

Boone County Children's Services Board

Bylaws

ARTICLE I

NAME; BOOKS AND RECORDS; AUTHORITY; STATUS AS DEPARTMENT

Section 1.1. Name. The Name of this Board shall be the Boone County Children's Services Board (herein referred to as Board).

Section 1.2. Books and Records. The books and records of the Board shall be kept at its principal office within Boone County Government.

Section 1.3. Authority. The Board derives its authority from RSMo Sec 67.1775 and 210.861 and the terms of any Cooperative Agreement(s) with the Boone County Commission.

Section 1.4. Status as Department. The Board functions as part of the Boone County Community Services Department and, as such, is part of Boone County Government. By virtue of RSMo Sec 210.861.2, the Board has the statutory authority to administer and expend the funds in the Children's Services Fund.

ARTICLE II

STATEMENT OF PURPOSE; INDIVIDUALS SERVED

Section 2.1. Purpose. Boone County Children's Services Fund was created for the purpose of administration, allocation, and distribution of any taxes authorized by the voters by election on November 6, 2012, and collected after the effective date to establish a Community Services Fund for the purpose of providing services to protect the well-being and safety of children and youth nineteen (19) years of age or less and to strengthen families.

Section 2.2. Individuals Served. The Board shall use funds to provide programs and services to Boone County children and youth nineteen (19) years old and younger and their families.

ARTICLE III BOARD MEMBERS AND BOARD MEETINGS

Section 3.1. Appointment and Qualifications. The Boone County Commission shall appoint all Board members. The Board shall consist of nine (9) appointed members. Board members shall be appointed in accordance with RSMo Sec 210.861 and the Boards and Commissions application process of the Bounty County Commission.

Section 3.2. Terms. All Board members shall be appointed for a term of three (3) years, except that of the first board appointed; three (3) members shall be appointed for one-year terms, three (3) members for two-year terms, and three (3) members for three-year terms. Board appointments to fill vacancies on the Board shall be for the unexpired term of the vacant Board position. Board members may be considered for reappointment at the discretion of the County Commission.

Section 3.3. Regular Meetings. The Board shall meet to conduct business on a regular basis, at least six (6) times per year.

Section 3.4. Special Meetings. The chairperson or five (5) members of the board may call special meetings.

Section 3.5. Attendance at Meetings. Attendance at each Board meeting is very important in order for the Board to carry out its mission. Board members may participate via phone conference and/or video conference in a manner consistent with the Missouri Sunshine Law.

Section 3.6. Notice. Written notices state the place, date, and time of any regular or special meeting of the Board (or subcommittees of the Board as appropriate) shall be posted in accordance with the Missouri Sunshine Act. These public notices shall be posted at least 24 hours prior to the scheduled meeting time and must list the meeting's tentative agenda.

Section. 3.7. Agenda. The chairperson of the Board shall prepare an agenda for each regular and special meeting of the Board. Board members may contact the chairperson to request items to be put on the Board agenda, or five (5) members of the Board may direct that an item be placed on an agenda by the chairperson. If a Special Meeting is called by five (5) members pers Section 3.4 above, those five (5) members shall prepare the agenda.

Section 3.8. Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of five (5) Board members

Section 3.9. Voting in Absentia. Board members may vote in absentia via telephone and/or video conference during Board meetings in compliance with the Missouri Sunshine Act.

Section 3.10. Contracts. A majority of the Board (5 members) must affirmatively vote to approve any contract with service providers.

Section 3.11. Public Meetings and Records. All meetings and records of the Board shall be open to the public, except as otherwise authorized to be closed under the provisions of RSMo Chapter 610, as amended, the Missouri Sunshine Act.

Section 3.12. Compensation. Board members shall not receive compensation for their services but may be reimbursed for their actual and necessary expenses, in accordance with RSMo Sec 210.861.

Section 3.13. Vacancies. Vacancies in the Board occasioned by resignations or otherwise shall be reported to the County Commission and filled in accordance with Section 3.2.

ARTICLE IV COMMITTEES

Section 4.1. Standing or Ad Hoc Committees. The Chair or the Board, by resolution, may establish one or more standing committees or ad hoc committees, which may contain members outside the committee, as deemed necessary. All committees must be chaired by a member of the Board.

Section 4.2. Authority. A standing committee or ad hoc committee shall undertake advisory and administrative functions only, and no such committee shall have or exercise the authority of the Board in the management of the Children's Services Fund.

ARTICLE V OFFICERS

Section 5.1. Number. The Board shall elect a chairperson, vice-chairperson, treasurer, and such other officers as it deems necessary.

Section 5.2. Terms. The terms of each officer shall expire in May of each year or until their successor is appointed, whichever is later. The Board shall elect officers at the May meeting of the Board or as soon as is practicable. Officers may be re-elected.

Section 5.3. Election. Nominations for officer positions are made at the first meeting in May of each calendar year, starting with the chair. Except for the initial chairperson, no Board member shall be eligible to be nominated as chairperson unless that Board member has served at least one full calendar year on the Board. The nominee receiving the majority of votes shall be the officer. In the case of only one (1) nomination, the majority vote of the Board shall determine the officer.

Section 5.4. Removal from Office. Any officer may be removed for cause during a term of office by two thirds (2/3) vote of all members of the Board upon due and reasonable notice and hearing. Neglect of duty, conduct prejudicial to the good order and efficient operation of the Board, violation of the law or rules of governing the Board, or physical or mental conditions that incapacitate such officer from performing the duties of the office, shall be cause for removal from office.

Section 5.5. Vacancies. The Board shall fill a vacancy of any office, however arising, at the next available meeting of the Board. An officer elected to fill a vacancy shall serve for the unexpired term of such officer's predecessor in office.

