



**AMENDED & RESTATED BYLAWS**

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## 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 21<sup>st</sup> 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 nine (9) members. All members of the Governing Board shall be voting members. Five (5) members shall be appointed by the governing body of Miami-Dade County Board of County Commissioners (BCC). 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. Three (3) 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, all members must be residents of Miami-Dade County, Florida. Members of the Authority are entitled to receive 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. 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 Directors, 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.

1.5.A. PUBLIC COMMENT. No member of the Governing Board, MDX Staff or an Authority's consultant 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, authorized, and is consistent with a previous action of the Governing Board.

1.5.B. CONTRACTUAL AUTHORITY. No member of the Governing Board, MDX Staff or any of the Authority's consultant may negotiate any matter, issue or contract on behalf of the Authority unless authorization was delegated by an official act of the Governing Board.

1.5.C. USE OF MDX NAME OR LOGO. No member of the Governing Board, MDX Staff or any of the Authority's consultant may utilize letterhead, logos or other symbols unless such utilization is consistent with the Authority's 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”), who shall be known as the Officers of the Authority. The Authority shall also 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”).

3.2 CHAIR. The Chair shall call, and preside at, all meetings of the Governing Board, shall be interested in all affairs of the Authority and shall be a 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 involving the Authority. The Chair will sign all bond related documents including, but not limited to, the Official Statement for each bond series. In accordance with the Trust Indenture, the Chair or the Vice Chair will sign quarterly reports to be filed with the Trustee. At each meeting of the Authority, the Chair may propose 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 Governing Board shall elect a new Chair at the next regularly scheduled Board meeting. In addition to the Chair and to other authorizations made by resolution of the Governing Board, 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 Governing Board 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 Governing Board in attendance at any regular 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 TREASURER. The Treasurer shall serve as a member and chair of the Finance Policy & Planning Committee. Except as otherwise directed by resolution of the Governing Board, the Treasurer may sign all contracts, deeds and other instruments involving the Authority.

3.6 SECRETARY. The Secretary shall be the custodian of the permanent records of the Governing Board. As part of the permanent records of the Governing Board, the Secretary shall accurately keep all the minutes of the meetings of the Governing Board and its committees and such other records of the official business of the Governing Board as the Governing Board shall require. Except as may be otherwise provided by resolution of the Governing Board, 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 involving the Authority.

3.7 ASSISTANT SECRETARY. The Governing Board may appoint one or more assistant secretaries to perform the duties of the Secretary in the absence or incapacity of the Secretary.

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

3.9 ELECTIONS. The Officers shall be elected annually by the Governing Board at the last meeting of the Governing Board that proceeds July 1<sup>st</sup>, with the terms of such Officers to commence on July 1<sup>st</sup> and to extend through the next succeeding June 30<sup>th</sup>. Such meeting shall be a regular meeting of the Governing Board or a special meeting called for that purpose in accordance with the Bylaws. The Chair or the presiding Officer at such meeting shall call upon the General Counsel or Board Counsel to preside over the conduct of such election. Each elected officer 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 full consecutive terms. 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.

3.10 VACANCIES. Should any of the elective offices held by a member of the Governing Board become vacant, the members shall elect a successor at the next scheduled Governing Board meeting. If any Board member 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.

3.11 RECOMMENDATION FOR CENSURE, REPRIMAND OR REMOVAL. 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 a Board member 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 Board member may be recommended to be censured, reprimanded or removed from office. Upon such a vote for recommendation for the removal of



such Board member, the Board Member will be removed from his or her office until final action is instituted by the appointing entity. Upon any such removal of an Officer, the Officer presiding over the next regularly scheduled Board meeting shall seek nominations for the office from which the Officer had been removed and the Governing Board shall thereupon fill the Officer vacancy for the remainder of the then current term of the office in question.

