

**Early Learning Coalition of Broward County, Inc.**  
**Governance Committee Meeting Agenda**  
**April 6, 2022 – 2:00 PM**  
**Virtual Meeting**

Zoom: <https://us06web.zoom.us/j/82156431046?pwd=RUVKYIBvNnplcHRMYnQvaGtIK014UT09>

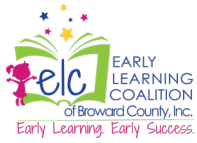
**Dial in: 1 929 205 6099 US**  
**Meeting ID: 821 5643 1046      Passcode: 195921**

*Members are reminded of conflict of interest provisions. In declaring a conflict, please refrain from voting or discussion and declare the following information: 1) Your name and position on the Board, 2) The nature of the conflict and 3) Who will gain or lose as a result of the conflict. Please also fill out form 8B prior to the meeting.*

**PAGE**

<b>I.</b>	<b>Call to Order</b>		Dawn Liberta, Governance Committee Chair
<b>II.</b>	<b>Roll Call</b>		Melody Martinez, Board Liaison
<b>III.</b>	<b>Consent Agenda</b> a. Approve June 11, 2021 meeting minutes	<b>2</b>	Dawn Liberta, Governance Committee Chair
<b>IV.</b>	<b>Regular Business</b> a. GOV221RB1 – Approve amendment to Bylaws as it pertains to the election of ELC Board Officer	<b>4</b>	Judith Merritt, COO
<b>V.</b>	New Business Matters from the Committee Matters from the Chair Public Comment <b>Next Governance Committee Meeting:</b> • TBD <b>Adjourn</b>		

**Please Note:** Agenda subject to revisions and additions per the discretion of the Chair of the Coalition. Notification will be sent of any such revisions or additions. **Members of the Public:** Please sign up at the entry desk for public comments to be made on particular agenda items no later than five minutes after the Coalition meeting has been called to order.



Early Learning Coalition of Broward County  
**Governance Committee Meeting Minutes**  
**June 11, 2021 – 9:00am**  
**VIRTUAL MEETING**

Members in Attendance: Dawn Liberta, Michael Asseff, Carol Hylton, Cara Cerchione

Members Absent: Laurie Sallarulo

Staff in Attendance: Renee Jaffe, CEO; Howard Bakalar, CPO; Judith Merritt, COO; Christine Klima, CAO; Hubert Cesar, CIO; Irene Ramos, Office Coordinator

Others in Attendance: Jacob Jackson, General Counsel

Item	Action/Discussion
Welcome & Call to Order	Dawn Liberta, Chair called the meeting to order at 9:03 AM. Roll Call was done and a quorum was established.
<b>Consent Agenda:</b> Approve December 10, 2020 meeting minutes	<b>A Motion</b> was made by Michael Asseff to approve the December 10, 2020 meeting minutes. <b>Seconded</b> by Cara Cerchione. <b>Unanimously approved.</b>
<b>Regular Business:</b>  a. GOV214RB1 – Adopt Revised 403B Plan Document  b. GOV214RB2 – Amendment to ELC 403B Plan Document  c. Adopt Cafeteria Plan Document	<p><b><u>Adopt Revised 403B Plan Document:</u></b></p> <p>CAO provided the background on the 403B Plan Restatement that needed to be adopted in order to be compliant with the IRS requirements and Federal Retirement Plan rules.</p> <p><b>A Motion</b> was made by Carol Hylton to approve adoption of ELC 403B Plan document effective January 1, 2020 and seconded by Michael Asseff. <b>Unanimously approved. Motion passes.</b></p> <p><b><u>Amendment to ELC 403B Plan Document:</u></b></p> <p>CAO reviewed the need to further amend the ELC’s 403B Retirement Plan document in order change one of the elections in plan.</p> <p>A Motion was made by Michael Asseff to empower staff to execute an additional amendment to the ELC Plan Document when it becomes available from ELC’s Plan Sponsor, pending review by ERISA legal counsel and seconded by Carol Hylton. <b>Unanimously approved. Motion passes.</b></p> <p><b><u>Adopt Cafeteria Plan Document:</u></b></p> <p>CAO provided an overview on the Cafeteria Plan Document prepared by Brown &amp; Brown in order to complete ELC’s compliance profile as a large group employer. The plan document needs to be adopted at least once every 5 years.</p> <p>A Motion was made by Cara Cerchione to adopt the EL Health Benefits Cafeteria Plan Document and seconded by Michael Asseff. <b>Unanimously approved. Motion passes.</b></p>

d. GOV214RB3 – Approve Commercial Risk Management Coverage	Commercial risk management plan:  CAO provided a summary of the annual policy renewals and the coverage levels...AJ Gallagher provides brokerage  A Motion was made by Michael Asseff to approve the annual commercial insurance coverage lines as presented and seconded by Carol Hylton. <b>Unanimously approved. Motion passes.</b>
Other Business	None
Matters from the Chair	None
Matters from the Committee	There was no discussion.
Public Comment	There was no comment.
Next Meeting Date	• TBD
Adjourn	Michael Asseff moved to adjourn the meeting. The meeting adjourned at 9:23 AM.

*These minutes contain the action items of the Governance Committee meeting of the Early Learning Coalition of Broward. They do not include all the Committee's discussions or comments on each matter or issue raised during the meeting. 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.*

ITEM/MEETING	GOV221RB1 - Governance
DATE:	April 6, 2022
SUBJECT:	ELC Bylaws Section 4.2 – Election and Terms of Officers
TIES TO PILLAR	Strengthen and Develop the ELC Staff and Organization
FOR ACTION:	Yes
RECOMMENDED ACTION:	<b>Approve Changes to Bylaws</b>
FINANCIAL IMPACT:	None
ELC STAFF LEAD	J Merritt

**Background:**

Prior to December 2019, Section 4.2 – Election and Terms of Officers of the ELC Bylaws read as follows:

**Section 4.2 previously begins:**

*Except for the Chair, each Officer shall be elected by a majority vote of the Board for a two (2) year term. No Officer may hold the same elected position for more than one (1) term of office. Terms of office shall coincide with the Coalition’s fiscal year. Election of Officers shall take place at the annual meeting in June of each fiscal year...*

At the December 2019 Board meeting the changes below (**in bold and underlined**) were recommended and approved by the Board.

*Except for the Chair, each Officer shall be elected by a majority vote of the Board for a two (2) year term (**“term of office”**). No Officer may hold the same elected position for more than one (1) term of office **but may be elected to the same position after a one (1) term absence from position.** Terms of office shall coincide with the Coalition’s fiscal year. Election of Officers shall take place Election of Officers shall take place at the annual meeting in June of each fiscal year.*

**Current Status**

While there are benefits of electing a new slate of officers every two years, not allowing an officer the opportunity to serve a second term *prevents* ELC from leveraging the experience an Officer has just gained following the learning curve. In our current policy, Officers are just getting familiar with their roles just as it’s time for them to rotate out. Amending the bylaws to allow Officers the opportunity to serve for one more additional term, would increase the strength of the ELC Officers. This change would also align with the Committee Chairs, who are allowed to serve two (2) consecutive terms in their role as Chair. Finally, while ELC staff recommend this change, they are committed to increasing their efforts to encourage and/or empower new Board members and non-Officer members to apply for Officer positions when they become available, allowing for more Board members to be involved and have a voice on the Executive Committee and/or overseeing committees.

**Recommendation**

ELC staff recommend the following updated language in Section 4.2 of the ELC Bylaws:

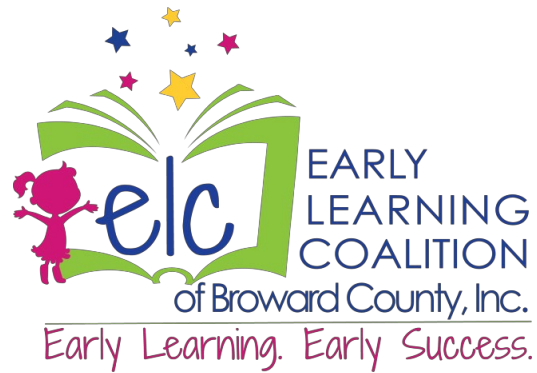
- 1) Changing the sentence “No Officer may hold the same elected position for more than one (1) term of office but may be elected to same position after a one (1) term absence from position.” To: ***“Officers may hold the same elected position for up to two (2) consecutive terms of office”***

This promotes the consistency of officers as well as allowing those interested in applying to be an Officer the opportunity to do so at the end of each term of office.

