



AMENDED & RESTATED BYLAWS OF THE
MIAMI-DADE COUNTY EXPRESSWAY AUTHORITY (MDX)
AS OF DECEMBER 14, 2010

ARTICLE I - THE AUTHORITY

1.1 NAME OF THE AUTHORITY

The name of the Authority shall be “Miami-Dade County Expressway Authority.” The Authority shall do business under the names “Miami-Dade Expressway Authority” and/or “MDX.” The Authority shall in its discretion use either of the above names separately or in any combination thereof.

1.2 SEAL OF THE AUTHORITY

The seal of the Authority shall be in the form of a circle and shall bear the name of the Authority and the words “Miami-Dade County, Florida.”

1.3 OFFICE OF THE AUTHORITY

The office of the Authority shall be located at 3790 NW 21st Street, Miami, Florida.

1.4 GOVERNANCE OF THE AUTHORITY

The powers of the Authority shall be vested in the members thereof, who shall comprise its governing body (the “Governing Board”). The Governing Board shall consist of up to thirteen (13) members. All members of the Governing Board shall be voting members. Seven members shall be appointed by the governing body of Miami-Dade County, Florida. At the discretion of the governing body of Miami-Dade County, up to two of the members appointed by the governing body of Miami-Dade County may be elected officials residing in Miami-Dade County. Five members shall be appointed by the Governor of the State of Florida. One member shall be the District Secretary of State of Florida Department of Transportation - District VI. This member shall be an ex officio voting member of the Authority. Except for the District Secretary of the State of Florida Department of Transportation - District VI, all members must be residents of Miami-Dade County, Florida. Members of the Authority are entitled to receive from the Authority their travel and other necessary expenses incurred in connection with the business of the Authority as provided by law, but they may not draw salaries or other compensation. Upon appointment of a member to the Governing Board, the Secretary of the Authority shall require such member to certify in writing that such member has been provided a copy of these Bylaws.

1.5 GENERAL POWERS AND DELEGATION OF AUTHORITY

The Governing Board shall be the policy making entity of the Authority. Except as provided by Part I of Chapter 348, Florida Statutes, as amended, and as otherwise prescribed from time to time by applicable law, the power of the Authority shall be exercised by or under the authority of, and the business and affairs of the Authority shall be managed under the direction of the Governing Board. The officers and staff of the Authority shall be responsible for carrying out the policies established by the Governing Board and for the day-to-day management of the Authority.



MIAMI-DADE EXPRESSWAY AUTHORITY

Except as otherwise set forth in Article VI of these Bylaws with regard to retention by the Governing Board of the Executive Director and the General Counsel and approval by the Governing Board of the appointment by the Executive Director of the Deputy Executive Director, the Governing Board shall have no power to hire or terminate any employee of the Authority (all such power being reserved exclusively to the Executive Director) and shall take no role in the process for hiring, terminating or evaluating individual employees (other than the Executive Director and the General Counsel), unless requested to do so by the Executive Director. The Authority may delegate to one or more of its officers, agents or employees such of its power as it deems appropriate to carry out its purposes.

No member of the Governing Board nor any member of the staff of the Authority nor any consultant to the Authority may make any representation to any third party as to the position or policy of the Authority with respect to any issue or matter unless such position or policy has been approved or authorized by previous action of the Governing Board.

Neither members of the Governing Board nor any member of the staff of the Authority nor any consultant to the Authority may negotiate any matter, issue or contract on behalf of the Authority unless previously the Governing Board shall have delegated authority to such person to undertake such negotiation.

No member of the Governing Board or any member of the staff of the Authority nor any consultant to the Authority may utilize letterhead, logos or other symbols utilized by MDX in the conduct of its official business unless such utilization is consistent with positions or policies that have been approved or authorized by previous action of the Governing Board.

ARTICLE II - PURPOSES AND POWERS

2.1 PURPOSES

The purposes of the Authority shall be as prescribed by Part I of Chapter 348, Florida Statutes, as amended, and as otherwise prescribed from time to time by applicable law.

2.2 POWERS

The powers of the Authority shall be as prescribed by Part I of Chapter 348, Florida Statutes, as amended, and as otherwise prescribed from time to time by applicable law.

ARTICLE III – OFFICERS AND ELECTIONS

3.1 OFFICERS GENERALLY

The Authority shall elect from among its members a Chair (the “Chair”), a Vice Chair (the “Vice Chair”) and a Treasurer (the “Treasurer”), and shall elect a Secretary (the “Secretary”) and not less than one Assistant Secretary (each, an “Assistant Secretary”), who need not be members of the Authority (each, an “Officer”). The incumbent Chair, Vice Chair, Treasurer, Secretary and Assistant Secretary immediately prior to the effective date of these Bylaws shall continue to hold such offices upon and after such effective date.



