

# **BYLAWS of the EARLY LEARNING COALITION of PASCO and HERNANDO COUNTIES, Inc.**

## **ARTICLE I. NAME**

The Organization shall be known as the Early Learning Coalition of Pasco and Hernando Counties, Inc. and referred to as the “Coalition.” The Board of Directors may authorize the corporation to do business under a fictitious name provided that the appropriate documents are filed with the State of Florida as required by law.

## **ARTICLE II. OFFICE**

The office of this Organization and all records, banking accounts and official documents shall be located at the physical location of the headquarters of the Early Learning Coalition of Pasco and Hernando Counties, Inc.

## **ARTICLE III. PURPOSE AND POWERS**

### **Section 1. Purposes.**

The purposes for which this Corporation is formed are as follows:

- (A) This Corporation is organized exclusively for charitable and/or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, the Coalition shall administer the school readiness and voluntary prekindergarten programs for Pasco County and Hernando County, Florida as established by applicable Florida Statute 1002.84(3)-(11) F.S. The program must prepare preschool children to enter kindergarten ready to learn as measured by criteria established by the responsible entity of the State of Florida and provide extended-day and extended-year child care services to the maximum extent possible for the needs of parents who work. The Coalition may serve as its own central child care agency, directly providing or procuring direct enhancement services and system support services, including, but not limited to resource and referral, training of providers, parent support and involvement, eligibility determinations and child care payments. The Coalition shall serve as its own fiscal agent.
- (B) To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering distributions to organizations qualified as tax exempt.

### **Section 2. 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.

#### **ARTICLE IV. CORPORATION COMPOSITION**

The Corporation shall be comprised of non-paid Board of Directors and staff.

#### **ARTICLE V. BOARD OF DIRECTORS**

##### **Section 1. Function.**

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

##### **Section 2. Number.**

This Corporation shall have at least fifteen (15) and not more than thirty (30) directors. More than one-third of the Coalition’s directors must at all times be from the private (business) sector.

##### **Section 3. Selection of Board of Directors.**

The Governor of the State of Florida shall appoint the chair and two other members of the Board of Directors. These members must each meet the same qualifications as private-sector business members appointed by the Coalition as specified by statute. Certain statutorily mandated members are selected by the organizations or positions they represent. The balance of the members shall be elected by the Board consistent with the statutory requirements of Florida law.

##### **(A) Statutorily Required Members of the Board of Directors**

The Coalition must include the following member positions; however, each ex officio member position may be filled by multiple nonvoting members but no more than one voting member shall be seated per member position. If the Coalition has more than one member representing the same entity, only one of such members may serve as a voting member.

- (1) The Executive Director of the Pasco-Hernando Regional Workforce Development Board or his or her permanent designee.
- (2) The President of the Pasco-Hernando Community College or his or her permanent designee.
- (3) District Administrator for the Department of Children and Family Services encompassing Pasco or Hernando County, Florida or his or her permanent designee who is authorized to make decisions on behalf of the department.
- (4) Superintendent of Schools for Pasco or Hernando County, Florida or his or her permanent designee who is authorized to make decisions on behalf of the district.

- (5) Director of the Pasco or Hernando County Health Department or designee.
- (6) Head Start Director for Pasco or Hernando County, Florida.
- (7) Representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.
- (8) Central child care agency administrator (if applicable).
- (9) Member appointed by the Pasco or Hernando Board of County Commissioners.
- (10) Member representing private child care providers (including family child care providers) from Pasco or Hernando County, Florida.
- (11) Member representing faith-based child care providers from Pasco or Hernando County, Florida.

**(B) Appointed Members of the Board**

The directors not designated above shall be known as appointed members. Including the members appointed by the Governor, more than one-third of the Board members must be private sector business members, either for-profit or nonprofit, who do not have, and none of whose relatives as defined in Florida Statutes s. 112.3143 has, a substantial financial interest in the design or delivery of the Voluntary Prekindergarten Education Program or the School Readiness program.

Additional members deemed to be beneficial to the Coalition by virtue of their experience or community involvement may be appointed, provided that the Board membership otherwise meets or exceeds the requirements imposed by statute. At-large members may be retired from the private sector or may be working in, or retired from, the non-profit, public or educational sectors. The choice and election of at-large members shall be upon the recommendation of the Executive/Nominating Committee and by vote of a majority of the members at a meeting at which a quorum is present.

