

SUBJECT: By-laws**EFFECTIVE:** October 1, 1990**REVISION:** August 14, 1997
August 1, 1998
April 25, 2013
January 26, 2017**REVIEW DATE:** 2018

PREAMBLE

The Children's Board of Hillsborough County was established pursuant to Florida Statutes Section 125.901, as it existed prior to October 1, 1990, and has as its general purpose the provision of services to children throughout Hillsborough County as more fully set forth in said statute as it existed prior to October 1, 1990.

ARTICLE 1: MEMBERSHIP AND TERMS OF OFFICE

The governing Board of the district shall be a Board consisting of ten (10) members, including the Superintendent of Schools, a School Board member, the Regional Director of the Department of Children and Families or his/her designee, a member of the Board of County Commissioners, and a judge assigned to juvenile cases as designated by the Chief Judge. The designated judge shall sit as a voting member of the Board, except that said judge shall not vote or participate in the setting of ad valorem taxes. The other five members of the Board shall be appointed by the Governor and shall serve a four year term.

ARTICLE 2: MEETINGS

2.1 Regular Meetings

Regular meetings of the Board shall be held at a time and place set by the Board. Election of officers shall be held at the Annual Meeting of the Board in March.

Written notice of regular meetings of the Board shall be distributed forty-eight (48) hours prior to scheduled meeting dates and accompanied by an agenda. Regularly scheduled meetings may be cancelled or rescheduled by a majority vote of the Board. Upon notification of the inability to establish a quorum the Executive Director with guidance from the Board Chair, shall re-schedule the regular meeting date at which time a quorum may be established.

During a regular meeting of the Board, the agenda may be amended by a majority vote of the Board.

Special meetings of the Board may be called:

- A. by the Chair;
- B. in the Chair's absence, by the Vice-Chair;
- C. by an approving vote of the Board.

At least seven days' written notice of a special meeting of the Board shall be given to each member, accompanied by an agenda specifying the subject(s) of the special meeting. During a special meeting the agenda may be amended by a majority vote of the Board. The date, time, and location of the special meeting shall be determined by the Chair, Vice-Chair, or Board as appropriate, and shall be public noticed as required by law.

2.3 Emergency Meetings

Items that require immediate action due to possible harm that may result if held until a regular or special meeting may be considered at an emergency meeting. Emergency meetings of the Board may be called:

- A. by the Chair;
- B. in the Chair's absence, by the Vice-Chair;
- C. by the written request of four (4) members of the Board.

Twenty-four (24) hours' notice of an emergency meeting shall be given to each member of the Board; if possible, said notice is to be accompanied by an agenda specifying the subject(s) of the emergency meeting. The emergency shall be stated in the notice of the meeting. Only the subject(s) appearing on the emergency meeting agenda may be discussed at that meeting. The date, time, and location of an emergency meeting shall be determined by the Chair, Vice-Chair, or Board, as appropriate. If after reasonable diligence it is impossible to give notice to each member or because of the nature of the emergency, it is impossible to let twenty-four (24) hours' lapse before the meeting, such failure shall not affect the legality of the meeting if a quorum is in attendance, provided the emergency and the reason less than twenty-four (24) hours' notice was given are both stated by the Board before the Board takes any affirmative action on the emergency agenda.

2.4 Minutes

Minutes of each meeting shall be accurately taken, preserved, and provided to members at or before the next regular meeting. The minutes of each special or emergency meeting shall show the manner and method by which notice of the special or emergency meeting was given to each member or shall show a waiver of the notice. The minutes shall reflect how each member of the Board voted on each agenda item.

ARTICLE 3: QUORUM AND VOTING**3.1 Quorum**

The presence of a majority of the all members then serving on the Board shall be necessary at any meeting to constitute a quorum to transact business.

3.2 Voting

Each member shall have one vote, which may be exercised only by the member and not by proxy or by designee, except the designee of the Regional Director of the Department of Children and Families may vote in the absence of the Regional Director. Action on matters relating to amendment of these Bylaws or amendment to the Board's Statement of Guiding Principles or Policies may be taken only by affirmative vote of a majority of the Board. Action on matters relating to adoption of the annual program budget and annual overall agency budget may be taken only by affirmative vote of two thirds of the members of the Board. Action on any other proposal or matter shall require an affirmative vote of a majority of the quorum present except as otherwise provided in these Bylaws.

ARTICLE 4: OFFICERS, ELECTIONS, AND VACANCIES**4.1 Officers**

The officers of this Board shall consist of a Chair, a Vice-Chair, and a Secretary-Treasurer. Each officer shall be elected at the Annual Meeting and shall hold office for a term of one (1) year or until his or her successor is elected. The Chair, Vice-Chair, and Secretary- Treasurer shall be members of the Board.

