

# **Early Learning Coalition of Pinellas County, Inc.**

## **Bylaws**

*As Amended September 16, 2010*

**TABLE OF CONTENTS**

**ARTICLE I – NAME AND LOCATION OF THE ORGANIZATION----- Page 4**  
Section 1.1 Name of Coalition ----- Page 4  
Section 1.2 Location of Coalition----- Page 4

**ARTICLE II – PURPOSE, INTENT AND RESPONSIBILITIES ----- Page 4**  
Section 2.1 Intent of the Coalition----- Page 4  
Section 2.2 Responsibilities of the Coalition ----- Page 4  
Section 2.3 Prohibited Activities ----- Page5

**ARTICLE III – MEMBERSHIP----- Page5**  
Section 3.1 Membership ----- Page5  
Section 3.2 Board of Directors----- Page5  
Section 3.3 Membership Duties----- Page 6

**ARTICLE IV – INDEMNIFICATION ----- Page 7**  
Section 4.1 Board Indemnification ----- Page 7  
Section 4.2 Right to Indemnify ----- Page 7  
Section 4.3 Insurance ----- Page 8

**ARTICLE V – MANAGEMENT----- Page 8**  
Section 5.1 Powers and Duties----- Page 8  
Section 5.2 Voting ----- Page 8  
Section 5.3 Meetings----- Page 9  
Section 5.4 Parliamentary Authority----- Page 9

**ARTICLE VI – OFFICERS-----Page 10**  
Section 6.1 Election of Officers-----Page 10  
Section 6.2 Officers of the Coalition-----Page 10

**ARTICLE VII – COMMITTEE-----Page 11**  
Section 7.1 Committee and Committee Membership -----Page 11  
Section 7.2 Executive Committee-----Page11  
Section 7.3 Finance Committee -----Page12  
Section 7.4 Board Development and Nominating Committee ----- Page 12  
Section 7.5 Service Delivery Advisory Council -----Page 12  
Section 7.6 Other Committees-----Page 13

**ARTICLE VIII – BOOKS AND RECORDS ----- Page13**  
Section 8.1 Record Keeping -----Page 13

**ARTICLE IX – FINANCIAL MANAGEMENT ----- Page13**  
Section 9.1 Fiscal Year -----Page13  
Section 9.2 Contracts -----Page13  
Section 9.3 Checks and Drafts -----Page14

Section 9.4 Deposits -----Page14

**ARTICLE X – DISSOLUTION -----Page 14**  
Section 10.1 Dissolution of Organization-----Page 14

**ARTICLE XI – EQUAL OPPORTUNITY -----Page 14**  
Section 11.1 Employment and Participation-----Page 14

**ARTICLE X1I – BYLAWS -----Page 14**  
Section 12.1 Implementation-----Page 14  
Section 12.2 Amendments-----Page 15

**ARTICLE I**

**NAME AND LOCATION OF THE ORGANIZATION**

**Section 1.1 NAME OF COALITION**

This organization shall be known as the **Early Learning Coalition of Pinellas County, Inc.** (hereinafter referred to as the “Coalition”).

**Section 1.2 LOCATION OF THE COALITION**

The principal office of the Coalition shall be located in Pinellas County, Florida. The Coalition may maintain additional offices within Pinellas County, Florida as the Board of Directors of the Coalition (hereinafter referred to as the “Board”) may determine or as the affairs of the Coalition may require.

**ARTICLE II**

**PURPOSE, INTENT AND RESPONSIBILITIES**

**Section 2.1 INTENT OF THE COALITION**

The Coalition recognizes that school readiness programs, including the Voluntary Prekindergarten program and school age care, increase children’s chances of achieving future educational success and becoming productive members of society.

**Section 2.2 RESPONSIBILITIES OF THE COALITION**

2.2.1. The Coalition plan will provide oversight and facilitation of the stated goals and the intent of the School Readiness Act, Section 411.01, Florida Statutes, Part V of Chapter 1002, Florida Statutes , and other requirements of law to include:

1. To prepare children to enter kindergarten.
2. To provide extended-day and extended-year services to meet the needs of parents who work.
3. To coordinate staff development and teaching opportunities.
4. To provide expanded access to community services and resources for families to help achieve economic self-sufficiency.
5. To provide a single point of entry and unified waiting list.
6. To develop a community plan to address the needs of all eligible children.
7. To implement comprehensive readiness program services that enhance cognitive, emotional, social, and physical development of children to achieve the performance standards and outcome measures specified by the Florida Office of Early Learning.
8. To provide programs that are:
  - a. Developmentally appropriate,

- b. Research based,
  - c. Involve parents as their child's first teacher,
  - d. Serve as preventive measures for children at risk of future school failure,
  - e. Enhance educational readiness of eligible children,
  - f. Support family education.
9. To Administer the Voluntary Prekindergarten Program.

