

**AMENDED AND RESTATED BYLAWS
OF
EARLY LEARNING COALITION OF MANATEE COUNTY, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

Amended March 2026

TABLE OF CONTENTS

ARTICLE I. NAME AND LOCATION OF ORGANIZATION 3

 Section 1.1 Name and Location of Coalition..... 3

 Section 1.2 Authority..... 3

 Section 1.3 Other Offices..... 3

ARTICLE II. PURPOSE, INTENT, AND RESPONSIBILITIES..... 3

 Section 2.1 Purpose of the Coalition..... 3

 Section 2.2 Intent of the Coalition 4

 Section 2.3 Responsibilities of the Coalition..... 4

ARTICLE III. MEMBERSHIP..... 4

 Section 3.1 Number of Members 4

 Section 3.2 Required and Conditional Members 4

 Section 3.3 Private Sector Members..... 5

 Section 3.4 Conditions of Membership 6

ARTICLE IV. CONDUCT OF BOARD MEETINGS..... 8

 Section 4.1 Voting Rights..... 8

 Section 4.2 Meetings..... 8

 Section 4.3 Parliamentary Authority..... 9

ARTICLE V. OFFICERS..... 10

 Section 5.1 Election and Terms of Office..... 10

 Section 5.2 Duties of the Officers of the Coalition Board..... 10

ARTICLE VI. COMMITTEES..... 11

 Section 6.1 General Guidelines for All Committees 11

 Section 6.2 Executive Committee..... 11

 Section 6.3 Governance Committee 12

 Section 6.4 Finance Committee 12

 Section 6.5 Strategic Planning Committee 12

 Section 6.6 Appeals Board..... 13

 Section 6.7 Ad Hoc Committees..... 13

ARTICLE VII. COALITION STAFF..... 13

 Section 7.1 Chief Executive Officer 13

 Section 7.2 Attorney 14

 Section 7.3 Employees in General..... 14

TABLE OF CONTENTS (Continued)

ARTICLE VIII. BOOKS AND RECORDS 14

 Section 8.1 Record Keeping 14

ARTICLE IX. FINANCIAL MANAGEMENT 14

 Section 9.1 Fiscal Year 14

 Section 9.2 Annual Audit Required 14

 Section 9.3 Contracts 14

 Section 9.4 Disbursements 15

 Section 9.5 Deposits 15

ARTICLE X. BYLAWS 15

 Section 10.1 Effective Date 15

 Section 10.2 Interpretation 15

 Section 10.3 Amendments 15

ARTICLE XI. INDEMNIFICATION OF MEMBERS 16

 Section 11.1 Indemnification of Members 16

**AMENDED AND RESTATED BYLAWS
OF
EARLY LEARNING COALITION OF MANATEE COUNTY, INC**

(A FLORIDA NOT-FOR-PROFIT CORPORATION)

**ARTICLE I
NAME AND LOCATION OF ORGANIZATION**

1.1 NAME AND LOCATION OF THE COALITION

The registered office of Early Learning Coalition of Manatee County, Inc., a Florida not-for-profit corporation (the "Coalition" or "Corporation"), shall be 600 8th Avenue West, Suite 100, Palmetto, Florida 34221.

1.2 AUTHORITY

The Coalition is to implement the provisions set forth in the School Readiness Program Florida Statute Chapter 1002, Part VI, as amended from time to time, and the Voluntary Pre-kindergarten Education Program, Florida Statute Chapter 1002, Part V, as amended from time to time. Except as provided by law, the Coalition may not impose requirements on a child care or early childhood education provider that does not deliver services under the school readiness programs or receive state, federal, required maintenance of effort, or matching funds under Florida Statute Chapter 1002, Part VI.

1.3 OTHER OFFICES

The Coalition may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine or as the business of the Corporation may require.

