



# BYLAWS

Effective July 1, 2015

## TABLE OF CONTENTS

TABLE OF CONTENTS.....	1
ARTICLE I – IDENTIFYING INFORMATION.....	2
ARTICLE II – STATEMENT OF PURPOSE .....	2
ARTICLE III – MEMBERSHIP .....	2
ARTICLE IV – OFFICERS .....	4
ARTICLE V – BOARD MEETINGS .....	5
ARTICLE VI – VOTING RIGHTS.....	7
ARTICLE VII – COMMITTEES/COUNCILS .....	8
ARTICLE VIII – STAFF SUPPORT AND PROFESSIONAL ASSISTANCE .....	12
ARTICLE IX – PARLIAMENTARY PROCEDURES.....	12
ARTICLE X – AMENDMENTS .....	12
ARTICLE XI – RESOLUTION OF DISAGREEMENTS WITH THE BOCC .....	12
ARTICLE XII – ENACTMENT PROVISION.....	12

# MISSION

The innovative leader to ensure and sustain a quality workforce for today and the future.

## **ARTICLE I – IDENTIFYING INFORMATION**

### **Section 1 – Name**

The name of the organization shall be the Polk County Workforce Development Board, Inc., doing business as CareerSource Polk, (a not-for-profit corporation), hereinafter the Board.

### **Section 2 – Area of Service**

The area to be served by the Board and all programs under its jurisdiction shall be Polk County, in the State of Florida, which composes Florida Workforce Development Region Seventeen (17) as designated by the Governor of the State of Florida.

### **Section 3 – Location**

The Board shall maintain an office within the geographical confines of Polk County, Florida.

## **ARTICLE II – STATEMENT OF PURPOSE**

The purpose of the Board shall be to:

- A. Provide policy, fiscal and program guidance for all workforce development activities under Federal, State and local initiative as appropriate;
- B. Carry out all other functions as specified in Federal, State or local law or ordinance;
- C. To seek out, apply for and administer other independent grants for the furtherance of the Board's mission.

## **ARTICLE III – MEMBERSHIP**

### **Section 1 – Representation**

The Board's membership shall be generally representative of the population of the service area. The membership shall be based on the diversity of the economic and demographic composition of the county to assure equitable representation.

### **Section 2 – Categories of Membership**

Pursuant to applicable law, the Board shall include members from the following categories:

- A. **Private Sector Members** – owners of business concerns, chief executive or chief operating officers of non-governmental or other private sector executives who have substantial management or policy responsibility. At least one-half of the private sector members, whenever possible, shall be representatives of small business, including minority business. A small business shall be defined as a private, for-profit enterprise employing fewer than 500 people.
- B. **Non-Private Sector Members**
  1. **Labor Representatives (2 required)** who are duly authorized to represent state and/or local labor organizations or appropriate building trade councils.
  2. **Education Representatives** of each of the following categories:
    - Superintendent of Polk County Schools or designee (should the Chief Executive recognize time constraints or commitments would impede his/her ability to participate as required).
    - President of Polk State College
    - A representative of a private nonprofit training provider

- A representative of a private for-profit training provider
- 3. **Economic Development Representatives**, including local agencies and institutions responsible for regulating, promoting or assisting in economic development.
- 4. **Community-Based Organization Representatives**, which shall include private, nonprofit organizations which are representative of communities or significant segments of communities and which provide job training. At a minimum, community-based organization membership shall include members representing organizations serving: veterans, disabled individuals.
- 5. **Rehabilitation Agency Representative**
- 6. **A Representative from an Organization operating Transportation, Housing and Urban (HUD) funded employment and training programs.**
- 7. **Older Americans Program Representative**
- 8. **Community Services Block Grant Program Representative**
- 9. **Department of Children & Families Representative**

### **Section 3 – Number of Members**

- A. The initial number of members, as determined by the BOCC, shall be thirty six (36), but in no event shall be fewer than twenty-one (21). The actual number of members at any given time shall not exceed the minimum membership required in Pub. L. 105-220, Title I, S. 117 (b) (2) (A) unless approved by the Governor.
- B. No less than fifty-one percent (51%) of the Board's membership shall be from the private sector category of membership. However, it is the Board's intent that the objective for private sector membership representatives be two thirds of total membership.

