COUNTY COUNCIL

OF

TALBOT COUNTY

2017 Legislative Session, Legislative Day No.: January 24, 2017

Resolution No.: 241

Introduced by: Mr. Bartlett, Mr. Callahan, Mr. Pack, Ms. Price, Ms. Williams

A RESOLUTION TO AMEND THE TALBOT FAMILY NETWORK BYLAWS TO CHANGE THE COMPOSITION OF THE EXECUTIVE COMMITTEE, TO REDUCE BOARD MEMBERSHIP FROM 20 TO 15 MEMBERS, TO DEFINE ATTENDANCE REQUIREMENTS FOR ELIGIBILITY FOR APPOINTMENT TO A SECOND TERM, TO ESTABLISH A NOMINATING COMMITTEE AND TO REQUIRE THE PRESENCE OF AT LEAST ONE PRESIDING OFFICER TO ESTABLISH A QUORUM

By the Council: January 24, 2017

Introduced, read the first time, and ordered posted, with Public Hearing scheduled on Tuesday, February 14, 2017 at 6:30 p.m. in the Bradley Meeting Room, South Wing, Talbot County Courthouse, 11 North Washington Street, Easton, Maryland 21601.

By Order: Susan W. Moran

Susan W. Moran, Secretary

A RESOLUTION TO AMEND THE TALBOT FAMILY NETWORK BYLAWS TO CHANGE THE COMPOSITION OF THE EXECUTIVE COMMITTEE, TO REDUCE BOARD MEMBERSHIP FROM 20 TO 15 MEMBERS, TO DEFINE ATTENDANCE REQUIREMENTS FOR ELIGIBILITY FOR APPOINTMENT TO A SECOND TERM, TO ESTABLISH A NOMINATING COMMITTEE AND TO REQUIRE THE PRESENCE OF AT LEAST ONE PRESIDING OFFICER TO ESTABLISH A QUORUM

WHEREAS, the Talbot Family Network Bylaws ("Bylaws") were adopted by Resolution No. 206 on July 9, 2013; and,

WHEREAS, the Bylaws may be amended at any meeting of Talbot Family Network when notice of the proposed amendment is given to each member in writing at least thirty (30) days prior to the meeting, provided, however, that any amendment approved by Talbot Family Network does not become effective unless and until it is approved by the County Council; and,

WHEREAS, Talbot Family Network held a public meeting on November 15, 2016, for which notice of the proposed amendment had been given to each member in writing at least thirty (30) days prior to the meeting; and,

WHEREAS, Talbot Family Network voted to amend the Bylaws as attached hereto and incorporated herewith, subject to review and approval by the County Council.

NOW, THEREFORE, BE IT RESOLVED BY THE COUNTY COUNCIL OF TALBOT COUNTY, that Talbot Family Network's Bylaws shall be and are hereby adopted as amended as set forth in Exhibit "A," which is attached to this Resolution and incorporated by reference herein.

Be It Further Resolved that this Resolution shall take effect immediately upon its date of passage.

EXHIBIT "A"

TALBOT COUNTY LOCAL MANAGEMENT BOARD BYLAWS –TALBOT FAMILY NETWORK

ARTICLE I
Name and Governance

The name of this Board shall be the Talbot Family Network. The Talbot Family Network will be governed by a Board of Directors hereinafter referred to as the Board.

ARTICLE II
Purpose

The Mission of the Talbot Family Network is, through collaboration with public and private entities, to identify and develop support systems for a safe, healthy and caring community for all Talbot County children and families.

The Talbot Family Network is specifically organized and shall be operated for the benefit of Talbot County citizens including, but not limited to, the following:

- To continually assess the needs and identify gaps in services to the children, youth and families in Talbot County.
- To develop and enhance communication between and among agencies and organizations that serve children, youth and families.
- To plan, coordinate, and evaluate programs and services that benefit children, youth and families.
- To secure, distribute and monitor public/private funding for the benefit of children, youth and families.
- To provide general information to the public on the status of services for children, youth and families in Talbot County.
- To act as a neutral convener to bring diverse community partners together to develop and implement a community plan.

ARTICLE III
Executive Committee

Section 1. The Talbot Family Network shall be administered and governed by an Executive Committee which shall be composed of ~~the chief or their designee (appointed by the Council) of the Talbot County participating agencies listed in Article IV, Section 2,~~ the

presiding officers of the Talbot Family Network, and one private citizen if not represented as a presiding officer.

Section 2. All meetings of the Executive Committee shall comply with the requirements of the Open Meetings Act, ~~State Government Article §10-501~~ General Provisions Article, Title 3, Subtitle 3, *et seq.*, Md. Ann. Code. Special meetings of the Executive Committee may be called by the President or by a majority of the members of the Executive Committee. The purpose of the meeting must be stated in the call.

Section 3. Regular and special meetings may only be called after due notice to all members of the Executive Committee.

