

**BREVARD WORKFORCE DEVELOPMENT BOARD, INC.
D/B/A CAREERSOURCE BREVARD FLAGLER VOLUSIA**

BYLAWS

Adopted and effective as of July 1, 2024.

ARTICLE I. DEFINITIONS

- A. "Acts" shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128 and Florida Workforce Innovation and Opportunity Act of 2000, Chapter 445, Florida Statutes, collectively;
- B. "Administrative Entity" shall mean and refer to the entity designated to serve as support staff to the Consortium and the LWDB and to perform duties such as, but not limited to, administration of the Local Area Workforce Plan, responsible for the allocation of funds, the delivery of performance measured against program objectives, making programmatic decisions, assuring program compliance, ensuring funds are spent in accordance with applicable laws, and operation/management of LWDB contracts, sub-recipient agreements and the one-stop career center(s);
- C. "Board of Directors" or "Board" shall mean and refer to the group of appointees to the LWDB who jointly serve as the governing body of Corporation;
- D. "Brevard CEO" shall mean and refer to the "chief elected officials" of the Brevard County unit of government for the Local Workforce Development Area, which is the Brevard County Board of County Commissioners;
- E. "Brevard County" shall mean and refer to the Brevard County Government Administration and Staff;
- F. Brevard/Flagler/Volusia Workforce Development Consortium ("Consortium") shall mean and refer to the group of elected officials appointed by the respective Brevard, Flagler, and Volusia CEOs to act as the chief local elected officials for the designated Region;
- G. "CEO" collectively refers to the chief local elected officials serving on the Consortium for Brevard, Flagler, and Volusia counties;
- H. "Consortium Agreement" shall mean that certain Interlocal Agreement between Brevard County Board of County Commissioners (BCBOCC), Flagler County Board of County Commissioners (FCBOCC), and Volusia County Council (VCC) as approved by the BCBOCC on May 7, 2024, FCBOCC on May 20, 2024, and the VCC on June 4, 2024, as it may be amended from time to time;
- I. "Corporation" or "the Corporation" shall mean and refer to the Brevard Workforce Development Board, Inc. d/b/a/ CareerSource Brevard Flagler Volusia as the Administrative Entity;

- J. "FloridaCommerce" shall mean and refer to the Florida Department of Commerce;
- K. "Fiscal Agent" shall mean and refer to the entity designated to receive and disburse workforce development funds under a sub-agreement directly with FloridaCommerce. It is responsible and accountable for management of all workforce development funds made available to the Local Area. It may also procure, negotiate, and manage contracts;
- L. "Flagler CEO" shall mean and refer to the "chief elected officials" of the Flagler County unit of government for the Local Workforce Development Area, which is the Flagler County Board of County Commissioners;
- M. "Flagler County" shall mean and refer to the Flagler County Government Administration and Staff;
- N. "Florida WIOA" shall mean and refer to the Florida Workforce Innovation and Opportunity Act of 2000, Chapter 445, Florida Statutes;
- O. Local Workforce Development Area ("Local Area") shall mean and refer to a jurisdiction for the administration of workforce development activities and execution of adult, dislocated worker, and youth funds allocated by the State. A jurisdiction must be designated as a Local Area by the Governor in order for the jurisdiction to receive adult, dislocated worker, and youth funding under Title I, subtitle B of WIOA;
- P. Local Workforce Development Board ("LWDB") members shall mean and refer to the appointees by the Consortium who, in partnership with the Consortium, set workforce development policy for the portion of the statewide workforce development system in the Local Workforce Development Area. The LWDB herein describes the LWDB established under the Consortium Agreement defined above;
- Q. "Region" shall mean and refer to the three counties, Brevard, Flagler, and Volusia, served by Corporation;
- R. "Volusia CEO" shall mean and refer to the "chief elected officials" of the Volusia County unit of government for the Local Workforce Development Area, which is the Volusia County Council;
- S. "Volusia County" shall mean and refer to the Volusia County Government Administration and Staff;
- T. "WIOA" shall mean and refer to the Federal Workforce Innovation and Opportunity Act of 2014, Public Law 113-128; and
- U. 4-year Local Area Workforce Plan ("Local Plan") shall mean and refer to the 4-year action plan which sets forth the strategies for the investment of resources to meet the objectives of the various workforce grants and programs including but not limited to the development, alignment, and integration of service delivery strategies in support of the State's vision and strategic and operational goals.

