



Governance Committee Meeting

Tuesday, May 31, 2016

4:30 pm until close of business

6800 N. Dale Mabry Hwy, Suite 158

Tampa, FL 33614

Call-in: 1 (872) 240-3311

Access Code: 437-543-877

Early Learning Coalition of Hillsborough County Mission Statement

The mission of the Early Learning Coalition of Hillsborough County is to promote school and life success for all young children and their families through quality school readiness services and supports.

MEETING AGENDA

I. CALL TO ORDER

- A. Quorum Verification
- B. Approval of September 21, 2016 Committee Meeting Minutes (p. 2)

II. OLD BUSINESS

III. ACTION ITEMS

IV. DISCUSSION

- A. Board Size
- B. Board Attendance (p. 5)
- C. Demographic Questionnaire (p. 7)
- D. Board Recruitment (p. 9)
- E. Board Policies (p. 19)
- F. Revision of Bylaws (p. 30)
- G. Agenda Order: Public Comment
- H. Board Meetings Location

V. INFORMATION ITEMS

VI. PUBLIC COMMENT

Individuals wishing to address the Early Learning Coalition Board of Directors must complete a Public Comment Request Card and submit it to the official recorder prior to the noticed start time of the meeting. Said comments will be limited to three (3) minutes per individual on first come, first serve basis, and only at such time as is identified on the official meeting agenda for public comment.

VII. ADJOURNMENT

UPCOMING MEETINGS

Executive/Finance Committee Meeting – Monday, July 11, 2016 @ 4:00 pm

Board of Directors Meeting – Monday, August 8, 2016 @ 5:30 pm



MEETING MINUTES

Meeting Name:	Governance Committee Meeting	Date:	September 21, 2015
Facilitator:	Aakash Patel, Chair	Time:	4:30 pm
Location:	6800N. Dale Mabry Hwy., Suite 158, Tampa, FL 33614		
Committee Members Present:	Aakash Patel*, Kelley Parris, Commissioner Les Miller, and Dr. Shawn Robinson*.		
Committee Members Absent:	Angela Kummelman		
Board Members Present:	Marie Caracciola and Robert Buesing.		
ELCHC Staff:	Dave McGerald and Katherine Javier.		
Other Attendees:	Marina Harkness and Rebecca Cotto-Lopez.		

*Indicates presence by phone.

KEY POINTS		
No.	TOPIC	HIGHLIGHTS
I.	<p>CALL TO ORDER</p> <p>A. Quorum Verification Noting that a quorum had been established, Chair Patel called the meeting to order at 4:30 pm.</p> <p>B. Approval of July 14, 2015 Governance Committee Meeting Minutes <i>Shawn Robinson made a motion to approve the July 14, 2015 Governance Committee meeting minutes. Kelley Parris made a second. The motion carried unanimously.</i></p> <p>C. Committee Chair Appointment Chair Patel appointed himself and Dr. Shawn Robinson as co-Chairs of the Governance Committee. Chair Patel appointed himself and Dianne Jacob as co-Chairs of the Communications and Outreach Committee.</p>	
II.	<p>OLD BUSINESS</p> <p>A. Review of Board Attendance Policy Dave McGerald gave an overview of the Board attendance policy. A discussion was held regarding its application to Board committees. It was decided that the attendance policy would not apply to committee meetings. Mr. McGerald noted that removal of a Board member would require action by the Board of Directors, as stated in the Coalition Bylaws.</p>	
III.	<p>ACTION ITEMS</p> <p>There were no action items discussed.</p>	

MEETING MINUTES – Governance Committee Meeting
September 21, 2015 4:30 pm

KEY POINTS		
No.	TOPIC	HIGHLIGHTS
IV.	DISCUSSION	<p>A. Board Training Opportunity: Board Governance Dave McGerald presented information regarding a Board training opportunity with the Non Profit Leadership Center of Tampa Bay on September 29, 2015. Mr. McGerald noted that the Coalition would cover the cost of registration, and that two Board members were already registered to attend the training. Chair Patel suggested scheduling a private training of the full Board. Dave McGerald agreed to contact the Nonprofit Leadership Center of Tampa Bay for information about their customized trainings.</p> <p>B. Board Retreat on November 2, 2015 Chair Patel requested time at the Board retreat on November 2, 2015 for Emily Roden with ReadyRosie to make a presentation to the Board. A discussion was held regarding the agenda for the Board retreat and meetings with facilitator, Mel Jurado.</p>
V.	INFORMATION ITEMS	<p>A. Provider Representative Elections Dave McGerald gave a brief overview of the timeline for the election of a new Provider Representative to serve on the Board of Directors. Mr. McGerald announced that voting would close on Friday, September 25, 2015, and the results would be ratified at the Board meeting on October 13, 2015. Mr. McGerald also noted that 280 votes had been cast as of Monday, September 14th.</p>
VI.	PUBLIC COMMENT	There was no public comment.
VII.	ADJOURNMENT	<p>Citing no further business, Chair Patel called for a motion to adjourn the meeting at 4:45 pm. <i>Dr. Shawn Robinson made a motion to adjourn the meeting. Commissioner Miller made a second. The motion carried unanimously.</i></p>

ACTION PLAN			
No.	Action Item(s)	Owner	Target Date
1.	Contact Non Profit Leadership Center of Tampa Bay about customized trainings.	Dave McGerald	None established

Read and Approved by: _____ DATE _____
 Lynne T. Hildreth, Secretary

MEETING MINUTES – Governance Committee Meeting
 September 21, 2015 4:30 pm



Board of Directors Attendance Policy

Scope: This policy applies to all members of the Board of Directors of the Early Learning Coalition of Hillsborough County.




Reason for Policy: To ensure that board members contribute their expertise and judgment to the business and affairs of the Early Learning Coalition of Hillsborough County by attending and participating in board meetings.

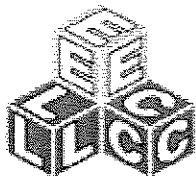
Policy Statement: Board members are expected to attend all board meetings. It is recognized that directors may be unable to attend some meetings due to conflicts with other commitments or other unforeseen circumstances. Members may attend meetings telephonically.

Process: If a board member fails to attend two meetings of the board in a 12-month period the chair shall discuss the reasons for the absences with the member. Upon the third absence the Chair may ask the individual to resign.

The member's response will promptly be shared by the Chair with the entire board at the next board meeting. At that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, termination will be conducted as specified in the Coalition's by-laws.

If the board member is an *ex-officio* member of the board, the chair may discuss the member's attendance with the organization the member is affiliated with, and such organization may be requested to remove the member and appoint a new *ex-officio* member to the board if a delegate member is permitted by statute.