Upon not less than a two-thirds vote of the members of the Governing Board then serving at a properly noticed and convened meeting of the Governing Board specifically finding that an Officer has committed misconduct, malfeasance, misfeasance, or nonfeasance in office (such terms being used with the intent that they have the same meanings as when used in the Florida Expressway Authority Act, Florida Statutes, Ch. 348, Part I, as amended) or has violated his or her obligations under these Bylaws, such Officer may be censured, reprimanded or removed from office, again, upon not less than a two-thirds vote of the members of the Governing Board then serving. Upon such a vote for the removal of such Officer, an Officer shall be removed from his or her office with immediate effect. Upon any such removal of an Officer, the Officer presiding over the meeting shall seek nominations for the office from which the Officer has been removed and the Authority shall thereupon fill the Officer vacancy for the remainder of the then current term of the office in question. Upon the occurrence of any other vacancy in office, the presiding Officer at the next properly noticed and convened meeting of the Governing Board after the occurrence of such vacancy shall seek nominations for the vacant office and the Governing Board shall thereupon elect an Officer to fill such vacancy for the remainder of the then current term of office.

3.2 CHAIR

The Chair shall call, and preside at, all meetings of the Authority, shall be interested in all affairs of the Authority and shall be an *ex officio* voting member of all standing committees. In addition to other authorizations made by resolution of the Authority, the Chair may sign all contracts, deeds and other instruments made by the Authority. At each meeting of the Authority, the Chair shall submit such recommendations as he or she may consider proper concerning the business, affairs and policies of the Authority.

3.3 VICE CHAIR

The Vice Chair shall perform the duties and exercise the powers of the Chair in the absence or incapacity of the Chair. In case of the resignation, removal or death of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair until such time as the Authority shall elect a new Chair. The Vice Chair shall be an *ex officio* voting member of all standing committees. In addition to the Chair and to other authorizations made by resolution of the Authority, the Vice Chair may sign all contracts, deeds and other instruments made by the Authority. The Vice Chair shall also perform such other duties and exercise such other powers as the Authority may from time to time delegate to the Vice Chair.

3.4 CHAIR PRO TEM

In the absence or incapacity of the Chair and Vice Chair, the members of the Authority in attendance at any meeting where a quorum is present may elect a Chair Pro tem for the purpose of presiding at such meeting, and the Chair Pro tem shall perform the duties of the Chair solely for the purpose of conducting such meeting.



3.5 SECRETARY

The Secretary shall be the custodian of the permanent records of the Authority. As part of the permanent records of the Authority, the Secretary shall accurately keep all the minutes of the meetings of the Authority and its committees and such other records of the official business of the Authority as the Authority shall require. Except as may be otherwise provided by resolution of the Authority, the Secretary shall have the power to attest the seal of the Authority, but neither application of the seal of the Authority nor attestation of the seal by the Secretary shall be necessary to the effectiveness of any contract, deed or other instrument made by the Authority.

3.6 ASSISTANT SECRETARY

The Authority may appoint one or more assistant secretaries to perform the duties of the Secretary in the absence or incapacity of the Secretary.

3.7 TREASURER

The Treasurer shall have responsibility for all operating funds of the Authority. The Authority may assign to qualified employees or agents of the Authority responsibility for the receipt, disbursement, safeguarding and investment of Authority funds under the general supervision of the Treasurer. The Treasurer shall also serve as a member and chair of the Budget and Finance Committee. Except as otherwise directed by resolution of the Authority, the Treasurer may sign all contracts, deeds and other instruments made by the Authority.

3.8 VACANCIES

Should any of the elective offices held by members of the Authority become vacant, the members shall elect a successor at the earliest practicable opportunity. If any officer of the Authority shall vacate membership on the Governing Board, such member shall be deemed to have also vacated his or her position as Governing Board officer.

3.9 TEAMFL REPRESENTATIVE.

The Chair, in his or her discretion, shall select himself, herself or another member of the Governing Board as the representative of the Authority to Transportation and Expressway Membership of Florida (TEAMFL).

3.10 ELECTIONS

The Officers shall be elected annually by the Governing Board at the last meeting of the Governing Board that proceeds July 1st, with the terms of such Officers to commence on July 1st and to extend through the next succeeding June 30th. Such meeting shall be a regular meeting of the Authority or a special meeting called for that purpose in accordance with Section 4.5 of the Bylaws. The presiding Officer at such meeting shall call upon the General Counsel or Board Counsel as defined herein to preside over the conduct of such election. Each officer of the Authority shall hold office until a successor has been duly elected unless an earlier resignation, removal from office or death occurs. Any member may nominate himself or herself or any other member (or, in the case of the Secretary or Assistant Secretary, any other person) for the Officer positions.



However, no Member may be elected to an Authority office, except for the offices of Secretary and Assistant Secretary, for more than two consecutive terms. Notwithstanding the foregoing, this limitation on terms shall not be retroactive in application and will operate prospectively only for elections held after June 30, 2010. Each office nomination shall require a second. Subject to the requirements of applicable law, any nominee may speak in support of his or her candidacy or distribute written information regarding his or her candidacy prior to a vote being taken to fill the office in question.

