

Early Learning Coalition of Broward County, Inc. BYLAWS

ARTICLE I NAME

The name of the organization shall be Early Learning Coalition of Broward County, Inc. hereinafter sometimes referred to as the “Coalition.”

ARTICLE II MISSION AND PURPOSE

Section 2.1 Mission:

To provide the resources, advocacy, leadership, coordination and oversight for early care and education from birth to school age and to support access to school-age care to ensure children’s success in school

Section 2.2 Purpose:

The purpose of the Coalition is to implement an integrated and quality seamless service delivery system for all publicly funded early education and care programs in Broward County serving children from birth to the beginning of the school year for which a child is eligible for admission to kindergarten in a public school as set forth under Section 1003.21(1)(a)2, Florida Statutes.

Section 2.3 Coalition Goals:

- a) Prepare preschool children to enter kindergarten ready to learn, as measured by the criteria established by the Agency for Workforce Innovation, Office of Early Learning (AWI-OEL).
- b) Provide extended-day, extended-year services to the maximum extent possible to meet the needs of parents who work.
- c) Coordinate staff development and teaching opportunities for the employees/Directors/Owners of childcare facilities/family childcare homes and public pre-school staff in Broward County.

- d) Provide expanded access to community services and resources for families to help achieve economic self-sufficiency.
- e) Provide a simplified point of entry for parental access to publicly funded early childhood programs and develop and maintain a unified waiting list.
- f) Continue to serve at least as many children as were served prior to the implementation of the School Readiness Program.
- g) Develop and revise as needed a community plan to address the needs of all eligible children.
- h) Implement a comprehensive program of readiness services that enhance cognitive, social, and physical development of children to achieve the performance standards and outcome measurers specified by the AWI-OEL.
- i) Provide programs that are developmentally appropriate, research-based, and involve parents as their child's first teacher.
- j) Provide programs, which enhance the educational readiness of eligible children, support family education, and a healthy and safe environment that includes a resource and referral network.
- k) The Coalition may also direct funding and services to children 6-12 years for out of school time.

ARTICLE III MEMBERSHIP

The Coalition shall consist of a minimum of 18 members but not more than 35 members, which shall be determined by AWI-OEL policies and procedures that are binding on the Coalition. Membership shall be comprised of statutorily specified and optional members.

Including those private sector members appointed by the Governor, more than one third of the members shall be from the private sector. All members described in Article III of these bylaws shall be voting members, unless otherwise stated herein.

A member who no longer represents their constituency, ceases to be employed within the private sector, or is not reappointed by an appointing authority shall notify the Coalition Chair in writing within ten (10) days or no later than the next Coalition meeting,

whichever comes first. Other than the gubernatorial appointees specified in Section 3.4, once a seat becomes vacant it shall remain vacant until a new representative is selected.

Section 3.1 Designated Members

These individuals shall serve as provided by Florida law. Members (a) – (e), (g), (k) – (m) shall serve continuously while they are in their respective positions.

- (a) Department of Children and Families Services District Administrator or designee (voting member);
- (b) Superintendent of schools or designee (nonvoting member);
- (c) Regional workforce development board Chief Executive or designee (voting member);
- (d) County health department director or designee (voting member);
- (e) President of community college or designee (voting member);
- (f) Member appointed by Board of County Commissioners (voting member);
- (g) Head Start director (nonvoting member);
- (h) Representative of private child care providers, including family day care homes, who shall meet with their constituencies on a regular basis (nonvoting member);
- (i) Representative of faith-based child care providers, who shall meet with their constituencies on a regular basis (nonvoting member);
- (j) Representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act, who shall meet with their constituencies on a regular basis (nonvoting member);
- (k) Children’s Services Council Chair or Chief Executive. This person shall be a voting member of the Coalition unless the council is the fiscal agent or the Council contracts with and receives funds from the Coalition, in which case representative is a nonvoting member;
- (l) Agency head of local licensing agency (voting member);
- (m) Central Agency Administrator (nonvoting member).

Section 3.2 Private Sector Members

In addition to the Chair and two (2) private sector members appointed by the Governor, there shall be private sector members appointed in accordance with the policies and procedures outlined by AWI-OEL, as may be amended from time to time.

Non-gubernatorial appointments shall be appointed from a list of nominees submitted to the Coalition by any Chamber of Commerce and/or any economic development council within the geographic region served by the Coalition, pursuant to the requirements of the Florida School Readiness Act.

More than one-third of the membership must be representative of the private sector. All private sector members shall be voting members.

Private sector business members and their relatives shall not have a substantial financial interest in the design or delivery of the VPK program or the Coalition's school readiness program as set forth in applicable Florida Statutes and AWI-OEL policies, as may be amended from time to time.

