

# Agenda

Early Learning Coalition of Broward County, Inc.

## **By-Laws Committee**

Monday, September 19, 2011

3:00 pm

6301 NW 5<sup>th</sup> Avenue, Suite 3400

Ft. Lauderdale, Florida

1. Welcome and Call to Order Cindy Arenberg Seltzer
2. Approval of Minutes of June 21, 2011 **(Tab 1)**
3. Consideration of By-Laws for Proposed Changes **(Tab 2)**
4. Clean copy of By-laws without tracked Changes **(Tab 3)**
5. Unfinished Business
6. New Business
7. Next Meeting Date
8. Public Comment
9. Adjourn



# By-Laws Committee Meeting

6/21/2011

2:30 PM

6301 NW 5th Way, Suite 3400  
Fort Lauderdale, FL

**Members in Attendance:**

Cindy Arenberg Seltzer, Chair, Stacy Angier, Jeffrey Dwyer, Kimberly Welles, Larry Rein

**Members Absent:**

Penny Westberry, CEO, Debbie Bainton, Executive Assistant

**Staff in Attendance:**

Burnadette Norris-Weeks, General Counsel

**Others in Attendance:**

### 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

### Welcome and Call to Order

Cindy Arenberg Seltzer called the meeting to order at 3:04 pm. Self introductions were made.

### Approval of Minutes 12/21/10 and 3/15/11

**Motion** made by Jeffrey Dwyer to approve the minutes of 12/21/10 and 3/15/11 with the caveat that if General Counsel finds some issue the Committee has the option to change the minutes. **Seconded** by Larry Rein. **Unanimously approved.**

**Action items:**

Keep minutes on File

**Person responsible:**

Executive Assistant

**Deadline:**

6/22/11

Considerations of By-Laws for Proposed Changes

The Committee discussed changes to the by-laws. The by-laws were projected onto a screen and changes were made directly to the projected by-laws. The Committee started this review at Article 5.

Ms. Arenberg Seltzer stated that the Personnel Committee asked that the By-Laws reconsider the existence of the Personnel Committee. It was noted that at the Board Retreat it was recommended that the CEO should take care of personnel matters with the supervision of the Executive Committee.

**Motion** made by Stacy Angier that the Audit Committee is a Standing Committee. **Seconded** by Larry Rein. **Motion passed**

It was requested that at the next meeting a “clean” copy be supplied which compares the current recommendations to the original by-laws..

Unfinished Business

None

New Business – No Discussion

Next Meeting Date

TBD

Public Comment – No Comment

Adjourn

The meeting adjourned at 5:20 pm

These minutes contain the action items of the meeting of the By-Laws Committee of the Early Learning Coalition. They do not include all facets of each issue discussed. A tape recording of the meeting is held in the Coalition office. Corrections from the Committee will be taken prior to approval at the next meeting.

Submitted by  
Debbie Bainton

# 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 and Goals:

To further the goals as set forth in the Florida Statutes and by the Coalition.

## ARTICLE III MEMBERSHIP

The Membership of the Coalition shall be consistent with Florida Statutes and governing agencies' rules and policies, as may be amended from time to time.

The Coalition Membership shall include required members, conditional members, private sector business members and up to two (2) optional members may be appointed at the discretion of the Coalition, subject to the standards and guidelines set forth in the governing agencies' rules and policies.

### Section 3.1 Membership

Amended and Approved

**Comment [B1]:** Removed to simplify and condense bylaws.

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The purpose of the Coalition is to implement an integrated

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Section 2.3 . Coalition Goals:¶

¶  
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). ¶

¶  
Provide extended-day, extended-year services to the maximum extent possible to meet the needs of parents who work. ¶

¶  
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.¶

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~~Other than for persons who serve by virtue of their positions as specified in Florida Statutes, a term of Membership shall be four (4) years. A member may be reappointed for no more than one additional consecutive term. Such reappointments are made subject to a recommendation by the Governance Committee. 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.~~

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### Section 3.2 Voting Rights

~~Members must be present in order to vote at Coalition meetings. As determined by Coalition policy, Coalition members and at-large committee members may be permitted to vote by telephone at certain committee meetings.~~

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A voting member of the Coalition may not appoint a designee to act in his or her place, except as otherwise permitted by Florida Statutes. When a designee is appointed by a person or entity which has the authority to designate a member, the designee shall be the voting member of the Coalition. A voting member may send a representative to Coalition meetings, but that representative shall not have voting privileges.