Section 4. All questions shall be decided by majority vote of the members present. One over 50% of the members of the Executive Committee shall constitute a quorum.

Section 5. Subject to the requirements of the Maryland Open Meetings Act, meetings may also be held through the use of telephone or other communication media if all participants can hear and communicate.

ARTICLE IV
Board Members

Section 1. The membership of the Talbot Family Network Board shall not exceed fifteen (15)~~twenty (20)~~ members.

Section 2. The Talbot Family Network Board shall consist of representatives of public service agencies and private citizens. The Talbot County Council may appoint one of their members or a designee to the Talbot Family Network Board. Representation from public sector agencies shall include, but not be limited to: Health Department, Board of Education, Department of Social Services, Department of Juvenile Services, the Core Service Agency, and the County Manager/or County Director of Finance. These public sector agency heads may appoint a designee to represent them if they are unable to attend. The designee shall remain informed of Talbot Family Network business.

Section 3. Individuals who have demonstrated commitment to children, youth and families through their work or volunteer services in the community, or who possess special skills, background, or training which will be of benefit to the Board, are most valued as members.

Section 4. Members shall be appointed by the County Council of Talbot County. The Talbot Family Network Board is considered to be an instrumentality of the local government.

Section 5. Talbot Family Network Board members, except for those designated in Section 2, shall serve for a period of three (3) years. A person who serves as chief or as the

representative of a participating agency shall serve on the Talbot Family Network Board as long as the appointed position is held. All other Talbot Family Network Board appointments shall officially begin and end on the date of the annual meeting in June. At the end of the first 3 year term, members with at least a 50% attendance rate may be considered for a second 3 year term. ~~At the end of the first three (3) year period, one third (1/3) of the members will be randomly chosen for reappointment/replacement. This procedure will be continued for two (2) years, thereby establishing a rotating appointment process.~~

Section 6. Upon determining that a vacancy exists on the Talbot Family Network Board, the Board Chairperson will activate the Nominating Committee. The Nominating Committee, informed by the current board composition needs, will present a list of potential members to the full board at the annual meeting. The full Talbot Family Network Board will vote on potential new members to recommend to the Talbot County Council for appointment consideration. ~~shall inform the County Council of Talbot County of said vacancy. The Director shall provide the Talbot County Council with information regarding the criteria to fill the vacancy, such as an agency representative or community member, to assure compliance with applicable requirements concerning membership and representation of agencies and departments.~~ In addition, geographic location and demographic representation shall be considered when applicable to provide a comprehensive representation within the County.

The County Council of Talbot County shall proceed to fill the Board vacancy in accordance with the required criteria. Appointments to the Talbot Family Network Board shall be for three (3) year terms and for no more than two (2) consecutive terms; however, after an absence of one (1) year, an individual may be appointed to serve another term as an original appointment.

Section 7. No member shall receive any compensation for their services as such, but may, by resolution of the Board, be allowed reimbursement for their expenses, actually and reasonably incurred on behalf of the Talbot Family Network Board.

Section 8. The Talbot Family Network Board may recommend that the County Council remove a member only after prior notification of the membership with explanation and only with two-thirds (2/3) of total membership approval.

The Talbot Family Network Board may advise the County Council of any member who fails to attend at least fifty percent (50%) of its meetings during any twelve (12) consecutive months. The County Council may remove that member and reappoint a new member to fill that position.

Section 9. Conflict of Interest – No Board Member may participate in the discussion or vote on a specific award that would benefit by the funding of an organization where they are employed or hold an appointed or elected position.

A Board Member may participate in the development of a Request for Proposals (RFP's) for project bidding without disqualifying affiliated entities and/or employees from

bidding, if the RFP development occurred in public meetings and an invitation to participate was published.

ARTICLE V
Officers

Section 1. The presiding officers of the Talbot Family Network Board shall consist of a President, Vice-President, and Treasurer. The officers shall be elected at the annual meeting. The Treasurer will be the Talbot County Manager or County Finance Director.

Section 2. The President shall preside at all meetings of the Talbot Family Network Board, appoint committee members and chairs~~,~~ with confirmation by the Board, and assume all duties incident to the office of a president of a non-profit entity, and such other duties as may from time to time be assigned by the Talbot Family Network Board.

Section 3. The Vice-President shall serve in the absence of the President.

Section 4. The Treasurer shall serve as chairperson of the Finance Committee and shall have the responsibility for oversight of all funds, securities, evidences of indebtedness and other personal property of the Talbot Family Network. It is recommended that the County Manager and/or their designee be appointed to the Office of Treasurer.

Section 5. The officers shall be elected by majority vote of the Board to serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 6. The Talbot Family Network Board shall have the power at any regular or special meeting to remove any officer and to fill any vacancy occurring in any officer's position by majority vote.