ARTICLE II.

NAME, SERVICE AREA, OFFICE LOCATION

A. NAME

This organization’s legal name is Brevard Workforce Development Board, Inc. d/b/a CareerSource Brevard Flagler Volusia (CSBFV).

B. SERVICE AREA

CSBFV shall serve Brevard County, Flagler County, and Volusia County Florida, also known as Region 27 through the Consortium.

C. OFFICE LOCATION

The official office location and mailing address shall be as determined by Corporation Board of Directors.

ARTICLE III. MISSION

CSBFV shall facilitate and be the catalyst for workforce development activities that are responsive to the employment and training needs of businesses and job seekers.

ARTICLE III. GOVERNING STATUTES

POWERS OF CSBFV

General Powers:

Except as limited by the Articles or these Bylaws, CSBFV will have and exercise all rights and powers in furtherance of its purpose now or hereafter conferred on not-for-profit corporations under the laws of the state of Florida.

Workforce Powers:

CSBFV will have and exercise all rights and powers granted to LWDB under the laws of the state of Florida and workforce investment boards under Public Law No. 105-220, Title I, Section 117(b) United States Code, and all other applicable federal and state workforce laws, regulations and directives. CSBFV shall always exercise its rights and powers in compliance with all state and federal governing statutes and the Consortium Agreement and adopted policies. To the extent that any provision of the Articles or these Bylaws violate such governing statutes and instruments, such provision of all Articles or Bylaws shall be deemed removed from such and CSBFV shall act in accord with the governing statutes and instruments.

Authority:

The CareerSource Florida Administrative Policy #110 - Local Workforce Development Area and Board Governance including all Authorities and Administrative Policies embedded in this Policy and

CareerSource Florida Administrative Policy #091 – Local Workforce Development Composition and Certification including all Authorities and Administrative Policies embedded in this Policy

Purpose and Responsibilities (Functions)

The purpose of the LWDB is to set implementing policy and establish oversight of the local workforce development system. The LWDB has the responsibility to provide strategic and operational oversight, assist in achievement of the State’s strategic and operation vision and goals, and maximizes and continues to improve quality of services, customer satisfaction, and effectiveness of services provided.

ARTICLE IV.

BOARD OF DIRECTORS

A. DUTIES

The business and affairs of CSBFV shall be the responsibility of the Board of Directors, herein referred to as the Board.

Responsibilities and Authorities:

The Board shall:

Act in accordance with the Consortium Agreement and adhere to all of its determinations;

Manage and direct the affairs of CSBFV, protect its interest, determine its direction, advance its mission, goals, and strategies, and shall support its programs;

Ensure effective planning and adequate resources, managing resources efficiently;

Recommend to the Consortium a tentatively approved budget through Board action;

Ensure ethical and legal behavior;

Elect CSBFV officers;

Consider and recommend applicants for Executive Director (formerly known as the President) to the Consortium; and

Approve and oversee execution of the strategic plan.

All other duties pursuant to CareerSource Florida's Administrative Policy #110 and the Consortium Agreement as may be amended, except as lawfully delegated to the Consortium in the Consortium Agreement.

Further the Board may

Exercise emergency powers allowed by law.

B. NOMINATION AND COMPOSITION OF DIRECTORS

Individuals shall be nominated to serve as Directors on the Board in accordance with governing legislation, applicable laws and Consortium and CSBFV procedures. In the event of conflict among different funders, federal funding requirements shall prevail and composition of the Board shall reflect requirements of governing legislation, the Consortium Agreement, and local charter requirements as amended from time to time. Specifically, business representatives shall represent companies with five (5) or more employees and meet all state and federal requirements. The composition of the local board must meet the following criteria:

1. A minimum of 51% business representation
2. No less than 20 percent of the members must be representatives of the workforce within the local area
3. Each local board must include representatives of entities administering education and training activities in the local area,
4. Each local board must include representatives of economic and community development as well as governmental entities that serve the local area.

