



Board of Directors Meeting

February 10, 2011

Distribution of Proposed Bylaws

Item IV. A.

Issue: JWB staff, in conjunction with legal counsel, has drafted a revised set of Bylaws that are being presented to the Board for review and discussion. Staff will seek Board approval at the March 2011 meeting.

Background:

The proposed Bylaws have been revised and updated to clearly define current practice. All aspects of organizational functioning have been incorporated into the proposed revisions.

The Bylaws were last revised by the Board in 2007.

The proposed Bylaws, current Bylaws and a summary delineating primary changes made are attached.

JUVENILE WELFARE BOARD OF PINELLAS COUNTY BYLAWS

ARTICLE I

Preamble

The Juvenile Welfare Board of Pinellas County (hereinafter “JWB”), as established by a Special Act of the Florida Legislature (Chapter 2003-320, L.O.F.), has the general intent of supporting the healthy development of all children and their families through advocacy, research, planning, training, communication, coordination of resources and funding.

JWB operates pursuant to Florida Statutes 189.429 which codifies all Special Acts relating to JWB’s establishment. It is the intent of the Legislature in enacting Florida Statute 189.429 to provide a single, comprehensive Special Act charter for JWB, including all current legislative authority granted to JWB by its several legislative enactments and any additional authority granted by the Act. It is further the intent of the Act to preserve all Board authority in addition to any authority contained in Florida Statute Chapter 189, as amended from time to time.

ARTICLE II

Board of Directors

Section 1

Membership

JWB shall consist of eleven (11) members. One (1) member shall be the county superintendent of public instruction, and the second member shall be a judge in the juvenile division of the Sixth Circuit Court, who each shall hold office on the Board during the term of office in the official capacity stated. The third and fourth members shall be the state attorney and the public defender for the county, and the fifth member shall be an appointed member of the Board of County Commissioners of Pinellas County, Florida, who each shall hold office on the Board during the term of office in the official stated capacity.

The other six (6) members shall be appointed by the Governor of the State of Florida and confirmed by the Senate. All appointments of members of the Board required to be made by the Governor shall be for the term of (4) years each but may hold over until their respective successors are appointed by the Governor. If any of the members of the Board required to be appointed by the Governor under the provisions of this section shall resign, die, or be removed from office, the vacancy created shall, as soon as practicable, be filled by appointment by the Governor, and such appointment to fill a vacancy shall be for the unexpired term of the person who resigns, dies, or is removed from office.

Board members shall receive no salary or other compensation for service, except for the reimbursement of related travel expenses when engaged in official Board duties as directed by Board policy.

Board members shall be governed by Florida Statutes Chapter 112 (Public Officers and Employees), Chapter 119 (Public Records), Chapter 286 (Government in the Sunshine Law, 104.31 (Political Activities of Public Officers), and all other laws applicable to the Board and as directed by Board policy. Failure to comply with any one of the above by an appointed member may result in their removal from the Board.

Section 2

Election of Officers

At the September Board meeting, the Board shall elect a Chair, Vice Chair, and Secretary. In the event a September meeting does not occur, the election will occur at the next regularly scheduled monthly Board meeting.

Section 3

Terms of Officers

Officers shall serve for a two year term and be eligible for re-election for one additional successive term (maximum of four years). The Officers shall assume the usual duties as outlined in section 6 below.

Section 4

Vacancy of Officers

If a vacancy should occur in one of those 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 may serve in the same position for one additional successive term.

Section 5

Removal of Officers

An officer may be removed from office by a majority vote of the Board. The Board shall proceed to fill the vacancy as provided by ARTICLE II Section 4 of these Bylaws.

Section 6

Duties of Officers

The Chair shall:

- a. Preside at all meetings of the Board.
- b. Serve as an ex-officio, non-voting member of all committees of the Board except where

the Chair is specifically appointed to serve per these Bylaws and in that case, the Chair will be a voting member of the committee(s).