### **Section 2.3 PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or Florida Statute Chapter 411.01 and Chapter 1002 Part V.

## **ARTICLE III**

### **MEMBERSHIP**

#### **Section 3.1 MEMBERSHIP**

The Board shall consist of participating members as defined below (each member of the Board shall hereinafter be referred to as a "Director"). Coalition members include all members of the Board and all members of all committees and all subcommittees of the Coalition as identified in Article VII.

#### **Section 3.2 BOARDS OF DIRECTORS**

Statutorily Designated Members

- (1) The District Administrator for the Department of Children and Family Services or his designee.
- (2) The Superintendent of Schools for Pinellas County, Florida or designee.
- (3) The Board Chair or a Director of WorkNet Pinellas, Inc.
- (4) The Director of the Pinellas County Health Department.
- (5) The Board Chair or Executive Director of the Juvenile Welfare Board of Pinellas.

- (6) The Executive Director of the Pinellas County License Board or designee.
- (7) A president of a community college or designee.
- (8) A member appointed by the Board of County Commissioners for Pinellas County, Florida.
- (9) A central child care agency administrator.
- (10) The Head Start Director for Pinellas County, Florida
- (11) A member representing private child care providers.
- (12) A member representing faith-based child care providers.
- (13) A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.

#### Appointed Members

- (14) Three private sector members appointed by the governor.
- (15) More than one-third of the Early Learning Coalition Board of Directors must be private-sector business members who do not have, and none of whose relatives as defined in s. 112.3143 has, a substantial financial interest in the design or delivery of the Voluntary Prekindergarten Education Program or the coalition's school readiness program.

The Statutory Directors are those Directors specified in Chapter 411 of the Florida Statutes and Chapter 1002 Part V (Statutory Directors). Private Sector Board Members including Governor Appointments shall be selected as required by law (Appointed Directors) and all other Directors shall be nominated by the Nominating Committee as provided by Section 7.2. Director voting shall be consistent with the statutory requirements.

### **Section 3.3 MEMBERSHIP DUTIES**

Serving on the Board will require a commitment of time including regular Coalition meetings, committee involvement, reading and becoming educated about many aspects of early childhood development and school readiness.

- 3.3.1 Directors other than Governor Appointees and Statutory Directors may serve a maximum of two (2) consecutive four (4) year terms as originally appointed. (Effective July 2010; current terms of existing members will be extended one year). Directors may be nominated to serve additional terms

after a one-year break in service on the Board. Governor Appointees are appointed to serve terms determined by the Governor.

- 3.3.2 Any non-Statutory Director may be removed by a two-thirds (2/3) vote of the remaining Directors for failure to attend three (3) consecutive meetings without prior notification of the absence to the Board. Governor Appointees and state mandated eligible Directors and may not be removed.
- 3.3.3 Any member may resign as a Director by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective. Gubernatorial appointees must also submit resignation to the Executive Office of the Governor.
- 3.3.4 Directors shall not receive compensation of any kind for their services to the Coalition, with the exception of reimbursement for mileage and other expenditures related directly to their participation as a Director.
- 3.3.5 Directors are subject to the ethics provisions outlined in Part III of Chapter 112 of the Florida Statutes, General Provisions; Code of Ethics for Public Officers and Employees.

## **ARTICLE IV**

### **INDEMNIFICATION**

#### **Section 4.1 BOARD INDEMNIFICATION**

The Coalition shall indemnify any Coalition Director, staff person, officer, or former Coalition Director, staff person, or officer for expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been a Coalition Director, staff person, or officer, except in relation to matters in which he was adjudged, in the action, suit or proceeding, to be liable for negligence or misconduct in the performance of his Coalition duties. For purposes of tort liability, each member or employee of an early learning coalition shall be governed by s. 768.28 as described in Section 411.01(5)(a)11., Florida Statutes. Nothing in these bylaws shall act as an express or implied waiver of sovereign immunity.

#### **Section 4.2 RIGHT TO INDEMNIFY**

The right to indemnification under this Article is only available to the extent that the power to indemnify is lawful and to the extent that the person to be indemnified is lawful and to the extent that the person to be indemnified is not insured or otherwise indemnified.

### **Section 4.3 INSURANCE**

The Coalition shall have the power to purchase and maintain insurance sufficient to meet this Article's indemnification requirements.

## **ARTICLE V**

### **MANAGEMENT**

#### **Section 5.1 POWERS AND DUTIES**

The powers, management, and control of the Coalition, and all of its affairs, shall be vested in the Board as outlined in Florida Statutes Chapter 411 and 1002 Part V. The Board, upon appropriate resolution, may delegate certain responsibilities to its Executive Director.

