



**GOVERNANCE & BYLAWS COMMITTEE MEETING AGENDA**

**August 4<sup>th</sup>, 2016, 2:00 p.m.**

**Conference Call 786-389-5135, 801#**

- |      |  |                          |
|------|--|--------------------------|
| I.   | Welcome and Introductions              | Gerald K. Schwartz, Esq. |
| II.  | Monroe County Board members Attendance | Gerald K. Schwartz, Esq. |
| III. | Policy Council                         |                          |
| IV.  | Public Comment                         | Gerald K. Schwartz, Esq. |
| V.   | Adjourn                                | Gerald K. Schwartz, Esq. |

Mission: To promote school readiness and pre-kindergarten 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.



Governance & Bylaws Meeting  
 February 25<sup>th</sup>; 2016 2:00 apm.  
 Conference Call

**Committee Attendees:** Gerald Schwartz, Esq.; David Lawrence, Jr.; David Williams, Jr.

**Committee Absentees:**

**Staff Attendees:** Evelio Torres (President/CEO); Lisa Sanabria; Jackye Russell; Angelo Parrino

**General Attendees:** Santiago Echemendia

**I. Welcome and Introductions** **Gerald Schwartz, Esq.**

- G. Schwartz called the meeting to order and welcomed everyone.
- Quorum was established with three voting members.

**II. Bylaws Update** **Gerald Schwartz, Esq.**

- J. Russell and A. Parrino discussed the changes made in the following articles:
  - Article IV – Purpose
  - Article V – Board of Directors
    - Section 5.1
    - Section 5.4.5
    - Section 5.6.2
  - Article IX – Other Special Committees
    - Section 9.3.1
    - Section 9.3.2
    - Section 9.3.5
- Motion to approve changes in the bylaws A. Eckstein.
  - Motion seconded by G. Schwartz.
  - Motion was unanimously passed.

**III. Public Comments** **Gerald Schwartz, Esq.**

**IV. Adjourn** **Gerald Schwartz, Esq.**

Dear Monroe County Board Members:

After consulting with Chair Adrian Alfonso, I created the attached draft proposal as a starting point for addressing the current attendance and quorum challenges. The chair recognizes that the board represents two very different counties with a huge geographic distance between them and that holding all meetings in Miami-Dade creates all sorts of challenges for board members from Monroe. Although the chair lives in Miami-Dade, he feels just as responsible for Monroe and wants to remain respectful to the communities, providers, families and board members from Monroe county.

The draft is for discussion purposes only. I am sure there are many other solutions that we can explore, but I wanted to get your feedback early on in the process. After receiving your feedback and before any changes are made to the bylaws, the chair hopes to have a discussion with the Executive Committee and then with the bylaws committee. As usual, everyone is welcome to attend any of the meetings.

Please e-mail me your feedback. Since this is an item that will eventually come before the board, please remember to not to copy any of the other board members. This will prevent a Sunshine Law violation.

Thank you.

Evelio

# DRAFT

## Proposed Options to Address Monroe County Board Member Attendance Challenges

---

### The Challenge:

The ELC board consists of members from two counties who all strive to attend meetings in person. However, in-person attendance has become particularly challenging for board members who reside in Monroe County. While ELC board meetings normally last two hours, attendance is not a two-hour commitment for Monroe County board members. Since American Airlines cancelled its 6:40 am flight from Key West to Miami, attendance is nearly a 24-hour commitment. Monroe County board members must leave their families on Sunday afternoon, drive three hours or more to Miami, attend the meeting in the morning, and then drive over three hours back to Key West. The trip for a board member who lives in Key West is over 300 miles roundtrip. Since many stretches of US1 are two-lane and there is only one road in and out of the keys, traffic often comes to a complete stop if there is an accident, road construction, or other traffic disruption.