**Section 4. Terms of Office.**

**(A) Statutorily Designated Members of the Board of Directors**

- (1) The Statutorily Designated Members 1 and 2 of section 3A above shall serve without terms.
- (2) The Statutorily Designated Members 3 through 7 of section 3A above shall serve four year terms and shall alternate terms between counties.
- (3) A member serving in a statutorily designated position shall cease to be a member at such time as they no longer occupy the position.

(4) The appointment or election of a successor for a statutorily designated position described herein shall constitute election to membership to this board.

(5) The Statutorily Designated Member 8 shall serve a three year term concurrent with the Request for Proposal (RFP) process.

### **(B) Designated Members of the Board of Directors**

(1) Designated Member 9 of section 3A above shall serve at the pleasure of the designated appointing authority under the statute. Their term of office shall be four years and the terms shall alternate between counties. They shall be subject to removal and replacement by their appointing authority.

(2) Designated Members 10 and 11 of section 3A above shall serve four year terms and their terms shall alternate between counties.

### **(C) Appointed Members of the Board of Directors**

The remaining members who are appointed shall be elected to serve terms of four years. Appointed members are allowed to serve up to two consecutive terms.

### **(D) Executive Officers**

Any Board member who is an Executive Officer of the Corporation (Chair, Vice-Chair or Secretary/ Treasurer) may remain on the Board until the completion of their term in office.

### **Section 5. Absences.**

**Any member with unexcused absences (\*unexcused absence – did not attend meeting or notify Coalition staff or Board advising they could not attend the meeting) from two consecutive meetings may be terminated as determined by the Executive Committee or the Board Chair, depending upon extenuating circumstances.** A request for reinstatement must be submitted, in writing, to the Executive Director at least ten days prior to the next scheduled Board meeting. This request will then be presented to the Board of Directors for consideration.

### **Section 6. Resignation or Removal from the Board of Directors**

(A) Governor appointed Board members must submit their resignation to the Governor's office. Other members of the Board of Directors may resign by giving written notice to the Chair. Such resignation shall be accepted by the Board of Directors and shall take effect on a mutually agreed upon date.

(B) Any representative, private sector or designated member may be removed by a two-thirds (2/3) vote of a quorum of the members whenever, in their judgment, the best interest of the organization would be served. Notice of removal shall be given in writing to the member by the Secretary prior to the next Coalition meeting.

## **Section 7. Vacancies.**

Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled either by Gubernatorial appointment or by the affirmative vote of a majority of the members present at a meeting at which a quorum is present. Candidates for vacant positions not designated shall be chosen from nominations and recommended by the Executive/Nominating Committee. A director elected to fill a vacancy for a directorship having a term shall hold office only for the unexpired term thereof. When a vacancy occurs in an appointed position, the Coalition must advertise the vacancy.

## **Section 8. Quorum and Voting.**

A majority of the voting directors serving at the time of a meeting shall constitute a quorum for the transaction of business. A voting member may send a representative to Coalition meetings, but that representative does not have voting privileges. The act of the majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. 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.

## **Section 9. Time, Notice and Call of Meetings.**

(A) Regular meetings of the Board of Directors shall be held with appropriate public notice on dates designated by the Board of Directors of the corporation. Written notice of the time and place of all other meetings of the Board of Directors shall be given to each director by either personal delivery, regular mail, e-mail or facsimile transmission at least two days (or as dictated by the Sunshine Law) before the meeting. Notice of all meetings of the board shall be made public and all meetings shall be open to the public.

(B) A majority of the voting directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place and shall be appropriately noticed as indicated in section 9A. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors and as appropriate to the public.

(C) Emergency meetings of the Board of Directors may be called by the Chair of the Board or by the Executive Director with appropriate notice in accordance to the Sunshine Law.

## **Section 10. Executive Committee.**

(A) The Executive Committee shall consist of the Chair, Vice Chair, and the Secretary/Treasurer. The Board of Directors may, from time to time and in its discretion, appoint additional members to the Executive Committee. Such additional members shall serve on the Executive Committee at the pleasure of the Board.

(B) During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors.

(C) The Executive Committee shall function as the Board's Personnel Committee with regards to the evaluation and employment of the Executive Director. As such, the Executive Committee shall, at least annually, consider the employment agreement with the Executive Director and make any appropriate changes.

(D) All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. Vacancies in the Executive Committee shall be filled by the Board of Directors. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action.

(E) The Executive Committee may fix and establish its own rules of procedure, so long as they are in compliance with Florida law, and shall meet as provided by such rules. The committee may meet at the call of its Chair or of any two other members of the Committee.

(F) All meetings of the Executive Committee shall be open to the public and appropriately noticed in accordance with section 286.011 of the Florida Statutes.

