

CENTRAL FLORIDA EXPRESSWAY AUTHORITY

RULES OF PROCEDURE FOR BOARD MEETINGS

Part I - General

1-1.001 **Organization.** Pursuant to Section 348.754(2)(m), Florida Statutes, these Rules of Procedure are approved by the governing Board of the Central Florida Expressway Authority (the "Board") and shall govern all proceedings of the Board except to the extent they may be inconsistent with Florida law in which case Florida law shall govern.

1-1.002 **Purpose.** The purpose of these Rules is to provide for the smooth and orderly functioning of the business of the Board of the Central Florida Expressway Authority and to facilitate an open exchange of ideas among Board members and between Board members and the public. Board members shall at all times observe and comply with the provisions of Florida's Government in the Sunshine Law, s. 286.011 Florida Statutes.

These rules shall not grant additional grounds or standing to challenge an action of the Board or Authority other than those grounds already existing in constitutional, statutory or case law.

1-1.003 **Definitions.**

1. Authority shall mean the Central Florida Expressway Authority or "CFX" as created by Florida Statutes Chapter 348 Part III, Sections 348.751 et. seq.

The Authority is legally classified as an independent special district under Chapter 189, F.S., and is listed as such by the Department of Economic Opportunity. Although the Authority is designated as an "agency of the State" in its Enabling Act, it is not an executive branch agency. Instead it is designated as an "agency of the State" because it shares certain powers conferred by law on other state governmental bodies.

2. Board shall mean the governing body of the Authority, consisting of nine (9) members in accordance with Section 348.753(3), Florida Statutes.
3. Chairman shall mean the member of the Board elected by the Board to serve as Chairman. The Chairman shall be the presiding officer at all meetings of the Authority except that in the Chairman's absence, the

Vice Chairman shall preside. The Chairman shall have all rights and privileges while he/she is presiding (e.g. the right to

make motions, second motions, speak and vote), without relinquishing the chair.

4. Vice-Chairman shall mean the member of the Board elected by the Board to serve as Vice-Chairman. The Vice-Chairman shall preside at all meetings when the Chairman is not present or unable to serve.
5. Secretary shall mean the member of the Board elected by the Board to serve as Secretary. The Secretary may appoint an Executive Assistant who is an employee of the Authority to assist in the preparation and execution of documents and records.
6. The Treasurer shall mean the member of the board elected by the Board to serve as Treasurer. The Treasurer shall give a report each meeting as to the expenditures of the Authority.
7. The Executive Director of Florida Turnpike Enterprise is a non-voting advisor to the Board.

1-1.004 **Membership & Terms of Office.** Membership and terms on the Board shall be as prescribed by Section 348.753(3) Florida Statutes.

Should the Chairman resign from Board services, become incapacitated or otherwise have his or her term expire; and the seat filled by another; the Vice-Chairman will assume the position of Chairman until a special election for Chairman is held at the first meeting following the expiration of the Chairman's term. If the Vice-Chairman, Secretary or Treasurer is elected Chairman, then an election shall be held for that position's successor.

The elected successor(s) will fill the unexpired portion of the term and be eligible for reappointment to a full term at the discretion of the Board at the regular elections in January.

1-1.005 **Officers – Term of Officers.** Officers for the position of Chairman, Vice-Chairman and Secretary and Treasurer shall be elected by nomination and majority vote annually at the regular meeting held in January. The inaugural slate of officers shall be elected for a term until January, 2015 or such shorter term as the Board deems appropriate, after which the annual terms shall be in effect.

1-1.006 **Meetings.**

1. Regular Meetings

The Board shall meet once each month, on the second Thursday of the month at 9:30 a.m. so long as there is business to conduct. All regular meetings shall be held at the Authority's offices at 4974 ORL Tower Road, Orlando, Florida 32807. The date, time and place of meetings may be changed by the Board from time to time provided the notice requirements set forth below have been satisfied.

2. Special and Emergency Meetings

Special and Emergency Meetings may be called by (1) the Chairman at his/her discretion or (2) in the absence or incapacity of the Chairman by the Vice Chairman or (3) by any five (5) or more Board members during a Board meeting or (4) at the discretion of the Executive Director upon a request from a Board member.

