

**BY-LAWS OF TALLAHASSEE-LEON COUNTY
MINORITY, WOMEN AND SMALL BUSINESS ENTERPRISE (MWSBE)
CITIZEN ADVISORY COMMITTEE**

ARTICLE I - NAME AND AUTHORIZATION

A. NAME

The name of the committee shall be the Tallahassee-Leon County Minority, Women, and Small Business Enterprise Citizen Advisory Committee, herein after referred to as the "Committee".

B. AUTHORIZATION

The Committee exists by authority of the Tallahassee City Commission and the Leon County Board of County Commissioners and the Intergovernmental Agency, and may be modified or abolished by action of the Intergovernmental Agency.

ARTICLE II - PURPOSE AND FUNCTION

A. PURPOSE

The Committee is established to provide for citizen comments and views on the Office of Economic Vitality's Minority, Women, and Small Business Enterprise Division, and to serve in an advisory capacity to the MWSBE Division on matters related to the Minority, Women, and Small Business Enterprise Program.

B. FUNCTION

The functions to be performed by the Committee shall be:

1. Advise the Intergovernmental Agency on matters referenced to the Minority Business Enterprise Program.
2. Monitor the overall progress of MWSBE Program activities.
3. Review and comment on amendment(s) to the MWSBE Program that require approval by the Intergovernmental Agency.
4. Carry out other tasks as requested by the Intergovernmental Agency.
5. Conduct hearings in review of denial of certification requests and good faith effort hearings, as the final step in the appeal process.
6. Recommend policy alternatives.

ARTICLE III - MEMBERSHIP

A. MEMBERS

The Committee shall be comprised of eleven (11) members, four (4) appointed by the City Commission, four (4) appointed by Board of County Commissioners and one (1) appointee

representing each of the following Chambers of Commerce—Big Bend Minority Chamber of Commerce, Capital City Chamber of Commerce and the Greater Tallahassee Chamber of Commerce, with each member having full voting membership. The eleven (11) members shall be appointed on an at-large basis to provide representation of interested and effected individuals from throughout the City of Tallahassee and Leon County. Members will be selected without regard to race, creed, national origin, age, sex or the presence of a disability. As much as possible, the Committee will be made up of an equitable representation of City and County residents based on race and sex according to the demographic ratio of the City. In consideration of the Americans with Disabilities Act, efforts should be made to include members with disabilities. The expertise of the membership shall also include individuals with Architectural and Engineering backgrounds.

B. ELIGIBILITY

1. All members of the Committee shall be residents of the City of Tallahassee or Leon County or Leon County and City of Tallahassee property owners and also an owner of a business within the City of Tallahassee or Leon County's local market area. Two (2) members shall have expertise in the fields of Architecture, Construction and/or Engineering.

C. APPOINTMENTS

1. Members shall be appointed for a two-year term. Members shall not serve more than three full consecutive terms. Vacancies are filled for the remainder of the unexpired term.
2. It is the responsibility of the MWSBE Division to ensure an appointment is recommended to the respective Commission immediately upon notification of a vacancy.

D. VACANCIES

1. A member's position shall become vacant when:
 - a. a member is absent from 33% percent of the regularly scheduled meetings in a given calendar year, regardless if such absence is excused or unexpected. All absences will be duly recorded in the meeting minutes. Absences from emergency or special called meetings will not be recorded against a member in calculating the percent of absences. Special exceptions on the removal of members for absences may be made by the Chairperson of the Committee when the absences are due to health or time-limited extenuating circumstances and the absences do not affect the ability of the Committee to maintain a quorum, or
 - b. when a member no longer meets eligibility requirements, or
 - c. when a member's term expires, or
 - d. when a member resigns.
2. The MWSBE Division's staff shall immediately, upon receipt of a resignation or when advised of a vacancy, notify the appropriate agency with the appropriate government or Chamber of Commerce.
3. Should a resignation be submitted, staff will immediately notify the Chair.

