

AMENDED AND RESTATED BYLAWS

The Early Learning Coalition of Florida's Gateway, Inc.



Revised: ~~April 22, 2019~~ ~~July 1, 2018~~ _____ OEL Approved: ~~10/3/2018~~
Revised: ~~November 5, 2018~~ _____ OEL Approved: _____

EARLY LEARNING COALITON OF FLORIDA’S GATEWAY, INC.

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BYLAWS

ARTICLE I

ORGANIZATION

Section 1.1 Identity/Name. The name of this organization shall be the EARLY LEARNING COALITON OF FLORIDA'S GATEWAY, INC., hereinafter referred to as the Coalition.

These are the Bylaws of the Early Learning Coalition of Florida's Gateway (ELCFG), Inc., a Florida not-for-profit corporation organized under the laws of the State of Florida.

Section 1.2 Office Location. The Coalition may have offices within the Columbia, Hamilton, Lafayette, Suwannee and Union Counties as the members may determine necessary to fulfill the mission of the organization.

Section 1.3 Mission. The Coalition is committed to supporting parents and quality early learning programs that lead to children's educational success.

Section 1.4 Government in the Sunshine. The Coalition is committed to ensuring that the deliberations of its business are conducted openly, and the actions of the Board are taken openly in accordance with the Government in the Sunshine Law, Florida Statute Chapter 286. Accordingly, in the event of a conflict between a provision of these Bylaws and a section of the Government in the Sunshine Law, the Government in the Sunshine Law shall prevail.

ARTICLE II

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PURPOSE

Section 2.1. Purpose of the Coalition.

The Coalition recognizes the primacy of parents as their children's first teachers and the importance of children entering the education system ready to learn and seeks to assist parents by providing opportunities for the at-risk birth-to-kindergarten population to enhance their chances for educational success by participating in quality school readiness programs that can better prepare them for school. The Coalition shall also exist for purposes of implementing, coordinating and administering the services, in Columbia, Hamilton, Lafayette, Suwannee, and Union counties as enacted by the Florida legislature set forth in the School Readiness Program, Florida Statute 1002.89, and the Voluntary Prekindergarten Program, created under Chapter 1002.79, F.S. and in Chapter 617.0202, F. S. and in , Chapter 1002.75 Chapter 1002.84 F.S., during the Legislative session It shall be the purpose of the Coalition to diligently and efficiently carry-out the intent of the enabling legislation as may be amended from time to time.

Section 2.2 Responsibilities of the Coalition. The Coalition shall develop and oversee a plan for implementing the School Readiness and Voluntary Prekindergarten programs that meet the requirements of applicable Florida Statutes and the performance standards and outcome measures established by the State. The Coalition Plan shall include its goals and values. In fulfilling these responsibilities, the Coalition will exercise authorities not otherwise reserved by statute or other rule of law. The plan shall be reviewed annually and revised, as deemed appropriate.

ARTICLE III
MANAGEMENT

Section 3.1 Management of Meetings. Coalition staff will post notice of all coalition board and committee meetings in the manner prescribed in section 286.011, F.S. The Chair shall determine the agenda and the order of business at all coalition board meetings but shall at a minimum, include a designated time for public comment.

Section 3.2. Meetings. Regular meetings of the Board, Standing Committees, Ad Hoc Committees and Special Committees shall at a time and place to be decided and scheduled by the Coalition. The annual meeting of the members of the Coalition shall be held no later than the third quarter of each fiscal year and may be combined with the meeting.

Section 3.3. Time of Meetings. Meeting times of the Coalition shall be determined in an annual calendar as determined by the membership.

Section 3.4 Special Meetings. The Chair may call special meetings of the Coalition. In his/her absence, the Vice-Chair may call special meetings and in the absence of both the Chair and Vice-Chair, the Secretary or Treasurer may call special meetings. The Chair may call a special meeting or emergency meeting at his or her discretion. Advance notice will be given, but not less than twenty-four (24) hours. Notice of special or emergency meetings shall be provided in a form and manner considered to be the most effective. Minutes of all Coalition Board and Committee meetings shall be recorded and/or filed for future reference.

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Section 3.5. Place. Meetings of members of this coalition must be held within the boundaries of Columbia, Hamilton, Lafayette, Suwannee, or Union Counties, Florida.

