



**CHILDREN'S
SERVICES COUNCIL MEMBERS:**

*Dawn Liberta, Chair
Community Development Administrator,
Circuit 17
Department of Children & Families*

*Hon. Kenneth L. Gillespie, Vice Chair
Judicial Member*

*Dr. David H. Kenton, Secretary
Governor Appointee*

*Cathy Donnelly, Immediate Past Chair
Governor Appointee*

*Dr. Vickie L. Cartwright
Interim Superintendent
Broward County Public Schools*

*Beam Furr
Broward County Commission*

*Donna P. Korn
Board Member
Broward County Public Schools*

*Tom Powers
Governor Appointee*

*Maria M. Schneider
Governor Appointee*

*Dr. Paula Thaqi
Director
Broward County Health Department*

*Jeffrey S. Wood
Governor Appointee*

STAFF

*Cindy J. Arenberg Seltzer
President/CEO*

LEGAL COUNSEL

John Milledge

Garry Johnson

DATE: September 29, 2021

TO: Council Members

FROM: Cindy Arenberg Seltzer, President/CEO

SUBJECT: Information for October 4th Bylaws Committee Meeting

Enclosed is the information packet for the CSC Bylaws Committee meeting on Monday, October 4th, at 10:30am. This will be a virtual meeting on Zoom Webinar. Members of the Bylaws Committee are Dawn Liberta, Cathy Donnelly, and Jeffrey Wood, but all Members are welcome to attend. If you are not a member of the Bylaws Committee and plan to attend this meeting, please let Amy know (ajacques@cscbroward.org) so she can send you a unique panelist link.

You will notice that the agenda is light. The By-laws have not been reviewed since 2009 and the intention is just to go through and see if there are any items that need updating. While we had hoped that something could be done regarding the physical quorum requirements, Counsel advises that the most recent Attorney General opinion issued on the topic makes it clear that we cannot. But there are a few other areas that are worth discussing.

If you have any questions or need further explanation on any items in this packet, please feel free to email (cseltzer@cscbroward.org) or call me (954-649-8420).

Children's Services Council of Broward County Bylaws Committee Meeting

October 4, 2021 @ 10:30 am
Virtual via Zoom Webinar

Agenda

- I. Call to Order
- II. Review Bylaws (Attachment)
- III. Adjourn

BYLAWS OF THE CHILDREN'S SERVICES COUNCIL OF BROWARD COUNTY

As adopted on March 29, 2001, with revisions adopted on April 25, May 3, May 17, and September 20 of 2001, and January 17, 2002, and November 20, 2003, and August 19, 2004

Preamble

The Children's Services Council of Broward County is established pursuant to Florida Laws Chapter 2000-461, a/k/a House Bill 1701 (the "Charter") and has as its general purpose the provision of services to children throughout Broward County as more fully set forth in said statute.

Article I. Membership and Term of Office

A. Membership

The Children's Services Council of Broward County shall consist of eleven (11) members as established in the Charter. The membership shall include the Senior Administrator of the Broward County Health Department, Superintendent of Schools, a local School Board member so designated by the School Board, the District Ten Administrator of the Department of Children and Families (or his or her designee who is a member of the Senior Management Service or of the Selected Exempt Service), a member of the Board of County Commissioners of Broward 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 four year terms. The remaining five (5) members of the Council shall be appointed by the governor. The governor's appointments shall, to the extent possible, represent the demographic diversity of the population of Broward County, and be selected from a list of candidates submitted for consideration by the Broward County Board of County Commissioners. All of these members shall be appointed for four-year terms, except that the length of the terms of the initial appointees shall be for two years.

B. Vacancy of Members

Vacancies of council members shall be filled as soon as is practicable by the appropriate appointing authority, in accordance with the Charter and these bylaws.

C. Removal of Members

A council member may only be removed in accordance with the Charter.

Article II. Organization of the Council

A. Election of Officers

At the annual Council meeting in January (except for the first year), the Council shall elect a chairman, vice chairman, and secretary (all of whom shall be members of the Council) to serve for a period of one year, not to exceed two terms. Elections shall be open nomination and voice vote.