### **Supporting Documents**

- Current Bylaws – Board Approved December 19, 2019
- DRAFT bylaws – Governance Review April 6, 2022

# Early Learning Coalition of Broward County, Inc.



## Bylaws

**Board Approved 12/19/19**

# Early Learning Coalition of Broward County, Inc.

## Bylaws

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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 lead and support the early learning community to deliver high quality early learning experiences to young children and their families.

### Section 2.2 Purpose and Goals:

To further the goals and intent of the Legislature as set forth in the Florida Statutes, the Florida Administrative Code(s) and the policies and procedures of the applicable governing agencies.

## ARTICLE III: MEMBERSHIP

### Section 3.1 Definition

A “Member” who is a person appointed or selected in accordance with the standards and guidelines set forth in applicable Florida Statutes, Florida Administrative Codes, the applicable governing agency’s policies and procedures and the Coalition’s Bylaws. A Member who serves by virtue of their positions with a state or local agency, board, commission, council or district is hereinafter referred to as “Ex Officio Member”. A Member who is appointed by the Governor for the State of Florida is hereinafter referred to as a “Gubernatorial Appointee”. The membership of the Coalition is hereinafter referred to collectively as the “Board” and individually as a “Member.” For purposes of the Coalition Bylaws, the term “Member” shall also include those persons designated as an Ex Officio Member or a Gubernatorial Appointee unless specifically excepted within the Coalition Bylaws.



## Section 3.2 Term

Except for a Gubernatorial Appointee or an Ex Officio Member as defined in Section 3.1 of the Coalition Bylaws, the term of membership for a Member shall be four (4) years. Once a Member's term of service is completed, a Member shall have the option of serving for an additional four (4) year term by providing written notice to the Chair prior to the expiration of their initial four (4) year term. A Member who opts to serve as a Member for an additional four (4) year term will not be required to go through the Nominating Committee or obtain Board approval so long as written notification regarding continued membership is provided to the Chair and the Chief Executive Officer of the Coalition prior to the expiration of their initial term of service; said person is eligible to be a Member of the Coalition; the additional term is consecutive; and said Member is not in violation of the Coalition Bylaws, applicable Florida Statutes, Florida Administrative Codes, and the policies and procedures of the Coalition. The Coalition is under no obligation or duty to re-appoint a Member to the Board if said Member has served two (2) full terms as set forth herein, or is not eligible for membership with the Coalition. For purposes of this section, "eligibility" means that the Member meets the Florida statutory requirement for membership with the Coalition and is not in violation of Coalition Bylaws, applicable Florida Statutes, Florida Administrative Codes, and the policies and procedures of the Coalition at the time of consideration or notice to the Chair and Chief Executive Officer.

Notwithstanding the foregoing, any person who serves as a Member of the Board for a term as defined herein and resigns either upon the expiration of, or during their term of membership, whichever is earlier, must be vetted and recommended by the Nominating Committee prior to being considered for any future membership by the Board.

A Gubernatorial Appointee to the Board shall serve for the term specified pursuant to Florida Statutes. In the event the term of service of a Gubernatorial Appointee expires in accordance with Florida Statutes, said Gubernatorial Appointee may continue to serve on the Board with full voting privileges until such time that Gubernatorial Appointee is either reappointed by the Governor, or a new Gubernatorial Appointee replaces the current Gubernatorial Appointee. Nothing in the Coalition Bylaws shall prevent a Gubernatorial Appointee whose term has expired, or who is replaced by the Governor of the State of Florida from serving in a non-gubernatorial capacity as a Member so long as said former Gubernatorial Appointee is eligible to be a Member of the Coalition and said selection is done in accordance with the Coalition Bylaws and Florida Statutes.

## Section 3.3 Voting Rights

Except as set forth herein, A Member shall vote on all matters that come before them during any Board meeting or, if applicable, any Board committee meeting

so long as a quorum has been first established in accordance with the Coalition Bylaws. A Member cannot abstain from voting on a matter before the Board or a Board committee unless said Member has a conflict of interest pursuant to applicable Florida law, the policies and procedures of the Coalition, and/or the Coalition Bylaws.

Except as otherwise permitted by Florida Statutes, a Member, may not appoint a designee to vote in his or her place on the Board. In the event a representative is appointed by a state or local entity that is an Ex Officio Member of the Coalition to serve on the Board, said representative of the ex officio entity shall be considered a Member of the Coalition. The ex officio entity shall inform the Coalition of the name of its Ex Officio Member in writing and only said named Ex Officio Member shall be allowed to vote on matters that come before the Coalition.

#### Section 3.4 Resignation

A Member who decides to resign from the Board shall provide a written notice to the Chair of the Board of the Coalition. The Chair shall make the Board aware of the Member's resignation. Such resignation may take effect on the date specified in the statement of resignation. The acceptance of a Member's resignation shall not be necessary to make a resignation effective.

#### Section 3.5 Meeting Attendance

Members shall be expected to attend all Board and assigned committee meetings. Absences from three (3) consecutive board meetings or four (4) total regularly scheduled board meetings, within a twelve (12) month fiscal year may be cause for termination of membership with the Coalition. A Member who has exceeded the number of allowed absences as stated herein shall have their membership status and absences reviewed by the Governance Committee. Where applicable, the Governance Committee may recommend removal of a Member to the Board. In the event the Governance Committee determines that an absence of a Member is excusable, the Governance Committee shall include said determination in its recommendation to the Board regarding membership. A recommendation of removal of a Member with excessive absences will not be forwarded to the Board for consideration if the Member has submitted a written resignation to the Coalition prior to consideration by the Board.

Prior to consideration of a Member's membership status by the Governance Committee and, if applicable, the Board, the Member whose attendance is being considered by the committee shall be provided with written notice of the date, time and place where said Member's Board membership status will be discussed and determined by the Governance Committee and, if applicable, the Board.

### Section 3.6 Vacancies

The Coalition staff shall post and advertise vacancies for board membership pursuant to the policies and procedures as set forth by the applicable governing agencies and the Coalition. All nominations presented to the Board must be approved by the Nominating Committee prior to being submitted to the Board for approval. The Nominating Committee shall use best efforts within (120) day of the official posting and advertising of any Board vacancy to review all qualified applicants and provide recommendation(s) to the Board for the filling of non-gubernatorial and non ex-officio Member vacancies to the Board.

### Section 3.7 Removal of a Member

Except for a Gubernatorial Appointee or Ex-Officio Member, a Member may be removed from the Board or a Board committee for cause by a 2/3 majority vote of the Board in attendance at a regularly scheduled Board meeting. For purposes of this section, "cause" shall mean a Member's violation of the Coalition Bylaws, Florida Statutes or the Coalition's policies and procedures. A Member may be removed by a 2/3 majority vote in attendance at a regularly scheduled Board meeting for failure to attend Board or Board committee meetings as set forth in the Coalition Bylaws.

With respect to a Member serving in an ex-officio capacity or as a Gubernatorial Appointee, the Board, after first receiving a recommendation from the Governance Committee, shall provide written notification to the appointing entity of the Member regarding the Member's membership status.

## ARTICLE IV: OFFICERS

### Section 4.1 Officers

The Governor shall appoint the Chair of the Board. The Board shall elect a First Vice-Chair, a Second Vice-Chair, Secretary, and Treasurer from the Members of the Coalition. The elected Members of the Board shall be considered "Officers" for the Coalition and shall be part of the Executive Committee of the Coalition.

### Section 4.2 Elections and Terms of Office

Except for the Chair, each Officer shall be elected by a majority vote of the Board for a two (2) year term ("term of office"). No Officer may hold the same elected position for more than one (1) term of office but may be elected to the same position after a one (1) term absence from position. Terms of office shall coincide with the Coalition's fiscal year. Election of Officers shall take place at the annual meeting in June of each fiscal year. If an Officer has resigned from

their elected position, or if an Officer has been removed from their elected position by the Board more than (60) days prior to the June election date stated herein, the Board shall have special election at the next regularly scheduled Board meeting for said vacant office. In the event of a special election for a new Officer of the Board, the Nomination Committee shall oversee the nomination process in accordance with the Coalition Bylaws. The term of an Immediate Past Chair of the Board shall not exceed one (1) term of two (2) years and said term shall coincide with the Coalition's fiscal year.

