

**EARLY LEARNING COALITION OF
INDIAN RIVER, MARTIN & OKEECHOBEE COUNTIES, INC.**

BYLAWS

ARTICLE I

Name and Location of Organization

Section 1. The name of this organization shall be the Early Learning Coalition of Indian River, Martin and Okeechobee Counties, Inc., hereinafter sometimes referred to as the Coalition.

Section 2. The principal office of the organization shall be located in any of the three counties served. The Coalition may have offices within Indian River, Martin and Okeechobee Counties, as the members may determine, or as the affairs of the organization may require.

ARTICLE II

Mission, Purpose and Responsibilities

Section 1. The mission of the Coalition is: Partnering with parents, providers and communities to ensure quality early learning experiences through programmatic and financial support.

Section 2. The purpose of the Coalition is to provide oversight and develop a plan, which facilitates the stated goals of the Voluntary Pre-kindergarten Statute and School Readiness Act, Chapter 1002 Part V and VI, Florida Statutes, and hereinafter referenced to as the Governing Statutes, making adequate provision for the education of all children residing in Indian River, Martin and Okeechobee Counties; recognizing the primacy of parents, as their children's first teachers, and the importance of children entering the educational system ready to learn; and, assisting parents by providing opportunities for the state's at-risk birth to kindergarten population and enhance their chances for educational success by participating in quality early learning programs that can better prepare them for school.

Section 3. In carrying out the intent of the Governing Statutes, the Coalition shall develop a plan for implementing the early learning program to meet the requirements of the act and the performance standards and outcome measures established by the Department of Education. The early learning program shall provide the elements necessary to prepare children for school, including mental and physical health and educational services. The plan for the early learning program must include the minimum standards and provisions set forth in the Governing Statutes and in any subsequent legislative revisions.

ARTICLE III

Membership

Membership Section 1. The Coalition will follow the requirements of the current version of 1002.83 F.S., regarding Early Learning Coalition membership. The Coalition shall have at least 15 members but not more than 30 members. The Governor shall appoint the chair and two other members of the Early Learning Coalition. The Coalition must have equal representation from each county that is represented by the Coalition. (Attachment A - Merger Membership Structure)

Membership Section 2. Section.1002.83, F.S. requires each Early Learning Coalition to include the following member positions; however, in a multicounty coalition, each ex officio member position may be filled by multiple nonvoting members but no more than one voting member shall be seated per member position. If an early learning coalition has more than one member representing the same entity, only one of such members may serve as a voting member:

- A. Member Positions: The member positions applicable to the coalition are:
1. A Department of Children and Families regional administrator or his or her permanent designee who is authorized to make decisions on behalf of the department;
 2. A District Superintendent of schools or his or her permanent designee who is authorized to make decisions on behalf of the district;
 3. A local workforce development board executive director or his or her permanent designee;
 4. A County health department director or his or her designee;
 5. A children's services council or juvenile welfare board chair or executive director from each county, if applicable
 6. A Department of Children and Families child care regulation representative or an agency head of a local licensing agency as defined in s.402.302, where applicable (stand-alone agency);
 7. A President of a Florida College System institution or his or her permanent designee;
 8. One member appointed by a board of county commissioners or the governing board of a municipality;
 9. A Head Start director;
 10. A Representative of private for-profit child care providers, including private for-profit family day care homes;
 11. A Representative of faith-based child care providers;
 12. A Representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.
- Positions held by county representatives shall rotate by county at the end of each four-year term with the exception of common individuals as listed on Attachment A - Merger Membership Structure.

