

HWY 79 CORRIDOR AUTHORITY
BYLAWS AND GOVERNANCE PROCEDURES

The Hwy 79 Corridor Authority was created by interlocal agreement between Washington County, Holmes County, and the City of Bonifay to enhance and expand economic development within the geographic area comprising the Authority and to acquire, plan for, develop, fund, construct, own, maintain, manage, improve, operate, and, at its option, dispose of the authority facilities and projects within such area. For the orderly and legal conduct of the affairs of the Hwy 79 Corridor Authority, the following Bylaws and Governance Procedures are hereby adopted by the duly appointed Directors of said Authority:

Article I
Definitions

The following words and phrases shall have the following meanings, unless the context in which they are used requires otherwise:

“Authority” – The Hwy 79 Corridor Authority, a legal entity and public body created by the Interlocal Agreement.

“Authority Social Media Site” – Any Social Media site or page that is established, endorsed, or funded by the Authority by its Directors, employees, agents, volunteers, or contractors, the purpose of which is to disseminate information to the public regarding the Airport Facilities and the functions, services, and programs, offered by the Authority.

“Board of Directors” or “Board” – The governing body of the Authority.

“Director” – A person appointed to serve on the Board of Directors in accordance with the Interlocal Agreement. "Director" shall also include an alternate who is appointed to fill such role by a Member Government.

“General Manager” – The individual or entity selected and employed by the Board to administer the affairs of the Authority.

“Interlocal Agreement” – The interlocal agreement between the Member Governments dated June 2018 which created the Authority.

“Member Governments” – Holmes County, Washington County, the City of Bonifay, and any other public entities that are admitted to join the Authority pursuant to the Interlocal Agreement.

“Public Records” – All documents, papers, letters, maps, books, tapes, photographs, films, sound recordings, data processing software, or other material, regardless of the physical form, characteristics, or means of transmission, made or received in connection with the transaction of official business by the Authority.

“Social Media” – Means and includes blogs, websites, Facebook profiles/pages, Twitter feeds, Instagram, and related websites available for the dissemination of information and viewing by the public.

Article II Governing Body

Section 1. Board Membership. Pursuant to the Interlocal Agreement, the Authority shall be governed by a Board of Directors. The composition of such Board, the terms of office of the Directors, and the process for filling vacancies, shall be as provided for in the Interlocal Agreement.

Section 2. Director Compensation. Directors shall serve without compensation, however, Directors may be compensated for reasonable expenses incurred in the conduct of Authority business in accordance with Chapter 112, Florida Statutes.

Section 3. Education and Standards.

a. At the commencement of a new term, all Directors shall participate in an orientation program, which shall include instruction in basic parliamentary procedure, public records laws (chapter 119, Florida Statutes), public meetings laws (the “Sunshine Law,” chapter 286, Florida Statutes), and state ethic laws.

b. All Directors shall comply with applicable provision of the Code of Ethics for Public Officers and Employees set forth in Part III, Chapter 112, Florida Statutes.

Article III Authority and Responsibilities of the Board

Section 1. Enabling Act. The general and specific powers of the Board shall be those authorized in the Interlocal Agreement, which powers shall be liberally construed to enable to Board to fulfill the Authority’s stated purpose described in the Interlocal Agreement. No provision in these bylaws shall be construed as superseding or exceeding those powers within the Interlocal Agreement.

Section 2. Board Actions. The Authority shall act only through actions of the Board or its duly authorized representative, and it shall not be bound by any action taken on the part of an individual Director, employee, agent, or contractor except when such action is taken in response to authorization from the Board.

Section 3. Employees and Contractors. The Board may employ a general manager, an attorney and other employees and such other firms, persons, entities, and contractors as it deems necessary to effectively and efficiently carry out the purpose of the Authority as embodied in the Interlocal Agreement.

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Article IV
Meetings and Conduct of Authority Business

Section 1. General. Except when otherwise provided by law, all official actions taken by the Board shall occur at a publicly noticed meeting of the Board which shall be open to the public. Board meetings noticed in accordance with state law and shall be held at reasonable times and at such locations as are open and accessible to the public.

