

**CFX CODE OF POLICIES**  
**Chapter 2: Board and Committees**

**EFFECTIVE DATES**

Art.	Title	Adopted By	Last Revision	Version Date
1	Rules of Procedure for Governing Board	Agenda Item (12/24)	N/A	<u>12/12/2024</u>

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**CHAPTER 2: BOARD AND COMMITTEES**

**ARTICLE 1: RULES OF PROCEDURE FOR  
GOVERNING BOARD**

**Adopted By:** Agenda Item (12/24)  
**Last Revision:** N/A  
**Version Date:** 12/12/2024

**Division I: General Provisions**

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**Section 2.1 Title**

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The provisions of this Article shall be known and cited as the **“Rules of Procedure for Governing Board”**.

**Section 2.2 Organization**

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- 2.2.1 Pursuant to Section 348.754(2)(m), Florida Statutes (F.S.), these Rules are approved by the governing Board of the Central Florida Expressway Authority 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.

**Section 2.3 Purpose**

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- 2.3.1 The purpose of these Rules is to provide for the smooth and orderly functioning of the business of the Board 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, Section 286.011 F.S.
- 2.3.2 These rules shall not grant additional grounds or standing to challenge an action of the Board or CFX other than those grounds already existing in constitutional, statutory or case law.

**Section 2.4 Definitions**

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- 2.4.1 Wherever used in this Article, the following terms shall have the following meanings indicated, unless context provides otherwise, and such meanings will apply to both the singular and plural thereof:
- (A) **“CFX”** shall mean the Central Florida Expressway Authority as created by Florida Statutes Chapter 348, Part III. CFX 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 CFX 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.
  - (B) **“Board”** shall mean the governing body for CFX, consisting of ten (10) members in accordance with Section 348.753(3), F.S.
  - (C) **“Chairman”** shall mean the member of the Board elected by the Board to serve as Chairman.
  - (D) **“Vice-Chairman”** shall mean the member of the Board elected by the Board to serve as Vice-Chairman.

- (E) **“The Treasurer”** shall mean the member of the board elected by the Board to serve as Treasurer.
- (F) The **“Executive Director of Florida Turnpike Enterprise”** is a non-voting advisor to the Board.
- (G) **“Recording Secretary”** shall be an employee of CFX to assist in the preparation and execution of documents and records.

## **Division II: Board Members**

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### **Section 2.5 Board Membership & Terms of Office**

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2.5.1 Membership and terms on the Board shall be as prescribed by Section 348.753(3), F.S.:

“The governing body of [CFX] shall consist of ten members. The chairs of the boards of the county commissions of Seminole, Lake, Brevard, and Osceola Counties shall each appoint one member from his or her respective county, who must be a commission member or chair or the county mayor. The Mayor of Orange County shall appoint a member from the Orange County Commission. Subject to confirmation by the Senate during the next regular session of the Legislature, the Governor shall appoint three citizen members, each of whom must be a resident of either Orange County, Seminole County, Lake County, Brevard County, or Osceola County. Refusal or failure of the Senate to confirm an appointment shall create a vacancy. The Mayor of Orange County and the Mayor of the City of Orlando shall also serve as members. The executive director of the Florida Turnpike Enterprise shall serve as a nonvoting advisor to the governing body of [CFX]. Each member appointed by the Governor shall serve for 4 years, with his or her term ending on December 31 of his or her last year of service. Each county appointed member shall serve for 2 years. Each appointed member shall hold office until his or her successor has been appointed and has qualified. A vacancy occurring during a term must be filled only for the balance of the unexpired term. Each appointed member of [CFX] must be a person of outstanding reputation for integrity, responsibility, and business ability, but, except as provided in this subsection, a person who is an officer or employee of a municipality or county may not be an appointed member of [CFX]. Any member of [CFX] is eligible for reappointment.”

