

RESOLUTION NO. 2023-10

**A RESOLUTION OF THE CHILDREN'S SERVICES COUNCIL
OF LEON COUNTY APPROVING AMENDED AND
RESTATED BYLAWS; AND PROVIDING AN EFFECTIVE
DATE.**

**BE IT RESOLVED BY THE CHILDREN'S SERVICES COUNCIL OF LEON COUNTY AS
FOLLOWS:**

SECTION 1. AUTHORITY. This Resolution of the Children's Services Council of Leon County ("CSC Leon") is adopted pursuant to Ordinance No. 2018-13 adopted by the Board of County Commissioners of Leon County, Florida on June 19, 2018, as approved by the electorate of Leon County at the general election conducted on November 3, 2020, section 125.901, Florida Statutes, chapter 189, Florida Statutes, and other applicable provisions of law.

SECTION 2. FINDINGS. It is hereby ascertained, determined and declared as follows:

(A) Section 125.901, Florida Statutes, authorizes creation of children's services councils and provides that such councils may make and adopt bylaws and rules and regulations for the council's guidance, operation, governance, and maintenance, provided such rules and regulations are not inconsistent with federal or state laws or county ordinances.

(B) In accordance therewith, the Governing Council of CSC Leon (the "Governing Council") previously adopted bylaws for CSC Leon and wishes to amend and restate such bylaws hereunder to incorporate revisions promoting efficient governance and administration for CSC Leon, the Governing Council and its staff and employees.

SECTION 3. AMENDED AND RESTATED BYLAWS. The Governing Council hereby approves and adopts the amended and restated bylaws for CSC Leon attached hereto as Appendix A. Such bylaws shall supersede the bylaws previously adopted by the Governing Council in their entirety and shall take effect immediately upon adoption of this Resolution.

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SECTION 4. EFFECTIVE DATE. This Resolution shall take effect immediately upon its adoption.

DULY ADOPTED this 21st day of December, 2023.

**CHILDREN'S SERVICES COUNCIL
OF LEON COUNTY**

By: _____
Chair

ATTEST:

Executive Director

[SEAL]

APPENDIX A

**AMENDED AND RESTATED BYLAWS OF THE
CHILDREN'S SERVICES COUNCIL OF LEON COUNTY**

BYLAWS OF

**Children’s Services Council of Leon County, an
Independent Special District of Leon County**

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BYLAWS OF

Children’s Services Council of Leon County, an Independent Special District of Leon County

PREAMBLE

The Children’s Services Council of Leon County has been established pursuant to §125.901, Fla. Stat., and Leon County Ordinance §2018-03, as approved by the Electorate and has as its general purpose the provision of services to children, youth, and families residing in Leon County as more fully set forth in statute and ordinance.

ARTICLE I. MEMBERSHIP AND TERM OF OFFICE

The Governing Council of the Children’s Services Council of Leon County (“Council”) shall consist of ten (10) members including the Leon County Superintendent of Schools, a local Leon County School Board Member (as selected by the School Board), the Administrator of the District of the Department of Children and Families having authority over Leon County or designee who is a member of the Senior Management Service or of the Selected Exempt Service, a member of the Leon County Board of County Commissioners (as selected by the Board of County Commissioners), and a judge assigned to juvenile cases. These members shall serve for as long as they hold office or until they are removed in accordance with statute or the ordinance. The other five (5) members of the Council shall be appointed by the Governor upon recommendation by the Board of County Commissioners and, after their initial term in office, shall serve for terms of four (4) years each. Members shall serve until their replacement is selected or they have been otherwise removed from office.