ARTICLE IV - AUTHORITY MEETINGS

4.1 MEETINGS GENERALLY

Meetings shall be either regular, special or emergency. Notice of all meetings shall be given in the manner required by applicable law. Public access to all meetings shall be afforded in the manner required by applicable law, and when not inconsistent therewith, the provisions of Sections 4.4, 4.6 and 4.8 of these Bylaws. The Chair shall call all meetings in its discretion, except that the Chair shall be required to call a special meeting if requested to do so in a writing executed by not less than a majority of the members. The Chair shall determine the time and place of all meetings. In the absence or incapacity of the Chair, the Vice Chair may call meetings in the same manner as the Chair may call meetings in accordance with these Bylaws. To the extent not inconsistent with these Bylaws or with applicable law, all meetings shall be conducted in accordance with Roberts Rules of Order Newly Revised. All voting shall be by voice or roll call vote, at the discretion of the Chair, unless a member shall require a roll call, in which case the Chair shall require that the roll be called and the vote of each member entered in the minutes.

4.2 REGULAR MEETINGS

Regular meetings shall be held monthly, except that the Chair may determine not to hold a regular meeting in any particular month if he or she determines that it is unlikely that a quorum of the members will be available during that month or that the business and affairs of the Authority will not be affected adversely if no such meeting is held. Prior to the commencement of each fiscal year, the Chair shall develop, with the assistance of the Executive Director, and shall distribute to the Authority a schedule of all regular meetings to be held by the Authority in the coming fiscal year. Notwithstanding the foregoing, in the event that a regular meeting is not held during a particular month, a regular meeting shall be held during the next month.

4.3 REGULAR MEETING AGENDAS

The preliminary agenda of regular meetings shall be prepared and distributed by the Executive Director, subject to approval by the Chair, and shall include the following items: call to order, roll call, special presentations, approval of minutes, Executive Director's report, General Counsel's report, Board Counsel's report, MPO Representative's report, Treasurer's report, committee reports, action items, discussion items, Chair's comments, informational items, announcements and adjournment. Committee reports shall be included as informational items and shall not be subject to discussion at a regular meeting unless requested by a member.



Upon request of a member, discussion of committee reports may be undertaken prior to consideration of action items. Routine action items, including, without limitation, travel approvals and condemnation resolutions, may be taken up together without discussion as consent matters. Additionally, upon the recommendation of the Executive Director, a committee that has endorsed an action item for approval by the Authority may direct that such action item be taken up as a consent matter. A member may require a consent matter to be removed from the consent matters and taken up for discussion. Each member of the Authority, the Executive Director, General Counsel or Board Counsel may place an item on the agenda for discussion or action. A copy of the preliminary agenda of regular meetings and of each item upon which action is to be taken, including the text of each proposed resolution of the Authority, shall be furnished to each member of the Authority not less than seven (7) calendar days prior to the regular meeting at which a vote is to be taken thereon. A member may require an action item to be tabled if the provisions of the preceding sentence have not been complied with. Unless a member requires that an action item be so tabled before the Authority takes action thereon, such non-compliance shall be deemed waived.

4.4 NOTICE OF REGULAR MEETINGS

The Authority shall give at least seven (7) days' public notice of any regular meeting by posting such notice in the office of the Authority and on the Authority's website or in such publications as may be otherwise designated from time to time by resolution of the Authority. Each such notice shall state the date, time and place of the regular meeting and the address where interested persons may obtain a copy of the preliminary agenda for such regular meeting. In addition, a copy of the preliminary agenda for such meeting shall be made available at the office of the Authority not less than seven (7) days prior to such regular meeting. The failure of a member of the Authority to receive any such notice properly given shall not affect the legality of a meeting if a quorum is in attendance.

4.5 SPECIAL MEETINGS

Business transacted at a special meeting shall be limited to the business designated in the call of the meeting unless all of the members of the Authority shall be present at such special meeting, in which event any and all business of the Authority may be transacted at such special meeting.

4.6 NOTICE OF SPECIAL MEETINGS

The Authority shall give at least three (3) day's public notice of any special meeting by posting such notice in the office of the Authority and on the Authority's website and/or in such other location or locations as the Chair shall determine to be appropriate or in such publications as may be otherwise designated from time to time by resolution of the Authority. Such notice shall also be delivered to the home or business address of each member of the Authority not less than forty-eight (48) hours prior to such special meeting. Each such notice shall state the date, time and place of the special meeting and the purpose for which such special meeting has been called. The failure of a member of the Authority to receive any such notice properly delivered shall not affect the legality of a special meeting if a quorum is in attendance.



4.7 EMERGENCY MEETINGS

Business transacted at an emergency meeting shall be limited to the business designated in the call of the meeting, which business shall be on account of any emergency. An “emergency” is defined as any situation that may constitute an immediate danger to the public health, safety or welfare and that requires immediate consideration by the Authority.