- In the event that a vacancy exists in any voting ex officio position, said agency shall be notified of the vacancy and given up to 30 days in which to select their representative to fill the new or expired term.
- In the event that a vacancy exists for the representative of the private for-profit child-care providers or faith-based care providers, the Coalition shall notify all providers in the area qualified to fill the vacancy and shall allow up to 30 days for interested persons to submit letters expressing interest. The Coalition will also notify related/pertinent associations of the existing vacancy to identify potential representatives. The Coalition may, at its discretion, request additional relevant information from all applicants.
- A member, who no longer represents the constituency he or she represents, shall notify the Chair in writing and his/her seat shall remain vacant until a new representative is identified by the organization or group they represent.
- In the event that a governor appointed member must resign before the end of term, the member shall submit the letter of resignation to the governor and the Board.

B. Private Sector Business Members: Include, at a minimum, the chair and two members appointed by the Governor. The coalition may appoint additional members. These members must be from the private business sector and can represent either for-profit or nonprofit entities, who do not have, and none of whose relatives as defined in s. 112.3143, F.S. has substantial financial interest in the design or delivery of the Voluntary Pre-Kindergarten Education program designed under Part V of Chapter 1002, F.S. or the Coalitions School Readiness program. In the absence of a governor-appointed chair, the Commissioner of Education may appoint an interim chair from the current early learning coalition board membership.

- The coalition may recruit new private sector business members to the board.
- The Coalition will advertise the vacancy for private-sector business members. Interested persons may be required to complete an application and provide other information as deemed relevant.
- The Chairperson will notify the current members in writing, no later than the regular Coalition meeting in April, of their term expiration. The Chairperson will notify those members who are eligible that if they wish to be re-elected to submit their name.
- The Executive Committee will review all applications and make recommendations to the full Board for approval.

Membership Section 3. A voting member of a coalition may not appoint a designee to act in his or her place, except as otherwise provided in this subsection. A voting member may send a representative to coalition meetings, but that representative does not have voting privileges. When a regional administrator for the Department of Children and Families appoints a designee to an Early Learning Coalition, the designee will be the voting member of the coalition, and any individual attending in the designee's place, including the regional administrator, does not have voting privileges.

Membership Section 4. The Coalition shall establish terms for all appointed members of the coalition. The Chair shall be appointed by the Governor for a term specified in the appointment letter. In the absence of a governor-appointed chair, the Commissioner of Education may appoint an interim chair from the current early learning coalition board membership. The two additional private sector business members shall be appointed by the Governor for the years specified by the Governor. Additional private sector board member terms must be staggered and of uniform length that does not exceed four (4) years per term. The board has the option to renew the members term for four (4) additional years for a maximum of two consecutive terms. Governor appointees whose terms have expired shall serve until they are either reappointed, replaced or resign.

Membership Section 5. With the exception of specified gubernatorial appointed positions, a term for representatives or appointed members specified in Section 2 – A, shall be four (4) years. Appointed members specified in Section 2 – B elected to fill a position for one year or less will be eligible to serve two additional four (4) year terms. Members specified in Section 2 - B may be nominated to serve additional terms after a one-year break in service.

Membership Section 6. Any private sector member may be removed by a two-thirds (2/3rds) vote of a quorum of the members whenever, in their judgment, the best interests of the organization would be served. Notice of removal shall be given, in writing, to the member by the Chair prior to the next Coalition meeting.

Membership Section 7. All members with unexcused absences from three (3) consecutive meetings or more than fifty (50%) of scheduled meetings within a twelve-month period shall be notified by the Chair in writing that their membership is not in good standing. A copy of the letter shall also be forwarded to the mandated member's appointing authority, supervisory board or other appropriate governing agency.

Membership Section 8. Any member may resign by giving written notice to the Chair. Governor appointments must give written notice of resignation to the Governor's Appointments Office as well as the Chair. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective.

Membership Section 9. Members shall not receive any compensation for their service on the Coalition Board.

Membership Section 10. Members of the Coalition Board must adhere to the provisions of s.112.313, 112.3135, 112.3143 F.S., Florida Statutes and shall conduct themselves in an ethical and professional manner. For purposes of Section 112.3143(3)(a), each voting member is a "local public officer" who must abstain from voting when a conflict exists.

