



## Bylaws Committee Meeting

Tuesday, August 14, 2018  
The Children's Trust  
3150 S.W. 3<sup>rd</sup> Avenue, 8<sup>th</sup> Floor  
Conference Room A  
11:00 a.m. – 12:30 p.m.

### Board of Directors

Laurie Weiss Nuell  
Chair

Lily de Moya  
Vice Chair

Kenneth C. Hoffman  
Treasurer

Karen Weller  
Secretary

Magaly Abrahante, Ph.D.

Daniel Bagner, Ph.D.

Miguel Balsera, Ph.D.

Roderster Brandon

Mary Donworth

Rep. Nicholas Duran

Dr. Antonia Eyssallenne

Gilda Ferradaz

Mindy Grimes-Festge

Nelson Hincapie

Pamela Hollingsworth

Steve Hope

Esther Jacobo

Tiombe Bisa Kendrick-Dunn

Inson Kim

Nancy Lawther, Ph.D.

Marissa Leichter

Frank Manning

Susan Neimand, Ph.D.

Marta Pérez, Ph.D.

Judge Orlando Prescott

Hon. Isaac Salver

Com. Xavier L. Suarez

Mark Trowbridge

Rita Vega

David Lawrence Jr.

Founding Chair

James R. Haj

President & CEO

County Attorney's Office

Legal Counsel

### AGENDA

11:00 a.m. **Welcome and opening remarks**

Dr. Susan Neimand  
*Chair*

11:05 a.m. **Public comments**

Dr. Susan Neimand  
*Chair*

11:15 a.m. **Review of Bylaws**

Laurie Weiss Nuell  
*Chair*  
James R. Haj  
*President/CEO*  
Imran Ali  
*Chief of Staff*

- *Article II. Organization of the Board – Committee attendance*
- *Article IV. Voting and Quorum*
- *Article V. Board Attendance*
- *Article VI. Conflict of Interest*

12:15 p.m. **Any other Business**

Dr. Susan Neimand  
*Chair*

12:30 p.m. **Adjourn**

The public is allowed to comment on a specific agenda item 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 §1.01(A) (11) of the Miami-Dade County Home Rule Charter, Ordinance #02-247 of Miami-Dade County, and §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. Ordinance #02-247 of Miami-Dade County shall hereinafter be referred to as "the Ordinance." The Children's Trust shall hereinafter be referred to as "The Children's Trust."

**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 the Ordinance and these bylaws.

**Article II. Organization of the Board**

**A. Election of Officers**

~~Before the end of the~~ 1. Every two-year term, and years, no later than ~~At~~ the April ~~Trust~~ Board meeting, the Board shall elect the following officers: a Board eChair, a vice chair, a treasurer and a secretary ~~(all of whom~~ Each officer shall be a members of the Board). The vote for 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. (all of whom shall be members of the Board). All nominations must be submitted to the Nominating Committee no later than the date specified by the president/chief executive officer CEO/President and forwarded to the Nominating Committee for consideration and selection of the appropriate candidate(s). The Nominating Committee shall consider all nominations submitted by and recommend a slate of officers to the Board for their consideration and vote. All nominations must be submitted to the CEO/President and forwarded to the Nominating Committee for consideration and selection of the appropriate candidate(s). At any Board meeting at which any officers are to be elected The the Board Chair will not accept nominations -from the floor. pursuant to Article II (F) (3) (a). The chair also shall accept nominations from the floor. The vote may be by voice vote. The Nominating

Bylaws amended and approved by Board of Directors 04/07/2014; *Article V. Board Attendance*, amended and approved by Board of Directors 09/10/2015-; Bylaws amended and approved by Board of Directors 08/23/2018

~~Committee shall recommend a slate of officers pursuant to Article II (F) (3) (a). The chair also shall accept nominations from the floor. The vote may be by voice vote.~~

