



# ELCHC Governance Committee Meeting Amended Agenda Packet

Monday, May 19, 2025 at 3:00 pm

6302 E. Martin Luther King, Jr. Blvd., Suite 100 Tampa, FL 33619

<https://us06web.zoom.us/j/83680969531?pwd=4Ei2Ka15sphpKSbwrBWPzZjsQjwdW7.1>

Meeting ID: 836 8096 9531

Passcode: 085382



## ELCHC Governance Committee Meeting Agenda

Monday, May 19, 2025

### I. CALL TO ORDER

S. Robinson

A. Roll call/Quorum Verification

### II. PUBLIC COMMENT

S. Robinson

*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.*

### III. ACTION ITEMS

S. Robinson

A. Approval of January 27, 2025 Governance Committee Meeting Minutes - 3

B. Approval of CEO Evaluation Process & Timeline - 6

C. Application for Board Membership, Cayla Dougherty - 9

### IV. DISCUSSION ITEMS

S. Robinson

A. Bylaw Review - 14

### V. CEO REPORT

Dr. Fred Hicks

A. Legislative Update

B. Children's Summit Update (save the date, September 18, 2025)

C. Day of Play

D. Summer Bridge: VPK Performance Update

### VI. ANNOUNCEMENT

S. Robinson

A. Day of Play-June 7, 2025 from 10:00 am-12:00 pm  
*Location: Victor Crist Community Complex inside the University area  
CDC*

### VII. ADJOURNMENT

S. Robinson



Monday, January 27, 2025, at 3:00 pm  
Hybrid Meeting  
6302 E. Martin Luther King Jr. Blvd., Suite 100  
Tampa, FL 33619

**MEETING ATTENDANCE**

**Facilitator:** Dr. Shawn Robinson, Chair

**Committee Members Present:** Dr. Shawn Robinson, Adam Giery\*, Dr. Larissa Baia, Brian Mays\*

**BOARD MEMBERS PRESENT:**

None.

**COMMITTEE MEMBERS ABSENT:**

Aakash Patel and Alina Shaffer

**ELCHC Staff:**

Dr. Fred Hicks, Nancy Will, Gary Meyer\*, Abigial Perez\*, and Alison Fraga\*,

**Other Attendees:**

Yander Tovar, and Andrew Benton Jr.\*

*\*Indicates attendance via Zoom meeting platform.*

**CALL TO ORDER**

**Quorum Verification**

Noting a quorum had been established, Chair Dr. Shawn Robinson called the meeting to order at 3:02 pm.

**PUBLIC COMMENT**

There was no public comment.

**ACTION ITEMS**

A. Approval of July 29, 2024, Meeting Minutes

*A motion to approve was made by Adam Giery. A second was made by Brian Mays. The motion carried unanimously.*

**DISCUSSION ITEMS**



## **Vice-Chair of Committee**

Dr. Shawn Robinson shared the committee is needing a vice-chair. Committee members Adam Giery and Brian Mays both declined vice-chair of the committee due to other commitments to the Board of Directors. Adam Giery volunteered to step in when needed.

### **A. Development & Outreach Committee Responsibilities**

Dr. Robinson shared with the committee that he and Board Member Kelley Flannery Chair of the Communications & Outreach Committee met to discuss the duties and responsibilities of each committee and how they will work together with the idea of merging the two.

## **CEO REPORT**

Dr. Frederick Hicks reported on the following:

### **A. New Board Member Orientation Completed, Bob Hyde**

Dr. Hicks shared with the committee that Mr. Bob Hyde completed the new board member orientation in December 2024. Dr. Hicks reviewed some of the highlights of the new board member orientation including separation of the board of directors and operations, as well as governance, fundraising and review of the Sunshine laws pertaining to early learning coalitions.

