

## **BYLAWS OF THE CHILDREN'S SERVICES COUNCIL OF PALM BEACH COUNTY**

### Preamble

The Children's Services Council of Palm Beach County is established pursuant to Florida Statute 125.901 (1986, as amended, except for s.30, Ch. 90-288, Laws of Florida) and Palm Beach County Ordinance 86-32 (as amended), and has as its general purpose the provision of services to children and their families throughout Palm Beach County as more fully set forth in said Statute and Ordinance.

### Article I. Membership and Term of Office

The Children's Services Council of Palm Beach County shall consist of ten members as established in Florida Statute 125.901 and Palm Beach County Ordinance 86-32 (as amended). The membership shall include the Superintendent of Schools; a local School Board member so designated by the School Board; the Administrator of the Florida Department of Children and Families (DCF) for the administrative area which includes Palm Beach County, or his/her designee; a member of the Board of County Commissioners of Palm Beach County so designated by the Board of County Commissioners; and a judge assigned to juvenile cases, as selected by the Chief Judge. These members shall serve for as long as they hold office or until they are removed by their appointed body. The remaining five members of the Council shall be appointed by the Governor to four-year terms. The initial appointments made by the Governor were for staggered terms of four years or less.

### Article II. Organization of the Council and Vacancies

#### A. Election of Officers

At the annual Council meeting in February, the Council shall organize by electing a Chairman, Vice Chairman, and Secretary (all of whom shall be members of the Council) to serve for a period of one year. Elections shall be by open nomination and voice vote. If a vacancy should occur in one of these offices, the Council shall proceed to elect a council member to fill such vacancy at a regular or emergency meeting as soon as reasonably possible.

#### B. Vacancies

Vacancies shall be filled as soon as is practicable by the appropriate appointing authority, in accordance with Florida Statute 125.901 and Palm Beach County Ordinance 86-32.

C. Duties of Officers

1. The Chair shall:
  - a. Preside at all meetings of the Council
  - b. Be an ex officio member of all committees of the Council
  - c. Appoint all ad hoc council committees, the term of which may not exceed the term of the Chair
  - d. Perform all the duties usually pertaining to the office of Chair
2. The Vice-Chair shall:
  - a. Preside at all meetings of the Council in the absence of the Chair
  - b. Perform all such duties usually pertaining to the office of Vice-Chair
  - c. Assume the office and duties of the Chair, in the event that office becomes vacant, until the Council fills such vacancy through an election as set forth in Article II.A.
3. The Secretary shall:
  - a. Ensure that the minutes of the meeting are accurately recorded
  - b. Perform all other duties usually pertaining to the office of Secretary
  - c. Assume the office and duties of the Vice-Chair, in the event that office becomes vacant, until the Council fills such vacancy through an election as set forth in Article II.A. In the event that the offices of both the Chair and the Vice-Chair should become vacant, the Secretary shall assume the office of the Chair, until the Council fills such vacancy through an election as set forth in Article II.A.

D. Committees

Standing committees may be established by motion of the Council. Ad hoc committees may be established either by motion of the Council or by the Chair, provided that ad hoc committees established by the Chair shall be confirmed by the Council and shall not be established for a period of time exceeding the unexpired term of the Chair.

Article III. Meetings

A. Regular Meetings

The Council shall generally hold not less than one regular meeting each month (except for the months of July and November, when a meeting shall not be held absent prior approval of the Council) for the transaction of business according to a schedule adopted by the Council. The annual meeting, at which officers shall be elected, shall be held at the February meeting. Written notice of regular meetings of the Council shall be given to each member at least 7 days prior to each meeting, accompanied by a tentative agenda for said meeting. Regular meetings may include workshop

meetings. Meetings may only be cancelled or rescheduled by majority vote of the Council members present at a regularly scheduled meeting; provided, however (a) in the event: the Chief Executive Officer is notified between regularly scheduled meetings that a quorum will not be available for the next regularly scheduled meeting, or (b) a quorum is not present at a regularly scheduled meeting, then such meeting may be cancelled by the Chair or CEO and rescheduled by a majority of the Council members polled (in person or by telephone) by the Chief Executive Officer or his/her designee. All Council members shall be notified of such cancellation or rescheduling with as much notice as possible, but in no event shall such notice be less than that given for emergency meetings.

B. Emergency Meetings

Emergency meetings of the Council may be called:

- a. by the Chair;
- b. in the Chair's absence the Vice-Chair;
- c. by motion of the Council; or
- d. by the CEO.

