



Bylaws Committee Meeting

Thursday, July 25, 2019
The Children's Trust
3150 S.W. 3rd Avenue, 8th Floor
Conference Room A
9:30 a.m. –10:30 a.m.

Board of Directors

Kenneth C. Hoffman
Chair

Mark A. Trowbridge
Vice-Chair

Steve Hope
Treasurer

Karen Weller
Secretary

Magaly Abrahante, Ph.D.

Laura Adams

Daniel Bagner, Ph.D.

Constance Collins

Mary Donworth

Richard P. Dunn II

Antonia P. Eyssallenne, M.D.

Gilda Ferradaz

Sen. Anitere Flores

Lourdes P. Gimenez

Nicole Gomez

Mindy Grimes-Festge

Nelson Hincapie

Pamela Hollingsworth

Hon. Barbara Jordan

Maurice Kemp

Tiombe Bisa Kendrick-Dunn

Nancy L. Lawther, Ph.D.

Marissa Leichter

Frank Manning

Susan Neimand, EdD.

Marta Pérez, Ph.D.

Hon. Orlando Prescott

Javier Reyes

Hon. Isaac Salver

Michael Turino

David Lawrence Jr.
Founding Chair

James R. Haj
President & CEO

County Attorney's Office
Legal Counsel

AGENDA

9:30 a.m.

Welcome and opening remarks

Dr. Susan Neimand
Chair

9:35 a.m.

Public comments

Dr. Susan Neimand
Chair

9:40 a.m.

Review of Bylaws

Kenneth C. Hoffman
Chair
James R. Haj
President/CEO
Imran Ali
Chief of Staff

- *Article I & II. Related to Board Terms*
- *Article V. Board Attendance*

10:15 a.m.

Any other Business

Dr. Susan Neimand
Chair

10:30 a.m.

Adjourn

The public is allowed to comment before presentation of resolutions but must register with the Clerk of the Board prior to being allowed to comment.

BYLAWS

THE CHILDREN'S TRUST OF MIAMI-DADE COUNTY

Preamble

The Children's Trust is established pursuant to Section 1.01(A)(11) of the Miami-Dade County Home Rule Charter, Article CIII of Chapter 2 of the Code of Miami-Dade County, Florida, and section 125.901, Florida Statutes. The Children's Trust has as its general purpose the provision of health, safety and development services to children, and the promotion of parental and community responsibility for children throughout Miami-Dade County, as more fully set forth in the above-stated laws. Article CIII of Chapter 2 of the Code of Miami-Dade County, Florida shall hereinafter be referred to as "the Ordinance."

Article I. Membership and Term of Office

A. Membership

The Children's Trust shall consist of thirty-three (33) members as established in the Ordinance. The members shall be appointed and shall serve terms as established in the Ordinance. Collectively the thirty-three (33) members of The Children's Trust shall be referred to as "the Board."

B. Vacancy of Members

Vacancies on the Board shall be filled as soon as is practicable by the appropriate appointing authority, in accordance with the Ordinance and these bylaws.

C. Removal of Members

A Board member may only be removed in accordance with section 125.901, Florida Statutes, as may be amended, the Ordinance or these bylaws.

Article II. Organization of the Board

A. Election of Officers

1. Every two years, but no later than the April Board meeting, the Board shall elect the following officers: Board chair, vice chair, treasurer, and secretary. Each officer shall be a member of the Board. The vote for the election of officers may be by voice vote.

2. At the direction of the Nominating Committee, and no less than 60 days before the Board meeting at which any officers are to be elected (or in the case of a vacancy 30 days), the president/chief executive officer shall solicit from all members of the Board nominations for each such officer position through written communication. All nominations must be submitted to the president/chief executive officer no later than the date specified in the written communication. The Nominating Committee shall consider all nominations submitted and recommend a slate of officers to the Board for its consideration and vote. At any Board meeting at which any officers are to be elected, the Board chair will not accept nominations from the floor.