ELCHC Board of Directors			Meeting Attendance						Fiscal Year: 2015-2016	
NAME	AUG	OCT	*NOV	DEC	*MAR	APR	MAY	JUN	# Meetings Attended	# Absences
Barrish BSW, Scott	P	P	P	P	P	A	P		6	1
Bevis, Donna	A	P	P	A	P				3	1
Buesing, Robert	P	P	P	P	P	A	P		6	1
Buzard, Luke				P	P	P	P		4	0
Caracciola, Marie	P	P	P	P	P	P	P		7	0
Chowning, Angela	P	A	P	P	P	A	P		5	2
Del Castillo, Carlos					P	P	A		2	1
Gaffney, Teresa	A	A	A						0	2
Hammond, Jill	A	A	A	P	P	A	A		2	4
Hancock, Barbara	P	P	P	P	P	P	P		7	0
Hancock, Mary		P	P	P	P	P	P		6	0
Hildreth, Lynne	P	A	P	P	P	P	P		6	1
Holt, Dr. Douglas	A	P	A	A	A	A	P		2	4
Jacob, Dianne	P	P	P	P	P	P	P		7	0
Jenkins, Dr. Jacquelyn	A	P	P	P	P	P	A		5	1
Killingsworth, Brian	A	A	A	P	P	A	A		2	4
Kuhn, Jennifer	P	P	P	P	P	P	P		7	0
McElroy, Joe	A	P	P	P	P	P	P		6	0
McEwen, Brian		P	P	P	P	P	P		6	0
Mehra MD, Rahul	P	A	P	P	P	A	P		5	2
Miller Jr., Les	A	P	P						2	0
Murman, Sandra					P	P	P		3	0
Patel, Aakash	P	P	P	P	P	P	P		7	0
Parris, Kelley	A	P	A	P	P	P	P		5	1
Peachy, Edward	A	P	P	A	P	A	A		3	3
Robinson, Dr. Shawn	P	P	P	P	P	P	P		7	0
Seel, Lindsay	A	P	A	P					2	1
Spencer, Patricia	P	P	P						3	0
Total Board Members Present	12	19	19	20	23	15	18			
Total Members on Board	23	25	25	23	24	23	23			
Attendance %	52%	76%	76%	86%	95%	65%	78%	Average Attendance:	75%	
<p>* = Special Meeting P = Present A=Absent</p> <p>Not Member of Board at this time =  Quorum Confirmed =  No Quorum = </p>										



**EARLY
LEARNING
COALITION**
OF HILLSBOROUGH COUNTY

BUILDING OUR NATION'S FUTURE



Board Membership Application

Please type or print clearly

PERSONAL INFORMATION

Fudge Daphne
 Last Name First Name Middle

Your1resource Training Executive Director of Training
 Employer/Affiliation Title

18001 Hunter's Oak Court
 Street Address

Tampa, FL 33647
 City/State/Zip Code

() 8133405382 () 8136444505 () 813-482-4838
 Phone Fax Mobile

Email Address: your1resource@yahoo.com

Are you a parent? Y N If yes, ages of Children 1 daughter 8 yrs. old

Is your employer a private, for-profit enterprise, a community based non-profit organization
 Other (please specify):

COMMUNITY/CIVIC INVOLVEMENT

Please list up to five community, civic, professional, business, and other organizations of which you are or have been a member.

Organization Name	Dates of Membership	Position(s) Held
National Black Child Development Inst.	2009	Treasurer
National Early Childhood Program Accreditation	2010	Verifier
National Administrative Credential	2010	State Trainer
Sisters Fighting Cancer	2008	Vice President
LSF Head Start Policy Council	2016	Community Representative

STATEMENT OF INTEREST (Use additional pages or cover letter if needed)

Reasons for applying/additional comments:

I have been an Early Childhood advocate for over 2 decades. My passion to make a difference in the lives of children and families remains my motivating force. I vehemently believe that all children deserve quality care regardless of race, religion and financial status. I will bring my passion and knowledge to ELC. My varying experience with all ethnicities and social backgrounds is a strength I will bring forth as well.

Federal and State law requires this Coalition to reflect representation of the local community by race, gender, ethnicity, and other characteristics.

Race (check one): White Black/African-American Asian or Pacific Islander
 American Indian or Alaskan Native

Sex: Male Female Are you age 55 or older? Yes No

Are you a veteran? Yes No Do you have any disabling conditions? Yes No

If you need accommodation, please specify: _____

COMMITMENT AND OPERATIONAL STATEMENTS

Time Commitment: Serving on the Early Learning Coalition of Hillsborough County will require a commitment of time including regular coalition meetings, committee involvement, reading and becoming educated about many aspects of early childhood development and school readiness.

Employment: The school readiness legislation states that nominated members must be from the private sector, and neither they nor their families may earn an income from the early education or child care industry.

Conflict of Interest: Conflict of interest may occur when an item is presented for a vote that will directly affect you, your employer, or another organization you are involved with. Conflict of interest rules generally require you to disclose the conflict and abstain from discussion or voting on the matter.

Government in the Sunshine: The Early Learning Coalition of Hillsborough County is a legislatively mandated group and will operate following the rules and guidelines of "Government in the Sunshine".

My signature below confirms my understanding of these requirements and my agreement for application for membership to the Early Learning Coalition of Hillsborough County.

Dr. Daphne Fudge
Applicant Signature

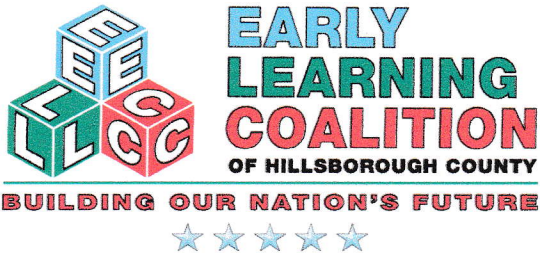
5-23-16
Date

SUBMISSION OF APPLICATION FORM & CONTACT FOR ADDITIONAL INFORMATION

Application forms may be completed in full and submitted to:

Dave McGerald, CEO
Coalition of Hillsborough County
100 Mabry Highway, Suite 158
Tampa, FL 33614
Email: dmcgerald@elchc.org
Website: www.elchc.org
Telephone: (813) 515-2340
Fax: (813) 435-2299

Revised 09/2014 itw



Board Membership Application

Please type or print clearly

PERSONAL INFORMATION

Welch Elizabeth (Liz) A
 Last Name First Name Middle

Elizabeth A Welch PA / Keller Williams Tampa Properties Associate Broker
 Employer/Affiliation Title

9013 N River Rd
 Street Address

Tampa, FL 33635
 City/State/Zip Code

() (813) 489-9798 () () 402-319-7155
 Phone Fax Mobile

Email Address: HomesbyLizWelch@gmail.com

Are you a parent? Y N If yes, ages of Children 26 daughter, 23 son, and 7 yr old Granddaughter

Is your employer a private, for-profit enterprise, a community based non-profit organization
 Other (please specify):

COMMUNITY/CIVIC INVOLVEMENT

Please list up to five community, civic, professional, business, and other organizations of which you are or have been a member.