Membership Section 11. Members of the Coalition Board must adhere to Florida Government in the Sunshine as it relates to board member communication and board/committee meetings, s. 286.011(1), (2) and (6), F.S.

ARTICLE IV

Coalition Meetings

Meetings Section 1. The powers, management and control of the Coalition and all of its affairs, shall be vested in the members as outlined in the Governing Statutes and any of its legislative revisions.

Meetings Section 2. Members of the Coalition are subject to the ethics provisions in Part III of Chapter 112, s.112.313, 112.3135, 112.3143 F.S., of the Florida Statutes, more generally referred to as the Code of Ethics.

Meetings Section 3. A majority of the voting membership of the early learning coalition constitutes a quorum required to conduct the business of the coalition. An early learning coalition may use any method of telecommunications to conduct meetings, including establishing a quorum through telecommunications, provided that the public is given proper notice of a telecommunications meetings and reasonable access to observe and, when appropriate, participate. The Coalition may continue a Board meeting for informational purposes only if a quorum is lost, or the Board may open a meeting for informational purposes only if a quorum is not achieved.

Meetings Section 4. Each voting member, for the purpose of section 112.3143(3)(a), is considered a local public officer and must disclose, in accordance with the provisions of section 112.3143(3)(a), the nature and extent of any conflicts of interest and abstain from voting or participating when a conflict of interest exists. Furthermore, no voting member shall participate in the selection, award and administration of a contract if a real or apparent conflict of interest would be involved (45 C.F.R.s.74.42).

Meetings Section 5. Pursuant to the Conflict of Interest provisions of Florida Statute §112.3143(2), 112.313 and 112.3135, no Coalition member is prohibited from voting, in an official capacity, on any matter. However, any member voting in an official capacity upon any measure which would inure to the member's special private gain or loss; which he or she knows would inure to the special private gain or loss of any principal by whom the member is retained or to the parent organization or subsidiary of a corporate principal by which the member is retained; or which the member knows would inure to the special private gain or loss of a relative or business associate of the public officer shall, within 15 days after the vote occurs, disclose the nature of his or her interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes.

Meetings Section 6. Regular meetings shall be held at a time and place to be decided by the members.

Meetings Section 7. The annual meeting of the Coalition shall be held each year in the first quarter of the fiscal year.

Meetings Section 8. Special meetings may be called by the Chair or by the agreement of any three (3) members. Workshop meetings may be called by 2 or more members for the purpose

of gathering or preparing information for presentation at a board or committee meeting. The person or persons authorized to call special meetings may fix any place within Indian River, Martin, Okeechobee or St. Lucie Counties as the venue.

Meetings Section 9. The agenda and order of business at all Coalition meetings shall be determined by the Chair in conjunction with the Chief Executive Officer. Any member or committee may request an item be added to the agenda. Requests for items to be added to the agenda must be received 10 days prior to the meeting.

Meeting Section 10. Minutes of all Coalition meetings shall be kept. These minutes shall be provided to members prior to the next scheduled meeting.

Meetings Section 11. Notice of all Coalition meetings shall be made in accordance with the requirements of Florida law.

Meetings Section 12. The Coalition shall have the authority to employ a Chief Executive Officer or to contract for such services as determined necessary to carry out the mission of the Coalition. For the purposes of these Bylaws, reference to a Chief Executive Officer shall refer to a person employed by the Coalition and approved by the Coalition to serve as Chief Executive Officer.

Meetings Section 13. The Chief Executive Officer shall have the authority to employ, supervise, discipline, and terminate persons hired for positions approved by the Coalition and funded as part of the Coalition's annual budget. Responsibilities to include but not limited to:

- Program Development and Delivery
- Administration and Human Resource Managements
- Financial Management/Legal Compliance
- Community Relations
- Grant Writing/Match Raising
- Leadership/Board Partnership

Meetings Section 14. The Coalition will conduct an annual evaluation of the Chief Executive Officer by a process decided by the Board, on the approved Department of Education form, and submitted to the Commissioner of Education by August 30. The evaluation may be the basis for the Board to consider additional compensation.

