



ESCAMBIA
CHILDREN'S TRUST

Our Children. Our Community. Our Future.

Bylaws

Revised 07/11/2023

Escambia Children’s Trust Bylaws

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HISTORY

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PREAMBLE

The Escambia Children’s Trust has been established pursuant to § 125.901, Fla. Stat. and The Trust Ordinance § 2020-22, as approved by the Electorate and has as its general purpose the provision of services to children throughout Escambia County as more fully set forth in statute and ordinance.

ARTICLE I.

MEMBERSHIP AND TERM OF OFFICE

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

ARTICLE II.

MEETINGS

Section 1. Regular Meetings

Regular meetings of the Board shall be held monthly at a time and place set by the Board. The annual meeting shall be held in January, at which time the election of officers shall take place. If a regularly scheduled meeting falls on a holiday, the Board shall meet at such date and time as selected by the Board. Written or electronic notice of regular meetings of the Trust shall be given to each member at least seven (7) days prior to each meeting; the notice is to be accompanied by a tentative agenda for the meeting. Meetings may be cancelled or rescheduled by majority vote of the Board. In the event of an emergency or lack of business to be considered a meeting may be canceled by the Chair, Vice-Chair, or Treasurer, in that order, but in no case shall longer than 60 days go between meetings of the Board.

Section 2. Special Meetings

Special meetings of the Board may be called:

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

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

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

Section 3. Emergency Meetings

Items that require immediate action, due to possible harm that may result if held until a regular or special meeting, may be considered at an emergency meeting.

Emergency meetings of the Board may be called:

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

Twenty-four (24) hours' notice of an emergency meeting shall be given to each member of the Board; if possible, said notice is to be accompanied by an agenda specifying the subject(s) of the emergency meeting. The emergency shall be stated in the notice of the meeting. Only those subject(s) appearing on the emergency meeting agenda may be discussed at that meeting. The date, time, and location of the meeting shall be determined by the Chair, Vice-Chair, Treasurer, or Board, as appropriate. If, after reasonable diligence, it is impossible to give notice to each member or, because of the nature of the emergency, it is impossible to let twenty-four (24) hours elapse before the meeting, such failure shall not affect the legality of the meeting if a quorum is in attendance, provided the emergency and the reason less than twenty-four (24) hours' notice were given are both stated by the Board before the Board takes any affirmative action on the emergency agenda. The annual budget cannot be approved at an emergency meeting.

Section 4. Public Meetings.

The Board, as a public body of the State of Florida, shall be subject to the requirements of Ch. 286,

Fla. Stat.

Section 5. Minutes

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

Section 6. Virtual Committee Meetings

a. Purpose.

The purpose of this policy is to establish guidelines for the Escambia Children's Trust (ECT) to conduct committee meetings via virtual meeting platforms, ensuring compliance with the Florida Sunshine Law while promoting transparency, public access, and active participation. This policy also establishes the requirement for participants to keep their cameras on during virtual meetings to facilitate effective communication and engagement.

b. Scope

This policy applies to all committee meetings conducted by the ECT, including standing committees, subcommittees, and ad hoc committees.

c. Policy Statement

Committee meetings of the ECT may be held via a virtual meeting platform, subject to the following conditions:

1. Compliance with Florida Sunshine Law: All committee meetings conducted via a virtual meeting platform shall fully comply with the requirements outlined in the Florida Sunshine Law, including public access, notice, and record-keeping.
2. Public Attendance at a Physical Location: In accordance with the Florida Sunshine Law, committee meetings conducted via a virtual meeting platform shall allow for physical attendance by the public at a designated public place where the meeting is held. The physical location shall be accessible and clearly communicated to the public in advance.
3. Publication of Virtual Meeting Information: The ECT shall publish the virtual meeting information, including the meeting link, date, time, and instructions for joining, on its official website or any other public platform. This ensures that interested individuals have access to the virtual meeting and can participate remotely.
4. Virtual Meeting Conduct: Committee meetings conducted via a virtual meeting platform shall follow established meeting protocols, including adherence to the agenda, orderly discussion, and equitable participation by all members and attendees.
5. Quorum Requirement: A quorum for committee meetings shall consist of a minimum of three members. All members may participate virtually, provided they comply with the requirements

of the Florida Sunshine Law and this policy. However, a physical quorum shall be present for formal action to be taken.

