



EARLY LEARNING COALITION
OF POLK COUNTY

Coalition Board Meeting Agenda
Early Learning Coalition - Lakeland Office
115 S. Missouri Ave., Training Room
Lakeland, FL 33815

June 5, 2019, 8:30 A.M.

8:30-8:35 A.M.	WELCOME/ROLL CALL	Jay Burns, Jr.
8:35-8:50 A.M.	BYLAW RATIFICATION	Jay Burns, Jr.
8:50-9:05 A.M.	CHAIR DISCUSSION	Jay Burns, Jr.
9:05-9:20 A.M.	OFFICER APPOINTMENTS <ul style="list-style-type: none">• Vice Chair• Treasurer• Enhancement Committee Chair	Jay Burns, Jr.
9:20-9:25 A.M.	OTHER BUSINESS	
9:25-9:30 A.M.	PUBLIC COMMENT	

NEXT MEETING **June 19, 2019**
Coalition Office – 115 S. Missouri Ave., Suite 501, Lakeland, FL 33815

ADJOURN

Out of respect for the members of the Board, please refrain from using electronic devices during the meeting.

**POLK COUNTY SCHOOL READINESS COALITION, INC.
BY-LAWS**

ARTICLE I – NAME

Polk County School Readiness Coalition, Inc. (the “Coalition”) shall do business under the fictitious name Early Learning Coalition of Polk County.

ARTICLE II – PURPOSE

Section I – Mission

The mission of the Coalition shall be to promote school readiness and voluntary universal pre-kindergarten programs, which will increase the chances of children achieving future educational success and becoming productive members of society. In order to carry out its mission, the Coalition shall have the general powers and duties of a Florida not for profit corporation and the specific powers and duties as set forth in Florida Statute 1002.84.

Section II – Goals

The Coalition shall seek to establish an integrated quality seamless service delivery system for all publicly funded early education and care programs in Polk County. The Coalition shall provide oversight for and develop plans to facilitate the stated goals of the School Readiness Act, Florida Statute 1002.83 and the Voluntary Prekindergarten Education Program, Florida Statute 1002.53. Further, The Coalition shall adhere to any future requirements established by statute or by the Office of Early Learning.

ARTICLE III – DUTIES, RESPONSIBILITIES AND MEMBERSHIP OF THE COALITION
BOARD

Section I – Duties and Responsibilities of the Coalition Board

The property, affairs, business and operation of the Coalition shall be governed collectively by a Board of Directors (the “Coalition Board”). No individual member or officer of the Coalition Board shall have the individual power, as a Board Member, to bind or act for the Coalition and all acts of the Coalition Board shall be a collective act of the full Board, voting as set forth in these By-Laws.

Section II – Official Appointments

In accordance with Florida Statute 1002.83, the Coalition Board shall be composed of at least 15 members and not more than 30 members. The Coalition Board must include the following members:

1. A Department of Children and Families regional administrator or his or her permanent designee who is authorized to make decisions on behalf of the Department.
2. A district superintendent of schools or his or her permanent designee who is authorized to make decisions on behalf of the district.
3. A local workforce board executive director or his or her permanent designee.
4. A county health department director or his or her designee.

5. A children's services council or juvenile welfare board chair or executive director, if applicable.
6. An agency head of a local licensing agency as defined in Florida Statute 402.302, where applicable.
7. A president of a Florida College System Institution or his or her permanent designee.
8. One member appointed by a board of county commissioners or the governing board of a municipality.
9. A Head Start director.
10. A representative of private for-profit child care providers, including private for-profit family day care homes.
11. A representative of faith-based child care providers.
12. A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.
13. A central agency administrator, where applicable.

