



**AUDIT COMMITTEE MEETING**  
**February 10<sup>th</sup>, 2016 at 2:00 pm**  
**ELC Board Room**

I.	Welcome & Introductions	Adrian Alfonso
II.	Annual Audit by Verdeja, De Armas & Trujillo	Octavio Verdeja
III.	Loss Prevention Report	Ana Rodriguez
IV.	Review of Bylaws	Evelio Torres
V.	Future Audit Committee Meeting Dates	Claudia Gonzalez
VI.	Meeting Adjourn	Claudia Gonzalez

Mission: To promote high-quality school readiness, voluntary pre-kindergarten and after school programs, thus increasing all children's chances of achieving future educational success and becoming productive members of society. The Coalition seeks to further the physical, social, emotional and intellectual needs of Miami-Dade and Monroe County children with a priority toward the ages before birth through age 5.

**EARLY LEARNING COALITION OF  
MIAMI-DADE/MONROE, INC.**

FINANCIAL STATEMENTS,  
SUPPLEMENTARY INFORMATION AND  
INDEPENDENT AUDITORS' REPORT

JUNE 30, 2015 AND 2014

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors  
 Early Learning Coalition of Miami-Dade/Monroe, Inc.

### Report on the Financial Statements

We have audited the accompanying financial statements of the Early Learning Coalition of Miami-Dade/Monroe, Inc. (the "Organization") (a Florida nonprofit organization), which comprise the statements of financial position as of June 30, 2015, and the related statements of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

## Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of June 30, 2015, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

## Prior Period Financial Statements

The financial statements of the Early Learning Coalition of Miami-Dade/Monroe, Inc. for the year ended June 30, 2014, were audited by other auditors whose report dated January 21, 2015, expressed an unmodified opinion on those statements. Certain 2014 financial statement amounts have been reclassified to conform to the 2015 presentation.

## Other Matters

### *Other Information*

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The accompanying schedule of expenditures of federal awards, as required by Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations* and Chapter 10.650 Rules of the Auditor General of the of the State of Florida, is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

## Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 23, 2015, on our consideration of the Organization's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control over financial reporting and compliance.



CERTIFIED PUBLIC ACCOUNTANT

Coral Gables, Florida  
December 23, 2015

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**STATEMENTS OF FINANCIAL POSITION**  
**JUNE 30, 2015 AND 2014**

	<b>ASSETS</b>	
	<u>2015</u>	<u>2014</u>
Cash and cash equivalents	\$ 2,757,679	\$ 2,288,194
Grants receivable	13,826,310	13,066,256
Furniture and equipment, net	394,927	190,479
Other assets	<u>176,643</u>	<u>808,020</u>
TOTAL ASSETS	<u>\$ 17,155,559</u>	<u>\$ 16,352,949</u>
 <b>LIABILITIES AND NET ASSETS</b>  		
<b>LIABILITIES</b>		
Accounts payable	\$ 14,930,756	\$ 14,832,236
Deferred revenues	62,695	27,581
Other liabilities	<u>885,312</u>	<u>702,344</u>
TOTAL LIABILITIES	<u>15,878,763</u>	<u>15,562,161</u>
 <b>NET ASSETS</b>		
Unrestricted	<u>1,276,796</u>	<u>790,788</u>
TOTAL NET ASSETS	<u>1,276,796</u>	<u>790,788</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 17,155,559</u>	<u>\$ 16,352,949</u>

The accompanying notes are an integral part of these financial statements.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**STATEMENTS OF ACTIVITIES**  
**FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

	2015			2014 (as reclassified)		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
<b>SUPPORT AND REVENUES</b>						
Grants	\$ 162,821,343	\$ -	\$ 162,821,343	\$ 170,935,566	\$ -	\$ 170,935,566
The Children's Trust	3,081,831	-	3,081,831	3,527,680	-	3,527,680
Contributions and other	57,014	-	57,014	25,893	-	25,893
<b>TOTAL SUPPORT AND REVENUE</b>	<b>165,960,188</b>	<b>-</b>	<b>165,960,188</b>	<b>174,489,139</b>	<b>-</b>	<b>174,489,139</b>
<b>EXPENSES:</b>						
Early education services	160,645,988	-	160,645,988	168,117,871	-	168,117,871
Management and general	4,828,192	-	4,828,192	6,144,589	-	6,144,589
<b>TOTAL EXPENSES</b>	<b>165,474,180</b>	<b>-</b>	<b>165,474,180</b>	<b>174,262,460</b>	<b>-</b>	<b>174,262,460</b>
<b>CHANGE IN NET ASSETS</b>	<b>486,008</b>	<b>-</b>	<b>486,008</b>	<b>226,679</b>	<b>-</b>	<b>226,679</b>
<b>NET ASSETS, BEGINNING OF YEAR</b>	<b>790,788</b>	<b>-</b>	<b>790,788</b>	<b>322,839</b>	<b>241,270</b>	<b>564,109</b>
<b>RECLASSIFICATION OF NET ASSETS</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>241,270</b>	<b>(241,270)</b>	<b>-</b>
<b>NET ASSETS, END OF YEAR</b>	<b>\$ 1,276,796</b>	<b>\$ -</b>	<b>\$ 1,276,796</b>	<b>\$ 790,788</b>	<b>\$ -</b>	<b>\$ 790,788</b>

The accompanying notes are an integral part of these financial statements.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**STATEMENTS OF FUNCTIONAL EXPENSES**  
**FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

	2015			2014		
	Early Education Service	Management and General	Total	Early Education Service	Management and General	Total
Dues and subscriptions	\$ 2,742	\$ 20,114	\$ 22,856	\$ 975	\$ 27,462	\$ 28,437
Enhancement projects	2,412,071	-	2,412,071	2,312,908	-	2,312,908
Educational materials (Quality Initiatives)	2,986,439	26,787	3,013,226	1,008,955	539	1,009,494
Equipment repairs and maintenance	3,391	142	3,533	3,899	13,111	17,010
Insurance	57,362	5,637	62,999	62,073	14,532	76,605
Meetings and conferences	6,691	4,792	11,483	6,974	6,272	13,246
Occupancy costs	1,114,062	27,650	1,141,712	1,178,001	38,555	1,216,556
Office	377,762	(46,843)	330,919	350,410	316,771	667,181
Other	24,934	16,085	41,019	36,516	32,354	68,870
Postage and freight	74,835	8,471	83,306	45,446	89,426	134,872
Printing	167,198	38,622	205,820	104,326	57,770	162,096
Professional fees	635,691	1,008,274	1,643,965	485,847	686,517	1,172,364
Salaries and benefits	8,360,969	3,305,955	11,666,924	6,110,749	4,522,053	10,632,802
Direct child care	142,033,238	-	142,033,238	154,193,506	-	154,193,506
Sub-recipient contracts	2,044,258	117,945	2,162,203	1,968,302	83,145	2,051,447
Telephone	236,936	16,303	253,239	181,714	29,109	210,823
Travel and training	106,071	177,855	283,926	67,270	141,803	209,073
<b>TOTAL EXPENSES BEFORE DEPRECIATION</b>	<b>160,644,650</b>	<b>4,727,789</b>	<b>165,372,439</b>	<b>168,117,871</b>	<b>6,059,419</b>	<b>174,177,290</b>
<b>DEPRECIATION</b>	<b>1,338</b>	<b>100,403</b>	<b>101,741</b>	<b>-</b>	<b>85,170</b>	<b>85,170</b>
<b>TOTAL EXPENSES</b>	<b>\$ 160,645,988</b>	<b>\$ 4,828,192</b>	<b>\$ 165,474,180</b>	<b>\$ 168,117,871</b>	<b>\$ 6,144,589</b>	<b>\$ 174,262,460</b>

The accompanying notes are an integral part of these financial statements.



**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

	<u>2015</u>	<u>2014</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Change in net assets	\$ 486,008	\$ 226,679
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	101,741	85,170
Changes in assets and liabilities:		
Grants receivable	(760,054)	9,524,147
Other assets	631,377	(425,320)
Accounts payable	98,520	(7,548,496)
Deferred revenues	35,114	4,939
Other liabilities	182,968	297,660
<b>TOTAL ADJUSTMENTS</b>	<u>289,666</u>	<u>1,938,100</u>
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<u>775,674</u>	<u>2,164,779</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchases of furniture and equipment	<u>(306,189)</u>	<u>(167,340)</u>
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	(306,189)	(167,340)
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	469,485	1,997,439
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR</b>	<u>2,288,194</u>	<u>290,755</u>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<u>\$ 2,757,679</u>	<u>\$ 2,288,194</u>

The accompanying notes are an integral part of these financial statements.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

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**NOTE 1 - NATURE OF ORGANIZATION**

Early Learning Coalition of Miami-Dade/Monroe, Inc. f/k/a Miami-Dade School Readiness Coalition, Inc. (the "Organization") was incorporated under the laws of the State of Florida on April 12, 2000, following the enactment of Florida State Statute 411.01 that established the Florida Partnership for School Readiness (the "Partnership"). The Organization has been entrusted to implement the Voluntary Pre-kindergarten ("VPK") program in accordance with the laws, rules and regulations of the State of Florida particularly the Voluntary Pre-kindergarten Education Program Act, Chapter 1002, Part V, Florida Statutes. This program is designed to prepare all 4-year olds for kindergarten and build the foundation for future educational success.

The Organization's mission is to promote school readiness and voluntary pre-kindergarten programs, thus increasing the probability for all children of achieving future educational success and becoming productive members of society. The Organization seeks to further the physical, social, emotional and intellectual needs of Miami-Dade and Monroe County children beginning before birth through age five.

Substantially all of the Organization's support and revenue was received from a contract with the Partnership. The contract provides for a comprehensive program of readiness and services that enhances the cognitive, social and physical development of children in order to achieve performance standards and outcome measures established by the Partnership. The Organization provides school readiness services to every eligible family, to the extent that funding resources are available. The Organization receives additional support and revenue from grants and donations from other sources.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting**

The Organization prepares its financial statements on the accrual basis of accounting. Accounting standards establish external financial reporting standards for not-for-profit organizations, which include four basic financial statements: the statement of financial position, the statement of activities, the statement of functional expenses, and the statement of cash flows. Accounting standards require that resources be classified for accounting and reporting purposes into the following three separate classes of net assets:

- **Unrestricted** - Net assets which are not subject to any donor-imposed stipulations or restrictions; and include all revenue, gains and losses that are not changes in permanently or temporarily restricted net assets.
- **Temporarily Restricted** - Net assets whose use by the Organization is limited by donor-imposed stipulations that either expire with the passage of time or that can be fulfilled or otherwise removed by actions of the Organization pursuant to those stipulations. Certain 2014 financial statement amounts were reclassified to conform to the 2015 presentation.
- **Permanently Restricted** - Net assets whose use by the Organization is limited by donor-imposed stipulations that neither expire with the passage of time nor can be fulfilled or otherwise removed by actions of the Organization. The Organization presently does not have any permanently restricted net assets.

