



## **Bylaws**

Last updated: 01/20/2021

### **Article I**

#### **NAME; OFFICES; BOOKS AND RECORDS; AUTHORITY**

**Section 1.1.** Name. The Name of this Board shall be the Lafayette County Children's Services Fund Board (herein after referred to as LCCSF or Board).

**Section 1.2.** Offices. The LCCSF shall maintain a principal office in Higginsville, Missouri.

**Section 1.3.** Books and Records. The books and records of the Lafayette County Children's Services Fund shall be kept at its principal office and/or at such other place or places, as the Board of Directors shall from time to time determine.

**Section 1.4.** Authority. The LCCSF derives its authority from Revised Missouri State Statutes sections 210.861 and 67.1775. The LCCSF Board of Directors adhere to the Missouri Ethics Laws and applicable Sunshine Laws. All records of LCCSF which are authorized to be closed pursuant to Section 610.021 RSMo, and as the same is amended, are declared to be closed.

### **Article II**

#### **STATEMENT OF PURPOSE; MISSION AND VALUES; INDIVIDUALS SERVED**

**Section 2.1.** Purpose. The LCCSF was created for the purpose of administration, allocation and distribution of any taxes or fees authorized by the voters and collected hereafter for the purpose of providing necessary funds to establish, operate and maintain community mental health services and for the purpose of providing counseling, family support, and temporary residential services to persons nineteen (19) years of age or less.

**Section 2.2.** Mission Statement. The mission of the LCCSF is: To provide quality, comprehensive training and services to protect the well-being and safety of children and youth 19 years of age or less and to strengthen families in Lafayette County.

**Section 2.3.** Values and Vision. In pursuit of its mission, the Lafayette County Children's Service Fund holds the following core values and has the following vision:

**Service:** Education and care givers are a strength to provide expertise necessary to accomplish our mission. Our board's first priority is to act as a team which is responsible to select educators and service providers and fund such activities to the extent of existing funds.

**Improvement:** Continuous improvement is essential to our success. We are committed to the process to implement improvement, ongoing education, and enhancement of services.

**Integrity:** Education and services, and interactions with youth and their family are ethically and professionally conducted. We strive to earn the respect of the youth, their families, the community, and the mental health industry. Our doors are open to all without discrimination or regard to race, color, religion, national origin, sex, non-disqualifying handicap, age, or economic status.

**Responsibility:** Commitment to selection and use of only trained educators and service providers, avoidance of administrative overhead and unnecessary facility expenses, so that the tax payer's funds receive the most direct use for the

youth and their families.

The Vision of the Lafayette County Children's Service Fund is: A community where all children of 19 years of age or less and their families of Lafayette County can reach their full potential in a supportive and nurturing environment.

**Section 2.4.** Individuals Served. Agencies funded through the LCCSF shall use funds to provide programs and services to the following individuals:

Residency. Services can only be provided to residents of Lafayette County, Missouri.

Age. Services can only be provided to children and youth nineteen (19) years old and younger.

### **Article III**

#### **POWERS OF THE BOARD**

**Section 3.1.** The LCCSF shall administer and expend all funds generated pursuant to section 210.861 or sections 67.1775. The board shall maintain TEN (10) percent of the previous year's generated sales tax revenue.

The LCCSF has the power to contract or enter into agreement with any Agency/Program that meets the criteria set in these bylaws. The Board retains discretion to determine which applications should be approved for funding.

The disbursement of funds made in the exercise of the powers of the LCCSF may be audited by the Lafayette County Auditor. In addition, the Board may from time to time seek to engage an independent auditor to conduct an audit of disbursements.

**Section 3.2.** Executive Director/Coordinator. The Board may hire an Executive Director/Coordinator to carry out the policies of the Board. The Executive Director/Coordinator shall be the official custodian of the records. In the absence of an Executive Director/Coordinator, the Secretary shall be the custodian of records.

### **Article IV**

#### **MEETINGS**

**Section 4.1.** Attendance at Meetings. Attendance at each Board meeting is very important in order for the LCCSF to carry out its mission. Board members are expected to be present at 70% of the regularly scheduled board meetings. A Board member who is going to be absent from a Board meeting shall notify the Executive Director/Coordinator.