4.8 NOTICE OF EMERGENCY MEETINGS

The Authority shall give at least twelve (12) hours’ public notice of any emergency meeting by posting such notice the Authority’s website; the office of the Authority; and/or in such other location or locations and/or by such other method or methods as the Chair shall determine to be appropriate. Such notice shall also be delivered to the home or business address of each member of the Board not less than twelve (12) hours prior to such emergency meeting. Each such notice shall state the date, time and place of the emergency meeting and the purpose for which such emergency meeting has been called. The failure of a member of the Board to receive any such notice properly delivered shall not affect the legality of an emergency meeting if a quorum is in attendance.

4.9 QUORUM

A simple majority of the Governing Board shall constitute a quorum, and, except as may be otherwise required by these Bylaws or by law, the vote of a majority of those members present is necessary for the Authority to take any action. A vacancy on the Authority shall not impair the right of a quorum of the Authority to exercise all of the rights and perform all of the duties of the Authority.

4.10 MEETINGS CONDUCTED BY COMMUNICATIONS MEDIA TECHNOLOGY

The Authority may conduct a regular, special or emergency meeting by using the electronic transmission of audio or video, hereinafter referred to as “Communications Media Technology.” Prior to the conduct of a meeting by Communications Media Technology, notice of the meeting shall be given as otherwise required by these Bylaws and by applicable law, except that such notice shall plainly state that the meeting is to be conducted by means of or in conjunction with Communications Media Technology and shall identify the specific type of Communications Media Technology to be used. The notice shall also describe how interested persons may attend and shall contain the address or addresses of all designated places where a person interested in attending the meeting may go for purposes of attending the meeting. The places so designated in the notice shall be open to the public during the meeting. If during the course of a meeting held by Communications Media Technology, technical problems develop with the Communications Media Technology that prevent interested persons from attending the meeting, the meeting shall be recessed until such problems have been corrected. Governing Board members may attend no more than two Governing Board meetings per fiscal year via Communications Media Technology. Governing Board members also shall be permitted to participate in the election of Officers via Communications Media Technology and votes may be transmitted by voice or to the Secretary by e-mail or facsimile transmission.



When votes are cast by electronic means, including when Members appear by telephone, the Secretary shall conduct a roll call of the vote in order that the vote record is clear and properly preserved. In addition, Governing Board members may participate in any regular or special Governing Board meeting via Communications Media Technology while they are en route to such meeting. In all instances where Governing Board members are permitted to attend or participate in Governing Board meetings via Communications Technology as set forth in this Section, Governing Board members so attending or participating shall be counted toward a quorum. In all other instances Governing Board members shall be physically present at Governing Board meetings in order to be counted toward a quorum.

ARTICLE V - COMMITTEES

5.1 COMMITTEES GENERALLY

Committees of the Authority shall be standing or special. The standing committees are described in Section 5.4 of these Bylaws. The Chair may create or dissolve one or more special committees from time to time at his or her discretion. The Chair shall appoint members to standing committees in his or her discretion and shall designate from among the members of each standing committee a committee chair and committee vice chair. Notwithstanding the foregoing, the Treasurer shall serve as a member and chair of the Budget and Finance Committee. The Chair and Vice Chair shall each serve as ex officio members of each standing committee, with full voting power. The presence of the Chair or Vice Chair at a meeting of a standing committee shall count toward a quorum of the committee. The Chair shall appoint members to special committees in his or her discretion and shall designate from among the members of each special committee a committee chair. Committee membership shall be limited to members of the Authority. The Secretary of the Authority shall act as secretary to each committee. Standing committees shall have the powers set forth in these Bylaws and as otherwise conferred by the Authority. Without limiting the foregoing, standing committees shall have all decision-making authority with respect to all procurement matters within their purview, as described more particularly in Section 5.4 below, except with regard to the final ranking of proposers, the final award of contracts to proposers and the amendment, renewal or extension of such contracts, where decision-making authority shall reside in the Governing Board and except with regard to change orders, task authorizations, supplemental agreements and similar matters, which shall be subject to the terms and provisions of the then current Procurement Policy of the Authority. Special committees shall have the powers conferred by the Authority. Committees shall investigate and report on matters within their jurisdiction either at the request of the Authority, the Chair, or the Executive Director or on their own initiative. Committees may make recommendations for Authority action.

5.2 COMMITTEE CHAIRS

Each committee chair shall call, and preside at, all meetings of the committee that he or she chairs and shall be interested in all affairs of the committee. At each meeting of the committee, the committee chair shall submit such recommendations as he or she may consider proper concerning the business, affairs and policies of the committee.

At each meeting of the Authority, the committee chair shall report to the Authority on the activities of the committee that have occurred since the immediately preceding meeting of the Authority.