- c. Appoint all ad hoc Board committees, the term not to exceed the term of the Chair.
- d. Appoint the Chair, Vice Chair, and members of each standing committee unless otherwise specified in these Bylaws.
- e. Perform all duties as may be assigned by the Board.

The Vice Chair shall:

- a. Preside at all meetings of the Board in the absence of the Chair.
- b. Perform all duties as assigned by the Board.
- c. Assume the office and duties of the Chair, in the event that office becomes vacant until the Board fills the vacancy as specified in these Bylaws.

The Secretary shall:

- a. Ensure the minutes of meeting 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 the vacancy as set forth in Section 4, Article II. In the event the offices of both the Chair and Vice-Chair should become vacant, the secretary shall assume the office of the Chair until the Board fills the vacancy through an election as set forth in Section 4, Article II.

Section 7

Powers and Duties

There shall be separation between the policy-making activities of the Board and the administration of the agency. The Board will adopt policies which govern the agency, and hold the Executive Director responsible for all aspects of JWB's operations.

The Board shall have the following powers and duties:

- a. To allocate funds in accordance with the intent of the Special Act governing JWB and all other applicable laws.
- b. To provide, maintain, manage, and allocate funds to provide services in Pinellas County which are operated for the benefit of children and families as determined or directed by the Board in accordance with the strategic plan, annual budget and other Board policy.
- c. To collect information and statistical data which will be helpful to the Board in analyzing and determining the needs of children and families in the county and to consult with other agencies dedicated to the well-being of youth to prevent the overlapping of services.
- d. To lease or buy such real estate, equipment, and personal property, and to construct such buildings as are needed, to execute the foregoing powers and duties, provided that no such purchases shall be made or building done except for cash with funds on hand.
- e. To maintain books of account that shall be kept by the Board, or staff, and the fiscal affairs of such Board shall be audited annually by certified public accountants selected by the Board for such purpose.

- f. To determine and adopt such policies that provide for the efficient operations of necessary administrative functions for the general improvement of conditions for children and families in Pinellas County.
- g. To employ and pay personnel needed to execute the forgoing powers and duties.

ARTICLE III

Board Meetings

The Board shall conduct all business according to all applicable laws. Individual Board members must satisfy the annual obligation to file the Statement of Financial Interest, Form 1.

The fiscal year of JWB shall be October 1 through September 30. The Board shall meet every month (except for August) or at other times at the call of the Chair. A schedule of meeting dates for the year shall be adopted at the September Board meeting.

Meetings may 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 Executive Director is notified between regularly scheduled meetings that a quorum will not be available for the next regularly scheduled meeting, such meeting may be cancelled by the Executive Director. All members shall be notified of such cancellation or rescheduling with as much notice as possible. Additionally, the Board Chair may call a special meeting of the Board in accordance Florida Statute Chapter 286.

Records of all actions of the Board will be set forth in the minutes of the meeting. The Office of Secretary of the Board will be responsible for the minutes. A staff member of the JWB will record the minutes electronically or in writing to allow the full Board to participate in vital discussions and deliberations. Summary minutes of each meeting of the Board shall be accurately taken, transcribed, and provided to members at, or before, the next regular meeting. Minutes will be kept on file as the official record of JWB.

Section 1

Attendance

If an appointed member has three consecutive absences from regular Board meetings during one fiscal year, or a total of 5 absences from regular Board meetings during one fiscal year, the Chair or any Board member must raise the issue before the Board and bring to a vote of the Board whether to request the Governor to remove the member in violation of the attendance policy and make a new appointment to the Board.

In the event of the Chair's prolonged absence or inability to serve, the Vice-Chair shall exercise all functions of the Chair for a period of up to sixty (60) days. In the event the chair does not return to serve as Chair at the end of sixty days, the office will be deemed vacant.