#### **ARTICLE IV – GOVERNING BOARD MEETINGS**

4.1 MEETINGS GENERALLY. The Governing Board meetings shall be Regular, Special or Emergency whose purposes are described below. Notice of all meetings and public access shall be given in the manner pursuant to F.S. 189.015. The Chair shall determine the time and place for all meeting and call all meetings at their discretion. The Chair may call a Special meeting if requested to do so in a writing executed by not less than a majority of the members. 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. At the discretion of the Chair, all voting shall be by voice or roll call vote unless a member shall require a roll call, in which case the Chair shall be required to call for a roll call vote.

4.2 REGULAR MEETINGS OF THE GOVERING BOARD. Regular meetings shall be held on a monthly basis, unless the Chair 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 adversely affected. Prior to the commencement of each fiscal year, the Chair Elect shall develop and distribute a schedule of all regular meetings to be held for the next fiscal year. Notwithstanding the schedule, the Authority will hold a regular meeting at a minimum every other month.

4.2.A. 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 may include the following items: call to order, roll call, special presentations, declarations of voting conflicts, citizen’s comments, approval of minutes, Executive Director’s report, General Counsel’s report, Miami-Dade County Transportation Planning Organization (TPO) Representative’s report, Treasurer’s report, consent items, action items, discussion items, Chair’s comments, informational items, announcements and adjournment. A copy of the preliminary agenda for each regular meeting shall be posted on the Authority’s website not less than seven (7) days prior to such regular meeting.

4.2.B. CONSENT AGENDA. 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 Governing Board 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 Governing Board, the Executive Director, General Counsel or Board Counsel may place an item on the agenda for discussion or action.

4.2.C. DISTRIBUTION OF AGENDA TO BOARD MEMBERS. A copy of the preliminary Board Agenda and informational support 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 Governing Board not less than seven (7) calendar days prior to the regular Board meeting. If the referenced documents are not distributed to the members seven (7) days prior to a Board meeting, any Board member may require that any action by the Board be tabled for item(s) not distributed with seven (7) day prior notice. If no Board member moves to table the non-compliant item(s), such non-compliance shall be deemed waived by the Board.

4.2.D. PUBLIC NOTICE OF REGULAR MEETINGS. The Authority shall provide public notice of any regular meeting pursuant to F.S. 189.015. The Regular meetings of the Governing Board shall be published on an annual basis. The Notice shall state the date, time and place of the regular meeting and placed in a newspaper of general paid circulation where legal notices and classified advertisements appear. The newspaper selected must be of Miami-Dade County of general interest and readership in the community and not of limited subject.

4.3 SPECIAL MEETINGS. The Chair may call a Special meeting of the Governing Board if requested to do so in a writing executed by not less than a majority of the members. The Chair may create or dissolve one or more special committees from time to time at his or her discretion. The Chair shall appoint Board members to special committees and shall designate from among the members of the special committee a committee chair. Special committees shall have the powers conferred by the Governing Board. Business transacted at a special meeting shall be limited to the business designated in the call of the meeting. However, if all members of the Governing Board were appointed, and a quorum exists, any and all business of the Authority may be transacted at such special meeting.

4.3.A. AGENDA FOR SPECIAL MEETINGS – See section 4.2.A

4.3.B. WORKSHOPS. Workshops are a form of special meetings which allows staff to make presentations and to allow questions by the members of the Governing Board. Workshop meetings are noticed as a Special Meeting and official action may be taken upon, provided that a Board quorum is present, any item discussed at the workshop meeting and any of the items of official business that require immediate consideration and decision.



4.3.C. SHADE MEETINGS. In 1993, the Florida Legislature amended the Sunshine Law to allow government bodies to meet in private with the entity's attorney to discuss pending litigation to which the entity is presently a party before a court or administrative agency. To hold a private meeting, the General Counsel must comply with the following statutory procedures governing such exemption:

1. The General Counsel will request for an attorney-client session at a public meeting.
2. MDX must give reasonable public notice of the time and date of the attorney-client session and the names of the persons who will be attending the session.
3. The attorney-client session must commence at an open meeting in which the Chair announces the commencement of the private attorney-client session, the estimated time of the session and the names of the persons who will be attending the session.
4. Discussion during the meeting will be limited to settlement negotiations or strategy related to litigation expenditures.
5. The meeting must be transcribed by a court reporter and the transcription of the session filed with the MDX's record custodian within a reasonable time after the session. The transcript of the session is not available until after the conclusion of the litigation.