### **Section 2.6 Board Officers & Terms**

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- 2.6.1 The Governing Board shall annually elect from its members a Chairman, Vice Chairman and Treasurer by nomination at the regular meeting held in January. If a regular meeting is not scheduled for January, officer nominations and elections shall take place in December or at the next regularly scheduled Board Meeting.
- 2.6.2 The officers of the Governing Board shall have the authorities and duties set forth in these Rules for such officers, or as otherwise may be assigned to them by the Governing Board. Officers shall be elected by the members and shall hold their respective offices for a term of one year, or until their respective successors are chosen, if later.

### 2.6.3 Office of Chairman

- (A) The Chairman of the Governing Board shall preside at meetings of the Governing Board. 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. The Chairman may call special meetings, sign and may execute deeds, mortgages, bonds, contracts and other documents and instruments on behalf of CFX and perform such other duties as may be required by law or directed by the Governing Board.
- (B) 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, or Treasurer is elected Chairman, then an election shall be held for that position's successor.
- (C) 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.

2.6.4 **Office of Vice Chairman.** The Vice-Chairman shall preside at all meetings when the Chairman is not present or unable to serve. The Vice Chairman shall have the powers and perform such duties as may be delegated to that office by the Governing Board, in an event of death, absence or inability of the Chairman to act, perform the duties and exercise the powers of the Chairman.

2.6.5 **Office of Treasurer.** The Treasurer shall be responsible for reporting at each meeting financial affairs and records of CFX. The Treasurer shall cause to be kept a record of all money received and expended and all other financial transactions of CFX.

2.6.6 **Recording Secretary.** A CFX employee will be designated as Recording Secretary. The Recording Secretary shall keep the minutes of all meetings of the Governing Board and such other meetings of CFX for which minutes are required to be kept or if not required by law that the Governing Board deems desirable to be kept. The Recording Secretary shall attest to the signature of other officers of the Governing Board when required or necessary. The Recording Secretary shall maintain thorough an accurate record of the Administrative Rules, the agendas of meetings of the Governing Board, resolutions and other instruments approved by the Governing Board.

2.6.7 **Authority of Members.** Any direction as to the day-to-day operations of CFX shall be made by action of the Governing Board and implemented by the Executive Director or such other person designated by the Governing Board. No individual Board Member shall have authority to direct other Board Members or employees of CFX with regard to any action or duty relating to the day-to-day operations of CFX.

## Division III: Committees of the Board

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### Section 2.7 CFX Committees

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2.7.1 The Board may create standing committee(s) to assist the Governing Board in fulfilling its responsibilities. The Charter shall be approved by the board when a standing committee is created.

## **Section 2.8 Board Member Committee Appointments**

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### **2.8.1 Appointments by jurisdiction as follows:**

- (A) One (1) Orange County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Orange County Commission or in accordance with Orange County's policies providing for appointments to other governmental agencies;
- (B) One (1) City of Orlando staff member or citizen representative and a designated substitute to serve in their absence, appointed by the City of Orlando Commission or in accordance with the City of Orlando's policies providing for appointments to other governmental agencies;
- (C) One (1) Lake County staff member or citizen representative and a designated substitute to serve in their absence, appointed by Lake County Commission or in accordance with Lake County's policies providing for appointments to other governmental agencies;
- (D) One (1) Osceola County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Osceola County Commission or in accordance with Osceola County's policies providing for appointments to other governmental agencies;
- (E) One (1) Seminole County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Seminole County Commission or in accordance with Seminole County's policies providing for appointments to other governmental agencies;
- (F) One (1) Brevard County staff member or citizen representative and a designated substitute to serve in their absence, appointed by the Brevard County Commission or in accordance with Brevard County's policies providing for appointments to other governmental agencies; and
- (G) Gubernatorial Board Member Appointments:
  - (1) One (1) nomination per gubernatorial appointee is allowed, but it shall not be mandatory that nominations be made.
  - (2) Nominations will be confirmed by the CFX governing Board after receiving nominations submitted by the gubernatorial Board appointees.
  - (3) The term for such appointments shall be for two years commencing upon appointment which term may be renewed.

