

PREAMBLE

WHEREAS, the membership agencies have entered into an agreement establishing a Family and Children First Council pursuant to ASHB117; and

WHEREAS, said agencies have determined that they share common concerns and desire to provide the best possible services to eligible children and their families; and

WHEREAS, said agencies have determined that by cooperating with one another and coordinating their powers and duties with the establishment of a Family and Children First Council, their respective eligible children will be benefited and better served; and

WHEREAS, the purpose of The Family and Children First Council is to coordinate the powers and duties of the member agencies to better serve and benefit eligible children and their families;

WHEREAS, the agencies which have entered into the agreement establishing The Family and Children First Council have duly appointed a representative to approve these by-laws, and said representatives have met for the purpose of adopting these by-laws in accordance with the Ohio Revised Code;

NOW, THEREFORE, the following provisions, having been duly adopted and amended by the members of The Family and Children First Council, shall constitute the by-laws of The Family and Children First Council.

Effective: 1/25/96
Revisions: 4/9/98
2/10/00
2/8/01
2/14/02
12/11/03
10/14/04
4/12/07

ARTICLE I
MEMBERSHIP

- (a) Eligibility for Membership: Eligibility for The Family and Children First Council membership shall be:
- ◆ Director or Designee of the Mental Health & Recovery Services Board of Seneca, Sandusky, and Wyandot Counties
 - ◆ Commissioner of the Seneca County Board of Health
 - ◆ Director of the Seneca County Department of Job & Family Services
 - ◆ Superintendent of the Seneca County MR/DD Board
 - ◆ Superintendent of Seneca County's largest school district
 - ◆ Superintendent representing all other Seneca County school districts
 - ◆ Representatives of the two largest cities in Seneca County by population
 - ◆ Chair of the Seneca County Commissioners or designee
 - ◆ Head Start representative
 - ◆ At least three individuals whose families are or have received services from member agencies in the county. Where possible, the number of members representing families shall be equal to twenty percent of the council's remaining membership.
 - ◆ Seneca County Early Intervention Collaborative member
 - ◆ Seneca County Cluster Representative
 - ◆ A representative of the Regional Office of the Ohio Department of Youth Services
 - ◆ A representative of the Ohio State University Extension Family & Consumer Sciences
 - ◆ Any other local or private agencies or groups one of which shall be a non-profit that fund, advocate or provide services to children to have a representative become a member of the council (2-year term)
- (b) Definition of Membership: For purposes of these by-laws, membership is defined as those eligible agencies who have adopted a resolution joining the council. Private agencies doing business with the Council shall be excluded from membership, they may, however, be part of any council committee.
- (c) Authorized Representative: Each member agency shall appoint its director or statutory designee to act as the council's authorized voting representative at council meetings and in all council business. A Board resolution recognizing the action shall be made part of the council's records.
- (d) Judicial Advisor: The Judge of the Seneca County Juvenile Court shall serve as the judicial advisor to the Seneca County Family & Children First Council as provided in O.R.C. 121.37.

Effective: 1/25/96
Revisions: 4/9/98
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ARTICLE II
MEETINGS OF MEMBERS

- (a) Regular Meetings: Meetings of members shall be held bi-monthly or as determined by a majority of members and at a location and time determined by the members at the preceding meeting.
- (b) Special Meetings: Special meetings of the members may be called by the president or two members of the council. The time and place of such meetings shall be designated.
- (c) Notice of Meetings: Notice of all regular meetings will be by written notice mailed by the president or the individual chairing the meeting at least five (5) working days prior to the meeting. The notice shall contain the time, place and purpose of the meeting.
- (d) Open Meetings: Pursuant to Section 121.22 of the Ohio Revised Code (Sunshine Law), Family and Children First Council meetings shall be open to the public subject to the exceptions contained in Section 121.22(G). The council shall establish a procedure setting forth a reasonable method whereby any person may determine the time and place of its meetings.
- (e) Quorum: A majority of the council membership shall constitute a quorum to transact business at any member meeting. A simple majority of those present and voting at any duly called meeting of the council at which a quorum is present will decide all matters except voting upon budget decisions, budget amendments, hiring and termination of Executive Director, by-laws changes, additional council members and annual service plan. In these cases, a majority of the membership must approve the resolution.
- (f) Voting: Voting shall be done exclusively by eligible council members. All council members shall be eligible to vote on all issues except membership dues. Voting by proxy shall not be authorized. Matters involving finances or other items per the President's discretion shall be addressed through a roll call vote. Members are required to abstain from voting when a direct conflict of interest is identified. Membership dues shall be approved by a majority of dues paying members.
- (g) Rules: Meetings shall be conducted informally except when a majority of the members in attendance vote to follow Robert's Rules of Order.