## B. Terms of Officers

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

## C. Vacancy of Officers

If a vacancy should occur in ~~one of these offices~~ any officer position, the ~~Board~~Nominating Committee shall ~~meet to consider nominations to fill the such vacancy and make recommendations to the Board to fill the vacancy proceed to elect a Board member to fill such vacancy~~ at a regular or special meeting as soon as reasonably possible. On behalf of the Nominating committee the president/chief executive officer shall solicit nominations for each vacancy and the Nominating committee shall recommend a candidate to fill such vacancy in accordance with the procedures 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 Article V of 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, ~~the terms of which may not exceed the term of the chair.~~
- d) Appoint the ~~Committee e~~Chair, vice-chair and members of each ~~standing committee,~~ except as otherwise specifically provided in these bylaws.
- e) Perform all other duties as may be assigned by the Board.
- f) ~~with authorization from the board Be authorized to negotiate the contract to include president/chief executive officer's initial salary and benefits, of the CEO/President which shall be ratified by the Executive Committee. The Board Chair, in consultation with the Human Resources Committee, as appropriate, shall also determine the annual compensation adjustment, if any, according to be made to the contract CEO's salary and that is approved based on benefits in each subsequent contract year, subject to allocation of funds in the budget allocations approved by the Board at the beginning of the applicable fiscal year.~~
- g) In the event that there is a pending an anticipated or actual vacancy of the CEO/President in the president/chief executive officer position, the Board Chair shall appoint a search committee to seek candidates to fill the such position of CEO/President.

### 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.
- a)b) Advise and consult with staff regarding the fiscal affairs of The Children's Trust[JL1].
- b)c) Perform all duties as may be assigned by the Board.

## F. Committees

### In General

- a) Appointment. The Board Chair shall appoint M members, chairs, and vice-chairs of all committees, with the exception of those specifically appointed by these bylaws, and shall provide notification to the Board of such be appointments, ed by the chair subject to approval by the Board. The Board Chair shall consider the committee's members job responsibilities in making such appointments[JL2].
- b) Removal. A committee member may be removed upon recommendation of the Board eChair and a majority vote of the Executive Committee present at an Executive Committee meeting.
- c) Terms. ~~A member shall serve a two-year term on a committee.~~ 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.
- d) Chair as Ex Officio Member. The ~~chair of the Board~~ Chair shall serve as an ex officio, non-voting member on all committees, except ~~where the chair is specifically appointed to serve by these bylaws~~ the Executive Committee[KH3].
- e) Frequency of Meetings. Committees shall hold meetings as determined necessary by the committee chair.
- f) Subcommittees. Ad hoc subcommittees may be constituted as necessary by the committee chair.
- g) Quorum shall ~~consist of be one-third (1/3)~~ three (3) of all Trust Board members appointed to a committee, unless otherwise stated in the bylaws.
- h) 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 or because (including by reason of a lack of quorum)[JL4], that resolution will, with a negative committee recommendation and or non-action, nonetheless be forwarded to the Board for the Board's review and approval.
- i) Additionally, the Board Chair may determine to present an item directly to the Board for good cause.
- j) Committee Attendance: Committee member notifications of absence from a committee meeting must be submitted in writing (email) by the close of business on the business day preceding the committee meeting. The notification must set forth the reason(s) for the committee member's absence and be sent to the Clerk of the Board, with copy to the CEO/President president/chief executive officer.

When a committee member has been absent from three (3) committee meetings within a fiscal year, the committee member shall be deemed to have resigned from the committee unless the Board Chair excuses an absence for good cause as described on the board attendance section of the bylaws in Article V. The Board Chair may approve a maximum of one (1) excused absence per committee member within a fiscal year.

The Clerk of the Board Chair shall send a letter to any committee member/designee who is absent from two committee meetings within a fiscal year notifying the individual that his/her membership status on the committee is in jeopardy, encouraging attendance at committee

meetings, and advising of the committee meeting attendance requirement. (PLEASE NOTE THIS SECTION WILL NEED DISCUSSION AS THIS MIGHT HAVE SOME UNINTENDED CONSEQUENCES, DUE TO THE STRICTNESS.