Documentation supporting the recruitment, vetting and nomination process, including names of nominating organizations and names of all candidates and their qualifications, must be retained for not less than five (5) years. See CareerSource Florida Administrative Policy Number 091 Local Workforce Development Board Composition and Certification.

Elected officials on the Brevard, Flagler, or Volusia CEOs shall not be eligible for appointment to the Board of Directors during their term of office. Consortium members and alternates shall not be eligible for appointment to the Board of Directors.

C. APPOINTMENT OF DIRECTORS

These Bylaws, the governing statutes and legislation, the Consortium Agreement, and policy direction of the Consortium determine the manner in which Directors are nominated and appointed to the Board. All Board member nominees are appointed by the Consortium.

D. MEMBERSHIP ON OTHER COMMITTEES

The Board Chair (or the Executive Director as directed by the Board Chair) shall appoint Directors of the Board to a committee assignment based on Board need and Director interest. With the exception of the Executive Committee, and in accordance with 20 C.F.R. § 679.360(a), "standing committees must include other individuals appointed by the LWDB who are not members of the LWDB...". Only Directors can chair committees. Such non-Board members are not required to file State Financial Disclosures. All Directors or their designated appointee are expected to serve on one committee.

E. TERM OF DIRECTORSHIP

Directors of the Board shall serve two (2) year terms with the exception of the initial new Board as terms will be staggered 50/50 with one (1) year and (2) year terms. LWDB members shall serve staggered terms and may not serve for more than eight (8) consecutive years, unless the member is a representative of a government entity. Service in a term of office in a prior workforce board does not count toward the 8-year limitation. All appointments, reappointments, or revocation of appointment of members to the LWDB shall lie solely with the Consortium and pursuant to the terms of the Consortium Agreement, incorporated herein by reference.

F. CONFLICT OF INTEREST

No Director shall cast a vote, or participate in discussion, relating to any procurement or provision of services by that Director or by any organization that the Director represents or is affiliated. Further, no Director shall vote on any matter which would provide financial benefit to that Director, the Director's employer or members of the Director's immediate family. If the procurement (contract) is with an organization or individual (or relative of an individual) represented on the Board of directors, the contract must be approved as stated at Section 445.007(11), Fla. Stat., including by a two-thirds vote of the Board when a quorum has been established and the Board member who could benefit financially from the transaction must abstain from voting on the contract before the vote.

All such procurements must follow this requirement, except for those where the State Workforce Board has allowed other alternatives to be used.

Each Director is subject to the provisions of the governing legislation and policy direction of the CareerSource Brevard Flagler Volusia funders.

Unless otherwise stated by the State Workforce Board, all multiple year contracts with a Board member or their organization shall be considered approved for all renewal

options as indicated with the initial vote on the contract, excluding any breach or withdrawal from the contract under normal contract terms.

Upon appointment to the Board, each Director shall be required to annually sign a Financial and Organizational Disclosure Statement as required by section 445.007, Fla. Stat. (2023).

G. RESIGNATION

If no longer representing the organization, from which appointed, a Director shall notify the Executive Director and Chair of the Board, in writing. If the Director is representing a new organization that aligns with the prior seat, a nomination may be brought forth to the Consortium for reappointment, and if this does not apply, the Director must resign from the Board. A prospective replacement shall be nominated and approved by the Consortium.

A Director may resign at any time by giving written notice with an effective date to the Consortium, Executive Director and Chair of the Board. The resigning Director may continue to serve on the Board pending nomination and election of his or her replacement. A prospective replacement shall be nominated and approved by the Consortium. Board vacancies occurring for other reasons follow these same rules.

H. REMOVAL FOR CAUSE

The Board may recommend removal of a Director whenever, in its judgment, the best interest of CSBFV would be served. Recommendation of removal shall be affected by two-thirds (2/3) vote of the Directors attending a called meeting for this purpose. The Board will submit its recommendation to the Consortium for consideration. The authority to revoke the appointment of Directors lies with the Consortium. The Consortium may remove a Director with or without recommendation of the Board.