B. Terms of Officers

Each officer shall serve for a term of up to two (2) years and may be eligible for re-election for no more than two (2) additional successive terms. Officers shall serve no more than a maximum of six (6) consecutive years.

C. Vacancy of Officers

If a vacancy should occur in any officer position, the Board shall fill such vacancy at a regular or special meeting as soon as reasonably possible. The president/chief executive officer shall solicit nominations for each vacancy and present them to the Nominating committee. The Nominating Committee shall recommend a candidate to fill such vacancy in accordance with the procedures in Article II (A) (2). The officer so elected shall serve the remainder of the unexpired term and thereafter

may serve in the same office for no more than two (2) additional successive terms.

D. Removal of Officers

An officer can be removed from office, with or without cause, by a majority of members of the Board then serving, as set forth in accordance with section 125.901, Florida Statutes, the Ordinance or these bylaws. The Board shall proceed to fill the vacancy as provided by Article II, C, of the bylaws for the unexpired term of the officer being replaced.

E. Duties of Officers

1. The chair shall:
 - a) Preside at all meetings of the Board.
 - b) Be an ex officio, non-voting member of all committees of the Board.
 - c) Appoint all ad hoc Board committees.
 - d) Appoint the Committee Chair, vice-chair, and members of each committee, except for those specifically appointed by these bylaws, and shall provide notification to the Board of such appointments. The Board chair shall consider the committees' members job responsibilities in making such appointments.
 - e) Perform all other duties as may be assigned by the Board.
 - f) Be authorized to negotiate the president/chief executive officer's initial salary and benefits, which shall be subject to the approval of the Executive Committee. The Board chair, in consultation with the Human Resources Committee, shall also determine the compensation adjustment, if any, to be made to the president/chief executive officer's salary and benefits in each subsequent contract year, subject to allocation of funds in the budget approved by the Board at the beginning of the applicable fiscal year.
 - g) If there is an anticipated or actual vacancy in the president/chief executive officer position, the Board chair shall appoint a search committee to seek candidates to fill such position.
2. The vice-chair shall:
 - a) Preside at all meetings of the Board in the absence of the chair.
 - b) Perform all other duties as may be assigned by the Board.
 - c) Assume the office and duties of the chair, in the event that office becomes vacant, until the Board fills such vacancy through an election as set forth in Article II, C.
3. The secretary shall:
 - a) Ensure that minutes of meetings are accurately recorded.
 - b) Perform all other duties as may be assigned by the Board.
 - c) Assume the office and duties of the vice-chair, in the event that office becomes vacant, until the Board fills such vacancy through an election as set forth in Article II, C. In the event the offices of both the chair and the vice-chair should become vacant, the secretary shall assume the office of the chair until the Board fills such vacancy through an election as set forth in Article II, C.
4. The treasurer shall:
 - a) Serve as the chair of the Finance and Operations Committee.
 - b) Advise and consult with staff regarding the fiscal affairs of The Children's Trust.
 - c) Perform all duties as may be assigned by the Board.

F. Committees

In General

1. Appointment. Refer to Article II, E. 1. d).
2. Removal. A committee member may be removed upon recommendation of the Board chair or a majority vote of the Executive Committee present at an Executive Committee meeting.
3. Terms. Members of all committees, including those serving as chair and vice-chair, shall serve in those capacities until their successors have been appointed or the committee has been discharged.
4. Frequency of Meetings. Committees shall hold meetings as determined necessary by the

committee chair.

5. Subcommittees. Ad hoc subcommittees may be constituted as necessary by the committee chair.
6. Quorum shall consist of three (3) Board members appointed to a committee unless otherwise stated in the bylaws.
7. All resolutions shall be presented to the appropriate assigned committee for review and recommendation before being forwarded to the Board for final approval. In the event that a resolution fails to be approved by the assigned committee, for lack of quorum, recusals, or a tied vote, it will be forwarded to the Board for review and consideration.
8. The Board chair may determine to present an item directly to the Board for good cause.