1-1.007 **Notice.**

1. Notice Required for Regular and Special Meetings or Hearings

- A. Written notice of regular and special meetings or hearings shall be electronically mailed to each Board member at least seven (7) days prior to the meeting date. A copy of such notice shall be prominently displayed in the Authority offices and shall also be given by the Authority to the appropriate persons at Orange County, Lake County, Osceola County, Seminole County and at the City of Orlando to be displayed in a prominent place in the various County Administration Buildings and at Orlando City Hall at least seven (7) days prior to the meeting. In addition, notices shall be electronically mailed to all persons who, at least fourteen (14) days prior to such mailing, have requested advance notice of Authority proceedings.
- B. In addition, pursuant to Section 189.015, Florida Statutes, the Authority shall publish a schedule of its regular meetings which shall be filed in January of each year with Orange, Lake, Osceola, Seminole Counties and the City of Orlando. The schedule shall be published annually in January in a newspaper of general paid circulation in that portion of the newspaper where legal notices and classified advertisements appear. The advertisement shall appear in a newspaper that is published at least five (5) days a week and be one of general interest and readership in the community and not one of limited subject matter.

2. Form of Notice for Regular and Special Meetings or Hearings

The notice for regular and special meetings or hearings shall state:

- (1) The date, time and place of the meeting.

- (2) A brief description of the purpose of the meeting and the business to be transacted.

3. Notice for Emergency Meetings or Emergency Hearings

By their very nature, Emergency Meetings and Emergency Hearings may preclude advance notice. However, reasonable efforts (electronic mail, telephone, fax and hand delivery) shall be made to notify all Board members in advance of the Emergency Meeting or Emergency Hearing. Reasonable efforts shall also be made prior to Emergency Meeting to provide notice by issuing press releases and to give notice to persons who have requested advance notice of Authority meetings by electronic mail. The notice requirements in 1-1.007(1) and (2) above shall not apply to Emergency Meetings or Emergency Hearings. If practicable, notices shall be posted at Authority offices, the Orange, Lake, Osceola and Seminole County Administration Buildings and Orlando City Hall. Following an Emergency Meeting or Emergency Hearing the Authority shall forward to all persons entitled to receive notice of regular, annual and special meetings a notice of the date, time and place of the Emergency Meeting or Emergency Hearing, a statement explaining why it was held and the action taken. All actions taken at an Emergency Meeting or Emergency Hearing are void unless ratified by the Board at the next regular meeting.

1-1.008

Agendas for Regular and Special Meetings or Hearings.

1. Advance Preparation Required

An agenda for each regular and special meeting or hearing shall be prepared by the Authority sufficiently in advance of the meeting or hearing to ensure that an electronic copy of the agenda may be received seven (7) days before the meeting by all Board members and any person who has requested a copy and pays the reasonable cost thereof, if any.

2. Agenda Items

A. The Executive Director shall be responsible for preparing the agenda. Any Board member with an item to be placed on an agenda shall provide the item in writing, together with any backup information, to the Executive Director no later than 12:00 Noon on the eighth calendar day preceding the Board meeting. Such items shall be placed on the next upcoming meeting agenda unless the Board member agrees to a postponement or to withdraw the item. The Executive Director shall provide the Board members a reminder via electronic mail of the deadline date for the agenda items.

B. The Executive Director or any Board member may add an item to an agenda that has been made available to Board members and the

public no later than noon on the third business day prior to the meeting date. The Executive Director shall provide an amended agenda electronically to the Board members and all persons who, at least fourteen (14) days prior to such mailing, have requested advance notice of Authority proceeding by close of business on that same day.

