

# EARLY LEARNING COALITON OF FLORIDA’S GATEWAY, INC.

## BY-LAWS

### ARTICLE I

#### ORGANIZATION

**Section 1. Name.** The name of this organization shall be the EARLY LEARNING COALITON OF FLORIDA’S GATEWAY, INC hereinafter referred to as the Coalition.

**Section 2. Members.** The members of the Coalition shall be comprised of individuals from the counties of Columbia, Hamilton, Lafayette, Suwannee, and Union Counties.

**Section 3. Purpose of the Coalition.** The Coalition recognizes the primacy of parents as their children’s first teachers and the importance of children entering the education system ready to learn, and seeks to assist parents by providing opportunities for the at-risk birth-to-kindergarten population to enhance their chances for educational success by participating in quality school readiness programs that can better prepare them for school. The Coalition shall exist for purposes of implementing in Columbia, Hamilton, Lafayette, Suwannee, and Union counties the provisions of the “Voluntary Prekindergarten Education Program”, as enacted by the Florida legislature in December 2004 and the “School Readiness Act”, as amended by the Florida legislature in December 2004.

## ARTICLE II

### MEETINGS OF COALITION

**Section 1. Annual Meeting.** The annual meeting of the members of the Coalition shall be held in September of each year, and other regular meetings shall be held as scheduled by the Coalition.

**Section 2. Time of Meeting.** Meetings of the Coalition shall be determined in an annual calendar. The September monthly meeting in each year may be combined with the annual meeting of the members. The time and place of the meeting shall be fixed by the Coalition.

**Section 3. Special Meetings.** The Chairperson may call special meetings of the Coalition. In his/her absence, the Vice-Chairperson and in the absence of both the Chairperson and Vice-Chairperson, the Secretary or Treasurer may call special meetings. Notice of each such meeting shall be given to each member not less than five (5) days before the meeting, unless each member shall waive notice thereof, before, at, or after the meeting.

**Section 4. Place.** Meetings of members of this coalition must be held within the boundaries of Columbia, Hamilton, Lafayette, Suwannee, or Union Counties, Florida.

**Section 5. Notice.** A notice of each meeting of the Coalition shall be mailed, postage pre-paid, or sent via electronic mail to each member at his or her address, as the case might be, as such appears on the records of the coalition at the time any such notice is mailed. The notice shall be published in the newspaper of each county and the time and place it is to be held. An agenda shall be made available before the noticed meeting.

**Section 6. Voting.** Each eligible voting member shall be entitled one vote upon each motion or issue placed before a meeting for decision or resolution by the vote of the Coalition, unless a conflict of interest has been identified as provided by law that would preclude the member from voting. A voting member may not appoint a designee to act in his or her place except as otherwise provided by law.

**Section 7. Quorum.** A majority of the voting membership of the Coalition constitutes a quorum required to conduct the business of the Coalition.

**Section 8. Conduct of Meetings.** Meetings shall be conducted in accordance with Robert's Rules of Order.

### **ARTICLE III**

#### **MEMBERS**

**Section 1. Function.** The business of the Coalition shall be managed and its corporate powers exercised by the members of the Coalition in accordance with applicable law.

**Section 2. Number.** There shall be at least eighteen (18) but no more than thirty-five (35) members on the Coalition.

**Section 3. Membership Composition.** Membership of the Coalition shall be composed of individuals in the categories specified under Florida's Voluntary Prekindergarten Education Program and the School Readiness Act, and shall be appointed and selected as provided by law.

- The Governor shall appoint the chair and two other members of the Coalition, who must each be private-sector business members. Including the members appointed by the Governor, more than one-third of the Coalition members of must be private-sector business members.

- Members must also include the following:
  - A Department of Children and Family Services district administrator or his or her designee.
  - A district superintendent of schools or his or her designee who shall be a nonvoting member.
  - A regional workforce board executive director or his or her designee.
  - A county health department director or his or her designee.
  - A president of a community college or his or her designee.
  - One member appointed by a board of county commissioners.
  - A Head Start director, who shall be a nonvoting member.
  - A representative of private child care providers, including family day care homes, who shall be a nonvoting member.
  - A representative of faith-based child care providers, who shall be a nonvoting member.
  - A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act, who shall be a nonvoting member.

**Section 4. Term.** The term of membership for each member of the Coalition shall commence on the 1st day of July, of the year in which each such member is appointed. Initial membership shall begin with the adoption of this document. The terms shall be staggered and shall be of a uniform length that does not exceed four (4) years per term.

**Section 5. Term Limits.** Representative and appointed members may serve a maximum of two consecutive terms. A representative or appointed member elected to fill a position of one year or less will be eligible to serve two additional consecutive terms.

**Section 6. Removal of a Member for Cause.** Except as otherwise provided by law, a Coalition member may be removed from office before the expiration of his or her term for cause upon the affirmative vote of two-thirds (2/3) of the voting members of the Coalition, at a properly called meeting. For purposes hereof, a cause shall be defined as:

- a. Conviction of a crime involving moral turpitude or dishonesty;
- b. An intentional and flagrant violation of Coalition rules, policies, or procedures;
- c. Any conduct which 2/3 of the Coalition determines to be significantly detrimental to clients, programs, or activities of the Coalition.