**Section 4.2.** Notice. Written notice stating the place, date, and time of any regular or special meeting of the Board of Directors shall be posted in at least two (2) physical locations on County property, including the Lafayette County Commissioner's Office and the designated meeting location, as well as made available on the LCCSF website. These public notices need to be posted for at least 24 hours prior to the scheduled meeting time, and must list the meeting's agenda. Should proper notice not be given, the meeting shall be cancelled in accordance with Missouri State Sunshine Laws.

**Section 4.3.** Agenda. The Executive Committee, and Executive Director, of the LCCSF shall prepare an agenda for each regular and special meeting of the Board. Board members may contact the Executive Director/Coordinator to request items to be put on the Board agenda.

**Section 4.4.** Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of a majority vote of the Board members currently serving, not including vacancies. If less than a majority of the directors are present at any meeting, no votes or actions may be taken. Proxy votes will not be used by the Board to ensure a quorum.

**Section 4.5.** Manner of Acting. The act of the majority of the Board members present at a meeting of the Board at which a quorum is present shall be the act of the Board, unless the affirmative vote of a greater number is required by law or by these bylaws.

**Section 4.6.** Emergency Voting. As permitted by Section 610.020, subsection 4, when it is necessary to hold a meeting on less than twenty-four hours' notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

**Section 4.7.** Public Meetings, Records and Custodian of 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 Chapter 610, RSMo as amended, the Sunshine Law. The Executive Director/Coordinator shall be the custodian of the records of the LCCSF.

## **ARTICLE V**

### **BOARD MEETINGS**

**Section 5.1.** Appointment and Qualifications. The County Commission shall appoint all Board members. The LCCSF shall consist of nine (9) appointed members. All appointees and board members must be registered voters and residents of Lafayette County, Missouri for a period of no less than one (1) year. All board members shall be appointed to serve for a term of three years, except that of the first board appointed, three members shall be appointed for one-year terms, three members for two-year terms and three members for three-year terms. Board members may be reappointed.

**Section 5.2.** Terms. Unless appointed to complete the term of another Board member, all Board members shall be appointed to serve for a term of three (3) years, effective January 1<sup>st</sup>. Board members may be reappointed at the discretion of the County Commission.

**Section 5.3.** Removal from Office. The County Commission holds the power and authority not to re-appoint any board member when their term expires. If it is discovered that a board member is serving in a capacity with a funded Agency/Program that constitutes a conflict of interest, the board member will be asked to end that relationship immediately or immediately submit their resignation from the LCCSF.

**Section 5.4.** Vacancies. Vacancies in the board occasioned by resignations or otherwise shall be reported to the County Commission.

**Section 5.5.** Compensation. The Board shall not receive compensation for their services, but may be reimbursed for their actual and necessary expenses, in accordance with section 210.861 RSMo.

**Section 5.6.** Qualification. No member of the Board shall serve on the governing body, have a financial interest in, or be employed by any Agency/Program which is a recipient of funding.

## **Article VI**

### **COMMITTEES**

**Section 6.1.** Standing or Ad Hoc Committees. The Chair of the Board, by resolution, may establish one or more standing committees or Ad Hoc committees as deemed necessary. Membership on a committee shall not exceed a majority membership of the Board. All committees must be chaired by a member of the Board.

**Section 6.2.** 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 of directors in the management of the LCCSF.

**Section 6.3.** Names and Descriptions of Standing Committees. In addition to any other standing committee authorized by resolution pursuant to Section 6.1 hereof, there shall be the following standing committees, each with the responsibilities as set out, thus:

*Officers – Executive Committee:* Chaired by the Chair, includes the Vice Chair, Treasurer and Secretary,

or other member of the board as deemed necessary. The committee shall have the responsibility to make

decisions in emergency circumstances, subject to affirmation of the Board at subsequent meetings.

