



Early Learning Coalition of Northwest Florida, Inc.

By-Laws

Amended October 13, 2021

ARTICLE I: Name, Territory, and Offices

- 1.1. The name of this Corporation shall be the Early Learning Coalition of Northwest Florida, Inc. hereafter referred to as "Corporation."
- 1.2. The territory served by the Corporation includes the counties of Bay, Calhoun, Franklin, Gulf, Holmes, Jackson, and Washington.
- 1.3. The headquarters and principal offices of the Corporation shall be at 4636 East Highway 90, Suite P, Marianna, State of Florida

ARTICLE II: Purpose, Values, Vision, and Mission

Coalition Purpose

"We Exist to Grow Healthy Children, Parents, and the Relationship between Them."

Coalition Values

"We value compassion, dedication, discipline, excellence, honesty, respect, and safety"

Coalition Vision

"We envision a Northwest Florida where All children receive World Class Early Education and Care; thereby being fully prepared to learn upon entering Kindergarten. This will become reality because of a committed team of children, parents, volunteers, and professionals."

Coalition Mission

"We will be On-Purpose when we flawlessly execute the following Mission directives:

1. Administer federal, state, and local early education and care funds
2. Focus on enhancing staff development and growth
3. Create teaching opportunities for providers of early learning programs
4. Teach economic self-sufficiency to parents/guardians through the support community services and resources
5. Implement comprehensive School Readiness and Voluntary Prekindergarten programs
6. Measure performance outcomes against Coalition Purpose, Values, Vision, and Missions, as well as, Florida Statute and Office of Early Learning guidance"

ARTICLE III: Board of Directors

Pursuant to 1002.83

3.1. Legal Governing Body (Pursuant to 1002.83 (2) – (4))

- 3.1.1. The Corporation's By-Laws must align with current statute or applicable rules, pursuant to ss. 1002.83, F.S.).
- 3.1.2. The Board of Directors shall serve as the legal governing body of the Corporation, numbering not less than fifteen (15) but no more than thirty (30) members.
- 3.1.3. The Corporation's Board of Directors may appoint additional members who must be from the private sector, either for-profit or nonprofit and neither they nor their relatives as defined in s. 112.3143 have a substantial financial interest in the design or delivery of the Corporation's programs and/or services.
- 3.1.4. Private sector appointments shall include the gubernatorial appointments as described in s. 1002.83 (3).
- 3.1.5. A gubernatorial appointee may serve beyond the expiration of a second consecutive term, if the governor has not appointed a replacement. The Corporation must submit timely requests for replacements to the Governor's Office of Appointments for all governor appointee positions that are approaching term limits. Additionally, in the absence of a governor-appointed chair, the Commissioner of Education may appoint an interim chair from the current early learning coalition board membership.
- 3.1.6. As a multi-county Corporation, the Corporation must have representation from each of its service counties, to include Ex Officio representation and/or private sector representation, pursuant to s. 1002.83(10), F.S.
- 3.1.7. If the Corporation has a vacancy in one of its appointed positions, the Corporation must advertise the vacancy in order to fill the vacancy in a timely manner, pursuant to s. 1002.83(11), F.S.
- 3.1.8. All meetings of the Corporation Board are recognized as public meetings, open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting.
- 3.1.9. The Corporation Board must provide reasonable notice of all such meetings, which are considered "public" meetings and open to the public, at all times.
- 3.1.10. The minutes of a Corporation Board Meeting shall be promptly recorded and shall be open to public inspection.

3.2 Voting Privileges (Pursuant to 1002.83 (4))

- 3.2.1. No voting member of the Board may appoint a designee to act in his/her assignment, except as authorized by Florida Statute.
- 3.2.1. A voting member of the Board may send a representative to Board meetings but the representative shall have no voting privileges.

3.3 Ethics and Conflict of Interest (Pursuant to ss. 112.313, 112.3135, and 112.3143)

- 3.3.1. Each member of the Board is subject to the statute listed above, as well as additional guidance as posted under 3.3.2 of this section.

