

## **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 consists of ten members as established in Florida Statute 125.901 and Palm Beach County Ordinance 86-32 (as amended). The membership includes the Superintendent of Schools; a local School Board member 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 designated by the Board of County Commissioners; and a judge assigned to juvenile cases, selected by the Chief Judge. These members serve for as long as they hold office or until they are removed by their appointed body. The remaining five members of the Council are 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 will organize by electing a Chairman, Vice Chairman, and Secretary (all of whom must be members of the Council) to serve for a period of one year. Elections will be by open nomination and voice vote. If a vacancy occurs in one of these offices, the Council will proceed to elect a council member to fill such vacancy at a regular or emergency meeting as soon as reasonably possible.

#### **B.      Vacancies**

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

C. Duties of Officers

1. The Chair will:
  - 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 will:
  - 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 will:
  - 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, if that office becomes vacant, until the Council fills such vacancy through an election as set forth in Article II.A. If the offices of both the Chair and the Vice-Chair become vacant, the Secretary will assume the office of the Chair, until the Council fills the 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 are confirmed by the Council and will not be established for a period of time exceeding the unexpired term of the Chair.

**Article III. Meetings**

A. Regular Meetings

The Council will generally hold one regular meeting each month (except for the months of July and November, when a meeting will not be held absent prior approval of the Council) for the transaction of business according to a schedule adopted by the Council. 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. 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. However if the Chief Executive Officer is notified between regularly scheduled meetings that a quorum will not be available for the next regularly scheduled meeting, or a quorum is not present at a regularly scheduled meeting, then the meeting may be cancelled by the Chair or CEO and rescheduled by a majority of the Council members polled (in person, or by electronic communication) by the Chief Executive Officer or his/her designee. All Council members will be notified of the cancellation or rescheduling with as much notice as possible, but notice may not 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 must 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 will 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 will 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, this will not affect the legality of the meeting if a quorum is in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of the emergency meeting was given to each member or will 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 will 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 will be as determined by the Council. For so long as the Council uses 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 will be automatically pulled for consideration by the Council.

E. Minutes

Minutes of each meeting of the Council will 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. The Council may approve minutes at an intervening emergency meeting if the Council so chooses. The minutes will be signed by the Secretary (or in the absence of the Secretary, one of the other officers) and Chief Executive Officer after approval and must be retained as a permanent public record.
2. Minutes, contents - The minutes will reflect the vote of each member present on all matters on which the Council takes action. It is 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 will be presumed that the vote of each member present supported any action taken by the Council.

**Article IV. Voting and Quorum**

- A. Each member will have one vote which may only be exercised by the member not by proxy or by designee. Council members may not abstain from voting on any matter that comes before the Council unless:
1. there is or appears to be a possible conflict of interest under Section 112 Florida Statutes (Florida Code of Ethics);
  2. the juvenile judge determines that a matter coming before the Council may result in a conflict relating to his/her duties as a juvenile judge or;
  3. prohibited by statute.

Members that abstain due to a conflict under Section 112 will comply with the provisions of Sections 112. The physical presence of a majority of all members then serving on the Council is necessary at any meeting to constitute a quorum to transact business. Members unable to attend in person may participate by electronic communication but will not count towards a quorum.

- B. 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 requires an affirmative vote of a majority of the members present and voting.
- C. 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 is 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 the appropriate appointing authority from the County Commission, the School Board, or the Chief Judge to remove that member and make a new appointment to the Council. The Chair may also request that the Governor-appointed member resign from the Council so that a replacement may be appointed, and the Chair may request that the DCF Administrator appoint a designee.

## **Article VI. Conflict of Interest**

- A. Members of the Council shall comply with Chapter 112 Florida Statutes relating to "conflict of interest."
- B. Council members must abstain from participating in or voting on funding that involves any organization for which he/she is an employee or a compensated member of the governing board or holds a 5% or more ownership in a private entity. The Council member must publicly state the reason for the abstention and file a written memorandum with the Council Liaison.
- C. Council members must act to avoid the appearance of impropriety. As such, current Council members should refrain from becoming employed with, or serving as a compensated Board member of, an organization that receives funds from the Council.
- D. Notwithstanding Section B and C above, a Council member who is or becomes a local government employee or who is elected/appointed to the governing board of a local government may participate and vote on matter relating to the funding of services by the governmental entity that he/she serves.
- E. Every member of the Council will annually complete, sign and provide to the Council Liaison a certificate of compliance with the Council's Conflict of Interest Policy. New members shall complete, sign and provide to the Council Liaison the certificate of compliance within sixty (60) days of becoming a member.

## **Article VII. General Powers of the Council**

The Children's Services Council, in carrying out its authorized duties, will exercise the general powers set forth below. In exercising these powers, the Council will, 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 will 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 will 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 will not abate the suit, which will proceed as if such change had not taken place.

**C. Finance**

1. The fiscal year of the Council shall begin on October 1 and end on September 30. The Chief Executive Officer will be responsible for submitting a proposed annual budget to the Council at or before the April meeting.
2. The Council will 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 will be for the period from October 1 through September 30 to coincide with the Council fiscal year.
3. The millage rate and final budget will be established by the Council, pursuant to applicable Florida law.

**Article VIII. Chief Executive Officer**

A Chief Executive Officer will be employed by a vote of two-thirds (2/3) of all members of the Council. The Chief Executive Officer will be employed by written contract. The Chief Executive Officer serves 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 will include being responsible for:

1. Ensuring 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.

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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 will 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 out 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**

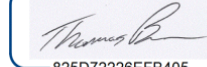
All procedural matters not addressed by these Bylaws will be governed by the latest edition of "Robert's Rules of Order."

**Article X. Amendments**

Amendments to these Bylaws may be proposed by any member and will 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, August 1, 2019, February 18, 2021 and March 30, 2023.

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Thomas Bean, Chair