**Management Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosures including, but not limited to the determination of the net realizable value of receivables and the useful lives of donated and acquired assets. Accordingly, actual results could differ from those estimates.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Concentration of Credit Risk**

The Organization places its cash deposits with creditworthy, high-quality institutions. At times, cash balances may temporarily exceed the Federal Deposit Insurance Coverage (“FDIC”) limit of \$250,000.

Through the use of Repurchase Agreement Contracts with the financial institutions, the Organization’s deposits are fully collateralized on a daily basis with U.S. Government securities and Government Agency Bonds pledged up to the amount of deposits. The securities will be priced at their fair market value on the day of the transaction plus an excess margin to ensure deposits will be fully secured. Under these agreements, a daily confirmation is generated by the financial institutions showing what securities the Organization contractually owns. Repurchase accounts are not covered by FDIC insurance.

The Organization has \$1,276,796 in net assets as of June 30, 2015. Substantially all of the Organization’s support was provided by the Federal government and the State of Florida under early childhood education and voluntary pre-kindergarten programs. A significant reduction in this level of support, if this were to occur, would have an adverse effect on the Organization’s programs and activities and its ability to satisfy its financial and program obligations and commitments. However, the payable obligations under the subcontracted service provider arrangements are only payable from the Organization upon support provided from the Federal government and the State of Florida. To the extent the subcontracted payment arrangements will not be forthcoming, the Organization will not be obligated. The Organization’s risk is limited to the support received from the federal and state grants.

**Fair Value of Financial Instruments**

The fair value of financial instruments is determined by reference to various market data and other valuation techniques, as appropriate. Unless otherwise disclosed, the fair value of financial instruments, including cash and cash equivalents, grants receivable, accounts payable, deferred revenues and other liabilities, approximates their recorded values due primarily to the short-term nature of their maturities.

**Cash and Cash Equivalents**

The Organization considers all highly-liquid investments with a maturity of three months or less to be cash equivalents.

**Furniture and Equipment, Net**

Furniture and equipment are stated at cost at the date of acquisition. Major betterments and additions are capitalized, while replacements, maintenance and repairs which do not improve or extend the lives of the respective assets are charged to expense as incurred. Donated furniture and equipment are recorded at their fair market value at the date of donation. Upon retirement or disposal of assets, the cost and accumulated depreciation are eliminated from the accounts and the resulting gain or loss is included in revenues or expenses. Depreciation is computed using the straight line method over the estimated useful lives of the assets, which generally range from 3 to 5 years.

**Income Taxes**

The Organization is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for federal or state income taxes has been made in the accompanying financial statements.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

**Income Taxes (Continued)**

The Organization recognizes and measures tax positions taken or expected to be taken in its tax return based on their technical merit and assesses the likelihood that the positions will be sustained upon examination based on the facts, circumstances and information available at the end of each period. Interest and penalties on tax liabilities, if any, would be recorded in interest expense and other non-interest expense, respectively.

The U.S. Federal jurisdiction and Florida are the major tax jurisdictions where the Organization files tax returns. The Organization is generally no longer subject to U.S. Federal or State examinations by tax authorities for years before 2012.

**Support and Revenue**

The Organization's principal source of revenue is derived from federal and state grants. Grant revenues are recognized based on the incurrence of allowable costs for cost reimbursement awards. Contributions are recognized upon receipt, unless accompanied by restrictions or conditions. Based on the Organization's experience with the grantors, management has determined that the related grants receivable are fully collectible. Consequently, no allowance for doubtful accounts is included in the accompanying financial statements.

Grants and other revenues where the donor-imposed restrictions are met in the same reporting period in which the revenue is recognized are reported as unrestricted support.

**Allocation of Functional Expenses**

Program expenses and management and general expenses have been summarized on a functional basis in the Statements of Activities and in the Statements of Functional Expenses. Directly identifiable expenses are charged to programs and supporting services. Management and general expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Organization.

**Reclassifications**

Certain 2014 financial statement amounts have been reclassified to conform to the 2015 presentation. The amounts were reclassified and are shown on the 2014 and 2015 Statement of Financial Position and Statement of Activities.

**Subsequent Events**

The Organization has evaluated subsequent events through December 23, 2015 which is the date the financial statements were available to be issued.

NOTE 3 - FURNITURE AND EQUIPMENT, NET

Furniture and equipment as of June 30, is comprised of the following:

	<u>2015</u>	<u>2014</u>
Office equipment	\$ 1,279,293	\$ 1,004,312
Furniture and fixtures	<u>148,220</u>	<u>117,012</u>
	1,427,513	1,121,324
Less: accumulated depreciation	<u>(1,032,586)</u>	<u>(930,845)</u>
	<u>\$ 394,927</u>	<u>\$ 190,479</u>

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

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**NOTE 3 - FURNITURE AND EQUIPMENT, NET (Continued)**

Pursuant to the contract with the Partnership, upon termination of the contract the Partnership retains title to all furniture and equipment purchased with funds provided by the Partnership. Accordingly, these assets are recorded as temporarily restricted net assets and are reported under the caption "School Readiness Services."

Depreciation expense was \$101,741 and \$85,170 for the years ended June 30, 2015 and 2014, respectively.

**NOTE 4 - ACCOUNTS PAYABLE**

Accounts payable consist of the following at June 30:

	<u>2015</u>	<u>2014</u>
Child Development	\$ 13,389,463	\$ 13,290,943
Other	<u>1,541,293</u>	<u>1,541,293</u>
	<u>\$ 14,930,756</u>	<u>\$ 14,832,236</u>

**NOTE 5 - TEMPORARILY RESTRICTED NET ASSETS AND RECLASSIFICATION OF NET ASSETS**

Upon further review, management determined that amounts previously recorded as temporarily restricted net assets were, in fact, unrestricted. A reclassification has been made to the 2014 financial statements to reflect such change.

**NOTE 6 - COMMITMENTS AND CONTINGENCIES**

**Operating Leases**

The Organization leases its Miami-Dade and Monroe County facilities under noncancelable operating leases expiring in at various dates through June 2024. Additionally, the Organization leases copiers. Future minimum payments under these leases are as follows:

	<u>Fiscal year June 30</u>
2016	\$ 897,432
2017	915,031
2018	933,061
2019	572,101
2020	197,704
Thereafter	<u>643,321</u>
	<u>\$4,158,650</u>

Rent expense for the years ended June 30, 2015 and 2014 was approximately \$874,000 and \$818,000, respectively.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2015 AND 2014**

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NOTE 6 - COMMITMENTS AND CONTINGENCIES (Continued)

**Other**

The Organization participates in a number of federal and state grants assistance programs. Amounts received or receivable from grantor agencies are subject to audit and compliance testing by those agencies to determine if activities undertaken by the Organization comply with the conditions of the grant. Any disallowed amounts may constitute a liability to the Organization. Management believes that no material liability will arise from any such audits.

**Litigation**

The Organization is exposed to various asserted and unasserted potential claims encountered in the normal course of business. In the opinion of management, the resolution of these matters will not have a material effect on the Organization's financial position or results of operations.

SUPPLEMENTARY INFORMATION

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS AND STATE FINANCIAL ASSISTANCE**  
**FOR THE YEAR ENDED JUNE 30, 2015**

<b>Federal/State Agency Pass-through Entity, Federal Program/State Project</b>	<b>CFDA/ CFSA Number</b>	<b>Contract/ Grant Number</b>	<b>Expenditures</b>
FEDERAL AWARDS:			
U.S. Department of Health and Human Services Passed Through Florida's Office of Early Learning			
Temporary Assistance to Needy Families	93.558	SR195	<u>\$ 30,963,217</u>
Child Care Development Fund (CCDF) Cluster:			
CCDF Block Grant	93.575	SR195	39,136,834
Performance Pilot Program	93.575	PPF14	605,189
CCDF - Mandatory Matching	93.596	SR195	<u>26,021,272</u>
CCDF-Cluster Program			<u>65,763,295</u>
Social Services Block Grant	93.667	SR195	<u>104,924</u>
U.S. Department of Health and Human Services Administration for Children and Families Office of Head Start			
	93.600	04HP0007/01	<u>567,528</u>
Passed through Department of Children and Families:			
Office of Refugee Settlement			
Refugee and Entrant Assistance - State Administered Programs	93.566	XK004	501,675
Refugee and Entrant Assistance - Discretionary Grants	93.576	XK004	<u>1,018,552</u>
			<u>1,520,227</u>
Centers for Disease Control and Prevention Passed through Nemours Foundation PPHF: Early Childcare and Education Obesity Prevention Program - Obesity Prevention in Young Children - financed solely by Public Prevention and Health Funds			
	93.742	1U58DP0004102-01	<u>310,448</u>
Total U.S. Department of Health and Human Services			<u>99,229,639</u>
TOTAL EXPENDITURES OF FEDERAL AWARDS			<u>\$ 99,229,639</u>



**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**  
**SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS AND STATE FINANCIAL ASSISTANCE**  
**FOR THE YEAR ENDED JUNE 30, 2015**

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Federal/State Agency Pass-through Entity, Federal Program/State Project	CFDA/CFSA Number	Contract/ Grant Number	Expenditures
STATE FINANCIAL ASSISTANCE:			
Florida's Office of Early Learning			
Voluntary Pre-Kindergarten Education	48.108	SV195	\$ 54,420,200
Voluntary Pre-Kindergarten Education - Outreach and Awareness	48.108	OA195	124,721
Early Learning Florida- passed through University of Florida	48.108	N/A	4,400
 Total Florida's Office of Early Learning			 <u>54,549,321</u>
Florida Department of Education:			
Voluntary Pre-Kindergarten Education - Assessment Implementation		L.I. 68 General Appropriations	 <u>71,467</u>
 TOTAL EXPENDITURES OF STATE FINANCIAL ASSISTANCE			 <u>\$ 54,620,788</u>
 TOTAL EXPENDITURES OF FEDERAL AWARDS AND STATE FINANCIAL ASSISTANCE			 <u>\$ 153,850,427</u>

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
 NOTES TO SCHEDULE OF EXPENDITURES OF FEDERAL AWARDS AND STATE FINANCIAL ASSISTANCE  
 FOR THE YEAR ENDED JUNE 30, 2015**

**1. GENERAL**

The Schedule of Expenditures of Federal Awards and State Financial Assistance included herein represent all of the Federal Awards and State projects of the Organization during the year ended June 30, 2015.

**2. BASIS OF ACCOUNTING**

The accompanying Schedule of Expenditures of Federal Awards and State Financial Assistance is presented using the accrual basis of accounting and includes expenses incurred by the Organization during the year ended June 30, 2015.

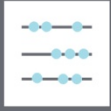
**3. BASIS OF PRESENTATION**

The accompanying Schedule of Expenditures of Federal Awards and State Financial Assistance includes the federal and state grant activity of the Organization during its fiscal year July 1, 2014 to June 30, 2015. The information in this schedule is presented in accordance with the requirements of OMB Circular A-133, Audits of States, Local Governments, and Non-Profit Organizations, and Chapter 10.650, Rules of the Auditor General of the State of Florida. Therefore, some amounts presented in this schedule may differ from amounts presented in, or used in the preparation of the basic financial statements.