Section 2. Organizational Meeting. Following the initial organizational meeting provided for in the Interlocal Agreement, an organizational meeting shall subsequently be held annually at which the Board shall elect the officers described in the Interlocal Agreement and establish a schedule of the Authority's meetings for the following 12-month period. The Board may amend such regular meeting schedule at any meeting.

Section 3. Special Meetings. Meetings other than regularly scheduled meetings, including special meetings and workshops, may be called by the Chair from time to time. The purpose of the special meeting shall be stated in the call. Special meetings may also be called by written notice signed by at least two Directors. All special meetings shall be publicly noticed in accordance with state law and Section 5 below and upon such notification shall be considered regular meetings in accordance with the Interlocal Agreement.

Section 4. Emergency Meetings. In the event a bona fide emergency situation exists, a meeting to deal with the emergency may be held as necessary, and the notice requirements in Section 5 shall not apply, however, the Board shall still provide reasonable notice to the public. All actions taken by the Board at an emergency meeting shall be subsequently ratified at a regular or special meeting of the Board.

Section 5. Notices. All meetings, public hearings, and workshops of the Board shall be publicly noticed as provided herein.

a. Following the organizational meeting each year, the Board shall publish notice on the Authority's website and in a newspaper or newspapers of general circulation in the Member Governments a schedule of the Authority's regular meetings, which shall include the time, date, and location of each meeting.

b. All meetings, public hearings, and workshops other than regularly scheduled meetings shall be noticed at least 7 days before such meeting or workshop on the Authority's website and in a newspaper or newspapers of general circulation in the Member Governments, which notice shall include the day, time, place, and purpose of the meeting or workshop. Notice of a special meeting, unless otherwise waived, shall be furnished to each Director by the Chairman, General Manager, or other person designated by the Board not less than seven (7) calendar days prior to the date of such meeting; provided the Chairman or, in his absence or unavailability, the Vice-Chairman, may call a meeting upon twenty-four (24) hours written notice, if such officer determines an emergency exists.

c. In the event the Board finds it necessary to cancel a scheduled meeting, public hearing, or workshop for any reason, notice of such cancellation shall be promptly placed on the Authority's website and shall also be disseminated to the public by other reasonable means.

d. It shall not be necessary to republish notice of any special meeting, public hearing, or workshop recessed or continued to a date and time certain.

Section 6. Quorum, Agenda, and Action.

a. At any meeting of the Authority at which any official action is to be taken, a majority of all Directors shall constitute a quorum. A majority vote of a quorum of the Directors present at a duly called meeting shall constitute an act of the Authority.

b. All official actions of the Board must be taken at a regular or special Board meeting.

c. An agenda shall be prepared for each meeting and workshop and shall in all cases provide a period for public comment. The agenda shall contain a list of potential items for discussion or action during the planned meeting or workshop and shall include items requested by the Chair and other Directors. At least 7 days before each meeting or workshop the agenda and any meeting materials available in electronic format shall be published to the Authority website.

d. The Board may take official action on items not included on the agenda for a meeting, provided that the public is provided sufficient opportunity to be heard on such items.

Section 7. Public Comment.

a. The Board shall comply with Section 286.0114, Florida Statutes, which requires that members of the public shall be afforded a reasonable opportunity to be heard on each item or proposition that comes before the Board. The opportunity to be heard need not occur at the same meeting at which the Board takes official action if the opportunity occurs at a meeting that is during the decision-making process and is within reasonable proximity in time before the meeting at which the Board takes the official action.

b. The Board may adopt additional rules and guidelines in compliance with Section 286.0114, Florida Statutes, to govern the public's opportunity to be heard by Board resolution.