Organization Name	Dates of Membership	Position(s) Held
Ybor Community Development Corporation	October 2015 - October 2017	Secretary
HCC Presidents Advisory Council	Current	Member at Large
Champions Gateway Group	Current	Secretary
Guardian Ad Litem	Current	GAL
Sarpy County Chamber of Commerce	2004-2007	Member

STATEMENT OF INTEREST (Use additional pages or cover letter if needed)

Reasons for applying/additional comments: I believe in providing children every opportunity to grow and develop and believe it is our responsibilities as community leaders to provide the environment for the children and the families to flourish.

Federal and State law requires this Coalition to reflect representation of the local community by race, gender, ethnicity, and other characteristics.

Race (check one): White Black/African-American Asian or Pacific Islander
 American Indian or Alaskan Native

Sex: Male Female Are you age 55 or older? Yes No

Are you a veteran? Yes No Do you have any disabling conditions? Yes No

If you need accommodation, please specify: _____

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My signature below confirms my understanding of these requirements and my agreement for application for membership to the Early Learning Coalition of Hillsborough County.

Applicant Signature 4-10-17
Date

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Dave McGerald, CEO
Early Learning Coalition of Hillsborough County
6800 N. Dale Mabry Highway, Suite 158
Tampa, FL 33614
Email: dmcgerald@elchc.org
Website: www.elchc.org
Telephone: (813) 515-2340
Fax: (813) 435-2299

Revised 09/2014 ttw

Elizabeth (Liz) A. Welch

9013 North River Road
Tampa, Florida 33635
(813)489-9798
e-mail lizwelch1984@gmail.com

KEY SKILLS

- ◆ project management: research and develop policies and procedures, coordinate solutions within FDR, clients and their customers
- ◆ action oriented ◆ excellent interpersonal communication skills ◆ highly motivated with ability to work independently ◆ high attention to detail ◆ straight forward and inspires trust ◆ develop and administer budgets ◆ interview, hire, mentor, and evaluate staff ◆ conduct training sessions, including large audiences ◆ communication skills include public speaking, negotiating, counseling, sales and ability to translate technical information for customers

EXPERIENCE

Real Estate Consultant with Keller Williams Tampa Properties; Tampa, FL September 2011 to Present

- Directed the implementation of successful marketing activity to list and sell property
- Successfully managed and execute documentation under Bank guidelines for distressed properties
- Excellent Client Service Skills
- Evaluated the performance of marketing activity to assist in the improvement of process
- Negotiate Sales Contracts

President & CEO, Common Sense Property Preservation; Tampa, FL August 2011 to Present

- Managed all accounting activities, including payroll
- Directed the implementation of new products
- Executed the marketing launch of new products
- Influenced the direction of the current team
- Managed Vendor relations
- Evaluated the performance to assist in the improvement of process
- Successfully managed and execute documentation under Bank guidelines for distressed properties
- Excellent Client Service Skills
- Evaluated the performance of marketing activity to assist in the improvement of process

Compliance Director with Keller Williams Realty; Tampa, FL January 2014 to November 2014

- Reviewed and approved compliance for all contract files for all 3 KW offices under Broker, Nikki Ubaldini
- Developed and taught classroom style the compliance process to Real Estate agents
- Excellent Client Service Skills
- Evaluated the performance of file activity to assist in the improvement of process

Manager Operations, Nielsen Group; Tampa, FL January 2011 to February 2012

- Successfully managed and implemented the documentation project, including managing offshore resources
- Directed the implementation of new processes to effectively manage the organization
- Influenced the direction of the current Management team
- Evaluated the performance of departments to assist in the improvement of process

Director of Operations, MedSecure, Inc.; Omaha, NE July 2009 to December 2010

- Managed all accounting activities, including payroll
- Directed the implementation of new products
- Executed the launch of new products
- Influenced the direction of the current MedSecure team
- Managed Vendor relations
- Evaluated the performance of departments to assist in the improvement of process

Product Development, First National Merchant Solutions; Omaha, NE

March 2008 to July 2009

- Developed programs to increase sales
- Directed the implementation of new products within the organization
- Influenced the direction of the current Healthcare Solution
- Managed Vendor relations
- Evaluated the performance of departments to assist in the improvement of process

Director of Operations, Roberts Pool & Spa; Omaha, NE

July 2007 to January 2008

- Managed the facility building out and relocation; opening the new store by August 31
- Designed and implemented an organizational structure allowing growth
- Designed and implemented organizational processes
- Developed, implemented and managed the business finances; increasing revenue & managing expenses
- Developed programs to increase sales
- Managed Vendor relations
- Established Market Brand Awareness through marketing and networking activities
- Gained & retained customers by establishing phenomenal customer service.

Owner, Gifts & Baskets Galore; Omaha, NE

2004 to May 2007

- Achieved sales increase of 18.7% from 2005-2006
- Sarpy County Chamber of Commerce 2005 Ambassador of the Year
- Sarpy County Chamber of Commerce 2006 New & Emerging Business of the Year
- Bellevue Chamber of Commerce 2006 Breaking Ground Small Business of the Year
- Established Market Brand Awareness through marketing and networking activities
- Established and implemented all aspects of a world class corporate gift provider.
- Gained & retained customers by establishing phenomenal customer service as well as quality products.

First Data Resources; Omaha, NE

1985 to 2004

Director Resource Planning and Process Compliance: report directly to Senior Vice-President, New Business Development

- Achieved First Data Fat Cat Award – December 2001
- Achieved Six Sigma Black Belt Status – May 2001
- Achieved First Leaders Certificate – Developing Management Excellence – June 2003
- Managed major and minor software installations; assessing the health of the install and the client requests scheduled to install
- Directed personnel in the implementation of upgrades, enhancements and system re-architecture
- Ensured accurate communication to both internal Executive Management as well as Client Executive Management
- Achieved FDR customers' goal-client satisfaction-by recognizing the strategic vision of a wide variety of Businesses
- Using Six Sigma tools, achieved greater operational efficiency through defining and implementing processes and procedures in software development and customer support areas
- Increased customer revenues and quality of their customer relationships while decreasing operating expenses Define scope and direction of client resource planning to ensure budget conformance regarding salaries Identify needs and troubleshoot problems, initiate corrective action as needed; liaison with customers' executive decision-makers
- Monitored quality control; make sure certain customers are satisfied
- Assisted in budget development; administer department budget
- Recruited, interviewed, assured training success, directed, motivated and evaluated 6 middle managers and a staff of 64
- Extensive employee interaction: develop, monitor and evaluate programs designed to retain staff
- Organized and managed all details for large functions including FDR employees