ARTICLE VI
Meetings

Section 1. No public business may be conducted except at a regular, special, or annual meeting at which there is a quorum present. For purposes of establishing a quorum, members who are not physically present but who are capable of simultaneous interaction with all members who are present, such as by speaker phone, videoconference, etc. shall be counted for purposes of establishing a quorum. Notice of all meetings of the full Board and of the Executive Committee shall be regularly posted on the Talbot Family Network website and the public invited to attend. Regular meetings shall be held at least six (6) times a year at such time and place as the Board designates. The purpose of regular meetings shall be to consider and act on matters as deemed appropriate by the Board.

Section 2. The annual meeting of the Talbot Family Network Board shall take place during the month of June at such time and place as the Board designates. The purpose of the annual meeting shall be to elect officers, receive reports of officers and committees, and transact other business as necessary.

Section 3. Subject to the requirements of the Maryland Open Meetings Act, special Meetings of the Talbot Family Network Board may be called by the President or by a majority of the members of the Board. The purpose of the meeting shall be stated in the call.

Section 4. The annual meeting, regular meetings and any special meeting may only be called after 48 hour notice to all members.

Section 5. A quorum is defined as 51% of the total board membership inclusive of at least one presiding officer. ~~and 25% of the total ex officio membership.~~ Each member shall have one vote. Any member may vote by absentee ballot on any pending or anticipated question, motion, or resolution, by delivering the absentee ballot in writing to another voting member. All questions shall be decided by a majority vote of the members present at a meeting, including use of telephone or other communications media if all participants can hear and communicate.

Section 6. Subject to the requirements of the Maryland Open Meetings Act, meetings may also be held through use of telephone or other communications media if all participants can hear and communicate.

Section 7. Meetings are open to the public except for personnel and legal issues.

Section 8. The Talbot Family Network will adhere to Roberts Rules of Order, Revised.

ARTICLE VII
Committees

Section 1. The following Standing Committees shall be established by the Board:

Finance /Development Committee:

Will provide oversight and review of the procedures for the receipt and expenditure of funds and provide for formal and informal audits. Will develop yearly budget and seek additional funding.

Nominating Committee:

Will submit and nominate a slate of officers each year for consideration at the Board annual meeting and review and recommend Board members.

Services Review Committee:

Will provide on-going review and assessment of community needs and the programs and services supported by the Talbot Family Network.

Bylaws Committee:

Will review and recommend modifications in the bylaws as necessary.

Section 2. The Talbot Family Network Board shall have the authority to create other committees, standing or special, as it may deem necessary or appropriate.

Section 3. Membership on these committees may be filled by Board members as appointed by the President, except for the Executive Committee, whose membership shall be as specified in Article III Section 1.

ARTICLE VIII
General Powers

Section 1. The Talbot Family Network shall establish such programs and services as it deems necessary to promote interagency collaboration and improved effectiveness in the delivery of human services.

Section 2. The Talbot Family Network through a participating agency may employ administrative and secretarial personnel as required to conduct Talbot Family Network business.

Section 3. The Talbot Family Network shall have the power to recommend changes to these bylaws subject to the review and approval of the County Council. Any motion for amendment must be submitted in writing to the Chair. The Chair shall notify the full Talbot Family Network Board at least thirty (30) days in advance of the meeting at which a motion to recommend an amendment is to be considered for vote. Motions to recommend amendments will be adopted by a roll call vote. A sixty percent (60%) majority of the full Talbot Family Network Board membership is required for approval of a motion to recommend an amendment.

Section 4. The bylaws of the Talbot Family Network shall be reviewed by the Board at least every three (3) years to ensure they are current and meeting the needs of the Board. Motions to recommend amendment of the bylaws shall be forwarded to the County Council for such action as the Council may deem appropriate.

Section 5. The fiscal year shall begin July 1 and end June 30 of the ensuing calendar year.

ARTICLE IX
Indemnification

Section 1. Officers, directors, and employees of Talbot Family Network shall be entitled to indemnification, and all other privileges and immunities provided by federal, state, or local law concerning immunity for acts or omissions arising within the course and scope of their employment, to the fullest extent permitted by law.

History of adoption and amendment:

The ~~foregoing~~ bylaws were duly adopted by the Talbot Family Network Board on May 14, 2007 and approved by the County Council on June 12, 2007.

The ~~foregoing~~ bylaws were duly amended by the Talbot Family Network Board on January 15, 2013 and approved by the County Council by Resolution No. 206 on July 9, 2013.

The foregoing bylaws were duly amended by the Talbot Family Network Board on November 15, 2016, and approved by the County Council by Resolution No. _____ on _____, 2017.

PUBLIC HEARING

Having been posted and Notice, Time and Place of Hearing, and Title of Resolution No. _____ having been published, a public hearing was held on _____ 2017, at _____ p.m. in the Bradley Meeting Room, South Wing, Talbot County Courthouse, 11 North Washington Street, Easton, Maryland.

BY THE COUNCIL

Read the second time:

Enacted: _____

By Order: _____
Susan W. Moran Secretary

Williams -

Price -

Bartlett -

Pack -

Callahan –