### Section 3.3 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.

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~~Coalition members shall be expected to attend all meetings.~~

~~Other than for members who serve by virtue of their positions, absences from three (3) consecutive meetings or four (4) total regularly scheduled monthly meetings within a twelve (12) month fiscal year period may be cause for termination of Membership. Such instances shall be reviewed by the Governance Committee, which in its discretion may decide to take no action. Where applicable, the Governance Committee may recommend termination.~~

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With respect to members serving by virtue of their position and gubernatorial appointments, the Coalition Chair, after recommendation from the Governance Committee, shall provide written notification to the appointing authority, including the Governor of the State of Florida,

- Comment [B4]: The revision was made to
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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.

Prior to consideration of the Membership status or any other action by the Governance Committee or the Coalition, the absent member shall be provided with notification of the date, time and place where consideration of Coalition Membership status will be discussed.

Section 3.4 Vacancies

The Coalition, through its staff, shall advertise all appointed position vacancies within thirty (30) days of receiving notification of the vacancy. The Governance Committee shall use best efforts to provide recommendation(s) for filling the non-gubernatorial vacancies to the Coalition within 60 days of the advertisement of the vacancy.

The Coalition, through its staff, shall request recommendations from peer groups of private for-profit child care providers, faith-based child care providers and representatives from programs for children with disabilities within thirty (30) days of receiving notification of the vacancy. The Governance Committee shall use best efforts to provide recommendations for filling said vacancies within sixty (60) days of receiving the lists.

The Coalition may accept or reject all nominations coming from the Governance Committee.

Section 3.5 Conflict of Interest

Notwithstanding Section 112.3143, Florida Statutes (Voting Conflicts), no Coalition or at-large Committee members 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 Chair 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 does not preclude Coalition or at-large

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- ¶ When a vacancy occurs within any position, the Coalition must advertise the vacancy within thirty (30) days. ¶
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Committee members from responding to informational questions directed to them.

## ARTICLE IV OFFICERS

### Section 4.1 Officers

The Governor shall appoint the Chair of the Coalition. The Coalition shall elect a First Vice-Chair, a Second Vice-Chair, Secretary, and Treasurer from voting members of the Coalition. Other officers shall be elected as deemed necessary by the Coalition. No Officer shall be employed by an entity receiving financial remuneration from the Coalition.

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### 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. Officer vacancies shall be filled pursuant to Section 4.4

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### Section 4.3 Duties of Officers

#### 1. The Chair shall:

- a) preside at all Coalition meetings;
- b) be an ex officio member of all committees of the Coalition except the Governance/Committee;
- c) create and appoint all advisory Coalition committees, the term of which shall not exceed the term of the Chair;
- d) execute all contracts duly approved by the Coalition;
- e) perform all of the duties usually pertaining to the office of Chair.

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#### 2. The First Vice-Chair shall:

- a) Serve as the Chair of the Governance Committee;
- b) preside at all Coalition meetings in the absence of the Chair;
- c) assume the duties of the Chair, in the event that office becomes vacant, until the Governor fills such vacancy.

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d) perform all of the duties usually pertaining to the office of First Vice-Chair.

3. The Second Vice-Chair shall:

- a) preside at the Coalition meetings in the absence of the Chair and the First Vice Chair;
- b) assume the duties of the First Vice-Chair, in the event that office becomes vacant.
- c) perform such duties usually pertaining to the office of Second Vice-Chair.

4. The Secretary shall:

- a) preside at all Coalition meetings in the absence of the Chair, First Vice-Chair and Second Vice-Chair;
- b) perform such duties usually pertaining to the office of the Secretary;
- 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.

5. The Treasurer shall:

- a) preside at all Coalition meetings of the Coalition in the absence of the Chair, First Vice-Chair, Second Vice-Chair and Secretary;
- b) chair the Finance Committee;
- c) perform 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 3.3 of these bylaws. Officers elected midterm shall fulfill the unexpired term.

