

## **Bylaws of the Early Learning Coalition of Northwest Florida, Inc.**

### **ARTICLE I.**

#### **Name, Territory and Offices**

The name of this corporation shall be the Early Learning Coalition of Northwest Florida, Inc. hereafter referred to as ELCONF. The territory served by the Corporation includes the counties of Bay, Calhoun, Franklin, Gulf, Holmes, Jackson, and Washington.

The headquarters and principal offices of the Corporation shall be 200 Forest Park Circle, Panama City, State of Florida.

### **ARTICLE II.**

#### **Purpose, Values, Vision, and Mission**

##### **The Purpose**

The purpose of the ELCONF is as follows:

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

##### **The Values**

The values of the ELCONF are as follows:

“We Value compassion, dedication, discipline, excellence, honesty, respect, and safety.”

##### **The Vision**

The vision of the ELCONF is as follows:

“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.”

##### **The Mission**

The mission of ELCONF is as follows:

"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 deserving providers of early learning programs.
- (4) Teach economic self-sufficiency through community services and resources.
- (5) Implement both comprehensive School Readiness and Voluntary Prekindergarten Programs.
- (6) Measure performance against our Purpose, Values, Vision, and Missions, as well as statutes and requirements of Florida Statute, Agency for Workforce Innovation, and Office of Early Learning.

### **ARTICLE III.**

#### **Board of Directors**

The Board of Directors shall serve as the legal governing body of the Corporation numbering not less than eighteen (18) or more than thirty (35) members. More than one-third of the Corporation members must be from the private sector, and neither they nor their families may have a substantial financial interest in the design or delivery of the Corporation's programs. These private sector members shall be nominated by their Chambers of Commerce or Economic Development Council and appointed by the Board of Directors. Private sector appointments will include the Gubernatorial appointments. No board member may appoint a designee to act in his/her place except as authorized by Florida Statute. A member may send a representative to Board meetings, but that representative will have no voting privileges. Members of the Board are subject to the ethics and provisions in Florida Statutes ss. 112.313, 112.3135, and 112.3143 and Conflict of Interest Policy of the Agency for Workforce Innovation, Office of Early Learning. Each member must complete and sign a conflict-of-interest statement on an annual basis to maintain the best interest of the Corporation.

Representative members shall ensure, initiate and maintain communications with their respective membership affiliation for the purpose of representing their organizations. A mechanism shall also be in place that provides for the selection of the childcare and faith based representative as service terms mandate. If a county does not nominate a representative member by June 30, the Board has the authority to appoint a member from another county.

The Board of Directors, along with Executive Director, will be responsible for developing a public relations plan on behalf of the Corporation to publicize Corporation's goals, objectives, and program activities. The Board and Executive Director shall also represent the Corporation in a role of advocacy, communicating the needs of children and families as appropriate for community awareness and education.

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. Notice of the removal shall be provided to the members prior to the next Board meeting.

Board members absent from four (4) meetings during the fiscal year will be reported to the Chair and Executive Committee for consideration of the member's resignation.

The members of the Board of Directors shall be volunteers and shall receive no compensation

from the Corporation for their participation or service. Corporation employees are not eligible to serve as Board Members.

The responsibilities of the **Board** shall include:

- a. Provide input on and approve long-range goals.
- b. Approve Corporation objectives.
- c. Monitor achievement of goals and objectives.
- d. Oversee evaluation of services and programs.
- e. Review and approve annual budget as presented by the Finance Committee.
- f. Approve expenditures outside of approved budget.
- g. Employ Executive Director and evaluate his/her performance.
- h. Approves the decision to add staff to the Corporation
- i. Appoint members to committees.
- j. Assign signature authority to officers and/or staff for legal and corporate documents.
- k. Settle discussions between committees.
- l. Perform an annual self-evaluation, both individually and collectively, to measure their performance and effectiveness.

Article VII will explain the authority given the Executive Committee to oversee the operations of the corporation and reporting to the Board.

