

Lisa M. Martinez, Chief Strategy Officer

SUBJECT: APPROVE SMALL/MICRO AND MINORITY/WOMEN-OWNED BUSINESS ENTERPRISE ADVISORY COMMITTEE BY-LAWS

COMMITTEE: FISCAL ACCOUNTABILITY & GOVERNMENT RELATIONS

LINK TO STRATEGIC BLUEPRINT: INFORMED, ENGAGED & EMPOWERED STAKEHOLDERS

At the November 16, 2017 Small/Micro and Minority/Women-Owned Business Enterprise Advisory Committee meeting, bylaws were adopted to facilitate the operation of the committee and on November 16, 2017 the bylaws were updated to reflect the recently approved Board Item *G-1 Final Reading: Proposed Amendments To Board Policies 9140, Citizens' Advisory Committees; 6320.02, Small/Micro And Minority/Women-Owned Business Enterprise Programs AND 6840, Audit And Budget Advisory Committee*

Per Board Policy 6320.02, the committee may adopt bylaws, to be recommended by the Superintendent to the Board for approval, to facilitate the operation of the committee.

The Small/Micro and Minority/Women-Owned Business Enterprise Advisory Committee was established to:

- A. provide guidance on the implementation of the SMBE and MWBE Programs and to promote the participation and use of SBEs/MBEs and M/WBEs in all procurement activities of the Board;
- B. identify and evaluate issues related to economic opportunities within the Board for small, micro and minority/women owned businesses;
- C. provide recommendations to the Board to improve the SMBE/MWBE programs;
- D. annually evaluate and report to the Board on the effectiveness of the SMBE/MWBE programs in increasing minority and women owned business participation in the Board's procurement process; and
- E. monitor any disparity study that may be conducted by the Board and make recommendations based on the results of any such study.

E-116

RECOMMENDED:

That The School Board of Miami-Dade County, Florida authorize the Superintendent to approve Small/Micro and Minority/Women-owned Business Enterprise Advisory Committee By-Laws.

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SMALL/MICRO AND MINORITY/WOMEN-OWNED BUSINESS ENTERPRISE ADVISORY COMMITTEE BYLAWS

ARTICLE 1. NAME

The name of the Committee is Small/Micro and Minority/Women-Owned Business Enterprise Advisory Committee.

ARTICLE 2. AUTHORITY

This Committee exists by authority of the Superintendent of Schools and/or The School Board of Miami-Dade County, Florida, ("Board") as established through School Board Policy 6320.02.

ARTICLE 3. PURPOSE AND DUTIES

The purpose of the Committee is to:

- A. provide guidance on the implementation of the Small, Micro and Minority/Woman Owned Programs and to promote the participation and use of SBE/MBEs and M/WBEs in the procurement activities of the Board;
- B. identify and evaluate issues related to economic opportunities within the Board for small, micro and minority/women owned businesses;
- C. provide recommendations to the Board to improve the Small, Micro and Minority/Woman Owned Programs;
- D. annually evaluate and report to the Board on the effectiveness of the Small, Micro and Minority/Woman Owned Programs in increasing minority and women owned business participation in the Board's procurement process;
- E. monitor any disparity study that may be conducted by the Board and make recommendations based on the results of any such study.

ARTICLE 4. MEMBERSHIP

A. Qualifications:

1. The Committee shall be comprised of ten (10) members. Each member of the Board and Superintendent shall appoint a community member who is not employed by the Board and does not have any direct or indirect business relationship with the Board. Board member may appoint alternate members in accordance with Policy 9140, *Citizen Advisory Committees*.
2. The Committee and its members shall not have any direct or indirect business relationship with the Board.

3. The Committee shall have representation from local small, micro, minority, women, and majority business interest organizations, community based organizations and local government entities which may include professional, construction and trade, business, and socio-economic organizations.
4. Upon appointment, Committee members shall sign form 7208 *Certification of Compliance with Florida's Code of Ethics for Individuals Serving on Advisory Committees (Non-Employee) of The School Board of Miami-Dade County, Florida* and submit a copy of their Resume to the Office of Economic Opportunity.

B. Membership Year/Term:

1. The term of each Board appointee shall be coterminous with the appointing Board member and the term of the Superintendent appointee shall be at the will and discretion of the Superintendent.
2. The Committee shall annually elect a chair, vice-chair and secretary.
3. The Committee shall meet at-least six (6) times per year.
4. Prior to speaking, members shall identify themselves and address the chair as follows: "through the chair."
5. A member may not hold more than one office at a time.

C. Duties:

1. The Committee shall be governed by the latest edition of *Robert's Rules of Order*.
2. At each meeting, each Committee member shall sign an attendance sheet.
3. At each meeting, each Committee member will indicate that they do not have a conflict of interest with any item on the agenda, or identifies each agenda item on which the member has a conflict of interest. Failure to indicate shall result in the member being counted as absent and his/her votes are not counted.
4. Committee members who seek to resign from the Committee shall submit a written resignation to the chair of the Committee or the staff liaison. If possible, the resignation should allow for a thirty (30) day notice so that the Board and Superintendent can appoint a replacement.

**ARTICLE 5.
OFFICERS**

The Committee shall elect at its first organizational meeting a Chair, Vice-Chair and Secretary. Thereafter, the Board and/or Superintendent should appoint a replacement of the resigning member. Members of the Committee shall annually elect its officers at the last regular meeting of the year.

In the event that a vacancy occurs during the year, the existing Committee members shall elect a replacement by a majority vote at the next regularly scheduled meeting.