*Finance/Budget Committee:* Chaired by the Treasurer, or other member of the board in the absence of a Treasurer, includes not less than two additional members and the Executive Director/Coordinator. The committee shall provide financial oversight of the LCCSF. Task areas include but are not limited to budgeting and financial planning, financial reporting, and

the creation and monitoring of internal controls and accountability policies. The committee will report to the Board all findings and will make recommendations for action based on those findings.

*Ad Hoc:* Additional committees may be appointed as Ad Hoc, and then disbanded as the committee work is completed. Chairs of the committees may be shared or traded, but shall be held by members of the Executive Committee.

## ARTICLE VII

### OFFICERS

**Section 7.1.** Number. The Board shall elect a chairperson, vice chair, treasurer, secretary, and such other officers, as it deems necessary for its membership.

**Section 7.2.** Chairperson. The Chairperson of the LCCSF shall preside at all meetings of the Board of Directors. The Chairperson shall further the mission, vision, and strategic direction of the LCCSF and be the official spokesperson for the LCCSF. The Chairperson shall hold board members accountable for the work of the LCCSF. The Chairperson shall work with the Executive Director/Coordinator to prepare monthly agendas and reports for the Board and to conduct business transactions approved by the LCCSF. The Chairperson, or any other officer so authorized by resolution of the Board, shall have the power to sign contracts or Memorandum of Agreements. The Chairperson shall assign members to committees. The Chairperson is authorized to sign checks authorized by the Board of Directors. The Chairperson shall perform other duties as deemed necessary or appropriate.

**Section 7.3.** Vice Chair. The Vice Chair will be designated as the immediate subordinate to the Chairperson and will serve as the Chairperson in their absence. The Vice Chair will act for and assist the Chairperson. In the absence of the Chairperson, the Vice Chair shall have the power to sign contracts, or Memorandum of Agreements, and shall have the authority to sign checks.

In the absence of the Chairperson, the Vice Chair shall preside at meetings of the Board of Directors. The Vice Chair shall perform other duties as deemed necessary or appropriate.

**Section 7.4.** Treasurer. The Treasurer shall attend all Board meetings and maintain knowledge of the organization and personal commitment to its goals and objectives. The Treasurer shall keep an accurate written account of all monies. The Treasurer shall serve as the Chair of the Finance Committee, if one is established, and manage the Board's review of and action related to the Board's financial responsibilities. The Treasurer shall ensure that appropriate financial reports are made available to the Board on a timely basis. They shall present an annual budget to the Board for approval and review the annual audit and answer Board member questions about the audit.

As pursuant to RSMo 210.861.2., before taking office, the Treasurer shall furnish a surety bond or comparable insurance coverage for theft, misappropriation, mismanagement, or other acts, in an amount to be determined and in a form to be approved by the board, for the faithful performance of his or her duties and faithful accounting of all moneys that may come into his or her hands. The Treasurer shall enter into the surety bond or comparable insurance coverage with a surety company or insurer authorized to do business in Missouri, and the cost of such bond or comparable insurance coverage shall be paid by the board of directors.

**Section 7.5.** Secretary. The Secretary of LCCSF shall attend all Board meetings and ensure that a written record of the Board and all Committees and Sub-Committees is maintained as required by law. If the Secretary is unable to attend the Board meeting, they shall give immediate notice to the Executive Director/Coordinator to make necessary arrangements to appoint a member to take minutes for that meeting. The Secretary shall make available a draft copy of minutes within 72 hours of the Board meeting. In the absence of the Chairperson and Vice Chair, the Secretary shall preside at meetings of the Board of Directors. The Secretary shall perform other duties as deemed necessary or appropriate.

**Section 7.6.** Terms. The terms of each officer shall be for two (2) years from the election at the January meeting of the Board. Officers may be re-elected.

**Section 7.7.** Election. Nominations are made for officer positions at the January Board meeting, starting with the Chair. 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 7.8.** 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. Inefficiency, violation of the law or rules governing the LCCSF, or physical or mental conditions that incapacitate such officer from performing the duties of the office, shall be cause for removal from office.

**Section 7.9.** Vacancies. The Board at the next available meeting of the Board shall fill a vacancy in any office, however arising. An officer elected to fill a vacancy shall serve for the unexpired term of such officer's predecessor in office.