**4. SUB-RECIPIENTS**

Of the federal and state expenditures presented in this schedule, the Organization provided federal awards and state financial assistance to sub-recipients as follows:

<u>Program Title</u>	<u>Federal CFDA / State CSFA Number</u>	<u>Amount provided to Sub-recipients</u>
<b>FEDERAL AWARDS:</b>		
Temporary Assistance for Needy Families	93.558	\$ 638,066
Child Care and Development Fund Block Grant	93.575	806,502
Child Care and Development Fund - Mandatory Matching	93.596	536,225
Social Services Block Grant	93.667	<u>2,162</u>
Total Federal Awards Provided to Sub-recipients		<u>\$ 1,982,955</u>



**INDEPENDENT AUDITORS' REPORT ON INTERNAL CONTROL  
OVER FINANCIAL REPORTING AND ON COMPLIANCE AND  
OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS  
PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS***

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To the Board of Directors  
Early Learning Coalition of Miami-Dade/Monroe, Inc.

We have audited, in accordance with the auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of the Early Learning Coalition of Miami-Dade/Monroe, Inc. ( the "Organization") (a nonprofit organization), which comprise the statement of financial position as of June 30, 2015, and the related statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated December 23, 2015.

**Internal Control Over Financial Reporting**

In planning and performing our audit of the financial statements, we considered the Organization's internal control over financial reporting (internal control) to determine the audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the entity's financial statements will not be prevented, or detected and corrected on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control that is less severe than a material weakness, yet important enough to merit attention by those charged with governance.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

### Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Organization's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

### Purpose of this Report

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Organization's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Organization's internal control and compliance. Accordingly, this communication is not suitable for any other purpose.



CERTIFIED PUBLIC ACCOUNTANTS

Coral Gables, Florida  
December 23, 2015



INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR  
 EACH MAJOR PROGRAM AND STATE PROJECT AND ON  
 INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY  
 OMB CIRCULAR A-133 AND SECTION 10.650,  
RULES OF THE AUDITOR GENERAL OF THE STATE OF FLORIDA

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To the Board of Directors  
 Early Learning Coalition of Miami-Dade/Monroe, Inc.

Report on Compliance for Each Major Federal Program and State Project

We have audited Early Learning Coalition of Miami-Dade/Monroe, Inc.'s (the "Organization") compliance with the types of compliance requirements described in the *OMB Circular A-133 Compliance Supplement* and the requirements described in the *Executive Office of the Governor's State Projects Compliance Supplement*, that could have a direct and material effect on each of the Organization's major federal programs and state projects for the year ended June 30, 2015. The Organization's major federal programs and state projects are identified in the summary of auditor's results section of the accompanying schedule of findings and questioned costs.

Management's Responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to its federal programs and state projects.

Auditor's Responsibility

Our responsibility is to express an opinion on compliance for each of the Organization's major federal programs and state projects based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, and Chapter 10.650, *Rules of the Auditor General of the State of Florida*. Those standards, OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations* and Chapter 10.650, *Rules of the Auditor General of the State of Florida*, require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program or state project occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program and state project. However, our audit does not provide a legal determination of the Organization's compliance.

#### Opinion on Each Major Federal Program and State Project

In our opinion, the Organization complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs and state projects for the year ended June 30, 2015.

#### Report on Internal Control Over Compliance

Management of the Organization is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Organization's internal control over compliance with the types of requirements that could have a direct and material effect on each major federal program and state project to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and state project and to test and report on internal control over compliance in accordance with OMB Circular A-133, and Chapter 10.650, Rules of the Auditor General but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program or state project on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program or state project will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of a federal program and state project that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133, and Chapter 10.650, Rules of the Auditor General. Accordingly, this report is not suitable for any other purpose.

A handwritten signature in blue ink that reads "Veedy-DeArman Turpile". The signature is written in a cursive, flowing style.

CERTIFIED PUBLIC ACCOUNTANT

Coral Gables, Florida  
December 23, 2015

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
SCHEDULE OF FINDINGS AND QUESTIONED COSTS - FEDERAL AWARDS PROGRAMS  
FOR THE YEAR ENDED JUNE 30, 2015**

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SECTION I – SUMMARY OF AUDITOR’S RESULTS

Financial Statements

Type of auditors’ report issued: Unmodified

Internal control over financial reporting:

Material weakness(es) identified? \_\_\_\_\_ Yes   X   No

Significant deficiency(ies) identified that are not considered to be a material weakness(es)? \_\_\_\_\_ Yes   X   None reported

Noncompliance material to financial statements noted? \_\_\_\_\_ Yes   X   No

Federal Awards and State Financial Assistance

Internal control over major programs:

Material weakness(es) identified? \_\_\_\_\_ Yes   X   No

Significant deficiency(ies) identified that are not considered to be a material weakness(es)? \_\_\_\_\_ Yes   X   None reported

Type of auditor’s report issued on compliance for major programs Unmodified

Any audit findings disclosed that are required to be reported in accordance with section 510(a) of Circular A-133. \_\_\_\_\_ Yes   X   No

Identification of major programs:

<u>CFDA/CFSA Number</u>	<u>Name of Federal/State Program or Cluster</u>
93.575 / 93.596	Child Care Development Fund Cluster
93.558	Temporary Assistance to Needy Families
48.108	VPK State General Funds

Dollar threshold used to distinguish between Type A and Type B programs:

\$ 2,976,889 Federal  
\$ 1,638,624 State

Auditee qualified as low-risk auditee?   X   Yes \_\_\_\_\_ No



**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
SCHEDULE OF FINDINGS AND QUESTIONED COSTS - FEDERAL AWARDS PROGRAMS  
FOR THE YEAR ENDED JUNE 30, 2015**

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SECTION II – FINANCIAL STATEMENT FINDINGS

CURRENT YEAR FINDINGS

None

PRIOR YEAR FINDINGS

None

SECTION III – FEDERAL PROGRAM AND STATE PROJECTS FINDINGS AND QUESTIONED COSTS

CURRENT YEAR FINDINGS

None

PRIOR YEAR FINDINGS

None

No management letter is required as there were not any findings required to be reported in the management letter.

**EARLY LEARNING COALITION OF  
MIAMI-DADE/MONROE, INC.**

FINANCIAL AND COMPLIANCE REPORTS FOR  
THE CHILDREN'S TRUST CONTRACTS

FOR THE YEAR ENDED  
JUNE 30, 2015

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## INDEPENDENT AUDITORS' REPORT ON THE SCHEDULE OF EXPENDITURES OF THE CHILDREN'S TRUST CONTRACTS

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To the Board of Directors  
 Early Learning Coalition of Miami-Dade/Monroe, Inc.

### ***Report on the Schedule of Expenditures of The Children's Trust Contracts***

We have audited the accompanying Schedule of Expenditures (the "Schedule") of The Children's Trust contracts (1517-1650, 1511-1650 and 1613-1651) of the Early Learning Coalition of Miami-Dade/Monroe, Inc. (the "Organization"), for the year ended June 30, 2015 and the related notes to the Schedule.

### ***Management's Responsibility for the Schedule***

Management is responsible for the preparation and fair presentation of the Schedule in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the Schedule that are free from material misstatement, whether due to fraud or error.

### ***Auditor's Responsibility for the Schedule***

Our responsibility is to express an opinion on the Schedule based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the standards contained in The Children's Trust contracts. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Schedule are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Schedule. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Schedule, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the Schedule in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness

of significant accounting estimates made by management, as well as evaluating the overall presentation of the Schedule.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion on Schedule***

In our opinion, the Schedule referred to above present fairly, in all material respects, the expenditures of The Children's Trust contracts (1517-1650, 1511-1650 and 1613-1651) of the Early Learning Coalition of Miami-Dade/Monroe, Inc. for the year ended June 30, 2015, in accordance with accounting principles generally accepted in the United States of America.



CERTIFIED PUBLIC ACCOUNTANTS

Coral Gables, Florida  
December 23, 2015

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
SCHEDULE EXPENDITURES FOR EACH OF THE CHILDREN'S TRUST CONTRACTS  
FOR THE YEAR ENDED JUNE 30, 2015**

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<b>Contract Name</b>	<b>Contract Term</b>	<b>Contract Number</b>	<b>Contract Amount (1)</b>	<b>YTD Expenditures (2)</b>	<b>Fiscal Year Expenditures (3)</b>
Quality Counts Quality Improvement Initiative	7/1/2014 - 6/30/2015	1517-1650	\$ 3,161,000	\$ 2,603,067	\$ 2,603,067
Leverage and Local Match	7/1/2014 - 6/30/2015	1511-1650	480,000	480,000	480,000
Early Head Start Grant	4/1/2015 - 3/31/2016	1613-1651	650,000	-	-
Total Expenditures of The Children's Trust Contract(s)			<u>\$ 4,291,000</u>	<u>\$ 3,083,067</u>	<u>\$ 3,083,067</u>

(1) This amount represents the total contract amount for the period of the contract.

(2) This amount represents the total actual expenditures from the start of the contract through June 30, 2015 (07/01/14 – 6/30/15).

(3) This amount represents the total actual expenditures incurred from July 1, 2014 through June 30, 2015 (07/01/14 – 6/30/15).

See accompanying notes to the schedule.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
 NOTES TO SCHEDULE OF EXPENDITURES FOR EACH OF THE CHILDREN'S TRUST  
 CONTRACTS  
 FOR THE YEAR ENDED JUNE 30, 2015**

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**1. ORGANIZATION AND NATURE OF ACTIVITIES**

The Organization received and expensed funds for the following two programs during the year ended June 30, 2015 from The Children's Trust.

The purpose of the Quality Counts – Quality Rating Improvement System (“QRIS”) is to make child care better for children ages birth through five, build the capacity of early care and education providers, establish accountability for voluntary standards of high quality, and influence consumers to demand high quality services for their children, with long term goals of improved child outcomes and school readiness for children and a coherent, coordinated early childhood system for the community.

The Leverage and Local Match program is designed to provide local match funding to the Organization in order to assist the Organization in drawing down the maximum allocated funds from the State Child Care Executive Partnership child care subsidy program.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Basis of Presentation

The accompanying Schedule of Expenditures of The Children's Trust Contracts is presented on the accrual basis of accounting and include expenses incurred by the Organization during the year ended June 30, 2015.

Allocation of Expenditures

Expenditures are invoiced in accordance with the budget as approved by The Children's Trust. As The Children's Trust contract is a reimbursement method of payment, expenditures allocated to The Children's Trust contracts are based upon the specific identification of costs to The Children's Trust program.

**3. ADVANCES**

NONE

**4. DUE TO THE CHILDREN'S TRUST**

There were no amounts due back to the Children's Trust as of June 30, 2015.

**5. CAPITAL EXPENDITURES**

Capital equipment is defined by The Children's Trust as individual items with a value of \$1,000 or greater which have a life expectancy of more than one year. Expenditures for capital equipment, purchased with The Children's Trust funds, become assets of The Children's Trust, are intended for The Children's Trust funded programs and are owned by The Children's Trust unless the capital equipment is fully depreciated and in the possession of the Company. Consequently, capital equipment purchased with The Children's Trust funds is not capitalized. Instead, capital equipment purchases are expensed in these financial statements. During the year ended June 30, 2015, the Company did not purchase capital equipment over \$1,000 with The Children's Trust funds.