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

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members of the Coalition as recommended by the Governance Committee.

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## ARTICLE V MEETINGS

### Section 5.1 Meeting Times

The Coalition shall meet a minimum of six (6) times per year. The Coalition's annual meeting shall be held in June.

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### 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 to all Coalition members by US mail, or in person, or by facsimile or by electronic mail at least forty-eight (48) hours prior to the meeting. All meetings must be publicly noticed in accordance with Government in the Sunshine Law.

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### Section 5.4 Special Meetings

The Chair or First Vice-Chair in the absence of the Chair, or Second Vice-Chair in the absence of the Chair and First Vice-Chair, or the Secretary in the absence of the Chair, First Vice Chair and Second Vice-Chair or the Treasurer in the absence of all other officers may call special meetings for any purpose(s) with adequate notice.

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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 and the public in accordance with Section 5.3, 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 Participation at Meetings by Telecommunications

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The Coalition may establish policies and procedures for telephonic. The Coalition may use any method of telecommunications to conduct meetings. Such policies and procedures shall ensure reasonable public access and participation, as appropriate. For voting purposes, a quorum may be established by telephone.

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Section 5.6 Quorum

A majority of the Membership of the Coalition shall constitute a quorum required to conduct business of the Coalition at any regular or special Coalition meeting.

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Section 5.7 Minutes

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

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## ARTICLE VI COMMITTEES

For purposes of these bylaws, the definition of "at-large member" or "at large committee member" shall mean a community volunteer who is selected by the Committee Chair. Such member shall have voting rights at committee meetings and is subject to the quorum requirements of Section 5.7 of these bylaws.

**Comment [B6]:** There was discussion of the need to build more of a community interest in the Coalition which was the initial reason for the revision.

The committee previously discussed that there should be, at least, one at-large member serving on every Coalition committee -- with the exception of Executive Committee and the Resource Development Committee. At the last bylaws meeting, it was discussed that adding up to 40 % would address the same issue. Question -- is it the intent to still have language of "at least one?"

Section 6.1 Standing Committees

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, First Vice-Chair, Second Vice Chair, Secretary, Treasurer, Immediate Past Chair (if such person is a member of the Coalition), and the chairs of all standing committees.

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The Coalition may establish or dissolve standing committees after approval by the Coalition and subsequent amendment to the bylaws

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**Comment [B7]:** Verify that the first sentence is to be removed. It previously read: Only voting members of the Coalition may vote on the Executive Committee. The new language in section covers the removed language. Note: There is similar language in 6.3

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

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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 Chief Executive Officer's evaluation and recommendations for service contract renewal, and address any minor housekeeping items.

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

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Comment [B8]: There was discussion that this duty does not belong in the finance section of the bylaws, but rather should be a duty of the Executive Committee.

Vice Chairs of committees may attend in the absence of Committee Chairs, however, only members of the Coalition may vote. All Executive Committee minutes shall be made available to every Coalition member.

Comment [B9]: Similar language is in Section 6.3. Bring to the attention of the committee.

#### B Governance Committee

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The members of the Governance Committee shall be appointed by the Chair. Committee. The committee shall consist of at least five (5) members of the Coalition, including the First Vice-Chair, Second Vice-Chair and at least one (1) at-large member.

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The Governance Committee is responsible for the nomination of all elected officers, to be voted on at the annual meeting. The Committee shall also review standards for director qualifications; review candidates for the Coalition; review all applications for Membership; review Coalition orientation manuals and education manuals; recommend changes to corporate organizational documents and other governance policies and procedures. Recommendations on Membership to the Coalition shall be consistent with these bylaws. Officers of the Coalition may not discuss or vote on the slate of officers to be considered by the Coalition.

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Governance Committee recommendations that require Coalition action shall go to the Coalition for final action

#### 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.

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

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- a) Recommend the annual operating budget for services and administration;
- b) Recommend all providers for the Coalition's financial services;
- c) Review the Coalition's annual audit and make recommendations for improvement where necessary;
- d) Review the Coalition's financial statements;

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Finance Committee recommendations that require Coalition action 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.