6. Camera Requirement: Participants in virtual committee meetings shall keep their cameras turned on throughout the duration of the meeting, unless technical or exceptional circumstances prevent them from doing so. This requirement enhances communication, engagement, and the visual presence of participants during the virtual meeting.

7. Recording and Record-Keeping: Committee meetings conducted via virtual meeting platforms shall be recorded in compliance with applicable laws and regulations. The ECT shall maintain accurate and complete records of the virtual meetings, including any chat messages, shared documents, or other digital materials, as required by law.

d. Responsibilities

1. Committee Chairperson or Meeting Moderator: The committee chairperson or meeting moderator is responsible for overseeing the virtual committee meeting, ensuring compliance with this policy, facilitating discussion, maintaining order, and enforcing the camera requirement.

2. ECT Administration: The ECT administration shall provide technical support and necessary resources to facilitate smooth and efficient virtual committee meetings. They shall also ensure that all meeting information is published in a timely manner and that records of the meetings are appropriately maintained.

e. Review and Amendments

This policy shall be reviewed periodically by the ECT Board of Directors to ensure its effectiveness and adherence to legal requirements. Amendments may be made as necessary, following appropriate consultation and approval processes.

[Section 7. Board Workshops.](#)

a. Purpose.

A workshop is an interactive session where the members of the ECT Board, along with relevant staff and stakeholders, come together to discuss specific topics or issues of public interest. Workshops are generally less formal than regular meetings and provide an opportunity for in-depth exploration, information sharing, brainstorming, and collaborative problem-solving. No formal action may be taken at Board workshops.

b. Quorum. A quorum is not required at a workshop where no formal action may be taken.

c. Policy Statement.

1. Compliance with Florida Sunshine Law: All workshop meetings shall fully comply with the requirements outlined in the Florida Sunshine Law, including public access, notice, and record-keeping.

2. Workshops may be conducted via a virtual meeting platform if the following conditions are met:

- a. Public Attendance at a Physical Location: In accordance with the Florida Sunshine Law, workshops conducted via a virtual meeting platform shall allow for physical attendance by the public at a designated public place where the meeting is held. The physical location shall be accessible and clearly communicated to the public in advance.
- b. Publication of Virtual Meeting Information: The ECT shall publish the virtual meeting information, including the meeting link, date, time, and instructions for joining, on its official website or any other public platform. This ensures that interested individuals have access to the virtual meeting and can participate remotely.
- c. Virtual Meeting Conduct: Workshops conducted via a virtual meeting platform shall follow established meeting protocols, including adherence to the agenda, orderly discussion, and equitable participation by all members and attendees.
- d. Camera Requirement: Participants in virtual workshop meetings shall keep their cameras turned on throughout the duration of the meeting, unless technical or exceptional circumstances prevent them from doing so. This requirement enhances communication, engagement, and the visual presence of participants during the virtual meeting.
- e. Recording and Record-Keeping: Workshops conducted via a virtual meeting platform shall be recorded in compliance with applicable laws and regulations. The ECT shall maintain accurate and complete records of the virtual meetings, including any chat messages, shared documents, or other digital materials, as required by law.

ARTICLE III.

VOTING

- A. Quorum. The presence of a majority of all members serving on the Board shall be necessary at any meeting to constitute a quorum to transact business.
- B. Each member shall have one vote, which may only be exercised by the member with the exception of the District Administrator of the Department of Children and Families who may have a designee.
- C. Action on any proposal other than amendment of these bylaws, hiring of an Executive Director, or adoption of the annual budget shall require an affirmative vote of a majority of the members present.
- D. Action on matters relating to amendment of these bylaws may only be taken by an affirmative vote of two-thirds (2/3) of all serving members of the Board. Action on matters relating to the hiring of an Executive Director may only be taken by affirmative vote of a majority of all serving members of the Board.

- E. Approval of the budget and setting of the millage shall be as established by law.
- F. The judge of juvenile cases appointed to the Board shall not vote or participate in the setting of ad valorem taxes.

ARTICLE IV.