Twenty-four (24) hours notice of an emergency meeting shall be given to each member of the Council; if possible, said notice is to be accompanied by an agenda specifying the subject(s) of the emergency meeting. If not possible, the agenda shall be distributed at the meeting. Only those subject(s) appearing on the emergency meeting agenda may be discussed at that meeting. The date, time and location of the emergency meeting shall be determined by the Chair, Vice-Chair or Council 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. The minutes of each emergency meeting shall show the manner and method by which notice of the emergency meeting was given to each member, or shall show a waiver of notice.

C. Place of Meetings

1. Upon the giving of due public notice, regular or emergency meetings of the Council may be held at any appropriate public place in the county.
2. For the purpose of this section, due public notice shall consist of (a) publication in a newspaper of general circulation in the county, or (b) such notice as is generally provided to the public by the Council for its regular meetings, and (c) in all cases, whether or not circumstances preclude notice by publication in a newspaper of general circulation, then by posting on the Council's website.

D. Order of Business of Meetings

The order of business for meetings shall be as determined by the Council. For so long as the Council shall utilize a "consent agenda" process, any items added to the agenda that have not been circulated in advance of the meeting to the members of the Council shall be automatically pulled for consideration by the Council.

E. Minutes

Minutes of each meeting of the Council shall be accurately taken, preserved and provided to members at or before the next regular meeting.

1. Minutes, recording – The typed minutes of each meeting shall be reviewed, corrected if necessary, and approved at the next regular meeting; provided, that this action may be taken at an intervening emergency meeting if the board desires. The minutes shall be signed by the Secretary (or in the absence of the Secretary, one of the other officers) and Chief Executive Officer after approval and shall be kept as a public record in a permanent, bound book in the Council's office.
2. Minutes, contents - The minutes shall show the vote of each member present on all matters on which the Council takes action. It shall be the duty of each member to see to it that both the matter and his/her vote thereon are properly recorded in the minutes. Unless otherwise shown by the minutes, it shall be presumed that the vote of each member present supported any action taken by the board.

Article IV. Voting and Quorum

- A. Each member shall have one vote which may only be exercised by the member not by proxy or by designee.
- B. The physical presence of a majority of all members then serving on the Council shall be necessary at any meeting to constitute a quorum to transact business. Members unable to attend in person may participate by speaker phone (or similar technology) but shall not count towards a quorum.
- C. Other than amendment of these Bylaws, the hiring or termination of a Chief Executive Officer, or adoption of the annual millage rate, action on any proposal shall require an affirmative vote of a majority of the members present and voting.
- D. Action on matters relating to amendment of these Bylaws may only be taken by affirmative vote of a majority of all members of the Council. Action on the annual millage rate shall be governed by state law, with the juvenile court Judge not voting and not being counted in determining a majority for purposes of adopting the annual millage rate. Action with respect to the hiring or termination of the Chief Executive Officer shall be governed by the provisions of Article VIII.

Article V. Board Attendance

If a member has three consecutive absences from regular board meetings during a fiscal year, or a total of five absences from regular board meetings during a fiscal year, the Chair may request (i) the appropriate appointing authority (with respect to Council members selected by the County Commission, the School Board, or the Chief Judge) to remove that member and make a new appointment to the Council, (ii) the member compiling such absences (with respect to Council members appointed by the Governor) to resign from the Council so that a replacement may be appointed, or (iii) request the DCF Administrator to appoint a designee.

Article VI. Conflict of Interest

- A. Members of the Council shall comply with all Florida statutes relating to "conflict of interest."
- B. No member of the Council shall serve on the board of any agency financed wholly or in part by the Council (other than the board of a governmental entity or the board of an agency required or permitted by law to have a board member from the same governmental entities from which the Council is required to have a Council member).
- C. No member shall serve as a staff member of any agency financed wholly or in part by the Council (other than a government entity that is required by statute to have a member on the Council) and no portion of a member's salary may be paid by the Council funds.
- D. Every member of the Council shall annually complete, sign and provide to the Clerk of the Council a certificate of compliance with the Council's Conflict of Interest Policy and related state statutes. The certificate shall also list the organizations, partnerships, corporations, businesses or other legal entities, whether for profit or not-for-profit, of which the member of the Council is a director, trustee, officer, partner, employee and/or owns or controls more than five percent (5%) of all the voting securities. New members shall complete, sign and provide to the Clerk of the Council the certificate of compliance within sixty (60) days of becoming a member.
- E. The revisions to Article VI.B and C of the Bylaws dated December 9, 2010, shall not apply to a person who is a member of the Council at the time of such revisions.
- F. Any newly appointed Council member who is in violation of either Section B. or C. (or both) above shall have sixty (60) days after appointment to take such action as may be necessary to avoid the violation (e.g., by resigning from the agency that is creating the conflict). If the violation continues after this 60-day period, the Council shall request the person or entity appointing the Council member to replace said Council member with a new appointee.