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
NOTES TO SCHEDULE OF EXPENDITURES FOR EACH OF THE CHILDREN'S TRUST  
CONTRACTS  
FOR THE YEAR ENDED JUNE 30, 2015**

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**6. OPERATING LEASE/RENT EXPENSE**

The Organization rents the facility where it provides the service contracted for by The Children's Trust. For the year ended June 30, 2015, there was no reimbursement by The Children's Trust in relation to the rent.





**INDEPENDENT AUDITORS' REPORT ON COMPLIANCE FOR THE  
CHILDREN'S TRUST PROGRAMS AND ON INTERNAL CONTROL OVER  
COMPLIANCE IN ACCORDANCE WITH THE CHILDREN'S TRUST CONTRACTS**

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To the Board of Directors  
Early Learning Coalition of Miami-Dade/Monroe, Inc.

***Report on Compliance for Each Children's Trust Contracts***

We have audited the Early Learning Coalition of Miami-Dade/Monroe, Inc. (the "Organization") compliance with the types of compliance requirements described in *The Children's Trust Contracts* (the "Contracts") that could have a direct and material effect on each of the Organization's Contracts for the year ended June 30, 2015.

***Management's Responsibility for the Financial Statements***

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to the Contracts.

***Auditor's Responsibility***

Our responsibility is to express an opinion on compliance for each of the Organization's Contracts based on our audit of the types of compliance requirements referred to above.

We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States; and the Contracts. Those standards and the Contracts require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on the Contracts occurred. An audit includes examining, on a test basis, evidence about the Organization's compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for the Organization's Contracts. However our audit does not provide a legal determination of the Organization's compliance.

***Opinion on each of the Children's Trust Contracts***

In our opinion, the Organization complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of the Contracts (1517-1650, 1511-1650 and 1613-1651) for the year ended June 30, 2015.

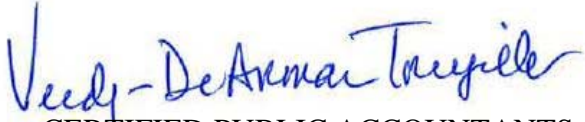
***Report on Internal Control over Compliance***

Management of the Organization is responsible for establishing and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Organization's internal control over compliance with the types of requirements that could have a direct and material effect on each of the Contracts to determine the auditing procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each of the Contracts and to test and report on internal control over compliance in accordance with the Contracts, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Organization's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of the Contracts on a timely basis. A material weakness in internal control over compliance is a deficiency, or combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of the Contracts will not be prevented, or detected and corrected, on a timely basis. A significant deficiency in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance with a type of compliance requirement of the Contracts that is less severe than a material weakness in internal control over compliance, yet important enough to merit attention by those charged with governance.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. We did not identify any deficiencies in internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this report on internal control over compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of the Contracts. Accordingly, this report is not suitable for any other purpose.

  
CERTIFIED PUBLIC ACCOUNTANTS

Miami, Florida  
December 23, 2015

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
 SCHEDULE OF FINDINGS AND QUESTIONED COSTS - THE CHILDREN'S TRUST CONTRACTS  
 FOR THE YEAR ENDED JUNE 30, 2015**

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SECTION I – SUMMARY OF AUDITORS' RESULTS

The Children's Trust Contracts Program Specific Audit

Type of auditor's report issued:	Unmodified
Internal control over program:	
Material weakness(es) identified?	No
Significant deficiency(ies) identified that are not considered to be material weakness(es)?	No
Any audit findings or questioned costs?	No
Amount of questioned costs due to The Children's Trust	None

**EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
SCHEDULE OF FINDINGS AND QUESTIONED COSTS - THE CHILDREN'S TRUST CONTRACTS  
FOR THE YEAR ENDED JUNE 30, 2015**

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**SECTION II – FINDINGS AND RESPONSES - THE CHILDREN'S TRUST CONTRACTS PROGRAM  
SPECIFIC AUDIT**

**CURRENT YEAR FINDINGS**

None

**PRIOR YEAR FINDINGS**

None

# Loss Prevention Report

**Strategic Priority Initiative:** Youngest Children, Neediest Children, Providers

Estimated Savings to the Coalition by Loss Prevention Department for 1st Quarter, FY 2015-2016								
#	Client's Last Name	Client's First Name	Last 4 of SS#	Termination Date	Scheduled Rede Date	Amount Saved after Termination*	Projected Savings if Six-Month Rede was Given at Scheduled Rede Date**	Amount Referred to OEL for Recoupment
1				8/17/15	9/11/15	\$ 166.32	\$ 2,420.88	\$ 9,972.48
2				8/24/15	4/30/16	\$ 5,656.40	\$ 4,834.80	\$ 9,730.58
3				7/21/2015	8/31/15	\$ 519.20	\$ 1,534.00	\$ 22,958.00
4				8/20/15	5/31/16	\$ 4,506.60	\$ 3,396.60	\$ 18,569.06
5				7/24/15	2/18/16	\$ 5,936.30	\$ 5,185.34	\$ 474.48
6				6/30/2015	7/1/15	\$ -	\$ 8,631.70	\$ 38,840.00
7				8/1/15	7/31/15	\$ -	\$ 5,141.24	\$ 5,141.24
8				5/31/2015	5/31/15	\$ -	\$ 2,567.36	\$ 6,966.00
9				11/7/14	10/31/14	\$ -	\$ 1,032.00	\$ 14,153.26
10				11/30/14	11/30/14	\$ -	\$ 1,378.00	\$ 6,230.04
11				7/24/2015	9/16/15	\$ 879.78	\$ 1,759.56	\$ 5,576.00
12				9/4/15	10/31/15	\$ 1,267.60	\$ 4,119.70	\$ 12,928.20
13				6/5/2015	4/30/15	\$ 9,700.80	\$ 5,295.02	\$ 13,533.00
14				6/15/2015	6/19/15	\$ -	\$ 2,766.24	\$ 9,099.33
15				5/2/15	5/1/15	\$ -	\$ 4,831.28	\$ 565.28
16				6/26/2015	6/30/15	\$ -	\$ 4,115.36	\$ 13,371.00
17				8/7/15	8/31/15	\$ 627.20	\$ 4,795.76	\$ 26,968.48
18				7/1/15	10/27/15	\$ 1,072.72	\$ 1,584.70	\$ 19,208.00
19				11/1/14	10/31/14	\$ -	\$ 1,976.32	\$ 8,231.72
20				8/21/15	6/30/15	\$ 8,991.27	\$ 5,560.88	\$ 11,668.97
21				7/23/15	10/31/15	\$ 1,760.88	\$ 2,601.30	\$ 4,447.83
22				5/22/2015	5/30/15	\$ -	\$ 2,043.60	\$ 6,850.00
23				8/18/15	6/30/15	\$ 9,720.14	\$ 5,609.42	\$ 19,284.98
24				8/13/15	3/5/16	\$ 2,581.36	\$ -	\$ 6,018.66
25				3/31/15	3/31/15	\$ -	\$ 2,625.64	\$ 13,848.48
26				6/22/2015	6/22/15	\$ -	\$ 1,874.40	\$ 43,646.00
27				1/1/2015	12/31/14	\$ -	\$ -	\$ 11,027.24
28				6/30/2015	7/1/15	\$ -	\$ 2,138.64	\$ 6,732.00
29				7/3/2015	9/2/15	\$ 4,699.20	\$ 9,398.40	\$ 38,883.00
30				7/28/15	7/31/15	\$ 71.63	\$ 3,654.71	\$ 17,560.07
31				1/1/15	12/31/14	\$ -	\$ 2,141.40	\$ 20,965.64
32				8/25/15	8/31/15	\$ -	\$ 2,827.50	\$ 3,893.32
33				8/18/15	8/31/15	\$ 187.29	\$ 2,705.30	\$ 8,507.82
34				8/17/15	9/31/15	\$ 418.60	\$ 4,954.30	\$ 4,603.26
35				11/1/14	10/31/14	\$ -	\$ 2,347.80	\$ 7,413.80
36				7/10/2015	9/30/15	\$ 949.08	\$ 2,312.64	\$ 8,054.00
37				9/11/15	5/31/16	\$ 14,921.71	\$ 10,836.32	\$ 21,179.11
38				7/13/15	10/31/15	\$ 1,401.46	\$ 2,306.20	\$ 12,069.00
39				7/31/2015	5/31/16	\$ 7,089.36	\$ 4,260.12	\$ 1,838.00
40				8/24/15	9/3/15	\$ 96.00	\$ 1,800.00	\$ 19,660.96
41				6/7/15	6/6/15	\$ -	\$ 8,346.32	\$ 2,127.26
42				9/15/15	4/30/16	\$ 3,587.63	\$ 2,883.31	\$ 7,900.12
43				5/31/15	6/1/15	\$ -	\$ 2,935.71	\$ 18,833.17
44				7/31/15	8/31/15	\$ 490.35	\$ 3,525.85	\$ 9,710.30
45				7/8/2015	8/5/15	\$ 890.56	\$ 5,033.60	\$ 26,320.00
46				8/15/15	8/14/15	\$ -	\$ 2,809.30	\$ 13,112.92
47				8/12/15	11/30/15	\$ 1,395.24	\$ 2,373.72	\$ 5,426.16
				<b>TOTAL:</b>		<b>\$ 89,584.68</b>	<b>\$ 167,272.24</b>	<b>\$ 614,098.22</b>

**Sensitive Information  
Protected**

\*Amount Saved after Termination calculated based on parent fees and provider's rate at time of termination and accounting for no change in eligibility status

\*\*Projected Savings if Additional Six-Month Rede was Given based on parent fees and provider's rate at time of termination of last service period and accounting for no change in eligibility status