Section 2

Voting and Quorum

The majority of all current Board members will constitute a quorum for the purpose of conducting official business. The majority must be present in person for quorum purposes. All business requiring action before the Board shall require a majority vote unless otherwise determined by law and as otherwise set forth therein.

Once a quorum is established, a regular Board meeting at which action is scheduled to be taken may commence.

Upon good cause shown as to why s/he cannot be present at a meeting, any Board member may request to attend a Board meeting by telephone conference; however, a Board member attending a meeting via telephone conference shall not be counted to establish a quorum but may register a vote.

ARTICLE IV

Executive Director

The Executive Director shall be appointed by a majority vote of the full Board, and may be dismissed by the same vote.

All employees shall be responsible to the Director.

The duties of the Executive Director shall include but are not limited to:

- a. The development of a comprehensive plan to address the needs of children and youth in Pinellas County.
- b. Establishing policies and procedures, subject to 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.
- c. The responsibility for all record keeping, in accordance with Florida's Public Records Law (Chapter 119 F.S.).
- d. Recommending to the Board for adoption such policies, rules and regulations pertaining to the Board and/or the general well-being of Pinellas County children and families as the Executive Director considers necessary or appropriate for the Board's more efficient operation.
- e. Preparing for submission to the Board for adoption the annual budget, proposed amount of tax levy, and investment policies for Trust funds.

- f. Signing legal agreements on behalf of the Board, upon Board direction.
- g. Executing contracts up to \$25,000 in conformance with the policy directives of the Board.
- h. Hiring, supervision, and termination of staff as necessary to maintain functions and goals of the agency.
- i. All other actions as necessary to carry out the directions of the Board and to run the day to day operations.
- j. The Executive Director may delegate duties and responsibilities to staff as necessary from time to time to maintain the functions and goals of the agency except those duties and responsibilities which the Board has granted specifically to the Executive Director and not generally staff.

An annual performance review of the Director shall be conducted using a method established by the Board.

ARTICLE V

Standing Committees

Standing Committees shall be constituted as follows:

Section 1

Executive Committee:

The Executive Committee will be composed of the elected Board Officers and one appointed member as selected by the full Board. A quorum shall be 3 members present. The Executive Committee shall act for the Board whenever emergency action of the Board is required under circumstances making it impossible to assemble Board members in a timely manner. Meetings shall be noticed according to Government in the Sunshine Law and a complete record of the discussion and action taken shall be forwarded to all Board members. Ratification of the Executive Committee action shall take place at the next scheduled meeting by a majority of voting members present.

Section 2

Finance Committee:

There shall be a Finance Committee consisting of four persons from the Board. The members of the Committee shall be appointed for a one year term by the Board and shall serve until their successors are duly selected.

All members appointed to the Finance Committee shall strive to have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, including a balance sheet, income statement and statement of cash flows. Whenever possible, Finance Committee members shall have experience and/or educational background in the fields of accounting, investing, and budgeting.

The primary function of the Finance Committee is to assist the Board in fulfilling its oversight responsibility to the taxpayers, employees, community and others by reviewing the budget, audit, investment performance and other financial policy issues. The Finance Committee shall review and make recommendations to the Board regarding the annual budget, based on meetings with management in which a review of revenues, expenditures, and fund balance will occur. In discharging its responsibilities, the Finance Committee is empowered to investigate any matter brought to its attention, with full access to all books, records, facilities, independent auditors of the JWB and personnel of the JWB, and has the authority to engage, at the JWB's expense, independent counsel and other advisors as it determines necessary to fulfill its duties. Findings and recommendations of the Finance Committee shall be made to the Board.

Section 3

Ad hoc Board Committees:

Ad hoc sub committees, comprised of Board members, may be constituted as necessary by the Board Chair, unless otherwise stated in the Bylaws.

Appointments:

Members and Chairs of all ad hoc committees, with the exception of those specifically appointed by these Bylaws, shall be appointed by the Board Chair subject to approval of the Board.

