

**BYLAWS
OF THE
EARLY LEARNING COALITION OF OSCEOLA COUNTY, INC.
Revised January 6, 2026**

ARTICLE I – NAME AND LOCATION

Section 1.1 NAME OF COALITION

The legal name of the organization shall be known as the Early Learning Coalition of Osceola County, Inc. The Coalition, for purposes of conducting business, shall operate as the Early Learning Coalition of Osceola County, Inc. hereinafter sometimes referred to as the Coalition.

Section 1.2 LOCATION

The principal office of the organization shall be located in Osceola County. The Coalition may have offices within the county as the members may determine or as the affairs of the organization may require.

ARTICLE II – PURPOSE

Section 2.1 MISSION OF THE COALITION

2.1.1. The Coalition is authorized to implement the provisions of the Early Learning Act (Parts V & VI of chapter 1002 FS) in Osceola County.

The mission of the Coalition is to facilitate access to high quality early education and care through an integrated system of services that includes linkages to health care and parenting support.

Section 2.2 PURPOSE OF THE COALITION

2.2.1. The Coalition is responsible for development, implementation, and oversight of the early learning programs in Osceola County as outlined in the Early Learning Act. Key responsibilities of the Coalition are to:

- A. Prepare preschool children to enter Kindergarten ready to learn, as measured by criteria established by the Division of Early Learning.
- B. Provide full-day, year-round services to the maximum extent possible to enable parents to work and become financially self-sufficient.
- C. Build upon existing services and work in cooperation with other programs for young children, including those operated in conjunction with the School District of Osceola County, Early Head Start and Head Start.
- D. Coordinate staff development and teaching opportunities for early childhood care and education staff.
- E. Provide expanded access to community services and resources for families to help achieve economic self-sufficiency.
- F. Provide a simplified point of entry for enrollment of eligible children into school readiness and voluntary pre-kindergarten (VPK) education programs and provide ongoing oversight of those programs. The Coalition will also provide a unified wait list for families enrolled in the school readiness program.
- G. Develop a community early learning plan to address the needs of all eligible children that:
 - 1) Is developmentally appropriate and research-based,
 - 2) Involves parents as their child’s first teacher,
 - 3) Serves as a preventive measure for children at risk of school failure,
 - 4) Enhances the educational readiness of eligible children,
 - 5) Supports family education, and
 - 6) Provides the elements necessary to prepare at-risk children for school, including health screening and referral and an appropriate educational program.

- H. Meet all state licensing guidelines, where applicable.
- I. Implement a comprehensive program of early learning services that enhance cognitive, social, and physical development of children to achieve the performance standards and outcome measures specified by the Division of Early Learning.
- J. Oversee the development of quality enhancement and improvement initiatives to raise the overall quality of early childhood care and education services.
- K. Successfully implement the Voluntary Pre-kindergarten Education Program (VPK) and School Readiness Program as outlined in the Early Learning Act (Parts V & VI of chapter 1002 FS).

ARTICLE III. – COALITION BOARD MEMBERSHIP

Section 3.1 COALITION MEMBER COMPOSITION

3.1.1. The Early Learning Act mandates that each coalition shall have at least 15 but not more than 30 members. The Coalition will attempt to keep a membership of 25 members. It is the intent of the Coalition that the membership will be diverse, reflecting the population of the county.

3.1.2. All Coalition members serve continuously while they are in their respective positions. A member who no longer represents the constituency she/he represents shall notify the Coalition in writing, and his/her seat shall remain vacant until a new representative is identified by the organization or group, she/he represents.