Estimated Savings to the Coalition by Loss Prevention Department for 2nd Quarter, FY 2015-2016								
#	Client's Last Name	Client's First Name	Last 4 of SS#	Termination Date	Scheduled Rede Date	Amount Saved after Termination*	Projected Savings if Six-Month Rede was Given at Scheduled Rede Date**	Amount Referred to OEL for Recoupment
1				8/20/15	5/6/16	\$ 7,964.52	\$ 8,124.44	\$ 26,637.70
2				4/1/15	3/31/15	\$ -	\$ 3,390.48	\$ 8,424.80
3				6/11/15	8/28/15	\$ -	\$ -	\$ 19,650.09
4				9/25/15	4/30/16	\$ 3,225.55	\$ 2,726.11	\$ 9,985.95
5				9/22/15	10/31/15	\$ 1,302.28	\$ 6,046.30	\$ 5,545.72
6				7/31/15	7/31/15	\$ -	\$ 2,098.20	\$ 10,085.36
7				9/21/15	10/31/15	\$ 1,543.96	\$ 6,921.20	\$ 24,323.31
8				10/30/15	6/25/16	\$ 6,414.10	\$ 5,093.55	\$ 18,002.49
9				11/11/15	4/30/16	\$ 1,989.00	\$ 673.20	\$ 6,659.70
10				10/16/15	11/14/15	\$ 136.00	\$ 965.00	\$ 727.20
11				11/3/15	12/10/15	\$ 1,013.04	\$ 5,402.88	\$ 13,000.60
12				11/17/15	3/31/16	\$ 3,539.76	\$ 5,538.96	\$ 7,191.36
13				10.05.15	05.31.16	\$ 6,936.06	\$ 5,761.98	\$ 33,191.64
14				10.01.15	09.30.15	\$ -	\$ 3,409.93	\$ 3,216.61
15				10.07.15	11.30.15	\$ 1,654.36	\$ 4,461.20	\$ 15,483.16
16				08.01.15	07.31.15	\$ -	\$ 5,480.80	\$ 11,003.04
17				10.14.15	11.30.15	\$ 184.80	\$ 733.60	\$ 19,185.88
18				11.03.15	12.02.15	\$ 374.00	\$ 2,193.00	\$ 8,771.00
19				11.02.15	11.21.15	\$ 759.45	\$ 5,846.60	\$ 3,769.22
20				11.01.15	10.31.15	\$ -	\$ 1,946.66	\$ 5,436.06
21				11.01.15	10.31.15	\$ -	\$ 2,230.80	\$ 5,910.48
22				11.23.15	05.31.16	\$ 1,853.14	\$ 1,854.74	\$ 6,993.34
23				11.27.15	08.31.16	\$ 1,339.60	\$ 877.20	\$ 4,504.20
24				11.26.15	08.31.16	\$ 6,020.32	\$ 3,942.24	\$ 23,329.92
25				12.18.15	04.30.16	\$ 1,352.76	\$ 1,844.86	\$ 3,552.06
26				9/8/2014	2/28/15	\$ 2,000.00	\$ 2,096.00	\$ 5,319.45
27				10/31/2014	10/31/14	\$ -	\$ 2,836.48	\$ 11,326.48
28				12/7/2015	8/31/16	\$ 23,664.16	\$ 16,382.88	\$ 32,934.60
29				11/23/2015	2/29/16	\$ 1,043.00	\$ 1,966.80	\$ 5,726.08
30				9/1/15	8/31/15	\$ -	\$ 2,589.60	\$ 12,123.36
31				11/19/15	5/31/16	\$ 1,262.08	\$ 2,224.62	\$ 12,157.54
32				12/3/15	4/30/16	\$ 2,319.28	\$ 3,347.64	\$ 18,000.68
33				10/31/15	10/31/15	\$ -	\$ 3,543.80	\$ 22,529.99
34				12/18/15	4/30/16	\$ 970.90	\$ 1,563.66	\$ 2,237.38
35				12.16.15	07.31.16	\$ 7,534.62	\$ 6,139.32	\$ 6,531.45
36				12.17.15	03.31.16	\$ 3,173.76	\$ 5,470.56	\$ 4,552.25
37				12.26.15	05.31.16	\$ 5,423.76	\$ 6,578.82	\$ 46,016.76
38				12.17.15	04.30.16	\$ 931.20	\$ 1,270.70	\$ 5,934.30
39				12/25/15	4/30/16	\$ 3,477.60	\$ 5,352.00	\$ 20,117.50
40				9/22/15	5/31/16	\$ 12,472.20	\$ 10,601.37	\$ 34,947.25
41				12/21/15	12/18/15	\$ -	\$ 5,518.30	\$ 7,231.59
				<b>TOTAL:</b>		<b>\$ 111,875.26</b>	<b>\$ 165,046.48</b>	<b>\$ 542,267.55</b>

**Sensitive Information  
Protected**

\*Amount Saved after Termination calculated based on parent fees and provider's rate at time of termination and accounting for no change in eligibility status

\*\*Projected Savings if Additional Six-Month Rede was Given based on parent fees and provider's rate at time of termination of last service period and accounting for no change in eligibility status

**AMENDED AND RESTATED BYLAWS  
OF  
EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.  
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

**Amended February 2014**



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**AMENDED AND RESTATED BYLAWS  
OF  
EARLY LEARNING COALITION OF MIAMI-DADE/MONROE, INC.**

**(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

**ARTICLE I.  
OFFICES**

Section 1.1 Registered Office. The registered office of Early Learning Coalition of Miami-Dade/Monroe, Inc., a Florida not-for-profit corporation (the "Coalition" or "Corporation"), shall be 2555 Ponce de Leon Boulevard, 5th Floor, Coral Gables, Florida 33134.

Section 1.2 Other Offices. The Coalition may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

**ARTICLE II.  
VISION**

To ensure a comprehensive and integrated system providing for all families and their children beginning before birth to five years the affordable opportunity to enter school ready to learn and succeed in life.

**ARTICLE III.  
MISSION**

To promote high-quality school readiness and voluntary pre-kindergarten programs and after school programs, thus increasing all children's chances of achieving future educational success and becoming productive members of society. The Coalition seeks to further the physical, social, emotional and intellectual needs of Miami-Dade and Monroe County children with a priority toward the ages before birth through age 5.

**ARTICLE IV.  
PURPOSE**

To implement the provisions set forth in the School Readiness Act, Florida Statutes § 411.01 et. seq., as amended from time to time (the "School Readiness Act"), and the Voluntary Pre-kindergarten Education Program, Florida Statute Chapter 1002, Part V, as amended from time to time (the "Voluntary Pre-K Act" and together with the School Readiness Act, the "Acts"). Except as provided by law, the Coalition may not impose requirements on a child care or early childhood education provider that does not deliver services under the school readiness programs or receive state, federal, required maintenance of effort, or matching funds under Section 411.01, F.S.

**ARTICLE V.  
BOARD OF DIRECTORS**

The Coalition shall be composed of not less than 15 and not more than 30 directors (each, a "Member" and collectively, the "Members"). The Members shall be comprised of (1) Required Members; (2) Optional Members, and (3) Private-Sector Business Members (as each such term is hereinafter defined) in accordance with the requirements set forth in the Voluntary Pre-K Act. As a multi-county coalition, the Coalition must at a minimum include one member from each county. There shall always be a minimum of five (5) Members from Monroe County. No person who is from the private sector may serve as a Member if either such person or such person's relatives (as defined in § 112.3143 of the Florida Statutes) has a substantial financial interest in the design or delivery of the Voluntary Pre-Kindergarten Education Program created under part V of Chapter 1002 of the Florida Statutes or the Coalition's school readiness programs, except as provided by Section 5.3.4 herein.

Section 5.1 Required Members. The 13 required Members mandated under the Voluntary Pre-K Act (collectively, the "Required Members") are as follows and shall be voting members:

- (a) A Chair appointed by the Governor, who must meet the same qualifications as private sector business members under Section 5.4.
- (b) Two private-sector business Members appointed by the Governor; provided, that such Members meet the qualifications applicable to private-sector business Members pursuant to Section 5.4 hereof.
- (c) A Department of Children and Families Services ("DCF") district administrator or designee authorized to make decisions on behalf of DCF.
- (d) A superintendent of schools or designee authorized to make decisions on behalf of the district. This position shall be a rotating position between Miami-Dade and Monroe County.
- (e) An executive director of the Regional Workforce Development Board or designee.
- (f) A director of a local county Health Department or designee. This position shall be a rotating position between Miami-Dade and Monroe County.
- (g) A children's services council or juvenile welfare board chair or executive director, if applicable.
- (h) An agency head of a local licensing agency as defined in s. 402.302, F.S., where applicable.
- (i) The president of a local community college or designee. This position shall be a rotating position between Miami-Dade and Monroe County.

- (j) An appointee selected by a local county Board of County Commissioners. This position shall be a rotating position between Miami-Dade and Monroe County.
- (k) A central agency administrator, where applicable. This position shall be a rotating position between Miami-Dade and Monroe County.
- (l) A Head Start director. This position shall be a rotating position between Miami-Dade and Monroe County.
- (m) A representative of private for-profit child care providers, including private for-profit family day care homes. This Member must regularly provide reports to the Board regarding the needs of its constituency.
- (n) A representative of faith-based child care providers. This Member must regularly provide reports to the Board regarding the needs of its constituency.
- (o) A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act. This Member must regularly provide reports to the Board regarding the needs of its constituency.

The Required Members serve continuously while they are in their positions. A Member who no longer represents the organization or group described shall notify the Chair in writing and that seat shall remain vacant until the organization or group he or she represents identifies a new representative to serve as a Member. The Coalition also shall appoint additional Members from a list of nominees submitted to the Coalition by a Chamber of Commerce or economic development council within the geographic region served by the Coalition. Including the Members appointed by the Governor, more than one-third of the Members must be private-sector business Members, two of the private-sector business Members must be from Monroe County (collectively, the "Appointed Members"). The Appointed Members, except those appointed by the Governor, shall serve staggered terms as provided in Section 5.7. Vacancies shall be filled as provided in Section 5.12. Each Member shall hold office for the term to which he or she is appointed and until a successor has been appointed and qualified, or until resignation, removal from office or death.

Section 5.2 [INTENTIONALLY OMITTED]

Section 5.3 Optional Members. The Coalition may appoint up to two optional Members from each county served by the Coalition (the "Optional Members"), subject to the standards and criteria as established by Florida's Office of Early Learning. Optional members shall be designated voting members.

5.3.1 Each optional member must reside in, or must represent a legal entity located in, Miami-Dade or Monroe County.

- 5.3.2 Except as provided in 5.3.4 below, an optional member and the member's relatives must not have a substantial financial interest as defined in Section 5.6 below in the design or delivery of the VPK Program or the Coalition's School Readiness Program.
- 5.3.3 The appointment of an optional member must not duplicate the representation of an organization or of a required, conditional or private sector membership position listed in Sections 5.1, 5.2 or 5.4.
- 5.3.4 The Coalition may appoint as an optional member, a representative of a nonprofit child care provider. Notwithstanding 5.3.2 above, an optional member appointed under this paragraph may have a substantial financial interest in the design or delivery of the VPK Program or the coalition's School Readiness Program.
- 5.3.5 The Coalition is encouraged to appoint as one of its optional members a parent of a child enrolled in the VPK Program or the coalition's School Readiness Program. The parent must meet the requirements of 5.3.1, 5.3.2 and 5.3.3 above.

Section 5.4 Private-Sector Business Members. The Coalition shall appoint private-sector business Members who meet criteria as established by the Florida Statutes, Florida's Office of Early Learning, these Bylaws and the Coalition. Including the chair and two Coalition members appointed by the Governor, and based on the number of seated board members, private sector business members must comprise more than one-third of the Coalition's seated board membership. Vacant member positions are not included in the total board membership calculation. In order to meet this requirement, the Coalition must appoint additional members who meet the criteria for appointment as a private sector business member. Each private-sector business Member must reside in Florida and be an employee, manager or owner of a business entity which operates in the Coalition's area of responsibility. A physician operating in the Coalition's area of responsibility may qualify as a private-sector business Member. A private-sector business Member must meet the following requirements:

- 5.4.1 An owner having at least a 10 percent ownership interest in the business entity;
- 5.4.2 The chief executive or operating officer of the business entity;
- 5.4.3 A business executive or employee of the business entity who is at the management level or higher with optimum policymaking or hiring authority for the business entity; or
- 5.4.4 An individual who previously met one of the criteria in 5.4.1, 5.4.2, and 5.4.3, but who is retired from the business entity.