### Section 4.3 Duties of Officers

- A. The Chair shall:
1. preside at all Board meetings;
  2. except as provided for in the Coalition Bylaws, serve as a Member of all standing and ad hoc committees of the Board;
  3. except as provided for in the Coalition Bylaws, appoint all standing and ad hoc committee members and chairs of the Board committees. The Chair may not serve as a chair of a standing committee other than the Executive Committee as set forth herein;
  4. execute all contracts, agreements, renewals, and amendments as duly approved by the Board in accordance with the policies and procedures of the Coalition, the policies and procedures of the applicable governing agencies, Florida Statutes, and the Florida Administrative Code; and
  5. perform all of the duties usually pertaining to the office of Chair and as set forth pursuant to Florida Statutes, Florida Administrative Code, the policies and procedures of the applicable governing agencies, the policy and procedures of the Coalition and as directed by the Board.
- B. The First Vice-Chair shall:
1. serve as the Chair of the Governance Committee;
  2. preside at all Board meetings in the absence of the Chair;
  3. assume the duties of the Chair in the event the office becomes vacant, there is a conflict of interest, or due to the unavailability of the Chair; and
  4. perform such duties as designated by the Chair.
- C. The Second Vice-Chair shall:
1. preside at the Board meetings in the absence of the Chair and the First Vice Chair;
  2. assume the duties of the First Vice-Chair, in the event that office becomes vacant, there is a conflict of interest, or due to the unavailability of the Chair; and
  3. perform such duties as designated by the Chair.

- D. The Secretary shall:
1. preside at the Board meetings in the absence of the Chair, First Vice-Chair and Second Vice-Chair;
  2. confirm recording of the official minutes at each meeting of the Board;
  3. review the minutes for accuracy prior to submission to the Board and certify the minutes after approval by the Board; and
  4. perform such duties as designated by the Chair.
- E. The Treasurer shall:
1. preside at the Board meetings in the absence of the Chair, First Vice-Chair, Second Vice-Chair and Secretary;
  2. chair the Finance Committee; and
  3. perform such duties as designated by the Chair.

#### Section 4.4 Resignation and Removal of Officers

Resignation of Officers shall be accepted under the same terms as those pertaining to Members as defined in the Coalition By-laws. Officers elected midterm shall fulfill the unexpired term of said office and shall be eligible for one (1) additional consecutive full term. An Officer who has exceeded the number of allowed absences as stated herein shall have their position and absences reviewed by the Governance Committee. Where applicable, the Governance Committee may recommend removal of an Officer from the Executive Committee due to attendance. Except for the Chair, the Board may remove any Officer at any time, with or without cause, by two-thirds vote of the Members in attendance at a meeting for which a quorum is present. Vacancies created by the resignation or removal of an Officer shall be filled by the Board in accordance with the Coalition Bylaws. The process for recommending a new Officer due to resignation or removal shall be conducted by the Nominating Committee.

## ARTICLE V: MEETINGS

#### Section 5.1 Meeting Times

The Board shall meet a minimum of five (5) times per year. All meetings must be publicly noticed and in compliance with applicable Florida law. The Coalition's annual meeting shall be held in June of each fiscal year.

#### 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 meeting notices shall be in writing and shall set forth the time, date, and place of any meeting. A notice shall be delivered to Members by US mail, in person, by facsimile, or by electronic mail at least 48 hours prior to the meeting. Notice for a special meeting shall be as set forth in herein unless said special meeting is an emergency in in which case said notice shall be as soon as practicable.

### Section 5.4 Special Meetings

The Chair, or any Officer acting as Chair in accordance with Coalition Bylaws may call a special or emergency meeting for any purpose(s) with adequate notice. The Board may direct the Chair to call a special meeting so long as said direction and special meeting is done in accordance with the Coalition Bylaws and if applicable, the Coalition's policies and procedures.

Notice of a special meeting shall be given to all Members. The minutes of the special meeting shall state the manner and method of notice given to the Board or if applicable, a Board committee.

### Section 5.5 Audio or Video Participation by a Member

The Coalition may establish policies and procedures for audio or video participation of the Board or a Board committee. Such policies and procedures shall ensure reasonable public access and participation, as appropriate. In the event the Coalition does not have policy and procedures for audio or video participation of Members for a Board or Board committee meeting, audio or video participation shall be done in accordance with applicable Florida law.

### Section 5.6 Quorum

A majority of the Members shall constitute a quorum required to conduct business of the Coalition at any Board, Board committee, or special meeting. While physical attendance at meetings of the Board of Directors is an expectation of membership, the Early Learning Coalition board may use any method of telecommunications to conduct committee or Board meetings, including establishing a quorum through telecommunication (provided that the public is given proper notice of the telecommunications meeting and reasonable access to observe, and when appropriate, participate).

## Section 5.7 Minutes

Minutes of each meeting of the Board and Board committees shall be accurately taken, preserved and provided to Members at or before the next regular Board or Board committee meeting. The minutes of each meeting shall become the official record of the Coalition upon adoption by the Board and certification by the Secretary of the Board.

## Section 5.8 Parliamentary Authority

All Board and Board committee meetings of the Coalition shall be conducted pursuant to Robert's Rules of Order, unless the same conflicts with Florida Statutes, Florida Administrative Code, and/or the Coalition Bylaws.

# ARTICLE VI: COMMITTEES

## Section 6.1 Standing Committees

The Board may establish or dissolve standing committees by majority vote of the Board. The term of membership on a standing committee for a Member shall be consistent with the fiscal year.

Except as set forth in the Bylaws, there is no limit to the length of time a Member may serve on a Board standing committee, however, a Member of a standing committee who has either been appointed to said committee by the Chair of the Board or selected to a standing committee by a majority vote of the Board, whichever is applicable, may be removed by a majority vote of the Board after serving on a committee for 1 year, or at any time for violation of ethics and conduct as set forth in the Bylaws, Florida Statute or the ELC's Code of Conduct or other applicable policies and procedures, or may be removed for lack of attendance. In the event a removal of a Member is due to the above mentioned reasons, such matter shall first go to the Governance Committee for review and consideration in accordance with Sections 3.5 and 3.7 of the Bylaws, whichever is applicable.

Only Members appointed to a standing committee by the Chair or, if applicable, by the Board in accordance with the Coalition Bylaws may vote and act on matters coming before said committee. The length of term of a Committee Chair shall be a two (2) year term ("Committee Chair term") and whenever possible, the commencement of a Committee Chair term should coincide with the election of Officers of the Board. Chairs may be re-appointed to serve one additional consecutive Committee Chair term. The Chair of the Executive Committee is not subject to these specific term limitations as set forth in this section 6.1 of the Bylaws. All standing committees of the Coalition, with the exception of the Audit Committee, shall be responsible for the delivery of committee recommendations and reports to the Executive Committee.

Standing committees shall consist of the following:

A. Executive Committee

The Executive Committee shall be a committee that reports directly to the Board. The Executive Committee of the Coalition shall consist of the Chair, First Vice-Chair, Second Vice-Chair, Secretary, Treasurer, Immediate Past Chair (if applicable) and each of the chairs of the Standing Committees (hereinafter referred to as "Committee Chairs").

The Executive Committee shall have the authority to do the following:

- i. Assist in the development of the agenda for the Board meeting in collaboration with the Chief Executive Officer;
- ii. oversee the annual performance evaluation of the Chief Executive Officer. The Executive Committee shall forward its recommendations regarding the Chief Executive Officer to the Board;
- iii. review and recommend to the Board the approval, rejection, retention or termination of any contracts or agreements including any amendments and renewals thereto, that are brought to the Executive Committee by the Chief Executive Officer or the Coalition staff. Notwithstanding the foregoing, the Chief Executive Officer may have monetary approval authority for certain contracts and agreements as set forth in the policies and procedures of the Coalition or by majority vote of the Board, so long as said approval authority does not violate Florida Statutes, Florida Administrative Codes, the most current funding agreement between the Coalition and its governing agency ("Grant Agreement"), and the policies and procedures of the applicable governing agencies;
- iv. except as provided for in the Coalition Bylaws, review the reports and recommendations of the standing and ad hoc committees and, if applicable, make recommendations to the Board.
- v. take action on those general administrative and/or operational Coalition matters that are brought before the Executive Committee by the Chief Executive Officer or Coalition staff. This authority shall be limited to the ability to correct minor mistakes in contracts, agreements and/or policies and procedures of the Coalition such as scrivener's errors, identification of proper parties and their contact information, and/or references to out of date or inapplicable agencies or laws. The Executive Committee shall inform the Board of any action taken hereunder without the Board's prior approval at the next scheduled Board meeting;
- vi. review and if necessary, take action as it pertains to contract, statutory and/or agency compliance issues concerning contracted providers and vendors with the Coalition that are non-monetary in nature. If said



compliance matters or issues are monetary in nature and/or will have a fiscal impact on the Coalition, the Executive Committee shall review those matters and forward recommendations to the Board for review and approval; and

- vii. take and approve any action, without prior approval of the Board, in response to an emergency or special circumstance that requires immediate action by the Coalition or the Coalition's third party contractors, providers or vendors. For purposes of this section, " emergency" shall be a situation where substantial harm has, or would be likely to be caused to child, parent, guardian, Coalition staff, or to the community due to the acts or omissions of the Coalition or the Coalition's third party contractors, providers or vendors, or due to circumstances beyond the control of the Coalition such as actions or omissions of a third party (including but not limited the actions or omissions of a local, state or federal agency,), natural disaster, environmental hazard, or acts of God. The Executive Committee shall inform the Board of the action taken hereunder without the Board's prior approval within the 48 hours of said action and report said action at the next Board meeting. The nomination or removal of a Member or an Officer is specifically excluded from this authority.