B. Vacancy of Officers

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 special meeting as soon as reasonably possible.

C. Removal of Officers

An officer can be removed from office, without cause, by a majority of members then serving, as set forth in Article IV of these Bylaws. The Council shall proceed to fill the vacancy as provided by Article II of the Bylaws.

D. 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 terms of which may not exceed the term of the Chair.
- (d) Appoint the chairperson of each standing committee.
- (e) Perform all the duties usually pertaining to the office of Chair.
- (f) May sign checks on behalf of the Council in accordance with Article VII hereof.

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 hereof.
- (d) May sign checks on behalf of the Council in accordance with Article VII hereof.

3. The Secretary shall:

- (a) Ensure that minutes of meetings 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 next meeting of the Council. 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 hereof.
- (d) May sign checks on behalf of the Council in accordance with Article VII hereof.

E. 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.

The Council may also designate persons not on the Council to serve on committees. The committees shall have such authority as the Council shall direct, subject to applicable Florida Laws.

The following standing committees shall have a quorum requirement of two (2) members to conduct business: Executive, Finance, Personnel, Bylaws, Office, and Program Planning. The quorum requirement for all other committees shall be a majority of the members appointed to the applicable committee.

Article III. Meetings

A. Regular Meetings

The Council shall generally hold not less than one regular meeting each month (except for one summer month as designated by the Council, when a meeting shall not be held absent prior approval of the Council) for the transaction of business according to a schedule arranged by the Council. The annual meeting, at which officers shall be elected, shall (except for the meeting of 2001) be held at the January meeting. Written notice of regular meetings of the Council shall be given to each member at least seven (7) days prior to each meeting. If possible, said notice is to be accompanied by an agenda specifying the subject(s) of the meeting; if not possible, the agenda shall be distributed at the meeting. Regular meetings may include workshop meetings. Meetings may only be cancelled or rescheduled by the Chair or a majority vote of the Council members present at a regularly scheduled meeting. However, in the event the President / Chief Executive Officer is notified between regularly scheduled meetings that a quorum will not be available for the next regularly scheduled meeting, such meeting may be cancelled or rescheduled by the Chair or a majority vote. 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 special meetings.

B. Special Meetings

The Council shall convene in special meetings when called by the Chair, the Vice-Chair in the absence of the Chair or upon request of a majority of the members of the Council. Special meetings may include workshop meetings. Seven (7) days notice shall be given to all members of the Council. If possible, said notice is to be accompanied by an agenda specifying the subject(s) of the meeting; if not possible, the agenda shall be distributed at the meeting. The minutes of the meeting shall show the manner and method by which notice of the meeting was given to each member or shall show a waiver of notice.

C. Emergency Meetings

Emergency meetings of the Council may be called:

- a. by the Chair; or
- b. in the absence of the chair, by the Vice-Chair; or
- c. by motion of the Council.

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.

D. Place of Meetings

1. Upon the giving of due public notice, regular or special 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, or (c) both.

E. Order of Business

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 from consideration by the Council.

F. 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 special meeting if the Council desires. The minutes shall be signed by the Secretary or President / 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 vote thereon are properly recorded in the minutes. Unless otherwise shown by the minutes, it shall be presumed that the voice of each member present supported any action taken by the Council.

G. Notices

All notices shall be in writing and shall set forth the time, date and place of any meeting. The notice, if mailed, shall be deemed to have been delivered when deposited in the United States mail, postage prepaid, addressed to the member as his or her address appears in the records of the Council. A notice may also be delivered in person, by facsimile or by electronic mail.