### **Section 4 – Appointment to Board**

The membership of the Board of Directors shall be elected by those present each year at the spring meeting of the members of the organization and so that approximately one-third shall be elected each year to a three year term. A new board member can be nominated and elected with approval of two-thirds of the board members present. Final appointment must be by the BOCC.

- A. All members of the Board must be appointed by the BOCC.
- B. Private sector appointments shall be made from among nominees solicited from general purpose business organizations in the county (e.g. Chambers of Commerce, the Central Florida Development Council).
- C. All Labor representatives shall be nominated by local labor federations.
- D. Non-private sector appointments shall be made from among nominees solicited from interested organizations within the county.
- E. The Superintendent of Polk County Public Schools and the President of Polk State College shall have permanent appointment by virtue of their positions.
- F. Appointments to replace members or to fill vacancies shall be made in the same manner as the initial appointments.
- G. Each member of the Board who is not otherwise required to file a full and public disclosure of financial interests pursuant to s. 8, Art. II of the State Constitution or s. 112.3144 shall file a statement of financial interests pursuant to s. 112.3145.

### **Section 5 – Membership Terms**

- A. Members shall be appointed for fixed terms and shall serve until their successors are appointed.
- B. All appointments shall be for three years each.

- C. All non-mandated members whose terms expire must be reappointed by the BOCC in order to serve an additional term, except in the case where that member is serving as an officer or chair of a committee and the term for that chairmanship has not expired.
- D. Board members may be reappointed for a maximum of two (2) additional terms. Service not to exceed a total of three terms.

### **Section 6 – Vacancies**

- A. All appointments to fill vacancies must follow the same process as that used to initially fill the appointment. All vacancies shall be filled by the BOCC through the same process followed for all appointments.
- B. New members must be appointed to fill the same category of membership as that in which the vacancy occurred. However, new members do not have to be from the same organization or company as the members being replaced.
- C. All appointments for vacancies shall be for the unexpired term of the member being replaced.

Nominations: At least forty five (45) days prior to the date of the end of the fiscal year, all Committees shall propose names of persons as candidates for election to the Board of Directors.

### **Section 7 – Termination of Membership**

- A. Although membership on the Board is strictly voluntary, members are expected to give due consideration to the impact of their presence or absence on the Board before voluntarily terminating their membership. Members are encouraged to give a minimum of thirty (30) days notice of their impending resignation.
- B. Members may be removed from the Board as follows:
  - 1. For Cause – members may be removed for cause by 2/3 vote of the Board's membership, the BOCC or the Governor. The following shall be grounds for removal for cause:
    - Disclosure of confidential information
    - Misuse of position
    - Failure to disclose conflict of interest
    - Felony conviction while a member of the Board
    - Refusal to perform or gross neglect in performance of Board duties
    - Other causes as may be determined by the Board and/or defined by the Governor.
  - 2. Resignations
    - Voluntary resignations shall be those occurring when a member, for his or her own reasons, elects to leave Board membership and gives due notice of such intent.
    - Involuntary resignations (de-facto resignations) shall occur when a member misses one-half of the regularly scheduled Board or Board Committee/Council meetings in a twelve (12) month period. An involuntary resignation may be set-aside at the request of the member followed by a majority vote of the Board.

## **ARTICLE IV – OFFICERS**

### **Section 1 – Officers**

The Board's officers shall consist of a Chair, Chair-Elect and a Secretary-Treasurer.

### **Section 2 – Eligibility for Office**

- A. CHAIR – the Chair shall only be selected from among the private-sector members of the Board. The Chair must also have a minimum of one year's experience on the Board.

- B. CHAIR ELECT – the Chair Elect shall only be selected from among the private sector members of the Board.
- C. SECRETARY – TREASURER – the Secretary Treasurer shall be selected from among the private sector members of the Board.