The Board of Directors of the Early Learning Coalition of Northwest Florida, Inc. will include the following members:

#### **VOTING MEMBERS**

- Governor Appointed Chair
- Bay County Private Sector
  - 8 Members
- Rural County Private Sector
  - 8 Members
- Bay County Community Agencies
  - 3 Members
- Rural County Community Agencies
  - 3 Members
- Community Agency Members include representatives from each of the following:
  - A Department of Children and Families District Administrator or designee
  - Director or designee from a county Health Department
  - Executive Director or designee of the Regional Workforce Development Board
  - President of a Community College or designee
  - Member appointed by the Board of County Commissioners
  - Department of Children and Families Licensing Staff

#### **NON-VOTING MEMBERS**

- Non-voting members include representatives from each of the following:
  - District Superintendent of Schools or designee
  - Representative of Private Child Care Providers
  - Representative of Faith-based Providers
  - Head Start Director

- Representative of programs for children with disabilities

**Voting Members:**

Board members are voting members except those identified above as nonvoting, and may serve on standing committees. Should any officially appointed member, during the Corporation's operational year, resign or otherwise relinquish a position, the Chair and Executive Committee shall be notified in writing so that a new nomination can be made from the Executive Committee and recommended to the Board for approval.

Designees may not vote except those identified by statute.

Items to be voted on will be announced or received in writing a minimum of 3 days prior to the actual vote.

Voting members may participate and vote in meetings by telephone and are considered present.

The Corporation and its officers shall at all times adhere to and comply with the provisions of the Code of Ethics and Standards of Personal Conduct as addressed in Florida State Statute.

**Non Voting Members:**

Non voting members may participate in board and committee discussions and offer their input, however, they may not vote.

**Membership Terms:**

With the exception of the Gubernatorial appointments, the terms of members of the Board will be four-year staggered terms. To achieve the staggered term requirement, the initial members shall be elected for initial terms of three or four years, each of which shall be considered one term. Members elected after the initial terms shall be elected for terms of four years. Members shall be elected so there are always groups of approximate equal size with the term of each group ending in consecutive years. Terms of the Gubernatorial appointed members shall be set by the Governor.

Members may serve a maximum of two consecutive terms. New members elected to fill vacant positions of one year or less will be eligible to serve two additional terms. Members may be nominated to serve additional terms after a one-year break in service. The exception to this will be an immediate past Chair whose term shall be extended to coincide with his/her term as past Chair.

**ARTICLE IV.**

**Executive Personnel**

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

- a. Direct the process of formulating Corporation's goals and objectives.
- b. Provide input to the Board on long-range goals.
- c. Prepare performance reports on achievement of goals and objectives.
- d. Assist the Board in monitoring achievement of goals and objectives.

- e. Assess parent, provider, community, and other stakeholder needs.
- f. Ensure training of volunteer leaders, as needed.
- g. Ensure proper maintenance of program records.
- h. Ensure the development of an annual preliminary budget in coordination with the Finance Committee.
- i. Ensure that expenditures are within budget during the year.
- j. Organize fundraising campaigns, as needed.
- k. Direct work of the staff.
- l. Hire and discharge staff members.
- m. Settle discord among staff.
- n. Promote services and programs of the Corporation by writing news stories and editorials.
- o. Provide collaboration with other organizations.
- p. Assist the Chair in promoting attendance at Board and committee meetings.
- q. Assist the Board and committee Chairs in planning meeting agendas.
- r. Assign a recorder to take and distribute minutes of Coalition meetings.
- s. Prepare reports, exhibits, materials, and proposals for Board and committee meetings demonstrating input from providers, parents, community stakeholders, etc.
- t. Follow up to ensure implementation of Board and committee decisions.
- u. Sign legal and corporate documents as assigned by Board.
- v. Ensure proper procedure is followed for personnel and public grievances:
  - 1. Staff member
  - 2. Executive Director
  - 3. Personnel and Policy Review Committee
  - 4. Executive Committee for final decision
- w. Work with the Board to develop a public relations plan on behalf of the Corporation to publicize Corporation's goals, objectives, and program activities.
- x. Represent the Corporation in a role of advocacy, communicating the needs of children and families as appropriate for community awareness and education

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

## **ARTICLE V.**

### **Meetings**

- a. Regular meetings of the Board of Directors shall be held at least quarterly according to a schedule determined by the Board. One of the quarterly meetings shall be an annual meeting for the installation of officers of the Board and approval of annual budget.
- b. Board and committee meetings shall be scheduled at times and locations convenient to the public.
- c. A quorum to conduct business of the Board may be attained by a majority of voting members being present, or 50% + 1, either in person or by telephone.
- d. In the event a quorum is not reached during a full Board meeting, the Chair/Vice Chair shall have the authority to convene the Executive Committee in order to conduct business.