Article IV. Voting and Quorum

- A. Each member shall have one (1) vote which may only be exercised by the member, not by proxy or by designee.
- B. The presence of the greater of (a) a majority of all members then serving on the Council or (b) six (6) members shall be necessary at any meeting to constitute a quorum to transact business.
- C. Action on any proposal shall require an affirmative vote of a majority of the members present, except for the following items:
 - (1) Action on matters relating to amendment of these Bylaws will require a majority vote of all members then serving on the Council, as set forth in Article XIII hereof.
 - (2) Adoption of the annual budget may only be taken by affirmative vote of a majority of all members then serving on the Council, with the Juvenile Court Judge voting and being counted in determining a majority for purposes of adopting the annual budget, as set forth in Article VII hereof.
 - (3) Adoption of the millage rates, or any estimates thereof, may only be taken by affirmative vote of a majority of all members then serving on the Council, with the Juvenile Court Judge not voting and not being counted in determining a majority for purposes of adopting the millage rates, or any estimates thereof, as set forth in Article VII hereof.
 - (4) Action waiving the Council's procurement procedures may only be taken by a majority vote of all members then serving on the Council.
 - (5) Actions hiring the President / Chief Executive Officer may only be taken by a vote of a 2/3 super majority of all members then serving on the Council and actions terminating a President / Chief Executive Officer may only be taken by a a vote of a majority of all members then serving on the Council, as set forth in Article IX hereof.
 - (6) Actions removing an officer may only be taken by a vote of a majority of all members then serving on the Council, as set forth in Article II hereof.
- G. Once a quorum is established, a Children's Services Council meeting may start without regard to the absence of any other Children's Services Council members. Any Board Member may attend the Children's Services Council meeting and may vote by audio interactive telephone conference; however, no one attending the meeting by audio interactive telephone conference may be counted to establish a quorum.

Article V. Board Attendance

If a member has three (3) consecutive absences from regular board meetings during a fiscal year, or a total of five (5) absences from regular board meetings during a fiscal year, except under extreme circumstances, the Chair may request the member compiling such absences to resign from the Council so that a replacement may be appointed in accordance with the Charter.

Article VI. Conflict of Interest

- A. Members of the Council will, prior to voting on a funding issue which 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 file a disclosure statement with the Secretary. (In such instances, members must abstain from discussing and voting on such issue.)
- B. Members of the Council shall comply with all Florida Statutes relating to "conflicts of interest."
- C. No member shall serve as a staff member of any agency when more than 10% of the agency's budget is provided by the Council, and no portion of a member's salary may be paid by the Council funds.

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 President / 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 President / 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 conditions of children in Broward 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 President / Chief Executive Officer shall be responsible for submitting a proposed annual budget to the Council at or before the May meeting except in 2001. The budget shall be for the period of October 1 through September 30 to coincide with the Broward County fiscal year.
2. The Council shall adopt a tentative annual budget of its expected income and expenditures, including a contingency fund, at or before the June meeting by an affirmative vote of a majority vote of all members then serving on the Council, with the Juvenile Court Judge voting and being counted in determining a majority for purposes of adopting the annual budget, or any estimate thereof.
3. The Council shall adopt a written estimated millage rate at, or before the June meeting by an affirmative vote of a majority vote of all members then serving on the Council, with the Juvenile Court Judge not voting and not being counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.

4. The Council shall adopt a final millage rate at the times, in the manner and in accordance with Florida Law by an affirmative vote of a majority vote of all members then serving on the Council, with the Juvenile Court Judge not voting and not being counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.
5. The adopted budget and the final millage rate shall be certified and delivered to the Board of County Commissioners within 15 days following the Council's adoption of the final budget and millage rate.
6. All moneys received by the Council shall be deposited in qualified public depositories, with separate and distinguishable accounts established specifically for the Council and shall be withdrawn only by checks signed by the Chair of the Council, or in his or her absence, the Vice-Chair, and countersigned by the <> Secretary of the Council, or in his or her absence, the Vice Chair. Signatures may be by facsimile signature, manual signature or both in accordance with Florida law as expressly authorized and determined by the members from time to time. Electronic wire transfers shall be deemed "checks" for purposes of these bylaws if written authorization for each wire transfer is obtained from the Council Chair and countersigned by an authorized Council member.
7. It is the preference of the Council that all checks be signed by the Chair of the Council and countersigned by the Secretary of the Council. The Vice-Chair may sign when performing the duties of the Chair or in the absence of either the Chair or the Secretary. The Chair of the Finance Committee is also authorized to countersign checks.
8. Upon entering the duties of office, the Chair, Vice-Chair, Secretary, and the President / Chief Executive Officer shall each give a surety bond in the sum of at least \$1,000 for each \$1 million or portion thereof of the Council's annual budget, which bond shall be conditioned that each shall faithfully discharge the duties of his or her office. The premium on such bond may be paid by the Council as part of the expense of the Council. No other member of the Council shall be required to give bond or other security.