ARTICLE VI FISCAL YEAR AND AUDITS

Section 6.1. Fiscal Year. The fiscal year of the Board shall be the same as Boone County, and as such, shall begin on the first day of January and end on the thirty-first day of December each year.

Section 6.2. Yearly Audits. On an annual basis, the Children's Services Fund shall be independently audited as part of the County's external auditing process. The Board will ensure any issues identified in these audits are addressed in writing.

ARTICLE VII ETHICS AND CONFLICTS OF INTEREST

Section 7.1. Board Policies. The policies of the Board shall adhere to applicable ethics laws in the State of Missouri and adopted by the Children's Services Board Committee Policy Concerning Conflicts of Interest.

Section 7.2. Board Members. Board members shall adhere to applicable ethics laws in the State of Missouri and adopted by the Children's Services Board Committee Policy Concerning Conflicts of Interest.

Section 7.3. Questions. The Board, by resolution, may refer any questions arising under ethics laws in relation to Board policies or the actions of a member to the Boone County Counselor.

Section 7.4. Employment. Individual Board members shall not be eligible for employment in any position funded in whole or by part by the Board within twelve (12) months of termination of services as a member of the Board. No person may be employed in any position in Boone County Government funded in whole or in part by the Board if related within the fourth degree by blood or by marriage to any member of the Board. See also *Policy Conflicts of Interest, Part I, Definitions*.

Section 7.5. Other Relationships. Board members, officers, and employees shall not serve in any capacity as an employee or Board member with any agency that the Board funds or receive any payment or other consideration from any agency funded by the Board. See also *Policy Conflicts of Interest, Part I, Definitions*.

Section 7.6. Former Board Members. Within the twelve (12) months following the termination of service as a member of the Board, former Board members may not receive funding for any agency where the former Board member is serving as employee or in any other capacity.

Section 7.7. Volunteers, Employees, Board Member Past Affiliations. During or within the twelve (12) months following the termination of service in any capacity with an agency that is applying for funds from the Board, a Board member shall recuse themselves from any votes or discussion of the Board that relate to the funding decision(s) of the agency for which they served.

Section 7.8. No preference for services. Board members, officers, and employees, or the family members of any of the foregoing, shall not be favored should they apply for or receive services funded in part by the Board.

Section 7.9. Obligation to share information. Individual Board members shall communicate to the collective board information necessary for its effective functioning.

ARTICLE VIII INDEMNIFICATION

Section 8.1. Right to Indemnification. Indemnification of board members shall be provided and limited as follows:

- (i) Except as provided in subsection (iii), the organization shall indemnify to the extent insurance coverage exists, or unrestricted funds are available, an individual made a party to a proceeding because the person is or was a board member against liability incurred in the proceeding if: (1) the person acted in good faith; and (2) the person reasonably believed (a) in the case of conduct in the person's official capacity with the organization, that the person's conduct was in its best interest; and (b) in all other cases, that the person's conduct was at least not opposed to its best interests; and (3) in the case of any criminal proceeding, the person had no reasonable cause to believe their conduct was unlawful.
- (ii) The termination of a proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent is not, of itself, determinative that the board member did not meet the standard of conduct described in this section.
- (iii) The Board may not indemnify a board member under this section: (1) in connection with a proceeding by or in the right of the organization in which the board member was adjudged liable to the organization; or (2) in connection with any other proceeding charging improper personal benefit to the board member, whether or not involving action in the board member's official capacity, in which the board member was adjudged liable on the basis that personal benefit was improperly received by the board member.

- (iv) Indemnification permitted under this section in connection with a proceeding by or in the right of the organization is limited to reasonable expenses incurred in connection with the proceeding.
- (v) The organization may not indemnify a board member as provided above unless authorized in the specific case after a determination has been made that indemnification of the board member is permissible in the circumstances because the board member has met the standard of conduct set forth in paragraph (i) above.
- (vi) The determination shall be made: (1) by a majority vote of a quorum of the Board when the Board members constituting the quorum are not parties to the proceeding giving rise to the need to address indemnification; (2) if quorum cannot be obtained under subdivision (1), by majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate), consisting solely of two or more board members not at the time parties to the proceeding; or (3) by special legal counsel (a) selected by the Board or its committee in the manner prescribed in subdivision (1) or (2); or (b) if a quorum of the Board cannot be obtained under subdivision (1) and a committee cannot be designated under subdivision (2), selected by majority vote of the full Board (in which board members who are parties may participate).
- (vii) Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled to select counsel.
- (viii) Notwithstanding anything in this Article VII to the contrary, the Board reserves all defenses on behalf of board members, including official immunity and public duty doctrine defenses, and nothing herein shall be construed to waive those defenses as to any person making a claim against the Board or any member of that Board.

ARTICLE IX AMENDMENT OF BYLAWS

Section 9.1. Amendments to Bylaws. These bylaws may be altered, amended, or repealed, by a majority vote of the full Board, at a Board meeting where the Board has received at least thirty (30) days written notice of the proposed amendments in advance of the meeting called for that purpose. However, no alteration, amendment, or repeal shall permit the Board to carry on an activity or do any act not permitted by or contrary to county, state, or federal law.

**ARTICLE X
REVIEW OF BYLAWS**

Section 10.1. Review of Bylaws. The Board shall review the bylaws at least every three (3) years to determine if any amendments are necessary or appropriate.

**ARTICLE XI
SEVERABILITY**

Section 11.1. Severability. The invalidity of any provision of these bylaws shall not affect any other provisions hereof, and in such event, these bylaws shall be construed in all respects as if such invalid provisions were omitted.

Adopted as Amended by the Board this 12 day of October, 2023.

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Leigh Spence, CHAIRPERSON

Previously reviewed in 2014, 2017, 2020