Removal:

A committee member may be removed upon recommendation of the Committee Chair and a majority vote of the Committee present at the next regularly scheduled meeting.

Terms:

Except as otherwise set forth within a member shall serve a two year term on a committee or until the committee has been discharged whichever is shorter. 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.

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 per these Bylaws.

Frequency of Meetings:

Committees shall hold meetings as determined necessary by the committee Chair.

ARTICLE VI

Annual Budget and Financial Oversight

A written proposed annual budget shall be adopted at or before the July Board meeting or as soon thereafter as possible.

A majority vote of the Board shall affirm the approval of the proposed annual budget.

The methods for establishing millage rates shall comply with the Truth in Millage (TRIM) Florida Statute Chapter 200. Tentative and final budgets shall be prepared in a timely manner to comply with the requirements set forth in the TRIM statute; and public hearings thereon shall be conducted in accordance with the provisions set forth therein.

Appropriate surety bonds and liability insurance to cover key personnel and Board members shall be purchased and maintained.

All funds will be invested in accordance with Florida Statutes, Chapter 280 Security for Public Deposits and Florida Statute, Chapter 218.405, Investments of Local Government Surplus Funds.

ARTICLE VII

Parliamentary Rules

The Juvenile Welfare Board meetings shall be conducted in accordance with the newly revised Roberts Rules of Order.

ARTICLE VIII

Amendment to Bylaws

The amendment of these Bylaws shall require a majority vote of the Board at a regular meeting, provided that all members have received prior notification of the proposed amendments, with the rationale for change, a minimum of ten (10) days in advance of the meeting in which the vote is to be taken.

JUVENILE WELFARE BOARD OF PINELLAS COUNTY

BYLAWS

- ARTICLE I The organization is created by Legislature Acts Chapter 23,483, Special Acts of 1945 and amended in 1947, 1949, 1955, 1961, 1965, 1970, 1979, 1992, 1993, 1995.and 2000,and is known as The Pinellas County Juvenile Welfare Board, with business offices located in Pinellas County, Florida.
- ARTICLE II The Board shall consist of eleven (11) members, five of which shall be: The Superintendent of Pinellas County Schools, a member of the County Commission, a Juvenile Court Judge, the State Attorney and the Public Defender. The remaining six shall be appointed by the Governor of the State of Florida and confirmed by the Senate for four year terms. Should a vacancy occur in any of the appointed positions, the governor shall appoint another individual to fulfill the remainder of the term.
- ARTICLE III The Board hereby created shall have the following powers and duties:
- (a) To provide and maintain in the County such child guidance, psychological or psychiatric clinics for juveniles as the Board determines are needed for the general welfare of the County.
 - (b) To provide for the care of dependent juveniles and to provide such other services for all juveniles as the Board determines are needed for the general welfare of the County.
 - (c) To allocate and provide funds for other agencies in the County which are operated for the benefit of juveniles provided they are not under the exclusive jurisdiction of the public school system.
 - (d) To collect information and statistical data which will be helpful to the Board in deciding the needs of juveniles in the County. To consult with other agencies dedicated to the welfare of juveniles to the end that the overlapping services will be prevented.
 - (e) To lease or buy such real estate, equipment and personal property and to construct such buildings as are needed to execute the foregoing powers and duties, provided that no such purchases shall be made or building done except for cash with funds on hand; to employ and pay on a part- or full-time basis personnel needed to execute the foregoing powers and duties.

- (f) Books of account shall be kept by the Board or its clerical assistants, and that within the 120 days after the close of its fiscal year, the Board shall complete its financial statements for the previous fiscal year, which statements shall be prepared in compliance with generally accepted governmental accounting principles. If by July 1 in any fiscal year the Board has not been notified that a financial audit for that fiscal year will be performed by the Auditor General, the Board shall require that an annual financial audit of its accounts and records be completed within six (6) months after the end of its respective fiscal year by an independent certified public accountant retained by it and paid from its public funds.

