



**SOUTH FLORIDA WORKFORCE INVESTMENT BOARD**

**BY-LAWS COMMITTEE MEETING**

**Wednesday, December 21, 2011  
3:00 P.M.**

South Florida Workforce Investment Board Headquarters  
7300 Corporate Center Drive  
5th Floor - Conference Room 3  
Miami, Florida 33126

**AGENDA**

1. Call to Order and Introductions
2. Approval of By-Laws Committee Meeting Minutes
  - A. December 5, 2011
3. Recommendation as to Approval of Amendments to the By-Laws of the SFWIB



2.A

**SFWIB – By-Laws Committee**

**December 21, 2011**

**MINUTES OF SFWIB BY-LAWS COMMITTEE  
December 5, 2011**

South Florida Workforce Investment Board  
 By-Laws Committee Meeting  
 December 5, 2011 at 2:00 P.M  
 South Florida Workforce Investment Board Headquarters  
 7300 Corporate Center Drive, 5th Floor - Conference Room 3

<b>EXECUTIVE COMMITTEE MEMBERS IN ATTENDANCE</b>	<b>EXECUTIVE COMMITTEE MEMBERS NOT IN ATTENDANCE</b>	<b>OTHER ATTENDEES</b>
1. Adrover, Bernardo, <i>Chairman</i> 2. Brown, Clarence 3. Roth, Thomas 4. Zewadski- Bricker, Edith	5. Gazitua, Luis  <b>SFWIB STAFF</b> Beasley, Rick Edwards, Phillip Jean-Baptiste, Antoinette  <b>ASSISANT MIAMI- DADE COUNTY ATTORNEY</b>  Mosely, Joni A.	None

Agenda items are displayed in the order they were discussed.

**1. Call to Order**

Mr. Bernardo Adrover, Committee Chairman called the meeting to order at 2:13pm, welcomed all those present and asked the members to introduce themselves.

**2. SFWIB By-Laws Overview**

[Mr. Thomas Roth Arrived; **Quorum Achieved**]

**3. SFWIB By-Laws**

**3.A. Standing Committees**

**3.B. Quorum Issues**

**3.C. Florida Statute 445 – 2/3 Vote Requirement**

Mr. Adrover introduced the item and Mr. Rick Beasley, SFWIB Executive Director reviewed with the Committee each section of the current By-Laws and proposed amendments relating to the following:

**Creating a Standing Committee** – This is a proposed amendment for the Executive Committee currently consisting of all SFWIB Board, Committee, and Council chair and vice chairpersons, to be a standing Committee and given the authority on all matters on the SFWIB agenda where quorum was not met.

[Ms. Zewadski-Bricker Arrived]

**Resolving Quorum Issues** – With regards to the board member's request for teleconference meetings, Mr. Beasley stated as per Miami-Dade County Attorney's Office, board members are required to be physically present at SFWIB meetings. He also discussed the process for removing board members that are not physically present at 50% or more of the meetings.

**Florida Statue 445 – 2/3 Voter Requirement** – This is a proposal to incorporate the new changes of Florida Statue 445 into the By-Laws.

Mr. Adrover raised a concern regarding board members that have missed more than 50% of meetings. Mr. Brown asked whether Article V (E) can be amended requiring board members to be physically present at minimum 75% of meetings. Mr. Roth inquired about the number of members that have been removed as a result of the current language written in Article V (E).

After continued discussion regarding board member's attendance, the Committee recommended a stronger language in Article V (E).

Prior to adjourning the meeting, Mr. Beasley informed the Committee that a draft amendment of the By-Laws will be provided at the next meeting for review and approval.

Mr. Adrover asked if there were any questions or concerns, then adjourned the meeting at 3:13pm.



3.

**SFWIB – By-Laws Committee**

***December 21, 2011***

**Approval of Amendments to the By-Laws of the SFWIB**

## **RECOMMENDATION**

SFWIB staff recommends to the By-Laws Committee to recommend to the Board the approval of amendments to the SFWIB By-Laws as set forth below.

## **BACKGROUND**

The SFWIB approved the creation of the By-Laws Committee at its October 20, 2011 meeting. The By-Laws Committee held its inaugural meeting on December 5, 2011, and the committee members proposed the following amendments to the By-Laws:

1. Empower the Executive Committee to approve SFWIB agenda items where the SFWIB lacks a quorum and the Executive Committee has a quorum; SFWIB agenda items approved by the Executive Committee will be presented to the SFWIB at the Board's next scheduled meeting;
2. Replace the Finance Committee with an Audit Committee and enable the Executive Committee to subsume the powers of the Finance Committee;
3. No longer require a two-thirds vote of the entire Board where the Board enters into a contract with an organization or individual represented on the Board; instead the contract must be approved by a two-thirds vote of the Board, a quorum having been established;
4. Within the Program Year, Board members who have missed two meetings are mailed a warning letter apprising them of the importance of their commitment to the Board; where a Board member has missed three meetings, a letter is mailed to the Chief Elected Official who appointed the member notifying the Chief Elected Official of the member's attendance record.

