



GOVERNANCE COMMITTEE MEETING AGENDA

Thursday, November 8, 2018 at 2:00 pm
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 September 17, 2018 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. OLD BUSINESS

IV. ACTION ITEMS

- A. New Board Candidate Application (Pg. 4)
- B. Revisions to Bylaws (Pg. 7)

V. DISCUSSION ITEMS

VI. ADJOURNMENT

UPCOMING MEETINGS

Relocation Workgroup Meeting/Board Workshop- Monday, November 13, 2018 at 1:30 pm

Board of Director's Meeting- Monday, November 13, 2018 at 3:00 pm

Executive/Finance Committee Meeting- Monday, January 14, 2019 at 3:00 pm

UPCOMING EVENTS



**GOVERNANCE
COMMITTEE MEETING
UNAPPROVED MINUTES**

Wednesday, September 17, 2018 at 2:00 pm.
6800 N. Dale Mabry, Suite 134
Tampa, Florida 33614

MEETING ATTENDANCE

Facilitator: Aakash Patel, Chair

Committee Members Present:

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

Committee Members Absent:

ELCHC Staff:

Bobbi Davis, Gordon Gillette, Kelley Minney, and Jan Resch

Other Attendees:

Mary Gamble, Dr. Lise Fox, Stephe Holmquist Johnson, and April May

CALL TO ORDER

Quorum Verification

Noting a quorum had been established, Chair Patel called the meeting to order at 2:00 pm.

Approval of September 5, 2018 Governance Committee Meeting Minutes

Angela Chowning made a motion to approve the September 5, 2018 Governance Committee meeting minutes. Kelley Parris made a second. The motion carried unanimously.

PUBLIC COMMENT

There was no Public Comment.

OLD BUSINESS

There was no Old Business.

ACTION ITEMS

There were no Action Items.

DISCUSSION ITEMS

Mary Gamble delivered a Power Point presentation about the *Changing Role of the Not-for-Profit Board*.

Chair Patel introduced new Board member candidates, Dr. Lise Fox and Stephe Holmquist Johnson, and, also introduced April May from the Department of Children and Families, replacing Jennifer Kuhn.



The new board member candidates made a comment about their background experience and expressed their enthusiasm to serve on the ELCHC Board of Directors.

EXECUTIVE REPORTS

CEO Report

Mr. Gillette reported that staff was reviewing Bylaws and that recommendations for revisions, which included committee structure would be brought to the next Governance Committee meeting.

Mr. Gillette made a comment that he had met with two board members regarding their attendance.

Mr. Gillette reported that the Request for Proposals (RFP's) for Legal Services would be released in October. Mr. Gillette added that the issuance of a Legal RFP was an action item on the Board agenda.

ADJOURNMENT

Citing no further business, Luke Buzard made a motion to adjourn the meeting at 2:59 pm. Kelley Parris made a second. The motion carried unanimously.



Please type or print clearly

PERSONAL INFORMATION

OLSON ANN (CANDY)
Last Name First Name Middle

RETIRED - HILLSBOROUGH COUNTY PUBLIC SCHOOLS BOARD MEMBER
Employer/Affiliation Title

[REDACTED]
Street Address

TAMPA FL 33606
City/State/Zip Code

[REDACTED]
Phone Mobile Fax

Email Address: CANDY. OLSON @ GMAIL. COM

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

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
<u>UNITED WAY</u>	<u>CA 1979 - PRESENT</u>	<u>BOARD (CURRENT) ALLOCATION COMM (PREV)</u>
<u>MARY LEE'S HOUSE</u>	<u>2008 - PRESENT</u>	<u>BOARD (CURRENT)</u>
<u>COUNCIL OF THE GREAT CITY SCHOOLS</u>	<u>2004 - 2014</u>	<u>BOARD EXEC COMM, CHAIR (PREV)</u>
<u>COMMISSION FOR ACCREDITATION OF EDUCATOR PREPARATION 2012-2018</u>		<u>BOARD (PREV)</u>
<u>SERVE (SCHOOL VOLUNTEERS)</u>	<u>1978 - 1990, 2000-2002</u>	<u>BOARD, PRESIDENT (2 TERMS)</u>

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

What is your educational background?
BA - NEWTON COLLEGE, NEWTON, MASS - 1969
MBA - UNIVERSITY OF SOUTH FLORIDA - 1976

What experience do you have working with young children and families?