2.8.2 The Committee Members shall have the expertise or experience as stated in the respective committee charter.

2.8.3 Committee member appointments may not be delegated.

2.8.4 Appointed Citizen Representatives will serve for a period of two (2) years, until reappointed or replaced. Notwithstanding the two-year term, the citizen representatives shall serve at the pleasure of the CFX Board.

2.8.5 The Committee members will serve at the pleasure of their respective jurisdictions. County and City appointments may include contract personnel currently providing services to the appointing entity.



## Division IV: Meetings

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### Section 2.9 Meetings

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- 2.9.1 **Regular Meetings.** The Board shall meet a minimum of six (6) times a year. Scheduled meetings will be held on the second Thursday of the month at 9:00 a.m. All regular meetings shall be held at CFX's Headquarters 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 in **Section 2.10: Notices** have been satisfied.
- 2.9.2 **Special and Emergency Meetings.** Special and Emergency Meetings may be called by:
- (A) The Chairman at his/her discretion; or
  - (B) In the absence or incapacity of the Chairman, by the Vice Chairman; or
  - (C) By any six (6) or more Board members during a Board meeting; or
  - (D) At the discretion of the Executive Director upon a request from a Board member.

### Section 2.10 Notices

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#### 2.10.1 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 CFX offices and shall also be given by CFX to the appropriate persons at Orange County, Lake County, Osceola County, Seminole County, Brevard 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.
- (B) In addition, pursuant to Section 189.015, F.S., CFX shall publish a schedule of its regular meetings which shall be filed in January of each year with Orange, Lake, Osceola, Seminole, Brevard counties and the City of Orlando. The schedule shall be published annually in January in a newspaper that meets the criteria in Section 50.011, F.S., in that portion of the newspaper where legal notices and classified advertisements appear.

#### 2.10.2 Form of Notice for Regular and Special Meetings or Hearings

- (A) 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.

#### 2.10.3 Notice for Emergency Meetings or Emergency Hearings

- (A) 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 required to receive notice of CFX's meetings by electronic mail.

- (B) The notice requirements in Sections 2.10.1 and 2.10.2 above shall not apply to Emergency Meetings or Emergency Hearings. If practicable, notices shall be posted at CFX's offices, the Orange, Lake, Osceola, Seminole, and Brevard County Administration Buildings and Orlando City Hall. Following an Emergency Meeting or Emergency Hearing CFX 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.

## **Section 2.11 Agendas for Regular and Special Meetings or Hearings**

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- 2.11.1 **Advance Preparation Required.** An agenda for each regular and special meeting or hearing shall be prepared by CFX 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.

### **2.11.2 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.

### **2.11.3 Form of Agenda**

- (A) 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) *Chairman's Report*
- (6) *Treasurer's Report*
- (7) *Executive Director's Report*

(8) *Regular Agenda: Separate Motion*

(9) *Board member Comment*

- (B) 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 Section 286.0105, F.S.

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## **Section 2.12 Board Meeting Minutes**

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- 2.12.1 The Recording Secretary shall keep the official minutes of the Board, 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.
- 2.12.2 The minutes of each meeting of the Board, when approved, shall be the original and controlling record of the meeting. Before being submitted for approval, CFX staff shall provide the Board members a draft copy in advance of the next scheduled meeting.