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

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Develop and recommend changes to the CEO succession policy.

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

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#### E. Resource Development Committee

The Chair of the Coalition shall appoint the Chair of the Resource Development Committee, and any number of Coalition members.

The Chair of the Resource Development Committee may appoint any number of community business leaders, corporate representatives and community stakeholders who are not also Coalition members.

Comment [RVB10]: The at-large members will have a vote at CRD committee meetings.

The goal of the Committee shall be to review and implement best practices for innovative fund development and the advocacy of resource development.

Resource Development Committee recommendations that require Coalition action shall go to the Coalition for final action

#### F Audit Committee

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The Audit Committee shall not be a non-standing committee. The Chair and members of the Audit Committee shall be appointed by the Coalition Chair and confirmed by the Coalition board.

The Audit Committee Membership shall consist of, at least, five members. At least one (1) committee member shall have accounting or financial management expertise.

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The Audit Committee shall be:

a) authorized to recommend the hiring and termination of the Coalition's outside auditors;

b) responsible for proposing policies relating to non-audit services provided by the outside auditor to the Coalition and other aspects of the Coalition-auditor relationship that potentially could affect the auditor's independence;

c) responsible for reviewing and commenting on the adequacy of the Corporation's financial disclosure and internal controls; and

e) responsible for all other audit-related activities that are requested by the Coalition.

Comment [B11]: Audit Committee language was added to comport with Sarbanes-Oxley related standards. The Bylaws committee will discuss at the next meeting.

### Section 6.3 Committee Governance

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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.

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There shall be a Chair and Vice-Chair of each Coalition committee. Each year, the Committee Chair shall be appointed by the Chair of the Coalition and such Chair may serve for up to two (2) one year terms. The Vice-Chair shall be elected by a majority vote of the committee members present at any committee meeting and may serve for up to two (2) one year terms. Any Vice Chair of a Coalition committee, who is also a voting member of the Coalition, may vote in the absence of the Committee Chairperson at any Executive Committee meeting.

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The Coalition may establish new standing committees or dissolve existing ones in accordance with Article XII

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## Article VII Chief Executive Officer

The Chief Executive Officer 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 subsequent employment year, a contract shall be approved by a majority vote of all voting members of the Coalition in attendance, and performance shall be evaluated annually. The Chief Executive Officer 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.

In the event of an emergency, the Chief Executive Officer, 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.

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## 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.

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## 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.

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CONTACT AFTER PROPOSER'S SUBMITTAL: Any proposer or a lobbying (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 Chief Executive Officer after the issuance of a funding opportunity and until completion of the contract award. A proposal from any organization shall be disqualified

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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 require an amendment to the Plan.

## ARTICLE XIII IMPLEMENTATION

These bylaws shall become effective immediately upon adoption.

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# 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 and Goals:

To further the goals as set forth in the Florida Statutes and by the Coalition.

## ARTICLE III MEMBERSHIP

The Membership of the Coalition shall be consistent with Florida Statutes and governing agencies’ rules and policies, as may be amended from time to time.

The Coalition Membership shall include required members, conditional members, private sector business members and up to two (2) optional members may be appointed at the discretion of the Coalition subject to the standards and guidelines set forth in the governing agencies’ rules and policies.

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### Section 3.1 Membership

Other than for persons who serve by virtue of their positions as specified in Florida Statutes, a term of Membership shall be four (4) years. A member may be reappointed for no more than one additional consecutive term. Such reappointments are made subject to a recommendation by the Governance Committee. 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.

### Section 3.2 Voting Rights

Members must be present in order to vote at Coalition meetings. As determined by Coalition policy, Coalition members and at-large committee members may be permitted to vote by telephone at certain committee meetings.

A voting member of the Coalition may not appoint a designee to act in his or her place, except as otherwise permitted by Florida Statutes. When a designee is appointed by a person or entity which has the authority to designate a member, the designee shall be the voting member of the Coalition. A voting member may send a representative to Coalition meetings, but that representative shall not have voting privileges.

### Section 3.3 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.

Coalition members shall be expected to attend all meetings.