Upon conclusion of the meeting, the public meeting is reopened, and the Chair must announce that the attorney-client session has concluded.

4.3.D. PUBLIC NOTICE OF SPECIAL MEETINGS. The Authority shall give public notice of any Special Meeting pursuant to F.S. 189.015. The Authority shall advertise the Special Meeting at least seven (7) days before such meeting. The Notice shall state the date, time and place of the regular meeting and placed in a newspaper of general paid circulation where legal notices and classified advertisements appear. The newspaper selected must be of Miami-Dade County of general interest and readership in the community and not of one of limited subject.

4.4 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 Governing Board.

4.4.A. AGENDAS FOR EMERGENCY MEETINGS – See Section 4.2.A

4.4.B. PUBLIC NOTICE OF EMERGENCY MEETINGS. The Authority shall give “reasonable notice” pursuant to F.S. 189.015. The meeting must be subsequently ratified by the Governing Board of the Authority. No approval of annual budget may be ratified at an Emergency Meeting. 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. The Notice shall state the date, time and place of the emergency meeting and the purpose for which such emergency meeting has been called.

4.5. COMMITTEE MEETINGS – See Article V.

4.6 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 Governing Board to take any action. A vacancy on the Governing Board shall not impair the right of a quorum of the Governing Board to exercise all of the rights and perform all of the duties of the Authority.

4.7 MEETINGS CONDUCTED BY COMMUNICATIONS MEDIA TECHNOLOGY. The Governing Board 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 conducting of a meeting by Communications Media Technology, notice of the meeting shall be given as otherwise required by these Bylaws and by applicable law and such notice shall plainly state that the meeting is to be conducted by means of or in conjunction with Communications Media Technology. 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. 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 Board members attend 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.



4.7.A. ATTENDANCE AT BOARD MEETINGS. Governing Board members may attend no more than two Governing Board meetings per fiscal year via Communications Media Technology. Those Board Members not physically in attendance for at least two-thirds of the Board Meetings shall not be approved for reimbursement for MDX travel during the subsequent fiscal year.

## **ARTICLE V – COMMITTEES & MEETINGS**

5.1 COMMITTEES GENERALLY. Committees of the Governing Board shall be standing or special. The standing committees are described in Section 5.5 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 special committees in his or her discretion and shall designate from among the members of each special committee a committee chair. 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. Standing committees shall have the powers set forth in these Bylaws and as otherwise conferred by the Authority. The Chair shall serve as a member of each standing committee with full voting power. Committee membership shall be limited to members of the Governing Board. The Secretary of the Governing Board shall act as secretary to each committee.

5.1.A. 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 may provide such recommendations as he or she may consider proper concerning the business, affairs and policies of the committee. The Committee Chair may determine not to hold a regular committee meeting if he or she determines that is unlikely that a quorum will be present or that the business of the committee and the Authority will not be affected adversely if no such meeting is held. Prior to the commencement of each fiscal year, the Committee Chair, with the assistance of the Executive Director, shall develop and distribute to the Governing Board a schedule of all regular meetings to be held by such committee in the coming fiscal year.

5.1.B. 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.

5.2 COMMITTEE MEETINGS GENERALLY. Committee meetings shall be either Regular, Special or Emergency. The committee chair shall call all meetings at their 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.

5.2.A. REGULAR COMMITTEE MEETING AGENDAS. The preliminary agenda of regular committee meetings shall be prepared in tandem with the Committee Chair and distributed by the Executive Director, subject to approval by the respective 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 and support 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. Failure to provide referenced documents in a timely manner will be grounds for any committee member to table the matter. If no committee member requests that an action item to be tabled, such non-compliance shall be deemed waived. A copy of the preliminary agenda for each regular committee meeting shall be posted on the Authority's website not less than (5) days prior to such regular committee meeting.

5.2.B. PUBLIC NOTICE OF COMMITTEES MEETINGS. Notice of all committee meetings and public access shall be given in the manner pursuant to F.S. 189.015 as described in Sections 4.2, 4.3 and 4.4. The Regular meeting of all standing committees shall be published on a quarterly basis.