#### B. Governance Committee

The Governance Committee shall be a committee that reports directly to the Board and shall consist of at least five (5) Members elected by the Board and the First Vice-Chair of the Board shall serve as chair of the Governance Committee.

The Governance Committee shall have the authority to do the following:

- i. review and if necessary, recommend changes to the employment and/or governance, manuals or any other manual or guidance required for certification purposes for the Coalition;
- ii. except as stated in the Coalition Bylaws, review and if necessary recommend changes, deletions and/or the creation of policies and procedures for the Coalition;
- iii. review and if necessary, recommend changes to the Coalition's organizational documents (e.g. Bylaws, Coalition Plan and Articles of Incorporation);
- iv. review, respond and make recommendations to the Board, which include, but not limited to corrective actions to be done by the Coalition and/or its contractors in response to findings or conclusions from an investigation, report or monitoring by a Florida or federal agency, commission, board or other entity for those matters that would not clearly fall under the

responsibilities of the Audit Committee pursuant to the Coalition Bylaws.

#### C. Finance Committee

The Finance Committee shall be a committee that reports directly to the Board and shall consist of at least five (5) Members. The Treasurer of the Board shall serve as chair of the Finance Committee. The Chair shall make a good faith effort to appoint Members to the Finance Committee that have significant accounting or financial management experience. In the event the Finance Committee is unable to recruit or identify a Member to serve on the committee that has significant accounting or financial management experience in accordance with this section, the Finance Committee may appoint Ad Hoc Member(s) as defined and set forth in the Coalition Bylaws with significant accounting or financial management experience to assist the Members of the Finance Committee.

The Finance Committee shall have the authority to do the following:

- i. review, and/or recommend revisions to the annual operating budget for the Coalition to the Board;
- ii. review the Coalition's monthly and quarterly financial statements;
- iii. provide reports and recommendation to the Board for review and approval;
- iv. creation, review and alteration, of accounting and financial related policies and procedures for the Coalition;
- v. ensure that budget to actual variances are done after each year- end numbers are finalized;
- vi. recommend budget amendments;
- vii. analyze budget variances; and
- viii. monitor compliance with State of Florida property guidelines as it pertains to surplusing, write offs and property inventory.
- ix. review and monitor the financial operations of the Coalition in order to determine compliance with applicable Florida and federal laws as well as in accordance with generally accepted financial and accounting standards where applicable.

#### D. Nominating Committee

The Nominating committee shall be a committee that reports directly to the Board. The Board, at any regular scheduled Board meeting, shall elect

Members to serve on the Nominating Committee. The Nominating Committee shall consist of at least three (3) Members who are not Officers of the Coalition.

The Nominating committee shall have the authority to do the following:

- i. oversee and conduct the nomination process for Members and Officers as set forth in the Coalition Bylaws.
- ii. review and recommend potential applicants for membership for the Board and forward the committee's recommendations to the Board in accordance with the Coalition Bylaws.
- iii. recommend to the Board policies and procedures that govern the selection of Members who are not Ex-Officio Members and Gubernatorial Appointees as set forth in the Coalition Bylaws.

#### E. Audit Committee

The Audit Committee shall be a committee that reports directly to the Board. The Audit Committee Membership shall consist of, at least, five (5) Members elected by the Board with a minimum of one (1) of the committee Members having significant accounting or financial management experience. In the event the Audit Committee is unable to recruit or identify a Member to serve on the committee that has significant accounting or financial management experience in accordance with this section, the Audit Committee may appoint Ad Hoc Members as defined and set forth in the Coalition Bylaws with significant accounting or financial management experience to assist the Members of the Audit Committee. No more than one (1) Member of the Finance Committee shall be a Member of the Audit Committee and in no event shall the chair of the Finance Committee be a Member of the Audit Committee. No Member of the Audit Committee shall have a business, contractual, beneficial, or monetary interest, whether direct or indirect, with the Coalition. In no event shall the Chair of the Board be a member of the Audit Committee nor shall the chair of the Governance Committee be the chair of the Audit Committee.

The Audit Committee shall have the authority to do the following:

- i. recommend the selection, retention, and termination of the internal and independent external auditor(s) to the Board and shall be responsible for recommending the compensation of the auditors;
- ii. oversee the auditing function of the Coalition, which includes, but is not limited to a review of the internal and external operations of the Coalition;
- iii. monitor and report on the adequacy of the Coalition's financial disclosure;
- iv. review and recommend approval of the audit plan;

- v. monitor and report on the status of the Coalition’s compliance with applicable Florida and federal statutes, codes and regulations.
- vi. ensure that an annual audit of the Coalition is done by the auditors for each fiscal year; and
- vii. Make recommendations, if applicable, to the Board based on the committee’s review of any and all accountability, risk, financial, monitoring or other reports or audits done by the Coalition and/or its governing agencies.
- viii. recommend an investigation into any alleged or actual violations of any financial or compliance related laws or rules committed by the Coalition, its employees, its contractors, its vendors or its service providers that come before, or to the attention of the Audit committee.

F. Program Review Committee

relevant  
of at least

The Program Review committee shall be a committee that reports directly to the Board. The Chair shall make every effort to appoint Members that have program experience. The Program Review Committee shall consist three (3) Members.

The Program Review committee shall have the authority to do the following:

- i. Review and discuss internal and external program and quality reports
- ii. Review and discuss relevant program area and quality outcomes and benchmark included in the ELC’s strategic plan
- iii. Review and discuss programmatic (non-financial) audits
- iv. Discuss new or outstanding program/quality issues presented to the committee
- v. Discuss new program ideas and/or initiatives
- vi. Discuss existing and potential community partnerships and program/quality related grant opportunities

Section 6.2 Ad Hoc Membership and Committees

For purposes of this section, an “Ad Hoc Member” shall mean a person who has been appointed by the Chair to a committee of the Coalition that is not a Member as defined by the Coalition Bylaws. The Ad Hoc Member shall be subject to applicable Florida Statutes, Florida Administrative Codes, the policies and procedures of the applicable governing agencies, the policies and procedures of the Coalition and the Coalition Bylaws, which shall include but not be limited to the following: Florida Sunshine Law, confidentiality, ethics, conflicts of interest, reporting/disclosure requirements and public records.

Ad Hoc Committee may be created from time to time by the Board to review and/or provide recommendations for special or assigned tasks and/or projects as circumstances may warrant on behalf of the Coalition. Upon creation of an ad hoc committee by the Board, the Chair shall appoint Members and/or Ad Hoc Members, as maybe needed by the Board, to serve on an ad hoc committee. The authority of an ad hoc committees shall be limited to those activities and tasks for which said committee was created as set forth by the Board. Unless otherwise directed by the Board, an ad hoc committee composed solely of Members shall report to the Executive Committee. The recommendations of ad hoc committee shall require final approval of the Board.

Ad Hoc Member shall receive no compensation or reimbursement for their service to the Coalition. An Ad Hoc Member shall not hold a position of employment with the Coalition. An ad hoc committee may achieve quorum for a meeting in the same manner as a standing committee in accordance with the Coalition Bylaws. In no event shall an Ad Hoc Member have any voting rights or be counted for quorum as set forth in the Coalition Bylaws for a standing committee of the Coalition, or for an ad hoc committee in which there are at least three (3) Members of the Board serving on said committee.

Upon completion of the special or assigned task or project, all ad hoc committee members shall be discharged of their duties under said committee and the ad hoc committee shall be automatically dissolved within thirty (30) days after delivery of a final report or recommendation to the Board.