- 3.3.2 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.
- 3.3.3 Each member of the Board of Directors is also subject to ss.1002.83(8), F.S., 1002.84(20), F.S., Chapter 112, Part III, F.S., ss 112.313, F.S., 112.3135, F.S., and 112.3143, F.S.
- 3.3.4 Each member of the Board must complete and sign a Conflict-of-Interest statement, on an annual basis, to maintain the best interest of the Corporation.
- 3.3.5 In the event a voting situation arises that creates a conflict of interest for Board members, they shall publicly declare the conflict, abstain from the vote, and complete *FORM 8B MEMORANDUM OF VOTING CONFLICT FOR COUNTY, MUNICIPAL, AND OTHER LOCAL PUBLIC OFFICERS*.

3.4 Representative Members

- 3.4.1 Representative members of the Board are defined as those members appointed/elected to represent a designated county and/or counties.
- 3.4.2 Representative members of the Board shall ensure the initiation, coordination, and maintenance of communications with their respective membership affiliation, for the purpose of representing their county's/counties' organizations, private business, and families' early learning needs.
- 3.4.3 A mechanism shall be in place for the selection/appointment of the child care and faith-based representative's Board members, as service terms mandate.
- 3.4.4 In the event a specific county does not nominate and/or fill a designated Representative member appointment, as assigned, by June 30th; the Board has the authority to appoint a Representative member of the Board from another county to fill the designated membership assignment.

3.5 Meeting Non-Attendance and Member Removal

- 3.5.1 Any member, either of the Board or Advisory Committee, may be removed by a two-thirds (2/3) vote of a quorum of members, whenever, in their judgment, the best interests of the Board would be served.
- 3.5.2 Notice of Board Member removal shall be provided to the members of the Board, prior to the next Board meeting.
- 3.5.3 Members of the Board absent from four (4) scheduled meetings, during the fiscal year, without notification to Corporation staff, will be reviewed by Board Chair and Executive Committee for consideration of the member's resignation and/or removal.

3.6 Member Volunteers

- 3.6.1 All members of the Board of Directors shall be volunteers and shall therefore receive no compensation from the Corporation for their participation or service.
- 3.6.2 Corporation employees are not eligible to serve as members of the Board.

3.7 Member Responsibilities

The responsibilities of members of the Board shall include, at a minimum:

- 3.7.1 Providing input on and approving organization's long-range goals and objectives

- 3.7.2 Monitoring achievement toward long-range goals and objectives
- 3.7.3 Overseeing evaluation of services and program
- 3.7.4 Reviewing and approving annual budget
- 3.7.5 Approving expenditures outside of approved budget, as necessary
- 3.7.6 Employing Executive Director and evaluating their performance
- 3.7.7 Approve members of committees as presented by the Chair
- 3.7.8 Assigning signature authority to officers and/or staff for legal and corporate documents
- 3.7.9 Performing an annual self-evaluation to measure their own performance and effectiveness
- 3.7.10 Article VII shall explain the authority given the Executive Committee to oversee the operations of the Corporation and reporting to the Board

3.8 Membership Composition

The Board of Directors of the Corporation shall include the following members:

3.8.1 *Voting Members*

- 3.8.1.1 Governor Appointed Chair
- 3.8.1.2 Bay County Private Sector – *Not more than 8 Members*
- 3.8.1.3 Rural County Private Sector – *Not more than 8 Members*
- 3.8.1.4 Seven-County Community Agencies - *2 Members*
- 3.8.1.5 Agency Members and/or Ex Officio members, as required by F.S. 1002.83 (4), F.S., as follows:
 - 3.8.1.5.1 A Department of Children and Families regional administrator or his or her permanent designee who is authorized to make decisions on behalf of the department.
 - 3.8.1.5.2 A district superintendent of schools or his or her permanent designee who is authorized to make decisions on behalf of the district.
 - 3.8.1.5.3 A local workforce development board executive director or his or her permanent designee.
 - 3.8.1.5.4 A county health department director or his or her designee.
 - 3.8.1.5.5 A children’s services council or juvenile welfare board chair or executive director from each county, if applicable.
 - 3.8.1.5.6 A Department of Children and Families child care regulation representative or an agency head of a local licensing agency as defined in s. 402.302, where applicable.
 - 3.8.1.5.7 A president of a Florida College System institution or his or her permanent designee.
 - 3.8.1.5.8 One member appointed by a board of county commissioners or the governing board of a municipality.
 - 3.8.1.5.9 A Head Start director.
 - 3.8.1.5.10 A representative of private for-profit child care providers, including private for-profit family day care homes.
 - 3.8.1.5.11 A representative of faith-based child care providers.

