

**BYLAWS
OF
EARLY LEARNING COALITION OF MANATEE COUNTY, INC.**

Article I

NAME AND LOCATION OF ORGANIZATION

1.1 NAME OF CORPORATION

The name of the corporation shall be the Early Learning Coalition of Manatee County, Inc., hereinafter referred to as the Coalition.

1.2 AUTHORITY

The Coalition is authorized by the provisions of Part V of Chapter 1002 and Section 411.01, Florida Statutes.

1.3 LOCATION OF THE COALITION

The Coalition will serve Manatee County, Florida, and the principal office of the Coalition shall be located in Manatee County. The Coalition may have offices elsewhere within the county as the members determine to be required.

Article II

PURPOSE, INTENT, AND RESPONSIBILITIES

2.1 PURPOSE OF THE COALITION

The Coalition Board is authorized to implement the provisions of the State of Florida's early learning and care legislation in Manatee County. The Coalition Board's purpose is to lead, coordinate, and advocate for all aspects of early care and education services, including without implied limitation school readiness and voluntary pre-kindergarten programs. 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. It seeks to assist parents by providing opportunities for children, birth through age 12, to enhance their chances for educational success by participating in quality school readiness programs.

2.2 INTENT OF THE COALITION

The Coalition recognizes that early learning programs increase children's chances of achieving future educational success and becoming productive members of society. To that end, the intent of the Coalition Board includes the following:

a. It is the intent of the Coalition that early learning 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. Each School Readiness Program shall provide the elements necessary to prepare at risk children for school, including health screening and referral and an appropriate educational program.

b. School readiness programs shall be operated on a full-day, year-round basis to the maximum extent possible to enable parents to work and become financially self-sufficient and private and public pre-kindergarten programs will be offered according to Part V of Chapter 1002, Florida Statutes, and any other laws or regulations relating to voluntary pre-kindergarten programs.

c. School readiness programs shall not exist as isolated programs but shall build upon existing services and work in cooperation with other programs for young children and funding integrated to achieve full effectiveness.

2.3 RESPONSIBILITIES OF THE COALITION

The Coalition has the responsibility to establish the vision and mission for the organization. The Coalition will develop a plan for implementing and overseeing the school readiness and voluntary pre-kindergarten programs to meet the requirements, performance standards, and outcome measures established by the Agency for Workforce Innovation, the state Department of Education, and/or any other agency of the state with authority and jurisdiction to regulate said school readiness and voluntary pre-kindergarten programs. The plan must also demonstrate how the program 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 the Agency for Workforce Innovation. Prior to implementation of the program, the Early Learning Coalition must submit the plan to the Agency for Workforce Innovation for approval.

Article III **MEMBERSHIP**

3.1 NUMBER OF MEMBERS

In accordance with Section 411.01, Florida Statutes, the Coalition Board shall have at least eighteen (18) but not more than thirty-five (35) members.

3.2 REQUIRED AND CONDITIONAL MEMBERS

Sixteen (16) members of the Coalition Board are legislatively designated pursuant to Section 411.01, Florida Statutes, and such legislatively designated members, where applicable, shall be members of the Coalition Board.

3.3 PRIVATE SECTOR APPOINTEES

The number of private sector appointees, any required qualifications, the procedures for appointing, and the terms of appointment are established in Section 411.01, Florida Statutes, and in the implementing regulations adopted by the Agency for Workforce Innovation. The Coalition and its Board shall comply with all such requirements. The term of office for each private sector appointee shall be four (4) years from the date on which he/she is appointed.

3.4 CONDITIONS OF MEMBERSHIP

a. Serving on the Coalition Board will require a commitment of time, including attending regular Coalition Board meetings, serving on standing committees, and becoming educated about many aspects of early childhood development and school readiness.

b. Members of the Coalition shall receive no compensation for their services. Expenses incurred to allow participation in the Coalition may be reimbursed upon specific approval of the Coalition or upon approval by the Executive Director in applying criteria established separately by the Coalition Board.

c. Members of the Coalition Board must adhere to the provisions of Chapter 112, Florida Statutes, including without implied limitation Sections 112.313, 112.3134, and 112.3143, Florida Statutes, and shall conduct themselves in an ethical and professional manner.

d. Coalition Board members are expected to attend all regular board meetings. Locally appointed private sector members who have two (2) consecutive unexcused absences or four (4) unexcused absences of any kind annually will be considered as voluntarily resigned from the Coalition Board, and his/her position deemed vacant. Special circumstances will be reviewed and considered by the Coalition Board on an individual basis. An absence shall be considered excused when the member contacts the Executive Director prior to the scheduled meeting. In case of an emergency, the Chair will have the discretion to excuse the absence.