Effective: 1/25/96
Revisions: 8/9/01
4/11/02
10/14/04
4/12/07

ARTICLE III

ELECTION OF OFFICERS

Members shall elect officers the last meeting of the fiscal year.

Effective: 1/25/96
Revisions: 8/9/01
4/12/07

ARTICLE IV

OFFICERS

The officers of the Council shall be a president, vice-president and secretary. Officers shall be chosen for a one (1) year term, and can be re-elected for succeeding terms. In case a vacancy occurs for any council office, a replacement shall be chosen at the next regular monthly meeting of the members.

Effective: 1/25/96

Revisions:

ARTICLE V

DUTIES OF OFFICERS

- (a) President: The president shall preside at all meetings. He/She shall exercise, subject to the control of the members of the council, a general supervision over the affairs of the council and shall perform generally all duties incidental to the office and such other duties as may be assigned to him/her by the council. The president has the authority to create, appoint membership to, and dissolve all council committees. Such committees shall consist of Service Plan Committee, Finance Committee, By-Laws Committee, Personnel Committee, Public Relations Committee, Clinical Committee, Family Advisory Committee, Evaluation Committee, and any other committees the president feels is necessary. The president is responsible for performing the Executive Director's annual evaluation with input from the Personnel Committee. The president shall serve as ex officio on all committees.
- (b) Vice-President: The vice-president shall perform all duties of the president in his/her absence or during his/her inability to act, and shall have such other and further powers, and shall perform such other and further duties as may be assigned to him/her by the council.
- (c) Secretary: The secretary shall keep the minutes of all proceedings of the council and make a proper record of the same. He/She shall keep such books as may be required and generally perform such duties as may be assigned to him/her by the council.

Effective: 1/25/96
Revisions: 2/8/01
10/14/04
4/12/07

ARTICLE VI

AUTHORITY OF THE COUNCIL

The council has all the powers and authority vested in Family and Children First Councils pursuant to ASHB117. The Seneca County Commissioners or other lawful agency shall be the administrative agent. The Seneca County Commissioners shall approve the annual budget and designate the council to administer all grants as relates to ASHB117.

Effective: 1/25/96
Revisions: 2/10/00

ARTICLE VII

DUTIES OF THE COUNCIL

1. Promote cooperative arrangements and coordinate action among members as well as with other agencies and the local, Ohio and federal governments.
2. Promote cooperative agreements and contracts among members as well as with other governmental, public and private agencies.
3. Perform planning by: (a) personnel of the council; or (b) under contracts between the council and other public or private planning agencies.
4. Perform such other functions and duties as are performed or capable of performance by the members and necessary for dealing with problems of mutual concern.
5. Employ Executive Director, approve employment of all other FCFC staff through recommendation of Executive Director, approve job descriptions, and contract for services of consultants and experts.
6. Purchase and/or lease supplies, material, equipment and facilities deemed necessary and appropriate to carry out council business.
7. Approve budgeted expenditures. Enter into contracts in accordance with the budgets.
8. Assure day-to-day operations are carried out by staff.
9. Review and approve Service Plan annually.