**ARTICLE II
PURPOSE, INTENT, AND RESPONSIBILITIES**

2.1 PURPOSE OF THE COALITION

The Coalition Board is authorized to implement the provisions of the State of Florida's early learning and care legislation in Manatee County. The Coalition Board's purpose is to lead, coordinate, and advocate for all aspects of early care and education services, including, without implied limitation, school readiness and voluntary pre-kindergarten programs. The Coalition recognizes the primacy of parents as their child's first teachers and the importance of children entering the education system ready to learn. It seeks to assist parents by providing opportunities for children, birth through school age, to enhance their chances for educational success by participating in quality school readiness programs.

2.2 INTENT OF THE COALITION

The Coalition recognizes that early learning programs increase children's chances of achieving future educational success and becoming productive members of society. To that end, the intent of the Coalition Board includes the following:

a. It is the intent of the Coalition that early learning programs be developmentally appropriate, research-based, involve parents as their child's first teacher, serve as preventative measures for children at risk of future school failure, enhance the educational readiness of eligible children, and support family education. Each School Readiness Program shall provide the elements necessary to prepare at-risk children for school, including health screening and referral and an appropriate educational program.

b. School readiness programs shall be operated on a full-day, year-round basis to the maximum extent possible to enable parents to work and become financially self-sufficient, and private and public pre-kindergarten programs will be offered according to Part V of Chapter 1002, Florida Statutes, and any other laws or regulations relating to voluntary pre-kindergarten programs.

c. School readiness programs shall not exist as isolated programs but shall build upon existing services and work in cooperation with other programs for young children and funding integrated to achieve full effectiveness.

2.3 RESPONSIBILITIES OF THE COALITION

The Coalition has the responsibility to establish the vision and mission for the organization. The Coalition will develop a plan for implementing and overseeing the school readiness and voluntary pre-kindergarten programs to meet the requirements, performance standards, and outcome measures established by the Florida Division of Early Learning, the state Department of Education, and/or any other agency of the state with authority and jurisdiction to regulate said school readiness and voluntary pre-kindergarten programs. The plan must also demonstrate how the program will ensure that each child receives scheduled activities and instruction designed to enhance the age-appropriate progress of children in attaining the performance standards adopted by the Florida Division of Early Learning. Prior to implementation of the program, the Early Learning Coalition must submit the plan to the Florida Division of Early Learning for approval.

ARTICLE III MEMBERSHIP

3.1 NUMBER OF MEMBERS

In accordance with Section 1002.83(2), Florida Statutes, the Coalition Board shall have at least fifteen (15) but not more than thirty (30) members.

3.2 REQUIRED AND CONDITIONAL MEMBERS

The Governor shall appoint the chair and two other members of each early learning coalition, who must each meet the qualifications of a private sector business member. 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. The remaining 12 required board members must include the legislatively designated members within Statute 1002.83(4).

3.3 PRIVATE SECTOR APPOINTEES

The Coalition shall appoint private-sector business members who meet criteria as established by the Florida Statutes, Florida's Department of Education, Division of Early Learning, these Bylaws, and the Coalition. Vacant member positions are not included in the total board membership calculation. The number of seated private sector members and all voting and non-voting ex officio members shall not exceed thirty (30) total members. Neither the members nor any of their relatives, as defined in Section 112.3143, F.S., may have a substantial financial interest in the design or delivery of the VPK or SR programs. Vacant member positions are not included in the total board membership calculation. The Coalition may appoint additional members who meet the criteria for appointment as a private sector business member. A private sector business member is defined as an individual who does not work for a business entity that the government owns or operates. The term also includes an individual who has dual employment in both a business entity and the public sector and an individual who is retired or no longer works for a business entity, provided that individual is not currently employed in the public sector. Business entity means any form of corporation, partnership, association, cooperative, joint venture, business trust, or sole proprietorship whether operated for profit or not. If a prospective member meets the private sector board member definition and does not have a prohibited substantial financial interest, the coalition may make the appointment. A private-sector business Member must meet the following requirements:

- 3.3.1 Must not have “Substantial financial interest” which is defined as a coalition member, a coalition member’s relative, or a coalition board member’s business entity has a substantial financial interest in the Voluntary Prekindergarten Education Program (VPK) or an early learning coalition’s School Readiness Program (SR), if:
- (i) The coalition member, the coalition board member’s relative, or the coalition member’s business entity has direct or indirect ownership of more than five (5) percent of the total assets or capital stock, cumulatively, of one or more of the proscribed sources of income listed below; or
 - (ii) During the prior two (2) years, more than five (5) percent of the gross income of the coalition member, coalition member’s relative, or coalition member’s business entity was derived, cumulatively, from one or more of the proscribed sources listed below.
- 3.3.2 “Proscribed sources of income” refers to sources of income derived from interests in the design or delivery of the VPK program or the SR program, including the following sources:
- (i) The Department of Education and its divisions including the Division of Early Learning, the Department of Children and Families, or a contractor or subcontractor of any of these agencies;
 - (ii) An early learning coalition, or a coalition’s or former coalition’s fiscal agent, service provider, contractor, or subcontractor;
 - (iii) A school district’s or public school’s preschool program for children from birth until eligibility for admission to kindergarten in a public school under Section 1003.21(1)(a)2., F.S., if the coalition board member’s or coalition board member’s relative’s income was derived from employment in an elected or appointed position in the school district or public school which is responsible for:

- (iv) Financial decisions affecting the preschool program, including development of the program's budget or disbursement of funds for the program;
- (v) Recommendation or adoption of rules, regulations, or policies relating to the operation of any aspect of the preschool program;
- (vi) VPK or SR program instruction, curriculum development, or service delivery;
or
- (vii) Management of the preschool program's operations or personnel, or for personnel carrying out the responsibilities below;
 - a. A public or private provider delivering the VPK Program;
 - b. A public or private provider delivering an early learning coalition's SR program;
 - c. A national child care accrediting organization providing accreditation to Florida-based child care providers, public schools, or private schools;
 - d. A Department of Education approved Gold Seal child care accrediting organization;
 - e. An accrediting association that is a member of any of the organizations listed above.
 - f. A vendor of educational materials or supplies, books, curricula, or equipment;
and,
 - g. An organization designed to represent any of the individuals, organizations, or business entities listed above.

The Coalition shall observe criteria and standards for the appointment of members as may be established and amended from time to time by the Division of Early Learning. Pursuant to Chapter 1002.83 of the Florida Statutes, the Coalition shall submit its membership to the Division of Early Learning for final approval through the plan-approval process.

3.4 CONDITIONS OF MEMBERSHIP

- a. Serving on the Coalition Board will require a commitment of time, including attending regular Coalition Board meetings, serving on standing committees, and becoming educated about many aspects of early childhood development and school readiness.
- b. Members of the Coalition Board shall receive no compensation for their services. Expenses incurred to allow participation in the Coalition Board may be reimbursed upon specific approval of the Coalition or upon approval by the Chief Executive Officer in applying criteria established separately by the Coalition Board.
- c. Members of the Coalition Board must adhere to the provisions of Chapter 112, Florida Statutes, including, without implied limitation, Sections 112.313, 112.3135, and 112.3143, Florida Statutes, and shall conduct themselves in an ethical and professional manner.
- d. Coalition Board members are expected to attend all regular board meetings. Locally appointed private sector members who have two (2) consecutive unexcused absences, or four (4) unexcused absences of any kind annually, will be considered as voluntarily resigned from the Coalition Board, and his/her position deemed vacant. Special circumstances will be reviewed and considered by the Coalition Board on an individual basis. An absence shall be considered excused

when the member contacts the Chief Executive Officer prior to the scheduled meeting. In case of an emergency, the Chair will have the discretion to excuse the absence.

e. A designee of a mandated member is expected to attend all regular board meetings. A designee who has two (2) consecutive unexcused absences or four (4) unexcused absences of any kind annually will receive a notification from the Chair, and a copy of the notification will be sent to the mandated member with a request that he/she replace the designee. Special circumstances will be reviewed and considered by the Coalition Board on an individual basis. An absence shall be considered excused when the member contacts the Chief Executive Officer prior to the scheduled meeting. In case of an emergency, the Chair will have the discretion to excuse the absence.