e. A designee of a mandated member is expected to attend all regular board meetings. A designee who has two (2) consecutive unexcused absences or four (4) unexcused absences of any kind annually will receive a notification from the Chair and a copy of the notification will be sent to the mandated member with a request that he/she replace the designee. Special circumstances will be reviewed and considered by the Coalition Board on an individual basis. An absence shall be considered excused when the member contacts the Executive Director prior to the scheduled meeting. In case of an emergency, the Chair will have the discretion to excuse the absence.

f. If absent, a member may send a substitute to a meeting, but in accordance with state law, that substitute shall have no voting privileges. As allowed by state law, certain required members may appoint a designee to serve on the Coalition Board in his/her place, and in those situations, the designee is the voting member of the Coalition Board. Any individual attending in his or her place, including the required member, does not have voting privileges.

Any 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 the Executive Director.

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

h. 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 Coalition Board. A Governor appointed member may resign by submitting a written letter of resignation to the Executive Director and the Governors office.

i. Where a member serves in an official capacity pursuant to criteria established by statute or regulation, and where that member no longer meets those criteria, the member's term shall be automatically terminated, and the member shall provide notice of such change in position to the Executive Director.

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

k. All vacant seats shall remain so until filled in accordance with the requirements of state law.

Article IV

CONDUCT OF BOARD MEETINGS

4.1 VOTING

a. Voting members are those members who are designated by statute to have the right to vote on matters that come before the Board or committees on which they serve.

b. All voting members of the Coalition 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.

c. Non-voting members are members whose rights do not include the right of voting on the business of the Coalition Board or any of its committees. A non-voting member may

provide input and information and participate in discussion on matters that come before the Board or its committees.

4.2 MEETINGS

a. The Executive Director shall notice all Coalition Board Meetings pursuant to Section 286.011, Florida Statutes.

b. The Chair of the Coalition 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 Coalition Board meetings.

c. 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. Regular meetings of the Coalition Board shall be scheduled on a bi-monthly basis. The Coalition Board shall meet at least once per quarter and as often as needed in order to conduct the Coalition's business.

e. A majority of the voting membership of the Coalition Board constitutes a quorum required to conduct the business of the Coalition. If a quorum is not present at said meeting, a majority of the members present shall adjourn the meeting without further notice.

f. From time to time, it may be necessary for the Chair to call a Special or Emergency Meeting between regularly scheduled meetings of the Coalition Board. As much advance notice as possible, but not less than twenty-four (24) hours notice, shall be provided of such meetings. Notice of special or emergency meetings shall be provided to members and interested parties in a form and manner considered to be the most effective and in compliance with Florida statute.

g. Minutes of all Coalition Board meetings shall be maintained by the Executive Director. These minutes shall be provided to the members prior to the next scheduled meeting.

4.3 PARLIAMENTARY AUTHORITY

a. The latest edition of Robert's Rules of Order shall govern the Coalition Board in all cases where applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Coalition Board may adopt from time to time.

b. Coalition Board and committee meetings will be open and accessible to the public and held in accordance with the Government-in-the-Sunshine laws and other applicable statutes. Coalition Board meeting notices will be made available to all interested parties.

c. All Coalition 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 Board 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 in order to facilitate the conduct of Board business.

Article V **OFFICERS**

5.1 ELECTION AND TERM OF OFFICE

a. The officers of the Coalition shall be the Chair, Vice Chair, and Secretary/Treasurer.

b. The Coalition Chair shall be appointed by the Governor. Voting Coalition Board members in good standing shall be eligible for nomination and election to the other elective offices of the Coalition Board.

c. The Governance Committee 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 give prior consent to nomination and election as an officer. Nominations may be made from the floor. Election shall be by majority vote of attending voting members.

d. Each elected officer shall take office at the end of the June 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.

e. If the office of Vice-Chair or Secretary/Treasurer is vacated prior to the completion of the one-year term, a Board member may be nominated and elected to fill the vacancy for the remainder of the term by a majority vote of the voting Board members at any regular meeting.