Other than for members who serve by virtue of their positions, absences from three (3) consecutive meetings or four (4) total regularly scheduled monthly meetings within a twelve (12) month fiscal year period may be cause for termination of Membership. Such instances shall be reviewed by the Governance Committee, which in its discretion may decide to take no action. Where applicable, the Governance Committee may recommend termination.

With respect to members serving by virtue of their position and gubernatorial appointments, the Coalition Chair, after recommendation from the Governance Committee, shall provide written notification to 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.

Prior to consideration of the Membership status or any other action by the Governance Committee or the Coalition, the absent member shall be provided with notification of the date, time and place where consideration of Coalition Membership status will be discussed.

#### Section 3.4 Vacancies

The Coalition, through its staff, shall advertise all appointed position vacancies within thirty (30) days of receiving notification of the vacancy. The Governance Committee shall use best efforts to provide recommendation(s) for filling the non-gubernatorial vacancies to the Coalition within 60 days of the advertisement of the vacancy.

The Coalition, through its staff, shall request recommendations from peer groups of private for-profit child care providers, faith-based child care providers and representatives from programs for children with disabilities within thirty (30) days of receiving notification of the vacancy. The Governance Committee shall use best efforts to provide recommendations for filling said vacancies within sixty (60) days of receiving the lists.

The Coalition may accept or reject all nominations coming from the Governance Committee.

#### Section 3.5 Conflict of Interest

Notwithstanding Section 112.3143, Florida Statutes (Voting Conflicts), no Coalition or at-large Committee members 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 Chair 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 does not preclude Coalition or at-large

Committee members from responding to informational questions directed to them.

## ARTICLE IV OFFICERS

### Section 4.1 Officers

The Governor shall appoint the Chair of the Coalition. The Coalition shall elect a First Vice-Chair, a Second Vice-Chair, Secretary, and Treasurer from voting members of the Coalition. Other officers shall be elected as deemed necessary by the Coalition. No Officer 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. Officer vacancies shall be filled pursuant to Section 4.4

### Section 4.3 Duties of Officers

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

- d) perform all of the duties usually pertaining to the office of First Vice-Chair.

3. The Second Vice-Chair shall:

- a) preside at the Coalition meetings in the absence of the Chair and the First Vice Chair;
- b) assume the duties of the First Vice-Chair, in the event that office becomes vacant.
- c) perform such duties usually pertaining to the office of Second Vice-Chair.

4. The Secretary shall:

- a) preside at all Coalition meetings in the absence of the Chair, First Vice-Chair and Second Vice-Chair;
- b) perform such duties usually pertaining to the office of the Secretary;
- 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.

5. The Treasurer shall:

- a) preside at all Coalition meetings of the Coalition in the absence of the Chair, First Vice-Chair, Second Vice-Chair and Secretary;
- b) chair the Finance Committee;
- c) perform 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 3.3 of these bylaws. Officers elected midterm shall fulfill the unexpired term.

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 Governance Committee.

## ARTICLE V MEETINGS

### Section 5.1 Meeting Times

The Coalition shall meet a minimum of six (6) times per year. 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 to all Coalition members by US mail, or in person, or by facsimile or by electronic mail at least forty-eight (48) hours prior to the meeting. All meetings must be publicly noticed in accordance with Government in the Sunshine Law.

### Section 5.4 Special Meetings

The Chair or First Vice-Chair in the absence of the Chair, or Second Vice-Chair in the absence of the Chair and First Vice-Chair, or the Secretary in the absence of the Chair, First Vice Chair and Second Vice-Chair or the Treasurer in the absence of all other officers 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 and the public in accordance with Section 5.3, 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 Participation at Meetings by Telecommunications

The Coalition may establish policies and procedures for telephonic. The Coalition may use any method of telecommunications to conduct meetings. Such policies and procedures shall ensure reasonable public access and participation, as appropriate. For voting purposes, a quorum may be established by telephone.

Section 5.6 Quorum

A majority of the Membership of the Coalition shall constitute a quorum required to conduct business of the Coalition at any regular or special Coalition meeting.