It is expected that all Directors will attend all scheduled Board and relevant committee meetings. Unless otherwise required by statute, Directors who fail to attend a majority of regularly scheduled meetings based on the annual program year may be subject to removal from the Board unless extenuating circumstances are found and reported to the Board and Consortium. At Board meetings, designees of Directors shall not be considered as the Director having been in attendance and cannot exercise a vote.

I. VACANCIES

When vacancies occur on the Board, the Executive Director will notify the Consortium and a replacement shall be nominated and approved by the Consortium.

J. BOARD MEMBER ORIENTATION AND TRAINING

All new Board members, within six months of appointment, will complete a new Board member orientation. In addition, Board members will complete an annual refresher training to remind them of the purpose of their appointment. Training may be offered in-person and/or virtually. Attendance records will be retained and provided to Florida Commerce upon request. New Board members completing the orientation are not required to complete the annual refresher training in the same year they become a new member. See CareerSource Florida Administrative Policy #110 – Local Workforce Development Area Board Governance for minimum training requirements.

ARTICLE V.

MEETINGS

A. NUMBER AND INTERVAL

The Board will hold an annual meeting each calendar year followed by quarterly meetings. The Executive Director determines the date, time and place for the meetings.

B. NOTIFICATION OF MEETINGS

The Executive Director notifies all Directors of scheduled meetings by email at least seven (7) days in advance, special meetings 72 hours prior, specifying the date, time, and location of the meeting and its agenda. The Executive Director develops and the Board Chair reviews and approves the agenda of all meetings of the Board. The Executive Director shall assure that CSBFV properly notices all meetings in compliance with Florida Government in the Sunshine Law.

C. SPECIAL MEETINGS

A special meeting may be called by the Chair, Executive Director or any written request of three Directors in compliance with the Florida Government in the Sunshine Law.

D. PROCEDURES

Business will be conducted to the extent feasible in accordance with Robert's Rules of Order, Newly Revised, as long as they are applicable and not inconsistent with these Bylaws.

E. QUORUM

A quorum is required for all Board of Directors Meetings when conducting official business that requires an action. A majority of the number of active Directors in good standing shall constitute a quorum for the transaction of business at the Board of Directors and Executive Committee meetings. Designees of Directors who are in attendance at any Board or Executive Committee meeting shall not be considered in establishing a quorum, nor shall such Designees exercise a vote. Designees of Directors and non-Board members that serve as members of the Finance, Career Center, Industry Workforce Committees and other Ad Hoc Committees, are considered for a Quorum of such committees.

Directors and Committee members are able to participate via teleconference and will count for the quorum and for voting.

F. RECORD KEEPING

A written record of all Board and Committee meeting will be presented to the Chair for approval and retained permanently. Meeting minutes will include Board members who are present/absent, and record official acts of the Board including the number of votes of members (yeas, nays, and abstentions). Abstentions due to conflict of interest will be recorded, including the name of the abstaining member, and the reason for abstention. Meeting minutes will be made available publicly on CSBFV's website within 15 days of Board approval and remain on the website for two years as of date of posting.

ARTICLE VI.

OFFICERS OF THE BOARD

A. DESCRIPTION OF BOARD OFFICERS

CareerSource Brevard Flager Volusia Officers are:

- Chair
- Vice Chair
- Treasurer
- Past Chair

All officers of the Board shall be elected for a period of one year and can be reappointed to serve for one additional term and may not be nominated to serve in the same office for more than two terms. At the conclusion of the Chair's term, he or she shall serve as immediate Past Chair on the Executive Committee.

B. DUTIES

Duties of the Chair:

The LWDB chair is elected by the members of the LWDB and must be one of the business representatives. The Chair's duties may include but are not limited to:

- a. Presiding at all meetings of the Board and reviewing the agenda for all Board meetings in consultation with the Executive Director;
- b. Making all committee appointments;
- c. Leading the Board to develop a guiding vision that aligns with the state's priorities;
- d. Acting as the lead strategic convener to promote and broker effective relationships between the Consortium and economic development, education, and workforce partners in the local area;
- e. Leading an executive committee to guide the work of the board, and ensure that committees or task forces have necessary leadership and membership to perform the work of the Board;
- f. Leading the agenda setting process for the year and guide meetings to ensure both tactical and strategic work is completed in all meetings
- g. Perform all other duties assigned to the Chair under these Bylaws and Consortium Agreement, and those usually pertaining to the office of the Chair except as otherwise stated herein and in the Consortium Agreement;
- h. Present the Executive Director's annual review to the Consortium.