ARTICLE II. MEETINGS

Section 1. Regular Meetings

Regular meetings of the Council shall be held at least quarterly at a time and place set by the Council. The annual meeting shall be held in October to align with the CSC Leon fiscal year, at which time the election of officers shall take place, in accordance with ARTICLE IV, Section 1. If a regularly scheduled meeting falls on a holiday, the Council shall meet at such date and time as selected by the Council. Written or electronic notice of regular meetings of the Council shall be given to each member at least seven (7) days prior to each meeting; the notice is to be accompanied by a tentative agenda for the meeting. Meetings may be cancelled or rescheduled by majority vote of the Council. In the event of an emergency or lack of business to be considered, a meeting may be canceled by the Chair, Vice-Chair, or Treasurer, in that order, but barring emergency cancellations or other extraordinary circumstances, the Governing Council shall meet no less often than once each fiscal quarter.

Section 2. Special Meetings

APPROVED: January 2022

REVISED: December 2023

Special meetings of the Council may be called:

- a. By the Chair, or
- b. In the Chair's absence by the Vice-Chair, or
- c. In the Chair and Vice Chair's absence by the Treasurer, or
- d. By request of a majority of the Council made to an officer or the Executive Director.

Pursuant to the rules for independent special districts, any meeting other than a regular meeting or any recessed and reconvened meeting must be advertised at least seven (7) days in advance of such meeting in a newspaper of general paid circulation in the county. The advertisement must be published in the same way as the meeting schedule.

Notices regarding special meetings will be accompanied by an agenda specifying the subject(s) of the special meeting. Only those subject(s) appearing on the special agenda may be discussed at that called meeting. The date, time, and location of the special meeting shall be determined by the Chair, Vice-Chair, Treasurer, or Council, as appropriate.

Section 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 Council may be called:

- a. By the Chair, or
- b. In the Chair's absence by the Vice-Chair, or
- c. In the Chair and Vice Chair's absence by the Treasurer, or
- d. By vote or request of a majority of the Council made to an officer or the Executive Director.

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. The emergency shall be stated in the notice of 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 meeting shall be determined by the Chair, Vice-Chair, Treasurer, 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 elapse 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 were given are both stated by the Council before the Council takes any affirmative action on the emergency agenda.

Section 4. Public Meetings

The Council, as a public body of the State of Florida, shall be subject to the requirements of Chap. 286, Fla. Stat.

Section 5. Minutes

Minutes of each meeting shall be accurately taken, preserved, and provided to members at or before the next regular meeting. Minutes shall record the vote of each member present on all matters on which the Council acts. Unless otherwise shown by the minutes, it shall be presumed that the vote of each member present supported the action taken.

ARTICLE III. VOTING

- A. A quorum shall be established at each meeting of the Council to transact business. The presence of a majority of all members then serving on the Council shall constitute a quorum. A Councilmember may attend a meeting by virtual means in extraordinary circumstances provided (i) a quorum is physically present and those in attendance determine that virtual participation is reasonable under the circumstances, or (ii) virtual participation is otherwise authorized by the Florida Government in the Sunshine Law, related statutes and/or Executive Order.
- B. Each member shall have one vote, which may only be exercised by the member with the exception of the District Administrator of the Department of Children and Families who may have a designee.
- C. Action on any proposal other than amendment of these bylaws, hiring and dismissal of an Executive Director, or adoption of the annual budget shall require an affirmative vote of a majority of the members present.
- D. Action on matters relating to amendment of these bylaws may only be taken by an affirmative vote of two-thirds (2/3) of all serving members of the Council.
- E. Action on matters relating to the hiring and dismissal of an Executive Director may only be taken by affirmative vote of two-thirds (2/3) of all serving members of the Council.
- F. Approval of the budget and setting of the millage shall be as established by law.
- G. The judge of juvenile cases appointed to the Council shall not vote on nor participate in setting of the millage.

ARTICLE IV. OFFICERS, ELECTIONS, VACANCIES, and COMMITTEES

Section 1. Officers

The officers of this Council shall be chosen from its membership and consist of a Chair, Vice-Chair, and Treasurer. Officers shall be elected to a term of two (2) years. An officer may be elected to additional consecutive terms.

