

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

At the April Trust Board meeting, the Board shall elect a chair, vice chair, treasurer and secretary (all of whom shall be members of the Board). The Nominating 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 shall serve for 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, the Board shall proceed to elect a Board member to fill such vacancy at a regular or special meeting as soon as reasonably possible. 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 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 chair, vice-chair and members of each standing committee, except as otherwise specifically provided in these bylaws.
 - e) Perform all duties as may be assigned by the Board.
2. The vice-chair shall:
 - a) Preside at all meetings of the Board in the absence of the chair.
 - b) Perform all 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 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) Perform all duties as may be assigned by the Board.

F. Committees

In General

- a) Appointment. Members and chairs of all committees, with the exception of those specifically appointed by these bylaws, shall be appointed by the chair subject to approval by the Board.
- b) Removal. A committee member may be removed upon recommendation of the chair and a majority vote of the Executive Committee present at a 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 shall serve as an ex officio, non-voting member on all committees, except where the chair is specifically appointed to serve by these bylaws.
- 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 be one-third (1/3) of all Trust Board members appointed to a committee, unless otherwise stated in the bylaws.

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 chair and vice-chair of the Board shall

serve as chair and vice-chair of the Executive Committee. The Executive Committee shall:

- a) Act for the Board whenever emergency action of the Board is required under circumstances making it impossible to assemble the Board members in a timely manner.
 - 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) members including the treasurer of the Board; a quorum shall be three (3) members. The treasurer shall be the chair of the committee and the Board chair shall appoint the vice-chair of the committee. At the discretion of the Board chair, two (2) additional members may be appointed to the Finance and Operations Committee; a quorum shall be three (3) members. The Finance and Operations Committee shall:
- 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.
 - c) Review and revise as appropriate an annual budget prepared by staff for review and approval by the Board
 - d) Develop appropriate accounting, budgeting and financial management polices.
 - e) Hold staff accountable for the preparation of the required fiscal reports and accountings for the Board.
 - f) Report to the Board at least quarterly regarding the management and investment 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.
 - h) Oversee the selection of auditors, banks and investment advisors.
 - i) Receive and review audit reports.
 - j) 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.
 - k) Review and recommend to the Board policies which govern use of the funds of The Children's Trust.
 - l) Review staff proposals and make recommendations to the Board regarding procurement of goods and services.
 - m) Evaluate and monitor the performance of goods and services procured.
3. Human Resources. The Human Resources Committee shall consist of no more than 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:
- 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.
 - 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; 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:
 - 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.

H. The Ad Hoc Committees shall be as follows:

1. Nominating Committee. The Nominating Committee shall be convened as needed by the chair of 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 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. Every two (2) years it shall make recommendations to the Board for election of officers in a timely manner in accordance with these bylaws.
2. 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 Meetings

1. Schedule. The schedule of regular meetings shall be established by the Board. 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. 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 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. Workshop Meetings. Regular meetings may include workshop meetings.
5. Cancellation/Rescheduling. Meetings may only be cancelled or rescheduled by the 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 chair 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.
2. Workshop Meetings. Special meetings may include workshop meetings.
3. 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. 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.
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, 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

1. 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.

E. Order of Business

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

F. Minutes

Meetings shall be recorded by audio-cassette or by a court reporter. Summary Minutes of each meeting of the Board shall be accurately taken, preserved and provided to members at, or before, the next regular meeting.

- a) Minutes, recording. 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, bound book in The Children's Trust's office.
- b) Minutes, contents. Unless otherwise shown by the minutes, it shall be presumed that the voice of each member present supported any action taken by the Board.

G. Notices

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

H. Public Comment

Each person, other than staff of The Children's Trust, 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. 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, 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 duly appointed designee.

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.

Vote by proxy is not allowed. Public officials entitled to a designee pursuant to the state statute and the Ordinance,

- b) May appoint a designee for no less than one quarter of a year by giving notice to the chair 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 require 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 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 affirmative vote of a majority of all members then serving on the Board, with the Juvenile Court judge not voting and not being counted in determining a majority for purposes of adopting the millage rates, or any estimates thereof, as set forth in Article VII.
 - d) Action waiving the Board's procurement procedures 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 vote of a majority of all members then serving on the Board.
 - f) Actions removing an officer may only be taken by a 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. 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 request to attend a Children's Trust meeting by audio interactive telephone conference; however, a Board member attending the meeting by audio interactive telephone conference shall not be counted to establish a quorum and shall not vote.

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.

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.

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

1. Members of the Board will, prior to voting on a funding issue that involves any program or agency in which they participate 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. 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.
2. Members of the Board shall comply with all Florida Statutes and County Ordinances relating to conflicts of interest.
3. 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.

Article VII. General Powers of the Board

The Children’s Trust, 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 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 Trust 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

- a) The fiscal year of the Board shall begin on October 1 and end on September 30. The chief executive officer shall be responsible for submitting a tentative written annual budget to 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 Board shall adopt a written proposed annual budget of its expected income and expenditures, including a contingency fund, at or before the July meeting.
- c) 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.
- d) The Board shall adopt a written proposed millage rate at, or before the July meeting by an affirmative vote of a majority vote of all members then serving on the Board, with the Juvenile Court judge not voting and not being counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.
- e) The Board shall adopt and establish an actual millage rate at the times, in the manner and in accordance with Florida Law by an affirmative vote of a majority vote of all members then serving on the Board, with the Juvenile Court judge not voting and not being counted in determining a majority for purposes of adopting the annual millage rate, or any estimate thereof.
- f) 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.
- g) All money received by the Board shall be deposited in qualified public depositories, with separate and distinguishable accounts established specifically for The Children's Trust.
- h) Upon entering the duties of office, the chair, vice chair, treasurer, the 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. No other member of the Board shall be required to give bond or other security.

Article VIII. Prohibition on Lobbying

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

ARTICLE IX. Chief Executive Officer

A President/Chief Executive Officer shall be employed by a vote of a majority of all members then serving on the Board. The chief executive officer shall be employed by written contract. 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 chief executive officer shall include:

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.

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 plan for the needs of children and youth in Miami-Dade County is developed.
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 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. Recommending to the Board for adoption such policies, rules and/or regulations pertaining to the Board and/or to the general welfare of Miami-Dade County's children and families as the chief executive officer considers necessary or appropriate for the Board's more efficient operation.
6. Attending all regular and, when available, special meetings of the Board and preparing in advance an executive summary of each Trust agenda. An individual Trust member may, through the president/chief executive officer, have items placed on the agenda for any regular or special meeting. Except in emergency situations, the president/chief executive officer shall make recommendations to the Board with respect to any agenda item for which Trust action (either affirmative or negative) is requested or necessary.
7. Acting for the Board as a custodian of its property.
8. Preparing for submission to the Board for adoption of the annual budget, proposed amount of tax levy and investment policies for Trust funds.
9. Recommending to the Board such contracts for supplies, materials, or services as necessary or appropriate for the work of the Board.
10. Performing such other administrative duties as an administrative officer may normally perform.
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 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

1. All procedural matters not addressed by these bylaws shall be governed by the latest edition of

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.

Robert's Rules of Order.

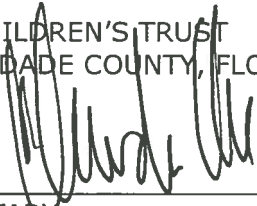
2. Any conflict between these bylaws and the Ordinance or State Statutes, shall be resolved in favor of the Ordinance or State Statutes.

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. MAV. 8/8/2016