**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; a quorum shall be three (3) members. The Board eChair and vice-chair of the Board shall serve as chair and vice-chair of the Executive Committee. The Executive Committee shall as necessary:
  - a) Act on behalf of the ~~for the~~ Board whenever emergency action is needed ~~of the Board is required under where normal~~ circumstances making it impossible to assemble the 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.
  - ~~e) Shall appoint annually an Audit Subcommittee to review, and as necessary, make recommendations to the Executive Committee. The treasurer shall not be a member of the Audit Subcommittee.~~
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; ~~a quorum shall be three (3) members.~~ The treasurer shall be the chair of the Finance and Operations Cecommittee and ~~the Board chair~~ shall appoint the vice-chair of the committee in consultation with the Board Chair. r and/or the CEO. ~~At the discretion of the Board chair, two (2)seven (7) additional members may be appointed to the Finance and Operations Committee; a quorum shall be three (3) members. The Finance and Operations Committee shall appoint the vice-chair of the committee.~~ The Finance and Operations Committee shall as necessary ~~PL5~~:
  - a) Assist the treasurer in performing the duties of his/her office. ~~which shall include advising and consulting with staff regarding the fiscal affairs of The Children's Trust.~~
  - ~~b) Keep the Board fully advised as to The Children's Trust's compliance with the financial duties of The Children's Trust as set forth in the Ordinance and other applicable laws.~~
  - ~~e)b) \_\_\_\_\_ Review and revise as appropriate an annual budget prepared by staff; make revisions thereto as the Finance and Operations Committee deems appropriate; and submit such annual budget to the Board for its review and approval by the Board.~~
  - ~~d)c) \_\_\_\_\_ Develop and periodically review the appropriate accounting, budgeting and financial management policies governing the investments and use of The Children's Trust's funds of the Children's Trust.~~
  - ~~e) Hold staff accountable for the preparation of the required fiscal reports and accountings for the Board.~~
  - ~~f)d) \_\_\_\_\_ Report to the Board at least quarterly regarding the management Review with staff at least annually The Children's Trust's the and investments of all funds of The Children's Trust.~~
  - ~~g) Review and forward to the Board all financial statements that are necessary and proper for carrying out the powers and duties of The Children's Trust.~~
  - ~~e) Oversee Approve the staff's the~~ selection of auditors, banks and investment advisors.
  - ~~h)f) The Finance and Operations Committee, which will act~~ Serve as the audit committee of the Board and, in such capacity, will establish criteria for the selection of the auditor of The Children's Trust; and review the recommendations of a separately convened auditor review

subcommittee panel comprised of disinterested and qualified individuals recommended by staff and approved by the Finance and Operations Committee. The auditor review subcommittee panel will review and evaluate applicants to serve as auditors in accordance with the evaluation criteria established by the Finance and Operations Committee.

~~f) —~~

~~j) g) \_\_\_\_\_ Receive and r~~ Review with the auditor of The Children's Trust audit reports, ~~r~~ the Comprehensive Annual Financial Report (CAFR) and such other matters as the Finance and Operations Committee may determine.

~~k) The Finance and Operations Committee chair shall appoint annually a Budget Subcommittee to make recommendations to the Finance and Operations Committee regarding the budget preparation.~~

~~l) Review and recommend to the Board policies which govern use of the funds of The Children's Trust.~~

~~m) h) \_\_\_\_\_ Review staff proposals and make recommendations to the Board regarding procurement of goods and services.~~

~~n) Evaluate and monitor the performance of goods and services procured.~~

3. Human Resources. The Human Resources Committee shall consist of no more than a minimum of seven (7) members; ~~a quorum shall be three (3) members. The Board chair shall appoint the chair and the vice chair of the committee.~~ 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 [JL6].

d) Conduct an annual performance evaluation of the president/chief executive officer of The Trust and provide input to the Board [Chair] [JL7].

4. Program Services and Childhood Health Committee. The Program Services and Childhood Health Committee shall consist of a minimum of nine (9) members; ~~a quorum shall be three (3) members. The Board chair shall appoint the chair and vice chair of the committee. At the discretion of the Board chair, two (2) additional members may be appointed to the Committee; a quorum shall be three (3) 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 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 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.