f. If absent, a member may send a substitute to a meeting, but in accordance with state law, that substitute shall have no voting privileges. As allowed by state law, certain required members may appoint a designee to serve on the Coalition Board in his/her place, and in those situations, the designee is the voting member of the Coalition Board. Any individual attending in his or her place, including the required member, does not have voting privileges. Any required member may remove and appoint designees at will by providing written notice of such designation or changes in such designation to the Board or the Chief Executive Officer.

g. Non-mandated members may be removed when, in the judgment of the remaining Board members, the best interests of the Coalition would be served. Such action may be taken only after a majority of a quorum of the Board members present at a meeting vote to approve a motion requiring that the removal of the specific Board member in question be included on the agenda of the next scheduled meeting. Final removal may only occur at that next meeting and only upon the approval of a motion for removal of a said Board member by a two-thirds (2/3) vote of a quorum of the members.

h. A member who serves at will (i.e., a member who does not serve in an official capacity established by statute or regulation) may resign at any time by submitting a written letter of resignation to the Chief Executive Officer. The resignation will be deemed effective upon receipt by the Chief Executive Officer and does not require acceptance by the Coalition Board. A Governor-appointed member may resign by submitting a written letter of resignation to the Chief Executive Officer and the Governor's office.

i. Where a member serves in an official capacity pursuant to criteria established by statute or regulation, and where that member no longer meets those criteria, the member's term shall be automatically terminated, and the member shall provide notice of such change in position to the Chief Executive Officer.

j. The Chief Executive Officer will notify members if their membership is not in good standing. The Chief Executive Officer shall report any changes in the status of any members, including without implied limitation resignations, removals, or changes to designees, to the Board at its next regular meeting.

k. All vacant seats shall remain so until filled in accordance with the requirements of state law.

ARTICLE IV CONDUCT OF BOARD MEETINGS

4.1 VOTING RIGHTS

a. Except for Ex-Officio Members, each member shall have one vote for the conduct of Coalition business. Members must be physically present or attend by any method of telecommunications to vote and participate in meetings of the Board of Directors. Members may participate in a meeting by means of telephone conference, video conference, or similar communications equipment as set forth in Section 4.2(h) of these Bylaws. A voting Member may send a representative to any meeting of the Coalition, but such representative cannot vote, nor shall the presence of such representative be considered for purposes of establishing a quorum. When a regional administrator for the Department of Children and Family Services appoints a designee to the ELC, the designee is the voting member of the ELC, and any individual attending in the designee's place, including the regional administrator, does not have voting privileges.

b. Each voting member, for the purposes of section 112.3143(3)(a), F.S., is considered a local public officer and must disclose, in accordance with the provisions of section 112.3143(3)(a), F.S., the nature, and extent of any conflict of interest and abstain from voting or participating when a conflict of interest exists. Furthermore, no voting member shall participate in the selection, award, and administration of a contract if a real or apparent conflict of interest would be involved (45 C.F.R. s. 74.42).

4.2 MEETINGS

a. All meetings of the Board of Directors and all standing, special, or other committee meetings shall be publicly noticed and conducted in accordance with Florida Statutes § 286.011 (the "Sunshine Act").

b. A majority of the voting Members physically present or present through any method of telecommunications as set forth in Section 4.2(h) below shall constitute a quorum for the transaction of business at any meeting of the Board of Directors of the Coalition.

c. The Executive Committee shall set the agenda for all Board meetings. If the Executive Committee fails to do so for any Board meeting, the Chief Executive Officer shall put together an agenda after seeking input from all Board members.

d. The Board of Directors will meet at least four (4) times per fiscal year. The Coalition's fiscal year shall be July 1 through June 30 (the "Fiscal Year"). In the event of a Declaration of Emergency by the Governor or the Mayor of Manatee County, or any municipalities in Manatee County, any and all meetings of the Executive Committee shall be deemed a meeting of the Board of Directors.

e. There shall be an annual meeting during each calendar year.

f. A majority of the voting Members physically present or present through any method of telecommunications as set forth in Section 4.2(h) of the Coalition Board shall constitute a quorum required to conduct the business of the Coalition. If a quorum is not present at said meeting, a majority of the members present shall adjourn the meeting without further notice.

g. From time to time, it may be necessary for the Chair to call a Special or Emergency Meeting between regularly scheduled meetings of the Coalition Board. The Chair may call special meetings of the Board of Directors for any purpose(s) with adequate notice in accordance with the Sunshine Act.

h. The Coalition Board 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, Section 1002.83(6), Florida Statutes.

