



Bylaws

I. Purpose

The purpose of the Business Advisory Board (“BAB”) for the School Board of Seminole County (“School Board”) is to assist and advise the School Board and its staff in the planning and management of the Seminole County Public Schools system (“SCPS”); to identify and help implement best business practices; to evaluate and recommend improvement to the school system's management structure; to provide specific expertise and experience; and to serve as an information conduit between the business and education communities.

More specifically, the BAB’s purpose is to assist the School Board:

- In establishing objectives, identifying opportunities, and developing strategies in support of the School Board.
- By providing advice to the School Board on pertinent matters relating to the School Board’s programs, faculty, and students.
- By assisting the School Board in assessing the preparation of SCPS students for the job market.
- By helping SCPS stay in tune with trends, technologies, and other aspects of the broader business community.
- By serving as a School Board liaison with the business community and exploring opportunities to provide SCPS students with real world business experience.
- By assisting the School Board to advance its mission of excellence in teaching, especially by advising about fund-raising efforts and about opportunities for increased state support.

II. Authority

The BAB is established under the provisions of the School Board Policy PO9141. The BAB’s role is advisory only and its members are not legally responsible for any matters related to the operation, funding, or quality of SCPS. The BAB serves at the pleasure of and reports directly to the School Board.

III. Powers and Duties

1. The BAB will advise the School Board on business practices and procedures that would improve the operation of Seminole County Public Schools;
2. The BAB will inform the School Board of new trends, technologies and other business related functions that could benefit the operation and management of SCPS;
3. The BAB will provide representation on vendor selection committees charged with evaluating RFQ’s, RFP’s, ITN’s and purchasing bids of SCPS;
4. The BAB will provide representation on advisory committees established by the School Board;
5. The BAB will communicate School Board actions and plans back to the larger business community as appropriate;

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6. At least once annually, the BAB will report its most recent accomplishments and current projects to the School Board and will solicit the Board's desired area of BAB focus for the near future;
7. The BAB may appoint reviewers and other technical advisers from outside the BAB to assist it in its duties. Such outside reviewers and technical advisers shall be selected as much as possible from businesses within Seminole County. However it is permissible for such outside advisors and technical advisors to represent businesses from areas other than Seminole County. Whenever outside reviewers or technical advisers sit as a committee, the BAB Chairperson or a BAB designee shall serve as chairperson of such committee;
8. No member of the BAB shall at any time act or purport to act on behalf of or in the name of the BAB without prior authority from the BAB.

IV. Composition

Membership on the BAB shall be open to individuals and representatives of the business community. The BAB shall consist of no fewer than nine (9) and no more than fifteen (16) members.

The BAB shall consist of at least one (1) person but no more than three (3) persons from each of the following job categories:

- Finance and Accounting
- Human Resources
- Information Technology
- Legal
- Real Estate, Planning and Development
- Design and Construction
- Communications

At least one (1) person from the Finance and Accounting category must be a Certified Public Accountant. At least one (1) person from the Legal category must be a Real Estate Attorney. At least one (1) person from the Design and Construction category must be an Architect. In addition to these categories, up to six (6) BAB positions shall be filled at large. SCPS encourages, but does not require, that one Member have some manner of work or training experience in the field of the treatment of mental health issues

The Superintendent may appoint a liaison to the BAB, but the liaison is not a member of the BAB.

V. Leadership Structure

The BAB shall annually elect a Chairperson and a Vice-Chairperson at the April meeting. The Chairperson shall approve the agenda and preside at all meetings held by the BAB, serve as a Member ex-officio of all standing committees, and shall perform such other duties as may be imposed by action of the BAB or by its Bylaws.

The Vice Chairperson shall serve in the absence of the Chairperson, shall also chair the BAB membership search and compliance committee, and perform such other duties as may be required by action of the BAB or by its Bylaws.

If during the term of office either or both Chairperson and Vice Chairperson positions become permanently vacant, the BAB Members shall elect a replacement to fulfill the vacant office until the end of the current term.

The position of additional officers of the BAB may be created at any properly constituted BAB meeting by a two-thirds (2/3) vote of the Members present.

VI. Terms of Office and Membership

The Chairperson, Vice Chairperson, and any other officer shall serve a one year term and shall be eligible for reelection. There shall be no limit on the number of terms a Member can serve on the BAB and BAB Members may resign at any time. However as a courtesy a resigning BAB Member should provide the BAB at least two weeks' notice in advance of the date of resignation.