Facilities Manager Project Management

- Achieved Quality Improvement Team Success Award for Technical Career Planning & Development – May 1992
- Achieved Quality Improvement Team Success Award for Facility projects – June 1993
- Coordinate, manage and direct all facility build outs, remodeling, maintenance and business continuity planning for 13 facilities
- Assist in architectural planning for optimal use of new and present facilities including cable installations to meet data processing projects
- Identify facility objectives, time frames, and set priorities; analyze costs and price projects; monitor costs and manpower requirements to meet goals
- Develop, implement and manage budgets for multi-million dollar projects
- Review vendor contracts and expenses
- Performance appraisals, salary reviews and career plans

Administrative Support Manager

- Created the Administrative Support Department of 30, set processes and procedures
- Enhanced serviceability of department
- Recruited, hired and trained staff

employer comments

considered an expert in project management throughout the Corporation...meeting deadlines while meeting quality standards...her logic is consistent and her innovative solutions demonstrate superb judgment...always professional...utilization of personnel is superb...skilled in using TQM skill/s...excels in taking independent action...efficiently manages a very large budget...positive 'can do' attitude... high customer satisfaction rating... timely in record keeping... flexible and adaptable... quickly learns new skills



PERSONAL REFERENCE CHECK

Liz Welch has applied to be a Guardian ad Litem volunteer. The Guardian ad Litem Program trains volunteers in the community to provide independent representation of the best interests of children in court proceedings. Your name was given as a personal reference and your input is being solicited as part of the Program's background check. If you need more space to answer a question, you may write on the back of this sheet or use a separate sheet of paper. Please fill out this form and return (fax or mail) to the local Guardian ad Litem office. Addresses for local Programs are available by selecting Local Programs on the GAL website at www.GuardianadLitem.org

NAME OF PERSON

GIVING PERSONAL REFERENCE: Julie Cleaver

(Please print or type name)

How long have you known this person?

29 years

Professionally or personally?

Personally

Have you ever observed this person with children? Y/N

If yes, what are your impressions of the interaction?

Yes, her two children & their friends, other peer's children, and her granddaughter. Liz is a good listener & patient. She is structured, bringing stability. She is good natured & has a healing laugh. She is not gullable or easily deceived. Liz is intuitive, and able to read expressions - finding deeper truths in a situation. She knows just the right thing to say or question to ask at critical moments.

Would you recommend this person to work in a volunteer capacity with children alleged to be victims of abuse or neglect? Explain.

Yes. She is structured in a gentle - routine way, bringing stability. She is good natured & has a healing laugh that makes you feel at ease. She knows just the right thing to say to bring peace or encouragement, or shed a new light on a truth for your own self - something you can grab hold of for deeper meaning in your own life.

How do you describe this person's ability to work effectively with others?

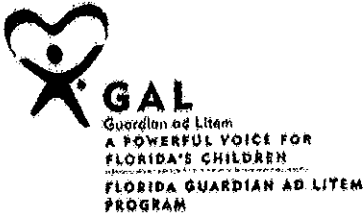
Excellent

Julie Cleaver
SIGNATURE

dotloop verified
12/10/13 10:46AM EST
XKYM-WWGV-W3AD-JUZP

12/10/2013
DATE

712-545-4183
PHONE NUMBER



PERSONAL REFERENCE CHECK

Liz Welch has applied to be a Guardian ad Litem volunteer. The Guardian ad Litem Program trains volunteers in the community to provide independent representation of the best interests of children in court proceedings. Your name was given as a personal reference and your input is being solicited as part of the Program's background check. If you need more space to answer a question, you may write on the back of this sheet or use a separate sheet of paper. Please fill out this form and return (fax or mail) to the local Guardian ad Litem office. Addresses for local Programs are available by selecting Local Programs on the GAL website at www.GuardianadLitem.org

NAME OF PERSON

GIVING PERSONAL REFERENCE:

Beverly J. Hill

(Please print or type name)

How long have you known this person?

30 years

Professionally or personally?

personally

Have you ever observed this person with children? Y N

If yes, what are your impressions of the interaction?

HEALTHY INTERACTIONS, teaching, observances are communicated & life lessons discussed. Lots of fun, works to create special events, celebrations & created new "traditions"

Would you recommend this person to work in a volunteer capacity with children alleged to be victims of abuse or neglect? Explain.

Yes - she has the appropriate level of patience & understanding and in addition will encourage growth even if painful

How do you describe this person's ability to work effectively with others?

interactive, will find a way to relate & build from there

Beverly Hill

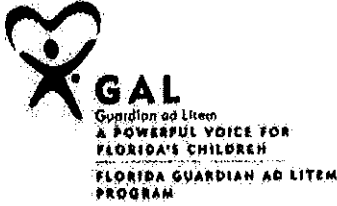
SIGNATURE

402-998-8099

PHONE NUMBER

11-25-13

DATE



PERSONAL REFERENCE CHECK

_____ has applied to be a Guardian ad Litem volunteer. The Guardian ad Litem Program trains volunteers in the community to provide independent representation of the best interests of children in court proceedings. Your name was given as a personal reference and your input is being solicited as part of the Program's background check. If you need more space to answer a question, you may write on the back of this sheet or use a separate sheet of paper. Please fill out this form and return (fax or mail) to the local Guardian ad Litem office. Addresses for local Programs are available by selecting Local Programs on the GAL website at www.GuardianadLitem.org

NAME OF PERSON
GIVING PERSONAL REFERENCE:

_____ Karen L. Steenhock _____
(Please print or type name)

How long have you known this person? _____ 7+ years _____
Professionally or personally? _____ personally _____

Have you ever observed this person with children? Y/N
If yes, what are your impressions of the interaction?
_____ yes, she is very upbeat when talking _____
_____ to kids. She asks them questions _____
_____ and shows a sincere interest. _____

Would you recommend this person to work in a volunteer capacity with children alleged to be victims of abuse or neglect? Explain.
_____ yes, she is a very understanding and _____
_____ compassionate person. She would make _____
_____ them feel safe and cared about. _____

How do you describe this person's ability to work effectively with others?
_____ She has wonderful listening skills, and _____
_____ she "hears" what someone is saying. Pulls _____
_____ people together to come to a agreement. _____

_____ Karen L. Steenhock _____
SIGNATURE
_____ 402-522-16820 _____
PHONE NUMBER

_____ 11/20/13 _____
DATE



BOARD POLICIES FOR CONSIDERATION

(Indicates policy currently exists)*

- Core Governing Policies
- Board Recruitment Policy
- Ethics Policy*
- Code of Conduct*
- Media Relations Policy
- Whistle Blower Policy*
- Document Retention/Destruction Policy
- Attendance Policy*
- Gift Acceptance Policy
- Joint Venture Policy

BOARD PROCEDURES

- Parliamentary Procedures – Board Meetings
- Protocol & Conduct of Members
- Protocol & Conduct of Meetings
- Board Member Application
- Decision Making Procedure
- CEO Performance Review Procedures

CODE OF ETHICS



Statement of Commitment

“In establishing policy for and on behalf of the Early Learning Coalition of Hillsborough County’s members, I am a custodian in trust of the assets of their organization. The members recognize the need for competent and committed elected board members to serve their organization and have put their trust in my sincerity and abilities. In return, the members deserve my utmost effort, dedication, and support.”