5.3 COMMITTEE VICE CHAIRS

Each committee vice chair shall perform the duties and exercise the powers of the committee chair in the absence or incapacity of the committee chair. In case of the resignation, removal or death of the committee chair, the committee vice chair shall perform the duties and exercise the powers until such time as a new committee chair is selected in the manner set forth in Section 5.1 of these Bylaws.

5.4 STANDING COMMITTEES

The standing committees of the Authority shall be as follows:

(a) **BUDGET AND FINANCE COMMITTEE.** The Budget and Finance Committee shall review: (i) short, intermediate and long range financial plans of the Authority, (ii) proposed financing for acquisitions, programs and projects and all other arrangements requiring significant capital commitments by the Authority, (iii) procurement of new and retention of current service providers, including without limitation, accounting and auditing services, banking services, financial advisory services and investment banking services, (iv) proposed imposition of or revisions to Authority tolls, and (v) proposed Authority budgets, and significant amendments thereto. The Budget and Finance Committee shall also act as the Audit Committee of the Authority. The Committee shall serve as an avenue of communication for the independent auditors to convey their findings and conclusions. The Audit Committee shall be responsible for reviewing the annual Audited Financial Statements of the Authority and for recommending to the Governing Board any and all actions needed to address any issue raised by the Auditors in their report to management. From among the members of the Budget and Finance Committee, the Board Chair shall designate not less than three members to serve as a subcommittee on Innovative Financing. The subcommittee on Innovative Financing shall review: Public Private Partnership (P3) funding opportunities; Public Private Public Partnership (P4) funding opportunities; unsolicited funding proposals; and all other innovative finance opportunities to maximize and leverage Authority projects and initiatives. From time to time the subcommittee shall make such recommendations to the Budget and Finance Committee on matters within its purview as it shall deem appropriate.

(b) **POLICY AND PLANNING.** The Policy and Planning Committee shall review: (i) short, intermediate and long range development plans of the Authority and matters regarding the work program of the Authority, (ii) personnel policies, including those relating to employee pensions, benefits and compensation, (iii) policies related to diversity among Authority employees and service providers, (iv) proposed revisions to these Bylaws, and (v) procurement of new and retention of current service providers, including without limitation, legal services.



(c) **OPERATIONS.** The Operations Committee shall review: (i) procurement of new and retention of current service providers other than those under the purview of the Budget and Finance Committee, the Policy & Planning Committee, and the Inter-Governmental and Public Communications Committee, including without limitation, insurance consulting services, and engineering services, (ii) matters regarding public-public and public-private partnering arrangements, (iii) matters regarding procurement, operation and maintenance of Authority right-of-way, roadways and other facilities and equipment, including without limitation, intelligent transportation systems, aesthetic enhancements, and roadside assistance programs, (iv) matters regarding safety, and (v) the implementation of the work program of the Authority. In addition, the Operations Committee shall oversee and direct: (i) all real property and right of way acquisitions by MDX, (ii) the entire property acquisition process, (iii) procurement of new and retention of current service providers including without limitation, legal, appraisal, environmental, title, accounting and business damages, right of way consultants, expert witnesses, real estate advisory services, marketing services and such other services, skills and consultants as the Operations Committee may determine from time to time to be desirable or necessary in the property acquisition process, (iv) review and management of the property acquisition budget and schedule, (v) authority delegated to the Executive Director and the Operations Committee with regard to property acquisitions by the Governing Board from time to time; and (vi) the functions set forth from time to time in the Authority's Property Acquisition and Eminent Domain Policy & Procedures Manual. Whenever the Operations Committee shall consider any of the matters set forth in the preceding sentence, a representative of the Finance Department of the Authority, a representative of the general engineering consultant of the Authority performing the functions of a property acquisition coordinator and General Counsel shall be present.

(d) **INTER-GOVERNMENTAL AND PUBLIC COMMUNICATIONS.** The Inter-Governmental and Public Communications Committee shall: (i) review relations between the Authority and other governmental units; (ii) review procurement of new and retention of current service providers, including without limitation, government relations and communications services; (iii) review the yearly legislative and administrative agenda of the Authority at the local, state, and federal level; (iv) provide overall guidance regarding policy and budgetary concerns pertaining to public communication efforts ; and (v) provide a forum for discussion of a broad-based intense public communication program vital to the success of the Authority.

(e) **EXECUTIVE.** The Vice Chair shall be the chair of the Executive Committee. The Treasurer shall be the vice chair of the Executive Committee. The remaining members of the Executive Committee shall be the chairs of each of the standing committees described in this Section 5.4, plus the District Secretary of Florida Department of Transportation District Six, who shall be an ex officio member of the Executive Committee. The Executive Committee shall carry out the responsibilities assigned to it under Section 3.2 of these Bylaws and shall review such other matters as shall be referred to it by the Chair or by the Authority through a written resolution of the Governing Board. With respect to matters referred to it by the Chair, the power of the Executive Committee shall be limited to making



recommendations to the Authority. With respect to matters referred to it by the Authority through a written resolution of the Governing Board, the Executive Committee shall have the power to make recommendations to the Authority, as well as such additional powers as shall have been delegated to it in such resolution.