Notwithstanding the foregoing, the ad hoc committee will not be dissolved if the Executive Committee or the Board requests further comment, consideration, and/or review of an issue, task, and/or recommendation contained in a final report or list of recommendations.

## ARTICLE VII: CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (“CEO”) shall be employed by at least two-thirds a (2/3) majority vote of all Members of the Coalition Meeting. The CEO shall perform such administrative duties as specified in the Coalition’s CEO job description and the policies and procedures of the Coalition. In the event the Coalition desires to terminate the CEO, said termination shall only be effective upon at least a two-thirds (2/3) majority vote of all Members of the Coalition. Except as provided in the Coalition Bylaws, the hiring and termination of the CEO shall be noticed no less than ten (10) working days before a Board meeting.

## ARTICLE VIII: LIABILITY

The Coalition shall indemnify to the full extent permitted by Florida Statutes against a n y 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 Member or Coalition employee, including the CEO, 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 a Coalition employee or Member of the Coalition and was acting in an official capacity on behalf of the Coalition unless such Coalition employee's or Member's actions or omissions are in violation of Florida Statutes or any other relevant law, code or regulation.

## ARTICLE IX: ETHICS, CONFLICT OF INTEREST AND PUBLIC MEETINGS

### Section 9.1 Ethics

Each Member and employee of the Coalition is subject to those applicable Florida Statutes as it pertains to the code of conduct of public officials and employees.

### Section 9.2 Conflict of Interest (Voting of Members)

No Members may participate or vote upon any measure that 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 a decision by oral or written communication. It is the duty of all Members to make known through verbal or written communication to the Chair and the Members of the Board 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 Members from responding to informational questions directed to them. In the event a Member has, or believes in good faith to have a conflict of interest on matter that is before the Board or if applicable, a Board committee for a vote, the Member shall declare said conflict on the record, abstain from voting on the matter and shall file the required paperwork in accordance with the Coalition Bylaws and applicable Florida law.

### Section 9.3 Conflict of Interest (Contracting with the Coalition)

A Member, relative of a Member, or a Coalition employee may not contract with the Coalition except as provided by Florida law and as approved by the Board.

### Section 9.4 Public Meetings and Records

The Coalition shall comply with all applicable Florida Statutes and Florida Administrative Codes as it concerns public meetings, public records and disclosure.

## ARTICLE X: REVISION/REPEAL/SUSPENSION OF BYLAWS

The Coalition Bylaws may be amended, suspended, repealed or altered in whole or in part, at any regular or special meeting, by a two-thirds (2/3) majority vote of the Members of the Board present at a Board meeting. Any proposal to amend, repeal, or alter the Coalition Bylaws shall be delivered in writing to Members of the Board not less than fifteen (15) calendar days before the meeting in which the proposal is to be considered and voted upon. 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 XI: CONFLICT OF LAWS

In the event there is an unallowable conflict between applicable federal law, Florida law, the Coalition's Plan, the most current funding between the applicable governing state agency and the Coalition, and the Coalition Bylaws, said applicable federal law, Florida law, Coalition's Plan, and/or the most current funding agreement between the applicable governing state agency and the Coalition shall prevail. For purposes of this section, the "Plan" shall be the early learning coalition plan as described pursuant to Florida Statutes.

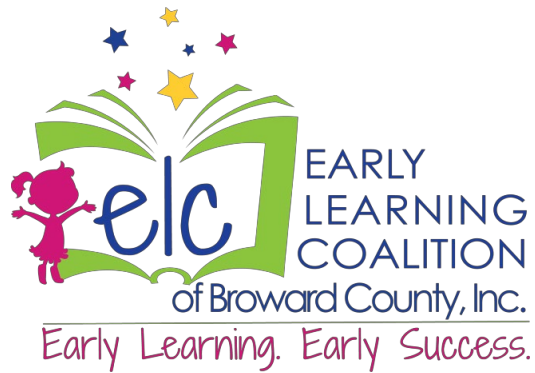
## ARTICLE XII: POLICIES AND PROCEDURES

The Board may develop policies and procedures to supplement the Coalition Bylaws. In the event the Board approves policies and procedures to supplement the Coalition Bylaws, said policies and procedures shall be binding on the Coalition so long as said policies and procedures do not conflict with applicable federal law, Florida law, the Coalition Plan and, the most current funding agreement between the applicable governing agency and the Coalition. Members and Coalition employees shall be subject to those applicable Coalition's policies and procedures. In the event there is a conflict between the Coalition Bylaws and the policies and procedures of the Coalition, the Coalition Bylaws will prevail.

## ARTICLE XIII: IMPLEMENTATION

These Coalition Bylaws and any amendments thereto shall become effective immediately upon adoption by the Board.

# Early Learning Coalition of Broward County, Inc.



## Bylaws

**DRAFT Governance Committee April 6, 2022**



# Early Learning Coalition of Broward County, Inc.

## Bylaws

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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 lead and support the early learning community to deliver high quality early learning experiences to young children and their families.

### Section 2.2 Purpose and Goals:

To further the goals and intent of the Legislature as set forth in the Florida Statutes, the Florida Administrative Code(s) and the policies and procedures of the applicable governing agencies.

## ARTICLE III: MEMBERSHIP

### Section 3.1 Definition

A “Member” who is a person appointed or selected in accordance with the standards and guidelines set forth in applicable Florida Statutes, Florida Administrative Codes, the applicable governing agency’s policies and procedures and the Coalition’s Bylaws. A Member who serves by virtue of their positions with a state or local agency, board, commission, council or district is hereinafter referred to as “Ex Officio Member”. A Member who is appointed by the Governor for the State of Florida is hereinafter referred to as a “Gubernatorial Appointee”. The membership of the Coalition is hereinafter referred to collectively as the “Board” and individually as a “Member.” For purposes of the Coalition Bylaws, the term “Member” shall also include those persons designated as an Ex Officio Member or a Gubernatorial Appointee unless specifically excepted within the Coalition Bylaws.

## Section 3.2 Term

Except for a Gubernatorial Appointee or an Ex Officio Member as defined in Section 3.1 of the Coalition Bylaws, the term of membership for a Member shall be four (4) years. Once a Member's term of service is completed, a Member shall have the option of serving for an additional four (4) year term by providing written notice to the Chair prior to the expiration of their initial four (4) year term. A Member who opts to serve as a Member for an additional four (4) year term will not be required to go through the Nominating Committee or obtain Board approval so long as written notification regarding continued membership is provided to the Chair and the Chief Executive Officer of the Coalition prior to the expiration of their initial term of service; said person is eligible to be a Member of the Coalition; the additional term is consecutive; and said Member is not in violation of the Coalition Bylaws, applicable Florida Statutes, Florida Administrative Codes, and the policies and procedures of the Coalition. The Coalition is under no obligation or duty to re-appoint a Member to the Board if said Member has served two (2) full terms as set forth herein, or is not eligible for membership with the Coalition. For purposes of this section, "eligibility" means that the Member meets the Florida statutory requirement for membership with the Coalition and is not in violation of Coalition Bylaws, applicable Florida Statutes, Florida Administrative Codes, and the policies and procedures of the Coalition at the time of consideration or notice to the Chair and Chief Executive Officer.

Notwithstanding the foregoing, any person who serves as a Member of the Board for a term as defined herein and resigns either upon the expiration of, or during their term of membership, whichever is earlier, must be vetted and recommended by the Nominating Committee prior to being considered for any future membership by the Board.

A Gubernatorial Appointee to the Board shall serve for the term specified pursuant to Florida Statutes. In the event the term of service of a Gubernatorial Appointee expires in accordance with Florida Statutes, said Gubernatorial Appointee may continue to serve on the Board with full voting privileges until such time that Gubernatorial Appointee is either reappointed by the Governor, or a new Gubernatorial Appointee replaces the current Gubernatorial Appointee. Nothing in the Coalition Bylaws shall prevent a Gubernatorial Appointee whose term has expired, or who is replaced by the Governor of the State of Florida from serving in a non-gubernatorial capacity as a Member so long as said former Gubernatorial Appointee is eligible to be a Member of the Coalition and said selection is done in accordance with the Coalition Bylaws and Florida Statutes.

## Section 3.3 Voting Rights

Except as set forth herein, A Member shall vote on all matters that come before them during any Board meeting or, if applicable, any Board committee meeting

so long as a quorum has been first established in accordance with the Coalition Bylaws. A Member cannot abstain from voting on a matter before the Board or a Board committee unless said Member has a conflict of interest pursuant to applicable Florida law, the policies and procedures of the Coalition, and/or the Coalition Bylaws.