The chairperson will not be assigned to any Committee other than the leading of the Executive Committee.

Duties of the Vice Chair:

- a. Preside at all meetings of the Board in the absence of the Chair;
- b. Be a member of the Executive Committee;
- c. Assist the Chair, when requested, in the performance of the Chair's duties;
- d. Perform all such other duties usually pertaining to the office of Vice Chair, including acting as the Chair during the absence or disability of the Chair.

Duties of the Treasurer:

- a. Performs the duties incident to the office and other duties as assigned by the Chair and mutually agreed
- b. Serves on the Finance Committee

C. ELECTION OF OFFICERS OF THE BOARD

If a term is ending, at the last regularly scheduled quarterly meeting prior to the end of the fiscal year, the Board shall elect the Chair, the Vice Chair, and the Treasurer from Directors serving from the Business Sector for the next year from a slate of officer candidates presented/recommended by the Executive Committee. Nominations from the floor will be accepted. The Chair conducts the election, counts the votes and announces the results to the Board.

All officers of the Board shall be elected for a period of one year and can be reappointed to serve for one additional term and may not be nominated to serve in the same office for more than two terms. In extenuating circumstances, the Board has the authority, through a majority vote, to modify the term limits of one or more of the officer positions. Officers take office at the first Board meeting following the new fiscal year. If a vacancy occurs, the Executive Committee nominates a Director to fill the vacant seat and the Board votes to approve the individual to fill the remainder of the term, nominations from the floor permitted.

ARTICLE VII. OFFICERS OF CSBFV

A. NUMBER AND DESCRIPTION

The Officers of CSBFV shall be, at a minimum:

Executive Director
Secretary

B. DUTIES

The position of Executive Director of CSBFV for the initial new consolidated region shall be decided in the Counties Interlocal Agreement. For the future position of the Executive Director of CSBFV, the Board shall have the power to consider applicants and, from those, recommend an Executive Director or interim executive director for unanimous approval by the Consortium. The Executive Director will be a full-time employee of CSBFV and not a member of the Board of Directors. The Executive Director will be reviewed annually by the Executive Committee and the Executive Director's salary and bonuses will be proposed by the Executive Committee, and approved by the Consortium, subject to the limitations on the payment of salary and bonuses as described in WIOA sec. 194(15) and 2 CFR § 200.430. The Executive Committee's annual review of the Executive Director will be presented to the Consortium by the Chair of the Board of Directors and, in accordance with the Consortium Agreement, the Consortium shall also conduct regular performance reviews of the Executive Director. Upon unanimous consent, the Consortium shall have the authority to suspend, with or without pay, or remove the Executive Director with or without cause. The Consortium shall provide written notice to the Executive Director of the termination of his or her employment, specifying the date on which employment shall terminate. The Executive Director will be the chief executive officer of CSBFV and will be responsible for the general and active management of the business and affairs of CSBFV, subject to the direction of the Executive Committee, the Board of Directors, and the Consortium, as described herein and in the Consortium Agreement. See CareerSource Florida Administrative Policy #110 – Local Workforce Development Area Board Governance for additional Local Workforce Board Executive Director functions.

In the event the Executive Director of CSBFV is unable to perform his or her duties as assigned by these Bylaws due to absence, illness or other infirmity, the Consortium shall have the authority to designate and appoint an Acting Executive Director to serve in a temporary capacity so long as the Executive Director remains unable or unavailable to perform his or her duties.

The Secretary of CSBFV shall be appointed by the Executive Director with approval of the Executive Committee and shall accurately record all meetings and official proceedings of the Board and serve as custodian of Board records, files, and records of CSBFV. The records of CSBFV shall be maintained at the main corporate offices.