- e. Non-voting members may participate in Board and committee meetings as previously described in Article III.
- f. Members of the public, including but not limited to providers of early education or related services, may also participate in Board and committee meetings by completing a public comment form before the meeting begins and submitting it to the Board Secretary or designated staff. The member of the public shall be granted time during meetings to provide comments on specific agenda items or general discussion.
- f. The Chairperson may call special meetings.
- g. The Chair shall chair all Board meetings.
- h. In the absence of the Chair, the Vice-Chair shall conduct the meeting.
- i. In the absence of the Vice-Chair the Secretary shall conduct the meeting.
- j. Committee meetings may be called as needed at the discretion of the individual committee, Chairperson, or the Executive Director.
- k. A recorder shall be appointed by the Executive Director to record and distribute minutes of meetings of the Board.

The 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 Board of Directors.

Notices of meetings of the Board of Directors shall be given at least three (3) days before the meeting to each member of the Board at the location furnished to such members by the Secretary of the Board and/or designated staff. Notices shall be given by mail, e-mail, facsimile, hand delivery, or posting in accordance with the Sunshine Law. Notices of meetings to the Board of Directors shall recite the nature of the business to be transacted at such meetings.

Except as otherwise specifically prescribed in these bylaws, decisions at any meeting of the Board of Directors shall be by majority vote of those present and voting. Members may participate by telephone and voting members may be counted as being present for purposes of attaining a quorum. Each voting member shall have one vote only and the results shall be disseminated in written or verbal form at the discretion of the Chair.

## ARTICLE VI.

### Officers

The officers of the Corporation shall consist of the **Chair, Vice Chair, Secretary and Treasurer** and shall be members of the Board. The Chair or Vice-Chair shall not be employed by the Corporation or the district school board.

The Executive Committee shall present a single slate of officers to the Board of Directors at the May meeting. Nominations from the floor shall be accepted.

The Board of Directors shall elect officers, except the Chair, for a term of one (1) year with a limit of four (4) consecutive terms. Officers, except the Chair, shall serve for one year with terms commencing in July.

## ARTICLE VII.

### Duties of Officers

The **Chair** shall have the following duties:

- a. Approve an agenda for and conduct meetings of the Board of Directors.
- b. Promote attendance at Board and committee meetings.
- c. Review and discuss issues confronting the Corporation with the Executive Director.
- d. Serves in a lead role in fundraising and advocacy for the Corporation.
- e. Coordinate the work of officers and committees of the Corporation.
- f. Shall Chair the Executive Committee.
- g. Be an ex-officio member of each committee.
- h. Perform such other duties as may be described or assigned to him/her by the Board.
- i. Authorized to sign contracts on behalf of the Corporation provided the Board of Directors has duly authorized such action.
- j. Perform an annual evaluation of the Executive Director along with the Personnel and Policy Review Committee.

The **Vice Chair** shall have the following duties:

- a. In the absence of the Chair, approve an agenda for and conduct meetings of the Board of Directors and/or Executive Committee.
- b. Perform all duties of the Chair in case of absence or disability of the Chair.
- c. Serve in any capacity as designated by the Chair.
- d. In the absence of the Chair, is authorized to sign contracts on behalf of the Corporation provided the Board of Directors has duly authorized such action.

The **Secretary** shall have the following duties:

- a. See that the minutes are recorded and published for meetings of the Board of Directors.
- b. Ensures proper maintenance and effective management of Corporation's records.
- c. Become sufficiently familiar with legal and corporate documents (articles of incorporation, bylaws, IRS documents, etc.) to note applicability during meetings.
- d. Serve in any capacity as designated by the Chair.
- e. Accept written request to speak from the public audience at Board meetings.

The **Treasurer** shall have the following duties:

- a. Manages finances of the Corporation in coordination with staff.

- b. Report regularly to the Board and Executive Committee on the financial status of the Corporation in conjunction with Corporation's Executive Director and/or Finance Director.
- c. Serve in any capacity as designated by the Chair.