3. Form of Agenda

The agenda shall list the items to be resolved at the meeting, in the order in which they are to be considered. For good cause stated, items may be taken out of order with the approval of the Chairman or presiding officer. The form of agenda shall be substantially as follows, subject to change from time to time by the Board:

DATE, TIME AND PLACE OF MEETING LOCATION

- (1) Call to order
- (2) Public Comment
- (3) Review and approval of Minutes of Preceding Meeting
- (4) Approval of Consent Agenda
- (5) Regular Agenda: Separate Motion
- (6) Public Hearing
- (7) Chairman's Report
- (8) Treasurer's Report
- (9) Executive Director's Report
- (10) Board member Comment

Notice that the meeting is open to the public and that any person who decides to appeal any decision made at the meeting will need a record of the proceedings and that for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based per Florida Statutes 286.0105.

1-1.009 Authority Board Meeting Minutes

The Executive Assistant of the Authority shall keep the official minutes of the Authority, transcribe them into writing and have them

approved at the next subsequent meeting. The minutes shall indicate who made each motion and how each Board member voted.

The minutes of each meeting of the Authority, when approved, shall be the original and controlling record of the meeting. Before being submitted for approval, staff shall provide the Board members a draft copy in advance of the next scheduled meeting.

1-1.010

Quorum and Voting.

A quorum at any meeting shall require the physical presence of at least five Board members. A quorum shall be required for the conducting of all official business. The vote of the majority of the members present at a meeting where a quorum exists (with at least five members casting an affirmative vote) shall be necessary for any action taken by the Authority. A Board member may only appear by telephone and vote on Authority matters where a quorum is physically present and the absence is due to extraordinary circumstances such as illness. In the event the absence is due to a scheduling conflict, the Board, at its sole discretion, shall determine whether the absent Board member may participate. In the event there is not unanimous consensus on whether the Board member may participate, due to a scheduling conflict, an affirmative vote of five (5) members shall be necessary to allow the Board member to participate. The participating absent Member must be able to hear all participants in the meeting and be heard by all participants.

A. Voice Votes; Roll Call Votes. Except as provided otherwise in this Section, all votes shall be taken by an “aye” or “no” vote (voice vote) unless it is determined by the Chairman or a Board member that a roll call vote would be in order.

1. A Roll call vote shall be taken by alphabetical order, with the Chairman voting last.

2. When a roll call vote is called, after the Chairman has made clear the motion, the clerk shall be directed to call the roll; no member shall be entitled to speak on the motion, nor shall any motion be in order until such roll call is completed and the result announced by the Chairman.

B. Proper Voting. All voice votes shall be taken requesting those in favor to say “aye” and those opposed to say “no.” A vote requesting those in favor to say “aye” and those opposed “like sign” (meaning “aye”) shall not be used.

C. Regardless of the number of Board members voting, an affirmative vote of five (5) members of the Board shall be required to pass any agenda item, F.S. 348.753(4)(a).

D. *Abstentions.* Neither the Chairman nor any other Board member who is present at any meeting of the Board at which an official decision, ruling, or other official act is to be taken or adopted may abstain from voting in regard to any decision, ruling, or act, and a vote shall be recorded for each such Board member present, except when, with respect to any such member, there is or appears to be a possible conflict of interest, in which case the Board member shall comply with Section 112.3143 of Florida Statutes or other applicable law.

1-1.011 Public Comment.

The right to be heard and the right to public input is hereby endorsed and adopted as follows: Any citizen has the right to appear before the Board on a non-agenda item or an agenda item for the presentation, adjustment or determination of an issue, matter or request within the Board's authority and jurisdiction, so far as the orderly conduct of public business permits. Matters shall be reasonably scheduled for the convenience of the general public, so that the public may know when a matter has been scheduled. Each speaker shall be limited to three minutes unless otherwise extended by the Chairman. The provisions of this subsection, however, shall not be construed to supersede, supplement, or modify any citizen participation process established in state law for public hearings before the Board, such as the procedures for quasi-judicial hearings. Nor shall the provisions of this subsection be used to avoid, supersede or modify the Authority's procurement rules, including, but not limited to, the "protest process" and the "black-out period."

The Authority's staff is directed to prepare the appropriate forms for a Public Comment Request by citizens which forms shall be made available both on the Authority's internet website and in the lobby area outside the Board's meeting room.