ARTICLE VIII. COMMITTEES

A. STANDING COMMITTEES

The Chair shall appoint members to the Board's committees, according to Board needs and member interest, and as stated herein. With the exception of the Executive Committee, and in accordance with 20 C.F.R. § 679.360(a), "standing committees must include other individuals appointed by the LWDB who are not members of the LWDB. CSBFV will prohibit any LWDB staff from serving as members of a committee or subcommittee.

The standing committees of the Board shall meet quarterly and consist of:

- Executive
- Finance
- Industry Workforce
- Career Center

Additional standing committees will be formed by the Chair of the Board in response to governing legislation and policy direction of Consortium, or the needs of CSBFV.

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the following:

- Chair of the Board
- Vice Chair of the Board
- Treasurer of the Board
- Past Chair of the Board

Chair of any standing committee created in response to governing legislation and policy direction of the Consortium, or the needs of CSBFV.

The Executive Committee shall have the authority to exercise those powers of the Board, which may be lawfully delegated, and consistent with these Bylaws and the Consortium Agreement. The Chair of the Board shall preside over the Executive Committee. A majority of the Executive Committee shall constitute a quorum.

The Executive Committee shall have and may exercise all authority of the Board. The Executive Committee:

- May not remove existing officers or Board Directors or elect new officers (authority to do so is reserved to the Consortium).
- May not adopt, repeal, or amend these Bylaws or Articles of Incorporation (authority to do so is reserved to the Consortium).

- May not amend the budget or adopt programs except when time requirements clearly do not permit action by the full Board or the Consortium, as applicable, without unduly restricting needed services to the constituency it serves. Under those circumstances, in the discretion of the Chair, the Executive Committee may approve or amend the budget, adopt programs and approve contractors for competitively bid funds from federal, state and local governments, from foundations, and from sector sources, but in such cases the Executive Committee shall report its actions and recommendations at the next Board meeting for ratification and, if any changes require Consortium approval (e.g., budget amendments), shall report its actions and recommendation at the next Consortium meeting for ratification. If the change entails funding outside of the following federal funding streams, United States Department of Agriculture, United States Department of Labor or the United States Department of Health and Human Services, the Executive Director will be responsible for notifying the Consortium of the changes so that the Consortium may set a separate meeting as it deems necessary.

The Executive Committee shall meet, with reasonable notice, at the call of the Chair, the Executive Director or upon receipt of written request by any three Directors of the Executive Committee.

FINANCE

The Finance Committee will be chaired by the Director appointed by the Chair of the Board of Directors and will consist of members appointed by the Chair of the Board. The Finance Committee shall include at least one staff member from Brevard County, Flagler County, or Volusia County (or from one of the county's office of the clerk of the circuit court), and such staff member should have pertinent and material grant financial management expertise or experience. The Treasurer can chair this committee, but at a minimum must reside as a member on this committee.

The Finance Committee will review and be responsible for the following:

- 1) Ensuring the CSBFV audit selection process meets the required standards of state and federal policy;
- 2) Ensuring understanding of the Audit report and making sure steps are taken to address any findings;
- 3) Review of all monitoring reports;
- 4) Recommend to the Consortium a tentatively approved budget through Board action;
- 4) Review Finance and budget reports;
- 5) Review any updates to financial policies and procedures ;
- 6) Have the authority to direct any recommendations to the Executive Committee.

INDUSTRY WORKFORCE

The Industry Workforce Committee will be chaired by a Director appointed by the Chair of the Board and will consist of members appointed by the Chair of the Board. The Industry Workforce Committee will identify current and future workforce needs of the business community and create solutions to meet their needs.

CAREER CENTER

The Career Center Committee will be chaired by the Director appointed by the Chair of the Board and will consist of members appointed by the Chair of the Board. The Career Center Committee will work to create a Career Center Model that is one of the top choices for career seekers and businesses in Brevard, Flagler, and Volusia counties by offering quality workforce products and services.

B. AD HOC COMMITTEES

The Chair of the Board may appoint ad hoc committees on an as-needed basis. Any such ad hoc committees shall be chaired by a Director appointed by the Chair. Additionally, working groups may be established by the Board as needed to address specific issues. Working groups shall only have such authority as is delegated by the Board.