Before any final vote is taken by the Coalition on the question of removal or not of a Coalition member, such member shall first be advised in writing of the alleged cause for which his or her removal is sought no later than fifteen (15) days prior to the Coalition meeting, at which such final action is taken. At such meeting, the Coalition member sought to be removed shall be afforded the opportunity to be heard.

**Section 7. Absences.** Absences from four (4) consecutive regularly scheduled meetings or six (6) meetings within a twelve-month period by a representative or appointed member is equivalent to resignation from the Coalition.

**Section 8. Resignations.** Except as otherwise provided by law, any member may resign by giving written notice to the Chairperson or Executive Director. Such resignation shall take effect at the time specified in the notice and the acceptance of such resignation shall not be necessary to make it effective.

**Section 9. Compensation.** Members shall not receive any compensation for their services.

**Section 10. Vacancy.** Vacancies in the Coalition shall be filled in accordance to applicable law in the specific area that the vacancy occurs or through the recommendation of the Nominating Committee and approved by a majority of the members. A vacancy for an unexpired term may be filled for a period of less than a year or remain vacant until the Nominating Committee meets in the normal cycle. When a vacancy occurs in an appointed position, the Coalition must advertise the vacancy.

**Section 11. Conflict of Interest of Members.** Each member of the Coalition is subject to ss.112.313, 112.3135, and 112.3143, of the Florida Statutes. For purposes of s.112.3143(3)(a), each voting member is a local public officer who must abstain from voting when a voting conflict exists.

#### **ARTICLE IV**

##### **OFFICERS**

**Section 1. Officers.** The officers of the Coalition shall be the Chairperson, Vice-Chairperson, Secretary, and Treasurer. Except for the Chairperson, who shall be appointed by the Governor of the State of Florida, Coalition members shall elect officers from among Coalition membership annually at the June meeting. Officers shall serve a one-year term. Officers may not serve more than three (3) consecutive terms.

**Section 2. Chairperson.** The Chairperson shall preside at all meetings of the Coalition. The Chairperson shall be an ex-officio member of all committees and shall perform other duties pertaining to the office as required from time to time by the Coalition or the bylaws.

**Section 3. Vice-Chairperson.** The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of that officer, and shall assume such other duties and responsibilities as may be assigned by the Chairperson.

**Section 4. Secretary.** The Secretary shall supervise the recording of minutes of all meetings, shall supervise the maintenance of general records of the Coalition, and shall assume other duties as may be requested by the Chairperson or the Coalition.

**Section 5. Treasurer.** The Treasurer shall review all Coalition fiscal operations and financial records, shall review accounts of receipts and disbursements, shall supervise the preparation of fiscal reports, and shall present such reports at monthly meetings of the Coalition. The Treasurer shall serve as chair of the Finance Committee and shall assume other duties as may be requested by the Chairperson or the Coalition.

**Section 6. Vacancies.** A vacancy in any principal office shall be filled by a member of the Board of Directors to serve the unexpired term.

**Section 7. Removal of Officers.** Except as otherwise provided by law, officers of the Coalition may be removed from office for neglect of duty, misconduct, malfeasance of office, or for three absences from Board meetings within the fiscal year. The officer in question must be informed in writing of the cause for removal and afforded an opportunity to a hearing by the Coalition, at its next regular or special meeting, is so requested.

## ARTICLE V

### COMMITTEES

**Section 1. Executive Committee.** The Executive Committee shall be comprised of the four elected officers of the Coalition plus an ex officio member who shall be chosen by the Chairperson. The Executive Committee shall have all of the authority of the Coalition between meetings of the Coalition, but cannot modify any action taken by the Coalition.

**Section 2. Standing Committees.** Except for the Executive Committee, the Chairperson may appoint standing committees as needed. Coalition members shall chair all standing

committees; other committee members may be selected from Coalition members or non-Coalition members.

**Section 3. Ad Hoc Committees/Task Force.** Ad hoc committees and task forces may be established as needed. Such committees shall operate for limited time periods to complete specific projects as assigned by the Coalition. Coalition member shall chair all ad hoc committees; other ad hoc committee members may be selected from Coalition members or non-Coalition members.

**Section 4. Staff Assignment.** The Executive Director will ensure that adequate staff support is provided to each committee to complete minutes, scheduling, data collection, and preparation of agendas, and other clerical support.

## ARTICLE VI

### SEAL

**Section 1. Form.** The corporate seal shall have the name of the Coalition and the word SEAL inscribed thereon, and may be facsimile, engraved, printed, or an impression seal.

## ARTICLE VII

### AMENDMENT

**Section 1. How accomplished.** These by-laws may be amended solely by the affirmative vote of at least one vote more than 50% of the entire membership of the Coalition at any meeting duly and properly called. Any amendment to the by-laws shall be considered an amendment to the Coalition's plan under the Voluntary Prekindergarten Education Program and the School Readiness Act.

**ARTICLE VIII**

**MISCELLANEOUS**

**Section 1. Fiscal Year.** The fiscal year of the Coalition shall commence on July 1 and end on June 30 of the next ensuing year.

**Section 2. Annual Review of By-laws.** The Executive Director /CEO shall at least annually review these by-laws and report thereon to the members at each June meeting of the Coalition.

**EARLY LEARNING COALITON OF  
FLORIDA'S GATEWAY, INC**

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Chairperson

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