Except as otherwise permitted by Florida Statutes, a Member, may not appoint a designee to vote in his or her place on the Board. In the event a representative is appointed by a state or local entity that is an Ex Officio Member of the Coalition to serve on the Board, said representative of the ex officio entity shall be considered a Member of the Coalition. The ex officio entity shall inform the Coalition of the name of its Ex Officio Member in writing and only said named Ex Officio Member shall be allowed to vote on matters that come before the Coalition.

#### Section 3.4 Resignation

A Member who decides to resign from the Board shall provide a written notice to the Chair of the Board of the Coalition. The Chair shall make the Board aware of the Member's resignation. Such resignation may take effect on the date specified in the statement of resignation. The acceptance of a Member's resignation shall not be necessary to make a resignation effective.

#### Section 3.5 Meeting Attendance

Members shall be expected to attend all Board and assigned committee meetings. Absences from three (3) consecutive board meetings or four (4) total regularly scheduled board meetings, within a twelve (12) month fiscal year may be cause for termination of membership with the Coalition. A Member who has exceeded the number of allowed absences as stated herein shall have their membership status and absences reviewed by the Governance Committee. Where applicable, the Governance Committee may recommend removal of a Member to the Board. In the event the Governance Committee determines that an absence of a Member is excusable, the Governance Committee shall include said determination in its recommendation to the Board regarding membership. A recommendation of removal of a Member with excessive absences will not be forwarded to the Board for consideration if the Member has submitted a written resignation to the Coalition prior to consideration by the Board.

Prior to consideration of a Member's membership status by the Governance Committee and, if applicable, the Board, the Member whose attendance is being considered by the committee shall be provided with written notice of the date, time and place where said Member's Board membership status will be discussed and determined by the Governance Committee and, if applicable, the Board.

### Section 3.6 Vacancies

The Coalition staff shall post and advertise vacancies for board membership pursuant to the policies and procedures as set forth by the applicable governing agencies and the Coalition. All nominations presented to the Board must be approved by the Nominating Committee prior to being submitted to the Board for approval. The Nominating Committee shall use best efforts within (120) day of the official posting and advertising of any Board vacancy to review all qualified applicants and provide recommendation(s) to the Board for the filling of non-gubernatorial and non ex-officio Member vacancies to the Board.

### Section 3.7 Removal of a Member

Except for a Gubernatorial Appointee or Ex-Officio Member, a Member may be removed from the Board or a Board committee for cause by a 2/3 majority vote of the Board in attendance at a regularly scheduled Board meeting. For purposes of this section, "cause" shall mean a Member's violation of the Coalition Bylaws, Florida Statutes or the Coalition's policies and procedures. A Member may be removed by a 2/3 majority vote in attendance at a regularly scheduled Board meeting for failure to attend Board or Board committee meetings as set forth in the Coalition Bylaws.

With respect to a Member serving in an ex-officio capacity or as a Gubernatorial Appointee, the Board, after first receiving a recommendation from the Governance Committee, shall provide written notification to the appointing entity of the Member regarding the Member's membership status.

## ARTICLE IV: OFFICERS

### Section 4.1 Officers

The Governor shall appoint the Chair of the Board. The Board shall elect a First Vice-Chair, a Second Vice-Chair, Secretary, and Treasurer from the Members of the Coalition. The elected Members of the Board shall be considered "Officers" for the Coalition and shall be part of the Executive Committee of the Coalition.

### Section 4.2 Elections and Terms of Office

Except for the Chair, each Officer shall be elected by a majority vote of the Board for a two (2) year term ("term of office"). **Officers may hold the same elected position for up to two (2) consecutive terms of office.** Terms of office shall coincide with the Coalition's fiscal year. Election of Officers shall take place at the annual meeting in June of each fiscal year. If an Officer has resigned from their elected position, or if an Officer has been removed from their elected

position by the Board more than (60) days prior to the June election date stated herein, the Board shall have special election at the next regularly scheduled Board meeting for said vacant office. In the event of a special election for a new Officer of the Board, the Nomination Committee shall oversee the nomination process in accordance with the Coalition Bylaws. The term of an Immediate Past Chair of the Board shall not exceed one (1) term of two (2) years and said term shall coincide with the Coalition's fiscal year.

### Section 4.3 Duties of Officers

- A. The Chair shall:
1. preside at all Board meetings;
  2. except as provided for in the Coalition Bylaws, serve as a Member of all standing and ad hoc committees of the Board;
  3. except as provided for in the Coalition Bylaws, appoint all standing and ad hoc committee members and chairs of the Board committees. The Chair may not serve as a chair of a standing committee other than the Executive Committee as set forth herein;
  4. execute all contracts, agreements, renewals, and amendments as duly approved by the Board in accordance with the policies and procedures of the Coalition, the policies and procedures of the applicable governing agencies, Florida Statutes, and the Florida Administrative Code; and
  5. perform all of the duties usually pertaining to the office of Chair and as set forth pursuant to Florida Statutes, Florida Administrative Code, the policies and procedures of the applicable governing agencies, the policy and procedures of the Coalition and as directed by the Board.
- B. The First Vice-Chair shall:
1. serve as the Chair of the Governance Committee;
  2. preside at all Board meetings in the absence of the Chair;
  3. assume the duties of the Chair in the event the office becomes vacant, there is a conflict of interest, or due to the unavailability of the Chair; and
  4. perform such duties as designated by the Chair.
- C. The Second Vice-Chair shall:
1. preside at the Board meetings in the absence of the Chair and the First Vice Chair;
  2. assume the duties of the First Vice-Chair, in the event that office becomes vacant, there is a conflict of interest, or due to the unavailability of the Chair; and
  3. perform such duties as designated by the Chair.

- D. The Secretary shall:
1. preside at the Board meetings in the absence of the Chair, First Vice-Chair and Second Vice-Chair;
  2. confirm recording of the official minutes at each meeting of the Board;
  3. review the minutes for accuracy prior to submission to the Board and certify the minutes after approval by the Board; and
  4. perform such duties as designated by the Chair.
- E. The Treasurer shall:
1. preside at the Board meetings in the absence of the Chair, First Vice-Chair, Second Vice-Chair and Secretary;
  2. chair the Finance Committee; and
  3. perform such duties as designated by the Chair.

#### Section 4.4 Resignation and Removal of Officers

Resignation of Officers shall be accepted under the same terms as those pertaining to Members as defined in the Coalition By-laws. Officers elected midterm shall fulfill the unexpired term of said office and shall be eligible for one (1) additional consecutive full term. An Officer who has exceeded the number of allowed absences as stated herein shall have their position and absences reviewed by the Governance Committee. Where applicable, the Governance Committee may recommend removal of an Officer from the Executive Committee due to attendance. Except for the Chair, the Board may remove any Officer at any time, with or without cause, by two-thirds vote of the Members in attendance at a meeting for which a quorum is present. Vacancies created by the resignation or removal of an Officer shall be filled by the Board in accordance with the Coalition Bylaws. The process for recommending a new Officer due to resignation or removal shall be conducted by the Nominating Committee.

## ARTICLE V: MEETINGS

#### Section 5.1 Meeting Times

The Board shall meet a minimum of five (5) times per year. All meetings must be publicly noticed and in compliance with applicable Florida law. The Coalition's annual meeting shall be held in June of each fiscal year.

#### 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 meeting notices shall be in writing and shall set forth the time, date, and place of any meeting. A notice shall be delivered to Members by US mail, in person, by facsimile, or by electronic mail at least 48 hours prior to the meeting. Notice for a special meeting shall be as set forth in herein unless said special meeting is an emergency in in which case said notice shall be as soon as practicable.

### Section 5.4 Special Meetings

The Chair, or any Officer acting as Chair in accordance with Coalition Bylaws may call a special or emergency meeting for any purpose(s) with adequate notice. The Board may direct the Chair to call a special meeting so long as said direction and special meeting is done in accordance with the Coalition Bylaws and if applicable, the Coalition's policies and procedures.

Notice of a special meeting shall be given to all Members. The minutes of the special meeting shall state the manner and method of notice given to the Board or if applicable, a Board committee.

### Section 5.5 Audio or Video Participation by a Member

The Coalition may establish policies and procedures for audio or video participation of the Board or a Board committee. Such policies and procedures shall ensure reasonable public access and participation, as appropriate. In the event the Coalition does not have policy and procedures for audio or video participation of Members for a Board or Board committee meeting, audio or video participation shall be done in accordance with applicable Florida law.