### **B. Annual Report Summary**

Dr. Hicks shared the following from power point slides shared with the committee:

- 892 contract providers which has dropped from nearly 1200 two years ago; serving both School Readiness (SR) and Voluntary Pre-School (VPK)
- Half of the 892 are family childcare home providers
- 18,962 School Readiness children; families have to prove they are in school and/or have job
- 14,730 of all the children served received their developmental screening
- 3172 participated in professional development childcare center owners, directors and managers
- 1000 backpacks were given out at the start of the school year

Dr. Hicks reminded the committee that the entire annual report summary would be on the website soon.

### **C. Board of Directors Retreat**

Dr. Hicks shared with the committee that the Board of Directors retreat would be on Saturday, February 1<sup>st</sup> at Ybor City Campus and thanked Dr. Larissa Baia the President of Hillsborough County Committee College-Ybor City Campus for hosting this year's retreat.

Committee member Adam Giery asked for clarification from the August 2024 Governance committee meeting minutes regarding the ELCHC executive merit increase and the forms used to complete the evaluation.

Dr. Fred Hicks, CEO shared that one form would be completed per the wishes of the committee before the deadline set by the state of Florida. Dr. Hicks also shared that most coalitions complete one evaluation form. Dr. Hicks also shared the request to combine DEL's form with a few additional

questions and said that he would have a draft ready to share by the next Governance Committee meeting and thanked, Board Member Giery for his diligence in ensuring that his evaluation form is completed on time.

Dr. Shawn Robinson suggested that evaluation be sent out in September 2025 and can be brought to the full board for a vote.

Adam Giery suggested that the evaluation with additional five questions go out July/August 2025 in preparation for deadline set by the state.

Adam Giery asked that council review Dr. Hicks's contract for renewal date.

Mr. Andrew Benton stated he would get with Mr. Paul Quin for a review of dates.

#### **ANNOUNCEMENT**

Dr. Shawn Robinson announced the next meeting of the ELCHC Governance Committee was scheduled for March 24, 2025.

#### **ADJOURNMENT**

*Citing no further business, Adam Giery made a motion to adjourn the meeting at 3:30 pm. Brian Mays made a second. The motion carried unanimously.*

Read and approved by: \_\_\_\_\_  
ELCHC Board of Directors Secretary                      Date



## Memorandum

To: Members of the ELCHC Board of Directors

From: Dr. Frederick L. Hicks

RE: Performance Evaluation for Merit Consideration Process

Date: May 19, 2025

+++++

### Brief History

Under Rule 6M-9.120, the Chief Executive Officer (CEO) or Executive Director Evaluation. The Early Learning Coalition Board Chair or other delegated member(s) shall annually complete the Chief Executive Officer/Executive Director Annual Performance Evaluation, Form DEL-SR 120<sup>1</sup> for the ELC's CEO or executive directors. The evaluation must be completed and submitted to DEL by August 30 of each year." Dr. Fred Hicks, CEO of the ELC of Hillsborough County, began employment at the ELCHC on November 14, 2022. The below proposes an annual CEO evaluation process that aligns with other Florida ELC's and ensures timely submission of the mandated CEO DEL annual evaluation form and provides an avenue for CEO merit consideration.

### 2025 CEO Evaluation Process

Last year, the 2024 October Governance Committee was canceled. At the October BOD meeting, the CEO merit increase was voted upon, approved, and there was some discussion but not motioned to approve the annual CEO annual evaluation process. This memo proposes that CEO annual evaluation would occur with members of the ELCHC Executive Committee. ELCHC BOD Executive Committee review of the CEO's merit increase aligns with other large ELCs. After voting and tallying the scores, the Executive Committee will present their averaged score to the full BOD with a recommendation for a merit increase in accordance with the applicable CEO salary cap set by DEL which is aligned with the federal salary cap for [level II executives](#). Below is the proposed calendar that incorporates an annual process to review the CEO's performance and merit consideration.