ARTICLE IV The fiscal year of the Juvenile Welfare Board shall be: October 1 through September 30. At the September meeting, a Chair, Vice Chair and Secretary shall be elected for a two-year term, to assume the usual duties of those positions on October 1. A schedule of meeting dates for the year shall also be adopted at this meeting.

ARTICLE V The Juvenile Welfare Board shall comply with the methods for fixing millage rates set forth in the Truth in Millage (TRIM) Statute, Chapter 200, Florida Statutes. Tentative and final budgets shall be prepared in a timely fashion to comply with the requirements set forth in the TRIM Statute; and the public hearings thereon shall be conducted in accordance with the provisions set forth therein.

The Juvenile Welfare Board shall conduct all business according to appropriate state legislation, including the Sunshine Law, Financial Disclosure and the Ethics in Government Statutes.

ARTICLE VI The Executive Committee, composed of the elected officers and one appointed member, shall have the power to act for the Juvenile Welfare Board if deemed necessary by same committee and a complete record of the discussion and action taken shall be immediately forwarded to all Board members. Ratification of Executive Committee action shall take place at the next scheduled meeting.

ARTICLE VII The Executive Director shall be employed by a vote of seven members of the Board and be dismissed by the same number. The Executive Director shall be employed for a specified term by written contract. He/she shall serve at the pleasure of the Board. Any termination by Board of his/her contract of employment shall provide him/her with reasonable notice, and opportunity to be heard, and severance pay, all in accordance with his/her written contract.

ARTICLE VIII All employees shall be responsible to the Director.

Annual reviews of the Director shall be made using a method established by the Board.

The duties of the Executive Director shall include:

- (1) Hire and develop staff to implement policies and programs of the Juvenile Welfare Board.
- (2) Develop with staff a comprehensive plan for the needs of youth in Pinellas County.
- (3) Hire and develop staff to properly maintain the functions of the agency.
- (4) Be responsible for all record keeping for the Juvenile Welfare Board.
- (5) Upon direction of the Board, sign legal agreements on behalf of the Board.

ARTICLE IX The Juvenile Welfare Board shall purchase and maintain appropriate surety bonds and liability insurance to cover key personnel and Board members.

ARTICLE X These bylaws shall be amended by a majority vote of the Board at a regular meeting, provided that all members shall have received notification of the proposed amendments, with the rationale for change, a minimum of ten (10) days in advance of the meeting in which the vote is to be taken.

ARTICLE XI The Juvenile Welfare Board meetings shall be conducted in accordance with the Newly Revised Robert's Rules of Order.

ARTICLE XII Finance Committee
The Finance Committee Bylaw is an administrative supplement to the By-Laws of the Juvenile Welfare Board.

A. Membership

1. There shall be a Finance Committee (the Committee) consisting of four persons from the Board. The members of the Committee shall be appointed annually by the Board of Directors and shall serve until their successors are duly selected.

2. All members appointed to the Committee shall strive to have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, including a balance sheet, income statement and statement of cash flows. Whenever possible, Finance Committee members shall have experience and/or educational background in the fields of accounting, investing, and budgeting.
3. The Committee members shall select a chair by the majority vote of the full Committee, unless a Chair is selected by the full Board of Directors.
4. Membership of the Committee shall reflect the diversity of the agency and the Board.

B. Purpose

1. The primary function of the Committee is to assist the Board of Directors in fulfilling their oversight responsibility to the taxpayers, employees, community and others by reviewing the budget, audit, investment performance and other financial policy issues.
2. The Committee will fulfill these responsibilities by carrying out the activities enumerated in the Duties and responsibilities Section of Finance Committee. In discharging its responsibilities, the Committee is empowered to investigate any matter brought to its attention, with full access to all books, records, facilities, independent auditors of the JWB and personnel of the JWB, and has the authority to engage, at the JWB's expense, independent counsel and other advisors as it determines necessary to fulfill its duties.