5.4.5 The following individuals MAY NOT be appointed as private-sector business members:

- (i) An employee of the early learning coalition or of the fiscal agent, service provider, central agency, contractor or subcontractor of the coalition.
- (ii) An employee, manager or owner of a school readiness provider, private pre-kindergarten provider, public school or school district.
- (iii) An employee, manager or owner of a child care facility, family day care home, large family child care home, nonpublic school, or faith-based child care provider.
- (iv) An employee or manager of a state university, community college or other public educational institution.
- (v) An employee of the Federal Government or state government of a state, county or municipal government or of a public agency.
- (vi) A not-for-profit corporation or non-profit cooperative association unless such corporation/association is among the largest twenty-five percent of employers, ranked by number of employees, in Miami-Dade or Monroe County.
- (vii) An individual who has a substantial financial interest in the design or delivery of the VPK Program or an early learning coalition's School Readiness Program.

As used in these Bylaws, the term "business entity" means any form of corporation, partnership, association, cooperative, joint venture, business trust, or sole proprietorship that conducts business in this state. The term does not include a corporation not for profit organized under Chapter 617, Florida Statutes, or a nonprofit cooperative association organized under Chapter 621, Florida Statutes, unless the corporation or association is among the largest 25 percent of employers, ranked by number of employees, in Miami-Dade County or in Monroe County. The term does not include a private school corporation organized under Chapter 623, Florida Statutes.

The Coalition shall observe criteria and standards for the appointment of members as may be established and amended from time to time by Florida's Office of Early Learning. Pursuant to Florida Statutes § 411.01(5)(d)4, the Coalition shall submit its membership to the Office of Early Learning for final approval through the plan-approval process.

Section 5.5 Ex-Officio Members. The Coalition may have "ex-officio" members or multiple nonvoting members with only one voting member seated per ex-officio member position.

Ex-Officio" means a board member whose position on the board is by virtue of the office or position he or she holds. Only designated rotating members as set forth in Section 5.1 may be Ex-Officio members. The member rotating in to the position shall serve as the voting member for that position.

Section 5.6 Substantial Financial Interest. No Member or Member's relative or business entity shall have a substantial financial interest in the design or delivery of the Voluntary Pre-kindergarten Program or a coalition's school readiness program. As used in this paragraph, the term "relative" has the meaning ascribed in Florida Statutes § 112.3143, namely father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, or daughter-in-law. A Coalition Member, relative or business entity has a substantial financial interest in the Voluntary Pre-kindergarten Program or an early learning coalition's school readiness program, if

5.6.1 The Member, relative, or business entity, has direct or indirect ownership of more than 5 percent of the total assets or capital stock, cumulatively, of one or more of the proscribed sources listed in 5.6.2 below; or

During the prior two years, more than 5 percent of the Member's, Member's relatives or Member's business entity's gross income was derived, cumulatively, from one or more of the proscribed sources listed in 5.6.2 below.

5.6.2 Proscribed sources: The following proscribed sources shall be used to determine whether the Member, Member's relative, or Member's business entity has a substantial financial interest in the Voluntary Pre-kindergarten Program or an early learning coalition's school readiness program under 5.6.1 above:

- (i) Florida's Office of Early Learning, the Department of Education, or the contractor or subcontractor of any of these agencies.
- (ii) An early learning coalition, former school readiness coalition, or a coalition's or former coalition's fiscal agent, central agency, contractor or subcontractor.
- (iii) A school district or public school's preschool program for children from birth until eligibility for admission to kindergarten in a public school under section 1003.21(1)(a)2., F.S., if the Coalition board member's or Coalition board member's relative's income was derived from employment in an elected or appointed position in the school district or public school which is responsible for:
  - 1. Financial decisions affecting the preschool program, including development of the program's budget or disbursement of funds for the program;



2. Recommendation or adoption of rules, regulations, or policies relating to the operation of any aspect of the preschool program;
  3. VPK or School Readiness program instruction, curriculum development, or service delivery; or
  4. Management of the preschool program's operations or personnel, or for personnel carrying out the responsibilities described in 5.6.2(iii)1-4 above
- (iv) A child care facility licensed under Florida Statutes § 402.305, a family child care home licensed or registered under Florida Statutes § 402.313, a large family child care home licensed under Florida Statutes § 402.3131, a nonpublic school exempt from licensure under Florida Statutes § 402.3025(2), or a faith-based child care provider exempt from licensure under Florida Statutes, § 402.316.
  - (v) A public or private pre-kindergarten provider delivering the Voluntary Pre-kindergarten program.
  - (vi) A public or private school readiness provider delivering an early learning coalition's school readiness program.
  - (vii) A national child care accrediting organization providing accreditation to Florida-based child care providers, public schools or private schools;
  - (viii) A Department of Children and Families approved Gold Seal child care accrediting organization;
  - (ix) An accrediting association that is a member of any of the organizations listed in (vii) or (viii) above;
  - (x) A vendor of educational materials or supplies, including, but not limited to, books, curricula, or equipment; and
  - (xi) An organization of which the membership is composed of 10 percent or more of individuals or business entities listed in (i)-(viii).

The Coalition shall observe criteria, standards and policies for determining whether a Member, relative or business entity has a substantial financial interest in the design or delivery of the Voluntary Pre-kindergarten Program or a coalition's school readiness program, as may be established and amended from time to time by Florida's Office of Early Learning.

- Section 5.7 Terms of Office. Terms of office for all Members shall be staggered. Initially, the Members shall serve two-, three- or four-year terms as determined by the Chair. Subsequently, all terms will be four years; thus, there will always be three classes of approximately equal size, with the term of each class ending in consecutive years. No person may serve as a Member for more than eight years consecutively. But any such person can be nominated to serve additional terms after a one-year break in service.
- Section 5.8 Membership Rotation for Miami-Dade and Monroe. After a designated rotating member as set forth in Section 5.1 from one county has served a maximum of two consecutive terms, the Coalition shall offer the rotation of the membership position to the other county served by the Coalition. If the other county accepts the rotating position, the currently serving board member shall become an ex officio member, provided that they will not exceed the two term, eight year limit. If the other county served by the Coalition declines the position, the position shall remain with the original county for one additional term. At the conclusion of the additional term, the offer of rotation shall be made once again to the other county served by the Coalition.
- Section 5.9 Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors of the Coalition. The business and affairs of the Coalition shall be managed under the oversight and direction of the Board of Directors. The Board of Directors may delegate such powers, authority and duties or discharge such powers, authority and duties through these bylaws, through resolutions or other official action.
- Section 5.10 Voting Rights. Except for those Ex-Officio Members under Section 5.5, each Member shall have one vote for the conduct of Coalition business. Members must be physically present or attend by telecommunications technology in order to vote. Members may participate in a meeting by means of telephone conference, video conference or similar communications equipment as set forth in Section 7.6 of these Bylaws. A voting Member may send a representative to any meeting of the Coalition, but such representative cannot vote, nor shall the presence of such representative be considered for purposes of establishing a quorum. When a district administrator for the Department of Children and Family Services appoints a designee to the ELC, the designee is the voting member of the ELC, and any individual attending in the designee's place, including the district administrator, does not have voting privileges.
- 5.10.1 [INTENTIONALLY OMITTED]
- 5.10.2 Each voting member, for the purposes of section 112.3143(3)(a), F.S., is considered a local public officer and must disclose, in accordance with the provisions of section 112.3143(3)(a), F.S., the nature and extent of any conflict of interest and abstain from voting or participating when a conflict of interest exists. Furthermore, no voting member shall participate in the

selection, award and administration of a contract if a real or apparent conflict of interest would be involved (45 C.F.R. s. 74.42).

- Section 5.11 Resignations from the Coalition. To resign, a Member shall give a written statement of resignation to the Chair, except for the Chair who shall give a written statement of resignation to the Vice Chair, the President of the Coalition and the Governor of the State of Florida. All resignations shall take effect at the time specified in the written statement.
- Section 5.12 Vacancies. The Board of Directors may appoint Members to fill existing vacancies on the board or to fill a vacancy that arises due to resignation, removal, death or expiration of a Member's first or second term. The Nominating Committee shall advertise the vacancies to be filled for appointed positions . It may be advertised utilizing print or electronic media available to the general public in the Coalition's service delivery area until the vacancy is filled. The advertisement may be made to the chambers of commerce, council of chambers and economic development boards (except those Member positions filled by appointment of the Governor) within the geographic region served by the Coalition, and the Nominating Committee shall compile a ballot listing all such applications and nominees as may be identified by the chambers of commerce, council of chambers or economic development boards. The Nominating Committee shall request that recommendations be provided from peer groups of private child care providers, faith based child care providers, and representatives from programs for children with disabilities within 45 calendar days of its meeting to fill vacancies for a private child care provider, a faith based child care provider, and/or a representative from programs for children with disabilities. The Nominating Committee shall use its best efforts to select persons to nominate from such lists of recommended provider(s), but the Nominating Committee is not bound by such lists and may accept or reject said nominations. The Nominating Committee will recommend appropriate nominees to the Board who shall then vote to approve to fill vacancies. Should a vacancy occur prior to the completion of a term, the Member elected to fill such vacancy shall serve until the end of the term that is being filled.
- Section 5.13 Conflict of Interest. No Member may participate or vote upon any measure which would inure to such Member's special private gain or loss (including a Member's relatives, as defined in Florida Statutes § 112.3 143) or that of the principal whom such Member represents. All Members shall make known through verbal or written communication to the Coalition Members and the Chair all possible or apparent conflicts and refrain from voting and/or participating in actions to be taken on an item on which such Member has a conflict of interest.
- Section 5.14 Membership in Coalition Plan. The Coalition must submit its board membership to Florida's Office of Early Learning ("Agency") through the plan approval process, pursuant to Section 411.01(5)(d)4., F.S. If changes are made to the membership roster, the Coalition must submit an amended membership roster to

the Agency through the plan amendment process within sixty (60) days of board approval.

## **ARTICLE VI. OFFICERS**

Each voting Member shall be eligible for appointment to any of the Coalition's appointed offices. Non-voting Members shall be eligible for appointment to the Coalition's appointed offices, except as specifically prohibited in these Bylaws, by Florida's Office of Early Learning or by Florida law.

The Chair shall determine the eligibility of candidates for office and shall consider candidates for filling any vacancies. Any person so considered shall have given prior, written consent to consideration and appointment as an Officer to the President/CEO of the Coalition. The first slate of officers shall be appointed after all Members of the Coalition are seated. The Chair's selection of officers must be ratified by a majority vote of the Board.

Each appointed Officer shall take office immediately following installation at an annual meeting. Each appointed Officer shall hold office for the term to which appointed and until a successor has been appointed and qualified or until an earlier resignation, removal from office or death.

If an office is vacated prior to the completion of the term, an officer may be appointed by the Chair and ratified by a majority of the Members to fill the vacancy until the term ends.