Section 1002.83(6), Florida Statutes, states that board members "...may use any method of telecommunications to conduct meetings, including establishing a quorum through telecommunications...". However, in order to encourage in-person board member participation, the ELC board approved bylaws that are more restrictive. Specifically, the bylaws state that "No member may attend more than one meeting of the Board of Directors per fiscal year by electronic means". Board bylaws were intentionally approved by board members with restrictive attendance language to ensure that board meetings are attended in-person. The board felt strongly that when board members are in attendance discussions tend to be much more substantive than when they participate by telecommunications. Although the ELC invested in a state-of-the-art conference telephone system, participation by telecommunication also comes with the challenges of poor signal/voice break-up on the caller's end, background noise due to phones not being muted, and other common problems". The other challenge is that when attendance rules provide too much flexibility, in-person attendance at board and committee meetings is significantly reduced, quorum cannot be established, and therefore board business cannot be conducted.

Following are several options as a starting point for discussions regarding attendance, quorum, automatic resignations due to lack of attendance, participation by telecommunications, and rotation of some meetings between Miami-Dade and Monroe.

### Legend for All Options

Miami-Dade

Monroe

## DRAFT

**Option 1** – Maintain current board meeting schedule and location. Amend bylaws to allow Monroe county board members to attend board meetings via telecommunications without penalty and with WebEx meeting technology.

January: No Meeting

February: Board Meeting – Miami-Dade

March: Board Meeting – Miami-Dade

April: Board Meeting – Miami-Dade

May: Board Meeting – Miami-Dade

June: Board Meeting – Miami-Dade

July: No Board Meeting

August: Board Meeting Miami-Dade

September: Annual Board Meeting – Rotates Between Miami-Dade/Monroe

October: Board Meeting – Miami-Dade

November: Board Meeting – Miami-Dade

December: Board Meeting – Miami-Dade

### Option 2

Reduce the number of annual board meetings from 10 to 6 (including annual board meeting). Substitute the four board meetings that are eliminated with Executive Committee meetings to be held in Monroe County to allow for board member, provider, and public participation. A proposed schedule of meetings could look something like this:

#### **Annual Meeting in Miami-Dade**

January: No Meeting

February: Board Meeting – Miami-Dade

March: Executive Committee Meeting – Monroe

April: Board Meeting – Miami-Dade

May: Executive Committee Meeting – Monroe

June: Board Meeting – Miami-Dade

July: No Board Meeting

August: Executive Committee Meeting - Monroe

September: Annual Board Meeting – Miami-Dade

October: Executive Committee Meeting – Monroe

November: Board Meeting - Miami-Dade

December: Board Meeting – Miami-Dade

#### **Annual Meeting in Monroe**

January: No Meeting

February: Board Meeting – Miami-Dade

March: Executive Committee Meeting – Monroe

April: Board Meeting – Miami-Dade

May: Executive Committee Meeting – Monroe

June: Board Meeting – Miami-Dade

## DRAFT

July: No Board Meeting  
 August: Board Meeting Miami-Dade  
 September: Annual Board Meeting – Monroe  
 October: Board Meeting – Miami-Dade  
 November: Executive Committee Meeting - Monroe  
 December: Board Meeting – Miami-Dade

**Option 3** – Maintain all board meetings in Miami-Dade, but amend bylaws to allow Monroe county board members to attend board meetings via telecommunications without penalty and with WebEx meeting technology.

January: No Meeting  
 February: Board Meeting – Miami-Dade  
 March: Executive Committee Meeting – Miami-Dade  
 April: Board Meeting – Miami-Dade  
 May: Executive Committee Meeting – Miami-Dade  
 June: Board Meeting – Miami-Dade  
 July: No Board Meeting  
 August: Board Meeting Miami-Dade  
 September: Annual Board Meeting – Rotates Between Miami-Dade/Monroe  
 October: Board Meeting – Miami-Dade  
 November: Executive Committee Meeting – Miami-Dade  
 December: Board Meeting – Miami-Dade

### Pros, Cons and Process

There are pros, cons and process factors with every option. They include:

- To avoid disruptions to ELC business, if some Board meetings are substituted with Executive Committee meetings, the executive committee would have to make decisions that would then have to be ratified by the board. This is already allowed by the bylaws which state: *“The Coalition [board] 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 [board] 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.*
- If some Executive Committee meetings are held in Monroe county, members of the Executive Committee would have to travel to Monroe at least four times per year. If a majority (three members) of the Executive Committee is present, quorum is achieved. Three out of the four members of the current Executive Committee live in Miami-Dade.
- If some meetings are held in Monroe county, community members, providers and others would be afforded an opportunity to attend meetings of the ELC board that represents the county.

## DRAFT

- Executive Committee meetings can potentially be combined or held on the same day as the Monroe Advisory Committee meetings.
- Miami-Dade board members may also want attendance concessions made for them.

---

<sup>i</sup> (10) An early learning coalition serving a multicounty region must include representation from each county. Section 1002.83, Florida Statutes.

<sup>ii</sup> (6) A majority of the voting membership of an early learning coalition constitutes a quorum required to conduct the business of the coalition. An early learning 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.

<sup>iii</sup> 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 7.7, Amended and Restated Bylaws of the Early Learning Coalition of Miami-Dade/Monroe, Inc., as amended on February 2015.

<sup>iv</sup> Phone etiquette during conference calls is critical to the call's success.

1. Attend conference calls from a quiet location.
2. Do not attend the conference call while you are on a speaker phone. Unfortunately, a speaker phone on your end adds another layer of 'background' noise which interferes with the call.
3. Please mute your phones during conference calls while you are not speaking.
4. Particularly if you are calling in after the call has started, it is not necessary to state your name when prompted to do so, simply press "the pound key".
5. Do not place the call on hold. This initiates "wait-time" music which disrupts the conference call.

<sup>v</sup> Cisco WebEx is a company that provides on-demand collaboration, online meeting, web conferencing and videoconferencing applications.

Hello Evelio –

Thank you so much for addressing this issue. I am very much in favor of having at least one or two meetings in Monroe County. I wonder if I can offer another option that may be more equitable for everyone.

Option 4:

January: No Meeting  
 February: Board Meeting – Miami-Dade  
 March: Board Meeting – Monroe (Key Largo)  
 April: Board Meeting – Miami-Dade  
 May: Executive Committee Meeting – Miami-Dade  
 June: Board Meeting – Miami-Dade  
 July: No Board Meeting  
 August: Board Meeting Miami-Dade  
 September: Annual Board Meeting – Rotates Between Miami-Dade/Monroe  
 October: Board Meeting – Miami-Dade  
 November: Executive Committee Meeting – Monroe (Key West)  
 December: Board Meeting – Miami-Dade

Key Largo is more accessible than Key West for Miami-Dade members, and if that meeting begins at 10am, it should not require any overnight stays. In addition, we could allow anyone who drives more than 100 miles round trip to attend a meeting to participate by phone up to two times a year. Just a thought . . .

Best,  
Heather



Policy Council (new Article number of just a separate section of the bylaws?)

The Neighborhood Place for Early Head Start, a Division of the Early Learning Coalition, Policy Council will be governed by the Board of Directors. The Policy Council is the governing body of the Early Head Start (EHS) Program and acts as the parents' voice in making major decisions for the program. The voting members of the Policy Council are parents/guardians of currently enrolled children and representatives of the community.