“Therefore, as a board member of the Early Learning Coalition of Hillsborough County, I acknowledge and commit that I will observe a high standard of ethics and conduct as I deliver my best efforts, skills and resources in the interest of the Early Learning Coalition of Hillsborough County and its members. I will perform my duties as board member in such a manner that members’ confidence and trust in the integrity, objectivity and impartiality of the Early Learning Coalition of Hillsborough County are conserved and enhanced. To do otherwise would be a breach of the trust which the membership has bestowed upon me.”

Ethical Guidelines

General

1. I will always hold the betterment of the membership of the organization as my priority, including during all participation in discussions and voting matters.
2. I recognize that I am obligated to act in a manner which will bear the closest public scrutiny.
3. It is my responsibility to contribute to the board any suggestions of ways to improve the organization’s policies, standards, practices or ethics.
4. I will not abuse my position as a board member by suggesting to any organization employee that I am entitled to or expect any special treatment beyond regular members of the organization.
5. I will declare any conflict of interest, be it real, potential, or apparent, which is not immediately obvious with regard to any matter being discussed in my presence during a meeting.
6. If the board decides at any time during a meeting that I have a conflict, I will accept their request that I refrain from participating in the discussion I understand that the board’s decision will be recorded in the minutes, either with or without the reasons for the decision being also recorded.
7. No Board member may use his or her position on the Board to intimidate, coerce, persuade or otherwise influence any of the activities or employees of the Board.
8. All board members shall read, sign and submit the Code of Ethics statement, which shall be kept on file by the Executive Director.

Information

9. I will not knowingly take advantage of or benefit from information that is obtained in the course of my official duties and responsibilities as a board member, and that is not generally available to membership
10. I will be alert to information which the organization can use to develop improved policies and strategies
11. I will protect the organizations information closely and will not release or share confidential information without the permission, preferably in writing, of the person who provided it
12. I will maintain confidentiality of all information that the board deems ought to be kept confidential.

Resources

13. I will be mindful of resources which are in my trust on behalf of the organization, and will help establish policies which ensure the maximization of secure and protected resources.

Gifts and Hospitality

14. Should business associates or others offer me hospitality, gifts, favors, or benefits on a personal basis because of the business the organization does with them, I will recognize that such offers may be an effort to secure advantage from me, and I will reject such offers on the basis that it is against the organization's policy to accept gifts from business contacts. The most I will accept will be normal promotional handouts of a nominal value.

Representing the Organization

15. As part of my duties as a board member, I represent the organization informally and formally to other associations, societies, government officials, and business representatives. I recognize that it is important that I represent the organization in such a way as to leave others with a positive impression of the organization. In my duties I will preserve and enhance the good reputation of the organization and will avoid behavior which might damage its image.

Interpretation

16. The chairperson of the organization shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

Enforcement

17. The chairperson is ultimately responsible for immediate interpretation, application and enforcement of the board members' code of ethics policy. All complaints concerning a possible code of ethics violation shall be made in writing to or by the chairperson with a copy provided to the complainant.

The Chairperson shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant.

If this initial attempt at resolution is not successful, the Chairperson shall appoint an ad-hoc committee composed of three board members to investigate the complaint. The ad-hoc committee is required to investigate as required and submit a written report to the chairperson within 30 days. The chairperson will render his/her decision within ten days of receiving the ad-hoc committee's report.

The Chairperson's decision may be appealed in writing to the full Board for consideration the board's next regular meeting at the organization's next regular scheduled meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

Delegation and Penalties

18. Should the chairperson be the subject of a written complaint, the vice chair shall perform the duties normally assigned to the chair in this matter.

19. Penalties imposed for breach of the code of ethics may include, but are not limited to, the following:

- Excluding the board member from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or
- Censure of the member, in private, in public, or both, and/or
- Removal of the member from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting of the not-for-profit organization's Board of Directors, provided that notice of such a proposed resolution is given with the notice calling the meeting.

I have read and I accept the Early Learning Coalition of Hillsborough County's Code of Ethics.

Date _____

Signature of Board Member



Policies and Procedures

CONFLICT OF INTEREST POLICY

Date:	January 13, 2014	Policy Number:	02-06
Subject:	Conflict of Interest	Status:	Approved 01/13/2014

EARLY LEARNING COALITION OF HILLSBOROUGH COUNTY

SECTION 1. PURPOSE:

The Early Learning Coalition of Hillsborough County is a nonprofit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of the Early Learning Coalition of Hillsborough County as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between the Early Learning Coalition of Hillsborough County and its Board, officers, management employees, and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers, and management employees have the responsibility of administering the affairs of the Early Learning Coalition of Hillsborough County honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Early Learning Coalition of Hillsborough County. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Early Learning Coalition of Hillsborough County or knowledge gained therefrom for their personal benefit. The interests of the Early Learning Coalition of Hillsborough County must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED:

This statement is directed not only to directors and officers, but to all employees who can influence the actions of the Early Learning Coalition of Hillsborough County. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning the Early

Learning Coalition of Hillsborough County.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to the Early Learning Coalition of Hillsborough County.
2. Persons and firms from whom the Early Learning Coalition of Hillsborough County leases property and equipment.
3. Persons and firms with whom the Early Learning Coalition of Hillsborough County is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting the Early Learning Coalition of Hillsborough County.
6. Agencies, organizations, and associations that affect the operations of the Early Learning Coalition of Hillsborough County.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the Early Learning Coalition of Hillsborough County
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the Early Learning Coalition of Hillsborough County Receiving remuneration for services with respect to individual transactions involving.
3. Using Early Learning Coalition of Hillsborough County's personnel, equipment, supplies, or good will for other than the Early Learning Coalition of Hillsborough County approved activities, programs, and purposes.
4. Receiving personal gifts or loans from third parties dealing or competing with the Early Learning Coalition of Hillsborough County. Receipt of any gift is disapproved except gifts

of a value less than \$25, which could not be refused without discourtesy. No personal gift of money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the Early Learning Coalition of Hillsborough County.

However, it is the policy of the Board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is completed. It shall be the continuing responsibility of the Board, officers, and management employees to analyze their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE:

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest does not participate in the discussion or vote upon the measure which would inure to his or her special gain or loss. The term "participate" means any attempt to influence the decision by oral or written communication, whether made by the officer or at the officer's direction;
3. A competitive bid or comparable valuation exists; and
4. The Board has determined that the transaction is in the best interest of the organization.