3.8.1.5.12 A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.

3.8.1.6 Community At Large Members

3.8.1.6.1 The board may opt to add an additional board member appointment for individuals that are the parent of child enrolled within the School Readiness or VPK program and/or a public servant/employee such as a law enforcement officer who are considered “community at large” members. DEL considers these community at large members allowable and are voting members. The inclusion and appointments of these additional members must comply with Florida Statute 1002.83(2) and not cause the board’s composition to exceed the maximum membership requirements.

3.8.2 If the Corporation has vacancies in the governor appointee private business sector positions, the Corporation (or prospective appointee) must submit appointment applications to the Governor’s Office of Appointments. (s. 1002.83(3), F.S.)

3.9 Voting Members

3.9.1 Board members are considered voting members and may serve on standing committees, as applicable.

3.9.2 Should any appointed member of the Board, resign or otherwise relinquish a Board position, during the Corporation's operational year, the Chair and Executive Committee shall be notified, in writing, so that the Executive Committee may present a new nomination and recommendation to Board, for approval.

3.9.3 Designees, representing voting members of the Board, may not vote, except for those members identified by statute.

3.9.4 Members of the Board may participate and vote via telecommunications such as video conferencing and teleconferencing and are considered “present” for quorum determination and membership attendance tracking.

3.9.5 The Corporation and its officers shall at all times, adhere to and comply with the provisions of the *Memorandum of Voting Conflict, Coalition Conflict of Interest, and Standards of Conduct*, as addressed in F.S. 112.313 *Standard of conduct for public officers, employees of agencies, and local government attorneys*.

3.10 Non-Voting Members

3.10.1 Non-voting members as identified in statute may participate in Board and committee discussions and offer their input, however, they may not vote.

3.11 Ex Officio Vacancies (DEL Guide)

3.11.1 In the event the Corporation has a vacancy in any voting Ex Officio position, the Corporation must provide written documentation requesting that the applicable agency designate a member to the Corporation.

3.11.2 The Corporation must also submit documentation to Division of Early Learning that it has taken action to fill the position.

3.12 Membership Terms (Pursuant to s.1002.83(11), F.S.)

3.12.1 Board membership terms shall be assigned in four-year, staggered terms and will begin the month they are appointed and will expire at the end of same month.

3.12.2 Terms of the gubernatorial appointed members shall be set by the Governor.

3.12.3 Members of the Board may serve a maximum of two consecutive terms.

3.12.4 Members may be nominated to serve as new appointments, after a break in service.

ARTICLE IV: Executive Personnel

4.1 Executive Director Responsibilities

The Corporation Board shall hire an Executive Director to ensure, at a minimum, the following functions/responsibilities are achieved:

- 4.1.1 Direct the process of formulating Corporation's goals and objectives
- 4.1.2 Provide input to the Board on identified short and long-range goals
- 4.1.3 Prepare performance reports on achievement of Corporation's goals and objectives
- 4.1.4 Assist the Board in monitoring achievement of goals and objectives
- 4.1.5 Assess parent, provider, community, and other stakeholder needs
- 4.1.6 Ensure training of volunteer leaders, as needed
- 4.1.7 Ensure proper maintenance of program records
- 4.1.8 Ensure the development of an annual preliminary budget in coordination with the Finance Committee
- 4.1.9 Ensure that expenditures are tracked and trending completed to maintain budget integrity
- 4.1.10 Make presentations to obtain match and programmatic funds throughout the fiscal year
- 4.1.11 Organize fundraising campaigns, as needed
- 4.1.12 Direct work of Corporation staff
- 4.1.13 Hire and discharge staff in conjunction with Corporation's co-employer
- 4.1.14 Settle discord among staff
- 4.1.15 Promote services and programs of the Corporation
- 4.1.16 Provide collaboration with other organizations
- 4.1.17 Assist the Chair in promoting attendance at Board and committee meetings
- 4.1.18 Assist the Board and Committee Chairs in planning meeting agendas
- 4.1.19 Assign a recorder to take and distribute minutes of Coalition meetings
- 4.1.20 Prepare reports, exhibits, materials, and proposals for Board and committee meetings, demonstrating input from providers, parents, community stakeholders, etc.
- 4.1.21 Ensure the implementation of Board and committee decisions
- 4.1.22 Sign legal and corporate documents, as assigned by Board
- 4.1.23 Ensure proper procedure is followed for ALL personnel and public grievances
- 4.1.24 Work with the Board to develop a public relations plan on behalf of the Corporation to publicize Corporation's goals, objectives, and program activities.
- 4.1.25 Represent the Corporation in a role of advocacy, communicating the needs of children and families, as appropriate for community awareness and education