Article VIII. Prohibition on Lobbying

- A. The Children's Services Council shall not award funding to an organization, person, or entity which has hired a person, whether directly or indirectly, or consented to or acquiesced in the employment of a person, whose principal responsibilities are to lobby a member of the Children Services Council on behalf of the organization, person, or entity which seeks funding from the Children Services Council. Subject to the foregoing, an officer, director, official, principal, or bona fide employee of an organization, person or entity seeking funding may engage in lobbying without payment of any compensation or reimbursement of expenses for such lobbying, whether directly or indirectly.

- B. No moneys granted by the Children's Services Council shall be used by a provider agency to hire a lobbyist or to supplant any funds which would allow for the funding of a lobbyist.

- C. **CONTACT AFTER PROPOSER'S SUBMITTAL:** Any proposer or a lobbyist (paid or unpaid) for a proposer is prohibited from having any private communication concerning any procurement process or any response to a procurement process with any Council Member or the President / Chief executive Officer after the issuance of a funding opportunity and until completion of the contract award. A proposal from any organization will be disqualified when the proposer or a lobbyist (paid or unpaid) for the proposer violates this condition of the procurement process.

ARTICLE IX. President / Chief Executive Officer

A President / Chief Executive Officer shall be employed by a vote of a 2/3 super majority, of all members then serving on the Council. The President / Chief Executive Officer shall be employed by written contract. The President / 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 all members then serving on the Council.

The powers and duties of the President / Chief executive Officer shall include:

1. The employment and development of staff to implement policies and programs of the Children's Services Council, pursuant to the personnel policies developed by the Council.
2. Ensuring that a comprehensive plan for the needs of children and youth in Broward County is developed.
3. Establishing policies and procedures, subject to the approval of the Council, relating to the evaluation of funding requests, monitoring of programs funded by the Council, employment and evaluation of personnel and other similar matters.
4. Maintaining all records of the 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.
5. Recommending to the Council for adoption such policies, rules and/or regulations pertaining to the Council as the President / Chief Executive Officer considers necessary or appropriate for the Council's more efficient operation.
6. Attending all regular and, when available, special meetings of the Council and prepare in advance an executive summary of each Council agenda. Individual Council member may, through the President / Chief Executive Officer, have items placed on the agenda for any regular or special meeting. Except in emergency situations, the President / 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.
7. Acting for the Council as a custodian of its property.
8. Preparing for submission to the Council for adoption of the annual budget, proposed amount of tax levy and investment policies for Council funds.
9. Recommending to the Council such contracts for supplies, materials, or services as necessary or appropriate for carrying on the work of the Council.
10. Performing such other administrative duties as may normally be performed by an administrative officer.
11. The President/Chief Executive Officer is authorized to make petty cash expenditures of up to \$100. The President/Chief Executive Office may also make budgeted expenditures up to \$5,000 without prior Council approval provided that a written report of said expenditures is made to the Council on a monthly basis.

Article X. Auditor

The Council shall appoint an external auditor who shall report directly to the Council and shall conduct an annual audit pursuant to the Charter.

Article XI. Legal Counsel

The Council shall appoint legal counsel who shall report directly to the Council.

Article XII. Rules

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

Article XIII. Amendments

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

APPROVED AND ADOPTED by the Children's Services Council of Broward County on
March 29, 2001, with revisions adopted on April 25, May 3, May 17, and
September 20, of 2001, January 17, 2002, and November 20, 2003, and August 19, 2004.

Secretary