G. The Standing Committees shall be as follows:

1. Executive Committee. The Executive Committee shall consist of the four (4) officers, the chairs of the standing committees who are not otherwise officers, and three (3) additional Board members. The Board chair and vice-chair shall serve as chair and vice-chair of the Executive Committee. The Executive Committee shall, as necessary:
 - a) Act on behalf of the Board whenever emergency action is needed and where circumstances make it impossible to assemble Board members in a timely manner or as the Board chair may deem necessary.
 - b) Transact routine business between scheduled meetings of the Board, subject to the limitations imposed by sections (c) and (d) of this section.
 - c) Take no action that conflicts with the policies and expressed wishes of the Board.
 - d) Submit for ratification to the Board at the Board's next meeting, all actions taken between scheduled meetings of the Board.
2. Finance and Operations Committee. The Finance and Operations Committee shall consist of a minimum of seven (7) committee members including the treasurer of the Board. The treasurer shall be the chair of the Finance and Operations Committee and shall appoint the vice-chair of the committee. The Finance and Operations Committee shall:
 - a) Assist the treasurer in performing the duties of his/her office.
 - b) Review an annual budget prepared by staff; make revisions thereto as the Finance and Operations Committee deems appropriate; submit such annual budget to the Board for its review and approval.
 - c) Develop and periodically review the policies governing the investment and use of The Children's Trust's funds.
 - d) Review with staff at least annually The Children's Trust's investments.
 - e) Approve the staff's selection of banks and investment advisors.
 - f) Serve as the audit committee of the Board and, in such capacity establish criteria for the selection of the auditor of The Children's Trust and review the recommendations of a separately convened auditor review panel comprised of disinterested and qualified individuals recommended by staff and approved by the Finance and Operations Committee. The auditor review panel will review and evaluate applicants to serve as the auditor in accordance with the criteria established by the Finance and Operations Committee.
 - g) The Chief Financial Officer will present the candidates for consideration to be selected as the auditor to the Finance and Operations Committee. The Finance and Operations Committee will make a selection based on the recommendations of the Chief Financial Officer and the evaluations of the auditor review panel, which will be presented to the full Board for approval.
 - h) Review with the auditor of The Children's Trust audit reports, the Comprehensive Annual Financial Report (CAFR) and such other matters as the Finance and Operations Committee may determine.
 - i) Review staff proposals and make recommendations to the Board regarding procurement of goods and services.
3. Human Resources. The Human Resources Committee shall consist of a minimum of seven (7) members. The Human Resources Committee shall, as necessary:

- a) Advise and consult staff in the development and implementation of the human resources policies and wage and benefits packages and recommend the same to the Board for approval.
 - b) Review proposals of companies offering employee insurance and benefits programs.
 - c) Review and monitor the affirmative action plan developed by staff when applicable.
 - d) Conduct an annual performance evaluation of the president/chief executive officer of The Trust.
4. Program Services and Childhood Health Committee. The Program Services and Childhood Health Committee shall consist of a minimum of nine (9) members. The Committee shall, as necessary:
- a) Review staff proposals and make investment recommendations to the Board regarding program services.
 - b) Monitor and evaluate the performance of program services in which The Children’s Trust has invested or in which it may choose to invest.
 - c) Review and make recommendations regarding the development of quality measures and outcome measures by which to evaluate the performance of program services.
 - d) Review staff proposals and make recommendations to the Board regarding investments in health and child development services for children.
 - e) Monitor and evaluate the performance of health and child development services in which The Children’s Trust has invested or in which it may choose to invest.
 - f) Review and make recommendations regarding the development of quality measures and outcome measures by which to evaluate the performance of health and child development services.