VII. Committees

There shall be a membership search and compliance committee chaired by the Vice Chairperson. The role of the committee is to a) search for potential new BAB members to fill any vacant required and at-large position on the BAB, b) orient new Members about the opportunities and responsibilities of the BAB, and c) communicate with Members about issues regarding attendance and participation.

The BAB Chairperson may establish standing and special committees for specific assignments, as deemed necessary. The Chairperson shall appoint BAB Members to serve on the committees as appropriate and shall assign a Member to chair each committee. The findings and recommendations of the committees shall be presented to the BAB at the regular BAB meeting. If the BAB determines it is appropriate at the regular meeting, the findings and recommendations may be presented to the Superintendent for consideration. The special committees will be dissolved when assignments are completed. The Chairperson shall be an ex-officio member of all committees.

The committee chairperson is responsible for submitting, at a BAB meeting, a report of the committee's activities.

VIII. Meetings

The BAB shall hold a regular noticed meeting once a month, or as otherwise determined by the BAB. A quorum of more than fifty percent of the membership physically present at the meeting location shall be necessary to conduct a properly constituted meeting of the BAB. Vacant positions shall not be included in determining whether a quorum is present. If a quorum is not present, the Chairperson may not commence the meeting.

Regular meetings shall be held at 6:00 PM on the first Thursday of each month at the Educational Support Center, Room 307, 400 East Lake Mary Boulevard, Sanford, Florida, 32773-7127, or at such other place and time as decided and properly noticed in advance by the BAB.

Special meetings can be requested as needed by any BAB member and shall be properly noticed. The final determination as to the necessity of the meeting shall reside with the Chairperson or the acting Chairperson. In addition, the BAB shall meet once a year with the School Board.

Except as provided elsewhere in the Bylaws, the Chairperson, or the acting Chairperson, may conduct the meeting using Roberts Rules of Order and may use the following order of business:

1. Call to order.
2. Record attendance.

3. Presentations.
4. Review minutes of previous meeting.
5. Unfinished BAB business.
6. Public Comments
7. New BAB business.
8. SCPS Liaison and Committee reports.
9. Tentative scheduling of the next BAB meeting.
10. Adjournment.

An agenda for each meeting shall be provided to BAB members at least 48 hours in advance of the meeting, or if such time frame cannot be met, as soon as possible prior to such meeting. The requirement of a meeting agenda shall not preclude the consideration of items not specifically set forth in the agenda.

The time and location of any meeting may be changed if notification is provided at least ten (10) working days prior to the meeting, or if such time frame cannot be met, as soon as possible prior to such meeting.

The BAB will keep formal minutes of any BAB meeting. To the extent possible, minutes of each BAB meeting shall be sent to each BAB member prior to the next meeting.

IX. Attendance and Participation

Members are expected to attend all of the BAB's regular, special, applicable committee, and School Board joint work session meetings in person. However if a quorum is physically present at the meeting location, then a Member not physically present may participate by telephone conference or other communications media technology, but only in extraordinary circumstances such as an illness that would otherwise prevent the Member from being physically present, and then only if the communications media technology allows the absent Member to participate in discussions, to be heard by other Members and the public, and to hear discussions taking place during the meeting. If a member intends to attend via communications media technology, the member shall notify the Chairperson prior to the meeting.

If a Member is unable to attend a meeting, the Member shall contact the BAB Chairperson and the designated administrative assistant or, if appropriate, the Committee Chairperson prior to the meeting.

X. Voting Procedure

A. Standard Decisions, Voting on Formal Motions, and Voting on New Members

Except for formal motions brought before the BAB including votes for admitting a new Member to the BAB, all other decisions of the BAB will be made by consensus.

All votes on formal motions conducted by the BAB shall be verbal, unless a vote by show of hands, or a vote by written ballot submitted at the meeting has been requested by any Member. All votes shall be recorded in the BAB records.

Except for votes to revise the Bylaws, approval of motions brought before the BAB will be by simple majority of the Members who are present at a properly constituted meeting. Votes to revise the Bylaws require a two-thirds (2/3) majority of the Members who are present at a properly constituted meeting.

B. Voting Power

Each Member shall have only one vote.

XI. Removal and Replacement of Members

The BAB shall nominate, elect, and replace its own members. The Membership Committee shall solicit names of interested, qualified candidates from the School Board and from the community at large.