The Governor shall appoint the Chair and two other members of the Coalition Board, who must meet the same qualifications of other private-sector business members appointed by the Coalition. The Chair, during his or her term as Chair, shall serve as a member of the Florida Early Learning Advisory Council pursuant to Florida Statute 1002.77. In the event that a Chair is appointed Chair by the Governor at a time when the Board Member has less than four (4) years remaining on his or her second four (4) year term, the Board Member may only serve as Chair until his or her second four (4) year term expires. At such time, the Vice Chair shall serve as Chair until the Governor appoints a successor Chair of the Coalition Board. If the Chair's appointment or term as Chair expires at a time when the Chair still remains on the Coalition Board, the Chair shall continue to serve in the position of Chair until the Governor appoints a successor Chair.

Section III – Private Sector Business Members

Including the Chair and the two Coalition members appointed by the Governor, private sector business members must comprise more than one-third of the Coalition's Board membership. To meet this requirement, the Coalition shall appoint additional members from the private business sector as follows:

1. A private sector business member should reside in Florida and be an employee, manager or owner of a business entity which operates in Polk County, Florida.
2. A "business entity" is any form of corporation, partnership, association, cooperative, joint venture, business trust, or sole proprietorship that conducts business in Florida. The term does not include a corporation not-for-profit organized under Chapter 617, Florida Statutes, or a non-profit 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 Polk County, Florida. The term "business entity" does not include a private school corporation organized under Chapter 623, Florida Statutes.
3. A private sector business member of the Coalition shall not be an employee, manager, or owner of a service provider, contractor, or subcontractor of the Coalition, a school readiness provider, private prekindergarten provider, public school, or school district, a

child care facility, family day care home, large family child care home, nonpublic school, or faith-based child care provider, a state university, community college, or other public educational institution, the federal or state government, a state, county, or municipal government or a public agency.

4. A private sector business member should not have, and none of whose relatives as defined in section 112.3143, Florida Statutes, or Rule 6M-9.110, has, a substantial financial interest in the design or delivery of the Voluntary Prekindergarten Education Program created under part V of chapter 1002 or the Coalition's School Readiness Program.

Section IV– Optional Members

The Coalition may, but is not required to, appoint optional members.

Section V – Membership Terms

1. Terms for all appointed members shall be staggered and shall be for a term of four (4) years.
2. Appointed Coalition Board members may serve a maximum of two (2) consecutive terms.
3. Members must have a lapse of at least one year before being reappointed to the Coalition.
4. The foregoing restriction on length of membership shall not apply to members of the Coalition who hold their position by virtue of their employment (“Ex-Officio Members”). Each Ex-Officio Board Member shall serve as a member of the Coalition Board as long as he or she holds the requisite employment position. At such time as an Ex-Officio Member ceases to serve in the requisite employment position, his or her successor shall automatically assume the Ex-Officio Member position on the Coalition Board.
5. A Board member may resign at any time by giving written notice to the Chair of the Coalition Board. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect on the date of receipt or at any later time specified in the written notice.
6. A Board member may be removed for cause by the Board of Directors of the Coalition. Any Board member sought to be removed shall be given reasonable notice of said action and an opportunity to be heard regarding the cause or causes stipulated for the Board member’s removal. Cause shall include, but is not limited to:
 - a. Commission of a crime or any other activity involving moral turpitude;
 - b. Having a pending criminal charge relating to, or having been found guilty of, regardless of adjudication, a felony or any crime related to financial impropriety, fraud, breach of trust, violence, drugs, or moral turpitude;
 - c. A Board member’s failure to adhere to any written conflict of interest policy or other policy established by the Coalition Board;
 - d. A Board member’s gross dereliction or neglect of his or her duties as a member of the Coalition Board;
 - e. A Board member’s misappropriation of funds or property of the Coalition;
 - f. A Board member’s disruption of meetings or other gross interference with the operation of the Coalition, or breach of his or her fiduciary duty to the Coalition;or

- g. Any other actions by a Board member which results in, or could reasonably be expected to result in, a significant and continuing detriment to the Coalition.

Section VI – Filling Vacancies

The Coalition Board shall advertise any vacancy that occurs in an appointed position. The Coalition may advertise the vacancy utilizing print or electronic media available to the general public in Polk County until the vacancy is filled.