## **ARTICLE VIII.**

### **Committees**

#### **Executive Committee**

The Board of Directors shall appoint an Executive Committee that will meet at least monthly to conduct the day to day or month to month business of ELCONF with authority to make such decisions necessary to carry out the business of the Board and ELCONF. The Chair will report to the full Board of Directors at their quarterly meeting the major decisions made by the Executive Committee. 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.

The duties of the **Executive** Committee shall be as follows:

- a. Review and approve sub-recipient contracts on basis as outlined in contracts and/or procurement policies.
- b. Act as final authority in grievance procedures.
- c. In regard to the annual audit:
  - Recommend to the full board the appointment of the independent accountant for the coming year.
  - Ensure that an audit is conducted in compliance with statutory requirements.
  - Review and approve the audit plan (scope) of the independent accountant.
  - Review and approve an annual internal compliance review/audit plan by management to ensure compliance with regulatory and statutory requirements.
  - Evaluate the effectiveness of internal compliance and external audit effort.
  - Determine that no management restrictions are being placed on the independent accountant.
  - Evaluate the adequacy and effectiveness of administrative, operating and accounting policies through active communications with operating management and the independent accountant.
  - Review examination reports, independent accountant's report and other appropriate agency examinations and monitor management's response to them.
  - Require periodic reports from management and the independent accountant, on any significant proposed regulatory, accounting or reporting issues to assess the potential impact.
  - Identify and direct any special projects or investigations deemed necessary.

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

### **Standing Committees**

There shall be the following standing committees; **Finance, Personnel and Policy, Program, Education, and Legislative**. The Chair shall present to the Board for election the members of the Standing Committees, including the Chairs. Members of the Board of Directors shall Chair these committees. Membership shall be elected by the Board. The terms of office for committee memberships thereof shall be for a period of one year.

The composition of the **Finance** Committee shall be at least one member from each county. Each member shall be independent of senior management and operating executives of the Corporation. The duties of the Finance Committee shall be as follows:

- a. Review the corporation's financial status and present recommendations to the Board and/or Executive Committee for changes.
- b. Review and recommend annual budget to Board.

The **Personnel and Policy** Committee shall be comprised of at least one member from each county. The duties of the Personnel and Policy Review Committee shall be as follows:

- a. Recommend policy to the Board as it relates to corporate operations.
- b. Review and interpret the Bylaws, as necessary, to ensure they reflect corporate goals and community standards.
- c. Recommend changes as needed to the Board of Directors.
- d. Review the Corporation's philosophy, Affirmative Action, Code of Ethics, and Standards of Personal Conduct as necessary.
- e. Work with staff to review and update operations manuals, as needed.
- f. Confer with the Executive Director on matters pertaining to Personnel.
- g. Serve as a review board in personnel and public grievance procedures and present case to Executive Committee for final decision.
- h. Review the Personnel Policy Manual in such matters as vacations, sick leave, insurance, retirement and other employment conditions and practices and revise as needed. Revisions are subject to approval of the Board.
- i. Advise as needed on matters related to qualifications for positions, job descriptions, salary ranges and increments.
- j. Ensure amendments to bylaws and articles of incorporation are filed with the appropriate governmental authority according to proper procedure.
- k. Evaluate the performance of the Executive Director on an annual basis along with the Board Chair.

The **Program** Committee shall be comprised of at least one member from each county and the Executive Director. This committee shall:

- a. Develop and provide input concerning ELCONF's approved Work Plan.
- b. Represent the Corporation in a role of advocacy, technical assistance, and recommendation in communicating the program needs of children and families as appropriate for successful school readiness and VPK initiatives.
- c. The Committee shall also establish a Curriculum Task Force, which will be comprised of county specific representatives from county advisory committees, to be responsible for:
  - Reviewing and approving alternative Curriculum requests
  - Making recommendation to the Program Review Committee for curricula to be added to the approved Work Plan Curriculum Lists
  - Review Corrective Action for programs who are not in compliance with curriculum mandates

The **Education** Committee shall be comprised of at least one member from each county and the Executive Director. This committee shall:

- a. Analyze child and teacher outcome data
- b. Advise Board of strategies to enhance positive child outcomes

The **Legislative** Committee shall be comprised of at least one member from each county and the Executive Director. This committee shall:

- a. Review and update the Board on current and/or proposed legislation which directly impacts the Coalition, services and programs, and early learning in general.