#### **Section 5.2 VOTING**

Any action or decision of the Coalition shall require a majority vote of Director present at a meeting at which a quorum is present.

5.2.1 At any duly noticed meeting of the Board, a majority of the Directors present, with no less than 50% plus one of Directors present, shall constitute a quorum required to conduct business of the Coalition.

At any duly noticed meeting of a Coalition committee, a majority of Directors present, with no less than 3 Directors present, shall constitute a quorum.

5.2.2 No member of the Coalition may appoint a designee to act in his or her place unless otherwise authorized by statute. A member may send a representative to Coalition meetings, but that representative will have no voting privileges nor will the representative's presence be used to constitute a quorum.

5.2.3 A conflict of interest may occur when an item is presented for a vote that will inure to the private gain or loss to a Director or to his or her employer, other than an agency as defined in F.S. 112.313, his family or other party as specified in F.S. 112.3143 and F.S. 112.3135. Directors shall verbally disclose the nature of the conflict and abstain from the vote. Additionally, such Director must submit a written memorandum on Form 8B to be incorporated into the official meeting minutes within 15 days.

### **Section 5.3 MEETINGS**

- 5.3.1. Regular meetings shall be held at a time and date to be decided by the Directors. The Coalition will meet as needed in order to conduct the Coalition's business, but will meet no less than quarterly.
- 5.3.2. Notice of all Coalition meetings will be made pursuant to Florida Statute Chapter 286, Government in the Sunshine and any other requirements as determined by the Florida Office of the Attorney General.
- 5.3.3. An annual meeting of the Coalition will be held each year in the first quarter after the end of the fiscal year.
- 5.3.4. Special meetings of the Directors may be called by, or at the request of, the Chairman of the Board, or any five (5) Directors. The person or persons authorized to call special meetings may fix any place within Pinellas County as the place for holding any special meetings called by them so long as notice of such special meeting is given in compliance with all Government in the Sunshine public noticing requirements.
- 5.3.5. The Chair of the Coalition will determine the agenda and order of business at all Coalition meetings in consultation with the Executive Committee. Agendas shall be available at least five (5) calendar days prior to the next scheduled Board meeting. This proviso does not apply to special meetings.
- 5.3.6 Minutes of all Coalition meetings shall be kept pursuant to Florida Statute Chapter 286, Government in the Sunshine. These minutes shall be available at least five (5) calendar days prior to the next scheduled meeting. These minutes shall be a summary of the meetings containing documentation of all formal motions made by the Coalition.

### **Section 5.4 PARLIAMENTARY AUTHORITY**

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

## **ARTICLE VI**

### **OFFICERS**

#### **Section 6.1 ELECTIONS OF OFFICERS**

A Director shall be eligible for nomination and election to any elective office of the Coalition.

- 6.1.1. The Board Development and Nominating Committee, appointed by the Chair and approved by the Directors, shall convene for the purpose of certifying the eligibility of candidates for office and to prepare an official slate of nominees. Any person so nominated shall have given prior consent to nomination and election as an officer. Nominations may be made from the floor with prior consent of the nominee.
- 6.1.2. Each elected officer shall take office at the end of the annual meeting where they will be installed and shall serve for a term of one year or until a successor is duly qualified and elected. Officers may serve in the same position for a maximum of two consecutive years with the exception of the Governor-appointed chair.
- 6.1.3. If an office is vacated prior to the completion of a the term, another member may be appointed by the Chair and approved by the Directors to fill the vacancy.

## **Section 6.2 OFFICERS OF THE COALITION**

- 6.2.1. Officers of the Coalition shall include a Chair appointed by the Governor, a Vice Chair, a Treasurer and a Secretary.
- 6.2.2. The Chair shall preside at all meetings of the Coalition. The Chair shall appoint, with the approval of the Coalition, chairpersons of all committees and perform such other duties as prescribed by the Coalition.
- 6.2.3. The Vice-Chair shall perform the duties of the Chair when the Chair is absent or unavailable to serve and shall have such other responsibilities as may be designated by the Chair.
- 6.2.4. The Treasurer shall Chair the Finance/Audit Committee and keep an account of monies received and expended for the use of the Coalition and shall make a report at all regularly scheduled Coalition meetings.
- 6.2.5. The Secretary shall ensure that notice required by these bylaws is given and records kept of all proceedings of the Coalition. The Secretary may perform any other duties as assigned by the Chair of the Coalition.

## **ARTICLE VII**

### **COMMITTEES**

## **Section 7.1 COMMITTEES AND COMMITTEE MEMBERSHIP**

Standing and/or special committees (each hereinafter referred to as a “Committee”) may be established by the Board, as it deems necessary.