### **Section 3 – Election and Terms of Office**

At the Board meeting immediately prior to July 1<sup>st</sup>, officers shall be elected by majority vote of the membership of the Board from the proposed slate of the nominating committee appointed by the Board Chair. Each of the officers shall be from the private sector.

- A. Terms of office for all officers shall be for one year, commencing the 1<sup>st</sup> day of July and concluding the 30<sup>th</sup> day of June of the following year, provided however that officers may serve until their successors are elected.
- B. Officers and Committee/Council Chairs may serve no more than two (2) consecutive terms (years) in any one capacity, although they may continue as Board members.

### **Section 4 – Duties of Officers**

- A. CHAIR
  1. In accordance with the authority normally vested in the Chair of any Board, the Chair shall have the authority and power to preside over all meetings of the Board; to appoint all standing and ad-hoc committees/councils; to generally perform all duties relative to the Office of the Chair; and to sign all applicable reports, letters, or fiscal documents on behalf of the Board.
  2. The Board's Chair shall also serve as Chair of the Executive Committee and shall be an ex-officio member of all standing and ad-hoc committees/councils.
  3. The Board Chair shall appoint the Chairs and Co-Chairs for all standing and ad-hoc committees/councils.
- B. CHAIR-ELECT
  1. The Chair-Elect shall, at the request of or in the absence of the Chair, perform all duties of the Chair.
  2. The Chair-Elect shall assist the Chair in conducting activities of the Board and may serve as the Chair of any standing committee/council or ad-hoc committee.
- C. SECRETARY-TREASURER
  1. The Secretary-Treasurer shall maintain the corporate seal and shall be the custodian of all official Board minutes and records.
  2. The Secretary-Treasurer shall maintain records and accounts of all Board funds and provide reports of such to the Board.

## **ARTICLE V – BOARD MEETINGS**

### **Section 1 – Meeting Frequency, Day, Time, Place**

The Board shall meet quarterly or as called by the Chair, but in no event shall the Board meet less than three (3) times per year. All meetings will be at times and places as called by the Chair.

### **Section 2 – Notice of Meetings**

A written or electronic notice of each meeting shall be sent to each member of the Board at least five (5) calendar days prior to the scheduled meeting. The notice shall indicate date, time and place of the meeting. All meetings of the Board and its committees/councils shall be open to the public.

### **Section 3 – Quorum**

There shall be a quorum of any meeting of the Board if one-third of the current membership is present and at least 51% of those present are from the private sector. In the absence of a quorum, no official action shall be taken on any item before the Board.

### **Section 4 – Agenda**

- A. All items of business before the Board shall be placed on the agenda by the Executive Committee at least seven (7) days prior to the scheduled Board meeting.
- B. After the Executive Committee finalizes the agenda for any regularly scheduled Board meeting, a copy of the agenda will be electronically transmitted or mailed to each member, along with the meeting notice, at least five (5) calendar days prior to the meeting.
- C. A two-thirds vote of the membership present at any meeting shall be required to waive the order of business as presented in the agenda approved by the Executive Committee or to include additional items for consideration and action by the Board. Items not requiring action by the Board may be added to the agenda with the Chair's (or his or her designee's) consent at any time during a regularly scheduled or called meeting.

### **Section 5 – Order of Business**

The order of business for each Board meeting shall be as specified in the agenda approved by the Executive Committee.

### **Section 6 – Minutes**

- A. Minutes shall be kept of all meetings, which shall be reviewed, amended, corrected as necessary and approved at the next regularly scheduled or called meeting.
- B. Following approval of the Board, minutes shall serve as the official record of the business transacted at the meetings to which they pertain.
- C. Copies of minutes shall be provided to each member of the Board and to the BOCC prior to the next scheduled or called meeting of the Board.
- D. Copies of the minutes shall be sent to the Clerk to the Board of County Commissioners
- E. Copies of the minutes shall be provided to the general public upon request.