### Section 5.6 Quorum

A majority of the Members shall constitute a quorum required to conduct business of the Coalition at any Board, Board committee, or special meeting. While physical attendance at meetings of the Board of Directors is an expectation of membership, the Early Learning Coalition board may use any method of telecommunications to conduct committee or Board meetings, including establishing a quorum through telecommunication (provided that the public is given proper notice of the telecommunications meeting and reasonable access to observe, and when appropriate, participate).



## Section 5.7 Minutes

Minutes of each meeting of the Board and Board committees shall be accurately taken, preserved and provided to Members at or before the next regular Board or Board committee meeting. The minutes of each meeting shall become the official record of the Coalition upon adoption by the Board and certification by the Secretary of the Board.

## Section 5.8 Parliamentary Authority

All Board and Board committee meetings of the Coalition shall be conducted pursuant to Robert's Rules of Order, unless the same conflicts with Florida Statutes, Florida Administrative Code, and/or the Coalition Bylaws.

# ARTICLE VI: COMMITTEES

## Section 6.1 Standing Committees

The Board may establish or dissolve standing committees by majority vote of the Board. The term of membership on a standing committee for a Member shall be consistent with the fiscal year.

Except as set forth in the Bylaws, there is no limit to the length of time a Member may serve on a Board standing committee, however, a Member of a standing committee who has either been appointed to said committee by the Chair of the Board or selected to a standing committee by a majority vote of the Board, whichever is applicable, may be removed by a majority vote of the Board after serving on a committee for 1 year, or at any time for violation of ethics and conduct as set forth in the Bylaws, Florida Statute or the ELC's Code of Conduct or other applicable policies and procedures, or may be removed for lack of attendance. In the event a removal of a Member is due to the above mentioned reasons, such matter shall first go to the Governance Committee for review and consideration in accordance with Sections 3.5 and 3.7 of the Bylaws, whichever is applicable.

Only Members appointed to a standing committee by the Chair or, if applicable, by the Board in accordance with the Coalition Bylaws may vote and act on matters coming before said committee. The length of term of a Committee Chair shall be a two (2) year term ("Committee Chair term") and whenever possible, the commencement of a Committee Chair term should coincide with the election of Officers of the Board. Chairs may be re-appointed to serve one additional consecutive Committee Chair term. The Chair of the Executive Committee is not subject to these specific term limitations as set forth in this section 6.1 of the Bylaws. All standing committees of the Coalition, with the exception of the Audit Committee, shall be responsible for the delivery of committee recommendations and reports to the Executive Committee.

Standing committees shall consist of the following:

A. Executive Committee

The Executive Committee shall be a committee that reports directly to the Board. The Executive Committee of the Coalition shall consist of the Chair, First Vice-Chair, Second Vice-Chair, Secretary, Treasurer, Immediate Past Chair (if applicable) and each of the chairs of the Standing Committees (hereinafter referred to as "Committee Chairs").

The Executive Committee shall have the authority to do the following:

- i. Assist in the development of the agenda for the Board meeting in collaboration with the Chief Executive Officer;
- ii. oversee the annual performance evaluation of the Chief Executive Officer. The Executive Committee shall forward its recommendations regarding the Chief Executive Officer to the Board;
- iii. review and recommend to the Board the approval, rejection, retention or termination of any contracts or agreements including any amendments and renewals thereto, that are brought to the Executive Committee by the Chief Executive Officer or the Coalition staff. Notwithstanding the foregoing, the Chief Executive Officer may have monetary approval authority for certain contracts and agreements as set forth in the policies and procedures of the Coalition or by majority vote of the Board, so long as said approval authority does not violate Florida Statutes, Florida Administrative Codes, the most current funding agreement between the Coalition and its governing agency ("Grant Agreement"), and the policies and procedures of the applicable governing agencies;
- iv. except as provided for in the Coalition Bylaws, review the reports and recommendations of the standing and ad hoc committees and, if applicable, make recommendations to the Board.
- v. take action on those general administrative and/or operational Coalition matters that are brought before the Executive Committee by the Chief Executive Officer or Coalition staff. This authority shall be limited to the ability to correct minor mistakes in contracts, agreements and/or policies and procedures of the Coalition such as scrivener's errors, identification of proper parties and their contact information, and/or references to out of date or inapplicable agencies or laws. The Executive Committee shall inform the Board of any action taken hereunder without the Board's prior approval at the next scheduled Board meeting;
- vi. review and if necessary, take action as it pertains to contract, statutory and/or agency compliance issues concerning contracted providers and vendors with the Coalition that are non-monetary in nature. If said

compliance matters or issues are monetary in nature and/or will have a fiscal impact on the Coalition, the Executive Committee shall review those matters and forward recommendations to the Board for review and approval; and

- vii. take and approve any action, without prior approval of the Board, in response to an emergency or special circumstance that requires immediate action by the Coalition or the Coalition's third party contractors, providers or vendors. For purposes of this section, " emergency" shall be a situation where substantial harm has, or would be likely to be caused to child, parent, guardian, Coalition staff, or to the community due to the acts or omissions of the Coalition or the Coalition's third party contractors, providers or vendors, or due to circumstances beyond the control of the Coalition such as actions or omissions of a third party (including but not limited the actions or omissions of a local, state or federal agency,), natural disaster, environmental hazard, or acts of God. The Executive Committee shall inform the Board of the action taken hereunder without the Board's prior approval within the 48 hours of said action and report said action at the next Board meeting. The nomination or removal of a Member or an Officer is specifically excluded from this authority.

#### B. Governance Committee

The Governance Committee shall be a committee that reports directly to the Board and shall consist of at least five (5) Members elected by the Board and the First Vice-Chair of the Board shall serve as chair of the Governance Committee.

The Governance Committee shall have the authority to do the following:

- i. review and if necessary, recommend changes to the employment and/or governance, manuals or any other manual or guidance required for certification purposes for the Coalition;
- ii. except as stated in the Coalition Bylaws, review and if necessary recommend changes, deletions and/or the creation of policies and procedures for the Coalition;
- iii. review and if necessary, recommend changes to the Coalition's organizational documents (e.g. Bylaws, Coalition Plan and Articles of Incorporation);
- iv. review, respond and make recommendations to the Board, which include, but not limited to corrective actions to be done by the Coalition and/or its contractors in response to findings or conclusions from an investigation, report or monitoring by a Florida or federal agency, commission, board or other entity for those matters that would not clearly fall under the

responsibilities of the Audit Committee pursuant to the Coalition Bylaws.

#### C. Finance Committee

The Finance Committee shall be a committee that reports directly to the Board and shall consist of at least five (5) Members. The Treasurer of the Board shall serve as chair of the Finance Committee. The Chair shall make a good faith effort to appoint Members to the Finance Committee that have significant accounting or financial management experience. In the event the Finance Committee is unable to recruit or identify a Member to serve on the committee that has significant accounting or financial management experience in accordance with this section, the Finance Committee may appoint Ad Hoc Member(s) as defined and set forth in the Coalition Bylaws with significant accounting or financial management experience to assist the Members of the Finance Committee.

The Finance Committee shall have the authority to do the following:

- i. review, and/or recommend revisions to the annual operating budget for the Coalition to the Board;
- ii. review the Coalition's monthly and quarterly financial statements;
- iii. provide reports and recommendation to the Board for review and approval;
- iv. creation, review and alteration, of accounting and financial related policies and procedures for the Coalition;
- v. ensure that budget to actual variances are done after each year- end numbers are finalized;
- vi. recommend budget amendments;
- vii. analyze budget variances; and
- viii. monitor compliance with State of Florida property guidelines as it pertains to surplusing, write offs and property inventory.
- ix. review and monitor the financial operations of the Coalition in order to determine compliance with applicable Florida and federal laws as well as in accordance with generally accepted financial and accounting standards where applicable.

#### D. Nominating Committee

The Nominating committee shall be a committee that reports directly to the Board. The Board, at any regular scheduled Board meeting, shall elect

Members to serve on the Nominating Committee. The Nominating Committee shall consist of at least three (3) Members who are not Officers of the Coalition.

The Nominating committee shall have the authority to do the following:

- i. oversee and conduct the nomination process for Members and Officers as set forth in the Coalition Bylaws.
- ii. review and recommend potential applicants for membership for the Board and forward the committee's recommendations to the Board in accordance with the Coalition Bylaws.
- iii. recommend to the Board policies and procedures that govern the selection of Members who are not Ex-Officio Members and Gubernatorial Appointees as set forth in the Coalition Bylaws.

