplish the Coalition’s vision and mission and to meet the requirements of the Florida Early Learning Legislation.

(c) **Secretary/Treasurer.** The Secretary/Treasurer shall oversee the Executive Director in the keeping of signed minutes and attendance records of Board and committee meetings. The Secretary/Treasurer shall act for the Chair in the event that both the Chair and the Vice Chair are absent. The Secretary/Treasurer has the responsibility to ensure that all key issues and decisions are documented in a form that facilitates communication and follow-through in a manner agreed upon by the Board. The Secretary/Treasurer shall be responsible for reviewing the
financial records of the Coalition, including all funds received and disbursed. The Secretary/Treasurer will serve as the Chair of the Finance Committee and perform other assigned financial duties as necessary. The Secretary/Treasurer has the responsibility to exercise due diligence in ensuring the Coalition’s financial accountability and prudence.

ARTICLE VIII
COMMITTEES

Section 8.1 GENERAL GUIDELINES FOR ALL COMMITTEES

The following guidelines shall apply to all committees:

(a) **Notice.** The Executive Director shall notice all committee meetings pursuant to the Sunshine Law.

(b) **Establishment of Committees.** The Board may establish standing committees and ad hoc committees to assist in fulfilling its functions. The powers and authority of any such committees will be determined by the full Board and shall be in accordance with these Bylaws.

(c) **Committee Chairs.** With the exception of the Finance Committee, which is chaired by the Secretary/Treasurer, the Chair shall appoint each committee chair. Each committee chair is responsible for recruiting and maintaining membership for their respective committees. Each committee chair will coordinate the dates, times, and locations of their respective committee meetings with the Executive Director.

(d) **Composition of Committees.** Except as otherwise provided herein, each committee shall consist of a committee chair and at least two (2) additional Members. Each committee may also have community representatives appointed by the Chair, all of whom shall be non-voting committee members.

(e) **Quorum.** A minimum of two Members of any committee shall constitute a quorum required to conduct business for that committee and bring forward its recommendations to the full Board. If a quorum is not present at a committee meeting, the Members present shall adjourn the meeting without further notice.

(f) **Public Input.** All Committee meetings will be conducted in accordance with a printed agenda with a designated time for public input. Before the start of each meeting, all members of the public wishing to speak to the Committee shall identify themselves in writing and note the particular agenda item on which they wish to be heard. The Chair will then designate the times at which public input will be heard, provided such public input is heard prior to any final action taken on that agenda item. The Chair may limit the amount of time given to members of the public to effectively conduct the Committee’s business.

(g) **Telecommunications.** The Committee may use any method of telecommunications to conduct Committee 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.
(f) Minutes. Minutes of all committee meetings shall be submitted prior to the next scheduled committee meeting and shall include attendance records, issues discussed, and any recommendations to the Executive Committee or the Board. The Executive Committee will present the recommendations to the Board and may act on such recommendations in accordance with Section 8.2 of these Bylaws.

Section 8.2 EXECUTIVE COMMITTEE

The Executive Committee shall be comprised of the Officers of the Board and the chairs of the Governance, Strategic Planning, Quality, and Audit Committees. The Executive Committee shall have the following responsibilities, duties, and limitations to its authority:

(a) Reporting to the Board. The Executive Committee shall monitor and report to the Board on the progress toward the accomplishment of the vision and the mission of the Coalition.

(b) Administrative Functions. The Executive Committee shall be responsible for the oversight of all administrative functions of the Board, including, but not limited to, setting Board meeting agendas and planning and coordinating on issues as directed by the Board between meetings.

(c) Salaries and Benefits. The Executive Committee shall set salary ranges and benefits for the Coalition’s staff in accordance with the Coalition’s budget and the recommendations of the Finance Committee.

(d) Authority to Act for the Board. The Board may authorize the Executive Committee to exercise all or certain powers of the Board, and to act on its behalf. In the event the Board is unable to take official action due to a lack of quorum or an insufficient number of Members, the Executive Committee may act to continue the operations of the Coalition and to address any time-sensitive matters until the Board is able to obtain a quorum or resolve its membership issues.

(e) Limitations to Authority. Except as otherwise expressly provided herein, the Executive Committee shall not have the authority to take any final action on behalf of the Coalition.

Section 8.3 GOVERNANCE COMMITTEE

The Governance Committee shall consist of at least three (3) Members, including a chair that is appointed by the Chair of the Board. The Governance Committee shall have the following responsibilities and duties:

(a) The Governance Committee shall recruit new Members and oversee their orientation.