#### **~~The Ad Hoc Committees shall be as follows:~~**

5. 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 eChair of or the Board, ~~subject to approval by the Board. The committee shall consist of the vice chair of the Board and six (6) Board members selected by the Board chair, subject to the approval of the~~

~~Board. A quorum shall be three (3) members. The Board chair shall appoint the chair and vice-chair of the committee.~~

- a) The purpose of the Nominating Committee shall, as necessary, is 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. ~~The Board chair shall accept nominations from the floor from the list of candidates.~~
  - b) The Nominating Committee shall also make recommendations necessitated by vacancies to the Board as to which of the organizations should be eligible to fill the Board member seats of to be designated by a "locally recognized faith-based coalition" and a member of a "local alliance or coalition engaged in cross-system planning for health and social service delivery in the county." In accordance with Section 2-1523(d) of the Code of Miami-Dade County, state "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 6 years consecutive serving". Prior to the expiration of the third term with respect to each such organization, the Nominating committee shall consider and recommend to the Board for approval ~~which organizations should fill the seats. The nominating committee may recommend whether the same organization should continue to fill the seats a Board member seat or it may identify other another eligible organization recommended by the Nominating Committee should be designated for said seats such purpose.~~ Every two (2) years it shall make recommendations to the Board for election of officers in a timely manner in accordance with these bylaws.
  - c) The Nominating Committee shall also make recommendations necessitated by officer vacancies. Every two (2) years it shall make recommendations to the Board for the election of officers in a timely manner to fill officer positions in accordance with these bylaws Article II.
  - b)d) The Nominating Committee may choose to follow a process to determine the best qualified process by which it chooses the candidates to recommend to the Board to fill all Board and officer vacancies including officers, with and shall take into consideration any term limits applicable to any individuals considered.
6. Other Ad hoc Committees. Ad hoc committees may be established ~~either by motion of the Board or by the chair provided that ad hoc committees established~~ by the chair of the Board shall be confirmed by the Board and shall not be established for a period of time exceeding the unexpired term of the chair of the Board.

### Article III. Meetings

#### **A. Regular Board Meetings**

1. Schedule. The schedule of regular Board meetings shall be established by the Board Chair. The Board shall generally hold no less than one regular 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. Annual Meeting. The annual meeting, at which officers shall be elected, shall be held at the April meeting.~~
- ~~3.2.~~ Notice. As soon as the schedule of regularly scheduled meetings is established, notice to the public shall be provided as required by §189.417 of Florida Statutes. Written notice of regular meetings of the Board shall be given to each member at least seven (7) days prior to each meeting, or such lesser

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time as may be permitted under law and Florida Statute. 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.

~~4.3.~~ Workshop Meetings. The Board may hold a "workshop" meeting in lieu of a regular meeting. ~~Regular meetings may include workshop meetings.~~

~~5.4.~~ Cancellation/Rescheduling  
. Meetings may only be cancelled or rescheduled by the Board eChair 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 eChair or a majority vote. 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.

## B. Special Meetings

1. How Convened. The Board 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 Board to discuss specific topics of interest to the Board.

~~2. Workshop Meetings. Special meetings may include workshop meetings discuss specific topics.~~

~~3.2.~~ Notice. Notice to the public shall be provided as required by §189.417, Florida Statutes. Seven (7) days notice shall be given to all members of the Board. 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.

~~4.3.~~ Minutes. 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

1. How Convened. Emergency meetings of the Board may be called by the chair if there is a bona fide emergency, or in the absence of the chair, by the vice-chair. In the absence of both the chair and vice-chair, an emergency meeting may be called by another officer, or by the ~~President/CEO~~ 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 to 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 chair, vice-chair, officer or ~~President/CEO~~ president/chief executive officer, as appropriate.



5. Minutes. 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.~~

6. Ratification. Any action taken at an emergency meeting shall be ratified by the Board at the next regular or special meeting.