### **Section 11. Nominating Committee.**

(A) The Executive Committee shall act as the Nominating Committee.

(B) The Executive Committee shall present the Board of Directors with a slate of new members annually, or as needed to maintain Board Membership as required by Florida Statutes and by the Corporation's Bylaws.

(C) In the event of an officer's inability or unwillingness to continue in his role, the Executive Committee shall present the Board of Directors with a replacement candidate.

(D) All meetings of the Nominating Committee shall be open to the public and appropriately noticed in accord with section 286.011 of the Florida Statutes.

### **Section 12. Program Committee.**

(A) The Program Committee shall consist of duly nominated Chair and the entire Board of Directors

(B) The entire Board of Directors shall be responsible for the VPK Program development process; collection, analysis and evaluation of program data; monitoring and oversight of contracted program services; program improvement plans; procurement, contracts and

negotiations; Bylaws amendments and revisions; Articles of Incorporation amendments, revisions, and filing. The development and maintenance of Cost Allocation Plans shall be the responsibility of the Finance and Audit Committee.

### **Section 13. Finance and Audit Committee.**

(A) The Board of Directors shall elect a Finance and Audit Committee from within the membership of the Board. Such committee shall consist of not less than three members and must include the Board Chair

(B) This Standing Committee shall be responsible for the monitoring of program action, financial and program reports, budget proposals, monthly financial statements and the tracking of monthly expenditures and utilization. The Committee will elect a Chair who will then serve as a member of the Executive Committee.

(C) Regular minutes of the proceedings of the Finance and Audit Committee shall be kept. Vacancies in the Finance and Audit Committee shall be filled by the Board of Directors. A majority of the members of the Finance and Audit Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the Committee present at a meeting shall be necessary for the taking of any action.

(D) The Finance and Audit Committee may fix and establish its own rules of procedure and shall meet as provided by such rules, and it shall also meet at the call of its Chair or of any two other members of the Committee.

(E) All meetings of the Finance and Audit Committee shall be open to the public and appropriately noticed in accord with section 286.011 of the Florida Statutes.

### **Section 14. Quality Committee.**

(A) The Quality Committee shall consist of a duly nominated Chair and the entire Board of Directors.

(B) The entire Board of Directors shall be responsible for assessing the school readiness needs of the communities and ensure that proper training, child care environmental assessments, child screenings and assessments, parent involvement, community development and awareness, and any other quality activities needed are provided on a regular basis. The Board of Directors will be responsible for creating a yearly quality budget.

### **Section 15. MATCH Fundraising Committee.**

(A) The MATCH Fundraising Committee shall consist of a duly nominated Chair and the entire Board of Directors shall elect a MATCH Fundraising Committee from within the membership of the Board. Such committee shall consist of not less than three members and must include the Board Chair.

(B) The entire Board of Directions shall be responsible for development of an annual Plan of Action to meet the MATCH fundraising requirement within the Coalition's contract with the State of Florida for School Readiness services; the Plan of Action will include board, community and staff led initiatives designed to create an awareness of the importance of Early Learning while generating financial support towards the MATCH requirement.

#### **Section 16. AD-HOC Committees**

The Board of Directors or the Chair may form one or more committees, in addition to the Executive Committee and Finance/Audit Committees. The Chair will ask for volunteers to serve on such committees. If no volunteers are forthcoming, the Chair may appoint members. If created, such committees would be subject to the form, responsibilities, duties, terms and limitations set by the Board of Directors, the Board of Directors determining whether all, some, or none of any specific committee need be members of the Board of Directors.

All AD-HOC Committee meetings shall be open to the public and appropriately noticed in accordance with Section 286.011 of the Florida Statutes.

#### **Section 17. Ethics Provisions**

Members of the Board of Directors are required to comply with s.112.313, s.112.3135 and s.112.3143 F.S. regarding ethics.

### **ARTICLE VI. EXECUTIVE OFFICERS**

#### **Section 1. Officers.**

(A) The officers of this Corporation shall consist of the Chair, Vice Chair, and Secretary/Treasurer (who shall also serve as Chair of the Finance and Audit Committee). The Board Chair shall be appointed by the Governor of the State of Florida. Each of the other officers shall be elected by the Board of Directors (at the first meeting of directors and thereafter annually during an annual meeting of the Board of Directors). Officers shall serve until their successors are chosen and qualify.

(B) The Vice-Chair shall alternate between counties. At least one member from each county must hold office of the Coalition.

(C) Terms of all officers (except the Governor appointed office of Board Chair) shall be for one year. Officers may not occupy the same office for more than two consecutive terms and may not hold continuous office for more than four consecutive years.

