



Seminole County Public Schools Business Advisory Board

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 school system; 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 will assist the School Board:

- in establishing objectives, identifying opportunities, and developing strategies in support of the School Board.
- by providing advice and counsel 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 its students for the job market and helping faculty stay in tune with trends in industry and the economy.
- by serving as a School Board liaison with business and exploring opportunities to provide students with real world business experience.
- by assisting the School Board in acquiring the resources necessary to advance its mission of excellence in teaching, especially by taking an active role in fund-raising efforts and by advocating for increased state support.

II. Authority

The BAB is established under the provisions of the School Board Policy 2.32. 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 the Seminole County Public Schools. 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 Seminole County Public Schools;
3. The BAB will provide representation on vendor selection committees charged with evaluating purchasing bids and RFPs of Seminole County Public Schools;
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;
6. The BAB will report annually to the School Board its accomplishments for the year and solicit the Board's desired area of BAB focus for the forthcoming year;
7. The BAB may appoint reviewers and other technical advisers to assist it in its duties. Such reviewers and technical advisers shall be appointed in such manner as to

provide representation from businesses within Seminole County. Whenever reviewers or technical advisers sit as a committee, the Chairperson of the BAB or a designee shall serve as chairperson;

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 (15) 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/Accounting
- Human Resources
- Information Technology
- Legal
- Real Estate/Planning and Development
- Design and Construction
- Communication

At least one (1) person from the Finance/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 five (5) BAB positions shall be filled at large.

The Superintendent may appoint a liaison to the BAB. The liaison will be a non-voting 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 and shall perform such other duties as may be imposed by action of the BAB or by its Bylaws.

If the Chairperson and the Vice Chairperson become unable to perform their duties or no longer hold positions that would allow them to continue serving on the BAB, the immediate Past Chairperson shall serve as the Acting Chairperson until the next BAB meeting, at which time an election shall be held to fulfill the remainder of the original term. If the immediate Past Chairperson is unable to serve as the Acting Chairperson, the BAB members present at the meeting in person or by proxy may appoint, by an affirmative majority voice vote, a Member to serve as the Acting Chairperson until the next BAB meeting.

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

The Chairperson shall serve a one year term and shall be eligible for reelection. BAB Members shall serve for a term of two years and there shall be no limit on the number of terms a Member can serve. As membership on the BAB is voluntary, 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

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.

Any member shall submit a committee report at a regular monthly BAB meeting at least once during the SCPS calendar year if that member is the sole participant on a committee.

VIII. Meetings

The BAB shall meet at least once a month, except in December and July or as otherwise determined by the BAB. A quorum of fifty percent of the membership plus one 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. If a quorum is physically present at the meeting location, a Member not physically present may participate telephonically, but only in extraordinary circumstances, and then only if a speaker phone is used at the physical meeting location.

Regular meetings shall be held at 6:00 PM on the first Thursday of each month at the Educational Support Center, Board Training Room #2, 400 East Lake Mary Boulevard, Sanford, Florida, 32773-7127.

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 in a joint work session 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 under 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 regular, applicable committee, and School Board joint work session meetings either in person or by conference call if the meeting facility supports conference calling. If a member intends to attend via conference call, the member shall notify the Chairperson prior to the meeting. However, all Members are expected to physically attend the annual School Board joint work session meeting.

If a Member is unable to attend a meeting, the Member shall contact the BAB Chairperson and the designated administrative assistant, or the Committee Chairperson if appropriate, 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 the meeting. Votes to revise the Bylaws require a two-thirds (2/3) majority of the Members who are present at the meeting at which a proper quorum is present.

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 also 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 from the BAB any member who has been determined at a regularly scheduled School Board meeting to be failing to perform assigned duties, regularly attend scheduled meetings, or 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 and 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 their employer shall solicit or hold a contract with Seminole County Public Schools during their term on the committee.

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.

XIII. Dispute Resolution

In the event a dispute occurs between any 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 that committee or the BAB as a whole.

XIV. Amendments

These by-laws may be amended or repealed. Proposed amendments to these by-laws 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 by-laws 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.

[The section below has been intentionally left blank]

XV. Sunshine and Public Records Laws

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

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 June 7, 2016.



Chairperson of the Business Advisory Board



Chairperson of the Seminole County School Board