

BYLAWS OF THE ESCAMBIA COUNTY SCHOOL READINESS COALITION, INC.

ARTICLE I – NAME

This organization shall be known as the Escambia County School Readiness Coalition, Inc., d/b/a Early Learning Coalition of Escambia County.

ARTICLE II – NOT FOR PROFIT CORPORATION

The Early Learning Coalition of Escambia County is a not-for-profit corporation as defined in Florida Statutes.

ARTICLE III – DURATION

The period during which this Corporation is to continue as a Corporation is perpetual.

ARTICLE IV – REGISTERED AGENT

The name and address of its Registered Agent shall be designated from time-to-time by resolution of the Board of Directors, as required by *Florida Statutes*.

ARTICLE V – MISSION

Mission

The Early Learning Coalition of Escambia County is created under Section 1002.84, *Florida Statutes*, for three (3) purposes: to administer school readiness program services that help parents prepare eligible children for school; to coordinate the provision of school readiness services on a full day, full-year, full-choice basis to the extent possible in order to enable parents to work and be financially self-sufficient; and to administer the voluntary pre-kindergarten program.

The mission of the Early Learning Coalition of Escambia County is to identify and meet the needs of children and families to lay the foundation for lifetime success by: Maximizing each child's potential; Preparing children to enter school ready to learn; and Helping families achieve economic self-sufficiency.

To support this mission, the Coalition upholds these values:

1. School readiness programs shall prepare children for success in school.
2. School readiness programs shall involve parents as their child's first teacher and support family skill building.
3. School readiness programs shall be an integrated and seamless system of services and shall be implemented by the local coalition working with partnering agencies and programs.
4. School Readiness programs shall be coordinated and public funding integrated to achieve effectiveness and efficiency.

ARTICLE VI – VISION

The vision of this Coalition is that all children in this community will enter school ready to learn.

ARTICLE VII –BOARD OF DIRECTORS

Section I – Legislatively Mandated Directors

According to Section 1002.83, *Florida Statutes*, Coalition Directors must be named in the legislation or be appointed. The named Directors of local Coalitions are designated by *Florida Statutes* as may be amended from time to time and any promulgated rule(s).

1.1 The Coalition Board of Directors shall be comprised of fifteen (15) to thirty (30) Directors. A “Director” refers to required, Private Sector Business and Optional representatives. More than one-third of the Coalition Directors must be Private Sector Business members, and neither they nor their families may earn an income from the early education and child care industry in Florida. Members of the Coalition are subject to the ethics and provisions in Section 112.313, 112.3135 and 112.3143, *Florida Statutes*.

1.2 The Governor of the State of Florida shall appoint the Chair and two other Private Sector Business Directors and shall specify the terms of those appointees.

1.3 Directors identified in Section 1002.83, *Florida Statutes*, are hereinafter referred to as “Ex Officio Directors.” Directors shall serve continuously while they are in their respective positions. A Director who is no longer in the position specified in statute that qualified him/her for directorship on the Coalition shall notify the Chairperson and his/her seat shall remain vacant until the organization or group he/she represents identifies a replacement. Any Director no longer serving in the position specified in *Florida Statutes* is ineligible to serve on the Coalition and the Chairperson shall seek a new appointment. If a designee has been selected to represent an Ex Officio Director, the designee becomes the voting Director. A voting Director may send a representative to a Coalition meeting but that representative will have no voting privileges.

1.4 Additional Directors who are appointed by the Directors from a list of nominees include a variable number of Directors whose primary residence is in Escambia County or who has a business interest in the form of ownership in Escambia County or who is a representative of a private sector business in Escambia County. These Directors, including the members appointed by the Governor, are hereinafter referred to as “Private Sector Business Directors.” Private Sector Business Directors, excluding Governor appointees, will serve terms of thirty six (36) months beginning in the month in which they begin serving on the Coalition.

1.5 Serving on the Board of Directors of the Coalition will require a commitment of time including regular attendance at meetings, participation in a Board orientation, committee involvement, reading and becoming educated about many aspects of early childhood education and care. Directors shall not receive compensation for their services. Directors may seek reimbursement for Coalition-requested travel expenses, subject to Coalition approval.

Section II– Voting

Directors may be noted as present if they are participating by phone or other communication system that allows for hearing and participating in the discussion. Voting may take place by roll call at the discretion of the Chairperson. Roll Call votes will be recorded in the meeting Minutes. A majority of the Board of Directors of the Coalition constitutes a quorum required to conduct the business of the Coalition. Any action or decision of the Coalition shall require an affirmative vote by a majority of Directors present.

Section III– Meeting Attendance

Should any Director miss three (3) consecutive meetings during the Coalition’s Fiscal Year, his or her position shall be declared vacant at the sole discretion of the Chairperson.

Confirmation of such absences and subsequent removal shall be given to the Director not less than thirty (30) days in advance, in writing. Notice of removal shall be given in writing to the Director not less than ten (10) days prior to such action.

ARTICLE VI –COMMITTEES

Section I

The Board of Directors may create standing and ad hoc committees to carry out the aims, purposes and business of the Coalition. In addition, ad hoc committees or subcommittees may be established by the Chairperson. Committees shall have such powers as the Coalition deems necessary to perform their duties.