### **Section 7 – Participation in Meetings**

Participation in meetings shall be limited to members of the Board, the Board's staff and other invited guests and speakers unless or due to:

- A. Agenda items requiring participation from individuals or organizations, or other interested parties having an official or vested interest in an item before the Board.
- B. Agenda items before the Board deemed by the Chair to be relevant, material or of a significant interest to the public to warrant comment or input from any member of the public.

Any unscheduled speakers or individuals other than a Board member or the Board's staff must submit a written request to address the Board to the Chair prior to the meeting being called to order.

## **ARTICLE VI – VOTING RIGHTS**

### **Section 1 – Eligibility and Responsibility**

Each member of the Board shall be eligible to cast one vote, and must vote, on any business of the Board or and standing or ad-hoc committees/councils to which he or she is assigned, unless a conflict of interest, or appearance thereof, exists as outlined in Article VI, Section 2.

### **Section 2 – Conflict of Interest**

- A. No member of the Board shall discuss any matter before the Board or its committees/councils which would financially benefit the member or his or her organization or company. Board members who have a conflict of interest as defined by the relevant statutes must complete the conflict of interest form as prescribed by Florida Law. It is the intention that all Board members comply with all conflict of interest statutes, regulations and guidelines as prescribed by law.
- B. No member of the Board shall make or second a motion or cast a vote on any matter under deliberation by the Board or its committees/councils which has a direct bearing on services to be provided by the member or any business or organization with which the member is affiliated.
- C. No member of the Board shall make or second a motion or cast a vote on any matter before the Board or its committees/councils which would financially benefit the member or his or her business or organization.
- D. CareerSource Polk shall not enter into a contract with one of its own board members, with an organization represented by its own board member or with any entity where a board member has any relationship with the contracting vendor.

However, at the board's discretion, the following may be exempted from the above paragraph:

- 1. A contract with an agency (as defined in s. 112.312(2), including, but not limited to, those statutorily required to be board members) when said agency is represented by a board member and said member does not personally benefit financially from such contracts;
  - 2. A contract with a board member or a vendor (when a board member has any relationship with the contacting vendor) when the contract relates to the member's appointment to the board under Pub. L. No. 105-220, ("Workforce Investment Act) Title I, s. 117 (b) (2) (A) (vi) ["representatives of the one-stop partners].
  - 3. A contract with a member receiving a grant for workforce services under federal, state or other governmental workforce programs.
  - 4. A contract between a board and a board member which is not exempted under paragraphs 1(a), 1(b) or 1(c) where the board documents exceptional circumstances and/or need and the board member does not personally benefit financially from the contract. Based upon criteria developed by WFI, DEO shall review the board's documentation and assure compliance.
- E. Such contracts, as listed above, may not be executed before or without prior submission to the Department of Economic Opportunity for review and recommendation to Workforce Florida, Inc.
  - F. A contract under \$25,000 between the Board and a member of the board is not required to have prior approval of Workforce Florida, Inc., but must be approved by two-thirds vote of the board, a quorum having been established, and must be reported to the Department of Economic Opportunity.
  - G. Board contracts equal to or greater than \$50,000 shall not be executed prior to the written approval of CareerSource Polk's Board.

### **Section 3 – Abstentions**

- A. Any member of the Board with a conflict of interest, or appearance thereof, shall abstain from voting on such matters.

- B. All abstentions due to conflict of interest, or the appearance thereof, shall be publicly acknowledged and recorded in the minutes.

#### **Section 4 – Proxy or Alternates**

In keeping with the spirit of the Government in the Sunshine Law, Board members shall not be able to vote at any meetings by proxy, nor shall alternates be permitted to serve or sit as voting members at any meetings.

### **ARTICLE VII – COMMITTEES/COUNCILS**

#### **Section 1 – Committee/Councils Names and Responsibilities**

**STANDING COMMITTEES/COUNCILS** – the Board shall have four (4) standing committees/councils: Executive Committee; Youth Development Council; Workforce Performance Council and Finance Committee. All committees/councils shall have a chair and co-chair appointed by the Board Chair. At least 50% of all committee/council chairs shall be from the private sector.