Physical attendance at meetings of the Board of Directors is an expectation of membership. Notwithstanding the foregoing, if circumstances arise that prevent a Member from physically attending a meeting, such member shall promptly notify the Board Liaison prior to the start of said meeting so that the Coalition can arrange for attendance by telecommunications methods.

The conduct of any meeting by telecommunications method(s) must allow the absent member to participate in discussions, to be heard by the other Members and the public, and to hear discussions taking place during the meeting.

i. Members must attend four (4) meetings in a fiscal year. When a Member has been absent from three (3) meetings of the Board of Directors within any given fiscal year, it shall be considered a resignation from the Coalition by that member, unless the Chair excuses an absence for good cause, such as death or serious illness on the part of the member or the member's family, or other circumstances beyond the control of the member. All other excusal requests may be granted by the Executive Committee in extraordinary and rare circumstances. Such requests must be submitted in writing to the Board Liaison, with a copy to the Chief Executive Officer, setting forth the reasons justifying the member's absence prior to the meeting the member cannot attend. Granting or denying the request shall be at the Executive Committee's discretion. The Executive Committee may excuse a maximum of two (2) absences. The Chair shall send a letter to all Members absent from two meetings within a given fiscal year notifying them that their status as Members is in jeopardy, encouraging their attendance, and reminding them of the meeting attendance policy. When a Member sends a representative to a meeting of the Board of Directors of the Coalition, the presence of such representative shall not be counted for purposes of attendance unless that representative is appointed as a designee as described in Section 4.1.

j. Minutes of all Coalition Board meetings shall be maintained by the Chief Executive Officer. These minutes shall be provided to the members prior to the next scheduled meeting.

4.3 PARLIAMENTARY AUTHORITY

a. Robert's Rules of Order, as amended, shall be the parliamentary authority for all matters or procedures not specifically covered in the Bylaws.

b. Coalition Board and committee meetings will be open and accessible to the public and held in accordance with the Government-in-the-Sunshine laws and other applicable statutes. Coalition Board meeting notices will be made available to all interested parties.

c. All Coalition Board meetings will be conducted in accordance with a printed agenda with a designated time for public input. Before the start of each meeting, all members of the public wishing to speak to the Board shall identify themselves in writing and note the particular agenda item on which they wish to be heard. The Board Chair will then designate the times at

which public input will be heard, provided such public input is heard prior to any final action taken on that agenda item. The Chair may limit the amount of time given to members of the public in order to facilitate the conduct of Board business.

ARTICLE V OFFICERS

5.1 ELECTION AND TERM OF OFFICE

Each voting member shall be eligible for appointment to any of the Coalition's appointed offices. Non-voting Members shall be eligible for appointment to the Coalition's appointed offices, except as specifically prohibited in these Bylaws, by the Division of Early Learning, or by Florida law.

a. The Coalition Chair shall be appointed by the Governor. The Chair shall appoint a Vice Chair, Secretary, and Treasurer (each, an "Officer" and, collectively, the "Officers"). Other offices may be created, and Officers appointed by the Chair as deemed necessary by the Coalition. All of the Chair's appointments must be ratified by a majority vote of the Board.

b. The Chief Executive Officer is an employee of the Coalition and not a Member. The Chief Executive Officer shall be appointed by a majority vote of the Board.

c. The Governance Committee shall convene for the purpose of certifying the eligibility of candidates for office and to prepare an official slate of nominees. Any person so nominated shall give prior consent to nomination and election as an officer. Nominations may be made from the floor. Election shall be by majority vote of attending members.

d. All members, including chair appointed officers, must have staggered terms 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 Coalition Board 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.

e. If the office of Vice-Chair or Secretary/Treasurer is vacated prior to the completion of the term, a Board member may be nominated and elected to fill the vacancy for the remainder of the term by a majority vote of the Board members at any regular meeting.