Disclosure of conflicting interest should be made to the chief executive officer (or if she or he is the one with the conflict, then to the Board Chair), who shall bring the matter to the attention of the Board. Disclosure involving directors should be made to the Board Chair, (or if she or he is the one with the conflict, then to the Board Vice-Chair) who shall bring these matters to the Board.

EARLY LEARNING COALITION OF HILLSBOROUGH COUNTY

CONFLICT OF INTEREST DISCLOSURE STATEMENT

***Preliminary note:** In order to be more comprehensive, this statement of disclosure/questionnaire also requires you to provide information with respect to certain parties that are related to you. These persons are termed "affiliated persons" and include the following:*

- a. your spouse, domestic partner, child, mother, father, brother or sister;
- b. any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- c. any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME OF EMPLOYEE OR BOARD MEMBER: (Please print)

2. CAPACITY: _____ board of directors _____ executive committee _____ officer _____ committee member _____ staff (position): _____

3. Have you or any of your affiliated persons provided services or property to the Early Learning Coalition of Hillsborough County in the past year?

_____ YES _____ NO

If yes, please describe the nature of the services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

4. Have you or any of your affiliated persons purchased services or property from the Early Learning Coalition of Hillsborough County in the past year?

_____ YES _____ NO

If yes, please describe the purchased services or property and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

5. Please indicate whether you or any of your affiliated persons had any direct or indirect interest in any business transaction(s) in the past year to which the Early Learning Coalition of Hillsborough County was or is a party?

_____ YES _____ NO

If yes, describe the transaction(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

6. Were you or any of your affiliated persons indebted to pay money to the Early Learning Coalition of Hillsborough County at any time in the past year (other than travel advances or the like)?

_____ YES _____ NO

If yes, please describe the indebtedness and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

7. In the past year, did you or any of your affiliated persons receive, or become entitled to receive, directly or indirectly, any personal benefits from the Early Learning Coalition of Hillsborough County or as a result of your relationship with the Early Learning Coalition of Hillsborough County, that in the aggregate could be valued in excess of \$1,000, that were not or will not be compensation directly related to your duties to the Early Learning Coalition of Hillsborough County?

_____ YES _____ NO

If yes, please describe the benefit(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

8. Are you or any of your affiliated persons a party to or have an interest in any pending legal proceedings involving the Early Learning Coalition of Hillsborough County?

____ YES ____ NO

If yes, please describe the proceeding(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

9. Are you aware of any other events, transactions, arrangements or other situations that have occurred or may occur in the future that you believe should be examined by the Early Learning Coalition of Hillsborough County's [board or a duly constituted committee thereof] in accordance with the terms and intent of the Early Learning Coalition of Hillsborough County conflict of interest policy?

____ YES ____ NO

If yes, please describe the situation(s) and if an affiliated person is involved, the identity of the affiliated person and your relationship with that person:

I HERBY CONFIRM that I have read and understand the Early Learning Coalition of Hillsborough County's conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify the Chief Executive Officer or Board Chair immediately.

Signature

Date

**EARLY LEARNING COALITION OF HILLSBOROUGH COUNTY
GIFT POLICY AND DISCLOSURE FORM**

As part of its conflict of interest policy, the Early Learning Coalition of Hillsborough County requires that directors, officers and employees decline to accept certain gifts, consideration or remuneration from individuals or companies that seek to do business with the Early Learning Coalition of Hillsborough County or are a competitor of the Organization. This policy and disclosure form is intended to implement that prohibition on gifts.

Section 1. “Responsible Person” is any person serving as an officer, employee or a member of the board of directors of the Early Learning Coalition of Hillsborough County.

Section 2. “Family Member” is a spouse, domestic partner, parent, child or spouse of a child, or a brother, sister, or spouse of a brother or sister, of a Responsible Person.

Section 3. “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment of any other pecuniary relationship. The making of a gift to the Early Learning Coalition of Hillsborough County is not a “contract” or “transaction.”

Section 4. Prohibited gifts, gratuities and entertainment. Except as approved by the Chairman of the Board or his designee or for gifts of a value less than \$25 which could not be refused without discourtesy, no Responsible Person or Family Member shall accept gifts, entertainment or other favors from any person or entity which:

- a) Does or seeks to do business with the Early Learning Coalition of Hillsborough County or,
- b) Does or seeks to compete with the Early Learning Coalition of Hillsborough County or,
- c) Has received, is receiving, or is seeking to receive a Contract or Transaction with the Early Learning Coalition of Hillsborough County.

GIFT STATEMENT

I certify that I have read the above policy concerning gifts, and I agree that I will not accept gifts, entertainment or other favors from any individual or entity, which would be prohibited by the above policy. Following my initial statement, I agree to provide a signed statement at the end of each calendar year certifying that I have not received any such gifts, entertainment or other favors during the preceding year.

Signature

Date

BYLAWS
OF
HILLSBOROUGH COUNTY SCHOOL READINESS COALITION, INC.
D/B/A
Early Learning Coalition of Hillsborough County, Inc.

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**BYLAWS
OF
THE HILLSBOROUGH COUNTY SCHOOL READINESS COALITION, INC.**

ARTICLE I
Organization

Section 1. Name. The name of this Corporation is Hillsborough County School Readiness (the “Corporation”) and shall conduct business as The Early Learning Coalition of Hillsborough County as registered pursuant to the Fictitious Name Act, 865.09 F.S. with the Division of Corporations, Florida Department of State.

Section 2. Objectives. The Corporation has been formed to coordinate and improve the quality and delivery of school readiness, voluntary pre-kindergarten and out-of-school time services for the children and families of Hillsborough County, Florida.

Section 3. Principal Office. The principal office of the Corporation shall be fixed and located by the Board of Directors of the Corporation at any place within the County of Hillsborough, State of Florida. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the County of Hillsborough.

Section 4. Members. The Corporation shall have no “members” as that term is defined in 617.01401(10) Florida Statutes.

Section 5. Government-in-the-Sunshine Law. The Corporation is committed to ensuring that the deliberation of its Board of Directors are conducted openly and the actions of the Board are taken openly in accordance with the Government-in-the-Sunshine Law, Chapter 286 of the Florida Statutes. Accordingly in the event of a conflict between a provision of these Bylaws and a section of the Government-in-the-Sunshine Law, the Government-in-the-Sunshine Law shall control.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers. Subject to the limitation of the Articles of Incorporation and other provisions of these Bylaws, and the laws of the State of Florida, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors (sometimes referred to herein as the “Board”).

Section 2. Membership, Number, Class, Voting Rights, Selection and Terms of Office.