#### E. Audit Committee

The Audit Committee shall be a committee that reports directly to the Board. The Audit Committee Membership shall consist of, at least, five (5) Members elected by the Board with a minimum of one (1) of the committee Members having significant accounting or financial management experience. In the event the Audit Committee is unable to recruit or identify a Member to serve on the committee that has significant accounting or financial management experience in accordance with this section, the Audit Committee may appoint Ad Hoc Members as defined and set forth in the Coalition Bylaws with significant accounting or financial management experience to assist the Members of the Audit Committee. No more than one (1) Member of the Finance Committee shall be a Member of the Audit Committee and in no event shall the chair of the Finance Committee be a Member of the Audit Committee. No Member of the Audit Committee shall have a business, contractual, beneficial, or monetary interest, whether direct or indirect, with the Coalition. In no event shall the Chair of the Board be a member of the Audit Committee nor shall the chair of the Governance Committee be the chair of the Audit Committee.

The Audit Committee shall have the authority to do the following:

- i. recommend the selection, retention, and termination of the internal and independent external auditor(s) to the Board and shall be responsible for recommending the compensation of the auditors;
- ii. oversee the auditing function of the Coalition, which includes, but is not limited to a review of the internal and external operations of the Coalition;
- iii. monitor and report on the adequacy of the Coalition's financial disclosure;
- iv. review and recommend approval of the audit plan;

- v. monitor and report on the status of the Coalition’s compliance with applicable Florida and federal statutes, codes and regulations.
- vi. ensure that an annual audit of the Coalition is done by the auditors for each fiscal year; and
- vii. Make recommendations, if applicable, to the Board based on the committee’s review of any and all accountability, risk, financial, monitoring or other reports or audits done by the Coalition and/or its governing agencies.
- viii. recommend an investigation into any alleged or actual violations of any financial or compliance related laws or rules committed by the Coalition, its employees, its contractors, its vendors or its service providers that come before, or to the attention of the Audit committee.

F. Program Review Committee

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The Program Review committee shall be a committee that reports directly to the Board. The Chair shall make every effort to appoint Members that have program experience. The Program Review Committee shall consist three (3) Members.

The Program Review committee shall have the authority to do the following:

- i. Review and discuss internal and external program and quality reports
- ii. Review and discuss relevant program area and quality outcomes and benchmark included in the ELC’s strategic plan
- iii. Review and discuss programmatic (non-financial) audits
- iv. Discuss new or outstanding program/quality issues presented to the committee
- v. Discuss new program ideas and/or initiatives
- vi. Discuss existing and potential community partnerships and program/quality related grant opportunities

Section 6.2 Ad Hoc Membership and Committees

For purposes of this section, an “Ad Hoc Member” shall mean a person who has been appointed by the Chair to a committee of the Coalition that is not a Member as defined by the Coalition Bylaws. The Ad Hoc Member shall be subject to applicable Florida Statutes, Florida Administrative Codes, the policies and procedures of the applicable governing agencies, the policies and procedures of the Coalition and the Coalition Bylaws, which shall include but not be limited to the following: Florida Sunshine Law, confidentiality, ethics, conflicts of interest, reporting/disclosure requirements and public records.

Ad Hoc Committee may be created from time to time by the Board to review and/or provide recommendations for special or assigned tasks and/or projects as circumstances may warrant on behalf of the Coalition. Upon creation of an ad hoc committee by the Board, the Chair shall appoint Members and/or Ad Hoc Members, as maybe needed by the Board, to serve on an ad hoc committee. The authority of an ad hoc committees shall be limited to those activities and tasks for which said committee was created as set forth by the Board. Unless otherwise directed by the Board, an ad hoc committee composed solely of Members shall report to the Executive Committee. The recommendations of ad hoc committee shall require final approval of the Board.

Ad Hoc Member shall receive no compensation or reimbursement for their service to the Coalition. An Ad Hoc Member shall not hold a position of employment with the Coalition. An ad hoc committee may achieve quorum for a meeting in the same manner as a standing committee in accordance with the Coalition Bylaws. In no event shall an Ad Hoc Member have any voting rights or be counted for quorum as set forth in the Coalition Bylaws for a standing committee of the Coalition, or for an ad hoc committee in which there are at least three (3) Members of the Board serving on said committee.

Upon completion of the special or assigned task or project, all ad hoc committee members shall be discharged of their duties under said committee and the ad hoc committee shall be automatically dissolved within thirty (30) days after delivery of a final report or recommendation to the Board.

Notwithstanding the foregoing, the ad hoc committee will not be dissolved if the Executive Committee or the Board requests further comment, consideration, and/or review of an issue, task, and/or recommendation contained in a final report or list of recommendations.

## ARTICLE VII: CHIEF EXECUTIVE OFFICER

The Chief Executive Officer (“CEO”) shall be employed by at least two-thirds a (2/3) majority vote of all Members of the Coalition Meeting. The CEO shall perform such administrative duties as specified in the Coalition’s CEO job description and the policies and procedures of the Coalition. In the event the Coalition desires to terminate the CEO, said termination shall only be effective upon at least a two-thirds (2/3) majority vote of all Members of the Coalition. Except as provided in the Coalition Bylaws, the hiring and termination of the CEO shall be noticed no less than ten (10) working days before a Board meeting.

## ARTICLE VIII: LIABILITY

The Coalition shall indemnify to the full extent permitted by Florida Statutes against a n y 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 Member or Coalition employee, including the CEO, 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 a Coalition employee or Member of the Coalition and was acting in an official capacity on behalf of the Coalition unless such Coalition employee's or Member's actions or omissions are in violation of Florida Statutes or any other relevant law, code or regulation.

## ARTICLE IX: ETHICS, CONFLICT OF INTEREST AND PUBLIC MEETINGS

### Section 9.1 Ethics

Each Member and employee of the Coalition is subject to those applicable Florida Statutes as it pertains to the code of conduct of public officials and employees.

### Section 9.2 Conflict of Interest (Voting of Members)

No Members may participate or vote upon any measure that 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 a decision by oral or written communication. It is the duty of all Members to make known through verbal or written communication to the Chair and the Members of the Board 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 Members from responding to informational questions directed to them. In the event a Member has, or believes in good faith to have a conflict of interest on matter that is before the Board or if applicable, a Board committee for a vote, the Member shall declare said conflict on the record, abstain from voting on the matter and shall file the required paperwork in accordance with the Coalition Bylaws and applicable Florida law.

### Section 9.3 Conflict of Interest (Contracting with the Coalition)

A Member, relative of a Member, or a Coalition employee may not contract with the Coalition except as provided by Florida law and as approved by the Board.

### Section 9.4 Public Meetings and Records

The Coalition shall comply with all applicable Florida Statutes and Florida Administrative Codes as it concerns public meetings, public records and disclosure.



## ARTICLE X: REVISION/REPEAL/SUSPENSION OF BYLAWS

The Coalition Bylaws may be amended, suspended, repealed or altered in whole or in part, at any regular or special meeting, by a two-thirds (2/3) majority vote of the Members of the Board present at a Board meeting. Any proposal to amend, repeal, or alter the Coalition Bylaws shall be delivered in writing to Members of the Board not less than fifteen (15) calendar days before the meeting in which the proposal is to be considered and voted upon. 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 XI: CONFLICT OF LAWS

In the event there is an unallowable conflict between applicable federal law, Florida law, the Coalition's Plan, the most current funding between the applicable governing state agency and the Coalition, and the Coalition Bylaws, said applicable federal law, Florida law, Coalition's Plan, and/or the most current funding agreement between the applicable governing state agency and the Coalition shall prevail. For purposes of this section, the "Plan" shall be the early learning coalition plan as described pursuant to Florida Statutes.

## ARTICLE XII: POLICIES AND PROCEDURES

The Board may develop policies and procedures to supplement the Coalition Bylaws. In the event the Board approves policies and procedures to supplement the Coalition Bylaws, said policies and procedures shall be binding on the Coalition so long as said policies and procedures do not conflict with applicable federal law, Florida law, the Coalition Plan and, the most current funding agreement between the applicable governing agency and the Coalition. Members and Coalition employees shall be subject to those applicable Coalition's policies and procedures. In the event there is a conflict between the Coalition Bylaws and the policies and procedures of the Coalition, the Coalition Bylaws will prevail.

## ARTICLE XIII: IMPLEMENTATION

These Coalition Bylaws and any amendments thereto shall become effective immediately upon adoption by the Board.