#### D. Place of Meetings

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

~~2. Notice for all meetings shall be made in compliance with the Sunshine Law and Florida Statutes §189.417, as these laws may be amended from time to time. Minutes will be taken at all duly noticed meetings.~~

#### 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 ~~M~~minutes of the action items of each meeting of the Board shall be ~~accurately taken, preserved~~ 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~~The transcript of the minutes (if available) or summary minutes of each meeting shall be reviewed,~~ corrected if necessary, and approved at the next regular meeting; provided this action may be taken at an intervening special meeting if the Board 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 record either hard copy or electronically, ~~bound book~~ 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. Notices

Notice for all meetings shall be made in compliance with the Sunshine Law and Florida Statutes §189.417, as these laws may be amended from time to time. All notices of meetings 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 Board.~~ A notice may ~~also~~ be delivered by mail, in person, by facsimile or by electronic mail and will be placed on The Children's Trust calendar.

#### H. Public Comment

Each ~~person, other than staff member~~ of The Children's Trust~~the public,~~ who desires to address the Board at a meeting, ~~about a proposition or matter before the Board,~~ 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 her or his name; address; if the person is speaking on his or her own behalf; or if the person represents an organization and is representing the views of the organization. Unless further time is granted by the Board Chair, 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. No questions shall be asked to individual Board members.

#### **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. ~~Vote by proxy is not allowed. Public officials entitled to a designee pursuant to the state statute and the Ordinance,~~
  - b) Public officials entitled to a designee pursuant to the state statute and the ordinance ~~M~~may appoint a designee for no less than ~~one quarter of a year~~ twelve months by giving notice to the ~~chair~~ 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 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 ~~will~~shall require an affirmative vote of a majority vote of all members then serving on the Board ~~as required by Article XIII.~~
  - b) Adoption of the annual budget ~~may only be taken by~~shall require an affirmative vote of a majority of all members then serving on the Board, ~~including the Juvenile Court judge who may vote and be counted when determining a majority for purposes of adopting the annual budget, as set forth in Article VII.~~
  - c) Adoption of the millage rates, or any estimates thereof, ~~may only be taken by~~shall require an affirmative vote of a majority of all members then serving on the Board, ~~with~~excluding the Juvenile Court judge ~~not voting and not being~~ who shall neither vote nor be counted in determining a majority for purposes of adopting the millage rates, or any estimates thereof, ~~as set forth in Article VII.~~
  - d) Action waiving the ~~Board's~~ procurement procedures ~~requires the approval of~~ The Children's Trust shall require an affirmative vote of two-thirds ~~vote of~~ ~~may only be taken by a majority vote of~~ all members then serving on the Board.
  - e) Action hiring or firing the president/chief executive officer ~~may only be taken by a~~ shall require an affirmative vote of a majority of all members then serving on the Board.
  - f) Actions removing an officer ~~may only be taken by a~~ shall require an affirmative vote of a majority of all members then serving on the Board, ~~as set forth in Article II.~~
4. Once a quorum is established a Board meeting may commence. Subject to approval of the Board Chair or Committee Chair, and, ~~U~~upon good cause shown (such as being out of town or hospitalized) as to why he or she cannot physically be present at a meeting, ~~any a~~ Board member may ~~request~~

~~to attend a Children's Trust meeting of the Board or a committee by audio interactive telephone conference. A Board member who seeks approval to attend a meeting by audio interactive telephone conference shall request such approval at least twenty-four hours prior to the meeting by written notice to the Clerk of the Board, which shall include a description of the reasons the Board member cannot attend in person. however, a~~ A Board member attending ~~the~~ a meeting by audio interactive telephone conference ~~or any other device~~ shall not be counted to establish a quorum ~~and shall not vote. Subject to approval of the Board Chair or Committee Chair, and for good cause, However, they shall not count toward quorum, cannot vote, and cannot participate in the discussions.~~  
[FOR FURTHER DISCUSSION](#)

### **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/designee's absence and be sent to the Clerk of the Board, with copy to the ~~President/CEO~~ [president/chief executive officer](#).

