

**GOVERNANCE
COMMITTEE MEETING
AMENDED AGENDA**

Monday, January 22, 2018.
6800 N. Dale Mabry, Suite 134
Tampa, Florida 33614
Call-in: 866-866-2244
Access Code: 5194796

I. CALL TO ORDER

- A. Quorum Verification
- B. Approval of Minutes for May 8, 2017 Regular Meeting (Pg. 2)

II. PUBLIC COMMENT I

Individuals wishing to address the Early Learning Coalition of Hillsborough County 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 a first come, first serve basis, and only at such time as is identified on the official meeting agenda for public comment. All public comment in Public Comment I must pertain to an item on the approved agenda.

III. ACTION ITEMS

- A. Revisions to Bylaws (Pg. 4) S. Robinson
 - i) Article II, Section 2, Designated Director Class

IV. DISCUSSION ITEMS

- A. CEO Search S. Robinson
- B. Board Membership/Application Process (Pg. 23) S. Robinson

V. ADJOURNMENT

UPCOMING MEETINGS

Executive/Finance Committee Meeting- Monday, January 22, 2018 at 3:00 pm

Board of Directors Meeting- Monday, February 12, 2018 at 3:00 pm

UPCOMING EVENTS

2018 Celebrate Literacy, Florida!- Monday, January 22- Friday, January 26, 2018

Day of Play- Sunday, February 25, 2018 at Al Lopez Park from 10:00 am to 2:00 pm.



**GOVERNANCE
COMMITTEE
UNAPPROVED MINUTES**

Monday, May 8, 2017 at 2:00 pm
6800 N. Dale Mabry, Suite 134
Tampa, Florida 33614

MEETING ATTENDANCE

Facilitator: Dr. Shawn Robinson, Co-Chair

Committee Members Present:

Luke Buzard*, Angela Chowning*, Kelley Parris, and Dr. Shawn Robinson

Committee Members Absent:

Aakash Patel

ELCHC Staff:

Dr. Steve Knobl and Kelley Minney

Other Attendees:

*indicates attendance by phone.

CALL TO ORDER

Quorum Verification

Noting a quorum had been established, Dr. Shawn Robinson called the meeting to order at 2:00 pm.

Approval of March 31, 2017 Governance Committee meeting minutes.

Kelley Parris made a motion to approve the March 31, 2017 Governance Committee meeting minutes. Luke Buzard made a second. The motion passed unanimously.

PUBLIC COMMENT

There was no Public Comment.

OLD BUSINESS

There was no Old Business

ACTION ITEMS

CEO Employment Contract

There was a discussion regarding the CEO Employment Contract. Dr. Robinson reported that the term "Executive Director" had been changed to "Chief Executive Officer" throughout the contract to provide a more consistent document, and that the sentence under the duties section of the contract that stated, "Otherwise the Executive Director reports to the appointed Chair of the Board" had been removed as recommended by the Committee at the March 31, 2017 meeting.



Ms. Kelley Parris made the recommendation to change the term of the contract to a multi-year rolling contract and to consider a contract with a two year term. Dr. Knobl stated that he was committed to the ELCHC and requested that his annual pay increase would align with staff and that his health benefits would cover his entire family under a PPO plan. Dr. Robinson stated that a standard 3% annual pay increase would need to be verified before it was written into contract. Ms. Parris added that the ELCHC was a quasi- governmental agency and would recommend that it follow the county regarding annual pay increases.

Kelley Parris made a motion to recommend that the term of contract change to a two (2) year rolling contract that would start July 1, 2017 through June 30, 2019; Angela Chowning made a second. The motion passed unanimously.

2017-2018 Board and Executive/Finance Meeting Calendar

There was a discussion regarding the 2017-2018 Board and Executive/Finance Meeting Calendar.

Luke Buzard made a motion to move the meeting calendar on to the next set of Committees. Kelley Parris made a second. The motion passed unanimously.

Election of Board Officers

Dr. Robinson stated that he had accepted the recommendation for Board Vice-Chair at the April 17, 2017 Board of Directors meeting.

The Committee recommended the following slate of officers to serve on the ELCHC Board of Directors, with the exception of the member at large, but, in addition to, each Committee Chair.

- Aakash Patel- Chair
- Dr. Shawn Robinson- Vice Chair
- Lynne Hildreth- Secretary
- Joe McElroy- Treasurer

- Angela Chowning-Service Delivery & Efficiency Committee Chair
- Dianne Jacob- Communications & Outreach Committee Chair
- Sandra Murman- Legislative Affairs Committee Chair
- Scott Barrish- Provider Review Hearing Committee Chair

DISCUSSION ITEMS

The Committee discussed the addition of an advisory committee.

ADJOURNMENT

Citing no further business, Dr. Shawn Robinson adjourned the meeting at 2:24 pm.