Article VII. General Powers of the Council

The Children's Services Council, in carrying out its authorized duties, shall exercise the general powers set forth below. In exercising these powers, the Council shall, except in emergency situations where it is not feasible to secure such recommendations in advance, consider the recommendations

of and information supplied by the Chief Executive Officer and, where appropriate, Council staff. It is the intent of the Council that the day-to-day operations are to be handled by the Chief Executive Officer and Council staff, pursuant to policies adopted by the Council, without interference from individual Council members.

A. Determine Policies and Programs

The Council shall determine and adopt such policies and programs as are deemed necessary by it for the efficient operation and general improvement of the provisions of children's services in Palm Beach County.

B. Contracts

The Council shall constitute the contracting agent for the Children's Services Council, unless such role is otherwise delegated by the Council. It may, when acting as a body, make contracts, and sue and be sued in the name of the Children's Services Council; provided, that in any suit, a change in personnel of the Council shall not abate the suit, which shall proceed as if such change had not taken place.

C. Finance

1. The fiscal year of the Council shall commence on October 1 and end on September 30. The Chief Executive Officer shall be responsible for submitting a proposed annual budget to the Council at or before the April meeting.
2. The Council shall adopt an estimated annual operating budget at or before the June meeting by an affirmative vote of a majority vote of the members of the Council. The budget shall be for the period of October 1 through September 30 to coincide with the Council fiscal year.
3. The millage rate and final budget shall be established by the Council, pursuant to applicable Florida law.

Article VIII. Chief Executive Officer

A Chief Executive Officer shall be employed by a vote of two-thirds (2/3) of all members of the Council. The Chief Executive Officer shall be employed by written contract. The Chief Executive Officer shall serve at the pleasure of the Council and may be terminated at any time subject to the provisions of the terms of said contract by an affirmative vote of a majority of the members of the Council.

The powers and duties of the Chief Executive Officer shall include being responsible for:

1. Insuring that a comprehensive plan for the needs of children in Palm Beach County is developed and implemented.
2. The employment, development, and evaluation of staff of the Children's Services Council, pursuant to the employment policies approved by the Council, subject to ratification by the Council of anyone hired by the Chief Executive Officer as General Counsel (termination of that person is solely by the Chief Executive Officer).
3. Implementing policies and procedures to be carried out by the staff of the Children's Services Council, to further the work of the Council.

4. Establishing policies and procedures relating to the evaluation of funding requests, monitoring of programs funded by the Council, and other similar matters, subject to the approval of the Council.
5. Maintaining all records of the Children's Services Council, and requiring Council employees to keep accurate records and any necessary or appropriate reports. Upon leaving employment with the Council, making available to his/her successor the official records and other records as may be needed in administering the work of the Council.
6. Recommending to the Council for adoption such policies, rules, and/or regulations pertaining to the Council as the Chief Executive Officer considers necessary or appropriate for the Council's more efficient operation.
7. Attending all regular and, when available, emergency meetings of the Council and prepare in advance an executive summary of each Council agenda. Individual Council members may, through the Chief Executive Officer, have items placed on the agenda for any regular or emergency meeting. Except in emergency situations, the Chief Executive Officer shall make recommendations to the Council with respect to any agenda item for which Council action (either affirmative or negative) is requested or necessary.
8. Acting for the Council as custodian of its property.
9. Preparing for submission to the Council for adoption of the annual budget, proposed amount of tax levy, and investment policies for Council funds.
10. Recommending to the Council such contracts for supplies, materials, or services as necessary or appropriate for carrying on the work of the Council, unless approval of such contracts has been delegated to the Chief Executive Officer/designee.
11. Performing such other administrative duties as may normally be performed by a chief executive officer.


Article IX. Rules

All procedural matters not addressed by these Bylaws shall be governed by the latest edition of "Robert's Rules of Order."

Article X. Amendments

Amendments of these Bylaws may be proposed by any member, and shall become effective upon affirmative vote of a majority of all members of the Council.

APPROVED AND ADOPTED by the Children's Services Council of Palm Beach County on October 24, 1990, and amended October 27, 1993, December 14, 1994, April 22, 1999, February 26, 2009, April 23, 2009, December 9, 2010, May 3, 2011, January 23, 2014, June 26, 2014, October 23, 2014, September 24, 2015, June 22, 2017, and August 1, 2019 [revised Art. VIII.2; effective for individuals not yet selected as General Counsel on date of adoption]

  
Vince Goodman, Secretary