Section 3.6 Notice. A notice of each meeting of the Coalition shall be sent via electronic mail to each member at his or her address, as the case might be, as such appears on the records of the coalition at the time any such notice is electronically mailed. The notice shall also be placed on the Coalition's website. An agenda shall be made available before the noticed meeting.

Section ~~3.7 Voting~~ 3.7 Voting. Each member, except ex-officio, non-voting members, shall be entitled to one vote upon each motion or issue placed before a meeting for decision or resolution by the vote of the Coalition, unless a conflict of interest has been identified as provided by law that would preclude the member from voting. A member may not appoint a designee to act in his or her place except as otherwise provided by law. All members may meet and fully exercise their rights and responsibilities as Coalition members by means of teleconferencing or videoconferencing.

Section ~~3.8 Quorum~~ 3.8 Quorum. A majority (51%) of the membership of the Coalition, except the ex-officio, non-voting members, constitutes a quorum required to conduct the business of the Coalition.

Section ~~3.9 Conduct~~ 3.9 Conduct of Meetings. Members of the Coalition must adhere to the public meetings and records law as it relates to board member communications and board/committee meetings (s. 286.011(1), (2) and (6), F.S.) All meetings shall be conducted in accordance with the parliamentary procedures as outlined in Robert's Rules of Order.

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ARTICLE IV

MEMBERSHIP

Membership Function, Number of Members, Membership Composition and Term Limits

Section 4.1 Function. The business of the Coalition shall be managed, and its corporate powers exercised by the members of the Coalition in accordance with applicable law. (Coalition Board/Staff Policy).

Section 4.2 Number of Members. Section 1002.83, F.S. requires Florida's Office of Early Learning to adopt standards establishing the minimum and maximum number of members that may be appointed to an early learning coalition. Each coalition must be comprised of at least 15 members but not more than 30 members.

Section 4.3 Membership Composition. Members of the Coalition are mandated through the Florida Statute noted in this section, 4.4. 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. The members of the Coalition shall be comprised of individuals from the counties of Columbia, Hamilton, Lafayette, Suwannee, and Union Counties.

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Section 4.4 Membership Composition.

Mandated Members:

- The Governor shall appoint the chair and two additional members, who shall meet the same qualifications as private sector business members.
- A Department of Children and Family Services district administrator ~~or~~ designee or designee
- A district superintendent of schools ~~or designee or designee~~ from each of the five school districts, one of whom shall have voting privileges. Privileges shall rotate among the five districts annually.
- A regional workforce board executive director or designee.
- A county health department director or designee.
- A children's services council or juvenile welfare board chair, or executive director, if applicable.
- An agency head of a local licensing agency as defined in s.402.302, where applicable.
- A president of a Florida College System ~~Institution or Institution designee or~~ designee.
- An appointee selected by a local Board of County Commissioners.
- A Head Start director ~~or designee or designee.~~
- A representative of private, for-profit child care providers, including family day care homes.

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- A representative of faith-based child care providers.
- A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.
- A central agency administrator, where applicable.

Private Sector Business Members.

The Coalition will have more than 1/3 of its members from the private business sector, including members appointed by the Governor defined in Chapter 1002.83(4) and 1002.83(5), Florida Statutes.

Section 4.5 Term. A member’s term shall begin the first day of the month following when the membership is ratified by the board. The terms shall be staggered and shall be of a uniform length that does not exceed four (4) years per term.

Section 4.6 Term Limits. Appointed members may initially serve a maximum of two consecutive terms, ~~however, board members may vote to retain appointed members longer than two consecutive terms.~~ An appointed member elected to fill a position of one year or less will be eligible to serve two additional consecutive terms. After a leave of absence, the appointed member may re-apply. Representative members, who have counterpart(s) in another county served by the Coalition, may be asked to rotate membership with the counterpart(s).

Section 4.7 Removal of a Member for Cause. Except as otherwise provided by law, a Coalition member may be removed from office before the expiration of his or her term for cause upon the affirmative vote of two-thirds (2/3) of the members of the Coalition, except ex-officio, non-voting members, at a properly called meeting. For purposes hereof, a cause shall be defined as:

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- a. Conviction of a crime involving moral turpitude or dishonesty;
- b. An intentional and flagrant violation of Coalition rules, policies, or procedures;
- c. Any conduct which $\frac{2}{3}$ of the Coalition, except the ex-officio, non-voting members, determines to be significantly detrimental to clients, programs, or activities of the Coalition.