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

Amended March 2016

## TABLE OF CONTENTS

		Page
ARTICLE I.	OFFICES.....	1
	Section 1.1    Registered Office .....	1
	Section 1.2    Other Offices.....	1
ARTICLE II.	VISION .....	1
ARTICLE III.	MISSION .....	1
ARTICLE IV.	PURPOSE.....	1
ARTICLE V.	BOARD OF DIRECTORS .....	2
	Section 5.1    Required Members.....	2
	Section 5.2    Intentionally Omitted.....	3
	Section 5.3    Optional Members .....	3
	Section 5.4    Private-Sector Business Members .....	4
	Section 5.5    Ex-Officio Members .....	5
	Section 5.6    Substantial Financial Interest.....	6
	Section 5.7    Terms of Office.....	8
	Section 5.8    Membership Rotation for Miami-Dade and Monroe .....	8
	Section 5.9    Powers.....	8
	Section 5.10   Voting Rights .....	8
	Section 5.11   Resignations from the Coalition .....	9
	Section 5.12   Vacancies .....	9
	Section 5.13   Conflict of Interest .....	9
	Section 5.14   Membership in Coalition Plan .....	9
ARTICLE VI.	OFFICERS.....	10
	Section 6.1    Officers .....	10
	Section 6.2    Election and Terms of Office.....	10
	Section 6.3    Chair.....	10
	Section 6.4    Vice Chair .....	11
	Section 6.5    President/CEO.....	11
	Section 6.6    Secretary .....	11
	Section 6.7    Treasurer .....	11
ARTICLE VII.	MEETINGS .....	11
	Section 7.1    Meetings Per Fiscal Year .....	11
	Section 7.2    Notices of Meetings .....	11
	Section 7.3    Special Meetings.....	11
	Section 7.4    Quorum for Meetings of the Board of Directors .....	12
	Section 7.5    Quorum for Meetings of the Standing Committees, Subcommittees and Special Committees .....	12
	Section 7.6    Attendance by Communications Technology .....	12
	Section 7.7    Meeting Attendance .....	12
	Section 7.8    Annual Meeting .....	13

## TABLE OF CONTENTS

(continued)

		<b>Page</b>
ARTICLE VIII.	STANDING COMMITTEES .....	13
Section 8.1	Executive Committee.....	13
Section 8.2	Nominating Committee.....	13
Section 8.3	Finance Committee .....	13
Section 8.4	Program Policy and Strategy Committee.....	16
Section 8.5	Providers' Service Committee.....	16
Section 8.6	Governance and Bylaws Committee.....	17
Section 8.7	Number of Committee Members; Vacancies.....	17
Section 8.8	Committee Meeting Attendance .....	18
ARTICLE IX.	OTHER SPECIAL COMMITTEES .....	18
Section 9.1	Other Standing Committees, Subcommittees and Special Committees .....	18
Section 9.2	Procurement Evaluation Committees .....	18
Section 9.3	Audit Committee.....	19
ARTICLE X.	LIABILITY.....	20
ARTICLE XI.	REVISION/REPEAL OF BYLAWS.....	20
ARTICLE XII.	RULES OF ORDER .....	21
ARTICLE XIII.	CODE OF ETHICS.....	21

**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 Program](#) Florida Statutes [§Chapter 1002, Part VI](#) , as amended from time to time , and the Voluntary Pre-kindergarten Education Program, Florida Statute Chapter 1002, Part V, as amended from time to time 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 [Florida Statute Chapter 1002, Part VI](#)

**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"). As a multi-county coalition, the Coalition must [include representation 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 required Members mandated under [part VI of Chapter 1002 of the Florida Statutes 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") [regional](#) administrator or [permanent](#) designee authorized to make decisions on behalf of DCF.
- (d) A [district](#) superintendent of schools or [permanent](#) 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 permanent](#) 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 [Florida College System institution](#) or [permanent](#) 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 or the governing board of a municipality. This position shall be a rotating position between Miami-Dade and Monroe County.
- (k) A central agency administrator, where applicable.
- (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, [part VI of Chapter 1002 of the Florida Statutes](#), 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, [the Department of Children and Families](#), 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, [service provider](#), 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 auditors to the Board of Directors and shall be responsible for recommending the compensation of the auditors.

9.3.2 The Committee shall oversee the auditing function of the Coalition.

- 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)~~ Review and approve loss prevention reports
- (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: \_\_\_\_\_