

BYLAWS
OF
ASSOCIATION OF EARLY
LEARNING COALITIONS, INC.

State of Florida

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BYLAWS
OF
ASSOCIATION OF EARLY LEARNING COALITIONS, INC.

ARTICLE I. OFFICES

The Corporation (hereafter the "Association") will have such offices, within or without the State of Florida, as the Board of Directors determines from time to time.

ARTICLE II. MEMBERS

The Association shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

ARTICLE III. DIRECTORS

Section 3.1. **FUNCTION.** All corporate powers will be exercised by or under the authority of the Board of Directors. The business and affairs of the Association will be managed under the direction of the Board of Directors. The Board of Directors may establish the fiscal year of the Association and may determine the amount of dues to be paid from time to time by the members, the due dates for payment of dues and the dates by which payment must be made or the member will not be in good standing. No member shall be liable for dues not paid but any member delinquent in the payment of dues shall not be entitled to vote unless the Board of Directors for good cause determines otherwise and shall be subject to termination as a member. Dues are nonrefundable.

Section 3.2. **CONDUCT OF MEETINGS.** . Subject to these Bylaws, Roberts Rules of Order, as in effect from time to time, shall govern the conduct of all meetings.

Section 3.3. **NUMBER.** The Association has the number of directors set forth in the Articles of Incorporation until the number is changed as provided herein. The number of directors may be increased or decreased from time to time as provided in Section 3.4b or by adoption of a resolution by the Board of Directors but shall at all times never be less than three (3). Unless the Board of Directors removes a director or directors, a decrease in the number of directors will not shorten the current term of any incumbent director.

Section 3.4. **QUALIFICATIONS .**

a. **Initial Board.** Each person named in the Articles of Incorporation as a member of the initial Board of Directors will hold office as a member of the Board of Directors by virtue of being named in the Articles of Incorporation until October 31, 2005 (and thereafter if such person qualifies as a member of the Board of Directors under Section 3.4b hereof) or until such person's earlier resignation, removal from office, or death.

b. **Members of Board.** Subject to Section 3.4a, the Board of Directors shall be comprised of the persons serving as the Executive Directors from time to time of the Early Learning Coalitions of the State of Florida. c. **Election of Chair of Board.** The Board may elect a Chair, and if one is elected, the Chair will preside at all meetings of the directors and will have such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.5. **REMOVAL AND RESIGNATION.** .

a. **Removal.** Any directors, or the entire Board of Directors, may be removed, with or without cause, by majority action of the Board of Directors. A director will be removed if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of the meeting at which a vote is taken to remove a director will state that the purpose or one of the purposes of the meeting is the removal of a director or directors.

b. **Resignation.** A director may resign at any time by delivering written notice to the Board of Directors, the Chair or the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

Section 3.6. **QUORUM AND VOTING.** A majority of the directors in attendance at each meeting constitutes a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is an act of the Board of Directors.

Section 3.7. **EXECUTIVE AND OTHER COMMITTEES.**

a. **Creation; Applicable Requirements.** The Board of Directors, by resolution adopted by a majority of the full Board of Directors, (i) shall establish an executive committee comprised of the Chair, Vice Chair, Secretary, Treasurer, the immediate past Chair of the Association (or its informal predecessor) and two additional members (one from a large coalition and one from a small coalition, based upon the coalition's annual school readiness budget as compared to the median budget of all of the coalitions), (ii) shall establish a nominating committee every two years prior to the annual meeting and (iii) may designate from among its members one or more other committees. The Executive Committee shall meet at least quarterly, shall review the budget prior to presentation to the Board, shall be responsible for all of the business of the Association and shall have, and may exercise, all of the authority of the Board to the extent permitted by Florida law. Actions taken by the Executive Committee shall be ratified by the Board at the next appropriate meeting. The nominating committee shall recommend a slate of officers for election by the Board of Directors at the appropriate annual meeting.

b. Vacancies on committees. Should there be a vacancy in the Executive committee, the remaining members shall nominate a Board member to fill that position. The nomination shall be presented and voted on at the next regularly meeting of the Board of directors. Should any other appointed committee have a vacancy, the Executive committee shall name one or more members to fill the vacancy.