Meetings Section 15. Robert's Rules of Order, Newly Revised, shall govern the Coalition in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Coalition may adopt.

ARTICLE V

Officers

Officers Section 1. The Governor shall appoint the Chair and 2 members of the coalition board pursuant to Section 1002.83, Florida Statutes.

Officers Section 2. The officers of the Coalition shall be a Chair, Vice-Chair, Secretary, Treasurer, at least one elected Member or Members-at-Large and such other officers as may be deemed necessary.

Officers Section 3. The Chair shall preside at all meetings of the Coalition and perform the duties which are usually executed by a chief policy official. The Chair shall appoint, with the approval of the Coalition, chairpersons of all committees and perform such other duties, as required by the Coalition.

Officers Section 4. The Vice-Chair shall perform the duties of the Chair when the Chair is absent or the position is vacated and have such other responsibilities, as may be designated by the Chair.

Officers Section 5. The Secretary shall keep, or cause to be kept, appropriate signed minutes of Coalition Board meetings, including Coalition Board members' attendance records. The Secretary has the responsibility to ensure that all key issues and decisions are documented in a manner that facilitates communication and follow-through. The Secretary shall perform the duties of the Chair when the Chair and the Vice-Chair are absent and shall have other responsibilities as may be designated by the Chair.

Officers Section 6. The Treasurer shall be responsible to review the financial records of the Coalition including all funds received and disbursed. The Treasurer will serve as the Chair of the Finance committee and perform other assigned financial duties as necessary. The Treasurer has the responsibility to exercise due diligence in ensuring Coalition financial accountability and prudence. The Treasurer shall perform the duties of the Chair when the Chair, Vice Chair and the Secretary are absent and shall have other responsibilities as may be designated by the Chair.

Officers Section 7. The officers and Chief Executive Officer of the Coalition may execute documentation on behalf of the Coalition consistent with policies of the Coalition.

Officers Section 8. The Executive Committee shall prepare and submit an official slate of nominees at the May Board meeting at which time the Chair will entertain additional nominations from the floor for each office. Elections of Officers will be held at the June meeting.

Officers Section 9. Each officer shall take office at the beginning of the new fiscal year and serve for a two-year term or until a successor is duly qualified and elected. Each officer may serve up to two (2) consecutive terms in one position.

Officers Section 10. If an office is vacated prior to the completion of a term, a member in good standing may be appointed by the Chair and approved by the members to fill the vacancy until the term ends.

ARTICLE VI

Executive Committee

Executive Committee Section 1. The officers (Article V, Officers, Section 2) of the Coalition

shall serve as members of the Executive Committee. At the discretion of the Chair one (1) additional Coalition member may be added. This additional member must be approved by a majority vote at a Coalition meeting. The membership of the Executive Committee shall be comprised of an odd number of members. The Chief Executive Officer of the Coalition shall serve as a non-voting member of the Executive Committee. Primary duties are as follows:

- Review Departmental Policies making recommendations as necessary
- Review and resolution of grievances filed by a member of the board
- Review and resolution of grievances filed by a staff member related to the Chief Executive Officer
- Review and resolution of grievances filed by provider and/or member of the public
- Seek and recruit new members to the board
- Prepare annually an official slate of nominees for each office and committee chair position and present at May board meeting
- Produce board materials, and evaluate the performance of the board itself
- Addressing any other issues, events or activities of the Board.
- Keep board apprised of all decisions related to the responsibilities of the full board.
- The Executive Committee shall possess and exercise the power of the Board of Directors between meetings of the Board. The Executive Committee shall keep regular minutes of its proceedings and these minutes shall be submitted for examination and approval at each subsequent meeting of the Executive Committee.