3.1.3. *MANDATED MEMBERS*

Coalition members are mandated in 1002.83 F.S. These members will be voting members and shall include:

- 1) Chair appointed by the Governor. In absence of a governor-appointed chair, the commissioner of Education may appoint an interim chair from the current Early Learning Coalition Board membership.
- 2) Two private sector business members appointed by the Governor
- 3) Department of Children and Family Services regional administrator or designee
- 4) Local workforce board executive director or designee
- 5) County health department director or designee
- 6) President of a Florida College System institution or designee
- 7) Member appointed by a board of county commissioners
- 8) District superintendent of schools or designee
- 9) Head Start director
- 10) Representative of programs for children with disabilities
- 11) Representative of private for-profit child care providers
- 12) Representative of faith-based child care providers
- 13) Children’s services council or juvenile welfare board chair or executive director, if applicable
- 14) A Department of Children and Families child care regulation representative or an Agency head of a local licensing agency as defined in s.402.302, where applicable.

3.1.4. *PRIVATE SECTOR MEMBERS*

The remainder of the members of the Coalition Board shall be private-sector business members, either for-profit or not-for-profit, who do not have, and none of whose relatives as defined in s.112.3143 has, a substantial financial interest in the design or delivery of the voluntary prekindergarten education program or the Coalition’s school readiness program. The Coalition will strive to maintain thirteen (13) members from the private sector (including the three members appointed by the Governor).

Section 3.2 MEMBERSHIP TERMS

3.2.1. Term of office for gubernatorial appointments. The term of office shall be as stated in the Governor’s appointment; the initial term shall commence on the date the Governor makes the appointment and end four years later. A gubernatorial appointee shall continue to serve until a replacement has been appointed by the Governor. In all events, a term of office shall end upon the death, resignation or removal of the incumbent, there being no unexpired term of office in the event of a vacancy.

3.2.2. The terms of all other private sector and identified representative Coalition Board members are staggered and shall be three (3) years per term. These members may serve a maximum of two (2) consecutive terms and may serve multiple terms as voted by the Coalition Board of Directors. Representative Coalition Board members include the private provider and faith-based provider representative. These members may serve a maximum of two (2) consecutive terms and may serve multiple terms as voted in by their provider peers. After a break of one year in service, these members are again eligible to serve on the Coalition.

In the event a Coalition Board member becomes employed by the Coalition in any staff capacity, that individual shall be ineligible to serve on the Coalition Board while employed, due to statutory conflict-of-interest and substantial financial interest restrictions under section 1002.83, Florida Statutes. Any such Board membership shall terminate upon commencement of employment. Following separation from employment, the individual may be considered for Board service only if fully compliant with all eligibility requirements of section 1002.83, Florida Statutes, and any other applicable law.

3.2.3. Any non-mandated member, excluding those appointed by the Governor, may be removed by a two-thirds (2/3) vote of a quorum of the voting members of the Coalition Board whenever, in their judgment, the best interests of the organization would be served. Notice or removal of any non-mandated member shall be made in writing to the member by the Coalition Secretary prior to the next meeting.

3.2.4. Coalition members are expected to attend all regular Coalition Board meetings. Coalition members are also expected to serve on at least one (1) committee and actively participate in committee business. Unexcused absences from three (3) consecutive meetings by a non-mandated, representative, or private sector member is equivalent to a resignation from the Coalition. A mandated member in this regard will be considered inactive for purposes of a quorum. An excused absence is defined as an absence in which prior notification was provided to the Coalition's Executive Director or designee prior to the scheduled meeting or the Board member participated at the Coalition Board meeting via conference call. All other absences are considered unexcused. In case of an emergency, the Chair will have the discretion to excuse the absence.

A sitting member of the board may have his or her membership status submitted to the Board, at the Board's next regularly scheduled meeting, for consideration of whether that member should be found to be "a nonparticipating member" for the purposes of s. 1002.83(5) if that member fails to attend three consecutive board meetings, without explanation, or for any other good cause shown as to why the member should be considered "nonparticipating." The board member in question shall be given notice of his or her membership status being submitted to the Board for consideration and shall have the opportunity to be heard prior to the Board determining whether the board member should be considered a "nonparticipating" member for the purposes of s. 1002.83(5). If a member is determined to be "nonparticipating" for the purposes of s. 1002.83, the coalition may request an alternate designee who meets the same qualifications or membership requirements of the non-participating member.