H. The Ad Hoc Committees shall be as follows:

1. Nominating Committee. The Nominating Committee shall consist of a minimum of six (6) members. The Nominating Committee shall be convened as needed by either the Board chair or the Board.

a) The purpose of the Nominating Committee shall, as necessary, be to solicit candidates to fill the four (4) at-large positions to the Board and make recommendations to the Board. The Committee shall forward its recommendations to the Board along with the list of all candidates who applied.

b) The Nominating Committee shall make recommendations to the Board of the organizations eligible to fill the Board member seats to be designated by a “locally recognized faith-based coalition” and a “local alliance or coalition engaged in cross-system planning for health and social service delivery in the county.” Upon approval by the Board of an organization to fill either such seat, the Board clerk shall notify the approved organization and request that the organization designate an individual to fill such seat. The Board shall review the organizations serving in the “locally recognized faith-based coalition” and “local alliance or coalition engaged in cross-system planning for health and social service delivery in the county” seats every six (6) years to reevaluate. A single representative from each of these organizations may serve for a term of two (2) years and may be eligible for re-appointment for no more than two additional successive terms (maximum of six years consecutive serving). Before the expiration of the third term with respect to each such organization, the Nominating Committee shall consider and recommend to the Board for approval whether the same organizations should continue to fill a the Board member seats or if another eligible organizations should be recommended by the Nominating Committee to be designated for to fill such Board seats purpose.

b) The Nominating Committee shall also make recommendations to fill officer positions in accordance with Article II.

c) The Nominating Committee may determine the process by which it chooses the candidates to recommend to the Board to fill all Board and officer vacancies and shall take into consideration any term limits applicable to any individuals considered.

2. Other Ad-hoc Committees. The Board chair may establish ad-hoc committees.

Article III. Meetings

A. Regular Board Meetings

1. Schedule. The Board chair shall establish the schedule of regular Board meetings. The Board shall generally hold no less than one regular Board meeting each month for the transaction of business (except for August and December, when a meeting shall not be held without prior approval of the Board).
2. Notice. As soon as the schedule of regularly scheduled meetings is established, notice to the public shall be provided as required by section 189.417, Florida Statutes, as may be amended. Written notice of regular meetings of the Board shall be given to each member at least seven (7) days before each meeting, or such lesser time as may be permitted under applicable law. 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.
3. Cancellation/Rescheduling. Meetings may only be canceled or rescheduled by the Board chair or a majority vote of the Board 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 canceled or rescheduled by the Board chair. All 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 as provided in Article III (B)(2).

B. Special Meetings

1. How Convened. The Board shall convene special meetings when called by the Board chair, the vice-chair in the absence of the Board chair, or upon request of a majority of the members of the Board to discuss specific topics of interest to the Board. This may also include workshop meetings.
2. Notice. Notice to the public shall be provided as required by section 189.417, Florida Statutes, as may be amended. Written notice of special meetings of the Board shall be given to each member at least seven (7) days before each meeting, or such lesser time as may be permitted under applicable law. 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.

C. Emergency Meetings

1. How Convened. Emergency meetings of the Board may be called by the Board chair if there is a bona fide emergency, or in the absence of the Board chair, by the vice-chair. In the absence of both the Board chair and vice-chair, an emergency meeting may be called by another officer, or by the president/chief executive officer.
2. Notice. Twenty-four (24) hours' notice of an emergency meeting shall be given to each member of the Board and the public. 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.
3. Agenda. 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; however, the annual budget shall not be approved at an emergency meeting.

4. Time and Location. The date, time and location of the emergency meeting shall be determined by the Board chair, vice-chair, officer or president/chief executive officer, as appropriate.
5. Ratification. The Board shall ratify any action taken at an emergency meeting at the next regular or special meeting.

D. Place of Meetings

Meetings shall be held in such places to comply with the Sunshine Law (Chapter 286, Florida Statutes) and section 189.417, Florida Statutes, as these laws may be amended from time to time.

E. Order of Business

The order of business for meetings shall be as determined by the Board chair.