5.5 COMMITTEE MEETINGS GENERALLY

Committee meetings shall be either regular or special. Notice of all committee meetings shall be given in the manner required by applicable law. Public access to all meetings shall be afforded in the manner required by applicable law, and when not inconsistent herewith, the provisions of Sections 5.8 and 5.10 of these Bylaws. The committee chair shall call all meetings in its discretion, except that the committee chair shall be required to call a special meeting if requested to do so in a writing executed by not less than a majority of the members of the committee. The committee chair shall determine the time and place of all meetings. To the extent not inconsistent with these Bylaws or with applicable law, all meetings shall be conducted in accordance with Roberts Rules of Order Newly Revised. All voting shall be by voice or roll call vote, at the discretion of the committee chair, unless a member shall require a roll call, in which case the committee chair shall require that the roll be called and the vote of each member entered in the minutes.

5.6 REGULAR MEETINGS

Except as provided below, regular meetings of standing committees shall be held at the following intervals:

- (i) Operations Committee: every month;
- (ii) Budget and Finance Committee: every month;
- (iii) Inter-Governmental and Public Communications Committee, Policy and Planning Committee: as needed at the request of the Chair of the Committee or the Chair of the Governing Board, but not less than once per calendar quarter of each fiscal year; and
- (iv) Executive Committee; as necessary.

Regular meetings of special committees shall be held with such frequency as the Authority shall determine. The committee chair of each committee may determine not to hold a regular meeting if he or she determines that it is unlikely that a quorum of the members will be available at any time during the period when such meeting is otherwise required to be held or that the business and affairs of the committee and the Authority will not be affected adversely if no such meeting is held. In addition to the foregoing, on or before the 30th day prior to the approval of the annual budget of the Authority, the Inter-Governmental and Public Communications Committee shall hold a workshop to consider the public communications and marketing program for the Authority for the upcoming fiscal year and to make recommendations for the same for Authority approval. Such workshop may be held as part of a regular meeting of the Inter-Governmental and Public Communications Committee.



Prior to the commencement of each fiscal year, the chair of each standing committee shall develop, with the assistance of the Executive Director, and shall distribute to the Authority a schedule of all regular meetings to be held by such committee in the coming fiscal year.

5.7 REGULAR COMMITTEE MEETING AGENDAS

The preliminary agenda of regular committee meetings shall be prepared and distributed by the Executive Director, subject to approval by the committee chair. Each committee member, the Executive Director, or General Counsel may place an item on the committee agenda for discussion or action. A copy of the preliminary agenda of regular committee meetings and a copy of each item upon which action is to be taken, including the text of each resolution proposed for recommendation to the Authority, shall be furnished to each committee member not less than five (5) calendar days prior to the regular committee meeting at which a vote is to be taken thereon. A committee member may require an action item to be tabled if the provisions of the preceding sentence have not been complied with. Unless a committee member requires that an action item be so tabled before the committee takes action thereon, such non-compliance shall be deemed waived.

5.8. NOTICE OF REGULAR COMMITTEE MEETINGS

The Authority shall give at least five (5) days' public notice of any regular committee meeting by posting such notice in the office of the Authority and in such other location or locations as the committee chair shall determine to be appropriate. Each such notice shall state the date, time and place of the regular committee meeting and the address where interested persons may obtain a copy of the preliminary agenda for such regular committee meeting. A copy of the preliminary agenda for each regular committee meeting shall be made available at the office of the Authority not less than (5) days prior to such regular committee meeting. The failure of a member of the Authority to receive any such notice properly given shall not affect the legality of a special committee meeting if a quorum is in attendance.

5.9 SPECIAL MEETINGS OF COMMITTEES

Business transacted at a special meeting of a committee shall be limited to the business designated in the call of the meeting unless all of the members of the committee shall be present at such special meeting, in which event any and all business of the committee may be transacted at such special meeting.

5.10 NOTICE OF SPECIAL MEETINGS OF COMMITTEES

The Authority shall give at least one (1) day's public notice of any special meeting of a committee by posting such notice in the office of the Authority and/or in such other location or locations as the committee chair shall determine to be appropriate. Such notice shall also be delivered to the home or business address of each member of the committee not less than twenty-four (24) hours prior to such special meeting of the committee. Each such notice shall state the date, time and place of the special meeting and the purpose for which such special meeting of the committee has been called. The failure of a member of the Authority to receive any such notice properly delivered shall not affect the legality of a special meeting if a quorum is in attendance.