Before any final vote is taken by the Coalition on the question of removal or not of a Coalition member, such member shall first be advised in writing of the alleged cause for which his or her removal is sought no later than fifteen (15) days prior to the Coalition meeting, at which such final action is taken. At such meeting, the Coalition member sought to be removed shall be afforded the opportunity to be heard.

Section 4.8. Disputes Among Members. Disputes among and between members of the Coalition regarding formal actions taken by the Coalition shall be directed to a resolution committee, consisting of the Executive Committee plus one other member selected by the disputing party, who is not the disputing party. If the determination, by majority vote, of the resolution committee is disputed, the dispute shall be directed to the Coalition as a whole, which shall make the final determination by majority vote.

Section 4.9. Absences. Absences from four (4) consecutive regularly scheduled meetings or within a twelve-month period by a representative or appointed member may be considered as equivalent to resignation from the Coalition.

Section 4.10 Resignations. Except as otherwise provided by law, any member may resign by giving written notice to the Chair and/or Executive Director. 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.

Section 4.11 Compensation. Members shall not receive any compensation for their services.

Section 4.12 Vacancy. Vacancies on the Coalition Board shall be filled in accordance to applicable law in the specific area that the vacancy occurs or through the recommendation of members of the Board and approved by a majority vote. A vacancy for an unexpired term may be filled for a period of less than a year or remain vacant until vacancy is filled and ~~show~~ due diligence is shown to fill the position. When a vacancy occurs in an appointed position, the Coalition must advertise the vacancy. When a vacancy occurs in a representative position, the coalition must advertise the vacancy, such as a provider representative position.

Election of Provider Representatives. In the event that a vacancy of a Provider Representative seat becomes vacant on the board.

- The Executive Director will send notifications 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.
- Candidate(s) with a nomination will be placed on a ballot and submitted to all currently contracted early learning providers for a vote. ~~Votes~~ by ballot may be submitted to the Coalition via mail, office drop off, fax or via electronic sources. In the event only one candidate is nominated for the ballot, the full board has the authority to appoint a provider representative (Faith-Based or Private)-.
- 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

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Coalition will submit an additional ballot containing the names of the top two nominees to all currently contracted providers for a secondary vote. Written communication of the outcome of the vote will be provided to all currently contracted early learning providers.

- The Executive Director will notify the Chair. The Chair or Nominating Committee Chair (Ad Hoc) will announce the outcome at the next scheduled meeting of the board of directors.
- The elected Provider Representative will take membership at the next scheduled meeting of the board of directors. Provider Representatives (private and faith-based) are elected for a four-year term; and may serve additional terms ratified by the full board or such time referred in Section 4. 7 (Removal of a member for cause).

Section 4.13. Conflict of Interest of Members. Each member of the Coalition is subject to ss.112.313, 112.3135, and 112.3143, of the Florida Statutes. For purposes of s.112.3143(3)(a), each voting member is a local public officer who must abstain from voting when a voting conflict exists. Members of the Coalition Board will conduct themselves in an ethical and professional manner and are subject to sections 112.313, 112.3135 and 112.3143, F.S.

ARTICLE V

OFFICERS

Section 5.1. Officers. The officers of the Coalition shall be the Chair, Vice-Chair, Secretary, and Treasurer. Except for the Chair, who shall be appointed by the Governor of the State of Florida, Coalition members shall elect officers from among Coalition membership. as needed. :

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Officers shall serve a four-year term. ~~With the exception of~~Except for the Vice- Chair, Elected Officers may not be re-elected to the same office ~~without a lapse of at least one year~~ after serving two consecutive terms.

Section 5.2. Chair. The Chair, appointed by the Governor, ~~shall preside~~shall preside at ~~Coalition at Coalition~~ Board and Executive Committee meetings. The Chair, or his/her designee, shall represent the Coalition Board in all official business with the Florida Department of Education (“the Funding Agency”) and perform other duties as assigned by the Coalition Board. The Chair has the responsibility to lead the Coalition Board in effectively and efficiently accomplishing its vision and mission, and the requirements of Part V and Part VI, Chapter 1002, F.S. The Chair shall be a member of all ~~committees, and~~committees and shall perform other duties pertaining to the office as required.