**Section 7.10.** Required Signatures. Two signatures from the Chairperson, Vice Chair, Treasurer, Secretary and/or other board member who is authorized with the bank to sign checks are required on all checks paid by the LCCSF.

## **ARTICLE VIII**

### **TIMELINE FOR FUNDING**

**Section 8.1.** Applications for Funding. The Board of Directors shall make available to agencies Applications for Funding throughout the year, to be reviewed and acted upon at the appropriate time. Applications for Funding will be accepted for review at any time. The Board of Directors shall make decisions on funding requests on submitted applications as they are received.

**Section 8.2.** Agency/Program Qualifications. In order to qualify for funding from the LCCSF, an Agency/Program must be incorporated or authorized to do business in the State of Missouri as a not-for-profit corporation or be a governmental entity. Agency/Program programs must receive at least twenty-five percent (25%) of their funding from other sources.

To the greatest extent possible, agencies are required to maximize funding from all other sources. Other funding sources may include, but are not limited to: commercial, federal and state insurers, other federal and state funds, city funds and funding from schools, courts, not-for-profit organizations, private organizations and other direct support. Proposal review processes and contracts for services and programs will specify procedures to monitor good faith efforts to comply with this policy. To reiterate, LCCSF is a funder of last resort.

The applicant must receive at least twenty-five percent (25%) of its funds from sources other than funds distributed by the LCCSF with no more than one-half (1/2) of these other sources being contributions of goods or services, including; materials, commodities, transportation, office space or other types of facilities or personal services; must require employees and volunteers of the Agency/Program to maintain the confidentiality of any information that would identify individuals served by the Agency/Program; must require that services be provided by the Agency/Program regardless of race, religion, national origin, sex, gender or age; and must require that employees and volunteers of the Agency/Program who work with children be screened for past incidents of child abuse and neglect.

Each Agency/Program applying for funding shall certify its compliance with these requirements. No funding approved may be passed on to any other entity by the recipient. All funding must be expended by the recipient for activities approved in the application for funding, and authorized by Sections 67.1775 and 210.861 RSMo. No funding requests involving multiple entities shall be approved in the absence of a written agreement pursuant Section 70.220 et seq. RSMo that has been approved by LCCSF.

**Section 8.3.** Application Requirements. Any Agency/Program that meets the criteria listed in Section 8.2 of the LCCSF Bylaws may apply for funding. All applications must include at least the following information in order to be considered for funding; evidence that the Agency/Program is incorporated or authorized to do business in the State of Missouri as a not-for-profit corporation or is a governmental entity; a list of directors or trustees of the corporation; a proposed budget of the Agency/Program for the past year as well as the year for which they are applying, an annual financial audit conducted by an independent organization, a summarization of the services proposed to be offered, an estimate of the number of persons to be served. The LCCSF has the right to request additional information it deems necessary from applying agencies in a form the LCCSF designates.

**Section 8.4.** Other Required Reporting. Reporting will be required by all Agency/Program/Programs. Mid-year service reports and annual report dates will be outlined on the Funding application. These reports must include total number of individuals served, basic demographics, services provided, and referrals received from other agencies. Agencies must use LCCSF approved invoice form or otherwise approved invoice with exact information.

LCCSF Executive Director reserves the right for unannounced site visits to conduct oversight of payment for invoice

charges.

An Agency/Program that receives funds from the LCCSF must submit a copy of its annual financial audit within 4 months after the close of that Agency/Program's fiscal year. The audit must be performed by an independent individual or firm licensed by the Missouri State Board of Accountancy. If the audit is not completed, a request for extension of the audit must be submitted to the LCCSF. If the Agency/Program shows good cause why the Agency/Program cannot submit the audited financial statement, the LCCSF shall make an award contingent upon the submission of the audit. The funds may be allocated and may not be disbursed until the audited financial statement is submitted to the LCCSF.