(D) The Board Chair is an ex-officio member of all committees.

(E) Such other officers and assistant officers (*such as Vice Chair*) and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The failure to appoint a Chair or to elect any officer shall not affect the existence of this Corporation.

## **Section 2. Officer Duties.**

The officers of this Corporation shall have the following duties:

(A) The Chair shall have general oversight of the business and affairs of the corporation subject to the direction of the Board of Directors, and shall preside at all meetings of the Board of Directors, Executive Committee and Nominating Committee.

(B) The Vice Chair shall, in the absence of the Chair, or in the event of the Chair's death or inability or refusal to act, perform the duties of said office and, when so acting, shall act with all of the powers of and be subject to all of the restrictions on, the Chair. The Vice Chair shall also perform such other duties as may be assigned, from time to time, by the Chair or the Board of Directors.

(C) The Executive Director shall have general and active management of the business and affairs of the corporation subject to the direction of the Board of Directors. The Executive Director shall have custody of, and maintain, all of the corporate records, notice and record all meetings of the Board of Directors, and perform such other duties as may be prescribed by the Board of Directors.

(D) The Chair of Finance shall oversee custody of all corporate funds and financial records including full and accurate accounts of receipts and disbursements, and shall render accounts thereof at the annual meetings and whenever else required by the Board of Directors or the Chair, and shall perform such other duties as may be prescribed by the Board of Directors or the Chair. The Chair of Finance shall act as Chair of, and shall oversee the work of, the Finance and Audit Committee and shall ensure that all finance-related requirements of the Corporation are current and compliant with state and federal requirements, and shall make, annually or as indicated, recommendations to the Board of Directors relating to: New and recurring contracts; financial agreements; administrative budget requests; procurement processes; and, Federal Poverty Guidelines. The Coalition Board shall receive the annual independent audit.

(E) The Chair of the Program Committee and the entire Board of Directors shall oversee the work of the Program Committee and shall ensure that all program-related requirements of the Corporation are current and compliant with state and federal requirements, and shall make, annually or as indicated, recommendations to the Board of Directors relating to: Provider Reimbursement Rates, Parent Co-payment Schedules, Eligibility Criteria, and approval of developmentally appropriate curricula. The Program Chair and/or the Board of Directors may make annual recommendations relating to non-direct service contracts.

(F) The Chair of the Quality Committee and the entire Board of Directors shall oversee the work of the Quality Committee and shall ensure that all quality-related requirements of the Corporation are current and compliant with state and federal requirements, and shall make, annually or as indicated, recommendations relating to: Insuring that providers use research-based activities and instruction, insuring that providers use pre-test / post-test assessments to measure the progress of children in their program, and insuring that children are ready for school. The

Quality Chair and/or the Board of Directors may make annual recommendations relating to new and recurring quality contracts and agreements.

(G) The Chair of the MATCH Fundraising Committee and the entire Board of Directors shall oversee the work of the MATCH Fundraising Committee and shall ensure that a yearly fundraising Plan of Action to meet the MATCH fundraising requirement is developed and presented to the Board of Directors for approval. The MATCH Fundraising Chair and/or the Board of Directors will make annual fundraising recommendations that include board, community and staff led fundraising initiatives.

### **Section 3. Removal of Board Officers.**

(A) Any officer or agent may be removed by the Board whenever, in its judgment, the best interest of the Corporation will be served thereby as indicated in Article V Section 6(B).

(B) Any vacancy, however occurring, in any office other than the Board Chair may be filled by the Board of Directors.

### **Section 4. Staff.**

The Executive Director shall be employed by the Board of Directors and shall be an ex-officio member of the Board and all of its committees. The Executive Director shall be responsible for the employment, assignment of duties and supervision of all other members of the staff in accordance with the policies and procedures adopted by the Coalition. The Executive Director shall make regular reports to the Board of Directors regarding the operations of the Corporation.

## **ARTICLE VII. ORDER OF BUSINESS**

### **Section 1.**

The order of business at the meetings of the Board of Directors shall be as follows:

- (A) Call to order
- (B) Board Action Items
  - Public Comment
  - Adoption of Agenda
  - Approval of Minutes (from previous meeting)
  - Executive Committee Report (when appropriate)
  - Nominating Committee Report (when appropriate)
  - Finance and Audit Committee Report (when appropriate)
  - Treasurer's Report (Monthly Statement of Financials)
  - Quality Committee Report (when appropriate)
  - Program Committee Report (when appropriate)
  - MATCH Fundraising Committee Report (when appropriate)
  - AD-HOC Committee Report (when appropriate)
- (C) Remarks from the Chair

- (D) Executive Director's Report
- (E) Old Business
- (F) New Business
- (G) Public Comment
- (H) Announcements, etc.
- (I) Adjournment

## **ARTICLE VIII. BOOKS AND RECORDS**

This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and the committees of the Board of Directors. Except as provided by law, all records and information shall be considered public record for purposes of section 286.011 (1), (2) and (6), F.S.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

## **ARTICLE IX. CORPORATE SEAL**

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the year of incorporation.