F. Minutes

Minutes will be taken at all duly noticed meetings. Meetings shall be recorded by audio-cassette or by a court reporter. Summary minutes of the action items of each meeting of the Board shall be prepared and provided to members at, or before, the next regular meeting.

- a) Minutes, recording. A summary of the actions taken by the Board shall be reviewed by the Clerk of the Board and/or designated Trust staff, corrected if necessary, and approved at the next regular meeting. 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 record either as a hard copy or electronically, in The Children's Trust's office. Transcripts of each meeting will be posted on The Children's Trust's website.
- b) Minutes, contents. Unless otherwise shown by the minutes, it shall be presumed that the voice vote or silence of each member present supported any action taken by the Board. Votes against or abstentions with respect to any action shall be recorded in the minutes.

G. Public Comment

Each member of the public, who desires to address the Board at a meeting, shall register with the Clerk of the Board and request an opportunity to speak about any specific item. Public comments will be made at the beginning of the meeting unless otherwise determined by the Board chair. The person shall state his or her name; address; if the person is speaking on his or her behalf; or if the person represents an organization and is representing the views of the organization. Unless the Board chair grants further time, each individual shall be limited to a statement of three (3) minutes. All remarks shall be addressed to the Board as a whole and not to an individual Board member.

Article IV. Voting and Quorum

1. Each Board member:
 - a) Shall have one (1) vote that can only be exercised by the member or the member's duly appointed designee.
 - b) Public officials entitled to a designee pursuant to the section 125.901, Florida Statutes, as may be amended, or the Ordinance may appoint a designee for no less than twelve months by giving notice to the Clerk of the Board of such appointment. Appointed designees shall be considered the same as a Board member.
2. The presence of a majority of all members then serving on the Board shall be necessary at any Board meeting to constitute a quorum to transact business.

3. Action on any proposal shall require an affirmative vote of a majority of the members present, except for the following items:
 - a) Action on matters relating to amendment of these bylaws shall require an affirmative vote of a majority of all members then serving on the Board.
 - b) Adoption of the annual budget shall require an affirmative vote of a majority of all members then serving on the Board in accordance with section 200.065, Florida Statutes, as may be amended.
 - c) Adoption of the millage rates, or any estimates thereof, shall require an affirmative vote of a majority of all members then serving on the Board, excluding the Juvenile Court judge who shall neither vote nor be counted in determining a majority for purposes of adopting the millage rates, or any estimates thereof.
 - d) Action waiving the procurement procedures of The Children's Trust shall require an affirmative vote of two-thirds of all members then serving on the Board.
 - e) Action hiring or firing the president/chief executive officer shall require an affirmative vote of a majority of all members then serving on the Board.
 - f) Actions removing an officer shall require an affirmative vote of a majority of all members then serving on the Board.
4. Once a quorum is established a Board meeting may commence. Upon good cause shown (such as being out of town or hospitalized) as to why he or she cannot be present at a meeting, any Board member may attend a Children's Trust meeting by audio interactive telephone conference; however, a Board member attending a meeting by audio interactive telephone conference shall not be counted to establish a quorum and shall not vote or speak.

Article V. Board Attendance

~~All Board member/designee member notifications of absence from a Board meeting must be submitted in writing (email) by the close of business on the business day preceding the Board meeting the member/designee member cannot attend. The notification must set forth the reason(s) for the member's/designee's absence and be sent to the Clerk of the Board, with a copy to the president/chief executive officer.~~

~~When a Board member/designee member has been absent from three (3) consecutive absences or a total of five (5) absences from regular Board meetings within a fiscal year, (1) the Board Chair through the Clerk of the Board shall advise request the appointing authority of the Board member's/designee's absences and that request that another Board member/designee be appointed to serve on The Children's Trust; or (2) the member/designee member shall be deemed to have resigned from The Children's Trust Board unless the Board chair excuses an absence for good cause. Good cause shall be an illness of the member/designee; death or serious illness of a family member of the member/designee; or other circumstance beyond the control of the member/designee. The Board chair may approve a maximum of one (1) excused absence per member/designee within a fiscal year. the Clerk of the Board shall consider an at large member to have resigned from the Board and the Board shall fill the seat through the nominating process provided herein.~~

