

Early Learning Coalition of Brevard County, Inc.

BYLAWS

Article I

Name and Location of Organization

Section 1.1. Name of the Coalition

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

Section 1.2. Location of the Coalition

The principal office of the organization shall be located in Brevard County. The Coalition may have offices within the county as the members may determine or as the affairs of the organization may require.

Article II

Purpose, Intent and Responsibilities

Section 2.1. Purpose of the Coalition

It shall be the purpose of the Coalition to diligently and efficiently carry-out the intent of the School Readiness Act, the enabling legislation, originally set forth in Section 411.01 Florida Statute and House Bill 1A enrolled during the 2004 Legislative session, creating Part V of Chapter 1002, Florida Statute (as may be amended from time to time. As further defined in Chapter 1002.84, Florida Statute, the Coalition administers the School Readiness program which enhances the cognitive, social, and physical development of children to achieve the performance standards. The role of the Coalition related to the administration of the Voluntary Prekindergarten (VPK) program is outlined in Chapter 1002.75, Florida Statute.

Section 2.2. Not for Profit Corporation

The Coalition shall promote and pursue its purpose and other lawful business through the exercise of powers permitted to not for profit corporations under chapter 617 of the Florida Statutes; provided however, that this corporation, in exercising its purpose shall do so as a tax exempt organization in accordance with Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

Article III

Membership

Section 3.1. Number of Members

The Early Learning Coalition of Brevard shall have at least 15 members but no more than 30 members

Section 3.2. Membership

Members of the Coalition are mandated through the Florida Statute noted in section 2.1. With the exception of the private for profit child care provider and faith based child care provider, these individuals serve continuously while they are in their respective positions. A member who no longer represents his/her constituency shall notify the chair in writing and their seat shall remain vacant until the organization or group they represent identifies a new representative. Selection of members *shall be addressed by the Nominating Committee* in accordance with the requirements set forth in Florida Statute.

Section 3.2.1 Mandated Members

- a. Regional Administrator or designee, Department of Children and Families, who is authorized to make decisions on behalf of the department
- b. Superintendent or designee, Brevard County Public Schools, who is authorized to make decisions on behalf of the district.
- c. Executive Director or designee, CareerSource Brevard
- d. Director or designee, Brevard County Health Department
- e. Children's Services Council or Juvenile Welfare Board Chair or Executive Director, if applicable
- f. Agency Head of a local licensing agency, if applicable.
- g. Head Start Director
- h. A representative of private for-profit child care providers, including private for-profit family child care homes
- i. A representative of faith based child care providers
- j. A representative of programs for children with disabilities under the Federal Individuals with Disabilities Education Act
- k. President or designee of Eastern Florida State College
- l. One member appointed by the Brevard County Board of County Commissioners or the governing board of a municipality
- m. A central agency administrator, where applicable
- n. The Governor shall appoint the chair and two additional members, who shall meet the same qualifications as private sector business members

Section 3.2.2 Private Sector Business Members

The Coalition will have more than 1/3 of its members from the private business sector as defined in Chapter 1002.83, Florida Statutes.

Section 3.3. Tenure of Coalition Members

Members shall be elected so that there are always three classes of approximately equal size, with the term of each class ending in consecutive years in order to achieve the required consecutive three-year terms, with the exception of the Governor's appointees who may serve 4-year terms. The initial members shall be elected for initial terms of three years, each which shall be considered one term. Members elected after the initial terms shall be elected for a term of three years. Members elected after March 1, 2006 shall be elected for a term of four years.

Section 3.4. Membership duties

Serving on the Coalition 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.

3.4.1 Representatives not appointed by the Governor who are elected prior to March 1, 2006 may serve a maximum of two consecutive three-year terms. Representatives elected after March 1, 2006 may serve a maximum of two consecutive four-year terms. A representative elected to fill a position for one year or less will be eligible to serve two additional terms as described above.

3.4.2 Any representative may be removed by a two-thirds (2/3) vote of a quorum of the members whenever, in their judgment, the best interest of the organization would be served. The Chair prior to the next Coalition meeting shall give notice of removal in writing to the members.

3.4.3 Any member may resign by giving written notice to the Chair and the Executive Director of the Coalition. Such resignation shall take effect at the acceptance of such resignation by the Coalition.

3.4.4 Members will not receive any compensation for their services. The Coalition may approve reimbursement for expenses related to authorized Coalition business upon meeting.

3.4.5 Members of the Coalition are subject to the Ethics Provisions in Chapter 112, (Part III of the Florida Statutes).

3.4.6 Attendance at Board meetings is an expectation of membership. When circumstances arise that prevent a member from attending, it is expected that the member notify the Executive Director and/or Executive Coordinator prior to the start of the meeting time. This is considered an excused absence. Notification after the meeting or the absence of any notification constitutes an unexcused absence. Telephonic and virtual attendance may be arranged at the request of the member or the Coalition.