(b) The Governance Committee shall nominate and present a slate of officer candidates at least thirty (30) days prior to the June Board meeting, and monitor and report to the Board on adherence to these Bylaws and the Board’s required membership composition.

(c) The Governance Committee may also review and make recommendations to the Board on standard operating policies and procedures as well as program policies and procedures.
Section 8.4  FINANCE COMMITTEE

The Finance Committee will consist of at least three (3) Members, including the Secretary/Treasurer who shall serve as chair of the committee. The Finance Committee shall have the following responsibilities:

(a) The Finance Committee shall be responsible for developing and presenting a proposed budget to the Board at least thirty (30) days before the June Board meeting.

(b) The Finance Committee shall be responsible for monitoring and reporting to the Board on the Coalition’s budget throughout each fiscal year.

(c) The Finance Committee shall review and report to the Board on financial and utilization reports, and the annual and any other fiscal audits.

(d) The Finance Committee may also review and make recommendations to the Board on budgetary and fiscal policies. The Finance Committee will support the Secretary/Treasurer in ensuring Coalition financial accountability and prudence.

Section 8.5  STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee shall consist of at least three (3) Members, including the chair appointed by the Chair of the Board. The Strategic Planning Committee shall have the following responsibilities and duties:

(a) The Strategic Planning Committee shall make recommendations to the Board on the Coalition’s long-term strategic planning, including the development of goals and the assessment of the school readiness needs of the community.

(b) The Strategic Planning Committee shall monitor and report to the Board on the adherence of the Coalition to the approved school readiness Plan and may make recommendations for amendments to the Plan.

Section 8.6  QUALITY COMMITTEE

The Quality Committee shall consist of at least three (3) Members, including the chair appointed by the Chair of the Board. The Quality Committee shall have the following responsibilities, duties, and limitations to its authority:

(a) The Quality Committee shall review and make recommendations to the Board on the criteria for monitoring a developmentally appropriate curriculum, including, but not limited to, (1) the standards, outcomes, screening, and assessment procedures of the Coalition; (2) the activities utilized to increase and improve director and teacher enhancement; and (3) the system support services for providers and their staff.

(b) The Quality Committee shall advise on the enhancement priorities established by the Board.

(c) The Quality Committee shall review community needs, inventory of services, and proposals to increase both the quality and number of children served.

(d) The Quality Committee shall be responsible for overseeing, in coordination with the Executive Director, (1) training and staff development; (2) quality initiatives; and (3) other requirements mandated by law.

(e) All Quality Committee recommendations are subject to the approval of the Board.
Section 8.7  AUDIT COMMITTEE

The Audit Committee will consist of at least three (3) Members, including the Chair appointed by the Chair of the Board. The Audit Committee membership may not include Coalition staff or relatives of staff. The Audit Committee shall have the following responsibilities:

(a) Overseeing the financial management and reporting process
(b) Reviewing accounting policies and procedures
(c) Selection of an independent auditor
(d) Meeting and corresponding with the independent auditor to review the findings of the audit, accompanying financial information and accompanying management letter, if applicable
(e) Reviewing and approving the agency’s IRS Form 990
(f) Formal acceptance of the auditor’s report within 180 days of the close of the fiscal year
(g) Reporting any findings and making recommendations at the next official meeting of the governing body
(h) Assuring the Chief Executive Officer acts promptly upon recommendations in the management letter, if any
(i) Ensuring that internal controls are in place to prevent and detect financial mismanagement or fraud

Section 8.8  REVIEW HEARING COMMITTEE

All members of the Board shall be eligible to serve as members of the Review Hearing Committee. For any matter in which an appeal is requested, the Executive Director shall select through a random process from amongst the eligible Board members who shall sit as the Appeals Board to hear and decide the specific matter appealed. For each matter, the Appeals Board shall consist of at least three, but no more than five members of the Board. Three of the members must be a mandatory member as set forth in section 1002.83(4) with at least one provider representative member.

The Review Hearing Committee shall hear and decide appeals from administrative staff decisions, including staff, parent and child care provider grievances. At the conclusion of each review, the sitting members of the Review Hearing Committee shall inform the party in writing of their decision, and shall advise the Coalition Board at their next regularly scheduled meeting. The vote of the Review Hearing Committee shall be final. The Review Hearing Committee shall also make recommendations to the Coalition Board for policy or procedural changes that may arise from an appeal.

Section 8.9  AD HOC COMMITTEES
Ad hoc committees may be established by the Board, the Chair, or any standing committee to address specific, short-term issues. The ad hoc committees will be responsible for bringing recommendations to the standing committee and/or to the Board, and for submitting reports to the Chair, the standing committee, and/or the Executive Director as directed from time to time. All ad hoc committees shall include at least one voting Member of the Board and shall be chaired by a voting Member. The duties, members, and chair of each ad hoc committee shall be determined at the time of ad hoc committee’s establishment.