- A. The Chair shall:
- Preside at all meetings of the Council.
 - May be an ex-officio member of all committees of the Council.
 - Serve as a member of the Executive Committee.
 - Appoint, with Council approval, all ad hoc committees.
 - Perform all of the duties usually pertaining to the office of Chair.
 - Be the primary check signer of the Council subject to countersignature by another member of the Council or the Executive Director.
- B. The Vice-Chair shall:
- Preside at all meetings of the Council in the absence of the Chair.
 - Serve as a member of the Executive Committee.
 - Perform all such duties usually pertaining to the Office of Vice-Chair.
- C. The Treasurer shall:
- Preside over the Council Finance and Budget Committee.
 - Serve as a member of the Executive Committee.
 - Preside at all meetings of the Council in the absence of the Chair and Vice-Chair.
- D. In the event of a vacancy in the position(s) of the Chair, Vice-Chair, or Treasurer, the position shall be filled for the remainder of the vacant position's term at the next meeting of the members. Any vacancy in other offices that result from this selection may be filled by immediate election for the remainder of the term.

Section 2. Elections

Election of officers shall be held at the annual meeting. This election shall be by nomination and voice vote.

Section 3. Vacancies in Council

Council Member vacancies shall be filled as soon as practicable by the appropriate appointing authority in accordance with § 125.901, Fla. Stat. Newly appointed Council Members shall take such oath for public officers as may be required under Florida law. Training and/or summary materials related to the Florida Government in the Sunshine Law and the Florida Code of Ethics

for Public Officers and Employees shall be provided to new Council Members by the General Counsel and/or CSC Leon staff.

Section 4. Committees

A. All committee appointments of the Council shall be appointed by the Chairperson and their appointments will be reviewed annually.

B. The permanent committees shall be:

Executive Committee: The Executive Committee shall be composed of the officers of the Council and the immediate past Chairperson. In an emergency, this committee shall have all the powers of the Council to transact necessary business affairs of the organization; otherwise, decisions of the Executive Committee shall be approved or ratified by the full Council. The Executive Committee shall provide a report of their decisions at the next regular meeting of the Council. The Executive Committee shall conduct periodic review of the Bylaws and make recommendations for changes, as needed.

Finance and Budget Committee: The Finance and Budget Committee shall be composed of at least three members of the Council with the Treasurer serving as the chairperson. The committee shall provide financial oversight for the organization, including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

Nominating Committee: The Nominating Committee shall be composed of at least three members of the Council. The committee shall lead the process for vetting and recommending appointments for officers of the Council.

C. Additional standing committees may be established by majority vote of the Council. Ad hoc committees may be established by the Chair, with Council approval. Ad hoc committees shall not be established for a period of time exceeding one year.

D. The Council also may 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.

ARTICLE V. FINANCE

Section 1. Fiscal Year

The fiscal year of the Children’s Services Council of Leon County shall commence on October 1 and end on September 30.

Section 2. Reporting

Commencing no later than January 1, 2022, and by January 1 of every year thereafter the Council will prepare an annual written report, to be presented to the Board of County Commissioners, which shall contain the information set forth in § 125.901(2)(b)(5), Fla. Stat.

Section 3. Budget

The Executive Director shall be responsible for submitting a tentative annual budget for the operation of the Children's Services Council of Leon County to the Members of the Council at or before the May meeting for adoption by the Council. The Council shall submit a certified budget to the Board of County Commissioners by no later than July 1.

On or before July 1 of each year, the Council shall prepare a tentative annual written budget of the district's expected income and expenditures, including a contingency fund. The Council shall, in addition, compute a proposed millage rate within the one-half mil cap approved by the electorate necessary to fund the tentative budget and, prior to adopting a final budget, comply with the provisions of § 200.065, Fla. Stat. relating to the method of fixing millage, and shall fix the final millage rate by resolution of the Council. The adopted budget and final millage rate shall be certified and delivered to the Council of County Commissioners within fifteen (15) days following the Council's adoption of the final budget and millage rate pursuant to Chapter 200, Fla. Stat. or as otherwise limited in § 125.901, Fla. Stat.