c. **Number of Members; Designation of Alternates.** Each other committee will have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more

directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

c. **Limitation on Authority of Committees.** No committee, other than the Executive committee, may fill any vacancy on the Board, appoint any member of a committee or adopt, amend or repeal the Bylaws.

d. **Director's Duty Remains.** Neither the creation of any committee, the delegation of authority to any committee, nor action by any committee will alone constitute compliance by any director not a member of such committee with such director's obligation to act in good faith, in a manner reasonably believed to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.8. **TIME OF ANNUAL, REGULAR AND SPECIAL MEETINGS.** An annual meeting of the Board of Directors will be held annually in June, and regular meetings may be held at such times thereafter as the Board of Directors may fix. Special meetings may be held at such times as called by the Chair, Vice Chair or any two directors.

Section 3.9. **NOTICE OF MEETINGS.** Annual and regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, other than the resolution or resolutions fixing the schedule of such meetings. At least seven days before a special meeting, written notice of the time and place of such meeting of the Board of Directors will be given to each director in person or by first-class mail, telegram, facsimile, email or other electronic transmission. Notice of an adjourned meeting of the Board of Directors will be given to directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other directors.

Section 3.10. **WAIVER OF NOTICE.** Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 3.11. **PRESUMPTION OF ASSENT.** A director of the Association who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is presumed to have assented to the action unless such director votes against it or expressly abstains from voting on the action taken, or, such director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting.

Section 3.12. **PARTICIPATION IN MEETING BY CONFERENCE CALL.** Members of the Board of Directors may participate in a meeting of the Board by conference telephone or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.13. **ACTION WITHOUT A MEETING.** Any action required or permitted to be taken at a Board of Directors' meeting or a meeting of a committee of the Board of Directors may be taken without a meeting if: (a) each of the directors, or each of the members of the committee, as the case may be, consents in writing to the action; (b) the consent sets forth the action to be taken; and (c) the consent is filed in the minutes of the proceedings of the Board or of the committee. The consents may consist of one or more writings and such written consents will have the same effect as a unanimous meeting vote.

Section 3.14. **DIRECTOR CONFLICTS OF INTEREST.** No contract or other transaction between the Association and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, all in the manner provided by law;

(b) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent, all in the manner provided by law; or

(c) the contract or transaction is fair and reasonable as to the Association at the time it is authorized by the Board, a committee, or the members.

Section 3.15. **DUTIES OF DIRECTORS.** A director will perform the duties of director, including the duties as a member of any committee of the Board upon which such director serves, in good faith, in a manner reasonably believed to be in the best interest of the Association, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IV. OFFICERS

Section 4.1. **OFFICERS.** The officers of the Association will consist of a President who may be referred to as the Chair, a Vice President who may be referred to as the Vice Chair, a Secretary, and a Treasurer, and may include one or more other Vice Presidents, one or more assistant Secretaries, and one or more assistant Treasurers. The officers will be elected initially by the Board of Directors at the organizational meeting of Board of Directors and thereafter at the annual meeting of the Board in every other year. The Officers term will be two years. Officers may serve in the same position for a maximum of two (2) consecutive terms. The Nominating Committee shall recommend a slate of officers to the Board of Directors for election at each annual meeting. The Board from time to time may elect or appoint other officers and assistant officers who will have the authority and perform the duties prescribed by the Board. An elected or duly appointed Chair or Vice Chair may, in turn, appoint one or more assistant

Secretaries or assistant Treasurers, unless the Board of Directors disapproves or rejects the appointment. All officers will hold office until their successors have been appointed and have qualified or until their earlier resignation, removal from office, or death. One person may simultaneously hold any two or more offices.

Section 4.2 **TERMS.**

Section 4.3. **DUTIES.** The following officers of this Association will have the following duties:

a. **President or Chair.** The President or Chair will be the chief executive officer of the Association, will have general and active management of the business and affairs of the Association, subject to the directions of the Board of Directors, and will preside at all meetings of the members and Board of Directors.

b. **Vice President or Vice Chair.** The Vice President or Vice Chair will have such powers and perform such duties as may, from time to time, be prescribed by the Board of Directors or by the Chair. In the event of the absence or disability of the Chair, the Vice Chair will succeed to the Chair's power and duties.

c. **Secretary.** The Secretary will attend meetings of the members and Board of Directors, record all proceedings of such meetings in the minute book of the Association, and authenticate records of the Association. The Secretary will perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the Chair.

d. **Treasurer.** The Treasurer will (i) have charge and custody of and be responsible for all funds and securities of the Association, (ii) keep full and accurate accounts of receipts and disbursements, (iii) receive and give receipts for monies due and payable to the Association, and deposit monies in the name of the Association in the depositories designated by the Board of Directors, and (iv) perform all other duties as may, from time to time, be prescribed by the Board of Directors or the Chair. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the sum and with the surety or sureties that the Board of Directors determines.