Section VII – Voting Procedures and Participation

1. Each Board member of the Coalition shall be subject to section 112.313, 112.3135, and 112.3143, Florida Statutes pertaining to Public Officers and Employees, as well as the Florida Administrative Code Rule 6M-9.110 pertaining to Requirements and Criteria for Early Learning Coalition Board Compensation.. For the purposes of section 112.3143(3)(a), Florida Statutes, each voting Board member shall be considered a local public officer who must disclose the nature and extent of any conflict of interest, abstain from voting when a voting conflict exists, and otherwise comply with all provisions of said Section (3)(a). Further, each voting Board member shall comply with all other provisions of Florida Statute 112.3143 pertaining to Voting Conflicts.
2. Except as provided by applicable law and as specifically provided for herein, no Board member of the Coalition may appoint a designee to act in his or her place. A member may send a representative to attend Coalition Board meetings, but that representative shall have no voting privileges.
3. Coalition Board members shall vote in accordance with these Bylaws and applicable Florida law and may serve on committees. Board members are expected to attend meetings and actively participate in the efforts and activities of the Coalition. Should any officially appointed Board member miss three consecutive meetings without cause during the Coalition's operational year, resign, or otherwise relinquish his or her position on the Coalition Board, the Coalition Board shall take such steps as provided for in these Bylaws and applicable Florida law to replace said Board member.

Section VIII – Florida Government in the Sunshine Law

All meetings of the Coalition Board and Committees shall be held in compliance with the Florida's Government in the Sunshine Law (F.S. 286.011), and:

1. Shall be open to the public;
2. Reasonable notice of all meetings must be given; and
3. Minutes of all meetings must be taken and promptly recorded.

Section IX -- Review of Performance – The Board of Directors of the Coalition shall conduct a self-evaluation of its performance on at least an annual basis. Additionally, each Board members shall annually sign appropriate conflict of interest forms or questionnaires as developed and required by the Coalition Board.

ARTICLE IV – COMMITTEES

Section I – Standing Committees

The Coalition shall have four (4) Standing Committees:

1. Executive Committee – The Executive Committee shall be comprised of a minimum of five (5) members, who shall include the Board Chair, Vice Chair, Immediate Past Chair (if available), Secretary and the Chairs of other standing committees. The Executive Committee will be responsible for meeting to discuss and make recommendations to the Board that affect the Coalition as a whole, which includes, but is not limited to, amendments to these Bylaws, Plan, and Policies. Additionally, the Executive Committee shall evaluate the Chief Executive Officer on an annual basis and present said evaluation to the full Coalition Board for any action the Coalition Board deems appropriate. In the event that there is a need to hire a Chief Executive Officer, it shall be the duty and responsibility of the Executive Committee to nominate a candidate to the Coalition Board for final approval. The Executive Committee shall have the power to transact business of the Coalition and to exercise the power of the Coalition Board during the interim between meetings of the Coalition Board, provided that any action taken shall not conflict with the policies of the Coalition Board nor conflict with these Bylaws or Florida law. Additionally, all acts taken by the Executive Committee in the interim between Coalition Board meetings shall be ratified by the full Board at its next regularly or scheduled meeting. At least five (5) members of the Executive Committee must be present at any meeting whereby action is taken or the power of the full Board is exercised by the Executive Committee.
2. Program Quality Enhancements Committee – This Committee shall be comprised of current members of the Coalition Board and shall be responsible for meeting to discuss and make recommendations to the Coalition Board that affect the enhancement and augmentation of the Coalition’s quality programs, which includes, but is not limited to, health and safety standards, assessments and other outcome indicators, and the Quality Rating Improvement System (QRIS).
3. Finance Committee – This Committee shall be comprised of current members of the Coalition Board and shall be responsible for meeting to discuss make recommendations to the Coalition Board that affect the finances of the Coalition, which includes, but is not limited to, recommending to the Coalition Board approval of the operating and annual budget and approval of annual and other fiscal audits. The Chair of the Finance Committee shall also serve as the Treasurer of the Coalition and shall, along with the Chief Executive Officer of the Coalition, ensure that the funds of the Coalition are properly administered.
4. Community Outreach and Nominating Committee – This Committee shall be comprised of current members of the Coalition Board and be responsible for meeting to discuss and make recommendations to the Coalition Board that affect the composition of the Board as well as the community awareness of all Coalition programs and services, which includes, but is not limited to, actively seeking new Board members and reviewing potential members, making recommendations for appointment, and approval of an annual outreach and awareness plan.