3.2.5. Coalition members are expected to actively advocate for early education in the community and participate in Coalition sponsored events to help further the mission.

3.2.6. Any private sector or non-mandated member may resign. Such resignation shall take effect at the time specified, and the acceptance of such resignation shall not be necessary to make it effective.

3.2.7. Mandated members serve continuously while they are in their respective positions. A mandated member who no longer represents the constituency she/he represents shall notify the Coalition, and his/her seat shall remain vacant until the organization or group he/she represents identifies a new representative.

3.2.8. Membership may be terminated by change of employment or status for which the member was chosen, based on the discretion of the Coalition.

3.2.9. Members will not receive any compensation for their services.

3.2.10. It is recommended that Coalition Board members voluntarily make a donation to the Coalition in show of support of the early learning mission. The donation can be in the form of financial support or the gift of time that is above and beyond Board member volunteer expectations outlined in 3.2.5 and 3.2.6.

ARTICLE IV - MANAGEMENT

Section 4.1 POWERS AND DUTIES

- 4.1.1. The powers, management, and control of the Coalition and all of its affairs shall be vested in the Coalition Board members as outlined in 1002.83, FS, and these bylaws.
- 4.1.2. To ensure Coalition business is conducted in a timely manner between Coalition Board meetings and/or in the event of an emergency, the Coalition's Executive Committee is authorized to make decisions on behalf of the Coalition. All decisions made by the Executive Committee on behalf of the Coalition will be presented to the Coalition Board members for ratification at the following Coalition Board meeting.
- 4.1.3. Members of the Coalition Board and committee members, and Coalition staff will conduct themselves in an ethical and professional manner.
- 4.1.4. The Coalition Board shall hire a Chief Executive Officer to oversee and manage the day-to-day operations of early learning programs to ensure compliance with all federal and state statutes, rules, OMB circulars, and DEL guidance, as applicable. The Chief Executive Officer shall be responsible for hiring/firing staff for Coalition approved positions, oversight of all operational policies and procedures, budget management, contract management, state and federal compliance, community outreach, and other duties as identified.
- 4.1.5. These By Laws and the Coalition's Articles of Incorporation are considered part of the Coalition's strategic plan required by the Early Learning Act (Parts V & VI of chapter 1002 FS), therefore, any amendments to these By Laws and/or Coalition's Articles of Incorporation constitute an amendment to the plan and require the approval by the Division of Early Learning.

Section 4.2 VOTING

- 4.2.1. All members of the Coalition shall have equal voting rights and equal privileges.
- 4.2.2. Fifty-one percent (51%) of the voting membership of the Coalition Board constitutes a quorum required to conduct the business of the Coalition. Any method of telecommunications may be used 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. If a quorum is not established, a majority of the voting members present may adjourn the meeting without further notice.
- 4.2.3. Except as designated in Section 1002.83(8) F.S., no member of the Coalition Board may appoint a designee to act on his or her place. A member may send a representative to these meetings, but that representative will not have voting privileges.
- 4.2.4. Each member of the Coalition is subject to ss. 112.313, 112.3135, and 112.3143. For purposes of s. 112.3143(3)(a), each voting member is a local public officer who must abstain from voting when a voting conflict exists. This may occur when an item is presented for a vote that will directly affect the member, his/her employer, another organization in which they have significant interest or in which he/she has a direct financial interest. Members shall disclose orally the nature of the conflict and abstain from discussion or voting on the matter. If after a vote occurs a member has a legally defined conflict of interest, he/she must complete Form 8b, Memorandum of Voting Conflict for County, Municipal and Other local Public Officers (Florida Statutes 112.317).