C. Duties and Responsibilities

1. The Committee shall review and make recommendations to the Board regarding the annual budget, based on meetings with management in which a review of revenues, expenditures, and fund balance will occur.
2. The Committee's primary duties and responsibilities are to serve as an independent, competent and objective party to monitor the integrity of the JWB's financial reporting process and internal control systems relating to finance, accounting and legal compliance; Recommend the appointment, compensation, retention of the JWB's independent auditors and oversee the work performed by the independent auditors; Assist the Board of Directors in fulfilling its

responsibilities by reviewing the financial reports provided by the independent auditor; Recommend, establish and monitor procedures designed to improve the quality and reliability of the disclosure of the JWB's financial condition and results of operations; and Provide an unobstructed avenue of communication among the independent auditors, financial and senior management, and the Board of Directors.

3. The Committee shall review investment performance on an annual basis. During Bank extension contracting and/or the RFP process for Banking and Investment Services, the Committee members shall review staff suggestion regarding such services prior to Board recommendation.
4. The Committee shall review and reassess the adequacy of this bylaw as conditions dictate, but no less than once per year, and update this bylaw if and when appropriate.
5. The Committee shall take the appropriate actions to set the overall "tone" for quality financial report, sound business risk practices, and ethical behavior.
6. The Committee shall also perform such other duties as are assigned in the bylaw or may be assigned by the Board of Directors.
7. The Committee may not direct the use of JWB resources. Requests for funding shall be made to the Board. Findings and recommendations of the Finance Committee shall be made to the Board.

D. Operations

1. The Committee shall meet during the following processes or more frequently as circumstances dictate.
 - a. The Committee shall meet during the budget process (February – July) and during the audit process (December – January). The number of meetings shall be dictated by the members of the committee and shall be established at the beginning of each cycle.
 - b. The Committee will review the annual budget prepared by JWB prior to review by the Board of Directors.
 - c. The committee will review the annual audit prior to review by the Board of Directors.

d. The Committee will note any issues or concerns and provide a recommendation to the Board for submission of the budget:

- i. Budget policy issues
- ii. Revenue and expense budget requests
- iii. Planned new or discontinuing program requests

e. The Committee shall annually review with JWB management the financial condition and operating results of JWB and report any issues or concerns for attention to the Executive Committee:

- i. Major budget variances and changes from the prior year
- ii. Key accounting issues which could have a material impact on the financial condition of the JWB
- iii. Year end forecast projections
- iv. Capital spending plan update (as applicable)
- v. Investment performance (also see Investment policies for guidance)

f. The Committee shall perform an annual review of JWB's investment policies and investment performance. This review generally occurs at the February meeting during the audit review. The Committee shall be responsible for:

- i. Review and maintenance of JWB long and short-term investment policies with JWB management and the investment manager and procedures and compliance thereof.
- ii. Reviewing the performance of the investment manager (as provided in the investment policy guidelines).
- iii. Recommend investment policies and objectives of the investment manager, to the Executive committee for action by the Board where appropriate.

g. The Committee shall also report on its reviews regarding a JWB RFP for Banking and Investment Services or Banking contract services and provide recommendations to the next regularly scheduled meeting of the Board.

- i. The chair of the Committee will report to the Board on the activities and recommendations of the Committee for their review.
- ii. The chair of the Committee will recommend action to the Board where appropriate.

Updated 1/12/07

SUMMARY OF PROPOSED BYLAW REVISIONS

February 2011

JWB staff in conjunction with legal counsel has drafted a revised set of Bylaws that captures the essence and key elements constituted in the current version. Overall, the proposed set of Bylaws has been reformatted to reflect a more up to date sequencing of key Bylaw sections. All of the key aspects of current organizational functioning have been incorporated into the proposed revisions. Some of the sections have expanded or enhanced language to clearly define current practice.