Section II – Special Committees

The Chair of the Coalition Board may appoint ad hoc committees to address special issues and to carry out the aims, purposes, and business of the Coalition. In addition, sub-committees may be established as needed, such as those subcommittees needed to carry out specific functions of the School Readiness Plan. Committees shall have such powers as the Coalition Board deems necessary to perform their duties.

ARTICLE V – OPERATIONAL YEAR

The operational year of the Coalition shall begin on July 1st of each year and continue through June 30th of the subsequent year.

ARTICLE VI – MEETINGS

Section I – Meetings

Regular meetings of the Coalition Board shall be held a minimum of six (6) times per year. The Board Chair may call special meetings. All Coalition Board meetings shall be chaired by the Board Chair or, in the Chair's absence, the Vice-Chair (or designee in the absence of both). The Board or Committee Chairs may allow and use any method of telecommunications to conduct meetings of the Board or a Committee to establish a quorum and to conduct the meeting, provided that the public is given proper notice of a telecommunications meeting and reasonable access to observe and, when appropriate, participate in said meeting.

Section II – Quorum

A quorum for voting shall consist of a majority of the voting membership and is required to conduct the business of the coalition.

Section III – Voting

A motion shall be passed upon an affirmative vote of a majority of those members present and eligible to vote.

ARTICLE VII – OFFICERS AND CHIEF EXECUTIVE OFFICER

Section I – Titles

The officers of the Coalition shall consist of a Chair, Vice-Chair, Secretary and Treasurer. The Chair shall be appointed by the Governor. The Vice-Chair and the Secretary shall be elected by the Coalition Board and shall serve terms of two (2) years. No officer of the Coalition, except for the Chair, may hold the same office for more than two (2) consecutive two-year terms. The Vice-Chair and the Secretary shall be elected at the January meeting. The Treasurer shall be the Chair of the Finance Committee and the appointment of the Finance Committee Chair by the Coalition Board Chair shall be ratified by the Coalition Board. Assistant officers or other

officers of the Coalition Board may be elected or appointed by the Coalition Board and shall perform such duties and have such powers as shall be delegated to them from time to time by the Coalition Board.

Section II – Duties

The Coalition Board **Chair** shall approve the agenda for and preside at all meetings. The Chair shall appoint ad hoc committees as needed to address specific issues. The Chair shall also appoint all committee members as well as committee chairs.

The **Vice-Chair** shall preside, in the absence of the Chair, at regular meetings and/or special meetings called by the Chair.

The **Secretary** shall ensure that proper minutes of all Coalition Board meetings and committee meetings are prepared and filed and shall perform other duties as requested by the Chair. The Chief Executive Officer of the Coalition shall provide logistical assistance to and support the Secretary in carrying out his or her duties as Secretary of the Coalition.

The **Treasurer**, who shall be the Chair of the Finance Committee, shall ensure that funds of the Coalition are properly administered. The Chief Executive Officer of the Coalition shall provide logistical assistance to and support to the Treasurer in carrying out his or her duties as Treasurer of the Coalition.