Section 4.3 MEETINGS

- 4.3.1. Regular meetings of the full Coalition Board and standing Committees shall be held at a time and place to be decided by the members. The full Coalition Board shall meet approximately every other month unless decided otherwise by a consensus of the members. Standing Committees shall meet at a frequency and time decided by the consensus of the committee members. Ad Hoc committees may be appointed by the Chair. Meeting frequency and times shall be determined by the Ad Hoc committee members.
- 4.3.2. The annual meeting of the Coalition will be held each year for the purpose of the election of Coalition Board officers as applicable, other than the chair, as well as to discuss business as scheduled on the meeting agenda.

- 4.3.3. Special meetings of the voting members may be called by or at the request of the chair or twenty-five (25%) of the voting members. The person or persons authorized to call special meetings may designate any place within Osceola County as the place for holding special meetings.
- 4.3.4. Minutes of all Coalition Board and Committee meetings shall be kept and provided to members prior to or at the next scheduled Board Meeting.
- 4.3.5. Notice of all meetings will be made pursuant to the requirements of Florida law (Chapter 286.011(1), (2), and (6), Florida Statute).

Section 4.4 PARLIAMENTARY AUTHORITY

Robert's Rules of Order, as amended, shall be the parliamentary authority of all matters or procedures not specifically covered in the by-laws.

ARTICLE V – OFFICERS

Section 5.1 ELECTION OF OFFICERS

- 5.1.1. Any voting member in good standing shall be eligible for nomination and election to any elective office of this Coalition, with the exception of members who represent an entity that is directly or indirectly funded by the Coalition.
- 5.1.2. A nominating committee shall be appointed each year, for the purpose of certifying the eligibility of candidates or office and to prepare an official slate of nominees. Any person so nominated shall have given prior consent to nomination and election as an officer.
- 5.1.3. Each elected officer shall take office at the end of the annual meeting where they will be installed and shall serve for a term of two years or until a successor is duly qualified and elected.
- 5.1.4. If an office is vacated prior to the completion of a term, a member in good standing may be appointed by the Chair and approved by the members to fill the vacancy until the term ends.
- 5.1.5. With the exception of the chair, the terms of all other officers shall be two years per term and will coincide with the fiscal year and run from July 1 through June 30 of the following year.

Section 5.2 OFFICERS AND RESPONSIBILITIES

- 5.2.1. The Chair shall be appointed by the Governor and shall preside at all meetings of the Coalition Board, represent the Coalition at community meetings and at community events. The Chair shall sign documents requiring the signature of the Chair as necessary for the ongoing operation of the Coalition.
- 5.2.2. The Vice Chair shall perform the duties of the Chair in his/her absence.
- 5.2.3. The Treasurer shall oversee the fiscal management of the Coalition and shall report the Coalition's fiscal status at Board meetings and at the annual meeting or when called upon by the Chair.
- 5.2.4. The Secretary shall ensure that all Coalition records are maintained in accordance with state and federal laws, rules, and guidelines.
- 5.2.5. Standing Committee Chairs shall ensure increased communication between their respective committee and its members and shall provide input on all important decisions.
- 5.2.6. All records will be kept and maintained at the principal office of the Coalition and will be subject to the inspection of any member of the Coalition or the public at any reasonable time. The Coalition shall keep a current and accurate record of the names and addresses of the members.

ARTICLE VI – COMMITTEES

Section 6.1 COMMITTEE MEMBERSHIP

- 6.1.1.** The Coalition Board shall establish an Executive Committee. The Executive Committee shall consist of the officers of the Coalition Board, and two voting Ad Hoc Coalition Board Members as determined by the Executive Committee. The Coalition Board may establish standing and/or special committees as they deem necessary.
- 6.1.2.** The Chair of each standing Committee will be a member of the Coalition Board. Committee chairs may serve more than one (1) two-year term. The Chair of each committee may appoint special subcommittees as they deem necessary.
- 6.1.3.** Each Coalition Board Committee (other than the Coalition Executive Committee referenced in 7.1.1) shall consist of the Committee Chair and at least two (2) additional Board members. Representatives from the community, who are not members of the Coalition, may be invited to serve as working members of committees; however, they are not eligible to vote. A quorum for any standing or special committee shall consist of a majority (51%) of the total appointed voting members of that committee. Community participants and non-voting members shall not be counted toward quorum. If a quorum is not met, the meeting may proceed for discussion purposes only, with no official actions or votes taken.
- 6.1.4.** Each committee shall meet as necessary at meeting times designated by the Committee chair. The Coalition shall maintain and update the official list of committees and their membership at least annually, or more frequently as changes occur, and shall provide the list to the Division of Early Learning upon request.
- 6.1.5.** Notice of all Committee meetings will be made pursuant to Section 286.011, Florida Statutes (Sunshine Law).