5.11 COMMITTEE QUORUM

The quorum for committee meetings shall be a number equal to a simple majority of the regular members of the committee. Ex-officio members in attendance at the committee meeting shall count toward a quorum, provided however, that at least one regular member of the committee shall be necessary for a quorum. The vote of a majority of those regular and ex officio members present is necessary for the committee to take any action. A vacancy on the committee shall not impair the right of a quorum of the committee to exercise all of the rights and perform all of the duties of the committee. In the event that a committee meeting has been duly noticed in accordance with the requirements of these Bylaws, but a quorum is not attained for such meeting: (i) those members of the committee who are present may convene a meeting solely for the purposes of discussing items on the agenda for such committee meeting, but may not take action with respect to any matter; and (ii) in his or her sole discretion, the respective committee chair may advance to the agenda for the next Governing Board meeting, but without recommendation of such committee, any item on such committee agenda.

5.12 COMMITTEE MEETINGS CONDUCTED BY COMMUNICATIONS MEDIA TECHNOLOGY

At the discretion of its chair, a committee may conduct a regular or special meeting by using Communications Media Technology. Prior to the conduct of a committee meeting by Communications Media Technology, notice of the meeting shall be given as otherwise required by these Bylaws and by applicable law, except that such notice shall plainly state that the committee meeting is to be conducted by means of or in conjunction with Communications Media Technology and shall identify the specific type of Communications Media Technology to be used. The notice shall also describe how interested persons may attend and shall contain the address or addresses of all designated places where a person interested in attending the committee meeting may go for purposes of attending the committee meeting. The places so designated in the notice shall be open to the public during the committee meeting. If during the course of a committee meeting held by Communications Media Technology, technical problems develop with the Communications Media Technology that prevent interested persons from attending the committee meeting, the committee meeting shall be recessed until such problems have been corrected.

5.13 JOINT COMMITTEE MEETINGS

Upon the agreement of the chair of each participating committee, joint meetings of two or more committees may be held. A simple majority of the members of all committees participating in such joint committee meeting, including ex officio members, shall constitute a quorum, and the vote of a majority of those members present is necessary for the joint committee meeting to take any action. For purposes of determining the presence of a quorum at a joint committee meeting, the position of committee members who serve on more than one of the committees participating in the joint committee meeting shall only be counted once. Actions taken by the joint committee meeting shall be reported to the Authority as the actions of the joint committee meeting rather than as actions of the individual participating committees.

ARTICLE VI – EMPLOYEES AND AGENTS

6.1 GENERAL

The Authority may employ or retain an executive secretary, its own counsel and legal staff, technical experts and such engineers and employees, permanent or temporary, as it may require and shall determine the qualifications and fix the compensation of such persons, firms or corporations.

6.2 EXECUTIVE DIRECTOR

The Authority shall employ an executive director (the “Executive Director”) and shall determine the qualifications and fix the compensation of such person. The Executive Director shall report to all members of the Authority, shall respond to all inquiries of Authority members, shall carry out the directives of the Authority and shall conduct investigations necessary to respond to inquiries of Authority members and to carry out directives of the Authority. Having due regard for government in the sunshine and public records laws, the Executive Director shall promptly report to the Chair, Vice Chair and Treasurer of the Authority the occurrence of any event or circumstances that may have a material adverse effect on the finances or operations of the Authority. Except as otherwise authorized by resolution of the Authority, the Executive Director may sign all contracts, deeds and other instruments made by the Authority.

6.3 DEPUTY EXECUTIVE DIRECTOR

The Executive Director shall appoint a Deputy Executive Director from among the staff of the Authority, which appointment shall become effective upon approval of the Governing Board.

6.4 ACTING OR INTERIM EXECUTIVE DIRECTOR

During any suspension, vacancy or prolonged absence of the Executive Director from his or her position, the Deputy Executive Director, if any shall serve as Acting Executive Director until the resumption of his or her duties by the Executive Director or until the Authority shall appoint an Interim Executive Director or a successor Executive Director in accordance with these Bylaws. If on the occasion of the suspension, vacancy or prolonged absence of the Executive Director from his or her position, there shall be no Deputy Executive Director to serve as Acting Executive Director, the Authority shall appoint an Acting Executive Director until the resumption of his or her duties by the Executive Director or until the Authority shall appoint an Interim Executive Director or successor Executive Director.. An Acting Executive Director or an Interim Executive Director shall be entitled to exercise all powers of the Executive Director until the resumption of his or her duties by the Executive Director or until the appointment of a successor Executive Director.