7.1.1. Standing Committees of the Coalition shall include:

An Executive Committee, a Finance/Audit Committee, and a Board Development and Nominating Committee. Each of these committees may designate sub-committees. Chairman of all committees shall be appointed by the Chair of the Coalition and approved by the Directors to serve for one year.

7.1.2. Each Committee shall consist of the Committee Chair and at least two additional Directors of the Coalition. Additional representatives from the community may serve on Committees, as needed, to carry on the work of the Committee.

7.1.3. Each Committee shall meet, as necessary, at meeting times designated by the Committee Chair.

7.1.4. Notice of all Committee meetings will be made pursuant to Chapter 286, Government in the Sunshine.

7.1.5. Voting members of each Committee must be Directors of the Coalition.

## **Section 7.2 EXECUTIVE COMMITTEE**

7.2.1. The Executive Committee shall oversee routine operations of the Coalition and act on behalf of the Coalition, during on-demand activities that occur between regular meetings of the Coalition. These acts will be presented for full Coalition review and ratification at the next regularly scheduled meeting of the Board.

7.2.2. The Executive Committee membership is comprised of the Chair, Vice-Chair, Secretary, Treasurer, and such other officers and committee chairs, and other Directors as selected by the Chair and approved by the Board.

7.2.3. The Executive Committee has full and singular responsibility to negotiate salary of the Executive Director.

## **Section 7.3 FINANCE/AUDIT COMMITTEE**

7.3.1. The Finance/Audit Committee shall oversee the development of the budget, ensure accurate tracking, monitoring and accountability for funds,

and ensure adequate financial controls in coordination with appropriate staff and Directors.

- 7.3.2. The Finance/Audit Committee will be comprised of the Treasurer and other Directors as appointed by the Chair and approved by the Directors.

#### **Section 7.4 BOARD DEVELOPMENT and NOMINATING COMMITTEE**

7.4.1. The Coalition Chair shall appoint the members of the Board Development and Nominating Committee each year. The Board Development and Nominating Committee shall develop procedures and policies, ensure Committee structure and roles, including but not limited to nominating, member recruitment, board development and orientation.

7.4.2. At least two -thirds (2/3) of the Committee members must be Directors of the Coalition. The Board Development and Nominating Committee Chair will be appointed by the Chair of the Coalition and approved by the Directors.

#### **Section 7.5 OTHER COMMITTEES**

7.6.1. The Coalition may create and dissolve other standing or special committees as it deems necessary. The Chair shall appoint members to participate on other committees from time to time at his or her discretion.

### **ARTICLE VIII**

#### **BOOKS AND RECORDS**

#### **Section 8.1 RECORD KEEPING**

8.1.1. Correct and complete books and records of the proceedings of the Coalition and its committees are the responsibility of the elected Secretary. Records of the Coalition's financial accounts are the responsibility of the Treasurer. All records will be kept and maintained at the office of the Coalition and will be subject to the inspection of any Director of the Coalition or the public at any reasonable time. A current and accurate record of the names and addresses of the Directors shall be maintained. Primary responsibility of record keeping will be a staff function.

### **ARTICLE IX**

#### **FINANCIAL MANAGEMENT**

**Section 9.1 FISCAL YEAR**

- 9.1.1. The fiscal year of the Coalition shall begin on July 1 and end on June 30.
- 9.1.2. An audit of the books and records of the Coalition shall be conducted annually. The audit shall be completed within 120 days of the end of the fiscal year and shall be presented to the Directors at the next immediate regularly scheduled meeting of the Coalition.

**Section 9.2 CONTRACTS**

- 9.2.1. The Coalition may authorize in writing any officer(s) of the Coalition, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition, and such authority may be general or confined to specific instances.

**Section 9.3 CHECKS AND DRAFTS**

- 9.3.1. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Coalition shall be signed by such officer(s) of the Coalition as determined by a written resolution of the Directors.

**Section 9.4 DEPOSITS**

- 9.4.1. All funds of the Coalition shall be deposited in a timely manner, to the credit of the Coalition, in such depositories as the Directors may select and as authorized by statute.

**ARTICLE X**

DISSOLUTION

**Section 10.1 DISSOLUTION OF ORGANIZATION**

- 10.1.1 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE XI**

EQUAL OPPORTUNITY

**Section 11.1 EMPLOYMENT AND PARTICIPATION**

11.1.1. The 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 XII**

**BYLAWS**

**Section 12.1 IMPLEMENTATION**

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

**Section 12.2 AMENDMENTS**

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

12.2.2 The Bylaws and Articles of Incorporation of the Early Learning Coalition are a part of the Coalition's Plan and any amendments to the Bylaws or Articles constitutes an amendment to the Plan.

These Bylaws were revised and adopted at a public meeting of the early Learning Coalition of Pinellas County, Inc. on Thursday, July 22, 2010.