A draft of the amended By-Laws is attached; all changes have been tracked.

*Attachment*

# **BY-LAWS OF THE SOUTH FLORIDA WORKFORCE INVESTMENT BOARD**

## **Article I - Authority**

- (A) Pursuant to Paragraph 1.f. of the Interlocal Agreement Creating The South Florida Workforce Investment Board For Region 23 of the State of Florida, Chapter 445, Florida Statutes, and applicable State and federal law, the South Florida Workforce Investment Board (hereinafter the "SFWIB") hereby creates and establishes SFWIB By-Laws for the governance of the South Florida Workforce Investment Board. The composition of the SFWIB and the appointment, terms, and removal of members of the SFWIB are set forth in Paragraph 1.k. of the Interlocal Agreement Creating The South Florida Workforce Investment Board For Region 23 Of The State Of Florida.

## **Article II - Adoption and Amendment**

- (A) The SFWIB shall adopt these By-Laws at any meeting of the SFWIB upon the affirmative vote of a majority of the then appointed membership of the SFWIB who are empowered to vote.
- (B) Amendment of these By-Laws may occur at any meeting of the SFWIB upon fourteen calendar days prior notice to the members of the SFWIB that amendment of these By-Laws shall be on a particular agenda of the SFWIB and upon the affirmative vote of two-thirds of the then appointed members of the SFWIB who are empowered to vote.

## **Article III - Officers of the Board**

- (A) The Chair of the SFWIB shall be elected by the SFWIB at a meeting of the SFWIB in accordance with Pub. L. No. 105-220, Title I, s. 117(b)(2)(A)(i). The Chair may be

removed from office as Chair without cause at any time upon the affirmative vote of a majority of the then appointed members of the SFWIB who are empowered to vote.

- (1) The Chair of the SFWIB shall be the presiding officer at all meetings of the SFWIB.
  - (2) The term of the Chair of the SFWIB shall not exceed two years and shall serve no more than two terms in office or four years, whichever is less.
  - (3) The Chair of the SFWIB shall appoint all of the chairs of committees and task forces of the SFWIB and all members of all committees and task forces of the SFWIB, subject to the approval or ratification of the SFWIB. All such committee and task force chairs and members of committees and task forces of the SFWIB shall serve at the pleasure of the Chair of the SFWIB and the Chair of the SFWIB may remove the chair of any such committee or task force and any and all such committee members or task force members, without cause at any time.
  - (4) The Chair of the SFWIB shall serve as a nonvoting, *ex officio* member of all committees of the SFWIB and task forces of the SFWIB and the presence of the Chair of the SFWIB shall not count for the purposes of determining the existence of a quorum at any meeting of a SFWIB committee or SFWIB task force.
- (B) The Vice-Chair of the SFWIB shall be elected by the SFWIB at a meeting of the SFWIB. The Vice-Chair shall be elected from among the representatives described in Pub. L. No. 105-220, Title I, s. 117(b)(2)(A)(i). The Vice-Chair may be removed from office as Vice-Chair without cause at any time upon the affirmative vote of a majority of the then appointed members of the SFWIB who are empowered to vote.

- (1) The Vice-Chair of the SFWIB shall be the presiding officer at any meeting of the SFWIB when the Chair of the SFWIB is absent.
  - (2) The term of the Vice-Chair of the SFWIB shall not exceed two years and shall serve no more than two terms in office or four years, whichever is less.
  - (3) In the event that the office of the Chair of the SFWIB is vacant, the Vice-Chair shall assume the duties and powers set forth in (A)(1), (3) and (4) hereinabove until such time as the office of the Chair of the SFWIB is no longer vacant.
- (C) The Executive Director of the SFWIB shall serve *ex officio* as the Secretary of the SFWIB.
- (1) The Secretary is hereby empowered to authenticate and certify documents of the SFWIB and to utilize the official seal of the SFWIB to authenticate and certify documents of the SFWIB.
  - (2) The Secretary shall seek to insure that the proceedings of all SFWIB meetings, SFWIB committee meetings, and SFWIB task force meetings and any other meetings of the SFWIB are noticed and recorded in accordance with the Public Meetings Law of the State of Florida.
  - (3) In the absence or unavailability of the Secretary of the SFWIB, the Secretary shall appoint a member of the staff of the SFWIB to serve as the Secretary Pro Tern for any such meeting. The Chair of the SFWIB shall be notified of such appointment, or, in the event of a vacancy in the office of the Chair, the Vice-Chair shall be notified of such appointment.
  - (4) In the event that the office of the Secretary is vacant, the Chair, or in the event of a vacancy in the office of the Chair, the Vice-Chair, shall appoint a member of the

staff of the SFWIB to serve as the Secretary Pro Tem of the SFWIB until such time as the office of the Secretary of the SFWIB is no longer vacant.