Section 5.7 Minutes

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

## ARTICLE VI COMMITTEES

For purposes of these bylaws, the definition of “at-large member” or “at large committee member” shall mean a community volunteer who is selected by the Committee Chair. Such member shall have voting rights at committee meetings and is subject to the quorum requirements of Section 5.7 of these bylaws.

Section 6.1 Standing Committees

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, First Vice-Chair, Second Vice Chair, Secretary, Treasurer, Immediate Past Chair (if such person is a member of the Coalition), and the chairs of all standing committees.

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 Chief Executive Officer's evaluation and recommendations for service contract renewal, and address any minor housekeeping items.

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

Vice Chairs of committees may attend in the absence of Committee Chairs, however, only members of the Coalition may vote. All Executive Committee minutes shall be made available to every Coalition member.

## B Governance Committee

The members of the Governance Committee shall be appointed by the Chair. Committee. The committee shall consist of at least five (5) members of the Coalition, including the First Vice-Chair, Second Vice-Chair and at least one (1) at-large member.

The Governance Committee is responsible for the nomination of all elected officers, to be voted on at the annual meeting. The Committee shall also review standards for director qualifications; review candidates for the Coalition; review all applications for Membership; review Coalition orientation manuals and education manuals; recommend changes to corporate organizational documents and other governance policies and procedures. Recommendations on Membership to the Coalition shall be consistent with these bylaws. Officers of the Coalition may not discuss or vote on the slate of officers to be considered by the Coalition.

Governance Committee recommendations that require Coalition action shall go to the Coalition for final action

## 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 ::

- a) Recommend the annual operating budget for services and administration;
- b) Recommend all providers for the Coalition's financial services;
- c) Review the Coalition's annual audit and make recommendations for improvement where necessary;
- d) Review the Coalition's financial statements;

Finance Committee recommendations that require Coalition action 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 Chief Executive Officer. They shall also review and recommend personnel policies, job descriptions, and staff salary ranges.

Develop and recommend changes to the CEO succession policy.

Personnel Committee recommendations that require Coalition action shall go to the Coalition for final action

#### E. Resource Development Committee

The Chair of the Coalition shall appoint the Chair of the Resource Development Committee, and any number of Coalition members.

The Chair of the Resource Development Committee may appoint any number of community business leaders, corporate representatives and community stakeholders who are not also Coalition members.

The goal of the Committee shall be to review and implement best practices for innovative fund development and the advocacy of resource development.

Resource Development Committee recommendations that require Coalition action shall go to the Coalition for final action

#### F Audit Committee

The Audit Committee shall not be a non-standing committee. The Chair and members of the Audit Committee shall be appointed by the Coalition Chair and confirmed by the Coalition board.

The Audit Committee Membership shall consist of, at least, five members. At least one (1) committee member shall have accounting or financial management expertise.

The Audit Committee shall be:

- a) authorized to recommend the hiring and termination of the Coalition's outside auditors;
- b) responsible for proposing policies relating to non-audit services provided by the outside auditor to the Coalition and other aspects of the Coalition-auditor relationship that potentially could affect the auditor's independence;
- c) responsible for reviewing and commenting on the adequacy of the Corporation's financial disclosure and internal controls; and
- e) responsible for all other audit-related activities that are requested by the Coalition.

### Section 6.3 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.

There shall be a Chair and Vice-Chair of each Coalition committee. Each year, the Committee Chair shall be appointed by the Chair of the Coalition and such Chair may serve for up to two (2) one year terms. The Vice-Chair shall be elected by a majority vote of the committee members present at any committee meeting and may serve for up to two (2) one year terms. Any Vice Chair of a Coalition committee, who is also a voting member of the Coalition, may vote in the absence of the Committee Chairperson at any Executive Committee meeting.

The Coalition may establish new standing committees or dissolve existing ones in accordance with Article XII

## Article VII Chief Executive Officer

The Chief Executive Officer 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 subsequent employment year, a contract shall be approved by a majority vote of all voting members of the Coalition in attendance and performance shall be evaluated annually. The Chief Executive Officer 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. .

In the event of an emergency, the Chief Executive Officer, 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 lobbying (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 Chief Executive Officer 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 require an amendment to the Plan.

## ARTICLE XIII IMPLEMENTATION

These bylaws shall become effective immediately upon adoption.