- A. **Executive Committee** – the Executive Committee shall be composed of the Board Chair; Chair-Elect; the Chair of Each Standing Committee and Council, the Chief Elected Official and the immediate Past Chair of the Board. The Executive Committee is charged with the following responsibilities:
  - 1. Is responsible for and have the authority to act on behalf of the Board, to handle emergency items, to establish Board meeting agendas, to formulate Administrative and Executive policy, to determine the necessity for and priority of all actions taken by the Committees/Councils to be brought before the Board for approval or ratification, and to resolve all administrative and/or policy related problems coming before the Board.
  - 2. When time is of the essence, the Executive Committee shall have the authority to act on behalf of the Board to approve recommendations of other standing committees/councils for commitments of up to \$75,000 per recommendation, where it would be a detriment to the program, as determined by the Executive Committee, to wait for the full Board to meet.
  - 3. Shall have the duty and responsibility to collectively provide supervision to the Board's President & CEO or to authorize the Committee's Chair or Chair-Elect to do so on behalf of the Committee and in accordance with policies adopted by the Board.
  - 4. Shall also have the authority and responsibility to act as the final step of the local level grievance process of the Board.
  - 5. Assists the Board of Directors in its oversight and monitoring the Board's systems of internal controls and risk mitigation, in ensuring compliance with legal and ethical standards and in selecting and hiring of the (internal and) independent auditors.
  - 6. Through interaction with other committees/councils, develops the Board's legislative priorities and takes a leadership role in communicating with key legislators and other decision makers.
  - 7. Monitors national and state legislative developments and provides input as appropriate.
  - 8. Monitors achievement of the goals and objectives of the organization's Strategic Plan.
  - 9. Conducts and/or oversees all activities related to Board human resource policies and marketing.
  - 10. Designs strategies to address its areas of responsibility and monitors the effectiveness of those strategies.
  - 11. It is responsible for new board member recruitment.
  - 12. Identifies Board capacity for resource development and uses such capacity to build revenue.
  - 13. It works with other community partners to solicit grant opportunities as a means of increasing overall workforce development services in Polk County.
  - 14. Seeks out and pursues entrepreneurial opportunities for the Board.



**B. Workforce Performance Council** – The Workforce Performance Council is charged with the following responsibilities:

1. Oversight of the Business Services Division
  - a. Addresses the workforce needs of business and industry.
  - b. Recommends policies and strategies to improve the quality of services offered to employers.
  - c. Recommends policies and strategies to improve both the skill levels of the workforce and the availability of higher skill jobs.
  - d. Reviews labor market information and other pertinent information in the process of devising strategies to address training related to high skills/high wage issues.
  - e. Performs strategic planning functions for the Board, including periodic reviews of performance against objectives; reviews other plans as required by funding entities; and monitors performance of all business competitiveness strategies.
  - f. Reviews and makes recommendations about contract awards for service providers and other training providers.
  - g. It is responsible for preparation and revision at least annually of the 25 top businesses and 25 emerging companies, and of the Targeted Occupations list.
2. Oversight of the Career (One-Stop) Centers
  - a. Addresses the needs of job seekers.
  - b. Provides oversight of One Stop Centers; recommends policies and strategies to improve the quality of jobs filled by the under employed, including researching, addressing and improving the types of training and delivery systems available to incumbent workers.
  - c. It devises strategies to deliver- and then oversees- employer outreach efforts to improve employee recruitment and retention.
  - d. Designs strategies to divert individuals from receipt of public assistance through employment activities.
  - e. Monitors performance of all career council strategies
  - f. Reviews and makes recommendations about contract awards for service providers and other training providers.
3. Other responsibilities
  - a. It is responsible for new board member recruitment.
  - b. Identifies Board capacity for resource development and uses such capacity to build revenue.
  - c. It works with other community partners to solicit grant opportunities as a means of increasing overall workforce development services in Polk County.
  - d. Seeks out and pursues entrepreneurial opportunities for the Board.