6.5 SELECTION OF EXECUTIVE DIRECTOR

During any time that the office of Executive Director shall be vacant, the Authority shall select a new Executive Director in the following manner. The Chair shall establish a special committee composed of three members of the Governing Board. The Chair shall designate one of the members of such special committee to serve as its chair. Generally, the special committee shall oversee and conduct the selection process. The special committee shall recommend for approval by the Governing Board selection criteria and compensation for the Executive Director. The special committee shall further advise the Governing Board as to the desirability of retention by the Authority of an executive search firm to assist in the selection process. The special committee shall oversee the advertisement of the availability of the Executive Director position on the website of the Authority as well as in such other media outlets whether print or electronic and whether local or national, as it shall determine to be in the best interests of the Authority. The special committee shall review resumes received through the selection process and may conduct candidate interviews. The special committee shall forward to the Governing Board for its consideration the top three candidates from this selection process. The Governing Board shall conduct interviews of all three candidates during a regular meeting or a special meeting. The final selection of the Executive Director shall be determined by a vote of the Governing Board. A vote of a minimum of a majority of the members then serving on the Authority in favor of one candidate shall be required for the selection of the Executive Director. In the event that such a majority of the members then serving on the Authority in favor of one candidate is not achieved on the first ballot, the candidate with the fewest number of votes shall be eliminated and a second ballot shall be conducted among the remaining two candidates. If in such event two candidates shall tie with the fewest number of votes, all three candidates shall participate in the second round of balloting.

6.6 EXECUTIVE DIRECTOR PERFORMANCE REVIEW

The performance of the Executive Director shall be reviewed on an annual basis by the Executive Committee at a regular or special meeting of the committee. The Governing Board shall determine the criteria, manner and procedure for conduct of the review.

6.7 REMOVAL OF EXECUTIVE DIRECTOR

A vote of a majority of the members then serving on the Governing Board shall be required for the removal of the Executive Director. Unless specifically determined otherwise by the Governing Board or otherwise required by applicable law or contract, removal of the Executive Director by the Governing Board shall terminate the employment of the Executive Director with the Authority with immediate effect.

6.8 GENERAL COUNSEL

Unless otherwise determined by resolution of the Governing Board, the Authority shall employ an attorney to act as general counsel to the authority (the "General Counsel"). The General Counsel shall remain at all times a member in good standing of the Florida Bar.



The General Counsel may be removed and his or her employment terminated by either: (i) a vote of not less than two thirds of the members then serving on the Governing Board; or (ii) upon the recommendation of the Executive Director and a vote of not less than a majority of the members then serving on the Governing Board.

Whenever a vacancy shall exist in the position of General Counsel, from among a pool of candidates that have been identified in compliance with the requirements of the Personnel Policy of the Authority, the Executive Director shall select at least two and not more than three finalist candidates for the General Counsel position and shall present such candidates to the Governing Board, together with any recommendations he or she may have in regard thereto (including the regard to the compensation package to be offered to the selected candidate), After receipt of such recommendations, the Governing Board or a committee to which it shall have delegated such authority shall interview such candidates. After the conclusion of such interviews, the Governing Board shall select from among such candidates a candidate to serve as the General Counsel and fix the compensation for such candidate or shall reject all candidates. Notwithstanding the foregoing, in the event the selected candidate does not become the General Counsel, the Governing Board may determine to offer the position to the remaining candidate or one of the two remaining candidates, as the case may be.

The General Counsel shall act as the chief legal officer of the Authority and shall be reviewed on an annual basis by: (i) the Governing Board or a committee to which the Board shall have delegated such responsibility, as the case may be; and (ii) the Executive Director. The Governing Board (or the committee to which performance review responsibility shall have been delegated) and the Executive Director shall each determine the criteria, manner and procedure for conduct of its respective review, provided that each such review shall be accorded equal weight.

ARTICLE VII - POLICIES AND RESOLUTIONS

7.1 POLICIES AND RESOLUTIONS GENERALLY

By resolution, the Authority may promulgate and amend from time to time policies and resolutions regarding any matter or procedure within its purview. The Secretary shall keep a record of Authority policies and resolutions.

ARTICLE VIII – BOOKS AND RECORDS

8.1 MAINTENANCE OF BOOKS AND RECORDS

Under the supervision of the Secretary, the Authority shall maintain such books and records as shall be required from time to time under applicable law and shall comply with all applicable law governing access to public records.

ARTICLE IX - AMENDMENTS

9.1 AMENDMENTS GENERALLY

These Bylaws may be adopted, amended, waived or repealed by resolution of the Authority.

9.2 ANNUAL REVIEW OF BYLAWS

In order to promote the orderly and comprehensive character of these Bylaws, an annual Bylaws review shall be undertaken. On or before October 31st of each calendar year, the Budget and Finance, Operations, and Inter-Governmental and Public Communications Committees shall undertake a review of these Bylaws to determine whether any modifications hereto are warranted and shall thereafter refer their recommendations to the Policy and Planning Committee. On or before November 30th of each calendar year, the Policy and Planning Committee shall undertake a review of these Bylaws and consider recommended changes referred to it by the Budget and Finance, Operations, and Inter-Governmental and Public Communications Committees along with any modifications it may propose. Any Bylaws changes endorsed by the Policy and Planning Committee shall be referred to the Governing Board of the Authority for its consideration and action at the Board's last meeting of the calendar year.

ARTICLE X - EFFECTIVE DATE

10.1 EFFECTIVE DATE

These Amended and Restated Bylaws shall take effect immediately upon adoption of an approving resolution of the Authority.