Section 3.3 Optional Members

Up to two (2) optional members may be appointed at the discretion of the Coalition. Written applications for membership are accepted and reviewed by the Nominating Committee and submitted to the Coalition for approval.

Optional membership status shall be defined in accordance with the policies and procedures outlined by AWI-OEL, as may be amended from time to time.

Section 3.4 Membership

Except for specified gubernatorial appointed positions, a term of membership for appointed members and members specified in Section 3.1 (f), (h), (i), and (j) shall be four (4) years. This term is intended to be retroactive back to the inception of the Coalition. A member may be reappointed for no more than one additional consecutive term. Such reappointments are made subject to a recommendation by the Nominating Committee. After completing two terms, a person shall be eligible for reappointment after a one year interval. When a vacancy occurs in an appointed position, the Coalition must advertise the vacancy; such vacancies shall be filled in the same manner as the original appointment.

Gubernatorial appointments shall be for the terms specified by the Governor at the time of the appointment. In the event a term for a gubernatorial appointed position expires, the member may continue to serve with full voting privileges until such time that the member is reappointed or a new member is appointed by the Governor. The expiration of the term shall be advertised in accordance with Section

3.7 of these bylaws.

Section 3.5 Voting Rights

All Coalition members, authorized to vote pursuant to Article III, shall have one vote. All members must be present in order to vote.

A voting member of the Coalition may not appoint a designee to act in his or her place, except as otherwise provided in this section. A voting member may send a representative to Coalition meetings, but that representative does not have voting privileges. When the District Administrator for the Department of Children and Family Services appoints a designee, the designee shall be the voting member of the Coalition, and any individual attending in his or her place, including the District Administrator, shall have no voting privileges.

Section 3.6 Resignations and Absences

A member resigning from the Coalition shall give a written statement to the Coalition Chair. Such resignation shall take effect at the time specified in the statement of resignation and the acceptance of such resignation shall not be necessary to make it effective.

Other than those members specified in Section 3.1 (a) – (e), (g), and (k)-(m) above absences from three (3) consecutive meetings or four (4) total regularly scheduled monthly meetings within a twelve (12) month fiscal year period may be construed by the Coalition as a resignation from the Coalition. Under these circumstances, the Coalition Chair shall advise the delinquent member and upon recommendation from the Coalition Board , advise the appropriate appointing authority. The delinquent member shall provide written explanation of the absences to the Coalition. The Coalition may elect to maintain that member's services.

With respect to members specified in Section 3.1 (a) – (e), (g), and (k) – (m) above and gubernatorial appointments, the Coalition Chair, upon recommendation from the Coalition Board, shall write the appointing authority, including the Governor of the State of Florida, notifying of the member's absences for any member who misses three (3) consecutive meetings or four (4) total regularly scheduled monthly meetings within a twelve (12) month fiscal year period.

Section 3.7 Vacancies

The Nominating Committee shall use best efforts to provide recommendation(s) to the Coalition upon vacancy of any non-

gubernatorial Coalition appointed position in Section 3.2 within sixty (60) days of receiving notification of the vacancy. The Coalition shall advertise all vacancies and make recommendations only after receiving a list of nominees provided to the Coalition by any Chamber of Commerce or any economic development council within Broward County.

The Coalition Chair, after being duly advised by Coalition Staff, shall request an appointment from the authorities referenced in Section 3.1 within ten (10) days after receiving notification of a vacancy.

The Nominating Committee shall request that recommendations be provided from peer groups of private child care providers, faith-based child care providers and representatives from programs for children with disabilities in Section 3.1 within sixty (60) calendar days and use best efforts to choose from such lists of recommended provider(s) within thirty (30) calendar days for nominations to the Coalition. The Coalition may accept or reject said nominations.

The Nominating Committee may provide recommendation(s) to the Coalition upon vacancy of Optional Members as specified in Section 3.3

When a vacancy occurs within any position, the Coalition must advertise the vacancy within thirty (30) days.

Section 3.8 Conflict of Interest

Notwithstanding Section 112.3143, Florida Statutes (Voting Conflicts), no member of the Coalition may participate or vote upon any measure which would inure to their special private gain or loss or that of the principal whom they represent. The term participate means any attempt to influence the decision by oral or written communication. It is the duty of all members of the Coalition to make known through verbal or written communication to the Chairperson and the Coalition members of all possible or apparent conflicts and to refrain from voting and/or participation regarding actions to be taken on the item on which they have a conflict of interest. This applies to nonvoting members as well. This is not to preclude Coalition members from responding to informational questions directed to them.