4.2 Executive Director Performance Evaluation

- 4.2.1 The Board Chair and Personnel and Policy Committee Chair shall evaluate the performance of the Executive Director, on an annual basis.
- 4.2.2 Any personnel decisions about the Executive Director shall be made at a meeting of the Board of Directors.
- 4.2.3 A vote on any personnel decision about the Executive Director must be made by a majority of the voting members present.

ARTICLE V: Meetings

5.1 Corporation Meetings (Pursuant to 286.011(1),(2) and (6), F.S.;s)

- 5.1.1 All meetings of the Corporation Board are declared to be public meetings open to the public at all times, and no resolution, rule, or formal action shall be considered binding, except as taken or made at such meeting including meetings with or attended by any person elected to such Board, but who has not yet taken office, at which official acts are to be taken.
- 5.1.2 The Corporation Board must provide reasonable notice of all such meetings, to include telecommunication access information for public participation.
- 5.1.3 The minutes of Corporation Board meetings shall be promptly recorded and such records shall be open to public inspection, once approved by Board.
- 5.1.4 Regular meetings of the Corporation Board shall be held, at least quarterly, pursuant to S 286.011 (1) (6,) and according to a schedule determined by the Board.
- 5.1.5 One of the quarterly Corporation Board meetings shall be designated as an “annual” meeting for the installation of officers of the Board and approval of annual budget.
- 5.1.6 A quorum to conduct business of the Board may be attained by a majority of voting members being present, either in person or by telephone. In the event a quorum is not reached during a full Board meeting, the Chair or Vice Chair shall have the authority to convene the *Executive Committee*, in order to conduct business. However, a quorum of the Executive Committee would then be required before any business could be conducted.
- 5.1.7 A recorder shall be appointed by the Executive Director to record and post “approved” minutes of meetings of the Board, on Corporation website for public access.
- 5.1.8 Board and/or committee meetings shall be scheduled at times and locations convenient to the public and at direction of Board and committee chairs.
- 5.1.9 Members of the public, including but not limited to, providers of early education or like services, may participate in Corporation Board and/or committee meetings by completing a public comment form before the meeting begins and submitting it to the Board Secretary and/or designated staff. The member of the public shall be granted time during the meetings to provide comments on specific agenda items or general discussion.
- 5.1.10 The Board Chair shall chair all Corporate Board meetings and may call special meetings. In the absence of the Board Chair, the Vice-Chair shall conduct the meeting. In the absence of the Vice-Chair, the Treasurer shall conduct the meeting.
- 5.1.11 The Board Chair may call special meetings of the Board of Directors, or they may be called by written request of one-third of the members of the Corporation Board.
- 5.1.12 Committee meetings may be called, as needed, at the discretion of the individual committee, Chair, or the Executive Director.
- 5.1.13 Notices of meetings of the Corporate Board shall be given at least three (3) calendar days before the meeting to each member of the Board and shall include times, location, and matters to be discussed.
- 5.1.14 Corporation Board meeting notices shall be electronically posted, and/or noticed via Public Service Announcements, posted on Corporation website, or any other posting

in accordance with the Sunshine Law.