- (a) Membership, Number and Classes: The Board of Directors shall number least fifteen (15) but not more than thirty (30), and shall be divided into five (5) classes: Appointed Directors, Designated Directors, Conditional Directors, Elected Directors and Optional Directors.
- (b) Voting Rights: Voting rights shall be determined by Florida Statute and/or Rule.
- (c) Selection and Terms of Office: Appointed Directors and Designated Directors shall serve as directors as long as they hold the offices so designated. Conditional Directors, Elected Directors and Optional Directors shall serve in the class designated by the Incorporator for initial terms of three (3) or four (4) years, with the initial terms of each director determined by lot at the first meeting of the Board. After the initial terms, Elected Directors shall serve four (4) year terms. Elected Directors are eligible for re-election. However, no Elected or Optional Director may serve more than two (2) four-year terms.
- (d) Appointed Director Class: The authorized number of Appointed Directors shall be three (3). All vacancies in the class of Appointed Directors, including, without limitation, vacancies caused by expiration of term, resignation or removal, shall be filled by the Governor of the State of Florida as follows:

- 1) Chair appointed by the Governor
 - 2) Two (2) private sector business members appointed by the Governor
- (e) Designated Director Class: Designated Directors shall number ten (10) and shall include the following:
- 1) Department of Children and Family Services circuit administrator or designee
 - 2) District superintendent of schools or designee
 - 3) Regional workforce board executive director or designee
 - 4) County health department director or designee
 - 5) A president of a Florida College System institution or his or her permanent designee.
 - 6) Member appointed by the board of county commissioners or the governing board of a municipality
 - 7) Head Start director
 - 8) Representative of private child care providers
 - 9) Representative of faith-based child care providers
 - 10) Representative of programs for children with disabilities under the Individuals with Disabilities Education Act.
- (f) Conditional Member Class: Conditional members shall number three (3) and include the following:
- 1) Children services council or juvenile welfare board chair or executive director
 - 2) Agency head of local licensing agency as defined in s. 402.302
 - 3) Central agency administrator
- (g) Elected Director Class: Elected Directors shall number at least four (4) and shall not exceed nineteen (19). All vacancies in this class of Elected Directors, including, without limitation, vacancies caused by expiration of term, resignation or removal, shall be filled by a majority of the Board then in office. The Elected Directors shall at all times be representatives of private sector business who do not have, nor whose relatives have, a substantial financial interest in the design or delivery

of Voluntary Prekindergarten Education programs, School Readiness programs, or out-of-school-time programs.

- (h) Optional Director Class: The authorized number of Optional Directors shall be up to three (3) members of which one (1) may be a representative of parents whose children are served in the School Readiness or Voluntary Prekindergarten Program.

Section 3. Vacancies.

- (a) A vacancy or vacancies in the Board shall be deemed to exist (i) in case of the death, resignation, or removal of any director or (ii) if the authorized number of directors is increased.
- (b) Any director may resign effective upon giving written notice to the Chair, the Executive Director, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If a director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be elected or designated before such time to take office when the resignation becomes effective.
- (c) No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 4. Removal of Directors. Any member of the Board of this Corporation may be removed from office, with or without cause, by the person or persons authorized to elect or designate the director in Section 2 (d) – (h) of the Article II.

ARTICLE III
Meetings of the Board of Directors

Section 1. Place of and Public Access to Meetings. All meetings of the Board of Directors shall be held at the principal business office of the Corporation or at such other place within the County of Hillsborough as may be designated from time to time by resolution of the Board of Directors, or in the notice of said meeting. All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting of the Board.

Section 2. Annual Meeting. The annual meeting of the Board of Directors shall be the regular meeting of the Board held during the first quarter of the fiscal year. The officers of the Corporation shall be elected at this meeting.

Section 3. Regular Meetings. The Board of Directors shall meet on the date established by the Board of Directors by resolution. The Board shall meet at least four (4) times during each fiscal year.

Section 4 Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the Chair of the Board, the Executive Director, the Secretary, or by any two (2) directors of the Corporation. Special meetings of the Board of Directors shall be held upon two (2) calendar days' prior notice. Notice may be given orally, by first-class mail, by facsimile, electronic mail, or other electronic means, or by personal delivery to each director at such director's address as is shown upon the records of the Corporation for purposes of notice. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been give at the time it is personally delivered to the recipient, or is delivered to a common carrier for transmission to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone, to the recipient or to a person at the office of the recipient who the person giving notice has reason to believe will promptly communicate it to the recipient. A notice or waiver of notice shall specify the purpose of any special meeting of the Board of Directors.

Section 5. Action at a Meeting; Quorum and Required Vote. Presence of a majority of Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors. Board members attending by phone or other electronic means may be counted towards the quorum requirement.

Section 6. Rules of Procedure. All meetings of the Board of Directors shall be conducted in accordance with Robert's Rules of Order. Nothing in Robert's Rules of Order shall supersede any right or requirement of the Articles of Incorporation or these Bylaws.

Section 7. Fees and Compensation. The Board of Directors shall serve without compensation for their services as directors; however, the Appointed Board Chair or Appointed Vice-Chair may be reimbursed for travel and related expenses to attend State meetings pre guidance from the Florida Office of Early Learning.

Section 8. 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.

ARTICLE IV

Officers

Section 1. Officers. The officers of the Corporation shall be a Chair of the Board, a Vice Chair, a Secretary, and a Treasurer and other officers as the Board of Directors may elect. All officers of the Corporation must also be directors of the Corporation. The removal or resignation of a director who is an officer of the Corporation shall be deemed a resignation by such person from all offices held.

Section 2. Nomination and Election. The officers of the Corporation, other than the Chair shall be elected annually by the Board of Directors at its annual meeting. Each officer so elected shall hold office for a one-year term or until he or she shall resign, shall be removed or otherwise disqualified to serve. At any regular or special meeting of the Board of Directors, the Board of Directors may fill a vacancy caused by the death, resignation, removal or disqualification of any officer. Officers may be elected to serve additional terms at the discretion of the Board.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors, at any regular or special meeting thereof. Any officer may resign at any time by giving written notice to the Chair of the Board, the Executive Director, or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Board of Directors or prescribed by the Bylaws.

Section 5. Vice Chair. In the absence of the Chair, the Vice Chair will exercise the duties of the Chair and shall perform such other duties as may be from time to time require by the Chair or by the Board of Directors.

Section 6. Executive Director. The Executive Director, subject to the control of the Board of Directors, shall have general supervision, direction and control of the business and affairs of the Corporation and shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation. The Executive Director shall have the necessary authority and responsibility to operate the Corporation and all of its activities and departments, subject only to such policies as may be issued by the Board of Directors or any of its Committees to which it has delegated powers for such action. The Executive Director shall act as a duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person to act.

Section 7. Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal business office or such other place as the Board of Directors may order, a Minute Book of actions taken at all meetings of the Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given and the names of those present at Board meetings. The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given , and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 8. Treasurer. The Treasurer shall keep and maintain, or cause to be maintained, adequate and correct accounts of the properties and business transaction of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The Treasurer shall submit a statement of accounts on a quarterly basis at meetings of the Board of Directors and shall make reports as the Board of Directors may require. The Treasurer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Board of Directors all monies and other valuables in the name and to the credit of the Corporation, and shall have such other powers to perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

ARTICLE V
Committees

Section 1. Committees.