### **Ad hoc and County Advisory Committees**

Ad hoc and County Advisory Committees may be appointed at the discretion of the Board of Directors and/or the Chair. Such Committees shall be composed of representatives from the Board and/or county advisory members, including but not limited to providers of early education or related services, whose expertise is appropriate to the Committee work. 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**

The Board shall adopt, at a minimum, the following items as part of their annual calendar:

- |                     |  |
|---------------------|--|
| July 1 –            | Fiscal year begins   |
| July-September –    | 1 <sup>st</sup> Board orientation (if needed)                                  |
| August –            | Review and approve annual report   |
| September –         | Review and approve annual single audit report                                  |
| September-October – | Conduct Board self-evaluation in preparation for 1 <sup>st</sup> Board retreat |

October –	Conduct 1 <sup>st</sup> Board retreat to review self-evaluation
October-November –	Evaluate performance of Executive Director from previous year
October-December –	2 <sup>nd</sup> Board orientation (if needed)
October-December –	Review and update Board and personnel policies
November-January –	Conduct strategic planning to set goals for next fiscal year
January –	Approve single audit firm (done every 3 years)
January-February –	Begin recruitment of new board members for upcoming year
January-March –	3 <sup>rd</sup> Board orientation (if needed)
March –	Establish Executive Director's goals and objectives for new year
April –	Draft preliminary budget for next fiscal year
April –	Conduct 2 <sup>nd</sup> Board retreat to develop work plans
April-June –	4 <sup>th</sup> Board orientation (if needed)
May –	Elect officers and committees for next fiscal year
June –	Sign new conflict of interest statement
June –	Sign new grant awards from AWI, Office of Early Learning

Board and committee meetings will be scheduled on a monthly basis. Board and/or Executive Committee meetings will be held on the first Monday of every month. Other events may be added during the year as necessary.

## **ARTICLE X.**

### **Reports**

Reports on Committee progress shall be made to the Board at its regular meetings by either the Committee Chairman, the staff member who meets with the Committee, or the Executive Director - if the Committee Chair requests.

## **ARTICLE XI.**

### **Bylaws or Charter Amendment**

The Bylaws 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 at any duly organized meeting of the Board of Directors at which a quorum is present. The Bylaws and Articles of Incorporation are a part of the Coalition's Work Plan and any amendments to them constitute an amendment to the Work Plan. 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) days prior to the time and date of the meeting which is to consider and vote on such change or amendment.

Upon arrival and ratification of such amendment to the Bylaws or Charter of the Corporation by the members as above set forth, the Personnel and Policy Review Committee shall thereupon proceed to prepare such amendment and see to the filing of any document with the proper governmental authority. The committee will follow established procedures for submitting Work Plan amendments in order to receive approval from the Agency for Workforce Innovation and the Office of Early Learning. Copies of such revised and amended Bylaws or Charter shall be given to each member of the Board.

## **ARTICLE XII.**

### **Parliamentary Authority**

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 Bylaws of the Corporation, or with any laws in effect of the State of Florida.

## **ARTICLE XIII.**

### **Fiscal Year**

The Fiscal Year of the Corporation shall commence on the 1<sup>st</sup> day of July of each year and terminate on the last day of June of the following year.

## **ARTICLE XIV.**

### **Records**

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. Any director, or the agent or attorney of either, or any proper person may inspect such records, at any reasonable time.

## **ARTICLE XV.**

### **Appeals Process**

The public may appeal decisions made by the Board. In order to file an appeal, it must be in writing, addressed to the Board, specifically identifying the subject matter of the appeal. The appeal should be submitted and received by the Chair within ten (10) business days of the action initiating the appeal. The Chair will review and resolve the issue or submit the matter to the full Board for review and disposition. The Board will have final authority whether to grant or deny the appeal.

## **ARTICLE XVI.**

### **Dissolution**


Upon dissolution of the corporation, the remaining assets shall be used exclusively for exempt purposes, such as charitable or educational purposes.

ELC of Northwest Florida, Inc.  
By-Laws  
6/18/08

DATED AND REVISED:

Early Learning Coalition of Northwest  
Florida, Inc.

June 18, 2008

By:   
Chair

Attest: 