5.2 DUTIES OF THE OFFICERS OF THE COALITION BOARD

a. Chair. The Chair, who shall be a member of the private sector appointed by the Governor, shall preside at all Coalition Board and Executive Committee meetings and be an ex-officio member of all other committees. The Chair shall represent the Coalition Board in all official business with the Agency for Workforce Innovation/Office of Early Learning, serve on the Florida Early Learning Advisory Council, and perform other duties as assigned by the Coalition Board. The Chair has the responsibility to lead the Coalition Board in effectively and efficiently accomplishing its vision and mission and meeting the requirements of Florida early learning legislation.

b. Vice-Chair. The Vice-Chair, who shall be a voting member of the Coalition, shall preside at 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 Coalition Board to effectively and efficiently accomplish its vision and mission and the requirements of early learning legislation.

c. Secretary/Treasurer. The Secretary/Treasurer, who shall be a voting member of the Coalition, shall oversee the Executive Director in the keeping of signed minutes and attendance records of Coalition Board and committee meetings. The Secretary/Treasurer shall act for the Chair in the event that both Chair and Vice-Chair are absent. The Secretary/Treasurer has the responsibility to ensure that all key issues and decisions are documented in a manner that facilitates communication and follow-through in a manner agreed upon by the Board. The Secretary/Treasurer shall be responsible to review 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 Coalition financial accountability and prudence.

Article VI COMMITTEES

6.1 GENERAL GUIDELINES FOR ALL COMMITTEES

a. The Executive Director shall notice all committee meetings pursuant to Section 286.011, Florida Statutes.

b. The Coalition 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 Coalition Board and in accordance with these Bylaws.

c. With the exception of the Finance Committee, which is chaired by the Secretary/Treasurer, the Board Chair shall appoint each committee chair. All committee chairs must be voting Board members.

d. Each committee chair is responsible for recruiting and maintaining membership for that assigned committee. Except as otherwise provided herein, each committee shall consist of the committee chair and at least two (2) additional voting Board members, and each committee may have non-voting Board members and/or community representatives appointed by the Chair, all of whom shall also be non-voting members.

e. Each committee shall meet no less than bi-monthly. Each committee chair will coordinate the dates, times, and locations of all meetings with the Executive Director.

f. A minimum of two voting members of any committee shall constitute a quorum required to conduct business for that committee and bring forward their recommendations to the full Board. If a quorum is not present at said meeting, the members present shall adjourn the meeting without further notice.

g. Minutes of all committee meetings shall be submitted prior to the next scheduled committee meeting and shall include attendance, issues discussed, and any recommendations to the Executive Committee or Coalition Board. The Executive Committee will present the recommendations to the Coalition Board and may act on such recommendations in accordance with the below Paragraph 6.2.c.

6.2 EXECUTIVE COMMITTEE

a. The Executive Committee will be comprised of the Coalition Board Officers and the chairs of the Governance, Strategic Planning, and Quality Committees.

b. The Executive Committee shall monitor and report to the Board on the progress toward accomplishment of the vision and mission of the organization. This committee will be responsible for the oversight of administrative functions of the Coalition Board, setting agendas, and planning and coordinating on issues as directed by the Coalition Board between meetings. The Executive Committee shall set salary ranges and benefits for Coalition staff in accordance with the budget and any recommendations of the Finance Committee. Except as otherwise expressly provided herein, the Executive Committee shall not have authority to take any final action on behalf of the Coalition or in the absence of the Board.

c. The Coalition Board may empower the Executive Committee to exercise all or certain powers and authority to act in 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 the membership issues.

6.3 GOVERNANCE COMMITTEE

a. The Governance Committee shall consist of at least three (3) voting Board members, including the chair appointed by the Board Chair.

b. The Governance Committee shall recruit new members and oversee their orientation, 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. This committee may also review and make recommendations to the Board on standard operating policies and procedures as well as program policies and procedures.

6.4 FINANCE COMMITTEE

a. The Finance Committee will consist of at least three (3) voting Board members, including the Secretary/Treasurer who serves as chair of the committee.

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

and reporting to the Board on the Coalition budget throughout each fiscal year. The committee shall also review and report to the Board on financial and utilization reports and the annual and any other fiscal audits. This 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.

6.5 STRATEGIC PLANNING COMMITTEE

a. The Strategic Planning Committee shall consist of at least three (3) voting Board members, including the chair appointed by the Board Chair.

b. 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 school readiness needs of the community. The 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.

6.6 QUALITY COMMITTEE

a. The Quality Committee shall consist of at least three (3) voting Board members, including the chair appointed by the Board Chair.

b. The Quality Committee shall review, and make recommendations to the Board on, the criteria for monitoring a developmentally appropriate curriculum; standards, outcomes, screening and assessment procedures; activities to increase and improve director and teacher enhancement; and system support services for providers and their staff. The committee shall also advise on the enhancement priorities established by the Coalition Board of Directors. The committee shall also review community needs, inventory of services, and proposals to increase both the quality and number of children served. The committee shall be responsible to oversee, and shall coordinate with the Executive Director with respect to, training and staff development, quality initiatives, and other requirements mandated by law. All committee recommendations are subject to the approval of the Coalition Board.