Section 8. Parliamentary Procedures.

a. Except as modified herein or in subsequent Board resolution, the Board shall endeavor to conduct all meetings in accordance with Robert's Rules of Order;

provided, however, that failure to observe such parliamentary rules shall not invalidate any official action which is otherwise in compliance with these Bylaws, the Interlocal Agreement, and/or other applicable law.

b. Before a Director may make a motion or speak in debate, they shall be recognized by the Chair. A Director who makes a motion shall be entitled to be recognized in preference to other Directors in speaking on the motion. No Director who has already had the floor in debate on a pending motion shall be entitled to the floor again so long as any member who has not spoken on that question claims the floor. A Director who has obtained the floor on a motion may speak no longer than 10 minutes unless they obtain the consent of the Chair.

c. In conducting debate, each Director shall (i) confine their remarks to the merits of the pending question; (ii) refrain from attacking other Directors' motives; (iii) address all remarks through the chair; (iv) refrain from speaking against their own motion; and (v) refrain from disturbing the assembly.

d. The Board may adopt additional rules, guidelines, and exceptions to Robert's Rules of Order by Board resolution.

Section 9. Minutes. Written minutes of the all Board meetings shall be kept by the Secretary, which shall reflect all official actions taken by the Board. Minutes need not be verbatim but shall accurately summarize the actions of the Board as to each item or matter that comes before it.

Section 10. Voting Method. Voting shall be by voice vote unless a Director shall demand a roll call, in which case the Chair shall call the roll and the vote of each Director entered in the minutes. Each Director shall vote on each matter which is considered by the Board unless the Director has a voting conflict as established herein and pursuant to chapter 112, Florida Statutes.

Section 11. Voting Conflicts.

a. No Director shall vote in an official capacity on any measure which would inure to the special private gain or loss of themselves, any principal or entity by whom they are retained, or to any relative or business associate. In the event of a voting conflict, the affected Director shall: (1) announce the nature of the conflict before the vote; (2) abstain from voting; and (3) file a memorandum of voting conflict, which shall be included in the minutes for the meeting.

b. A Director with a voting conflict may participate in discussion of the item only after disclosing the nature of his/her conflict to the Board, to be followed by the filing of the memorandum of voting conflict described above and read publicly at the next Board meeting in accordance with Section 112.3143(4), Fla. Stat.

Section 12. Committees.

a. The Board may create advisory committees by Board resolution as the need arises to carry out specified tasks, at the completion of which, each advisory committee shall automatically cease to exist.

b. Advisory committees may only make recommendations to the Board and may take no official action on behalf of the Board or Authority except as specifically authorized herein or by subsequent action of the Board.

c. All advisory committees and their members shall comply public records laws (chapter 119, Florida Statutes), public meetings laws (the "Sunshine Law," chapter 286, Florida Statutes), and applicable state ethic laws.

**Article V
Public Records**

Section 1. Compliance with Public Records Laws. The Authority, Board, any committees, and all Directors and committee members shall fully comply with the public records laws embodied in Chapter 119, Florida. Statutes, and ensure that all Public Records are preserved in accordance with the retention schedule for state and local government agencies established by the State of Florida, General Records Schedule for State and Local Government Agencies. The Secretary or such other person as designated by the Board shall serve as the custodian of Public Records for the Authority. It shall be the duty of the custodian to ensure that Public Records are kept secure, reasonably protected from alteration or destruction, and readily available for inspection.

Section 2. Public Records Requests.

a. Public Records requests may be made in person, in writing, by phone, by email, or fax. The contact information for the Authority's Public Records custodian and such other contact information necessary to submit a Public Records request shall be maintained on the Authority's website and prominently posted in the Authority's primary administrative building in which public records are routinely created, sent, received, maintained, and requested. The requestor does not have to provide a name, contact information, or show any special or legitimate interest in the record requested.

b. The Authority cannot refuse a request because it is "over broad," but can request clarification from the person requesting records. The custodian is not required to answer questions concerning the requested records, create records that do not already exist, or reformat its records in a particular form other than the form in which they already exist. The custodian must allow inspection and copying within limited reasonable time. The custodian can retrieve the record, review for exemption (in coordination with the Authority's legal counsel where appropriate), and redact or delete any portion claimed exempt.

c. Public Records are to be made available for inspection and copying within a reasonable amount of time but in no case longer than five (5) business days following the original request, except for unusual circumstances, such as voluminous records or requests requiring extensive staff time. When unusual circumstances arise, the custodian should contact persons requesting documents every five (5) days until the request is fulfilled to inform them of progress in obtaining requested material.