When a Board member/designee member has been absent from three (3) Board meetings within a fiscal year, 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. ~~All other requests for an excused absence from a Board meeting may only be granted in extraordinary and rare circumstances by the Executive Committee, in its discretion.~~

The Board Chair shall send a letter to any Board member/designee who is absent from two 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 Board members who are elected or appointed government officials and who are unable to name a designee Board member pursuant to the Ordinance.  
[Discuss with attorneys](#)

#### **Meeting attendance by representatives:**

If a Board member/designee member sends a representative to a meeting of the Board of Directors of The Children's Trust, meeting attendance by the representative shall not be counted as attendance by the Board member/designee, and shall not be counted for establishing a quorum.

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

- ~~Members of the~~ A Board ~~will~~ [member](#), prior to voting on a funding issue that involves any program or agency in which ~~they participate~~ [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 ~~secretary~~ [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 discussion or voting on the issue.~~

Bylaws amended and approved by Board of Directors 04/07/2014; *Article V. Board Attendance*, amended and approved by Board of Directors 09/10/2015; [Bylaws amended and approved by Board of Directors 08/23/2018](#)

2. Members of the Board shall comply with all Florida Statutes and County Ordinances relating to conflicts of interest.

~~In the event that a board member is employed by a trust-funded organization, that organization may not receive funding in excess of ten percent of its budget provided by The Children's Trust. Further, organizations that have seats allocated to the board of The Children's Trust will not be allowed to appoint a member of its staff to the Board when more than ten percent of the agency's budget is provided by The Children's Trust. In the event that an organization is permitted to have a staff member appointed to the Board, no portion of that staff member's salary may be paid by The Children's Trust's funds. No member shall serve as a staff member of any agency when more than 10% of the agency's budget is provided by The Children's Trust, and no portion of a member's salary may be paid by the Board funds.~~ FOR FURTHER DISCUSSION

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 so as to avoid the appearance of impropriety.

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

The ~~Children's Trust~~Board, in carrying out its authorized duties, shall exercise the general powers set forth below. In exercising these powers the Board 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 staff of The Children's Trust staff. It is the intent of the Board that the day-to-day operations, including hiring and firing, of staff are to be handled by the president/chief executive officer and Trust staff pursuant to policies adopted by the Board without interference from individual ~~The Children's Trust~~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 such role is otherwise delegated by the Board. 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 suit, which shall proceed as if such change had not taken place.

3. ~~Finance~~ Budget

- a) The fiscal year of ~~the Board~~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, ~~to which shall be submitted to and approved by~~ the Board at or before the June meeting. The budget shall be for the period of October 1 through September 30 to coincide with Miami-Dade County fiscal year.

- ~~b) The~~At or before the July meeting the Board shall adopt a written proposed annual budget, of which shall include its expected income and ~~expenditures, including a contingency fund, at or before the July meeting~~ expenditures for the next fiscal year. Such adoption shall require an affirmative vote of a majority vote of all members then serving on the board.

Bylaws amended and approved by Board of Directors 04/07/2014; *Article V. Board Attendance*, amended and approved by Board of Directors 09/10/2015; Bylaws amended and approved by Board of Directors 08/23/2018

- e) ~~a~~An affirmative vote of a majority vote of all members then serving on the Board, with the Juvenile Court judge voting and being counted in determining a majority for purposes of adopting the annual budget, or any estimate thereof.
- e)b) The Board shall adopt a written proposed millage rate at, or before the July meeting, ~~by~~ Such adoption shall require an affirmative vote of a majority vote of all members then serving on the Board, ~~with excluding~~ the Juvenile Court judge ~~not voting and not~~ who shall neither vote nor be ~~being~~ counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.
- e)c) The Board shall adopt and establish an actual millage rate at the times, in the manner and in accordance with Florida Law, ~~by~~ Such adoption shall require an affirmative vote of a majority vote of all members then serving on the Board, ~~with excluding~~ the Juvenile Court judge ~~not voting and not being~~ who shall neither vote nor be counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.
- e)d) The adopted annual written 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.
- e)e) All money received by the Board shall be deposited in qualified public depositories, with separate and distinguishable accounts established ~~specifically for~~ in the name of The Children's Trust.
- e)f) 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 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 premium on such bond may be paid by ~~the Board as part of the expense of the Board~~ The Children's Trust. No other member of the Board shall be required to give bond or other security.