### March 2025 Governance Committee

1. Vote Regarding the CEO Evaluation process
2. Prepare recommendation for Executive Committee

### April 2025 Executive Committee

1. Vote regarding the recommendation from the Governance Committee Regarding the CEO Evaluation Process
2. Prepare recommendation for the full BOD meeting in June 2025

### June 2025 BOD Meeting

1. Vote regarding the CEO Annual Evaluation process
2. **If approved** Annually on July 1

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<sup>1</sup> The DEL SR-120 form is found here: <https://flrules.org/gateway/readRefFile.asp?refId=14589&filename=Form%20DEL-SR%20120.pdf>



3. ELCHC CFO will electronically release the CEO Annual Evaluation to members of the Executive Committee with a return due date of July 31.

**Annually in August at the Executive Committee**

1. Review the tallied results presented by the ELCHC CFO
2. Vote regarding merit consideration<sup>2</sup> if warranted
3. Prepare merit recommendation to the ELCHC BOD meeting

**Annually at the August BOD Meeting**

1. Vote regarding the merit recommendation of the Executive Committee.
2. ELCHC CFO uploads the Form DEL-SR 120 in compliance with DEL regulations

**If the BOD does not agree with the above**

**Employment Anniversary Alignment with CEO Merit Increase**

The ELCHC Governance committee could vote to align the merit increase with the CEO's anniversary day or the Governance Committee could call a special meeting each year in October to consider the merit increase with the scores from the combined CEO evaluation described above. Note that the DEL mandated evaluation is due annually by August 30<sup>th</sup>.

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<sup>2</sup> Annually the DEL Form DEL-SR 120 and amended section average score will be tallied by our CFO. This value will be presented to the Executive Committee for merit consideration. If a merit increase is warranted, the ELC CFO will ensure that the recommended amount does not exceed the annual cap set by DEL.



**CEO Evaluation (DEL-SR 120 FORM)**

**And**

**Performance Dimension to amend the  
CEO Evaluation Questionnaire (5 Questions)**



## ELCHC Governance Committee Meeting– May 19, 2025

### ACTION

### ITEM III.C.

ISSUE:	Application for ELCHC Board of Directors Membership
RECOMMENDED ACTION:	Approve the recommendation for Board membership, Cayla Dougherty to serve a first 4-year term to the full Board of Directors for election.

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#### NARRATIVE:

##### ELCHC By-Laws Article 5 Section 2

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 (each early learning coalition shall complete an annual evaluation of the early learning coalition's executive director or chief executive office on forms adopted by DEL), and Chief Executive Officer communication with Board and Florida Department of Education Division of Early Learning (DEL). Membership shall consist of board members appointed by the Board Chair.

Cayla Dougherty has expressed great interest in serving on the ELCHC Board of Directors. Ms. Dougherty's application is attached.

(1-attachment)



**PERSONAL INFORMATION**

Dougherty	Cayla	Traviesa
Last Name	First Name	Middle
DOB: mm/dd/yyyy [REDACTED]		
Employer/Affiliation Speech-Language Pathologist		Title CCC-SLP
4703 West Clear Avenue		
Street Address		
Tampa FL 33629		
City/State/Zip Code		
(727) 420 - 3716	same	NA
Phone	Mobile	Fax
Email Address: [REDACTED]		
Are you a parent?	<input checked="" type="checkbox"/> Y <input type="checkbox"/> N	If yes, ages of Children 7,7,3
Is your employer	<input type="checkbox"/> a private, for-profit enterprise, <input type="checkbox"/> a community based non-profit organization	
	<input checked="" type="checkbox"/> Other (please specify): Self Employed	

**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
Christ the King Catholic Church	2018 - present	Parishioner
PCMDS Parent Teacher Association	2022 - present	Volunteer/Member
Tampa Yacht and Country Club	2023- present	Member
American Speech Language Hearing Association	2015 - present	Member

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

What is your educational background?