A BAB Member may be removed from the BAB upon formal motion to the Chairperson for good cause, including but not limited to repeated absences at BAB meetings without prior notice. In deciding on a removal motion, BAB Members shall give due consideration to the full scope of participation in BAB activities by the Member in question.

The School Board may remove any BAB member who the School Board has determined, at a regularly scheduled School Board meeting, has failed to perform assigned duties, has not regularly attended scheduled BAB meetings, or has acted in an unprofessional or dishonorable manner.

XII. Conflict of Interest

In order to avoid any conflict of interest that could bring into question the integrity of the School Board, its staff or the BAB, BAB Members shall exercise due caution and prudent judgment to avoid any actual or perceived conflict of interest.

In addition, no BAB Member or the Member's employer shall solicit or hold a contract with SCPS during the Member's term on the BAB.

Except as provided under Florida Statute 112.313(12) (providing for certain exemptions to conflicts of interest rules for persons serving on advisory boards), BAB Members shall be prohibited from reviewing, ranking, or voting on contracts (RFPs, RFQs, ITMs, Bids) submitted by organizations, agencies, facilities, or other entities with which they have an employment or other financial relationship, or any personal or professional connection which may have the appearance of a conflict of interest. If such a relationship exists, the Member shall immediately disclose to the BAB the facts and circumstances of each such relationship.

No BAB Member may solicit or accept anything of value to the recipient, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the vote, official action, or judgment of the Member would be influenced thereby.

No Member shall, at any time, accept any compensation, payment, or thing of value when such Member knows, or, with the exercise of reasonable care, should know, that it was given to influence a vote or other action in which the Member was expected to participate in his or her official BAB capacity.

No Member shall corruptly use or attempt to use his or her official BAB position or any property or resource which may be within his or her trust, or perform his or her official BAB duties, to secure a special privilege, benefit, or exemption for himself, herself, or others.

A current or former BAB Member may not disclose or use information not available to members of the general public and gained by reason of his or her official position on the BAB, except for information relating exclusively to governmental practices, for his or her personal gain or benefit or for the personal gain or benefit of any other person or business entity.

A BAB Member may not vote on any matter that the Member knows would inure to his or her special private gain or loss. Any Member who abstains from voting upon any BAB measure that the Member knows would inure to the Member's special private

gain or loss, or who votes on a BAB measure that he or she knows would inure to the special private gain or loss of any principal by whom the Member is retained or to the parent organization or subsidiary of a corporate principal by which the Member is retained; or which the Member knows would inure to the special private gain or loss of a relative or business associate of the Member, shall make every reasonable effort to disclose the nature of his or her interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for the Member to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

XIII. Dispute Resolution

In the event a dispute occurs between any BAB committee and the BAB as a whole or between BAB Members acting in the performance of their duty on the BAB, and such dispute cannot be resolved informally, the issue shall be placed on the next BAB meeting agenda for formal resolution by the BAB as a whole.

XIV. Amendments

These Bylaws may be amended or repealed. Proposed amendments to these Bylaws must be submitted to the Chairperson in writing no later than ten (10) days prior to a scheduled meeting where such amendments will be considered. The amendment proposal shall then be forwarded by the Chairperson to all BAB Members at least five (5) days prior to the scheduled meeting.

If proper notice of the amendment has been given, changes to the Bylaws may be adopted by a vote in accordance with Article X above.

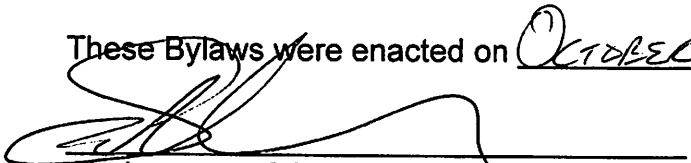
The BAB shall not have the power to pass any amendment that would alter its status or other requirements governing its actions as found in the School Board Policy Manual, as otherwise established by the School Board, or as otherwise provided for under Florida law.

XV. Sunshine and Public Records Laws

Pursuant to Florida Statute 286.011, otherwise known as Florida's Government-in-the-Sunshine Law, BAB meetings, whether regular, special, or committee, at which official BAB acts are to be taken are open to the public at all times. No official action taken shall be considered binding unless made at a properly noticed and constituted regular, special, or committee meeting of the BAB.

BAB minutes shall be made available to the public in accordance with Florida Statute 119.01, et seq. (Public Records).

These Bylaws were enacted on OCTOBER 27, 2020.



Chairperson of the Business Advisory Board

Karen Almond
Chairman of the Seminole County School Board