5.2 DUTIES OF THE OFFICERS OF THE COALITION BOARD

a. Chair. The Chair, who shall be a member of the private sector appointed by the Governor, shall preside at all Coalition Board and Executive Committee meetings and be an Ex-Officio Member of all other committees. The Chair shall represent the Coalition Board in all official business with the Division of Early Learning, serve on the Florida Early Learning Advisory Council, and perform other duties as assigned by the Coalition Board. The Chair has the responsibility to lead the Coalition Board effectively and efficiently in accomplishing its vision and mission and meeting the requirements of Florida early learning legislation.

b. Vice-Chair. The Vice-Chair shall preside at all Board and Executive Committee meetings in the absence of the Chair and have such other responsibilities as may be designated by

the Chair. The Vice-Chair has the responsibility to support the Chair in leading the Coalition Board to effectively and efficiently accomplish its vision and mission and to meet the requirements of early learning legislation.

c. Secretary/Treasurer. The Secretary/Treasurer shall oversee the Chief Financial Officer in the keeping of signed minutes and attendance records of Coalition Board and committee meetings. The Secretary/Treasurer shall act for the Chair in the event that both Chair and Vice-Chair are absent. The Secretary/Treasurer has the responsibility to ensure that all key issues and decisions are documented in a form that facilitates communication and follow-through in a manner agreed upon by the Board. The Secretary/Treasurer shall be responsible to review the financial records of the Coalition, including all funds received and disbursed. The Secretary/Treasurer will serve as the Chair of the Finance Committee and perform other assigned financial duties as necessary. The Secretary/Treasurer has the responsibility to exercise due diligence in ensuring Coalition financial accountability and prudence.

ARTICLE VI COMMITTEES

6.1 GENERAL GUIDELINES FOR ALL COMMITTEES

a. The Chief Executive Officer shall notice all committee meetings pursuant to Section 286.011, Florida Statutes.

b. The Coalition Board may establish Standing Committees and Ad Hoc Committees to assist in fulfilling its functions. The powers and authority of any such committees will be determined by the full Coalition Board and in accordance with these Bylaws.

c. With the exception of the Finance Committee, which is chaired by the Secretary/Treasurer, the Board Chair shall appoint each committee chair.

d. Each committee chair is responsible for recruiting and maintaining membership for that assigned committee. Except as otherwise provided herein, each committee shall consist of the committee chair, and at least two (2) additional Board members, and each committee may have community representatives appointed by the Chair, all of whom shall be non-voting members.

e. Each committee chair will coordinate the dates, times, and locations of all meetings with the Chief Executive Officer.

f. A minimum of two members of any committee shall constitute a quorum required to conduct business for that committee and bring forward their recommendations to the full Board. If a quorum is not present at said meeting, the members present shall adjourn the meeting without further notice.

g. Minutes of all committee meetings shall be submitted prior to the next scheduled committee meeting and shall include attendance, issues discussed, and any recommendations to the Executive Committee or Coalition Board. The Executive Committee will present the recommendations to the Coalition Board and may act on such recommendations in accordance with the below Paragraph 6.2.c.

6.2 EXECUTIVE COMMITTEE

a. The Executive Committee will be comprised of the Coalition Board Officers and the chairs of the Finance, Governance, and Strategic Planning Committees.

b. The Executive Committee shall monitor and report to the Board on the progress toward the accomplishment of the vision and mission of the organization. This committee will be responsible for the oversight of administrative functions of the Coalition Board, setting agendas, and planning and coordinating on issues as directed by the Coalition Board between meetings. Except as otherwise expressly provided herein, the Executive Committee shall not have authority to take any final action on behalf of the Coalition or in the absence of the Board.

c. The Coalition Board may empower the Executive Committee to exercise all or certain powers and authority to act in its behalf. In the event the Board is unable to take official action due to a lack of quorum or an insufficient number of Members, the Executive Committee may act to continue the operations of the Coalition and to address any time-sensitive matters until the Board is able to obtain a quorum or resolve the membership issues.