**C. Youth Development Council** – The Youth Development Council is charged with the following responsibilities:

1. Ensures representation on the Council that includes a representative from the following:
2. Education personnel, employers, and representatives of human service agencies with special interest or expertise in youth policy
3. Juvenile justice agency
4. Local law enforcement agency
5. Local public housing authority
6. Parents of eligible youth seeking assistance
7. Individuals including former participants and representatives of organizations that have experience relating to youth activities
8. Designs and recommends the delivery of service strategies that address the need to prepare young people and others new to the workforce for employment or transition to additional education beyond high school.
9. Develops the portion of the local plan relating to eligible youth.

10. Recommending eligible providers of youth activities to be awarded grants or contracts on a competitive basis.
11. Conducting oversight of the eligible providers of youth activities.
12. Oversees the Board's teenage pregnancy prevention and teen parent initiatives; and it monitors performance of all youth development strategies.
13. It is responsible for new board member recruitment.
14. Identifies Board capacity for resource development and uses such capacity to build revenue.
15. It works with other community partners to solicit grant opportunities as a means of increasing overall workforce development services in Polk County.
16. Seeks out and pursues entrepreneurial opportunities for the Board.

- F. **Finance/Audit Committee.** The Finance/Audit Committee is charged with the following responsibilities:
1. Oversees development of the budget and ensures accurate tracking/monitoring/accountability for funds. Ensures adequate financial controls and reviews major grants. The Finance Committee Chair is the Board Treasurer.
  2. Reviews and approves the Annual Audits
  3. Monitors performance of all Finance/Audit Committee strategies.
  4. It is also responsible for new board member recruitment.
  5. Identifies Board capacity for resource development and uses such capacity to build revenue.
  6. Works with other community partners to solicit grant opportunities as a means of increasing overall workforce development services in Polk County.
  7. Seeks out and pursues entrepreneurial opportunities for the Board.

## **Section 2 – Committee/Council Membership**

- A. All members shall be appointed to committees/councils by the Board Chair.
- B. Each committee/council shall have a Chair and a Co-Chair which shall be appointed by the Board Chair.
- C. Membership on Committees/Councils shall not necessarily be limited to Board members.
- D. The Co-Chair of a committee/council shall act for the Chair on the Executive Committee in his/her absence.
- E. Non-Board members appointed to committees/councils shall have the same voting rights and responsibilities as Board members in the same capacity.
- F. The Board Chair is an ex-officio member of all committees/councils, yet his/her attendance shall be not considered in establishing a quorum.

## **Section 3 – Terms and Membership of Committees/Councils**

- A. Committee Chair and Co-Chair assignments shall be for one term (1 year).
- B. Each Board member shall constantly serve on a Committee/Council for the duration of their membership.
- C. At least 50% of all members of all standing committees/councils shall be from the private sector.
- D. The term of membership for any ad-hoc committee shall be until abolishment of the committee by the Chair.

## **Section 4 – Committee/Council Meetings**

- A. To the extent possible, or as determined necessary by the Board or Committee/Council chair, each standing committee/council shall meet on a regularly scheduled basis in order to carry out the committee's/council's responsibilities.

- B. Each committee/council with current items of business requiring official action by the Board shall meet sufficiently in advance of the scheduled Board meeting to allow the Executive Committee time to agenda the business items.

#### **Section 5 – Committee/Council Quorum**

- A. A committee/council quorum must be established by the Committee/Council Chair at each meeting in order for official business to be conducted.
- B. A committee/council quorum shall consist of the Committee/Council Chair or Co-Chair plus two other members. In the absence of the Committee/Council Chair and Co-Chair, a quorum shall be 2/3 of the appointed committee/council members.
- C. A motion shall be passed or defeated by a majority (50% plus 1) of the members voting at a meeting where a quorum has been established, exclusive of any abstentions.