ARTICLE IV OFFICERS

Section 4.1 Officers

The Governor of the state shall appoint the Chair of the Coalition. The Coalition shall elect a Vice-Chairperson, Secretary, and Treasurer from voting members of the Coalition. Other officers shall be elected as deemed necessary by the Coalition. Neither the Chairperson, Vice-Chairperson nor the Treasurer shall be employed by an entity receiving financial remuneration from the Coalition.

Section 4.2 Elections and Terms of Office

Except for the Chair, each officer shall be elected by a majority of the voting membership present for a one (1) year term. No officer may hold the same office for more than two (2) consecutive terms. Terms of office shall coincide with the Coalition's fiscal year. Election of Officers shall take place at the annual meeting in June.

Section 4.3 Duties of Officers

1. The Chair shall:
 - a) preside at all Board meetings of the Coalition;
 - b) be an ex officio member of all committees of the Coalition except the Nominating Committee;
 - c) create and appoint all advisory Coalition committees, the term of which shall not exceed the term of the Chair; and
 - d) execute all contracts duly approved by the Coalition; and
 - e) perform all of the duties usually pertaining to the office of Chair.
2. The Vice-Chair shall:
 - a) preside at all Board meetings of the Coalition in the absence of the Chair;
 - b) perform all such duties usually pertaining to the office of Vice-Chair; and
 - c) assume the duties of the Chair, in the event that office becomes vacant, until the Governor fills such vacancy.
3. The Secretary shall:
 - a) preside at all Board meetings of the Coalition in the absence of the Chair and Vice-chair;
 - b) perform all such duties usually pertaining to the office of the Secretary; and

- c) confirm recording of the official minutes at each meeting of the Coalition and review the minutes for accuracy prior to submission to the Coalition.

4. The Treasurer shall:

- a) preside at all Board meetings of the Coalition in the absence of the Chair and Vice Chair and Secretary;
- b) chair the Finance Committee; and
- c) perform all such duties usually pertaining to the office of the Treasurer.

Section 4.4 Resignation and Removal of Officers

Resignation of officers shall be accepted under the same terms as those outlined in Section 3.6 of these bylaws.

Except for the Chair, the Coalition may remove any officer at any time, with or without cause by two-thirds of the voting members in attendance at a meeting for which a quorum is present. Vacancies created by said resignation or removal shall be filled by a majority vote of the voting members of the Coalition as recommended by the Nominating Committee.

ARTICLE V MEETINGS

Section 5.1 Meeting Times

The Coalition shall meet a minimum of six (6) times per year. All meetings must be publicly noticed in accordance with Government in the Sunshine Law. The Coalition's annual meeting shall be held in June.

Section 5.2 Fiscal Year

The Coalition's fiscal year shall commence July 1 of each year and continue through June 30 of the following year.

Section 5.3 Notices of Meetings

All notices shall be in writing and shall set forth the time, date and place of any meeting. A notice shall be delivered by US mail, or in person, or by facsimile or by electronic mail at least forty-eight (48) hours prior to the meeting.

Section 5.4 Special Meetings

The Chairperson or Vice-Chairperson in the absence of the Chairperson, or Secretary in the absence of the Chairperson and Vice-Chairperson, or Treasurer in the absence of the Chairperson and Vice-Chairperson and Secretary may call special meetings for any purpose(s) with adequate notice.

Adequate notice shall be defined as at least forty-eight (48) hours in advance. Such notice shall be given to all members of the Coalition, accompanied by an agenda specifying the subject of the special meeting. The minutes of the meeting shall show the manner and method of notice given to each member.

Section 5.5 Quorum

A majority of the voting membership of the Coalition shall constitute a quorum required to conduct business of the Coalition.

Section 5.6 Minutes

Minutes of each meeting of the Coalition shall be accurately taken, preserved and provided to members at or before the next regular meeting.

ARTICLE VI COMMITTEES

Section 6.1 Standing Committees

The Coalition may establish or dissolve standing committees after approval by the Coalition and subsequent amendment to the bylaws. Membership on such committees shall be consistent with the fiscal year. Such standing committees shall consist of the following:

A Executive Committee

The Executive Committee of the Coalition is made up of the Chair, Vice-Chair, Secretary, Treasurer, Immediate Past Chair (if such person is a member of the Coalition), and the chairs of all standing committees. Only voting members of the Coalition can vote on the Executive Committee.

The Executive Committee shall have the authority to act on behalf of the Coalition between Coalition meetings, when necessary to conduct business in a timely manner. Nominations are specifically excluded from this authority. Any such action shall be communicated in full to the Coalition no later than the next Coalition meeting.

The Executive Committee may develop the Coalition meeting agenda, formulate policy issues for Coalition consideration, review the Executive Director's evaluation and recommendations for service contract renewal, and address any minor housekeeping items.

The Executive Committee may, among other things, preview the Coalition's finances, contract negotiations, staff concerns, and/or legislative proposals, in order to alert the Coalition to issues of interest prior to the next Coalition meeting.