5.3. COMMITTEE QUORUM. The quorum for committee meetings shall be a number equal to a simple majority of the regular members of the committee. The vote of a majority of those 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.

5.4. JOINT COMMITTEE MEETINGS. Upon the agreement of the Chair(s) of each participating committee, joint meetings of two or more committees may be held. A simple majority of the members of all combined committees participating in such joint committee meeting 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 a quorum,



committee members who serve on more than one of the committees participating in the joint committee meeting shall only be counted one member. Actions taken by the joint committee meeting shall be reported to the Governing Board as the actions of the joint committee meeting rather than as actions of the individual participating committees.

5.5 STANDING COMMITTEES. The standing committees of the Authority shall be as follows:

5.5.A. FINANCE, POLICY, AND PLANNING COMMITTEE. The Finance, Policy and Planning (FPP) 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 and, (vi) short, intermediate and long range development plans of the Authority and matters regarding the work program of the Authority, (vii) policies related to diversity among Authority employees and service providers, (iii) proposed revisions to these Bylaws, and (iv) procurement of new and retention of current service providers, including without limitation, legal services. The FPP Committee or a sub-committee shall also act as the Audit Committee of the Authority. The Committee or sub-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 FPP 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 FPP Committee on matters within its purview as it shall deem appropriate. The FPP Committee and Operations, External Communication and Intergovernmental Committee shall hold an annual joint meeting to review and endorse the Five Year Work Program.

5.5.B. OPERATIONS, EXTERNAL COMMUNICATIONS AND INTERGOVERNMENTAL COMMITTEE. The Operations, External Communications and Intergovernmental (OECIC) Committee shall review: (i) procurement of new and retention of current service providers other than those under the purview of the FPP including without limitation, (i) insurance consulting services, and engineering services, (ii) matters regarding public-public and public-private partnering projects, (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, (v) the implementation of the work program of the Authority (vi) review relations between the Authority and other governmental units, (vii) review procurement of new and retention of current service providers, including without limitation, government relations and communications services, (viii) review the yearly legislative and administrative agenda of the Authority at the local, state, and federal level. (ix) provide overall guidance regarding policy and budgetary concerns pertaining to public communication efforts; and (x) provide a forum for discussion of a broad-based intense public communication program vital to the success of the Authority. In addition, the OECIC 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 OECIC 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 OECIC Committee with regard to property acquisitions by the Authority 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

5.5.C. EXECUTIVE COMMITTEE. The Vice Chair shall be the Chair of the Executive Committee and 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 5.5, 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 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 Governing Board. With respect to matters referred to it by written resolution of the Governing Board, the Executive Committee shall have the power to make recommendations to the Governing Board, as well as such additional powers as shall have been delegated to it in such resolution. The Executive Committee will conduct annual performance reviews of the Executive Director and the General Counsel and make any adjustment in compensation and/or benefits.

5.6 COMMITTEE MEETINGS CONDUCTED BY COMMUNICATIONS MEDIA TECHNOLOGY. At the discretion of its Committee 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. 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.

5.6.A. ATTENDANCE AT COMMITTEE MEETINGS. If a member of a standing committee fails to attend, either in person or by communications media technology, three consecutive committee meetings or one half of the committee meetings held during the fiscal year, such committee member may be removed from committee membership. This provision in no way affects the Board Chair's authority to appoint or re-appoint committee members.

## **ARTICLE VI – EMPLOYEES AND AGENTS**

6.1 GENERALLY. 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 Governing Board, shall respond to all inquiries of Board members, shall carry out the directives of the Governing Board and shall conduct investigations necessary to respond to inquiries of Board members and to carry out directives of the Governing Board. 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 of 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. The Executive Director shall have the power to hire or terminate any employee of the Authority.

6.2.A. SELECTION OF EXECUTIVE DIRECTOR. During any time that the office of Executive Director shall be vacant, the Governing Board shall select a new Executive Director in the following manner. The Governing Board Chair shall establish a special committee composed of three members of the Governing Board and shall designate one member to serve as its chair. Generally, the special committee shall oversee and conduct the selection process and recommend for approval selection criteria and compensation for the Executive Director. 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 Governing Board 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 Governing Board 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.