#### Article VIII. ~~Prohibition on 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

~~A~~The hiring of any individual to serve as President/Chief Executive Officer shall be ~~employed~~ approved by a vote of a majority of all members then serving on the Board. The chief executive officer shall be employed by written contract which the chair shall negotiate as referenced in Article II E.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 Human Resources Committee of the Board shall conduct an annual performance evaluation of the president/chief executive officer.~~

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 Trust pursuant to the human resources policies developed by the Board.
- ~~2. Ensuring that a comprehensive~~ Work with the Board in developing a strategic plan as applicable, and implement same as necessary using the guidelines that the Board established. ~~with consultation of~~

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~~the board is developed for the needs of children and youth in Miami-Dade County is developed.~~

~~3-2.~~ \_\_\_\_\_ 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.

~~4-3.~~ \_\_\_\_\_ Maintaining all records of the Board, and requiring Trust employees to keep accurate records and any necessary or appropriate reports. ~~—Upon leaving employment with the Board, making available to his/her successor the official records and other records as may be needed in administering the work of the Board.~~

~~5-4.~~ \_\_\_\_\_ Recommending to the Board for adoption such policies, rules and/or regulations pertaining to the ~~Board~~operation and administration of The Children's Trust and/or to the general welfare of Miami-Dade County's children and families as the president/chief executive officer considers necessary or appropriate ~~for the Board's more efficient operation.~~

~~6-5.~~ \_\_\_\_\_ Attending all regular and, when available, special meetings of the Board and preparing in advance an executive summary of each ~~Trust Board~~ agenda. An ~~individual Trust Board~~ member may, ~~through request that~~ the president/chief executive officer, ~~have items placed~~place an item on the agenda for any regular or special meeting and, subject to approval by the Board Chair, the president/chief executive officer shall include such item on the agenda. Except in emergency situations, the president/chief executive officer shall make recommendations to the Board with respect to any agenda item for which ~~Trust Board~~ action (either affirmative or negative) is requested or necessary.

~~7- Acting for the Board as a custodian of its property.~~

~~8-6.~~ \_\_\_\_\_ Preparing for submission to the Board for adoption of the annual budget, proposed amount of tax levy and investment policies for Trust funds.

~~9-7.~~ \_\_\_\_\_ Recommending to the Board such contracts for supplies, materials, or services as necessary or appropriate for the work of ~~the Board~~The Children's Trust.

~~8.~~ Performing such other administrative duties as are customarily performed by a chief executive officer. ~~as an administrative officer may normally perform.~~

~~10- Providing quarterly reports to the Board as directed or provided herein.~~

~~11- The Human Resources Committee of the Board shall conduct an annual performance evaluation of the president/chief executive officer.~~

#### **Article X. Auditor**

The Board shall appoint an external ~~auditor~~auditing firm, following section 218.391 F.S. who shall report directly to the Board and shall conduct an annual audit. The Board shall not use the same external auditor, of the same auditing firm, ~~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.

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**Article XII. Rules**

~~1. All procedural matters not addressed by these bylaws shall be governed by the latest edition of Robert's Rules of Order.~~

~~2.~~ 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 By-Laws were offered by ~~Eveline Pierre~~ [ ] who moved its adoption.

The motion was seconded by ~~Hon. Isaac Salver~~ [ ] and upon being put to a vote, the vote was as follows:

**Motion passed unanimously, ~~22-0~~ [ ].**

**APPROVED AND ADOPTED** by The Children's Trust on this ~~September 10, 2015~~ [ ].

THE CHILDREN'S TRUST  
MIAMI-DADE COUNTY, FLORIDA

BY \_\_\_\_\_  
SECRETARY

Approved by County Attorney as to form and legal sufficiency. \_\_\_\_\_