All Executive Committee minutes shall be made available to every Coalition member.

B Nominating Committee

The members of the Coalition, at any Coalition meeting, may elect from among its members, a Nominating Committee. The Nominating Committee shall consist of at least three (3) members who are not officers of the Coalition.

The Nominating Committee is responsible for the nomination of all elected officers, to be voted on at the annual meeting. The Committee shall also review all applications for membership and to make recommendations on membership to the Coalition consistent with these bylaws.

C Finance Committee

The members of the Finance Committee shall be appointed by the Coalition Chair with the Treasurer of the Coalition serving as Committee Chair. From time to time the Coalition Chair may designate persons not on the Coalition to serve on the Finance Committee who shall be non-voting members of the Committee.

The Finance Committee shall be responsible for overseeing the financial operation of the Coalition and its duties shall include reviews of:

- a) the annual operating budget for services and administration;
- b) all providers for the Coalition's financial services;

- c) the Coalition's annual audit and make recommendations for improvement where necessary;
- d) monthly monitoring reports on contract compliance;

All Finance Committee recommendations shall go to the Coalition for final action.

D Personnel Committee

The Chair and members of the Personnel Committee shall be appointed by the Coalition Chair from the Coalition membership.

The Personnel Committee shall manage the evaluation process and contract negotiation for the Executive Director. They shall also review and recommend personnel policies, job descriptions, and staff salary ranges.

The Personnel Committee recommendations shall go to the Coalition for final action.

Section 6.2 Committee Governance

A majority of any committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Article VII Executive Director

The Executive Director shall be initially employed by a written Contract voted affirmatively by a two-thirds majority vote of all voting members of the Coalition. For each employment year thereafter, a contract shall be voted upon by a majority vote of all voting members of the Coalition in attendance. The Executive Director shall perform such administrative duties as may normally be performed by a Chief Executive Officer as specified in the job description and agreed to in the Contract. The Executive Director's performance shall be evaluated annually by the Coalition.

In the event of an emergency, the Executive Director, in concurrence with a member of the Executive Committee, can take whatever action is necessary to maintain the integrity of the organization, ensure proper supervision of children or smooth deployment of resources. The action, including the nature of the emergency and the need to act, shall be explained in written form at the next scheduled Coalition meeting and reviewed by the Coalition.

ARTICLE VIII LIABILITY

The Coalition shall indemnify to the full extent permitted by law against damages, judgments, settlements, costs, charges and expenses incurred in connection with the defense of any action, suit or proceeding or any appeal there from, any Coalition member or officer made or threatened to be made a party to such action, suit or proceeding, whether civil or criminal, by reason of the fact that such person is or was an officer or member of the Coalition and acting in an official capacity of the Coalition, unless such officer or members actions are in violation of Florida Statutes Chapter 617 or any other relevant statute, pursuant to Florida law.

ARTICLE IX Prohibition on Lobbying

The Coalition shall not award funding to an organization, person, or entity which has consented to or acquiesced in the employment of a person whose responsibilities are to lobby a member of the Coalition on behalf of the organization, person, or entity which seeks funding from the Coalition. Subject to the foregoing, an officer, director, official, principal, bona fide employee of an organization, person or entity seeking funding may engage in lobbying without payment of any compensation or reimbursement of expenses for such lobbying, whether directly or indirectly.

CONTACT AFTER PROPOSER'S SUBMITTAL: Any proposer or a lobbyist (paid or unpaid) for a proposer is prohibited from having any private communication concerning any procurement process or any response to a procurement process with any member or the Executive Director after the issuance of a funding opportunity and until completion of the contract award. A proposal from any organization shall be disqualified when the proposer or a lobbyist (paid or unpaid) for the proposer violates this condition of the procurement process.

ARTICLE X RULES OF ORDER

Robert's Rules of Order, as amended, shall be the parliamentary authority for all matters or procedures not specifically covered in the bylaws.

ARTICLE XI ETHICS

Each member of the Coalition is subject to Florida Statutes ss.112.313, 112.3135 and 112.3143.

ARTICLE XII REVISION/REPEAL OF BYLAWS

These bylaws may be amended, repealed or altered in whole or in part, at any regular or special meeting, by a two-thirds (2/3) majority vote of the voting members of the Coalition. Any proposal to amend, repeal or alter these bylaws shall be delivered in writing to members of the Coalition not less than fifteen (15) calendar days before the meeting in which the proposal is to be considered.

The Coalition's Articles of Incorporation and Bylaws are a part of the Coalition's required Plan and any amendment to them shall constitute an amendment to the Plan.

ARTICLE XIII IMPLEMENTATION

These bylaws shall become effective immediately upon adoption.