ARTICLE IX
COALITION STAFF

Section 9.1 EXECUTIVE DIRECTOR

The Executive Director shall manage the day-to-day operations of the Coalition’s administrative office, report to and advise the Board on all matters material to the performance of its responsibilities, ensure implementation of Board decisions, fulfill all other duties and obligations assigned under these Bylaws, and any other tasks, duties, or obligations which may be assigned by the Board during the course of employment. The Executive Director shall also have the following responsibilities, duties, and limitations to his or her authority:

(a) The Executive Director shall oversee all other Coalition staff and may establish procedures by which the Coalition staff fulfills their respective duties.

(b) The Executive Director shall set salaries and staffing levels based on current and expected future needs, market conditions, the approved Coalition budget, and sound fiscal practices.

(c) In no case shall the Executive Director be authorized to commit Coalition funds in contravention of the approved Coalition budget or an express decision of the Board.

Section 9.2 ATTORNEY

The Board may employ the services of one or more attorneys. All attorneys employed by the Board shall serve at the pleasure of the Board and shall undertake those duties assigned by the Board, as long as such duties are not in contravention of applicable federal and state law, and help to benefit the Coalition, the Board, or to further the objectives of the Coalition overall. Additionally, any attorneys employed by the Board shall report exclusively to the Board, and not to Coalition staff.

Section 9.3 EMPLOYEES IN GENERAL

All employees of the Coalition shall be employees at will, excluding the Executive Director. The Board may establish other generally applicable employment policies which are not inconsistent with these Bylaws.
ARTICLE X
RECORDKEEPING

All official records of the Coalition shall be kept at its principal place of business. In compliance with the state’s public records laws, the Executive Director shall make records available for inspection to any member of the Board or the public within fourteen (14) days of an initial request or as soon as otherwise practicable.

ARTICLE XI
FINANCIAL MANAGEMENT

Section 11.1 FISCAL YEAR

The fiscal year of the Coalition shall begin July 1 and end on June 30. Presentation of final financial reports for the prior fiscal year will occur at the Board’s September meeting, or if there is no September meeting for any reason at the next regular Board meeting thereafter.

Section 11.2 ANNUAL AUDIT REQUIRED

An audit of the books and records of the Coalition shall be conducted annually by a certified public accountant. The audit report shall be presented to the Audit Committee upon completion by the independent auditor. Upon acceptance by the Audit Committee, the chair will present the report to the Finance Committee, Executive Committee and Board. The audit must be submitted to OEL and other required entities within thirty (30) days of the audit report date.

Section 11.3 CONTRACTS

The Chair may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition upon authorization of the Board.

Section 11.4 DISBURSEMENTS

The Coalition shall make provisions for the timely processing of invoices for the payment of any debts owed by the Coalition. Payments issued in the name of the Coalition shall be signed by such officer(s) and/or agent(s) of the Coalition as determined by resolution of the Members.

Section 11.5 DEPOSITS

All funds of the Coalition shall be deposited in a timely manner to the credit of the Coalition in such banks or other depositories as the Members may select, as long as such banks or other depositories are FDIC-insured.
ARTICLE XII
BYLAWS

Section 12.1 EFFECTIVE DATE
These Bylaws shall become effective upon adoption.

Section 12.2 INTERPRETATION
The Board’s interpretation of these Bylaws shall be considered the correct interpretation when reached by majority vote of the voting Members.

Section 12.3 AMENDMENTS
These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Members present at a meeting called for such purposes, as long as a quorum has been established and is in effect at the time of a vote.

Proposed amendments shall be distributed to the Members at least five (5) days prior to the meeting at which they are to be discussed.

These Bylaws and the Articles of Incorporation of the Coalition are a part of the Coalition’s Plan, and any amendments to such documents constitute an amendment to the Plan.

ARTICLE XIII
INDEMNIFICATION OF MEMBERS

The Coalition shall indemnify any Member or Officer to the full extent permitted by law. Such indemnification shall include the payment of reasonable court costs and attorneys’ fees, to the extent permitted by law.

VOTED ON AND APPROVED BY A MAJORITY OF THE VOTING MEMBERS WITH A QUORUM PRESENT AND VOTING ON THIS THE 23rd DAY OF March 2016.

EARLY LEARNING COALITION OF MANATEE COUNTY, INC.

BY: BOARD OF DIRECTORS

Howard Veltz, Chair

ATTEST:

Robert Bell, Secretary/Treasurer