Section 6.1 Officers. The Chair of the Coalition shall be appointed by the Governor. The Chair shall appoint a Vice Chair, Secretary and Treasurer (each, an "Officer" and, collectively, the "Officers"). Other offices may be created and Officers appointed by the Chair as deemed necessary by the Coalition. All of the Chair's appointments must be ratified by a majority vote of the Board.

The President/CEO is an employee of the Coalition and not a Member. The President/CEO shall be appointed by a majority vote of the Board.

Section 6.2 Appointment and Terms of Office. Except for the Chair, who is appointed for a four-year term, each Officer shall be appointed for a three-year term. No Officer may hold the same office for more than two consecutive terms. Whenever possible, terms of office shall coincide with the Coalition's Fiscal Year (as hereinafter defined). Except as set forth in the third paragraph of this Article VI, the term of office for a given Member as an officer shall not exceed the term of that Member's membership as provided herein.

Section 6.3 Chair. The Chair presides at all meetings. Prior to the meeting, the Chair will ensure that an agenda is prepared for distribution to the Members by the Secretary as described in Section 6.6 below. He/she will be an ex-officio Member of all committees and shall perform duties pertaining to the "office" or required of him/her from time to time by the Coalition. The Chair shall be a voting Member. If there are any vacancies in an Officer's position prior to the expiration of that

Officer's term, the Chair of the Board of Directors may make an interim appointment to fill that position until the next meeting of the Board of Directors.

Section 6.4 Vice Chair. The Vice Chair presides in the absence of the Chair or whenever the Chair temporarily vacates the Chair. The Vice Chair shall be a voting Member.

Section 6.5 President/CEO. The President shall be employed by and held accountable to the Coalition. The President shall be Chief Executive Officer (CEO) of the Coalition and has the responsibility for administration of the affairs of the Coalition and for the employment and direction of all employees of the Coalition. The President/CEO shall attend the meetings of the Coalition and the Executive Committee. The President/CEO shall perform such other duties as shall be required by the Coalition and the Executive Committee consistent with the Coalition's Articles of Incorporation and these Bylaws. The President/CEO is not a Member.

The Executive Committee shall evaluate the President/CEO's performance on an annual basis. The results shall be delivered to the President/CEO by the Chair.

Section 6.6 Secretary. The Secretary shall ensure that the minutes of every Coalition meeting are recorded, ensure that the agenda and minutes are distributed at least three (3) days prior to the meeting, shall determine the official quorum for each meeting by reviewing the list of Members, and shall sign all resolutions made and adopted by the voting Members. The Secretary shall be a voting Member.

Section 6.7 Treasurer. The Treasurer shall review moneys received and expended for the use of the Coalition and shall make a report at all regularly scheduled Coalition meetings. The Treasurer shall meet periodically with the fiscal staff of the Coalition to ensure compliance with generally accepted accounting principles. The Treasurer is responsible for ensuring an independent audit occurs annually. The Treasurer shall chair the Finance Committee. The Treasurer shall be a voting Member.

## **ARTICLE VII. MEETINGS**

Section 7.1 Meetings Per Fiscal Year. The Board of Directors will meet at least six times a year. The Coalition's fiscal year shall be July 1 through June 30 (the "Fiscal Year").

Section 7.2 Notices of Meetings. All meetings of the Board of Directors and all standing, special or other committee meetings shall be publicly noticed and conducted in accordance with Florida Statutes § 286.011 (the "Sunshine Act").

Section 7.3 Special Meetings. The Chair may call special meetings of the Board of Directors for any purpose(s) with adequate notice in accordance with the Sunshine Act.

Section 7.4 Quorum for Meetings of the Board of Directors. A majority of the voting Members physically present shall constitute a quorum for the transaction of business at any meeting of the Board of Directors of the Coalition. Members may participate and vote by communications technology at a meeting of the Board of Directors as set forth in Section 7.6 below one time in a fiscal year; however, such participation does not count for the purposes of a quorum.

Section 7.5 Quorum for Meetings of the Standing Committees, Subcommittees and Special Committees. The quorum requirements for the conduct of committee meetings shall be different from the quorum requirements for meetings of the Board of Directors concerning participation by Members through communications technology.

- (i) Quorum for Standing Committee and Subcommittee Meetings. A majority of the voting Members physically present or present by communications technology as set forth in Section 7.6 below shall constitute a quorum for the transaction of business at any meeting of a Standing Committee or Subcommittee of the Coalition.
- (ii) Quorum for Meetings of Special Advisory or Fact-Finding Committees. A majority of appointed persons physically present or present by communications technology as set forth in Section 7.6 below shall constitute a quorum for a meeting of a special advisory or fact-finding committee, provided that such advisory or fact-finding committee has no final Coalition authority and otherwise meets the requirements for advisory or fact-finding committees set forth in Section 9.1.

Section 7.6 Attendance by Communications Technology. The Coalition may use any method of telecommunications to conduct meetings, including establishing a quorum through telecommunications, provided that the public is given proper notice of a telecommunications meeting and reasonable access to observe and, when appropriate, participate.

The Coalition may conduct meetings via communications technology provided that the Coalition complies with all requirements of Florida law for the conduct of such meetings, including but not limited to providing notice and points of access for the public. The electronic means must allow the absent member to participate in discussions, to be heard by the other Members and the public and to hear discussions taking place during the meeting. If a Member cannot be physically present at a meeting, the Member should promptly notify the Coalition before said meeting so that the Coalition can seek to make accommodations. No Member may attend more than 1 meeting of the Board of Directors per fiscal year by electronic means.

Section 7.7 Meeting Attendance. Members must attend eight (8) meetings in a fiscal year. A Member may attend one (1) of the required meetings by electronic means in a fiscal year. When a member has been absent from three (3) meetings of the Board

of Directors within any given fiscal year, it shall be considered a resignation from the Coalition by that Member, unless the Chair excuses an absence for good cause, such as death or serious illness on the part of the Member or the Member's family, or other circumstances beyond the control of the Member. All other excusal requests may be granted by the Executive Committee in extraordinary and rare circumstances. Such requests must be submitted in writing to the Board Liaison, with a copy to the President/CEO, setting forth the reasons justifying the Member's absence, prior to the meeting the Member cannot attend. Granting or denying the request shall be at the Executive Committee's discretion. The Executive Committee may excuse a maximum of two (2) absences. The Chair shall send a letter to all Members absent from two meetings within a given fiscal year notifying them that their status as Members is in jeopardy, encouraging their attendance, and reminding them of the meeting attendance policy. When a Member sends a representative to a meeting of the Board of Directors of the Coalition, the presence of such representative shall not be counted for purposes of attendance, unless that representative is appointed as a designee as described in Section 5.10.

Section 7.8 Annual Meeting. There shall be an annual meeting in June of each calendar year, and elections of Members and Officers will be conducted at this meeting. The Annual Meeting may be held within three months of June of the calendar year at the Chair's discretion.

## **ARTICLE VIII. STANDING COMMITTEES**

Section 8.1 Executive Committee. The Executive Committee shall be a standing committee of the Board of Directors, comprised of the Chair, Vice Chair, President, Secretary, Treasurer and any other officers (including officers at-large) that are created, appointed and elected as provided herein. The Coalition may delegate to the Executive Committee such power and authority as the Coalition may deem appropriate in connection with day to day operations and administration of the Coalition. Based on Coalition needs, the Executive Committee may act in place of the Coalition between Coalition meetings. Executive Committee action must be ratified by the Coalition at the next available Coalition meeting. If the action is not ratified, it shall be deemed void.

Section 8.2 Nominating Committee. The Nominating Committee shall be a standing committee, consisting of at least five Members appointed by the Chair, subject to approval of the Board of Directors. The Nominating Committee Chair shall be appointed by the Chair of the Coalition, subject to the approval of the Board of Directors.

The Nominating Committee is responsible for (i) nominating Officers and Members for election one month prior to each annual meeting, and (ii) nominating replacement Officers and Members for election from time to time upon the vacancy of any Office or Membership position.

The Nominating Committee Chair shall submit a written slate of nominees no later than five days before the next regularly scheduled meeting of the Members for distribution to the Members in preparation for said meeting.

Section 8.3 Finance Committee. The Finance Committee shall be a standing committee and is responsible for providing oversight of the Coalition's financial operations and for reviewing compliance with Coalition policies, procedures and applicable laws and regulations. The Finance Committee shall be responsible for ensuring that the Coalition has established accounting, purchasing, and other financial procedures which provide adequate internal controls, delineate a separation of duties, and carry out oversight responsibilities; financial planning and strategic overview of finances. The Finance Committee shall review and evaluate management's implementation of the Coalition's policies and financial plans, policy development and resources. The Committee shall ensure that the Coalition's financial practices enable it to achieve operational effectiveness and efficiency, accurate and reliable financial reporting, and compliance with applicable laws and regulations.

The Chair or Vice-Chair of the Committee shall present a report to the full board on the activities of the Committee and their recommendations regarding acceptance of reports, approval of agenda items or ratification of purchases made in accordance with the Purchasing Guidelines.

8.3.1 The Finance Committee reviews and makes recommendations concerning the annual budget and financial plans of the Coalition and any revisions to the budget and financial plans. The Committee reviews fiscal summaries at least quarterly to evaluate expenditures against revenues.

8.3.2 The Finance Committee also:

- (i) Ensures that budget-to-actual variance analyses are performed after year end numbers are finalized;
- (ii) Reviews fiscal policy and the recommendations of the organization's auditors; and
- (iii) Annually evaluates the executive management of the organization's fiscal affairs.

8.3.3 The Committee shall recommend the adoption of changes to financial policies considered necessary based on reviews and evaluations; recommend the approval of the budget, acceptance of monthly or quarterly financial reports, monitoring enrollment data, benchmarking and other financial reporting.

8.3.4 At each meeting of the Board of Directors, the Chairman of the Finance Committee or his/her designee will make a report to the Board on the



actions of the Committee and make recommendations as considered necessary.

- 8.3.5 Membership. The Finance Committee shall be composed of at least three (3) Members of the Board of Directors appointed by the Chair, but the Chair may appoint more members, all subject to approval by the Board of Directors. Members will be appointed to staggered three-year terms and may serve for no more than two consecutive terms. The Chair of the Finance Committee shall be the Treasurer of the Coalition. The Chair of the Board shall appoint the Finance Committee Vice-Chair, subject to approval by the Board of Directors.
- 8.3.6 Duties. The Finance Committee is responsible for the following functions:
- (i) Approve annual budget and quarterly budget amendments
  - (ii) Analyze budget variances
  - (iii) Review monthly or quarterly financial reports and review of the analysis of the financial operations
  - (iv) Review benchmarking results, trend analysis, slot utilization reports, enrollment patterns, etc.
  - (v) Review and approve agenda items that have financial implications, i.e., contracts, purchases, etc.
  - (vi) Review and approve the issuance of Request for Proposals (RFP) Invitation to Negotiate (ITN), Bids, or quotes solicited to acquire goods and/or services in accordance with the Coalition's Procurement Guidelines
  - (vii) Establish guidelines, rules, policies and/or procedures regarding:
    - (1) Accounting
    - (2) Procurement
    - (3) Travel
    - (4) Property Use and Dispensation
    - (5) Salary and Compensation
  - (viii) Monitor compliance with Property Guidelines:
    - (1) Results of Property Inventory

- (2) Write-offs
- (3) Surplus of Property
- (ix) Approve major contracts and the submission of major grant applications, and forward recommendations for the award of major contracts and major grant applications to the Board of Directors.
- (x) Establish and monitor accountability measures for the Coalition.
- (xi) Assess financial risks and measures to address the risks, i.e., insurance coverage, business interruption plan, etc.