Executive Committee Section 2. The Chair of the Coalition shall serve as Chair of the Executive Committee.

Executive Committee Section 3. The Executive Committee shall possess and exercise the power of the Board of Directors between meetings of the Board. The Executive Committee shall keep regular minutes of its proceedings and these minutes shall be submitted for examination and approval at each subsequent meeting of the Executive Committee.

Executive Committee Section 4. A quorum for the transaction of business at any meeting of the Executive Committee shall follow the guidelines as outlined in Article IV, Section 3.

ARTICLE VII

Committees

Committees Section 1. Standing and/or special committees may be established by the Coalition as they deem necessary. Members of the Coalition shall volunteer to serve on at least one committee but may wish to serve on more than one committee. The Coalition Chairman shall have the authority to appoint members if needed.

Committees Section 2. The Chair of each committee shall be a member of the Coalition Board and shall be elected by the Coalition to serve for one year. Committee chairs may serve up to 2 consecutive two-year terms. If a committee chair is vacated prior to the completion of a term, a member in good standing may be appointed by the Chair and approved by the members to fill the vacancy until the term ends.

Committees Section 3. Each committee shall consist of the committee chair and at least four (4) additional members of the Coalition. Representatives from the community are encouraged to serve as members of committees, as needed, to carry on the work of the committee but will serve as non-voting members. Membership of each committee shall be determined by the Coalition.

Committees Section 4. Each committee shall meet, as necessary, at meeting times designated by the committee Chair.

Committees Section 5. A quorum at a committee meeting shall be established with the presence either physically or via a form of communications technology by the majority of the voting membership serving on the committee.

Committees Section 6. A written report, in the form of an action item, shall be provided to the Coalition members before the next regularly scheduled meeting.

Committees Section 7. Notice of all committee meetings shall be made in accordance with the requirements of Florida law.

Committees Section 8. Standing Committees shall include the Finance/Audit Committee, a Bylaws/Personnel Committee, and a Program/Quality Committee.

Committees Section 9. The Finance/Audit Committee shall keep an account of monies received and expended for the use of the Coalition and the Chair shall make a report at all regularly scheduled coalition meetings. This Committee will provide regular monitoring of financial and utilization reports and provide budgetary and fiscal policy oversight. The Committee will ensure Coalition Board financial accountability and prudence. Primary duties and responsibilities are as follows:

- Review and recommend to the Board for approval an annual operating budget for the Coalition and its components.
- Review and recommend to the Board for approval an annual capital expenditures budget for the Coalition and its components.
- Review and recommend to the Board for approval the Coalition's risk management policies and procedures.
- Review and recommend to the Board for approval the Coalition's insurance coverage, including (1) identity and rating of carriers; (2) premiums; (3) all aspects of insurance coverage.
- Issue requests for proposals for auditing services, review submitted proposals, and make a recommendation of an auditing provider to the Coalition.
- Review all financial audit findings and corrective action plans and make recommendations to the Coalition for improvements and/or approval.

Committees Section 10. The Bylaws/Personnel Committee is responsible for the Coalition's Bylaws, polices/procedures, review and recommend personnel policies. Duties of this committee shall include:

- Review of the Bylaws.
- Review the Employee Personnel Handbook.
- Address any personnel policy issues.

Committees Section 11. The Program Quality Committee is responsible for overseeing Coalition programs to improve the quality of early care and education in Indian River, Martin and Okeechobee Counties. Duties shall include:

- Review respective sections of the Coalition Plan and recommend amendments as necessary.
- Provide input and guidance for Coalition programs.
- Evaluate programs and recommend changes for improvement.

ARTICLE VIII

Books and Records

Section 1. Correct and complete books and records of the proceedings of the Coalition and its committees are the responsibility of Coalition staff. Records of the Coalition's financial accounts are the responsibility of the Coalition staff. All records will be kept and maintained at the principal office of the Coalition and will be subject to the inspection of any member of the Coalition or the public at any reasonable time. The organization shall keep a current and accurate record of the names and addresses of the Coalition members.