The **Chief Executive Officer** shall be the chief administrative officer of the Coalition and shall be responsible for the operations of the Coalition to ensure the accomplishment of its mission and plan. The Chief Executive Officer of the Coalition shall report directly to the Board of the Coalition. The Chief Executive Officer shall have the necessary authority and be held responsible for the total administration of the Coalition, subject only to such policies as may be adopted by the Board of the Coalition. The Chief Executive Officer shall attend all meetings of the Coalition Board and attend all Committee meetings. The duties of the Chief Executive Officer shall include:

1. Carrying out all policies established by the Coalition Board and enforcing all rules and regulations necessary and desirable for the proper conduct of the Coalition;
2. Assuring that the Coalition comply with all applicable laws relating to the operation of an Early Learning Coalition as set forth in Florida Statutes 1002.83, 1002.84, 1002.85 and all other relevant law related to an Early Learning Coalition;
3. Assisting the Secretary of the Coalition with all duties assigned to the Secretary and assuring that all notices are provided in accordance with these Bylaws or as required by Florida law, including the Florida Government in the Sunshine Law;
4. Assuring that all property and funds of the Coalition are properly maintained;
5. Recommending to the Coalition Board any needed or required amendments or changes to the Bylaws of the Coalition;
6. Providing all necessary logistical assistance to the Board of the Coalition and its Board members; and
7. Performing all the normal and customary duties, powers and executive leadership responsibilities of a Chief Executive Officer of a corporation and any other duties that

may be necessary in the best interest of the Coalition or which may be required by the Coalition Board.

The termination of the Chief Executive Officer shall be the responsibility of the Coalition Board or shall be conducted pursuant to the provisions of any contract of employment existing between the Chief Executive Officer and the Coalition.

ARTICLE VIII – RULES OF ORDER

Robert’s Rules of Order, as amended, shall be the parliamentary authority for all matters and procedures not specifically covered in these By-Laws.

ARTICLE IX – DISSOLUTION

If the Coalition is dissolved for any reason, the remaining assets will revert to any entity as mandated by any applicable laws of the United States, the State of Florida, or the Office of Early Learning.

ARTICLE X – INDEMNIFICATION

Every Board Member, officer, or employee of the Coalition shall be indemnified by the Coalition against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any action or proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Board Member, officer, or employee of the Coalition, or with any settlement thereof, whether or not he or she is a Board Member, officer, or employee at the time such expenses are incurred, but only if the Board Member acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Coalition, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Board Member, officer, or employee may be entitled under applicable Florida law. All provisions of Florida Statute 607.0850 shall apply to indemnification under this Article and for the purpose of tort liability, each Board Member, officer or employee of the Coalition shall be governed by section Florida Statute 768.28, . The Coalition shall at all times carry appropriate Directors and Officers Liability Insurance to cover all Coalition Board Members and Officers in the performance of their duties and all other appropriate liability insurance in order to protect the Coalition and the Coalition Board in carrying out the mission of the Coalition.

ARTICLE XI – REVISION OR REPEAL OF BY-LAWS

These By-Laws may be amended, repealed or altered, in whole or in part, by a two-thirds majority vote of the voting members present at any regular or special meeting. Any proposal to

amend, repeal, or alter these By-Laws shall be delivered in writing to members of the Coalition not less than fifteen (15) days before the meeting in which the proposal is to be considered. To the extent that any provision of these By-Laws conflict with Florida Statute 1002.83, 1002.84 or any other provision of Florida law, the applicable Florida law shall govern.

ARTICLE XII – POLICY OF NON-DISCRIMINATION

It shall be the stated policy of the Coalition that, in all its activities and operations, the Coalition shall comply with all laws of the State of Florida and the United States so as not to discriminate against any individual on the basis of race, color, religion, creed, gender, gender expression, age, national origin, ancestry, disability, marital status, sexual orientation, or military status.

ARTICLE XIII- PLAN OF THE COALITION

The Articles of Incorporation and these By-Laws are a part of the Coalition’s Plan and any amendments thereto constitute an amendment to the Plan.

Originally adopted by the Coalition on April 27, 2000; first amendment adopted January 20, 2001; second amendment adopted June 19, 2002; third amendment adopted April 20, 2005; fourth amendment adopted August 16, 2006; fifth amendment adopted March 17, 2010; sixth amendment adopted August 18, 2010; seventh amendment adopted July 15, 2015, eighth amendment, adopted June __, 2019

Chair June __, 2019
Date