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

ELCHC GOVERNANCE COMMITTEE MEETING – January 22, 2018

ACTION

ITEM III.A.

ISSUE: **Approval of ELCHC Bylaw Revisions**

RECOMMENDED ACTION: To Approve the revisions to the ELCHC Bylaws.

NARRATIVE:

The following revisions to Article II, Section 2 are recommended by Attorney Steve Lee:

- Update language according to F.S. 1002.83 (4) in Section 2 (e) 1-11, Designated Director Class.
- Remove Section 2 (f), Conditional Member Class. The positions are already described under Section 2 (e) 1-11 according to F.S. 1002.83 (4).

See attachments

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

DRAFT/PROPOSED 1.22.18

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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.

- (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 ~~ircuit administrator~~ regional administrator or his or her permanent designee who is authorized to make decisions on behalf of the district.
 - 2) District superintendent of schools or his or her permanent designee who is authorized to make decisions on behalf of the district.

- ~~3) Regional workforce board executive director or designee. A local workforce development board executive director or his or her permanent designee.~~
- 4) County health department director or his or her designee.
- 5) A children's services council or juvenile welfare board chair or executive director, if applicable.
- 6) An agency head of a local licensing agency as defined in s. 402.302, where applicable.
- 7) A president of a Florida College System institution or his or her permanent designee.
- 8) **One** Member appointed by the board of county commissioners or the governing board of a municipality
- 9) A Head Start director
- 10) A representative of private ~~child care providers~~ **for profit child care providers, including private for-profit family day care homes.**
- 9) Representative of faith-based child care providers
- 10) Representative of programs for children with disabilities under the **Federal** Individuals with Disabilities Education Act.
- 11) A central agency administrator, where applicable.

(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 Chief Executive Officer, 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 Chief Executive Officer, 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 per guidance from the Florida Office of Early Learning.

Section 8. 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 Chief Executive Officer, 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. Chief Executive Officer. The Chief Executive Officer 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 Chief

Executive Officer 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 Chief Executive Officer 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, know 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, in addition to, each Committee Chair from the Governance Committee, Communications & Outreach Committee, Legislative Affairs Committee, Provider Review Hearing Committee, and the Service Delivery & Efficiency Committee. 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.

Governance Committee:

The Governance Committee has the responsibility of recommending action items to the full Board that relate to: Board By-Laws, Board policies, Board meeting procedures and protocols, Board member nominations, Board officer nominations, Board leadership structure, the Chief Executive Officer evaluation process, Chief Executive Officer communication with Board and OEL and Coalition staff policies and procedures. Membership shall consist of board members appointed by the Board Chair.

Service Delivery and Efficiency Committee:

The Service Delivery and Efficiency Committee has the responsibility of reviewing, analyzing, and overseeing Coalition programs and recommending action items to the full Board that relate to: Coalition expenditures related to services and quality, program evaluation and improvement, contract compliance, and provider effectiveness. The Service Delivery and Efficiency Committee shall collect data, information and comments from providers in support of its mission to provide supportive and quality services as well as disseminate such information to the full Board as is relevant. Membership shall consist of board members and community members, as deemed necessary, appointed by the Board Chair.

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 it 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 meet 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 Chief Executive Officer, 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 Chief Executive Officer, 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 (12) pages, exclusive of cover sheet and table of contents, constitute the Bylaws of said corporation as duly adopted the Board of Directors on June 12, 2017.

IN WITNESS WHEREOF, I have executed this Certificate as of this 12th day of June 2017.

Lynne T. Hildreth, Secretary

Record of Amendments:

Amended 09-08-2008

Amended 03-07-2016

Amended 8-8-2016

Amended 11-19-2012

Amended 06-09-2014

Amended: 6-12-17

Amended:

Select Year:

The 2017 Florida Statutes

Title XLVIII

K-20 EDUCATION
CODE

Chapter 1002

STUDENT AND PARENTAL RIGHTS AND EDUCATIONAL
CHOICES

[View Entire
Chapter](#)

1002.83 Early learning coalitions.—

(1) Thirty-one or fewer early learning coalitions are established and shall maintain direct enhancement services at the local level and provide access to such services in all 67 counties. Two or more early learning coalitions may join for purposes of planning and implementing a school readiness program and the Voluntary Prekindergarten Education Program.

(2) Each early learning coalition shall be composed of at least 15 members but not more than 30 members.

(3) The Governor shall appoint the chair and two other members of each early learning coalition, who must each meet the same qualifications as private sector business members appointed by the coalition under subsection (5).

(4) Each early learning coalition must include the following member positions; however, in a multicounty coalition, each ex officio member position may be filled by multiple nonvoting members but no more than one voting member shall be seated per member position. If an early learning coalition has more than one member representing the same entity, only one of such members may serve as a voting member:

(a) A Department of Children and Families regional administrator or his or her permanent designee who is authorized to make decisions on behalf of the department.