**ARTICLE 6.
DUTIES OF OFFICERS**

A. Duties of the Chairperson:

The chair shall preside at Committee meetings, appoint all Committees, represent the Committee and approve each final meeting agenda. The Chairperson shall appoint all working groups and either choose a representative or represent the Committee before appropriate agencies, boards and committees. The Chairperson shall have discretion to place and time limits on agenda items. The chair shall at all times control the meeting. Members are not to speak out of order. The chair shall not allow the public to speak until all agenda items have been addressed by the Committee. A discussion period at the end of the meeting and prior to adjournment of the meeting will be allowed for the public to speak.

B. Duties of the Vice-Chairperson:

In the absence of the chair, the vice-chair shall perform all duties of the chair.

C. Duties of the Secretary:

In the absence of the chair and vice-chair, the secretary shall perform the duties of the chair.

**ARTICLE 7.
AGENDAS**

Two or more Committee members may place an item on the agenda by oral or written request to the staff liaison at least five (5) days before the meeting. The chair shall approve the final agenda for presentation. Items may be added to the agenda with approval of the chair.

The staff liaison shall submit the meeting agenda via e-mail for each meeting.

**ARTICLE 8.
MEETINGS**

A. Meetings:

1. The Committee shall comply with Sunshine Law.
2. Committee meetings shall be governed by *Robert's Rule of Order*.
3. Committee meetings are public meetings.
4. Committee shall meet not less than six (6) times per year, shall adopt a schedule of the meetings for the upcoming year, including makeup meeting dates for holidays and cancelled meetings.

5. The chair may call a special meeting, and may call a special meeting if requested by three (3) or more members. The call shall state the purpose of the meeting.
6. Committee action must be adopted by affirmative vote of the number of members necessary to provide a quorum.
7. All Committee members have the same voting privilege.
8. Staff liaison shall prepare the Committee minutes. The minutes of each Committee meeting must include the vote of each member on each item before the Committee and indicate whether a member is absent or failed to vote on an item.
9. Committee shall allow the public to address the Committee on an agenda item at the end of the Committee meeting during the discussion period. Speakers are limited to three (3) minutes to speak.
10. The chair shall adjourn the meeting not later than 1:00 p.m. and not to exceed two hours, unless the Committee votes to continue the meeting.
11. All meetings are to be posted on the District master calendar five (5) business days prior to the meeting.

B. Quorum:

Six (6) members constitute a quorum. A majority shall constitute a quorum for any meeting of the district School Board. A majority is defined as 50% of the members plus one

C. Absences:

A committee member who is absent for three (3) consecutive regular meetings or one-third of all regular meetings automatically vacates the member's position. This does not apply to any absence due to illness or injury, an illness or injury of a Committee member's immediate family member, or the birth or adoption of the Committee member's child for ninety (90) days after the event. The Committee member must notify the staff liaison of the reason for the absence not later than the date of the next regular meeting of the Committee. Failure to notify the liaison before the next regular meeting of the Committee will result in an unexcused absence.

**ARTICLE 9.
ANNUAL REPORT**

The Committee shall prepare and present its annual report to the School Board at each June School Board meeting summarizing the Committee's accomplishments for the past year. The report shall also state the goals and objectives for the coming year. If the Committee's mission has been fulfilled and its operation is no longer required, a recommendation to the Board that the Committee be eliminated should be included in its report. The report shall be forwarded to the Superintendent via a memorandum and the Superintendent's Office will distribute to each Board Member.

**ARTICLE 10.
FLORIDA SUNSHINE LAW AND PUBLIC RECORDS REQUIREMENTS**

Committee members are subject to the Florida Sunshine Law, Section 286.011, Florida Statutes. All documents prepared or used by the Committee are public records pursuant to Chapter 119, Florida Statutes, and subject to public inspection unless made exempt by law. The Office of Economic Opportunity shall retain all documents pertaining to the Committee to include agendas, approved minutes, internal review reports and bylaws.

**ARTICLE 11.
WORKING GROUP**

The purpose of a working group is to assist staff in the drafting of policies and procedures for presentation to the Committee for approval and recommendation.

1. Committee will appoint a working group which will report the recommendations to the Committee for approval.
2. Committee may determine the size of a working group and must be less than the number of Committee members serving on the working group.
3. Designation of a chair in a working group is not required.
4. Quorum requirements do not apply to working group.
5. Working groups are not required to post their meetings on the District master calendar.

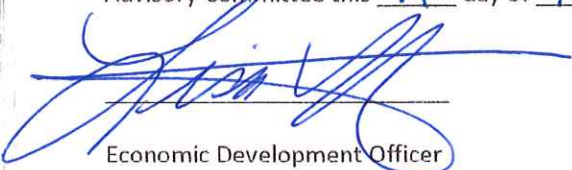
**ARTICLE 12.
PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Committee in all cases to which they are applicable, except when inconsistent with these bylaws or with special rules of procedure which the Committee or Board may adopt.

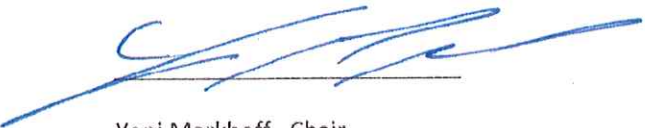
**ARTICLE 13.
AMENDMENT OF BYLAWS**

The Committee may recommend amendments to the Bylaws to comport with these guidelines by a 2/3 vote of its members.

The Bylaws are hereby approved by the Small/Micro and Minority Women Owned- Business Enterprise Advisory Committee this 71 day of November, 2017.



Economic Development Officer
Office of Economic Opportunity



Yoni Markhoff, Chair
Small/Micro and Minority/Women
Owned Business Enterprise Advisory
Committee