Effective: 1/25/96
Revisions: 10/14/04

ARTICLE VIII

FINANCIAL MATTERS

Financial support for the council shall be based on grants, fees for services rendered, donations/contributions, and other types of financial support. Budgetary matters will be presented to the Seneca County Commissioners for their approval and support.

The Seneca County Auditor or other lawful agency shall be directed by the Council to be the financial officer of the council who shall conduct all financial matters in accordance with the Ohio Revised Code. The financial officer shall prepare an annual audited financial statement for the council. No fee shall be charged for this service to the council.

Grants: The council will actively pursue and apply for available grants.

Fees: The council will set and collect reasonable fees for services rendered. Terms of payment shall be determined prior to the offering of any service.

Donations/Contributions: Individual, business, community and private agency donations/contributions will be requested and accepted when available. Such monies shall be placed in a donation fund at the financial officer's office and will be approved through the State Attorney General (ORC 1617).

Membership Dues: Annually the Finance Committee shall review and recommend to the Board any adjustment to the membership dues. Upon approval of the fee by the Board, member agencies shall be billed with payment to the Council expected within 90 days.

Effective: 1/25/96
Revisions: 2/10/00
6/8/00
2/8/01

ARTICLE IX

COMMITTEES

Standing Committees shall consist of: Service Plan Committee, Finance Committee, By-Laws Committee, Personnel Committee, Public Relations Committee, Evaluation Committee, Clinical Committee and Family Advisory Committee. Other committees shall be formed as determined necessary by the president.

The Service Plan and Finance Committees shall be made up of council members bringing program dollars and services to the council as well as two additional individuals from the balance of the council membership.

Effective: 1/25/96
Revisions: 8/9/01
10/14/04

ARTICLE X

ANNUAL MEETINGS

The annual meeting of the council shall be held at a location as designated in the notice to council members of such annual meeting given in accordance with the provisions contained in these by-laws and shall be convened at a time on a date each year to be designated by the council members. The annual Service Plan shall be reviewed at this meeting.

Effective: 1/25/96

Revisions:

ARTICLE XI

INDEMNIFICATION

In the event that insurance procured by the council insuring council members or employees against liability arising from the performance of their official duties is unavailable or the amounts the council has procured (or is able to procure) is insufficient to cover the amount of any claim and, to the extent that council members or employees are not otherwise immune from liability pursuant to the Ohio Revised Code, the council may indemnify a council member or employee:

- (a) Against expenses, judgments, decrees, and amounts paid in settlement actually and reasonably incurred by council in connection with any action, suit, or proceeding to which council is or shall be a party, or with which council may have been threatened, for any action or inaction is especially authorized by the Ohio Revised Code, if the council member or employee acted in good faith and in a manner that council reasonably believed was in or was not opposed to the best interest of the council; and
- (b) Against any expenses, including attorney fees, the council member or employee actually and reasonably incurred as a result of a suit or other proceeding involving the defense of any action or inaction in his capacity as the member or employee or at the request of the council, or in defense of any claim, issue, or matter raised in connection with the defense of such action or inaction, to the extent that the council member or employee is successful on the merits or otherwise.

The termination of any action, suit, or proceeding by judgment, order, or settlement, shall not, of itself, create any presumption that the person did not act in good faith and in a manner he reasonably believed to be in or not opposed to be the best interest to the council.

Effective: 1/25/96
Revisions:

ARTICLE XII

AMENDMENT PROCESS

The by-laws of the council may be amended or repealed at any regular or special meeting of the council at which a unanimous vote of the minimum number of council members representing a quorum of the entire council is present, provided that the proposed amendment or amendments have been submitted to all members in writing thirty (30) days prior to the next regular or special meeting of the council. All statutes, amendments, or repealed sections of these by-laws shall take effect immediately upon their adoption unless otherwise specified in the resolution adopted.

Effective: 1/25/96

Revisions:

ARTICLE XIII

EFFECTIVE DATE AND AMENDMENTS

These by-laws were duly adopted by a majority of the members of the Family and Children First Council, and became effective on January 25, 1996.