AS A MOTHER, I RAISED TWO DAUGHTERS AND NOW HAVE SIX GRANDCHILDREN.
AS A SCHOOL BOARD MEMBER I LEARNED THE IMPORTANCE OF QUALITY
EARLY CHILD CARE FROM OBSERVING CLASSROOMS, AND MAKING
BUDGET AND POLICY DECISIONS.

How would the ELCHC benefit from your involvement on the Board?

HAVING SERVED ON THE SCHOOL BOARD AS WELL AS THE BOARDS OF
MANY NON-PROFITS THAT SERVE CHILDREN, I BRING EXTENSIVE
EXPERIENCE IN GOVERNANCE, WIDE EXPERIENCE WHICH PROVIDES
CONTEXT FOR DECISION MAKING, AND A DEEP COMMITMENT TO
GIVING EVERY CHILD THE BEST POSSIBLE START IN LIFE.

Do you, a relative of yours, or your business affiliation, now or within the prior 2 years, have or had direct or indirect ownership of more than 5% of the total assets or income from the Office of Early Learning (OEL), Department of Children & Families (DCF), Department of Education (DOE), an Early Learning Coalition (ELC), a District School's Pre-K program, or an ELC's fiscal agent, service provider, contractor, or subcontractor? (Florida Rules 6M-9.110 Requirements & Criteria for Early Learning Coalitions).

No Yes If yes, please explain:

On which committees would you be interested in serving?

- Governance Communications & Outreach Legislative Affairs
- Service Delivery & Efficiency Waitlist Elimination

Please list three (3) or more references:

Name	Phone Number	Email	Professional/Personal
MARY G GAMBLE	727.224.8878	maryggamble@aol.com	personal
EARL LENNARD	813.310.1101	earllennard@tampabay.rr.com	both
EMERY IVERY	813.274.0961	emery@newsuncast.org	professional

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

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.

Candy Dean

Applicant Signature

September 24, 2018

Date

Application forms may be completed in full and submitted to:

Kelley Minney, Executive Administrator/Board Clerk
Early Learning Coalition of Hillsborough County
6800 N. Dale Mabry Highway, Suite 158
Tampa, FL 33614
Email: kminney@elchc.org
Website: www.elchc.org
Telephone: (813) 867-0753
Fax: (813) 435-2299

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

DRAFT 9.5.18.2

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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 ~~Corporation~~, **Coalition** Inc. (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~~1~~**2**) 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)~~ **three (3)** classes: Appointed Directors, Designated Directors, and 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,~~ **Appointed Directors and** Elected Directors shall serve four (4) year terms. Elected Directors are eligible for re-election. However, no **Appointed or** 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)~~ **thirteen (13)** and shall include the following:
1. Department of Children and Family Services 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. 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 for profit child care providers, including private for-profit family day care homes.
11. Representative of faith-based child care providers
12. Representative of programs for children with disabilities under the Federal Individuals with Disabilities Education Act.
13. A central agency administrator, where applicable.

(g) Elected Director Class: Elected Directors shall number at least ~~four~~ **eight (8)** and shall not exceed ~~nineteen~~ **fifteen (15)**. All vacancies in this class of Elected Directors, including, without limitation, vacancies caused by expiration of term, resignation or removal, shall be ~~filled~~ elected 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.
- (d) When a vacancy occurs in an appointed position, the coalition must advertise the vacancy.

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) - (g h) of the ~~this~~ 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~~ given 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. ~~A Director may send a representative to a meeting, but that representative does not count towards the quorum requirement and does not have voting privileges.~~ 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, 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, Finance Committee, and Governance 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.~~ and Chairs of the regularly meeting permanent committees and the standing committees 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.

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, and 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.

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's~~ **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~~ **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 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 ~~of~~ Directors and, unless so authorized by the Board of Directors no ~~other~~ 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 February 12, 2018.

IN WITNESS WHEREOF, I have executed this Certificate as of this 12th day of February 2018.

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: 2-12-18		