Section II

The Executive Committee shall be a standing Committee of the Coalition. Members of the Executive Committee shall be the Board Officers and Chairs of any other standing Committees established by the Board. The Executive Committee shall also serve as the Finance Committee, Nominating Committee of the Board, and the Appeals Committee for Recipient Fraud. The Executive Committee may take actions on behalf of the Board. Such actions must be approved by the Board at the next appropriate meeting, with the exception of actions of the Appeals Committee for Recipient Fraud as the Executive Committee is the final authority.

When the Executive Committee is acting as the Nominating Committee, it shall prepare a slate of candidates for each Director or Officer position to be presented to the Board of Directors. Nominations may be made from the floor at that meeting. Any person nominated shall have given prior consent to nomination and election as an officer. The nominee who receives the majority vote at a scheduled meeting for that purpose in each of the nominating categories will assume responsibility of his/her elected office when elected.

ARTICLE VII –FISCAL YEAR

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

ARTICLE VIII – MEETINGS

Section I – Meetings

Regular meetings of the full Board shall be held quarterly or at the discretion of the Chairperson.

Minutes of all Coalition meetings shall be kept and maintained. These Minutes shall be provided to Directors prior to the next scheduled meeting.

Meetings shall be in compliance with Section 286.011, *Florida Statutes*.

Adopted August 8, 2024

The Chairperson may call special meetings.

All Coalition Board meetings shall be chaired by the Chairperson or in the Chairperson's absence the Vice-Chairperson (or designee in the absence of both).

Section II- Quorum

Fifty percent (50%) plus one Director of the Board of Directors of the Coalition shall constitute a quorum for the transaction of business at any meeting of the Coalition Board. If less than fifty percent (50%) plus one Director are not present at said meeting, the Chairperson or the Chairperson's designee may adjourn the meeting without further notice. If a Director vacancy occurs, the fifty-percent (50%) plus one Director will be based on the current Coalition Board of Directors.

ARTICLE IX- OFFICERS

Section I – Titles

The Officers of the Coalition shall consist of the Chairperson, Vice-Chairperson, Treasurer and Secretary. All Officers, except the Chairperson, shall serve two (2) year terms and shall be voting Directors of the Coalition. The Governor of the State of Florida shall appoint the Chairperson and specify the term of the appointment.

Section II – Duties

The **Chairperson** shall develop the agenda in coordination with the Executive Director and preside at the meetings of the Board. The Chairperson shall appoint the chair of all committees and shall serve as an ex-officio member of all committees.

The **Vice-Chairperson** shall preside, in the absence of the Chairperson or in the event of the Chairperson's refusal or inability to act, at regular meetings and/or special meetings called by the Chairperson. The Vice-Chairperson, when acting on behalf of the Chairperson, shall have all of the power of and be subject to all of the restrictions upon the Chairperson.

The **Treasurer** shall have custody of all funds and securities of the Coalition and shall assure that a full and accurate account of receipts and disbursements in books belonging to the Coalition are kept and maintained. The Treasurer shall assure that all monies and other valuable effects are deposited to the credit of the Coalition in such depositories as may be designated by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the Board of Directors at the regular meetings of the Board, or whenever they require it, an account of all transactions and of the financial condition of the Coalition and shall perform all other duties delegated to that office.

The **Secretary**, in coordination with the Executive Director, shall keep at the principal office of the Coalition or such place as the Coalition may order, a book of minutes of all Meetings of the Board and general Board of Directors, recording names of those present and the proceedings thereof. The Secretary shall also see that all notices are duly given as required by law and shall perform all other duties delegated to that office.

ARTICLE X- EXECUTIVE DIRECTOR

Adopted August 8, 2024

The Coalition shall appoint an Executive Director who shall serve at the pleasure of the Coalition. The Executive Director shall perform the duties assigned by the Board of Directors. The Executive Director shall be responsible for hiring all employees and staff members under their direction and control.

The Executive Director shall have the authority to enter into contracts as the Board of Directors may approve or as approved by the Board of Directors through the enactment of policies pertaining to matters of procurement and program delivery.

ARTICLE XI – RULES OF ORDER

Robert's Rules of Order shall be the guidance for all matters or procedures not specifically covered in these Bylaws.

ARTICLE XII – CONFLICT OF INTEREST

The Board of Directors shall adhere to high standards of ethical conduct in governance and operations to ensure that the Board of Directors, staff and/or consultants do not have or give the appearance of conflicts of interest and do not use their relationship with the Coalition for personal gain.

ARTICLE XIII – REVISION/REPEAL OF BY-LAWS

These Bylaws may be amended, repealed or altered in whole or in part, by a two-thirds (2/3) majority vote of the Quorum present at any regular or special meeting. Any proposal to amend, repeal or alter these Bylaws shall be delivered in writing to Directors of the Coalition not less than thirty (30) days before the meeting in which the proposal is to be considered. An amendment to the Bylaws or the Articles of Incorporation constitutes an amendment to the Coalition's work plan.

ADOPTED THE 8th DAY OF August, 2024.

ESCAMBIA COUNTY SCHOOL READINESS
COALITION, INC.

By: Van Mansker
Its: Chairperson