Section 5.3. Vice-Chair. The Vice-Chair has the responsibility to support the Chair in leading the Coalition Board. The Vice-Chair shall perform the duties of the Chair in the absence or incapacity of that officer and shall assume such other duties and responsibilities as may be assigned by the Chair.

Section 5.4. Secretary. The Secretary shall supervise the recording of minutes of all meetings, shall supervise the maintenance of general records of the Coalition, and shall assume other duties as may be requested by the Chair or the Coalition.

Section 5.5 Treasurer. The Treasurer shall review all Coalition fiscal operations and financial records, shall review accounts of receipts and disbursements, shall supervise the preparation of fiscal reports, and shall present such reports at monthly meetings of the Coalition. The Treasurer has the responsibility in ensuring Coalition financial accountability and compliance.

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The Treasurer shall serve as Chair of the Finance Committee and shall assume other duties as may be requested by the Chair or the Coalition.

Section 5.6. Officer Vacancy. A vacancy in any Principal Officer position shall be filled by a member of the Board of Directors to serve the unexpired term.

Section 5.7. Removal of Officers. Except as otherwise provided by law, officers of the Coalition may be removed from office for neglect of duty, misconduct, malfeasance of office, or four (4) ~~consecutive absences~~ consecutive absences within a fiscal year. The officer in question must be informed in writing of the cause for removal and afforded an opportunity to a hearing by the Coalition, at its next regular or special meeting, if so requested.

ARTICLE VI

COMMITTEES

Section ~~6.1 Executive~~ 6.1 Executive Committee. The Executive Committee shall be comprised of the four elected officers of the Coalition plus a fifth member who shall be chosen by the Chair. The Executive Committee shall have all the authority of the Coalition between meetings but cannot modify any action taken by the full board. All members of the Executive Committee may meet and fully exercise their rights and responsibilities as Executive Committee members by means of teleconferencing or videoconferencing. The Executive Committee has the full authority of the board to act on its behalf, including the hiring of the Executive Director.

Section ~~6.2 Standing~~ 6.2 Standing Committees. Except for the Executive Committee, the Chair may appoint standing committees (e.g. Quality Committee ~~), as~~ , as needed. Coalition

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members shall Chair all standing committees; other committee members may be selected from Coalition membership.

Section 6.3 Ad Hoc Committees/Task Force. Ad Hoc Committees and task forces may be established, as needed. Such committees shall operate for limited time periods to complete specific projects as assigned by the Coalition. Coalition member shall chair all Ad Hoc Committees; other Ad Hoc committee members may be selected from Coalition members or non-Coalition members.

Section 6.4 Staff Assignment. The Executive Director will ensure that adequate staff support is provided to each committee to complete minutes, scheduling, data collection, and prepare an agenda, and other clerical support.

ARTICLE VII

RECORDKEEPING

Section 7.1 Records. All records will be kept and maintained in accordance with Coalition policy at the office of the Coalition or at the Coalition's off-site storage. All records will be subject to the inspection of any member of the Coalition or the public according to Section 119.01, F.S.

ARTICLE VIII

IMPLEMENTATION AND AMENDMENTS

Section 8.1 Implementation. These Bylaws shall become effective immediately upon adoption by majority vote of the Coalition Board. The Coalition Board's interpretation of the Bylaws shall be considered the correct interpretation when reached by majority vote.

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Section 8.2 Amendments . These Bylaws may be amended solely by the affirmative vote of at least one vote more than 50% of the entire membership of the Coalition, except the ex-officio, non-voting members, at any meeting duly and properly called. The articles of incorporations and Bylaws are a part of the coalition's plan and any amendments to them constitute an amendment to the plan.

ARTICLE IX

MISCELLANEOUS

Section 9.1. Fiscal Year. The fiscal year of the Coalition shall ~~begin on~~ begin on July 1 and end on June 30-.

Section 9.2. Annual Review of Bylaws. The Executive Director /CEO shall at least annually review these Bylaws and report thereon to the members no later than the third (3rd) quarter ~~of~~ each of each Fiscal year.

Section 9.3. 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.

EARLY LEARNING COALITON OF FLORIDA'S GATEWAY, INC.

Chair

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Witness

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