~~The board chair, through the Clerk of the Board, shall send a letter to any Board member/designee who is absent from two (2) Board meetings within a fiscal year notifying the individual that his/her membership status is in jeopardy, encouraging attendance to Board meetings, and advising of the Board meeting attendance requirement.~~

This attendance requirement does not apply to the position held by the Mayor pursuant to the Ordinance.

Meeting attendance by representatives:

If a Board member **/designee member** sends a representative to a meeting of the Board, meeting attendance by the representative shall not be counted as attendance by the Board member **/designee**, shall not be counted for establishing a quorum, and the representative will not be allowed to vote.

Article VI. Conflict of Interest

1. A Board member, prior to voting on a funding issue that involves any program or agency in which he or she participates as an employee or member of the governing authority, shall disclose their interest in said program or agency and file a disclosure statement with the Clerk of the Board. If a member of the Board has declared a conflict of interest, the member shall abstain from speaking or voting on such issue. However, the member does not need to leave the room during the discussion.
2. Members of the Board shall comply with all state and local laws relating to conflicts of interest.
3. In accordance with The Children's Trust's Conflict of Interest and Code of Ethics Policy, at all times, Board members will act in such a manner to avoid the appearance of impropriety. No member shall serve as a staff member of any agency when The Children's Trust provides more than fifty (50) percent of the agency's budget, and The Children's Trust's funds may pay no portion of a Board member's salary.

Article VII. General Powers of the Board

The Board, in carrying out its authorized duties, shall exercise the general powers set forth below. In applying these powers, the Board shall, except in emergency situations where it is not feasible to secure such recommendations in advance, consider the proposals of, and information supplied by, the president/chief executive officer and, where appropriate, staff of The Children's Trust. It is the intent of the Board that the day to day operations, including hiring and firing of staff, is to be handled by the president/chief executive officer and The Children's Trust staff according to policies adopted by the Board without interference from individual Board members.

1. Determine Policies, Procedures, and Programs

The Board shall determine and adopt such policies, procedures and programs as are deemed necessary by it for the efficient operation and general improvement of the conditions of children in Miami-Dade County.

2. Contracts

The Board shall constitute the contracting agent for The Children's Trust unless the Board otherwise delegates such role. When acting as a body, the Board may make contracts, and sue and be sued, in the name of The Children's Trust; provided that in any suit a change in personnel of the Board shall not abate the lawsuit, which shall proceed as if such change had not taken place.

3. Budget

- a) The fiscal year of The Children's Trust shall begin on October 1 and end on September 30. The president/chief executive officer shall be responsible for submitting to the Finance and Operations Committee for its review a tentative written annual budget, which shall be submitted to the Board at or before the June meeting. The budget shall be from October 1 through September 30 to coincide with Miami-Dade County's fiscal year.

At or before the July meeting, the Board shall adopt a tentative written annual budget, which shall include its expected income and expenditures for the next fiscal year. In accordance with Article IV. 3. b), such adoption shall require an affirmative vote of a majority vote of all members then serving on the Board.

- b) At or before the July meeting, the Board shall adopt a written proposed millage rate. In

accordance with Article IV. 3. c), such adoption shall require an affirmative vote of a majority of all members then serving on the Board, excluding the Juvenile Court judge who shall neither vote nor be counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.