## **ARTICLE X. COMPENSATION**

No members of the Board of Directors or its officers shall receive any salary or compensation for their services, other than reimbursement for actual out of pocket expenses incurred in the performance of their duties. No part of the Corporation's net earnings shall inure to the benefit of any director, private individual, Corporation or other entity.

## **ARTICLE XI. EXECUTION OF INSTRUMENTS**

### **Section 1. Checks. etc.**

All checks, drafts and orders for payment of money shall be executed by the Chair, Vice-Chair, Secretary/ Treasurer or Executive Director in the name, and on behalf, of the Corporation and in accordance with adopted policies.

### **Section 2. Contracts. Conveyances. etc.**

The Chair shall have power and authority to execute any instrument on behalf of the Corporation which has been authorized by the Board of Directors. The Executive Director may execute the same in the name, and on behalf, of the Corporation and may affix the corporate seal to the document as authorized by the Board of Directors or as defined in policy.

## **ARTICLE XII. AMENDMENT**

These Bylaws may be replaced or amended by a majority vote of the Board of Directors present at any regular or special meeting thereof. Notice of such meeting containing the text of the proposed bylaw amendment shall be furnished to each Director at least thirty (30) days beforehand. The Corporation's interpretation of the bylaws and/or amendments shall be considered the correct interpretation when reached by a majority vote. Any revisions or amendments will be considered adopted as final within thirty (30) days after Board review.

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order as Revised shall generally govern the Board of Directors, officers and chairs of various committees, in all cases to which they are applicable, provided, however, that they do not conflict with the Corporation's Articles of Incorporation or Bylaws or with any laws in effect of the State of Florida.

## **ARTICLE XIV. EQUAL OPPORTUNITY**

The Coalition shall provide equal employment and participation opportunities to all persons regardless of race, color, religion, sex or gender, national origin, disability or handicap, marital status or veteran's status.

## **ARTICLE XV. MISCELLANEOUS**

### **Section 1. Fiscal Year.**

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

### **Section 2. Compliance with Florida Law**

Notwithstanding any other provisions hereof, the Coalition shall do all acts necessary and appropriate to qualify as and remain an early learning Coalition as defined in the Florida Statutes.

### **Section 3. Government in the Sunshine.**

Notwithstanding any other provision hereof, the Coalition shall conduct all of its meetings in open forum to the public, shall provide reasonable notice of meetings and shall keep minutes of each meeting and in all respects comply with the requirements of section 286.011 of the Florida Statutes.

Effective July 1, 2017, F.S. 286.0114 - referencing the following must be adhered to:

Public meetings; reasonable opportunity to be heard; attorney fees.—

(2) Members of the public shall be given a reasonable opportunity to be heard on a proposition before a board or commission. The opportunity to be heard need not occur at the same meeting at which the board or commission takes official action on the proposition if the opportunity occurs at a meeting that is during the decision making process and is within reasonable proximity in time before the meeting at which the board or commission takes the official action. This section does not prohibit a board or commission from maintaining orderly conduct or proper decorum in a public meeting. The opportunity to be heard is subject to rules or policies adopted by the board or commission, as provided in subsection (4).

#### **Section 4. Coalition Plan**

The Articles of Incorporation and the Bylaws of this organization are a part of the Coalition's plan and any amendments to them constitute an amendment to the plan.

#### **EFFECTIVE DATE:**

Bylaws of the Early Learning Coalition of Pasco and Hernando Counties, Inc.  
Approved and Adopted 4/25/2007

First Draft Revision from Committee Meeting – 12/8/2008  
Final Approval from Board of Directors Meeting of February 26, 2009  
Amended and Approved by Board of Directors – January 27, 2011  
Amended and Approved by Board of Directors – July 28, 2011  
Amended and Approved by Board of Directors – November 17, 2011  
Amended and Approved by Board of Directors – July 25, 2013  
Amended and Approved by Board of Directors- July 23, 2015  
Amended and Approved by Executive Committee - June 29, 2017