#### **Section 6 – Committee/Council Agendas**

All Committee/Council meetings shall have a written agenda, which will be provided to members in advance of the meeting, if possible, and be made available to the public upon request.

#### **Section 7 – Committee/Council Minutes**

- A. Minutes will be recorded and kept of all committee/council meetings, which shall be reviewed, amended or corrected and approved or disapproved at the next scheduled meeting of the committee/council.
- B. Upon approval by the committee/council, the minutes shall serve as the official record of the business conducted at the meeting to which they pertain.
- C. Copies of the minutes shall be provided to each committee/council member prior to their next scheduled meeting. Copies shall be provided to the public upon request.

#### **Section 8 – Committee/Council Recommendations and Decisions**

- A. Committee/Council recommendations or decisions will be presented to the Executive Committee by the Committee/Council Chair or his/her designee, for inclusion on the agenda for the next scheduled Board meeting.
- B. Executive Committee or Board approval, disapproval or instructions shall be required before a Committee/Council can continue or take any additional action once referred to the Executive Committee, unless authority to act on behalf of the Board has been specifically given to the Committee/Council by the Board.

#### **Section 9 – Committee/Council Interaction and Coordination**

- A. From time to time, various committees/councils will have to interact due to joint or mutual assignments, interests, etc. Such coordination and interaction shall be arranged by the respective chairs of the involved committees/councils. Decisions or recommendations resulting from such coordination will be reported to the Executive Committee by the Chairs of the affected committees/councils.
- B. In the case of conflicting recommendations or decisions between two or more committees/councils, a resolution will be voted on by members of the Board who are not members of the committees/councils involved.
- C. Communication can be received by telephonic, email or any other electronic means subject to and in compliance with the Sunshine Laws.

**ARTICLE VIII – STAFF SUPPORT AND PROFESSIONAL ASSISTANCE**

**Section 1 – Staff Support**

The Board and its committees/councils shall be provided administrative, clerical and technical support by the Board's staff. It shall be the President & CEO's responsibility to assure such support is available as necessary or as requested by any Committee/Council Chair.

**Section 2 – Professional Assistance**

If determined necessary, the Board may hire professional consultants, including legal counsel, to assist in carrying out its responsibilities.

**ARTICLE IX – PARLIAMENTARY PROCEDURES**

Board business shall be conducted under Robert's Rules of Order, for matters that are not specifically covered in these bylaws. The Board Chair shall annually appoint a Parliamentarian, who shall serve as the official interpreter or arbitrator of all matters involving parliamentary procedures or processes. The Board's Parliamentarian shall serve until removed by two-thirds vote of the Board's membership.

**ARTICLE X – AMENDMENTS**

These bylaws shall only be amended or repealed by an affirmative vote of two-thirds of the membership voting thereon after written information specifying and summarizing the proposed changes has been given to the entire membership. Such written notice shall be made no less than ten (10) days prior to the meeting at which such amendment or repeal is placed on the agenda.

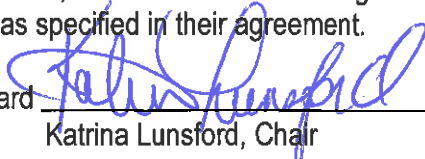
**ARTICLE XI – RESOLUTION OF DISAGREEMENTS WITH THE BOCC**

In the event of a disagreement between the Board and the Polk County Board of County Commissioners, the Executive Committee shall be empowered to act on behalf of the Board to negotiate the matter to agreement.

**ARTICLE XII – ENACTMENT PROVISION**

These bylaws shall become effective upon approval of the Board. Approval for enactment shall require two-thirds vote of the membership voting thereon, after notice to the membership. Said notice shall be made no later than ten (10) days prior to the meeting at which they are placed on the agenda. These bylaws shall not be construed to take precedence over Federal, State or local laws or regulations or to limit or constrain the rights and obligations of the Board or the BOCC as specified in their agreement.

Approved by the Board

  
Katrina Lunsford, Chair

7/20/15  
Date