Section 3. Exemptions. All exemptions of a Public Record or portions of a public record must be specifically authorized by law. If a Public Record is exempt or confidential from inspection pursuant to law, the basis for the refusal to release should be provided in writing. If only a portion of the record is exempt, only that portion can be deleted (and a reference to the basis for the exemption must be provided), but the remaining record must be provided for examination.

Section 4. Costs.

a. For all Public Records requests, the following fee schedule shall apply:

\$.15 per page for single page copies (8.5" x 11" and 8.5"x 14)

\$.20 per page for double sided copies

\$1.00 per CD/DVD

\$1.00 per page for a certified copy of a public record

Costs for duplication of larger sized documents (i.e. planning maps, topographical maps, bound books, etc.) are charged at the actual cost associated with the duplication.

There shall be no charge for the first 30 minutes of time spent by the custodian or such other person as designated by the Authority in compiling Public Records pursuant to a Public Records request.

b. If the nature or volume of Public Records requested to be inspected or copied is such as to require extensive use of information technology resources or extensive clerical or supervisory functions, a special service charge may be imposed. Any such special service charge so imposed shall be reasonable and shall be based on the actual cost incurred for the extensive use of information technology resources or the labor cost of the personnel providing the service that is actually incurred by the Authority or attributable to the clerical and supervisory assistance required, or both. Actual cost means base salary plus benefits for Authority employees or the applicable contract rates for contracted Authority services for the lowest paid employee or contractor who is able to perform the service.

c. In order to maximize the efficient use of Authority resources, upon receipt of a Public Records request, the custodian shall estimate all costs associated with

fulfilling that request and provide that estimate to the requestor within two (2) business days of receipt of the request. Any estimates in excess of \$10 must be paid in full to the Authority before the custodian begins producing the requested records. Upon receipt of a deposit of all estimated costs, the requested materials shall be made available within a reasonable time thereafter, which should not to exceed five (5) business days unless unusual circumstances exist. If the deposit exceeds the cost of the request, the balance will be returned to the requestor. In all cases, the total cost associated with processing a Public Records request must be paid before any materials will be provided to the requestor.

Article VI Reporting Requirements

The Secretary in coordination with other Authority officers and/or employees, shall file all reports required by law.

Article VII Social Media Policy

Section 1. Purpose. The Authority wishes to utilize Social Media as a means to disseminate information concerning the Airport Facilities and the various functions, services, and programs offered by the Authority. The rules set out herein are intended to provide for the responsible and appropriate use of social media in furtherance of this purpose.

Section 2. Use of Social Media Sites by Directors. Directors may create, manage, administer, or communicate news and their own views and opinions regarding Authority business through Social Media, but must ensure that they do not hold out such views as representative of the Authority as a whole.

Section 3. Authority Website. The Authority shall maintain a website containing, at a minimum, the following information:

- a. Full legal name of the Authority;
- b. Public purpose of the Authority;
- c. Name, official address, official email address, and, if applicable, term and appointing authority for each Director;
- d. Fiscal year of the Authority;
- e. The Interlocal Agreement;
- f. Mailing address, email address, and telephone number of the Authority;

- g. Description of the boundaries or service area and services provided by the Authority;
- h. Primary contact information for the Authority;
- i. Authority's budget and any amendments thereto;
- j. Listing of the Authority's regularly scheduled meetings and approved special meetings and workshops, if any;
- k. At least 7 days before each meeting or workshop, the agenda along with any meeting materials available in electronic format, excluding confidential and exempt information, which materials must remain on the website for at least 1 year.

Section 4. Creation and Use of Authority Social Media Sites.