#### Article IV - Committees and Task Forces

(A) The ~~Finance-Audit~~ Committee shall be a standing committee of the SFWIB and shall meet with respect to those matters assigned to said Committee by the Chair or, in the event there is a vacancy in the office of the Chair, by the Vice-Chair. The ~~Finance-Audit~~ Committee shall make recommendations to the SFWIB on the matters so assigned to the ~~Finance-Audit~~ Committee.

(B) The Executive Committee shall be a standing committee of the SFWIB. In the event that the SFWIB is unable to meet a quorum, the Executive Committee may act on behalf of the SFWIB on all matters on the SFWIB agenda where quorum was not met. All actions of the Executive Committee taken on behalf of the SFWIB are subject to the approval or ratification of the SFWIB at the next meeting where a quorum is present. The Executive Committee shall also meet with respect to those matters assigned to said Committee by the Chair or, in the event there is a vacancy in the office of the Chair, by the Vice-Chair. The Executive Committee shall make recommendations to the SFWIB on the matters so assigned to the Executive Committee.

(BC) All other committees of the SFWIB and task forces of the SFWIB shall be established in accordance with federal and State law by the Chair, or in the event of a vacancy in the office of the Chair, by the Vice-Chair, subject to the approval or ratification of the SFWIB. All committees and task forces shall be consistent with federal and State law. All committees and task forces shall have the power to

make recommendations to the SFWIB on the matters assigned to the committee or task force by the Chair, or in the event there is a vacancy in the office of the Chair, by the Vice-Chair.

#### **Article V - Procedure**

- (A) All meetings of the SFWIB, committees of the SFWIB and task forces of the SFWIB shall be conducted in accordance with Robert's Rules of Order, 10<sup>th</sup> Edition, First Printing October 2000, ISBN-0-7382-0384-X (hardback)/ 0-7382-0307-6 (paperback), except that the SFWIB By-Laws shall prevail in the event of a conflict with the aforesaid Robert's Rules of Order, 10<sup>th</sup> Edition. Except as provided in Section 445.07, Fla. Stat. or as otherwise provided in the SFWIB By-Laws, an affirmative vote of a majority of the voting members of the quorum present shall be required for the SFWIB to take any action and for committees and task forces of the SFWIB to take any action.
- (B) Any member of the SFWIB or any member of any committee or task force of the SFWIB with a conflict of interest on a matter shall refrain from voting or otherwise participating in the proceedings related to that matter and shall leave the public meeting room or other place of the public meeting until the consideration of that matter is concluded. Any such person who does not leave the public meeting room or other place of the public meeting shall be deemed absent for purposes of constituting a quorum, counting the vote or for any other purpose.
- (C) The SFWIB shall meet not less than four times per calendar year. Special meetings of the SFWIB may be called by the Chair, or in the event of a vacancy in the office of the Chair, by the Vice-Chair or by a request in writing signed by

not less than a majority of the then appointed members of the SFWIB who are empowered to vote and said written, executed request is filed with the Secretary of the SFWIB.

- (D) In accordance with Chapter 445, Florida Statutes, if the SFWIB enters into a contract with an organization or individual represented on the SFWIB, the contract must be approved by a two-thirds vote of the entire SFWIB. The Board member who could benefit financially from the transaction must abstain from voting on the contract. Regardless of whether or not a particular member or members of the SFWIB will be attending the meeting of the SFWIB when such contract may be discussed or approved by the SFWIB at a public meeting of the SFWIB, it shall be the duty of all members of the SFWIB, regardless of the member's intention or plan to attend or not to attend such meeting, to contact and advise the Secretary of the SFWIB of any such contract as soon as possible and prior to any such contract being considered by the SFWIB for discussion or action or vote.
- (E) **In the event that any member of the SFWIB fails to be physically present at fifty (50) per cent or two (2) more of the meetings of the SFWIB, excluding committee and task force meetings of the SFWIB, occurring during any twelve (12) month period, then ~~it shall be the duty and responsibility of the Executive Director of the SFWIB to~~ shall send a letter to the SFWIB member notifying the member of his or her absences. In the event that any SFWIB member fails to be physically present at three (3) more of the meetings of the SFWIB, excluding committee and task force meetings of the SFWIB,**

occurring during any twelve (12) month period, then the Executive Director shall notify the Chief Elected Official who appointed the member and recommend that the member be removed from the SFWIB.