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## **Section 2.13 Quorum and Voting**

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- 2.13.1 **Quorum.** A quorum at any meeting shall require the physical presence of at least six 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 six members casting an affirmative vote) shall be necessary for any action taken by the Board. Due to scheduling conflicts or illness a Board member may appear by telephone and vote on Board matters where a quorum is physically present not to exceed three meetings per calendar year. The participating absent Member must be able to hear all participants in the meeting and be heard by all participants.
- 2.13.2 **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.
- (A) A Roll call vote shall be taken by alphabetical order, with the Chairman voting last
- (B) When a roll call vote is called, after the Chairman has made clear the motion, the Recording Secretary 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.
- 2.13.3 **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.
- 2.13.4 **Votes Required for Affirmative Action.** Regardless of the number of Board members voting, an affirmative vote of six (6) members of the Board shall be required to pass any agenda item, Section 348.753(4)(a), F.S.
- 2.13.5 **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, F.S. or other applicable law.

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## **Section 2.14 Public Comment**

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- 2.14.1 The right to be heard and the right to public input is hereby endorsed and adopted as follows:
- (A) 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.
  - (B) Each speaker shall be limited to three minutes unless otherwise modified by the Chairman. No speaker may transfer or designate his or her time to another speaker. However, an organization may designate a single speaker to speak on behalf of a group of attendees. No additional time shall be provided to the designated speaker. 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 CFX's procurement rules, including, but not limited to, the "protest process" and the "black-out period."
  - (C) CFX staff is directed to prepare the appropriate forms for a Public Comment Request by citizens which forms shall be made available both on CFX's internet website and in the lobby area outside the Board's meeting room. Only those speakers that are present and have submitted their completed form to the Recording Secretary at least 5 minutes prior to the scheduled start of the meeting will be called to speak.
  - (D) Members of the public may also submit written comments in advance of the meeting on any topic on the agenda. Comments on agenda items received during regular CFX business hours, at least 48 hours prior to the scheduled start time of the meeting, shall be included as part of the record.
  - (E) The use of any audio or video presentation materials, such as PowerPoints, shall be submitted and received during regular CFX business hours, at least 48 hours prior to the scheduled start time of the meeting. CFX reserves the right to refuse any materials that do not meet technical specifications as specified by staff or are otherwise deemed inappropriate based on existing legal standards. All submissions become public records and may not be returned. Any member of the public seeking to distribute materials to Board Members at a public meeting shall provide the Recording Secretary with at least 13 copies of any materials at least 5 minutes prior to the scheduled start time of the meeting.
  - (F) Speakers must be courteous and non-disruptive. If a person continues disruptive behavior after being asked to stop, the Chairman may take appropriate action.

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## **Section 2.15 Motions**

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- 2.15.1 **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.

- 2.15.2 **Main Motion.** A main motion shall be a motion whose introduction brings business before the Board. A second is required.
- 2.15.3 **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 six 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 six 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.
- 2.15.4 **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 six members shall be required to pass this motion.
- 2.15.5 **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 six members shall be required to pass this motion.
- 2.15.6 **Motion to Rescind.** 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 six members, the question of whether a further motion and vote is needed will depend on the circumstances.
- 2.15.7 **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.

- 2.15.8 **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 six members is required.

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## **Section 2.16 Robert's Rules**

- 2.16.1 The rules contained in the latest version 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 Members, special rules of order the Board may adopt, and the laws of the State of Florida.

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## **Division V: Rules of Procedure Amendments and Review**

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### **Section 2.17 Amendments and Revisions**

- 2.17.1 These rules may be amended or revised by an affirmative vote of six (6) or more members of the Board at a regular or special meeting.

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### **Section 2.18 Review**

- 2.18.1 The Board shall institute a review of these Rules of Procedures at least every two years.


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### **Section 2.19 Effective Date**

- 2.19.1 These Rules of Procedure shall be effective upon adoption and shall remain in effect unless otherwise amended or repealed.

ADOPTED this 12<sup>th</sup> day of December 2024.

  
ATTEST: Mimi Lamaute  
Mimi Lamaute  
Manager of Executive & Board Services

  
\_\_\_\_\_  
Commissioner Brandon Arrington  
Board Chairman

Approved as to form and legality:

  
\_\_\_\_\_  
Angela Wallace  
General Counsel

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**END OF ARTICLE 1**