(b) A district superintendent of schools or his or her permanent designee who is authorized to make decisions on behalf of the district.

(c) A local workforce development board executive director or his or her permanent designee.

(d) A county health department director or his or her designee.

(e) A children's services council or juvenile welfare board chair or executive director, if applicable.

(f) An agency head of a local licensing agency as defined in s. [402.302](#), where applicable.

(g) A president of a Florida College System institution or his or her permanent designee.

(h) One member appointed by a board of county commissioners or the governing board of a municipality.

(i) A Head Start director.

(j) A representative of private for-profit child care providers, including private for-profit family day care homes.

(k) A representative of faith-based child care providers.

(l) A representative of programs for children with disabilities under the federal Individuals with Disabilities Education Act.

(m) A central agency administrator, where applicable.

(5) Including the members appointed by the Governor under subsection (3), more than one-third of the members of each early learning coalition must be private sector business members, either for-profit or nonprofit, who do not have, and none of whose relatives as defined in s. [112.3143](#) has, a substantial financial interest in the design or delivery of the Voluntary Prekindergarten Education Program created under part V of this chapter or the school readiness program. To meet this requirement, an early learning coalition must appoint additional members. The office shall establish criteria for appointing private sector business members. These criteria must include

standards for determining whether a member or relative has a substantial financial interest in the design or delivery of the Voluntary Prekindergarten Education Program or the school readiness program.

(6) A majority of the voting membership of an early learning coalition constitutes a quorum required to conduct the business of the coalition. An early learning coalition may use any method of telecommunications to conduct meetings, including establishing a quorum through telecommunications, provided that the public is given proper notice of a telecommunications meeting and reasonable access to observe and, when appropriate, participate.

(7) A voting member of an early learning coalition may not appoint a designee to act in his or her place, except as otherwise provided in this subsection. A voting member may send a representative to coalition meetings, but that representative does not have voting privileges. When a regional administrator for the Department of Children and Families appoints a designee to an early learning coalition, the designee is the voting member of the coalition, and any individual attending in the designee's place, including the district administrator, does not have voting privileges.

(8) Each member of an early learning coalition is subject to ss. [112.313](#), [112.3135](#), and [112.3143](#). 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.

(9) For purposes of tort liability, each member or employee of an early learning coalition shall be governed by s. [768.28](#).

(10) An early learning coalition serving a multicounty region must include representation from each county.

(11) Each early learning coalition shall establish terms for all appointed members of the coalition. The terms must be staggered and must be a uniform length that does not exceed 4 years per term. Coalition chairs shall be appointed for 4 years in conjunction with their membership on the Early Learning Advisory Council pursuant to s. [20.052](#). Appointed members may serve a maximum of two consecutive terms. When a vacancy occurs in an appointed position, the coalition must advertise the vacancy.

(12) State, federal, and local matching funds provided to the early learning coalitions may not be used directly or indirectly to pay for meals, food, or beverages for coalition members, coalition employees, or subcontractor employees. Preapproved, reasonable, and necessary per diem allowances and travel expenses may be reimbursed. Such reimbursement shall be at the standard travel reimbursement rates established in s. [112.061](#) and must comply with applicable federal and state requirements.

(13) Each early learning coalition shall use a coordinated professional development system that supports the achievement and maintenance of core competencies by school readiness program teachers in helping children attain the performance standards adopted by the office.

(14) Each school district shall, upon request of the coalition, make a list of all individuals currently eligible to act as a substitute teacher within the school district, pursuant to rules adopted by the school district pursuant to s. [1012.35](#), available to an early learning coalition serving students within the school district. Child care facilities as defined in s. [402.302](#) may employ individuals listed as substitute instructors for the purpose of offering the school readiness program, the Voluntary Prekindergarten Education Program, and all other legally operating child care programs.

History.—s. 17, ch. 2013-252; s. 177, ch. 2014-17; s. 46, ch. 2016-216.

ISSUE: Board Membership Application

NARRATIVE:

Attached you will find the most current Board Membership application for your review.

Members with terms ending in 2018:

Jill Hammond- 1st term ends March 10, 2018 (Faith-Based Provider)

Aakash Patel- 1st term ends June 23, 2018 (Appointed by the Governor)

Scott Barrish- 2nd term ends August 11, 2018 (Private Sector)

The current Board size is 24 with 22 of the seats filled.

Open seats- 2 Private Sector



Please type or print clearly

PERSONAL INFORMATION

Last Name First Name Middle

Employer/Affiliation Title

Street Address

City/State/Zip Code

() _____ () _____ () _____
Phone Fax Mobile

Email Address: _____

Are you a parent? Y N If yes, ages of Children _____

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
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

Reasons for applying/additional comments: _____

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.

Applicant Signature Date

SUBMISSION OF APPLICATION FORM & CONTACT FOR ADDITIONAL INFORMATION

Application forms may be completed in full and submitted to:

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

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