ARTICLE IV - ORGANIZATION

A. OFFICERS

1. The Committee shall elect from its members a Chair and Vice-Chair.
2. Officers shall be elected for a term of one (1) year at the October meeting and shall assume office beginning immediately following the October meeting.

B. QUORUM

A majority of the Committee shall constitute a quorum to hold a meeting or take any action.

C. VOTING RIGHTS

Each member shall be entitled to one (1) vote and shall cast that vote on each item submitted. Proxy votes and absentee ballots shall not be permitted. Members shall only abstain from a vote when there is a valid conflict of interest addressed to the Committee.

ARTICLE V - OFFICERS AND DUTIES

A. CHAIR

1. The Chair shall appoint chairs of committees, as required by the Advisory Committee.
2. It is the Chair's responsibility to ensure compliance with the bylaws. The Chair will notify members of removal from the Committee for noncompliance. Specific questions of conflict of interest will be addressed by the City Attorney or designee.
3. The Chair may approve special exception on the removal of members for absences at regularly scheduled meetings when the absences are due to health or time-limited extenuating circumstances and the absences do not affect the ability of the Committee to maintain a quorum.

B. VICE-CHAIR

The Vice-Chair shall perform the duties in the absence of the chair.

C. REMOVAL

When an officer has been absent or has not performed the duties of that office for three consecutive meetings, that officer may be removed from office by the Committee with a majority vote at a regularly scheduled meeting.

ARTICLE VI - COMMITTEE OPERATIONS

- A. The Committee shall have no authority other than as stipulated by the bylaws and approved by the Intergovernmental Agency.
- B. The Committee will meet routinely based upon a meeting schedule determined by MWSBE Division staff which will be provided to the respective agency of each government entity and Chamber of Commerce. The meeting date may be changed in advance by staff through various methods including mail, phone or email to Committee members. Special meetings may be called by the staff or by a majority of the Committee members.

- C. All meetings will be open to the public. For advertising purposes, the MWSBE Division staff will provide to the Public Information Officer, for the City and the County and IA, a schedule of their meetings and will ensure agendas and minutes are available to the public in accordance with the State Sunshine Laws.
- D. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII - STAFF SERVICES

- A. The MWSBE Division shall act as the liaison for the Committee with the Intergovernmental Agency. The MWSBE Division will provide staff services to the Committee. Staff services will include:
 - 1. Providing a schedule of meetings to the Public Information Office and Committee members, arranging meeting locations; maintaining summary minutes of the meetings; preparing and distributing appropriate information related to the meeting agenda
 - 2. Informing the Committee of events, activities, policies, programs, etc. occurring within the scope of the Committee's function and informing the Committee of all City Commission or department requests for information or assistance.
 - 3. Ensuring the Treasurer Clerk's Office- Administration and Board of County Commissioners County Administration is informed of all vacancies, expired terms, changes in officers, or any other changes to the Committee and that all requests for review of applications by the Committee and any subsequent recommendations by the Committee or staff are returned in a timely manner to the respective governments to facilitate the appointment process.
 - 4. The responsibility for the continuous flow of information to the appropriate appointed official including providing reports, actions, and recommendations of the Committee and notification of noncompliance by the board or chair with the bylaws or statutes.
 - 5. The responsibility for ensuring information provided by the Committee to the City Commission and the County Commission or Intergovernmental Agency for review is appropriately agendaed for the respective meetings.
- B. A formal, standard orientation program will be provided by staff to all new members. The program will address, but not be limited to, the bylaws, conflict of interest, the Florida Sunshine Law, ethics violations, and stress the legal obligations and responsibilities. Staff will ensure responses are provided to any concerns the new members may have regarding the duties and responsibilities of the Committee and the members.

ARTICLE VIII. - BYLAWS AND EFFECTIVE DATE

Any changes to the bylaws will be reviewed and approved by the Committee and the Intergovernmental Agency and filed with the Office of Economic Vitality's MWSBE Office.

*Approved by the Board of County Commissioners on February 7, 2017
and the City Commission on February 22, 2017.*