- (a) The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, establish one or more committees. Members of all committees shall be appointed by the Board of Directors. Committees are of two kinds, those having legal authority to act for the Corporation, known as committees of the Board, and those that do not have that authority, known as advisory committees. Committees may be either standing or special. Members of all committees shall serve at the pleasure of the Board.
- (b) The Board of Directors shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, The Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article V applicable to meetings and actions of the Board of Directors. Each committee of the Board shall keep regular minutes of its proceedings and shall report the same to the Board from time to time, as the Board of Directors may require.

Section 2. Committees of the Board. Only directors may be appointed to committees of the Board. Each committee of the Board shall consist of three (3) or more Directors. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Committees of the Board include the Executive Committee and Finance Committee.

Executive Committee: The Executive Committee is made up of the Board Chair, the Board Vice-Chair, the Board Secretary and the Board Treasurer and one (1) other member of the Board. The Executive Committee may act on behalf of the Board between regular Board meetings except they are not permitted to do the following: amend the articles or bylaws; dissolve the corporation; dismiss or elect new Board members or

officers; hire or fire the chief executive; enter into major contracts or sue another entity;

change a board approved budget in excess of their existing authority; or, adopt or eliminate major programs.

Finance Committee: The work of the Finance Committee is conducted by the Executive Committee as part of Executive Committee meetings. The role of the Finance Committee (Executive Committee) is to recommend policies that protect the organization's assets, reviews the annual budget, monitors financial reports prepared by staff, oversees the annual audit(s), governs the management of investments, makes recommendations to the full Board for approval, and works to make sure the organization is in good financial health.

Section 3. Standing Committees: Standing committees shall consist of such committees as the Board may authorize from time to time. Each such committee shall stand discharged when a new committee is appointed for the same task. Standing committee membership may consist of directors only or directors and non-directors. Members of standing committees shall be appointed by the Chair of the Board of Directors. Each such committee shall establish its rules for the conduct of its affairs, shall establish its duties and purposes, and shall perform such other duties as the Board may prescribe from time to time. Each of these committees will include a Committee Chair or co-Chairs. The role of any standing committees is to bring forth recommendations to the full Board Membership for consideration.

Section 4. Advisory Committees. The Board of Directors may appoint one or more advisory committees. Advisory committee membership may consist of directors only, directors and non-directors, or non-directors only. The chair of advisory committees shall be appointed by the Board of Directors of the Corporation.

Section 5. Term of Office. The chair and each member of a standing committee shall serve until the next election of directors and until his or her successor is appointed, or until such committee is terminated, or until he or she is removed, resigns or otherwise ceases to qualify as a member of the committee. The chair and each member of a special committee shall serve for the life of the committee unless they are removed, resign, or cease to qualify as members of such committee.

Section 6. Quorum Meetings. Each committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chairman or by the Board of Directors and in compliance with the Government-in-the Sunshine Law. A majority of the members of a committee shall constitute a quorum.

The act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee. Each committee of the Board shall keep accurate minutes of its meetings, the chair designating a secretary of the committee for this purpose, and shall make periodic reports and recommendation to the Board of Directors.

Section 7. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 8. Conflict of Interest. The Board, through a committee designated for that purpose, shall require not less frequently than once a year a statements from each director setting forth all business and other affiliations which relate in any way to the business of the Corporation.

ARTICLE VI
Indemnification and Insurance

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceedings whether civil, criminal, administrative or investigative, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was acting in such capacity.

Section 2. Approval of Indemnity. On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification.

Section 3. Insurance. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provision of this Article.

ARTICLE VII
General Provisions

Section 1. Voting Shares. The Corporation may vote any and all shares or memberships held by it in any other corporation by such officer, agent or proxy as the Board of Directors may appoint, or, in the absence of any such appointment, by the Chair, the Executive Director, the Secretary or the Treasurer. In such case, such officers or any of them similarly may appoint a proxy to vote said shares.

Section 2. Check, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, and any and all securities owned or held by the Corporation requiring signatures for transfer, shall be signed or endorsed by such person or persons and in such manner as from time to time, shall be determined by the Board of Directors.

Section 3. Inspection of Corporate Records. The Corporation shall keep at its principal business office, the originals or copies of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date, certified by its Secretary; written minutes of the meetings of its Board of Directors, and any committees of the Board; its books and records of account; and all other books, records and documents of the Corporation.

Section 4. Endorsement of Documents; Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instruments in writing, and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chair, the Executive Director, the Secretary, or the Treasurer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instrument may be signed by any other officers, agents or employees and in such manner as shall from time to time be determined by the Board or Directors and, unless so authorized by the Board of Directors no officer, agent or employee shall not have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 5. Conflict of Interest and Related Party Transactions. The Corporation, through its Board of Directors, shall promulgate, from time to time a written conflict of interest and related party transaction policies, according to the current law then in effect, to be adhered to by its offices, directors, employees, and agents, and which includes guidelines for the resolution of existing or apparent conflicts of interest and/or related party transactions.

Section 6. Dissolution. The Corporation may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote. Upon dissolution or termination of the Corporation, all remaining assets, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to organizations operated exclusively for charitable, and/or educational purposes as shall at the time qualify as an exempt organization under 501(c)(3) of the Internal Revenue Code and/or an instrumentality of a local government.

Section 7. Fiscal Year. The fiscal or business year of the Corporation shall be July 1 through June 30.

ARTICLE VIII

Amendments

Section 1. Amendment. New bylaws may be adopted, or these Bylaws may be amended, modified or repealed by the Board of Directors of the Corporation; provided, however, that any amendment shall be consistent with the terms set forth in the Agreement between the Corporation and the Florida Office of Early Learning. All amendments to the Articles of Incorporation and/or Bylaws will be noticed to the Florida Office of Early Learning as an amendment to the Coalition's Plan.

Section 2. Record of Amendments. Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the Corporation.

CERTIFICATION OF SECRETARY

I the undersigned do hereby certify:

1. That I am the duly elected and acting secretary of the Hillsborough County School Readiness Coalition Inc. D/B/A Early Learning Coalition of Hillsborough County Inc, a Florida nonprofit corporation; and

2. That the forgoing revised Bylaws, consisting of twelve (13) pages, exclusive of cover sheet and table of contents, constitute the Bylaws of said corporation as duly adopted the Board of Directors on March 7, 2016.

IN WITNESS WHEREOF, I have executed this Certificate as of this 7th day of March 2016.

Lynne T. Hildreth, Secretary

Record of Amendments:

Amended 09-08-2008	Amended 06-09-2014
Amended 11-19-2012	Amended 03-07-2016