3.4.7 For private sector members, unexcused absences from two (2) consecutive meetings or four (4) total absences (excused or unexcused) from regularly scheduled meetings within a fiscal year (July-June) is equivalent to resignation from the Coalition. After the third missed meeting, the Chair will provide written notification to the member regarding their status.

3.4.8 Mandated members absent from two (2) consecutive meetings or four (4) total absences (excused or unexcused) from regularly scheduled meetings within a fiscal year (July-June) without due cause will be notified by the Chair that their membership is not in good standing. In addition, the Chair will send notification to the mandated member's appointing authority.

3.4.9 Attendance concerns related to private sector members appointed by the Office of the Governor will be addressed according to the established processes of the Appointments Office.

3.4.10 Absences due to exceptional circumstances are to be addressed by the Executive/Finance Committee. The Executive/Finance Committee has the authority to waive resignations due to lapses in attendance based on the circumstances

presented.

Article IV

Voting

Section 4.1. Voting

All members of the Coalition shall have equal voting rights and equal privileges.

4.2.1. Fifty-one percent (51%) of the **voting members** shall constitute a quorum for the transaction of business at any meeting of the Coalition. If less than fifty-one percent (51%) of the members are present at said meeting, a majority of the Coalition present may adjourn the meeting without further notice.

4.2.2. A quorum could be met by the use of a conference call, providing that the public is given proper notice of a telecommunications meeting and reasonable access to observe and, when appropriate, participate. All recording requirements must be met.

Section 4.3. Meetings

Regular meetings shall be held at a time and place to be decided by the members. The Coalition will meet as needed in order to conduct the coalition's business. The date of any regular meeting may be changed by the Executive Committee in a scheduled meeting where a quorum of members is present. Notification of changes to a regularly scheduled meeting shall be publicly noticed within a reasonable amount of time.

4.3.1. The annual meeting of the Coalition will be held each year in the first quarter after the end of the fiscal year.

4.3.2. Special meetings of the membership may be called by or at the request of the Chairman or Executive Committee. The person or persons authorized to call special meetings may fix any place within Brevard County as the place for holding any special meetings called by them.

4.3.3. Agenda and Order of Business

The Coalition Chair and Staff will establish an agenda and order of business to include a financial report and public comment for each meeting held by the Coalition.

4.3.4. Minutes of all Coalition meetings shall be kept. These minutes shall be provided to members at least five (5) days prior to the next scheduled meeting.

4.3.5. Meeting of the Coalition shall be open to the public and comply with Chapter 286, Florida Statutes (Florida Government-in-the Sunshine Law).

Section 4.4. Parliamentary Authority

All meetings will be conducted in general accordance with the current edition of the Modern Rules of Order.

Article V

Officers

Section 5.1. Election of Officers

A voting member shall be eligible for nomination and election to any elective office in the Coalition.

5.1.1. A Nominating Committee shall be elected by the Coalition members, and shall convene for the purpose of certifying the eligibility of *member* candidates for office and to prepare an official slate of nominees. Nominations may be made from the floor.

5.1.2. Each elected officer shall take office at the convenience of the Board 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.

5.1.3. If an office is vacated prior to the scheduled expiration of the term the Chair shall call for voluntary appointments to the vacated office. If more than one member volunteers, the Chair shall call for a ballot vote. If there are no voluntary appointments, the Chair may appoint a member to the office. The appointment will be approved by the members to fill the vacancy until the term ends.

Section 5.2. Officers of the Coalition

5.2.1. The Chairman shall preside at all meetings of the Coalition and perform the duties, which are usually executed by the Chief Executive Officer. The Chair shall call for voluntary chairpersons appointments of all committees and may appoint a chairperson if there are no volunteers and perform such other duties as prescribed by the Coalition.

5.2.2. The Vice-Chairman shall perform the duties of the Chairman when the Chair is absent and have such other responsibilities as may be designated by the Chairman.

5.2.3. The Treasurer shall keep an account of moneys received and expended for the use of the Coalition and should make a report at all regularly scheduled Coalition meetings.

5.2.4. The Secretary shall ensure that notice required by these bylaws is given and shall keep records of all proceedings of the Coalition. The Secretary may perform any other duties incident to the Office of Secretary.

5.2.5 In the event that any office of the Executive/Finance Committee (Chairman, Vice-Chairman, Treasurer, Secretary) becomes vacant and is seated with an interim position, the interim position is to be maintained as an officer until the next annual election, or until deemed necessary by a majority vote of the full board when a quorum is established, at which time a new member may be elected.

5.2.6 The Executive/Finance Committee has final authority in situations where emergency action is necessary. The Executive/Finance Committee may make decisions on behalf of the full board of directors in between regularly scheduled board meetings.