8.3.7 Meetings. The Finance Committee shall meet prior to the meetings of the Board of Directors to review agenda items that require approval, acceptance and/or ratification by the Board of Directors. The Finance Committee may meet more frequently as the need arises.

Section 8.4 Program Policy and Strategy Committee. The Program Policy and Strategy Committee shall be a standing committee, consisting of at least three (3) Members, appointed by the Chair, subject to approval of the Board of Directors. The Program Policy and Strategy Committee Chair shall be appointed by the Chair of the Coalition, subject to approval by the Board of Directors.

The Program Policy and Strategy Committee shall be responsible for evaluating Coalition programs, formulating strategy and making policy recommendations to improve the quality of early care and education in Miami-Dade and Monroe Counties.

Section 8.5 Providers' Service Committee. The Providers' Service Committee shall be a standing committee, consisting of at least three (3) Members, appointed by the Chair, subject to the approval of the Board of Directors. The Providers' Service Committee Chair(s) shall be appointed by the Chair of the Coalition, subject to approval by the Board of Directors.

The Provider Services Committee is responsible for addressing the issues and concerns of both School Readiness and Voluntary Pre-kindergarten (VPK) early care and education providers in Miami-Dade and Monroe Counties.

8.5.1 The Providers' Service Committee shall be responsible for evaluating and disseminating information concerning the Coalition's services, programs and policies impacting providers of early care and education in Miami-Dade and Monroe Counties. The Provider' Services Committee shall review, analyze, formulate and recommend relevant policies, procedures and training requirements for participation in the Coalition's programs. The Providers' Service Committee shall review, analyze and disseminate information concerning the child care resource and referral database, food programs, child health and development, professional associations, the

availability of technical assistance, training opportunities, grants and other resources. The Providers' Service Committee shall collect data, information and comments from providers in support of its mission. The Provider Services Committee shall also be responsible for instituting a process for resolving provider disputes and grievances.

8.5.2 Duties. The following outlines the duties, action steps and timelines that the Provider Services Committee has established to evaluate the effectiveness of services and programs. The Committee will:

- (i) Address and provide resolution, whenever possible, to concerns, requests or ideas brought forth by early child care and education providers (ECCEP).
- (ii) Report matters to the Board of Directors requiring Board action and provide feedback to providers regarding Board responses at subsequent Provider Services Committee meetings and via Provider News Alerts as needed.
- (iii) Review unresolved early child care education providers' grievances submitted pursuant to the Coalition's grievance policies.

8.5.3 Meetings. The Provider Services Committee shall meet at least quarterly throughout Miami-Dade and Monroe Counties, as the Committee shall decide, and engage in dialogue with early child education providers regarding their ideas, needs, and concerns.

8.5.4 Reporting Structure. The Chair of the Provider Services Committee or his/her designee shall report to the Coalition's Board of Directors certain actions and/or issues pertaining to early care and education providers as deemed appropriate.

Section 8.6 Governance and Bylaws Committee. The Governance and Bylaws Committee shall be a standing committee of at least three Members, appointed by the Chair, subject to approval by the Board of Directors. The Governance and Bylaws Committee shall meet at least once a year to review these Coalition's Bylaws, Program Guidance (or "Program Instructions") Memoranda issued by Florida's Office of Early Learning ("OEL"), federal and state statutes, rules and regulations, and the Coalition's policies and procedures concerning governance and make recommendations to the Board of Directors for policies that provide specific guidance and direction to the Coalition and its leadership concerning salient aspects of governance. The Governance and Bylaws Committee shall also make recommendations concerning revisions to these Bylaws. The Chair of the Governance and Bylaws Committee shall be appointed by the Chair of the Coalition, subject to approval by the Board of Directors.

Section 8.7 Number of Committee Members; Vacancies. Unless otherwise provided herein, each standing committee of the Coalition shall have three or more Members who

shall be appointed by the Chair, subject to the approval of the Board. The Chair of the Coalition shall appoint persons to fill vacancies on standing committees, subject to approval by the Board of Directors. Unless otherwise provided herein, the Chair shall serve as an ex-officio Member of each standing committee. Only voting Members register official votes on standing committees. If there are any vacancies in any Committee member's position prior to the expiration of that Committee member's term, the Chair of the Board of Directors may make an interim appointment to fill that position until the next meeting of the Board of Directors.

- Section 8.8 Committee Meeting Attendance. An absence by a Committee Member from three (3) meetings of the Committee within any given fiscal year shall be considered a resignation from the Committee by that Member. The Chair shall send a letter to all Committee Members absent from two (2) meetings within a given fiscal year notifying them that their status as Committee Members is in jeopardy, and encouraging their attendance.

## **ARTICLE IX. OTHER SPECIAL COMMITTEES**

- Section 9.1 Other Standing Committees, Subcommittees and Special Committees. The Coalition may establish other standing committees and subcommittees, in addition to special committees as it deems appropriate to fulfill the Coalition's mission or needs. The Coalition may also establish special committees that are advisory or fact-finding committees. The Coalition may appoint Members and Non-Members to its advisory or fact-finding committees. Fact-finding and advisory committees shall not be standing committees, cannot exercise Coalition authority and shall be limited to purposes of advising the Board of Directors.

- Section 9.2 Procurement Evaluation Committees. Procurement Evaluation Committees are special, advisory and fact-finding committees that shall consist of persons appointed by the President/CEO in a manner consistent with the Coalition's procurement policies. The President/CEO shall create each Procurement Evaluation Committee pursuant to the Coalition's procurement policies, and each such committee shall be limited in scope and duration. Each Procurement Evaluation Committee may consist of persons who are non-voting Members and persons who are not Members. Procurement Evaluation Committees cannot exercise final Coalition authority and do not have authority to make final, binding procurement decisions. Each Procurement Evaluation Committee shall be limited to purposes of finding facts and advising the Coalition staff, the Finance Committee and/or the Board of Directors.

- 9.2.1 One or more Procurement Evaluation Committees may be appointed as determined by the needs of the Coalition. Procurement Evaluation Committees may advise, draft, create, rank and/or evaluate bids, bidders, requests for bids, requests for proposals and/or proposals and these Committees may also exercise such other duties delegated by the

Coalition's Procurement Policies, the Finance Committee, the Board of Directors and/or the President/CEO. Procurement Evaluation Committees are to also make recommendations to the Board of Directors concerning bids, bidders, requests for bids, requests for proposals and/or proposals pursuant to the Coalition's Procurement Policies. If non-voting Members are appointed, the Coalition must institute measures to ensure that such appointment is consistent with the Coalition's procurement and conflict of interest policies.

- 9.2.2 The Procurement Evaluation Committee shall be responsible for screening, processing, evaluating and/or ranking proposals received by the Coalition as part of its procurement process, but shall not have final decision-making authority. The Procurement Evaluation Committee must make recommendations for contract awards to the Board of Directors, the Finance Committee and/or staff, as directed by the Board of Directors and/or the Coalition's Procurement Policy.

Section 9.3 Audit Committee. The Audit Committee shall be a special, independent Committee responsible for ensuring that the operations of the Coalition are in compliance with applicable policies, procedures, laws and regulations. The Audit Committee shall be responsible for ensuring that the Coalition has adequate internal controls.

- 9.3.1 The Audit Committee shall recommend the selection of external auditors to the Board of Directors and shall be responsible for establishing the compensation of the external auditors.
- 9.3.2 The Committee shall oversee auditing function of the Coalition. The Committee shall be responsible to approve the selection of the firm to provide internal audit services. The Committee shall be responsible to approve the selection of the firm to provide external audit services.
- 9.3.3 The Chair of the Audit Committee or his/her designee will make a report to the Board of Directors as needed on the activities of the Committee and make recommendations as considered necessary.
- 9.3.4 Membership. The Audit Committee shall be composed of no more than five (5) persons appointed by the Chair of the Board of Directors. None of the persons appointed to the Audit Committee shall be part of management. No more than one member of the Finance committee shall be a member of the Audit Committee. Members will be appointed to staggered three-year terms and may serve for no more than two consecutive terms. The Chair of the Board of Directors shall appoint the Committee Chair and Vice-Chair, subject to approval by the Board of Directors.

The Chair or Vice-Chair of the Committee will present a report to the full board on the activities of the Committee and their recommendations regarding acceptance of audit and compliance reports, approval of selection of audit firms, and any other issues that the Committee members may deem necessary.

9.3.5 Duties. The Audit Committee shall oversee the audit functions at the Coalition. The Audit Committees duties shall include:

- (i) Selection of internal and external auditors
- (ii) Approval of an internal audit plan
- (iii) Report to the Board on the status of the internal control environment at the Coalition.
- (iv) Review and approve audit reports, compliance reviews and any other independent review of the financial and operational aspects of the Coalition
- (v) Oversee corrective actions and responses to audit findings
- (vi) Monitor implementation of audit recommendations
- (vii) Monitor adequacy of internal controls through implementation of audit recommendations
- (viii) Investigate allegations of fraud
- (ix) Monitor compliance with Code of Ethics and policies and procedures
- (x) Assess financial risks and measures to address the risks, i.e., insurance coverage, business interruption plan, etc.

9.3.6 Meetings. The Audit Committee shall have as many meetings as it deems necessary to fulfill its responsibilities but in no event should the number of meetings be less than once a quarter.

## **ARTICLE X. LIABILITY**

The Coalition shall indemnify any Member or Officer to the full extent permitted by the law.

**ARTICLE XI.  
REVISION/REPEAL OF BYLAWS**

These Bylaws may be amended, repealed or altered in whole or in part by a two-thirds vote of the Members at any regular or special meeting. Any proposal to amend, repeal or alter these Bylaws shall be delivered in writing to Members of the Coalition no fewer than ten days before the meeting in which the proposal is to be considered. These Bylaws are a part of the Coalition's school readiness plan and any amendment, repeal or alteration of these Bylaws constitute an amendment, repeal or alteration of the Coalition's school readiness plan.

**ARTICLE XII.  
RULES OF ORDER**

Robert's Rules of Order, as amended, shall be the parliamentary authority for all matters or procedures not specifically covered in the Bylaws.

**ARTICLE XIII.  
CODE OF ETHICS**

The activities of the Coalition shall be governed by the Code of Ethics for Public Officers and Employees, as defined in Florida Statutes, §§ 112.313, 112.3135, and 112.3143.

DATED: September 9, 2013.

BY: \_\_\_\_\_

NAME: \_\_\_\_\_

TITLE: \_\_\_\_\_