ARTICLE VI. EMPLOYMENT OF EXECUTIVE DIRECTOR

An Executive Director shall be employed by a two-thirds vote of all members of the Council. The Executive Director shall be employed according to terms mutually agreed upon in a written contract between the Executive Director and the Council, including but not limited to evaluation terms. The Executive Director shall be engaged by the Council and shall serve at the pleasure of the Council and may be terminated at any time, for cause or convenience, subject to the provisions of the terms of said contract by an affirmative vote of a majority of the Council.

The powers and duties of the Executive Director (including any interim or acting Executive Director) shall include:

- A. Carrying out the purpose and objectives of the Children's Services Council of Leon County consistent with the directions and delegations of the Council.
- B. The employment and development of staff to implement policies and programs of the Children's Services Council of Leon County subject to review and concurrence by the Trust through approval of the budget or other processes.

- C. Ensure that a comprehensive plan for the needs of youth in Leon County is developed and implemented and that the purposes of § 125.901, Fla. Stat. and Leon County Ordinance 2018-03 are met.
- D. Establish policies and procedures relating to the evaluation, subject to approval of the Council, of funding requests, monitoring of programs funded by the Children’s Services Council of Leon County, employment and evaluation of personnel, and other similar matters.
- E. Maintain all records of the Children’s Services Council of Leon County.
- F. Attest the execution of Council resolutions or other instruments adopted or approved by the Council.
- G. Perform other administrative duties as may normally be performed by an administrative officer.
- H. Shall provide that the minutes are accurately maintained.
- I. Shall be responsible for day-to-day operations of the Children’s Services Council of Leon County and serve as a liaison between staff and the Council.
- J. May undertake such other functions as may be delegated by the Council.

ARTICLE VII. CONFLICT OF INTEREST

- A. Members of the Council shall avoid entering into contracts or agreements involving, directly or indirectly, members of the Council in a manner that would be or give the appearance of being a conflict of interest.
- B. 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, consultant, contractor, or member of the governing authority, disclose their interest in said program or agency and file a disclosure statement.
- C. Members of the Council will comply with all Florida Statutes relating to "conflicts of interest," which includes Part III of Chapter 112, Fla. Stat.
- D. No member of the Council shall serve as a staff member or Board member of any agency when any of the agency's budget is provided by the Children’s Services Council of Leon County, and no portion of a member's salary may be paid by the Children’s Services Council of Leon County funds.

ARTICLE VIII. PROHIBITION ON LOBBYING

CSC Leon 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 Council on behalf of the organization, person, or entity which seeks funding from the 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.

No monies granted by CSC Leon 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.

CONTACT AFTER RESPONDENT SUBMITTAL: Any respondent or a lobbyist (paid or unpaid) for a respondent is prohibited from having any private communication concerning any procurement process or any response to a procurement process with any Council Member, the Executive Director, or any member of staff except for the identified procurement 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 respondent or a lobbyist (paid or unpaid) for the respondent violates this condition of the procurement process.

ARTICLE IX. RULES OF ORDER

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

ARTICLE X. COUNCIL ATTENDANCE

If a member has three (3) consecutive absences from regular Council meetings during a fiscal year, or a total of five (5) absences from regular Council meetings during a fiscal year, except under extreme circumstances, the Chair may request said member to resign from the Council so that a replacement may be appointed in accordance with § 125.901, Fla. Stat.

Absences by members at meetings that take place during the start-up period of the Council, before a regular schedule of meetings has been adopted, do not count as absences for purposes of the provision above.

ARTICLE XI. AMENDMENTS

Amendments of these bylaws may be proposed by any member of the Council and shall become effective upon the affirmative vote of a two-thirds (2/3) majority of all serving Council members.

REVISED, APPROVED AND ADOPTED by the Children's Services Council of Leon County on this _____ day of _____ 2023.

CHILDREN'S SERVICES COUNCIL OF LEON COUNTY

By: _____
Dr. Zandra Glenn, PharmD, RPh, Chair