6.7 APPEALS BOARD

a. All members of the Board not employed or directly involved in the childcare industry shall be eligible to serve as members of the Appeals Board. 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 one member of the Executive Committee and two other eligible voting Board members. The Appeals Board shall be chaired by the sitting member of the Executive Committee.

b. The Appeals Board shall hear and decide appeals from administrative staff decisions, including staff, parent and child care provider grievances. At the conclusion of each appeal, the sitting members of the Appeals Board shall make a recommendation to the Coalition

Board. The Coalition Board shall vote to accept or reject the Appeals Board recommendation, or make another decision regarding the appeal. The vote of the full Board shall be final. The Appeals Board shall also make recommendations to the Coalition Board for policy or procedural changes that may arise from an appeal.

6.8 AD HOC COMMITTEES

Ad hoc committees may be established by the Coalition Board, the Chair, or any standing committee to address specific, short-term issues. The committees will be responsible for bringing recommendations to the standing committee and/or to the Coalition Board and for submitting reports to the Board Chair, the standing committee, and/or the Executive Director as directed from time to time. Ad hoc committees shall include at least one voting member of the Coalition Board and shall be chaired by a voting member. Non-voting members of the Board and/or community members at large may serve in a voting capacity on any ad hoc committee. The duties, members, and chair of each ad hoc committee shall be determined at the time of establishment.

Article VII COALITION STAFF

7.1 EXECUTIVE DIRECTOR

a. The Executive Director shall manage the day-to-day operations of the Coalition 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.

b. The Executive Director shall oversee all other Coalition staff and may establish procedures by which Coalition staff fulfill their respective duties.

c. 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.

d. 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.

7.2 ATTORNEY

a. The Board may employ the services of one or more attorneys.

b. The Attorney shall serve at the pleasure of the Board and shall undertake those duties assigned by the Board or which the Attorney reasonably believes will benefit the Board, the Coalition, or its purposes.

c. The Attorney shall work cooperatively with the other staff of the Coalition but shall report directly and only to the Board as a whole.

7.3 EMPLOYEES IN GENERAL

a. All employees of the Coalition shall be employees at will, including the Executive Director.

b. The Board may establish other generally applicable employment policies which are not inconsistent with these Bylaws.

Article VIII BOOKS AND RECORDS

8.1 RECORDKEEPING

a. All official records of the Coalition shall be kept at the principal office.

b. In compliance with the state's public records laws, the Executive Director shall make records available for inspection to any member of the Coalition Board or the public within fourteen (14) days of an initial request or as soon as otherwise practicable.

Article IX FINANCIAL MANAGEMENT

9.1 FISCAL YEAR

The fiscal year of the organization 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.

9.2 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 Coalition Board members and the Agency for Workforce Innovation within thirty (30) days of its completion.

9.3 CONTRACTS

The Board 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 Coalition Board.

9.4 DISBURSEMENTS

The Coalition shall make provisions for the timely processing of invoices for payment and preparing checks. 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.

9.5 DEPOSITS

All funds of the corporation shall be deposited in a timely manner to the credit of the Coalition in such banks or other depositories as the members may select and which are FDIC-insured.

Article X **BYLAWS**

10.1 EFFECTIVE DATE

These Bylaws shall become effective upon adoption.

10.2 INTERPRETATION

The Coalition Board's interpretation of these Bylaws shall be considered the correct interpretation when reached by majority vote of the voting members.

10.3 AMENDMENTS

a. These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Coalition Board's voting members present at a meeting called for the purpose of alteration, amendment, repeal, or adoption of new bylaws if a quorum has been established and is in effect at the time of such vote.

b. Proposed amendments shall be distributed to the Coalition Board members at least five (5) days prior to the meeting at which they are to be discussed and only after being reviewed by the Governance Committee.

c. These Bylaws, as well as the Articles of Incorporation of the Early Learning Coalition of Manatee County, Inc., are a part of the Coalition's plan, and any amendments to them constitute an amendment to the plan.

Article XI
INDEMNIFICATION OF MEMBERS

11.1 INDEMNIFICATION OF MEMBERS

The Coalition Board members, individually and collectively, shall be indemnified by the State of Florida as to any suits, actions, causes of actions, including administrative proceedings, arising out of the duties, obligations, and responsibilities of the Coalition Board members, such indemnification to include payment of reasonable court costs and attorney's fees of the Coalition Board member or members, 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 14TH DAY OF NOVEMBER, 2008.

EARLY LEARNING COALITION OF
MANATEE COUNTY, INC.

BY: BOARD OF DIRECTORS

Howard Veltz, Chair

ATTEST:

Dianne K. Kopczynski, Secretary/Treasurer