Section 5.3 Election of Provider Representatives

5.3.1 In the event that a vacancy of a Provider Representative seat becomes vacant on the board, the Executive Director will send notification to all currently contracted early learning providers regarding the vacancy. The notification will include information about the nomination or application process, the specified timeline for submitting documentation and contact information for further information.

5.3.2 Candidates with a minimum of two unique nominations will be placed on a ballot and submitted to all currently contracted early learning providers for a vote. Votes may be submitted to the Coalition via mail, office drop off, fax or email.

5.3.3. The Coalition will tally all votes received by the advertised due date and time. Any votes received after that time will not be counted in the final tally. The nominee with the majority vote (over 50%) will be established as the incoming Provider Representative. In the event of a tie or if no nominee receives a majority vote, the Coalition will submit an additional ballot containing the names of the top two nominees to all currently contracted providers for the purpose of a secondary vote. Written communication of the outcome of the vote will be provided to all currently contracted early learning providers.

5.3.4 The Executive Director will notify the Nominating Committee the outcome of the vote. The Chair of the Nominating Committee will announce the outcome at the next scheduled meeting of the board of directors.

5.3.5 The elected Provider Representative will take membership at the end of the next scheduled meeting of the of directors. Provider Representatives (private and faith based) are elected for a 4 year term. A maximum of two consecutive terms may be served.

Section 5.4 Role of the Executive Director

The Executive Director works in partnership with the board of directors and implements the policies and directives as established by the board. The Executive Director assists with the board meeting agenda and ensures Coalition staff is available to assist the board as needed.

Article VI Committees

Section 6.1. Committee Membership

The Chair or Executive/Finance Committee may establish special committees as deemed necessary. The Chair will appoint the Committee Chair.

6.1.2. Each committee shall meet as necessary at meeting times designated by the committee Chair.

6.1.3. The committee Chair shall submit a written report to the members before the next regularly scheduled meeting if official action is required by the Coalition.

6.1.4 Notice of all committee meetings will be made pursuant to Florida Statute 286.011.

Section 6.2. Standing Committees

The Early Learning Coalition of Brevard establishes the following standing committees:

- Nominating Committee
- Executive/Finance Committee
- Strategic Planning Committees

Section 6.3 Nominating Committee

The members shall elect the Nominating Committee each year. The Nominating Committee Chair will be appointed by the Chair of the Coalition from among the nominating committee members.

6.2.1. Officers are to be elected during the Coalition's Annual Meeting. At the prior meeting, the Nominating Committee Chair shall call for nominations to be submitted prior to the Annual Meeting.

6.2.2. The Nominating Committee Chair shall submit a written slate of officers 30 days prior to the next meeting. Nominations may be made from the floor.

6.2.3 The Coalition shall elect officers through the use of a ballot vote.

Article VII

Conflict of Interest

Section 7.1. Conflict of Interest

The Coalition members and officers recognize their responsibility to protect the Coalition's interests and avoid potential conflicts arising between the private interests of a Member, Officer, or Management Staff Member and his or her responsibilities. The Coalition members shall establish a conflict of interest policy designed to identify circumstances that would fail to serve the best interests of the Coalition. Such policy shall be reviewed at least annually as to its effectiveness and revised if necessary. A conflict of interest is a circumstance, condition, or situation in which the (a) personal interest of a Coalition member or officer, or (b) the interests of any principal by which he or she is retained or (c) the parent organization or subsidiary of a corporate principal by which he or she is retained, may result in personal, financial, professional, and political gain at the expense of or to the detriment of the Coalition and its purposes.

Article VIII

Record Keeping, Fiscal Year, & Audits

Section 8.1. Record keeping

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.

Section 8.2. Fiscal Year

The fiscal year shall commence on July 1 of each year.

Section 8.3 Annual Audit

The Coalition members shall be responsible for providing for an annual certified audit of the Coalition's annual financial statements and any required compliance audits. Such audits shall be conducted by an independent firm of certified public accountants with demonstrated expertise in the area of publicly funded not for profit organizations.

Article IX

Governance

Section 9.1 Governance Document

The Coalition shall adopt a governance document. The Coalition's interpretation of the governance document shall be considered the correct interpretation when reached by majority vote.

Article X

Bylaws

Section 10.1. Implementation

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

Section 10.2. Amendments

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a 2/3 vote of the members present at any regular meeting or at any called meeting of the members, if at least fourteen (14) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meeting. These bylaws are a part of the Coalition's early learning plan. Any amendment to them constitutes an amendment to the plan.

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1st Revision: 09/21/99
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3rd Revision: 08/22/00
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9th Revision: 03/06/06
10th Revision: 10/21/08
11th Revision: 01/19/10
12th Revision: 9/21/10
13th Revision: 3/11/13
14th Revision: 3/18/14
15th Revision: 5/20/14
16th Revision: 6/8/15
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