ARTICLE IX

Financial Management

Section 1. The fiscal year of the organization shall begin on July 1st and end on June 30th.

Section 2. The Coalition shall approve a budget and fiscal plan for the upcoming fiscal year prior to the end of the current fiscal year. The Coalition shall use sound fiscal management procedures in accounting for all Coalition funds. The Coalition shall review financial reports monthly.

Section 3. An audit of the books and records of the organization shall be conducted annually. The Audit Report shall be presented to the members no later than thirty (30) days after its completion.

Section 4. The Coalition may authorize the Chief Executive Officer to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition and such authority may be general or confined to specific instances.

Section 5. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Coalition shall be signed by such officer(s) and/or agent(s) of the Coalition as determined by resolution of the members.

Section 6. All funds of the corporation shall be deposited in a timely manner to the credit of the Coalition in such depositories as the members may select and as authorized by statute.

ARTICLE X

Effective Date, Amendment and Repeal

Section 1. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the members present at any regular meeting or at any meeting of the members, if at least thirty (30) days written notice is given of an intention to alter, amend, or repeal these Bylaws at such meeting.

Section 2. These Bylaws and the Articles of Incorporation are a part of the Coalition's Plan and any amendments to them constitute an amendment to the plan.

Section 3. These Bylaws shall become effective upon adoption by the Board and subsequent approval by the Division of Early Learning. The Coalition's interpretation of the Bylaws shall be considered the correct interpretation when reached by majority.

Adopted:

Date: October 6, 2005

Early Learning Coalition of Indian River, Martin, and Okeechobee Counties, Inc.

Revisions/Amendments:

Rev: 5/8/06, 8/23/06, 12/15/06, 6/8/07, 8/23/07, 3/27/08, 5/22/08, 10/23/08, 12/4/08, 12/3/09, 12/2/10, 4/28/11, 8/14/14, 6/25/15, 1/27/22

Board Approved On: 1/27/22

DEL Approved On: 4/15/22

By: Leigh C. Giunta
Chairman

**ATTACHMENT A
MERGER MEMBERSHIP STRUCTURE
INDIAN RIVER, MARTIN, OKEECHOBEE**

Membership Slot	Term: July 1, 2013 - June 30, 2017	Term: July 1, 2017 - June 30, 2021	Term: July 1, 2021 – June 30, 2025
REQUIRED MEMBERS			
DCF Regional Administrator or Designee	<i>Common Individual</i>		
School Superintendent or Designee	Indian River	Okeechobee	Martin
Regional Workforce Executive Director or Designee	<i>Common Individual</i>		
Health Dept. Dir. or Designee	Okeechobee	Martin	Indian River
President of a Florida College or Designee	<i>Common Individual</i>		
County Commissioner or Governing Board of a Municipality (A)	Indian River	Martin	Okeechobee
Head Start Director	Martin	Indian River	Okeechobee
Private Provider Rep.	Okeechobee	Martin	Indian River
Faith-Based Provider Rep.	Indian River	Okeechobee	Martin
Rep. of Programs for Children with disabilities	<i>Common Individual</i>		
CSC or JWB Chair or E.D.	Okeechobee	Indian River	Martin
Agency Head of Local Licensing Agency	<u>(Stand-alone Agency), Not applicable</u>		
PRIVATE BUSINESS SECTOR MEMBERS			
Every attempt will be made to maintain equal representation from each county.			
Chairman Appointed by Governor Appointed by Governor Appointed by Governor			

Notes:

- 1) Of the members, 4 are common to all counties; 7 are rotated among the 3 counties, and the remainder are private-sector members to meet the 15-member minimum requirement.
- 2) All are voting members unless otherwise indicated