OFFICERS, ELECTIONS, VACANCIES, and COMMITTEES

Section 1. Officers

The officers of this Board shall be chosen from its membership and consist of a Chair, Vice- Chair, and Treasurer. After the organizational period, each shall be elected at the annual meeting for a term of office of one (1) year. An officer may be elected to one additional consecutive term.

- A. The Chair shall:
 - 1) Preside at all meetings of the Board.
 - 2) Preside over the Executive Committee.
 - 3) May be an ex-officio member of all committees of the Board.
 - 4) Serve as a member of the Executive Committee.
 - 5) Appoint, with Board approval, all ad hoc committees.
 - 6) Appoint the Committee Chair of each committee, except for those specifically appointed by the 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.
 - 7) Perform all of the duties usually pertaining to the office of Chair.
 - 8) Be the primary check signor of the Board subject to countersignature by another member of the Board or the Executive Director.
 - 9) Sign all minutes of prior meetings upon approval by the Board.
- B. The Vice-Chair shall:
 - 1) Preside at all meetings of the Board in the absence of the Chair.
 - 2) Serve as a member of the Executive Committee.
 - 3) Perform all such duties usually pertaining to the Office of Vice-Chair.
- C. The Treasurer shall:
 - 1) Preside over the Escambia Children's Trust Finance & Operations Committee.
 - 2) Serve as a member of the Executive Committee.
 - 3) Preside at all meetings of the Board in the absence of the Chair and Vice-Chair.

- 4) Be the primary check signer of the Board in the absence of the Chair; signature is subject to countersignature by another member of the Board or the Executive Director.
- D. In the event of a vacancy in the position(s) of the Chair, Vice-Chair, or Treasurer, the position shall be filled at the next meeting of the members and the term shall be the remainder of the vacant position's term. Any vacancy in other offices that result from this selection may be filled by immediate election for the remainder of the term.

Section 2. Elections

Election of officers shall be held at the annual meeting in January of each year. This election shall be by nomination from the dais and voice vote.

Section 3. Vacancies in Board

Vacancies in Board memberships shall be filled as soon as practicable by the appropriate appointing authority in accordance with § 125.901, Fla. Stat.

Section 4. Committees

Standing committees may be established by majority vote of the Board. Ad hoc committees may be established by the Chair, with Board approval, provided that ad hoc committees shall not be established for a period of time exceeding one year. Quorum shall consist of three (3) Board members on a committee unless otherwise stated in the bylaws. 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. The Board Chair may determine to present an item directly to the Board for good cause.

The standing committees shall be as follows:

- A. ***Executive Committee:*** The Executive Committee shall consist of the three (3) officers. The Board Chair and Vice-chair shall serve as chair and vice-chair of the Executive Committee. The Executive Committee shall, as necessary:
 1. 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.
 2. Transact routine business between scheduled meetings of the Board, subject to the limitations imposed by sections (c) and (d) of this section.
 3. Take no action that conflicts with the policies and expressed wishes of the Board.
 4. Submit for ratification to the Board at the Board's next meeting, all actions taken between scheduled meetings of the Board.

- B. **Finance & Operations Committee:** The Finance and Operations Committee shall consist of a minimum of five (5) 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:
1. Assist the Treasurer in performing the duties of his/her office.
 2. 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.
 3. Develop and periodically review the policies governing the investment and use of ECT funds.
 4. Approve the staff's selection of banks and investment advisors, as applicable.
 5. Serve as the audit committee of the Board and, in such capacity establish criteria for the selection of the auditor of ECT and review and evaluate applicants to serve as the auditor in accordance with the criteria established by the Finance and Operations Committee.
 6. The Director of Finance and Operations 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 Director of Finance and Operations and the Finance and Operations Committee's evaluations of the applicants, which will be presented to the full Board for approval.
 7. Review with the auditor of ECT audit reports, the Comprehensive Annual Financial Report (CAFR) and such other matters as the Finance and Operations Committee may determine.
 8. Review staff proposals and make recommendations to the Board regarding procurement of goods and services.
- C. **Personnel Committee:** The Personnel Committee shall consist of a minimum of five (5) members. The Personnel Committee shall, as necessary:
1. 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.
 2. Review proposals of companies offering employee insurance and benefits programs.
 3. Conduct an annual performance evaluation of the Executive Director of ECT.
- D. **Policy & Bylaws Committee:** The Policy & Bylaws Committee shall consist of a minimum of three (3) members. The Policy & Bylaws Committee shall, as necessary:
1. Advise and consult staff in the development and implementation of the organizational policies and recommend the same to the Board for approval.
 2. Develop and update Board bylaws and policies and recommend the same to the Board for approval.
- E. **Program Committee:** The Program Committee shall consist of a minimum of five (5) members. The Committee shall, as necessary:

1. Review staff proposals and make investment recommendations to the Board regarding program services.
2. Monitor and evaluate the performance of program services in which ECT has invested or in which it may choose to invest through grantmaking.
3. Review and make recommendations regarding the development of quality measures and outcome measures by which to evaluate the performance of program services.
4. Review and make recommendations regarding the funding of Unsolicited Proposals for Funding.

Section 5. Ad Hoc Committees

Ad hoc committees may be established by the Chair, with Board approval, provided that ad hoc committees shall not be established for a period of time exceeding one (1) year.

ARTICLE V.

FINANCE

Section 1. Fiscal Year

The fiscal year of the Escambia Children’s Trust shall commence on October 1 and end on September 30.

Section 2. Reporting

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

Section 3. Budget

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

On or before July 1 of each year, the Board shall prepare a tentative annual written budget of the district’s expected income and expenditures, including a contingency fund. The Board shall, in addition, compute a proposed millage rate within the one half mil cap approved by the electorate necessary to fund the tentative budget and, prior to adopting a final budget, comply with the provisions of § 200.065, Fla. Stat. relating to the method of fixing millage, and shall fix the final millage rate by resolution of the Board. The adopted budget and final millage rate shall be certified

and delivered to the Board of County Commissioners within fifteen (15) days following the Board's adoption of the final budget and millage rate pursuant to § 200, Fla. Stat. or as otherwise limited in § 125.901, Fla. Stat.

ARTICLE VI.

EMPLOYMENT OF EXECUTIVE DIRECTOR

An Executive Director shall be employed by a majority vote of all members of the Board. The Executive Director shall be employed by written contract. The Executive Director shall be engaged by the Board and shall serve at the pleasure of the Board and may be terminated at any time, for cause or convenience, subject to the provisions of the terms of said contract by an affirmative vote of a majority of the Board.

The powers and duties of the Executive Director shall include:

1. Carrying out the purpose and objectives of the Escambia Children's Trust consistent with the directions and delegations of the Board.
2. The employment and development of staff to implement policies and programs of the Escambia Children's Trust subject to review and concurrence by the Trust through approval of the budget or other processes.
3. Ensure that a comprehensive plan for the needs of youth in Escambia County is developed and implemented and that the purposes of § 125.901, Fla. Stat. and Escambia County Ordinance 2020-22 are met.
4. Establish policies and procedures relating to the evaluation, subject to approval of the Board, of funding requests, monitoring of programs funded by the Escambia Children's Trust, employment and evaluation of personnel, and other similar matters.
5. Maintain all records of the Escambia Children's Trust.
6. Perform other administration duties as may normally be performed by an administrative officer.
7. Shall act as the Secretary of the Board or otherwise provide that the minutes are accurately maintained.
8. Shall be responsible for day-to-day operations of the Escambia Children's Trust and serve as a liaison between staff and the Board.
9. May undertake such other functions as may be delegated by the Board.

ARTICLE VII.

CONFLICT OF INTEREST

- A. Members of the Board shall avoid entering into contracts or agreements involving, directly or indirectly, members of the Trust in a manner that would be, or give the appearance of being, a conflict of interest.
- B. Members of the Board will, prior to voting on a funding issue, which involves any program or agency in which they participate as an employee or member of the governing authority, disclose their interest in said program or agency and file a disclosure statement.
- C. Members of the Board will comply with all Florida statutes relating to "conflicts of interest," which includes Part III of § 112, Fla. Stat.
- D. No member shall serve as a staff member of any agency when more than 10% of the agency's budget is provided by the Escambia Children's Trust, and no portion of a member's salary may be paid by the Escambia Children's Trust funds.

ARTICLE VIII.

RULES OF ORDER

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

ARTICLE IX.

BOARD ATTENDANCE

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

ARTICLE X.

AMENDMENTS

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