6.2.B. 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.

6.2.C. REMOVAL OF EXECUTIVE DIRECTOR. MDX may terminate Executive Director for cause as follows: Upon five (5) days written notice and without further obligation or liability to Executive Director, by action of the Board, upon the occurrence of any of the following events, each of which constitutes “cause” for termination under this Employment Agreement:

1. An official finding by a vote of not less than seven (7) members of the MDX Board that Executive Director has materially failed to satisfactorily perform his duties as Executive Director or has habitually neglected his duties and responsibilities under their Employment Agreement; or
2. The Executive Director is convicted of or pleads nolo contendere to a felony under federal or state law; or
3. Inability to perform due to permanent and total disability.

6.2.D. NOTICE OF TERMINATION. The Executive Director’s Employment Agreement may be terminated by either Executive Director or the Governing Board upon sixty (60) days written notice to the other Party.

6.3. ACTING OR INTERIM EXECUTIVE DIRECTOR. During any suspension, vacancy or prolonged unanticipated absence of the Executive Director from his or her position, a



Deputy Executive Director, as designated by the Executive Committee, shall serve as Acting Executive Director until the resumption of his or her duties by the Executive Director or until the Governing Board shall appoint an Interim Executive Director or a successor Executive Director in accordance with these Bylaws. 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.

6.4 DEPUTY EXECUTIVE DIRECTORS. The Executive Director shall appoint no more than three Deputy Executive Directors from among the staff of the Authority, which appointments shall become effective upon approval of the Governing Board. The Deputy Directors are “at will” employees and serve at the discretion of the Executive Director.

6.5 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 and the Governing Board (the “General Counsel”). The General Counsel shall act as the chief legal officer and Ethics Officer of the Authority

6.5.A. SELECTION OF THE GENERAL COUNSEL. Whenever a vacancy shall exist in the position of General Counsel, the Authority will hire an attorney who is a member, in good standing, of the Florida Bar. The Executive Director shall select at least two and not more than three finalist candidates from among a pool of 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 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 any of the remaining candidates.

6.5.B. GENERAL COUNSEL PERFORMANCE REVIEW. The General Counsel shall be reviewed on an annual basis by: (i) the Executive Committee and (ii) the Executive Director. The Executive Committee 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.

6.5.C. REMOVAL OF THE GENERAL COUNSEL. The Authority may terminate General Counsel for cause as follows: Upon five (5) days written notice and without further obligation or liability to General Counsel, by action of the Board, upon the occurrence of any of



the following events, each of which constitutes “cause” for termination under this Employment Agreement:

1. An official finding by a vote of not less than seven (7) members of the MDX Board that the General Counsel has materially failed to satisfactorily perform his duties as General Counsel or has habitually neglected their duties and responsibilities under their Employment Agreement; or
2. The General Counsel is convicted of or pleads nolo contendere to a felony under federal or state law; or
3. Inability to perform due to permanent and total disability.

#### **ARTICLE VII - POLICIES AND RESOLUTIONS**

7.1 GENERALLY. By resolution, the Authority may promulgate and amend policies and resolutions regarding any matter or procedure within its purview. The Secretary shall keep a record of Authority policies and resolutions. Board policies shall be posted on the Authority’s website.

#### **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 under applicable law and shall comply with all applicable law governing access to public records.

#### **ARTICLE IX - AMENDMENTS**

9.1 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 31<sup>st</sup> of each calendar year, the OECIC Committee shall undertake a review of these Bylaws to determine whether any modifications hereto are warranted and shall thereafter refer their recommendations to the Governing Board. On or before November 30<sup>th</sup> of each calendar year, the FPP Committee shall undertake a review of these Bylaws and consider recommended changes referred to it by the OECIC Committee along with any modifications it may propose. Any Bylaws changes endorsed by the FPP 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. All other policies will be reviewed on a biennial basis.

#### **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 Governing Board.