- a. Only persons who have been authorized by the Board may create an Authority Social Media Site or otherwise communicate via Social Media on behalf of the Authority.
- b. Each Authority Social Media Site shall have at least one individual designated by the Board who shall be responsible for the administration, updating, and maintenance of thereof (the "Page Administrator"). Each Page Administrator shall be required to undergo training covering state public records laws including but not limited to those contained in Chapter 119, Florida Statutes.

Section 5. Use of Authority Social Media Sites.

- a. The Page Administrator shall post the following on an Authority Social Media Site:
 - 1. The Authority's name and approved logo, if applicable;
 - 2. An Authority e-mail address or telephone number for contact purposes;
 - 3. Official Authority information, resources, calendars, events, and news; and
 - 4. A link to the Authority's website.
- b. Authority Social Media Sites may not be used for the following:
 - 1. To communicate political advertisements or electioneering communications concerning an issue, referendum, or other matters that may be subject to the vote of the electors, except for electioneering

communications limited to solely factual information in accordance with section 106.113, Florida Statutes;

2. To communicate personal opinions; or
3. To communicate irrelevant, impertinent or slanderous information.

Section 6. Two-Way Communication. At the discretion of the Board, Authority Social Media Sites may be structured to allow for two-way communication between the Authority and the Public. Where two-way communication is permitted, members of the general public may be allowed to post comments and other content which relates to the general purpose and subject matter of the site. In the event the Authority elects to allow for two-way communication, the following terms of use shall be posted on the Authority Social Media Site:

“The Hwy 79 Corridor Authority has created this page as a limited public forum for the purpose of facilitating the dissemination of information and communication with the public concerning [Insert Description of Type of Info to Be Provided]. Please be aware that when engaging with the Hwy 79 Corridor Authority through social media, you agree to adhere to the following terms of use:

- Florida has broad public records laws. All postings on this page, including personal information, may be public records under Florida public records laws and all information is being preserved by the Hwy 79 Corridor Authority.
- Please keep all comments and discussion on topic and related to the purpose of the page.
- The following are **expressly prohibited**: pornography; graphic or obscene content; content that promotes illegal activity; violations of copyrights and trademarks; content that promotes, fosters or perpetuates discrimination on the basis of race, creed, color, age, religion, gender, marital status, status with regard to public assistance, national origin, physical or mental disability, gender identity or sexual orientation; content that constitutes an imminent threat; and solicitations, advertisements, or other content that is commercial in nature.”

Section 7. Retention of Records.

a. In accordance with Chapters 119, Florida Statutes, all communications made through Social Media regarding Authority business by Authority Directors, agents, employees, volunteers, or contractors and comments by the public on Authority Social Media Sites are Public Records and must be stored according to the retention schedule established by the Department of State.

b. Communications on personal Social Media sites regarding Authority business may also be considered a public record under the definitions in Chapter 119,

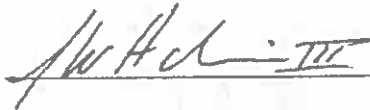
Florida Statutes. It is the sole responsibility of the Authority Directors, agents, employees, volunteers, and/or contractors who utilize personal Social Media sites to capture and save any communications received on the social media sites which relate to official Authority business and provide such communications to the custodian so that such communications may be retained according to the retention schedule established by the Department of State.

Section 8. Sunshine Law Requirements for Directors Utilizing Authority or Personal Social Media. Directors who use Authority Social Media Sites or personal Social Media sites must exercise caution to comply with Chapter 286, Florida Statutes. Pursuant to the requirements of Chapter 286, Florida Statutes, Directors must not engage in an exchange or discussion of matters with other Directors via Social Media on matters that will foreseeably come before that Board.

**Article VIII
Amendment of Bylaws and Policies**

These Bylaws and any policies or procedures approved by the Board may be amended at any regular meeting of the Board, provided that the amendment has been submitted in writing at the previous regular meeting of the Board for consideration.

DULY APPROVED BY A MAJORITY VOTE OF THE HWY 79 CORRIDOR AUTHORITY BOARD OF DIRECTORS on this ____ day of _____, 2018.


_____, Chair

9/26/18

Date

Attest:

, Secretary