- 5.1.15 Notices of Corporation Board meetings shall recite the nature of the business to be discussed, reported, and/or transacted at such meetings.
- 5.1.16 Except as otherwise specifically prescribed in these By-Laws, decisions at any meeting of the Corporation Board, shall be by majority vote of those present and voting.
- 5.1.17 Corporation Board members may participate by telecommunication methods and be counted as present, for the purpose of establishing a quorum and voting.
- 5.1.18 Each voting member shall have one vote only and the results shall be disseminated in written or verbal form, at the discretion of the Board Chair.

ARTICLE VI: *Officers*

6.1 *Board Officers*

- 6.1.1 The officers of the Corporation shall consist of the Chair, Vice Chair, Secretary, and Treasurer and shall be members of the Board.
- 6.1.2 The Chair or Vice-Chair shall not be employed by the Corporation or the district school board.
- 6.1.3 The Chair and/or Executive Committee shall present a single slate of officers to the Board of Directors at the annual meeting. Nominations from the floor shall be accepted.
- 6.1.4 The Board of Directors shall elect officers, except the Chair, for not more than a term of four (4) years. Officers, except the Chair, shall serve for a term of not more than four years with terms commencing in July.

ARTICLE VII: Duties of Board Officers

7.1 Board Chair

The Board Chair shall have the following duties, at a minimum:

- 7.1.1 Approve an agenda for and conduct meetings of the Board of Directors
- 7.1.2 Promote attendance at Board and committee meetings
- 7.1.3 Review and discuss issues confronting the Corporation with the Executive Director
- 7.1.4 Serve in fund raising and advocacy for the Corporation
- 7.1.5 Coordinate the work of officers and committees of the Corporation
- 7.1.6 Chair the Executive Committee
- 7.1.7 Present members of each standing committee to the Board for election on an annual basis
- 7.1.8 Be an ex-officio member of each committee
- 7.1.9 Perform such other duties as may be described or assigned to ensure Board functions
- 7.1.10 Sign contracts on behalf of the Corporation provided the Board of Directors has duly authorized such action
- 7.1.11 Support the professional growth of the Executive Director, acting in the role of resource and mentor
- 7.1.12 Perform an annual evaluation of the Executive Director, in coordination with the Personnel and Policy Review Committee

7.2 Vice Chair

The Vice Chair shall perform the following duties, at a minimum:

- 7.2.1 In the absence of the Chair, approve an agenda for and conduct meetings of the Board of Directors and/or Executive Committee.
- 7.2.2 Perform all duties of the Chair in case of absence or disability of the Chair
- 7.2.3 Serve in any capacity, as designated by the Chair.
- 7.2.4 In the absence of the Chair, sign contracts on behalf of the Corporation, provided the Board of Directors has duly authorized such action
- 7.2.5 Support the Executive Director, as needed in the absence of the Chair or in designated activities

7.3 Secretary

The Secretary shall perform the following duties, at a minimum:

- 7.3.1 Ensure that Board Meeting and/or Committee Meeting minutes are recorded, reviewed, approved, and published on Corporation webpage for public access
- 7.3.2 Ensure proper maintenance and effective management of Corporation's records
- 7.3.3 Become sufficiently familiar with legal and corporate documents (articles of incorporation, bylaws, IRS documents, etc.) to note applicability during meetings.
- 7.3.4 Serve in any capacity, as designated by the Chair
- 7.3.5 Ensure that written request to speak from the public audience are accepted, at Board meetings

7.4 Treasurer

The Treasurer shall perform the following duties, at a minimum:

- 7.4.1 Manage finances of the Corporation in coordination with staff.
- 7.4.2 Report regularly to the Board and Executive Committee on the financial status of the Corporation in conjunction with Corporation's Executive Director .
- 7.4.3 Complete overview of monthly budget reports in preparation to present to Board.
- 7.4.4 Communicate any identified issues or concerns within the financial controls and reporting of the Corporation.
- 7.4.5 Meet with auditors, and Coalition staff during Entrance/Exit Audit meetings as Board representative.
- 7.4.6 Complete overview of Corporation Credit Card transactions, as a fiscal check point and report any discrepancies noted to Executive Director and Board Chair.
- 7.4.7 Assist in the development of the Corporation's annual budget.
- 7.4.8 Act in the role of Liaison between Office of Early Learning and Coalition staff in reference to fiscal issues.
- 7.4.9 Provide technical assistance and support to Executive Director and Finance Officer related to fiscal projections and other matters of relevance.
- 7.4.10 Participate in random Sampling and monitoring of financial aspects related to budgeting, invoicing, and audit compliance.
- 7.4.11 Chair the Finance Committee.
- 7.4.12 Recommend Audit firm based on results of an RFP to full Board for vote
- 7.4.13 Serve in any capacity as designated by the Chair.