ARTICLE VII – COMMITTEE DESCRIPTIONS

Section 7.1 EXECUTIVE COMMITTEE

- 7.1.1.** The Executive Committee shall oversee the Chief Executive Officer’s management of the Coalition. Additionally, the Executive Committee may approve, at the request of the Chief Executive Officer, on-demand activities that occur between regular meetings of the Coalition. These acts will be presented for full Board review and ratification at the next regularly scheduled meeting of the Board. If the CEO requests immediate action, the meeting agendas and notices will be distributed to all Directors.
- 7.1.2.** The Executive Committee Chair shall be the Chair of the Coalition. The Executive Committee membership is comprised of the Chair, Vice-Chair, Secretary, Treasurer, standing committee chairs, and other Directors as selected by the Chair and approved by the Board.
- 7.1.3.** The Executive Committee has full and singular responsibility to conduct the annual performance evaluation and negotiate the salary of the CEO.

Section 7.2 FINANCE COMMITTEE

- 7.2.1.** The primary function of the Finance Committee is to assist the Board in fulfilling its oversight responsibilities by:
- Reviewing the budget, financial performance, and other financial policy issues to ensure that the Coalition has the necessary resources to provide programming and deliver our mission in the community. The Finance Committee shall review and make recommendations to the Board regarding the annual budget. The Finance Committee will oversee financial reporting, review financial statements, monitor actual vs. budgeted financial performance, and review financial policies and procedures.
 - Providing oversight of the financial reporting process, the audit process, the Coalition’s system of internal controls, and compliance with applicable laws and regulations. The Finance Committee recommends an independent CPA firm to the full board for its approval, reviews the results of the audit with management and external auditors, including matters required to be communicated to the committee under generally accepted auditing standards. The Finance Committee will oversee the annual IRS Form 990 and all required tax filing. The Committee also serves as the primary point of contact for any employee who suspects that fraud has been committed against the Coalition or by one of its employees or board members
 - Reviewing conflicts of interest. The Finance Committee has the authority to engage, at the Coalition expense, independent council, and other advisors as it determines necessary to fulfil its duties.
- 7.2.2.** The Finance Committee Chair shall be the Treasurer of the Coalition. The Finance Committee will be comprised of the Treasurer and at least two additional Directors appointed by the Chair. A quorum for the Finance Committee

shall consist of a majority (51%) of the appointed voting members of the Committee. Any actions taken without quorum shall be presented to the full Board for ratification. Ratification of an action taken by the Finance Committee by the full Board shall constitute complete and satisfactory action of the Finance Committee so long as there is a quorum of the full Board at the time of voting on the ratification at a duly noticed public Board meeting.

Section 7.3 BOARD DEVELOPMENT COMMITTEE

7.3.1. The Board Development Committee shall:

- Develop procedures, policies, and Bylaws to ensure Committee structure and roles, including but not limited to nominating officers, Director recruitment and nomination
- Plan board development activities and Board Member orientation guidelines
- Plan and implement an annual Board of Directors evaluation

7.3.2. The Board Development Committee Chair shall be the Vice Chair of the Coalition. The Board Development Committee will be comprised of the Vice Chair of the Coalition and at least two additional Directors appointed by the Chair.

Section 7.4 PROGRAM DEVELOPMENT COMMITTEE

7.4.1. The Program Development Committee shall oversee the development of the Coalition Plan, Coalition Plan performance management, policy development and service delivery outcomes in coordination with appropriate Coalition staff and Directors.