All funding provided shall be provided on a reimbursement basis. Agencies approved for funding shall submit proof of approved expenditures within thirty days of such expenditure with itemized invoices and proof of payment. LCCSF will review and approve or deny such reimbursement requests within 30 days of submittal. LCCSF may require additional documentation, and may in its sole discretion deny reimbursement of any inadequately documented request.

**Section 8.5** Submittal of Proposals. Any Agency/Program or entity requesting funding shall submit that request in the format approved by the Board from time to time for proposals. Incomplete proposals or proposals which violate the provisions of these bylaws, or of Sections 67.1775 and 210.861 RSMo will be rejected. Non-governmental agencies shall be required to submit proof of their registration with the State of Missouri as a not-for-profit entity, and proof of their qualification under Section 501(c) of the Internal Revenue Code.

## ARTICLE IX

### CONFLICTS OF INTREST

**Section 9.1.** Declaration of Policy. The proper operation of the LCCSF requires that board members and employees be independent, impartial and responsible to the people; that decisions and policy be made in the proper channels of the LCCSF structure; and not be used for personal gain; and that the public have confidence in the integrity of the LCCSF. In recognition of these goals, there is hereby established a procedure for disclosure by LCCSF members and the Executive Director/Coordinator of private financial or other interests in matters affecting the LCCSF.

**Section 9.2.** LCCSF Policies. The policies of the LCCSF shall adhere to applicable ethics laws in the State of Missouri.

As stated in the Conflict-of-Interest Policy, Board members and staff are required to complete an annual Conflict of Interest Disclosure Form pertaining to all currently funded partners and vendors. Board members must also disclose any potential conflict with agencies or vendors submitting bids. Board members must disclose the following: Business or Investment; Employment; relationships or involvement with any Non-Profit Organizations; and any other disclosable interests, such as family member involvement with any currently funded partners or potential applicants.

**Section 9.3.** Members, Officers, and Employees. Each member, officer, and employee of the LCCSF shall adhere to applicable ethics laws.

**Section 9.4.** Questions. The Board may refer any question arising under ethics laws in relation to LCCSF policies or the actions of a member, officer, or employee to the appropriate authority within Lafayette County.

**Section 9.5.** Voting. Any Board member having a duality of interest or possible conflict of interest on any matter shall recuse themselves from discussion and voting procedures concerning that matter. The minutes of the meeting shall reflect that a disclosure was made.

**Section 9.6.** Employment. Individual Board members shall not be eligible for employment by the LCCSF within twelve (12) months of termination of service as a member of the Board. No person may be employed by the LCCSF if related within the fourth degree by blood or by marriage to any member of the Board.

**Section 9.7.** Other Relationships. Board members, officers, and employees shall not serve in any capacity, as an employee, or Board member with any Agency/Program that is directly funded by LCCSF funds.

**Section 9.8.** In addition to the obligation to comply with all applicable conflict of interest provisions, a Board member shall not cast a vote or participate in discussion with other Board members or LCCSF staff regarding use of LCCSF funds when such Board member serves on the governing body, is employed by an entity which presently benefits from or may reasonable be expected to benefit from LCCSF funds under consideration, or an immediate family member is affiliated with the Agency/Program or organization. For the purposes of this section, "benefits from funds" means that the entity of which the Board member is a member of its governing body, or which directly employs the Board member, is the site at which LCCSF-funded services are provided, regardless of the actual service provider, or which otherwise permits a LCCSF-funded

service provider to provide services to children within the scope of the entity's mission.

Example: Board member AB also serves on the governing body of Agency/Program C. Service Provider D is an applicant for LCCSF funding. AB knows that Service Provider D provides mental health services to children at the site of Agency/Program C. Board member AB should not discuss or vote on funding any services provided by Service Provider D, even if services proposed for funding will not take place at Agency/Program C. The same would be true of the mission of Agency/Program C involves arranging for children for whom it is responsible to receive mental health services from Service Provider D, at a facility operated by Service Provider D.

## **ARTICLE X**

### **BYLAWS**

**Section 10.1.** These bylaws may be altered, amended, or repealed with new bylaws provided by a majority of the Board at a Board meeting where notice is given of such changes. 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.

Board President: \_\_\_\_\_ Date: \_\_\_\_\_