A. The Chair shall:

1. preside at all meetings of the Board;
2. appoint the Chair and Vice-Chair of all Board committees;
3. serve as a voting ex-officio member of all Board committees;
4. appoint ad hoc and advisory committees, the terms of which may not exceed the term of the Chair. Such authority does not prohibit the Board from appointing ad hoc and advisory committees;
5. perform all other duties usually performed by a Chair;
6. sign all checks.

B. The Vice-Chair shall:

1. preside at all meetings of the Board in the absence of the Chair;
2. perform such duties as are usually performed by a Vice-Chair;
3. sign all checks as acting Chair when the office of the Chair is vacant;
4. countersign all checks when the office of the Secretary-Treasurer is vacant.

C. The Secretary-Treasurer shall:

1. ensure that minutes of each meeting are accurately recorded;
2. ensure proper custody of all Board records;
3. ensure that proper notice is given for all meetings;
4. ensure that committee reports are maintained;
5. oversee the fiscal affairs of the Board and ensure that such affairs are properly handled;
6. countersign all checks.

4.2 Vacancies

Elections to fill vacancies of any office shall be held as soon as practicable after a vacancy has occurred. Vacancies in Board membership shall be filled as soon as practicable by the appropriate appointing authority in accordance with Florida Statutes Section 125.901, as it existed prior to October 1, 1990.

4.3 Types of Committees

- A. Standing: Standing committees may be established by the Board.
- B. Ad Hoc and Advisory: Ad hoc committees and advisory committees may be established by the Board or the Chair.

4.4 Committee Membership

- A. Standing, Ad Hoc, and Advisory Board Committees. Board committees, whether standing, ad hoc, or advisory, shall be composed of Board members. Community members may be designated as advisors to the Board or Board committees.
- B. Other Standing, Ad Hoc, and Advisory Committees. Committees that are not Board committees may be composed of any combination of Board members, staff, or community members.

ARTICLE 5: FINANCE

5.1 Fiscal Year

The fiscal year of the Board shall commence October 1, and end September 30.

5.2 Budget

The Executive Director shall submit a preliminary annual budget to the Board at a designated meeting to be held no later than June 30, unless otherwise provided by majority vote of the Board eligible to vote.

No later than August 31, an annual budget shall be adopted by an approving vote of two-thirds of the members of the Board eligible to vote for consideration in the TRIM process.

5.3 Additional Check-Signing Authority

If the office of Chair and Vice-Chair or Secretary-Treasurer is vacant, the Board member whom most recently held an office with signatory authority shall be considered the Acting- Chair or Acting-Secretary-Treasurer for purposes of signing or countersigning checks until the office of Chair, Vice-Chair, or Secretary-Treasurer is filled by the Board

ARTICLE 6: EXECUTIVE DIRECTOR**6.1 Employment**

The Executive Director shall be employed by an approving vote of a majority of all members of the Board. The Executive Director shall be employed by written contract. The Executive Director shall serve at the pleasure of the Board and may be terminated at any time subject to the provisions of the terms of said contract.

6.2 Performance Expectations, Powers and Duties

The Executive Director's Performance Expectations shall be included in the Executive

Director's employment contract and shall include the following duties:

- A. Develop and submit a proposed annual budget to the Board;
- B. Recommend to the Board policies which relate to the evaluation of funding requests, the monitoring of programs funded by the Board, and such other matters as may be designated by the Board;
- C. Perform such other administrative duties as may normally be performed by an administrative officer; and
- D. Perform such other duties as may be designated by the Board.

ARTICLE 7: CONFLICT OF INTEREST

Members of the Board shall comply with all Florida Statutes relating to conflicts of interest. Members of the Board shall, prior to voting on a funding issue that involves any program or agency in which they participate as an employee or member of the governing authority, disclose their interest in said program or agency and, if required by law, file a disclosure statement as required by law.

ARTICLE 8: RULES OF ORDER

The conduct of meetings of the Board and committees shall be governed by the current edition of *Robert's Rules of Order Newly Revised*. In case of conflict, these Bylaws shall prevail.

ARTICLE 9: BOARD ATTENDANCE

If a member has three consecutive absences without cause from regular Board meetings during a fiscal year, or a total of five absences without cause from regular Board meetings during a fiscal year, the Chairman, with approval of the Board, shall notify the appropriate appointing authority.

ARTICLE 10: AMENDMENTS

Amendment of these Bylaws may be proposed by any member. Members of the Board shall receive at least ten (10) days written notice prior to a meeting at which a proposed amendment is to be considered.