ARTICLE VIII: Committees

8.1 Executive Committee

- 8.1.1 The Board of Directors shall appoint an Executive Committee that shall meet as needed to ensure the completion of Coalition business, deadlines, and related responsibilities
- 8.1.2 The Executive Committee shall have authority to make such decisions necessary to carry out the business of the Board and Coalition.
- 8.1.3 The Chair shall report to the full Board of Directors at their quarterly meeting the major decisions made by the Executive Committee, as applicable.
- 8.1.4 The Executive Committee shall number 7 to 11 members and consist of the Chair, who will chair the Executive Committee, Vice-Chair, the Secretary (if named), the Treasurer (if named), and three to nine Board members elected by the Board of Directors.
- 8.1.5 The duties of the Executive Committee shall be conducted by the full Board or carried out through the Executive Committee, as directed by the Board Chair and are as follows:
 - 8.1.5.1 Review and approve contracts, as-needed and outlined in contracts and/or procurement policies.
 - 8.1.5.2 Act as final authority in grievance procedures.
- 8.1.6 In regard to the annual audit, under the advice of the Board Treasurer:
 - 8.1.6.1 Recommend to the full board the appointment of the independent accountant for the coming year.
 - 8.1.6.2 Ensure that an audit is conducted in compliance with statutory requirements.
 - 8.1.6.3 Review and approve the audit plan (scope) of the independent accountant.
 - 8.1.6.4 Review and approve an annual internal compliance review/audit plan by management to ensure compliance with regulatory and statutory requirements.
 - 8.1.6.5 Evaluate the effectiveness of internal compliance and external audit effort
 - 8.1.6.6 Determine that no management restrictions are being placed on the independent accountant
 - 8.1.6.7 Evaluate the adequacy and effectiveness of administrative, operating and accounting policies through active communications with operating management and the independent accountant.
 - 8.1.6.8 Review examination reports, independent accountant's report and other appropriate agency examinations and monitor management's response to them.
 - 8.1.6.9 Require periodic reports from management and the independent accountant, on any significant proposed regulatory, accounting or reporting issues to assess the potential impact.
 - 8.1.6.10 Identify and direct any special projects or investigations deemed necessary.

- 8.1.7 In regard to board officers and membership:
 - 8.1.7.1 Present a slate of officers for a vote at the annual Board meeting.
 - 8.1.7.2 Assist in filling vacancies as they occur for Board members for the Corporation.
 - 8.1.7.3 Ensure that potential officers and members have been contacted and expressed willingness to serve in the proposed capacity.
 - 8.1.7.4 Ensure that potential officers and members are representative of the communities/counties served and possess a broad range of expertise to assist the Corporation.

8.2 Standing Committees

- 8.2.1 Standing Committees shall adhere to the following:
 - 8.2.1.1 There shall be the following standing committees; Finance, Personnel and Policy, and Education and Program.
 - 8.2.1.2 The Chair shall present to the Board for annual election the members of the Standing Committees, including the Chairs.
 - 8.2.1.3 Members of the Board of Directors shall Chair these committees.
 - 8.2.1.4 The terms of office for committee memberships thereof shall be for a period designated by Board.
 - 8.2.1.5 All Standing Committee meetings shall be called or directed to be called at the discretion of the Committee Chair.
 - 8.2.1.6 The Board Chair shall have the ability to call for full Board presentations in lieu of Standing Committee work.

8.3 Finance Committee

- 8.3.1 The Finance Committee shall adhere to the following, at a minimum:
 - 8.3.1.1 The composition of the Finance Committee shall be at least one member from each county, as best as possible or representing multiple counties on the Board.
 - 8.3.1.2 Each member shall be independent of senior management and operating executives of the Corporation.
 - 8.3.1.3 Review the corporation's financial status and present recommendations to the Board and/or Executive Committee for changes.
 - 8.3.1.4 Review and recommend annual budget to Board.
 - 8.3.1.5 Review and ensure the implementation of the corporation's Anti-Fraud plan.