- c) The Board shall adopt and establish an actual millage rate at the time, in the manner and accordance with Florida Law. In accordance with Article IV. 3. c), such adoption shall require an affirmative vote of a majority of all members then serving on the Board, excluding the Juvenile Court judge who shall neither vote nor be counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.
- d) The Board shall adopt and establish an annual budget at the time, in the manner and in accordance with Florida Law. In accordance with Article IV. 3. b), such adoption shall require an affirmative vote of a majority of all members then serving on the Board.
- e) The adopted annual budget and the final millage rate shall be certified and delivered to the Board of County Commissioners on or before October 1 of each year.
- f) All money received by the Board shall be deposited in qualified public depositories, with separate and distinguishable accounts established in the name of The Children's Trust.
- g) Upon entering the duties of office, the chair, vice chair, treasurer, the president/chief executive officer, and the chief financial officer shall each give a surety bond in the sum of at least \$1,000.00 for each \$1 million or portion thereof of the Board's annual budget, which bond shall be conditioned that each shall faithfully discharge the duties of his or her office. The Children's Trust may pay the premium on such bond. No other member of the Board shall be required to give bond or other security.

Article VIII. Lobbying Policy

The Children's Trust shall develop a policy to regulate lobbying during its procurement, funding and award processes.

Article IX. President/Chief Executive Officer

The hiring of any individual to serve as president/chief executive officer shall be approved by an affirmative vote of a majority of all members then serving on the Board. The president/chief executive officer shall be employed by written contract, which the chair shall negotiate in accordance with Article II E. 1. f). The president/chief executive officer 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 by an affirmative vote of a majority of all members then serving on the Board.

The 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 Trust pursuant to the human resources policies developed by the Board.
2. Work with the Board in developing a strategic plan as applicable and implement same as necessary using the guidelines that the Board established.
3. Establishing policies and procedures, subject to the approval of the Board, relating to the evaluation of funding requests, monitoring of programs funded by the Board, employment and evaluation of personnel, and other matters as may be designated by the Board.
4. Maintaining all records of the Board, and requiring The Children's Trust employees to keep accurate records and any necessary or appropriate reports.

5. Recommending to the Board for adoption such policies, rules and/or regulations pertaining to the operation and administration of The Children’s Trust and/or the general welfare of Miami-Dade County's children and families as the president/chief executive officer considers necessary or appropriate.
6. Attending all regular and, when available, special meetings of the Board and preparing in advance an executive summary of each Board meeting’s agenda. A Board member may request that the president/chief executive officer place an item on the agenda for any regular or special meeting. Except in emergency situations, the president/chief executive officer shall make recommendations to the Board concerning any agenda item for which Board action (either affirmative or negative) is requested or necessary.
7. Preparing for submission to the Board for adoption of the annual budget, the proposed amount of tax levy and investment policies for The Children’s Trust funds.
8. Recommending to the Board such contracts for supplies, materials, or services as necessary or appropriate for the work of The Children’s Trust.
9. Performing such other administrative duties as are customarily performed by a president/chief executive officer.

Article X. Auditor

The Board shall appoint an external auditing firm, following section 218.391, Florida Statutes, as may be amended, who shall report directly to the Board and shall conduct an annual audit. The Board shall not use the same external auditor for more than five (5) consecutive years.

Article XI. Legal Counsel

Legal counsel shall be provided by the Miami-Dade County Attorney’s Office as required by the Ordinance. The Children’s Trust has the inherent authority to retain additional counsel as needed to supplement the representation provided by the County Attorney’s Office.

Article XII. Rules

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

Any conflict between these bylaws and the Ordinance or State Statutes shall be resolved in favor of the Ordinance or State Statutes.

The foregoing amended bylaws were offered by _____ who moved its adoption. The motion was seconded by _____ and upon being put to a vote, the vote was as follows:

APPROVED AND ADOPTED by The Children’s Trust on this ~~23rd~~ ^{29th} _____ day of August, 201~~8~~⁹.

THE CHILDREN'S TRUST
MIAMI-DADE COUNTY, FLORIDA

BY _____
SECRETARY

Approved by County Attorney as to form and legal sufficiency. _____