I hold a bachelors degree in Marketing from the University of Florida (2008) as well as a Masters of Science in Communication Sciences and Disorders from Georgia State University (2015). I have a Certification of Clinical Competence from the American Speech Language Hearing Association.

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

I have been a pediatric Speech Language Pathologist for the last ten years. I have extensive experience working with babies, toddlers and children helping to evaluate and treat a variety of speech, language and feeding disorders.

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

As a pediatric SLP, I understand the importance of early learning and its impact on language development, social skill development and most importantly - a child's confidence. I have a passion for educating parents about language milestones and helping them find the best ways to support their child's language and literacy through daily routines. I care deeply about our community's children and can offer my clinical perspective to support this Board in advocating for greater opportunities for early learning in Tampa Bay.

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 ☐ Finance ☐ Legislative Affairs  
☒ Service Delivery & Efficiency ☒ Provider Review Hearing

Please list three (3) references:

Name	Phone Number	Email	Professional/Personal
Amanda Jae	[REDACTED]	[REDACTED]	Personal Palma Ceia Methodist Day School
Therese Montanari	[REDACTED]	[REDACTED]	Professional - All Childrens Hospital
Katie Remer	[REDACTED]	[REDACTED]	Professional - Communication Connects

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

Gender Identity:	<input type="checkbox"/> Male	Race/Ethnicity:	<input type="checkbox"/> Native American, American Indian, or Alaska Native
	<input checked="" type="checkbox"/> Female		<input type="checkbox"/> Asian or Asian American
	<input type="checkbox"/>		<input type="checkbox"/> Black or African American
	Transgender		
	<input type="checkbox"/> Non- binary		<input type="checkbox"/> Native Hawaiian or Other Pacific Islander
	<input type="checkbox"/> Does not disclose		<input checked="" type="checkbox"/> White or Caucasian
			<input type="checkbox"/> Hispanic, Latino or Spanish
			<input type="checkbox"/> Other
			<input type="checkbox"/> Unknown
Age Range:	<input type="checkbox"/> 18-24	<input type="checkbox"/> 25-35	
	<input checked="" type="checkbox"/> 35-44	<input type="checkbox"/> 45-54	
	<input type="checkbox"/> 55-64	<input type="checkbox"/> 65 or Above	
	<input type="checkbox"/> Does not disclose		
Are you a person living with a disability?	<input type="checkbox"/> Yes	<input type="checkbox"/> Does not disclose	
	<input checked="" type="checkbox"/> No		
Have you ever served or now serve in active duty in any of the U.S. Armed Forces?	<input type="checkbox"/> Yes	<input type="checkbox"/> Does not disclose	
	<input checked="" type="checkbox"/> No		

## 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.

*Cayla Dougherty*

May 16, 2025

Applicant Signature

Date

Application forms may be completed in full and submitted to:

Kelley Minney, Manager, Donor Relations  
Early Learning Coalition of Hillsborough County  
6302 E. Dr. Martin Luther King Jr. Blvd., Ste 100  
Tampa, FL 33619  
Email: [kminney@elchc.org](mailto:kminney@elchc.org)  
Website: [www.elchc.org](http://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.**

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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, 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(12) Florida Statutes.

Section 5.       **Government-in-the-Sunshine Law.** The Corporation is committed to ensuring that the deliberations 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 at least fifteen (15) but not more than thirty (30) and shall be divided into three (3) classes: Appointed Directors, Designated Directors, and Elected Directors.
- (b) Selection and Terms of Office:
- Appointed Directors shall serve a maximum of two consecutive terms as long as they hold the office so designated.
  - Designated Directors shall serve as directors as long as they hold the offices so designated.
  - Elected Directors shall serve four (4) year terms. Elected Directors are eligible for re-election. However, no elected Director may serve more than two consecutive four-year terms.
- (c) 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) The Chair shall be appointed by the Governor
  - 2) Two (2) private sector business members shall be appointed by the Governor.
- In the absence of a governor-appointed Chair, the Commissioner of Education may appoint an interim Chair from the current early learning coalition board membership. (F.S. 1002.83). In the absence of an appointed interim, the Vice-Chair shall serve as interim Chair.
- (d) Designated Director Class: Designated Directors shall number thirteen (13) and shall include the following:

- 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. 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. 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. A department of Children & Families child care regulation representative or 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 the 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. Representative of faith-based child care providers.
  - l. Representative of programs for children with disabilities under the Federal Individuals with Disabilities Education Act.
- (e) Elected Director Class: Elected Directors shall not exceed fourteen (14). All vacancies in this class of Elected Directors, including, without limitation, vacancies caused by expiration of term, resignation or removal, shall be elected by a majority of the Board then in office. The Elected Directors shall, at all times, be representatives of private sector business, either for-profit or nonprofit, who do not have, nor whose relatives as defined in s. 112.3143 F.S. have, a substantial financial interest in the design or delivery of Voluntary Prekindergarten Education programs, School Readiness programs, or out-of-school-time programs.

### 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 Director 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) – (e) of 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 fourth 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 at least 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 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 Director's 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 Department of Education Division of Early Learning.

Section 8. Each Board member is subject to Florida Statutes ss. [112.313](#), [112.3135](#), and [112.3143](#). For purposes of s. [112.3143](#)(3)(a) F.S., each voting board member is a local public officer who must abstain from voting when a voting conflict exists.

#### ARTICLE IV

##### Officers

Section 1. Officers. The officers of the 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 meetings 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 required 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 the Board 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, an electronic copy of minutes that include 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 Standing Committees of the Board, and Special Committees, that do not have legal authority. 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. Standing Committees of the Board. Only Directors may be appointed to Standing committees of the Board. Each Standing 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. Standing Committees of the Board include the Executive Committee, Finance Committee, Governance Committee, and Service Delivery & Efficiency Committee.

Executive Committee: The Executive Committee is made up of the Officers of the Board and Chairs of 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 role of the Finance Committee is to recommend policies that protect the organization's assets, review the annual budget, monitor financial reports prepared by staff, oversee the annual audit(s), govern the management of investments, make recommendations to the full Board for approval, and work to make sure the organization is in good financial health. Membership shall consist of board members appointed by the Board Chair with at least one (1) member being a financial expert (CPA or related certification, current/former CEO or CFO).

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-~~each~~ early learning coalition shall complete an annual evaluation of the early learning coalition's executive director or chief executive office on forms adopted by DEL~~),~~ and Chief Executive Officer communication with Board and Florida Department of Education Division of Early Learning (DEL). Membership shall consist of board members appointed by the Board Chair.



Service Delivery & Efficiency Committee: Membership shall consist of Board members appointed by the Board Chair. The 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 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.

Section 3. Special Committees. The Board of Directors may form one or more committees, in addition to the Standing Committees of the Board, from time to time, to assist in the gathering of information, performance of tasks, or other duties related to the general performance and attainment of the purposes of the Corporation. 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-chair. The role of any special committee is to bring forth recommendations to the full Board for consideration.

Section 4. 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 5. 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. Members attending by phone or other electronic means may be counted towards the quorum requirement. 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 6. 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 7. Conflict of Interest. The Board, through a committee designated for that purpose, shall require not less frequently than once a year 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 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 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 Department of Education Division of Early Learning. All amendments to the Articles of Incorporation and/or Bylaws will be noticed to the Florida Department of Education Division 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 sixteen (16) pages, exclusive of cover sheet and table of contents, constitute the Bylaws of said corporation as duly adopted the Board of Directors on October 18, 2021.

IN WITNESS WHEREOF, I have executed this Certificate as of this 18<sup>th</sup> day of October 2021.

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Dr. Stephie Holmquist Johnson, 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

Amended 11-13-2018

Amended 6-17-2019

Amended 10-18-2021