8.4 Personnel and Policy Committee

- 8.4.1 The Personnel and Policy Committee shall be comprised of at least one member from each county, as best as possible, or members representing multiple counties. The duties of the Personnel and Policy Review Committee shall be as follows:
 - 8.4.1.1 Recommend policy to the Board, as it relates to corporate operations.
 - 8.4.1.2 Review and interpret the Bylaws, as necessary, to ensure they reflect corporate goals and community standards.
 - 8.4.1.3 Recommend changes, as needed to the Board of Directors.

- 8.4.1.3 Review the Corporation's, Employee Code of Conduct and Work Rules, as necessary.
- 8.4.1.4 Work with staff to review and update operations manuals, as needed.
- 8.4.1.5 Confer with the Executive Director on matters pertaining to Personnel.
- 8.4.1.6 Serve as a Review board in personnel and public grievance procedures and present case to Executive Committee for final decision.
- 8.4.1.7 Review the Personnel Policy Manual in such matters as vacations, sick leave, insurance, retirement, merit stipends, and other employment conditions and practices and revise as needed-Revisions are subject to approval of the Board.
- 8.4.1.8 Provide direction, as needed on matters related to qualifications for positions, job descriptions, salary ranges, and increments.
- 8.4.1.9 Ensure amendments to By-Laws and Articles of Incorporation are filed with the appropriate governmental authority according to proper procedure.
- 8.4.1.10 Evaluate the performance of the Executive Director, on an annual basis along with the Board Chair.

8.5 Education and Program Committee

- 8.5.1 The Education and Program Committee shall be comprised of at least one member from each county, as best as possible, or a member representing multiple counties, and the Executive Director. This committee shall:
 - 8.5.1.1 Review and analyze child and teacher/program outcome data for recommendations of changes to Work Plan and Provider Improvement Plans
 - 8.5.1.2 Recommend strategies to enhance positive child outcomes
Develop and provide input concerning the Coalition's approved Work Plan.
 - 8.5.1.3 Represent the corporation in a role of advocacy, technical assistance, and recommendation in communicating the early care and education needs of children and families for successful School Readiness and Voluntary Prekindergarten (VPK) initiatives.
 - 8.5.1.4 Review Corrective Actions Plans of contracted Providers who are being considered for termination and who are not meeting the requirements established by the Statewide School Readiness and Voluntary Prekindergarten contract.

8.6 Ad Hoc Committees

- 8.6.1. Ad Hoc Committees may be appointed at the discretion of the Board of Directors and/or the Chair.
 - 8.6.1.1 Such Committees shall be composed of representatives from the Board or other advisory members, including but not limited to providers of early education or related services, whose expertise is appropriate to the Committee work.
 - 8.6.1.2 Committees shall provide input to the Board and staff and have such powers as the Corporation deems necessary to perform their duties.

ARTICLE IX: Annual Calendar

- 9.1 The Board, Executive Committee, and designated committee meetings shall be scheduled, as needed but no less than quarterly, except as it relates to Committee meetings.
- 9.2 Board and/or Executive Committee meetings will be held on the first Wednesday or as scheduled. Other events may be added during the year as necessary.
- 9.3 The Board shall adopt, at a minimum, the following items as part of the Coalition’s Annual Calendar:

Coalition Annual Calendar

July 1	Fiscal Year Begins
July – September applicable	Board Orientation and Responsibilities and Requirements Review, as
	<ul style="list-style-type: none">1. Complete Annual Board Documentation Requirements and Update Board Files2. Sign new Grant Awards, as applicable3. Select and/or Re-appoint Committee Members, as applicable4. Select Single Audit firm, as applicable
October –December	Review and approve the following documents for submission to Office of Early Learning, as required by OEL:
	<ul style="list-style-type: none">1. Annual Report2. Updated School Readiness Plan, as applicable3. Anti-Fraud Plan4. Internal Control Self-Assessment and Improvement Plan5. Complete Board Self-Evaluations, as applicable6. Evaluate Executive Director Performance7. Actively Recruit Board Members to Fill Vacancies8. Review and Approve Updated Coalition Policies9. Review and Approve Single Audit Report10. Review and Approve Board Chair Recommendations, as applicable
January-March	<ul style="list-style-type: none">1. Conduct Strategic Planning and Board Retreat to establish Coalition goals2. Complete Board Recruitment and Orientation, as applicable3. Review and Approve Board Chair Recommendations, as applicable