6.3 GOVERNANCE COMMITTEE

a. The Governance Committee shall consist of at least three (3) Board members, including the Chair appointed by the Board Chair.

b. The Governance Committee shall recruit new members and oversee their orientation, nominate, and present a slate of officer candidates at least thirty (30) days prior to the June Board meeting, and monitor and report to the Board on adherence to these Bylaws and the Board's required membership composition. This committee may also review and make recommendations to the Board on standard operating policies and procedures as well as program policies and procedures.

6.4 FINANCE COMMITTEE

a. The Finance Committee will consist of at least three (3) Board members, including the Secretary/Treasurer, who serves as Chair of the committee.

b. The Finance Committee is responsible for developing and presenting a proposed budget to the Coalition Board at least thirty (30) days before the June meeting and monitoring and reporting to the Board on the Coalition budget throughout each fiscal year. The committee shall also review and report to the Board on financial and utilization reports and the annual and any other fiscal audits. The committee shall make recommendations regarding the acceptance of audit and compliance reports, approval of the selection of the audit firm, and recommend the audit firm's compensation. This committee may also review and make recommendations to the Board on budgetary and fiscal policies. The Finance Committee will support the Secretary/Treasurer in ensuring Coalition financial accountability and prudence.

6.5 STRATEGIC PLANNING COMMITTEE

a. The Strategic Planning Committee shall consist of at least three (3) Board members, including the Chair appointed by the Board Chair.

b. The Strategic Planning Committee shall make recommendations to the Board on the Coalition's long-term strategic planning, including the development of goals and the assessment of school readiness needs of the community. The committee shall monitor and report

to the Board on the adherence of the Coalition to the approved school readiness plan and may make recommendations for amendments to the plan.

6.6 APPEALS BOARD

a. All members of the Board not employed or directly involved in the childcare industry shall be eligible to serve as members of the Appeals Board. For any matter in which an appeal is requested, the Chief Executive Officer shall select through a random process from amongst the eligible Board members who shall sit as the Appeals Board to hear and decide the specific matter appealed. For each matter, the Appeals Board shall consist of one member of the Executive Committee and two other eligible Board members. The Appeals Board shall be chaired by the sitting member of the Executive Committee.

b. The Appeals Board shall hear and decide appeals from administrative staff decisions, including staff, parent, and child care provider grievances. At the conclusion of each appeal, the sitting members of the Appeals Board shall report their conclusions and decision to the Coalition Board. The vote of the Appeals Board shall be final. The Appeals Board shall also make recommendations to the Coalition Board for policy or procedural changes that may arise from an appeal.

6.7 AD HOC COMMITTEES

Ad hoc committees may be established by the Coalition Board, the Chair, or any standing committee to address specific, short-term issues. The committees will be responsible for bringing recommendations to the standing committee and/or to the Coalition Board and for submitting reports to the Board Chair, the standing committee, and/or the Chief Executive Officer as directed from time to time. Ad hoc committees shall include at least one voting member of the Coalition Board and shall be chaired by a voting member. The duties, members, and Chair of each ad hoc committee shall be determined at the time of establishment.

ARTICLE VII COALITION STAFF

7.1 CHIEF EXECUTIVE OFFICER

a. The Chief Executive Officer shall manage the day-to-day operations of the Coalition administrative office, report to and advise the Board on all matters material to the performance of its responsibilities, ensure implementation of Board decisions, fulfill all other duties and obligations assigned under these Bylaws, and any other tasks, duties, or obligations which may be assigned by the Board during the course of employment.

b. The Chief Executive Officer shall oversee all other Coalition staff and may establish procedures by which Coalition staff fulfill their respective duties.

c. The Chief Executive Officer shall set salaries and staffing levels based on current and expected future needs, market conditions, the approved Coalition budget, and sound fiscal practices.

d. In no case shall the Chief Executive Officer be authorized to commit Coalition funds in contravention of the approved Coalition budget or an express decision of the Board.

e. The Chief Executive Officer shall sign all Coalition contracts requiring signature for any services.