JWB's Bylaws were last amended and Board adopted in January 2007. The amended Bylaws (Current Bylaws) added Article XII to the Board's Bylaws that addressed the administrative functioning of the Finance Committee. The proposed revisions have separated out Finance Committee Bylaws from the Board's but will still function as a stand alone document providing direction to the Finance Committee. Prior to the amended addition in January 2007, they were revised in November 2000.

The summary below will provide an abbreviated comparison between the current Bylaws and the proposed revisions. The proposed formatting of Articles is as follows:

Article I - Preamble

Proposed Bylaws references JWB's mission and adds more defined information that describes our Special Act and statutory authority referencing and codifying all prior amendments to the Special Act.

Current Bylaws do not contain the organizational mission or language that codifies the Special Act.

Article II – Board of Directors

Proposed Bylaws re-organizes Board related information into seven distinct sections. These sections describe such things as: Board membership; election of Officers; duties of Officers; and Board of Directors powers and duties.

Current Bylaws provides a description of Board membership (per Statute) but does not outline the other elements described above.

Article III – Board Meetings

Proposed Bylaws provides information describing how the Board is to conduct business consistent with all laws, FS Chapter 119 (Public records), FS Chapter 286 (Government in the Sunshine), FS Chapter 112 (Public Officers and Employees) and other related responsibilities. This section further describes the fiscal year, setting of meeting dates, cancellation of meetings, recording of minutes, Board attendance, voting and establishment of a quorum.

Current Bylaws describes the powers and duties of the Board now located in Article II.

Article IV – Executive Director

Proposed Bylaws describe the appointment/termination of the Executive Director by the Board. The proposed changes reflect a modification to Board voting requirements for the appointment/termination of the Executive Director. This change removes the number of Board members from seven (Current Bylaw language) to approve both the appointment /termination to a majority (Proposed Bylaw) of the Board.

Further it describes the duties of the Executive Director in such areas as: comprehensive planning, establishing and implementing Board approved policies and procedures, record keeping, hiring, supervising necessary staff, submittal of an annual budget and other related responsibilities. It further discusses the annual Board evaluation of the Executive Director.

Current Bylaws describe JWB’s fiscal year now located in Article III and the Selection of Board Officers now located in Article II.

Article V – Standing Board Committees

Proposed Bylaws describes the Board Committee structure including the establishment of the Executive and Finance Committees their membership and responsibilities. Further information is provided on the establishment of additional ad hoc Board committees as necessary.

Current Bylaws describes setting the millage now located in Article VI. It also discusses how the Board should conduct business according to the Sunshine Law etc. now located in Article II.

Article VI – Annual Budget

Proposed Bylaws describes the creation of the annual budget, establishing the millage rate, ensuring the purchasing of surety bond and insurance and compliance with FS Chapter 280 dealing with the investment of public funds.

Current Bylaws describes the composition of the Executive Committee now located in Article V.

Article VII – Parliamentary Rules

Proposed Bylaws describes the use of Roberts Rules in the conducting of Board meetings.

Current Bylaws describe the hiring of the Executive Director now located in Article IV.

Article VIII – Amending of Bylaws

Proposed Bylaws describes the process for amending Bylaws in the future.

Current Bylaws describes the duties of the Executive Director now located in Article IV.

Article VIII of the proposed Bylaws ends the draft document.

Current Bylaws included additional articles that have been incorporated in the proposed draft as follows:

Article IX

Describes the purchase of surety bond and liability insurance now incorporated into Article VI of Proposed Bylaws.

Article X

Describes the process for amending Bylaws now incorporated in Article VIII of Proposed Bylaws.

Article XI

Describes how Board meetings are to be conducted using Roberts Rules now incorporated into Article VII of Proposed Bylaws.

Article XII

Describes the Finance Committee Bylaws that are now separated out from the Proposed Board Bylaws. The key functions of the Finance Committee have been preserved and incorporated into Article V of Proposed Bylaws.