Speakers must be courteous and non-disruptive. If a person continues disruptive behavior after being asked to stop, the Chairman may take appropriate action.

1-1.012 Committees of the Board.

The Board may create standing committees for specific areas of the Authority. The policies, procedures and appointment method shall be approved by the Board when a standing committee is created.

Part II - Motions

1-1.013 Motions To Be Stated by the Chairman

No motion or resolution shall be adopted until the motion or resolution, in substance, is stated by the Chairman.

1-1.014 Main Motion.

A main motion shall be a motion whose introduction brings business before the Board. A second is required.

1-1.015 Motion to Amend.

If a member feels that the main motion might be more acceptable in another way, other than the way presented, the member may amend in either of the two ways presented:

A. By consent of the members. The Chairman, or another member through the Chairman, may ask if certain changes may be made to the motion. If there are no objections from the members, the motion will stand as changed (amended). If there are no objections, the second shall remain. (“No objection” implies that the person seconding the motion agrees.) The main motion shall then be as it was changed (or amended by general consent). If there is an objection from any member, a second to the amendment shall be required and a vote taken. There may be discussion to the amendment at that time, and an affirmative vote of five members shall be required to pass the amendment.

B. Formal Amendment. An amendment may be presented formally by moving to amend the motion in some way (e.g., insert, add words or paragraph, strike out words or paragraph, or strike out and insert words or paragraphs). If it is in the form of a formal motion to amend, a second shall be required and discussion shall follow on the amendment. If an amendment passes by an affirmative vote of five members, the main motion shall be the motion as amended. If it fails, the motion shall be the motion as it was before the amendment was presented.

1-1.016 Call the Question (Previous Question) or Motion to End Discussion/Debate.

A member of the Board may “call the question” (a motion to end debate) when it is clear that further discussion is unnecessary. A second is required, and no discussion may be allowed on this motion. An affirmative vote of five members shall be required to pass this motion.

1-1.017 Motion to Reconsider.

If in the same meeting new information or changed situations make it appear that a different result might reflect the will of the Board, a member may move to reconsider the vote. A motion to reconsider may be applied to a vote that was either affirmative or negative and shall propose no specific change in a decision, but simply propose that the motion be reopened for discussion and re-vote. The motion to reconsider may be

made by any member of the prevailing side of the vote. A second shall be required, and there may be discussion as to the reasons for reconsidering. An affirmative vote of five members shall be required to pass this motion.

1-1.018 Motion to Rescind.

A. Generally. If a Board member wishes to annul an action taken at a previous meeting, the motion to rescind may be used, subject to the restrictions in this rule. A request to annul an action by a Board member is required to be noticed and placed on an agenda. The Board member making this request shall make a motion to rescind and a second is required. Discussion can go into the merits of the motion involved in rescinding. Once the previous action is rescinded by an affirmative vote of five members, the question of whether a further motion and vote is needed will depend on the circumstances.

1-1.019 Point of Order.

A member may call for a point of order if he/she believes that the Chairman has failed to notice a breach in the Rules. This point of order shall require the Chairman to make a ruling on the question involved. The General Counsel, or his/her designee in his/her absence, shall serve as parliamentarian and shall advise and assist the Chairman and the Board on matters of Board procedure.

1-1.020 Recess.

A recess may be taken as it appears on the agenda or at any time by the Chairman when he/she deems it advisable, or by a motion from a member. If the motion is made by a member, a second shall be required and an affirmative vote of five members is required.

Part III - Amendment, Review and Effective Date

1-1.021 Robert's Rules.

The rules contained in the 11th edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these Rules of Procedure for Board meetings, special rules of order the Board may adopt, and the laws of the State of Florida.

1-1.022 Amendments and Revisions.

These rules may be amended or revised by an affirmative vote of five (5) or more members of the Board at a regular or special meeting.

1-1.023 Review.

The Board shall institute a review of the rules at least every two years.

1-1.024 Effective Date, Repeal and Codification.

These Rules of Procedure shall be effective upon adoption, and shall be codified as Chapter 1-1 of the Authority's permanent rules.