Section 4.3. **REMOVAL, RESIGNATION AND VACANCIES.**

a. **Removal.** Any officer elected or appointed by the Board of Directors and any assistant officer appointed by another officer may be removed by the Board at any time with or without cause. Any assistant officer, if appointed by the Chair or a Vice Chair, may likewise be removed by such officer with or without cause.

b. **Resignation.** An officer may resign at any time by delivering notice to the Association. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

c. **Method of Filling Vacancies.** Any vacancy, however occurring, in any office may be filled by the Board of Directors.

ARTICLE V. BOOKS AND RECORDS

Section 5.1. **BOOKS AND RECORDS.** The Association will maintain: minutes of the proceedings of its members, Board of Directors, and committees of directors; accurate accounting records; a record of its members, giving the names and addresses of all members, and the number, class, and series, if any, of the membership held by each; a copy of the current Articles of Incorporation and bylaws of the Association; a copy of written communications to all members within the past 3 years; a list of the names and business addresses of the current officers and directors of the Association; and a copy of the most recent annual report for the Association as filed with the Secretary of State.

Section 5.2. **INSPECTION RIGHTS.** Members of the Board are entitled to the inspection of records as provided by law.

Section 5.3. **FINANCIAL INFORMATION.** Unless modified by resolution of the members within 120 days of the close of each fiscal year, the Association will furnish its members annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flows for that year. If the annual financial statements are reported upon by a public accountant, such accountant's report must accompany them. If not, the annual financial statements must be accompanied by a statement of the Treasurer or the person responsible for the Association's accounting records: (a) stating such person's reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and (b) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

Section 5.4. **SPECIAL NOTICES. Indemnification.** If the Association indemnifies or advances expenses to any director, officer, employee, or agent other than by court order, the Association will report the indemnification or advance in writing with or before the notice of the next meeting, or prior to such meeting if the indemnification or advance occurs after the giving of such notice but prior to the time such meeting is held, which notice will include a statement specifying the persons and amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE VI. CORPORATE SEAL

The Board of Directors may, but shall not be required to, adopt a corporate seal which has the name of the Association inscribed thereon, and such seal may be a facsimile, engraved, printed, or impression seal; provided, however, that in any event, the affixation of such seal shall not be required to authorize or validate any document entered into or adopted by the Association.

ARTICLE VII. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Association are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Association shall inure to the benefit of, or be distributable to its directors, officers, or other private persons (including members if any ever exist), except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the Association shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The Association shall not promote or impede the passage of any legislation and shall not engage in lobbying as defined by Florida or federal law.

ARTICLE VIII. PROHIBITION AGAINST SHARING IN ASSOCIATION EARNINGS

No member, officer, or Director or member of a sub-committee of or person connected with the Association, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. Upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction, exclusively to charitable, literary, or educational organizations which qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended; PROVIDED, HOWEVER, that any distributions upon dissolution of this Association shall be to and for the exempt purposes of this Association as enumerated in the Articles of Incorporation of this Association.

ARTICLE IX. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no member of any committee, officer, director or representative of this Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an organization

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE X. AMENDMENT

These Bylaws may be amended or repealed and additional bylaws adopted, in writing, by the Board of Directors. Any amendment, repeal or addition will be approved in writing and attached to these Bylaws.

DECLARATION OF CONFORMITY

I declare that the attached copy of the Bylaws of **Association of Early Learning Coalitions, Inc.**, a Florida not-for-profit corporation, is a complete and accurate copy of the original document, effective as of _____, 2005.

Dated: _____

**ASSOCIATION OF EARLY LEARNING
COALITIONS, INC.**

By: _____

Print Name: _____

Title: _____