ARTICLE IX. FINANCE

A. FISCAL YEAR

The fiscal year of CSBFV shall begin on the first (1st) day of July and end on the thirtieth (30th) day of the month of June of the next calendar year.

B. FINANCIAL ACCOUNTS

All financial records and statements shall be prepared in compliance with generally accepted governmental accounting principles, as required by code or law (see, e.g., 2 CFR Part 200) and with funding program guidelines. The financial records shall comply with all contractual or statutory requirements applicable to CSBFV.

C. NEGOTIABLE INSTRUMENTS

The Chair or the Executive Director (or his or her designee(s), in writing) shall sign all checks, drafts, or other orders for the payment of money and authorize initiation of electronic transfers not requiring signature in accordance with written policy adopted by the Board.

D. CONTRACTS

All contracts of CSBFV shall be executed in accordance with written policy adopted by the Board.

E. LOANS

No loan or evidence of indebtedness or promise to pay (other than regular accounts payable, accrued payroll or compensated absences liabilities) shall be contracted on behalf of CSBFV unless authorized by a resolution of the Consortium. Such authority may be general or specific.

ARTICLE X. AGENTS, CONSULTANTS, PROFESSIONAL SERVICES

Persons or firms other than officers of CSBFV may from time to time be engaged or employed to assist CSBFV in carrying out its programs and purposes.

The Consortium shall approve a process to select general counsel for CSBFV. Designation or change of general counsel shall require unanimous approval by the Consortium. General counsel shall not be considered “staff” for the purpose of Article XI.

ARTICLE XI. STAFF

CSBFV may employ staff necessary to carry out the functions and purposes of CSBFV. The Executive Director shall be solely responsible for the selection, hiring, general management, supervision, termination and separation of all staff.

ARTICLE XII. INVESTMENTS

All investment of funds of CSBFV shall be made in conformance with the written investment policy and such policy, and any amendments thereto, shall be approved by the Finance Committee prior to approval by the Board.

ARTICLE XIII. AUDITS

A. AUDITS BY PUBLIC AGENCIES

The Board shall cause to be made available all books and records of CSBFV for examination as required by governing legislation and policy direction of the Consortium.

ARTICLE XIV. INDEMNIFICATION

A. VOLUNTEER PROTECTION ACT

CSBFV shall indemnify the Directors, officers and employees to the extent permitted by the Florida Volunteer Protection Act.

B. INDEMNIFICATION NOT EXCLUSIVE

The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnification may be entitled, both as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

C. INSURANCE AND OTHER INDEMNIFICATION

The Board shall have the power to purchase and maintain such fidelity and bond insurance on such officers, Directors, staff and on behalf of others, to the extent power to do so has been or may be granted by statute and give other indemnification to the extent not prohibited by statute.

D. Brevard County, Flagler County and Volusia County shall have no indemnification obligations under this Article and expressly retain all rights, benefits, and immunities of sovereign immunity in accordance with common law and the limited waiver pursuant to Section 768.28, Florida Statutes; nothing in these Bylaws may be deemed as a waiver of immunity or of the limits of liability beyond any statutory limited waiver of immunity or limits of liability which may have been or may be adopted by the Florida Legislature.

ARTICLE XV. AMENDMENT OF BYLAWS

These Bylaws may only be altered, amended or repealed by the Consortium pursuant to the terms of the Consortium Agreement. Recommendations for alterations, amendments, or repeal

may be brought by the Board at any meeting of the CSBFV Board after seven (7) days written notice that such action is a stated purpose of the meeting. Alteration, amendment, or repeal recommendation of the Bylaws shall require a majority vote of a quorum of Directors in attendance at the meeting.

ARTICLE XVI. ENACTMENT PROVISION

These Bylaws shall become effective upon approval by a majority vote of the Directors voting therein and final approval of the Consortium.

Nondiscrimination

All actions taken by the Board shall be made without regard to age, sex, race, religion, national origin, political affiliation, marital status, handicap, or other prohibited bases under applicable law.