7.2 ATTORNEY

a. The Chief Executive Officer on behalf of the Board may employ the services of one or more attorneys.

b. The Attorney shall serve at the pleasure of the Board and shall undertake those duties assigned by the Chief Executive Officer on behalf of the Board or which the Attorney reasonably believes will benefit the Board, the Coalition, or its purposes.

7.3 EMPLOYEES IN GENERAL

a. All employees of the Coalition shall be employees at will, excluding the Chief Executive Officer.

b. The Board may establish other generally applicable employment policies which are not inconsistent with these Bylaws.

ARTICLE VIII BOOKS AND RECORDS

8.1 RECORD KEEPING

a. All official records of the Coalition shall be kept at the principal office.

b. In compliance with the state's public records laws, the Chief Executive Officer shall make records available for inspection to any member of the Coalition Board or the public within fourteen (14) days of an initial request or as soon as otherwise practicable

ARTICLE IX FINANCIAL MANAGEMENT

9.1 FISCAL YEAR

The fiscal year of the organization shall begin July 1 and end on June 30. Presentation of final financial reports for the prior fiscal year will occur at the Board's September meeting, or if there is no September meeting for any reason at the next regular Board meeting thereafter.

9.2 ANNUAL AUDIT REQUIRED

An audit of the books and records of the Coalition shall be conducted annually by a certified public accountant. The audit report shall be presented to the Coalition Board members and the Division of Early Learning within thirty (30) days of its completion.

9.3 CONTRACTS

The Board Chair may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition upon authorization of the Coalition Board.

9.4 DISBURSEMENTS

The Coalition shall make provisions for the timely processing of invoices for payment and preparing checks. Payments issued in the name of the Coalition shall be signed by such officer(s) and/or agent(s) of the Coalition as determined by resolution of the members.

9.5 DEPOSITS

All funds of the Corporation shall be deposited in a timely manner to the credit of the Coalition in such banks or other depositories as the members may select and which are FDIC-insured.

ARTICLE X BYLAWS

10.1 EFFECTIVE DATE

These Bylaws shall become effective upon adoption.

10.2 INTERPRETATION

The Coalition Board's interpretation of these Bylaws shall be considered the correct interpretation when reached by majority vote of the voting members.

10.3 AMENDMENTS

a. These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Coalition Board members present at a meeting called for the purpose of alteration, amendment, repeal, or adoption of new bylaws if a quorum has been established and is in effect at the time of such vote.

b. Proposed amendments shall be distributed to the Coalition Board members at least five (5) days prior to the meeting at which they are to be discussed.

c. These Bylaws, as well as the Articles of Incorporation of the Early Learning Coalition of Manatee County, Inc., are a part of the Coalition's plan, and any amendments to them constitute an amendment to the plan.

**ARTICLE XI
INDEMNIFICATION OF MEMBERS**

11.1 INDEMNIFICATION OF MEMBERS

The Coalition Board members, individually and collectively, shall be indemnified by the State of Florida as to any suits, actions, causes of actions, including administrative proceedings, arising out of the duties, obligations, and responsibilities of the Coalition Board members, such indemnification to include payment of reasonable court costs and Attorney's fees of the Coalition Board member or members, to the extent permitted by law.

VOTED ON AND APPROVED BY A MAJORITY OF THE VOTING MEMBERS WITH A QUORUM PRESENT AND VOTING ON THIS 18 TH DAY OF March 2026.

EARLY LEARNING COALITION OF MANATEE
COUNTY, INC.

BY: BOARD OF DIRECTORS

DocuSigned by:
Adam Mohammadbhoy
96637CBD29E4494...

Adam Mohammadbhoy, Chair

ATTEST:

DocuSigned by:
Robert Bell
8DF674884D13407...

Robert Bell, Secretary/Treasurer