7.4.2. The Program Development Committee will be comprised of, but not be limited to, the following Directors: representatives of the Florida College System, County Health Department, Workforce Board Director/Designee, Special Needs Services, Child Care Licensing, Osceola County School District, DCF Regional Administrator, Head Start Director/Designee, Private For-Profit Provider, Faith Based Provider, and additional Directors appointed by the Chair.

Section 7.5 ADVANCEMENT COMMITTEE

7.5.1. The Advancement Committee shall be responsible for:

- Supporting fundraising strategies and providing leadership and recommendations for giving campaigns
- Managing Board giving activities
- Seeking financial support to expand and enhance early learning programs and mission advancement activities.
- Planning events to raise community awareness and involvement in early learning and the Coalition's services
- Identifying and advocating for local and statewide legislation, policy and funding that enhance opportunities to advance the mission of the Coalition.

7.5.2. The Board Advancement Committee Chair shall be the Secretary of the Coalition. The Board Advancement Committee will be comprised of the Secretary of the Coalition and at least two additional Directors appointed by the Chair.

Section 7.6 REVIEW HEARING COMMITTEE (Ad-Hoc)

7.6.1. The role of the Review Hearing Committee is to determine if the action taken by staff is correct and in accordance with applicable laws, rules or regulations. The Review Hearing Committee convenes at the request of the Provider and reviews all information and documentation presented as evidence by Provider and staff.

7.6.2. The Review Hearing Committee is composed of at least three Directors. At least one participating member must be a provider representative. The Chair of the Review Hearing Committee will be appointed by the Chair of the Coalition.

ARTICLE VIII – PROGRAM AND FISCAL ADMINISTRATION

Section 8.1 PROGRAM MANAGEMENT

- 8.1.1.** The Coalition Board, working through its standing committees, shall ensure that all early learning program requirements are met and carried out in compliance with the Early Learning Act (Parts V & VI of chapter 1002, F.S.) and any later changes. Oversight and monitoring duties will be handled by the appropriate committees to avoid duplication and stay consistent with DEL guidance.
- 8.1.2.** The Coalition Board shall ensure the Voluntary Prekindergarten Standards are incorporated into instructional activities as part of the implementation of the Voluntary Prekindergarten Education Program (VPK).
- 8.1.3.** The Coalition Board shall set and implement local policy, monitor early learning programs, and manage the systems necessary to improve the quality of early care and education services in Osceola County.

Section 8.2 FINANCIAL MANAGEMENT

- 8.2.1.** The fiscal year of the Coalition shall begin on July 1 and end on June 30.
- 8.2.2.** An audit of the books and records of the Coalition shall be conducted annually, and/or whenever necessary to meet state and federal auditing requirements. The audit report shall be presented to the Coalition members and the Division of Early Learning within thirty (30) days of its completion.
- 8.2.3.** No officer(s) or agent(s) of the Coalition may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition unless authority is granted by the Coalition.
- 8.2.4.** The Coalition may authorize any officer(s) or agent(s) of the Coalition to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Coalition. Such authority may be general or confined to specific circumstances.

ARTICLE IX – BY-LAWS

Section 9.1 IMPLEMENTATION

The articles of incorporation and bylaws are a part of the coalition's plan, and any amendments to them constitute an amendment to the plan. These bylaws shall become effective immediately upon adoption. The Coalition's interpretation of the bylaws shall be considered the correct interpretation when reached by majority vote.

Section 9.2 AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of the members present at any regular meeting or at any special meeting, providing there is a quorum present and also providing that the meeting was properly noticed in accordance with Florida law.

ARTICLE X – 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 members, such indemnification to include payment of reasonable court costs and attorney's fees of the member or members to the extent permitted by common law and the Early Learning Act (Parts V & VI of chapter 1002 FS).

Adopted by the Early Learning Coalition of Osceola County, Inc.