April-June

1. Complete Board Recruitment and Orientation, as applicable
2. Continuity of Operations Plan

Note: Calendar changes may be made at the discretion of the Board Chair or in coordination with the Office of Early Learning, as it relates to required documents or meeting elements.

ARTICLE X: Reports

10.1 Executive Director and Committee Reports

- 10.1.1 Reports on Committee progress shall be made to the Board at its regular meetings by either the Committee Chair, the staff member who meets with the Committee, or the Executive Director, as applicable.
- 10.1.2 Executive Director Report/Overviews shall be made at Board meetings and shall include, at a minimum, the following elements to be reported on no less than quarterly and only as applicable;
 - 10.1.2.1 Internal Control Update- Internal Monitoring
 - 10.1.2.2 Utilization of Slots and Funding and Current Wait List
 - 10.1.2.3 Budget Utilization of Funding Percentages
 - 10.1.2.4 Coalition Fraud Updates
 - 10.1.2.5 Grantor Updates

ARTICLE XI: *By-Laws or Charter Amendment*

- 11.1 The By-Laws or the Articles of Incorporation of this Corporation may be amended, repealed or altered in whole or in part by a two-thirds (2/3) vote of present members, at any duly organized meeting of the Board of Directors, at which a quorum is present.
- 11.2 The By-Laws and Articles of Incorporation are a part of the Coalition's School Readiness Plan and any amendments to them constitute an amendment to the Plan, to include Board membership.
- 11.3 Notice of the proposed change shall be mailed, e-mailed, hand delivered, or faxed to each member at his/her last known address at least three (3) calendar days prior to the time and date of the meeting which is to consider and vote on such change or amendment.
- 11.4 Upon arrival and ratification of such amendment to the By-Laws or Articles of Incorporation/Charter of the Corporation by the members as above set forth, the Personnel and Policy Review Committee and Executive Director shall thereupon prepare such amendment and see to the filing of any document with the proper governmental authority.
- 11.5 Corporation staff and Committee Chair shall follow established procedures for submitting the School Readiness Plan amendments, in order to receive approval from the grantor.
- 11.6 Copies of such revised and amended By-Laws shall be distributed, as requested to Board members.

ARTICLE XII: Parliamentary Order

- 12.1 The Rules contained in Roberts Rules of Order, as Revised, shall govern the Board of Directors, Officers, Chairs of various committees, and the Members in cases to which they are applicable - provided that they do not conflict with the By-Laws of the Corporation, or with any laws in effect of the State of Florida.

ARTICLE XIII: Fiscal Year

- 13.1 The Fiscal Year of the Corporation shall commence on the 1st day of July of each year and terminate on the last day of June of the following year, pursuant to s. 286.011 (2), unless a contract extension has been negotiated between the grantor and the Corporation.

ARTICLE XIV: Records

- 14.1 The Corporation shall maintain correct and proper books and records and shall keep minutes of meetings of the Board of Directors, at the principal office of the Corporation.
- 14.2 Any director, or the agent or attorney of either, or any proper person may inspect such records, at any reasonable time.
- 14.3 Approved Board meeting minutes shall be posted to the Corporation's website in order to provide public access.

ARTICLE XV: Appeals Process

- 15.1 Parent/guardians, providers, and the public may appeals decisions of the Corporation in accordance with appliable laws, rules, and guidance of the Corporations grant funders.

ARTICLE XVI: *Dissolution*

- 16.1 In the event of dissolution of the Corporation, the remaining assets shall be used exclusively for exempt purposes, such as charitable or educational purposes.

Dated and Attested:

Early Learning Coalition of Northwest Florida:

Date: _____

Board Chair Signature: _____

Date: _____

Executive Director Signature: _____
