

F S T E D

Florida Seaport Transportation and Economic Development Council

BY-LAWS

ARTICLE I **NAME, LOCATION**

The name of this organization shall be the Florida Seaport Transportation and Economic Development Council, hereinafter referred in these By-Laws, as “the Council.” The principal office of the Council shall be located in Tallahassee, Florida.

ARTICLE II **OBJECTIVES**

The primary objectives of the Council are as provided by state law, including those statutory requirements contained in Chapter 311, Chapter 315, section 163.3178(2)(k), section 339.135(4), section 341.053, section 320.20, and section 403.061, Florida Statutes. These statutory objectives include, but are not limited to, the requirement that the Council, the Department of Transportation, and the Department of Economic Opportunity work in cooperation to review projects and allocate state funds to finance port transportation or port facilities projects that will improve the movement and intermodal transportation of cargo or passengers in commerce and trade and support the interests, purposes, and requirements of all ports.

ARTICLE III **MEMBERSHIP**

The membership of the Council shall be the port director, or the port director’s designee, of each of the ports of Jacksonville, Port Canaveral, Port Citrus, Fort Pierce, Palm Beach, Port Everglades, Miami, Port Manatee, St. Petersburg, Tampa, Port St. Joe, Panama City, Pensacola, Key West, and Fernandina; the secretary of the Department of Transportation or his or her designee; and the director of the Department of Economic Opportunity or his or her designee.

ARTICLE IV **FSTED ORGANIZATION**

- A) Governing and Policy-Making Body – The members of the Council are the governing and policy-making body of the Florida Seaport Transportation and Economic Development and other statutorily associated programs shall have full power to do any and all things necessary or desirable in carrying out the objectives of said Programs, within the limitations provided in law.
- B) Officers- A Nominating Committee selected by the Chair shall prepare officer

- nominations and make recommendations to the Council. The Nominating Committee shall be comprised of the immediate past Chair of the Council (if available) and at least two other members selected by the Chair. The election of officers shall be determined by a majority of voting members present at the appropriate general meeting. All officers shall take office on the first date of the new fiscal year beginning October 1 and serve for a term of 1 year until their successor assumes the duties of the office. The term of officers can be renewed for one consecutive term.
- C) Chair – The Chair of the Council will be elected by the members of the Council on an annual basis. The election shall be determined by a majority of voting members present at the meeting. He or she shall preside at all meetings of the Council, and at the discretion of the Council, the Chair may be an ex officio member of any committees of the Council. He or she shall, at his or her own discretion or by decision of the Council, establish all ad hoc committees and task forces and appoint the members thereof. He or she shall perform such other duties as may be provided for in law, these By-Laws, or by vote of the Council. The Chair must be an active port director from one of the eligible ports listed in section 311.09(1), Florida Statutes.
- D) Vice Chair – The Vice Chair of the Council will be elected in the same manner as the Chair. The Vice Chair is empowered to act, in the absence or disability of the Chair, on behalf of the Chair in all of the Council matters and may, at the discretion of the Council, be an ex officio member of any committees of the Council. The Vice Chair must be an active port director from one of the eligible ports listed in section 311.09(1), Florida Statutes.
- E) Treasurer/Secretary – If desired, the Council may elect a joint Treasurer/Secretary of the Council in the same manner as the Chair. The Treasurer/Secretary shall examine the expenditures of the Council and, if necessary, present a report of the financial condition of the Council at each regular meeting of the Council. The Chair may also create a Ways and Means Committee to examine such issues and report to the Council. The Treasurer/Secretary, if elected, shall serve as the Chair of the Ways and Means Committee. The Treasurer/Secretary must be an active port director from one of the eligible ports listed in section 311.09(1), Florida Statutes.
- F) Ad hoc Project Review Committee – If desired, the Council may create a standing ad hoc project review committee composed of one representative from the Department of Economic Opportunity, one representative from the Department of Transportation, and two representatives from the seaports appointed by the Chair. The members of the Council may delegate to the ad hoc project review committee any powers necessary for project evaluation or other related issues. If directed by the Chair, the ad hoc project review committee shall review and approve or disapprove emergency project applications or approved projects that have a major change requiring the submission of an emergency application or new application after the Florida Seaport Transportation and Economic Development Program Fiscal Year funding cycle application period has expired.
- G) Certification of Instruments – Each officer of the Council shall have the authority, when necessary or appropriate, to certify the records, proceedings, rules and regulations and other instruments of the Council and to attest to the records and

proceedings of the Council.

ARTICLE V **MEETINGS**

- A) General Meetings – Meetings of the Council shall be held a minimum of two (2) times a year at a location to be determined by the Chair of the Council. Additional meetings of the membership may be held at the call of the Chair or shall be called by the Chair at the written request of a majority of the membership.
- B) Monthly Meetings – The Council may hold monthly meetings with representatives from the Department of Economic Opportunity and the Department of Transportation to facilitate the project evaluation process and other related issues.
- C) Emergency Meetings – Emergency meetings of the Council may be held at the call of the Chair or shall be called by the Chair at the written request of a majority of the membership. Emergency meetings shall be conducted pursuant to section 120.525, Florida Statutes.
- D) Quorum – A majority of the members, or their designees, shall constitute a quorum for the purpose of transacting the business of the Council. The withdrawal of any voting members or their designees after the commencement of a meeting shall have no effect on the existence of a quorum after a quorum has been established at such a meeting. A vote of the majority of the voting members present is sufficient for action of the Council unless these By-Laws require a greater vote for a particular action.
- E) Robert's Rules – “Robert's Rules of Order,” as revised, shall govern the conduct of all meetings of the Council whenever specific provisions of the By-Laws are not applicable.
- F) Privilege of the Floor – Privilege of the floor at meetings of the Council shall be governed by these By-Laws, but the presiding officer, at their discretion, may allow any person the courtesy of the floor.
- G) Order of Business at Membership Meetings – The order of business at the Council meetings shall be stated in advance of the meetings and materials shall be prepared and made available to all delegates representing members prior to the time of said meeting. Exceptions to the order may be made to accommodate sudden new business or other scheduling issues.
- H) Public Meetings – All meetings of the Council and committees shall be scheduled pursuant to the provisions of Chapters 120 and 286, Florida Statutes.

ARTICLE VI **COMMITTEES**

The Chair of the Council may establish any committee or task force they deem important to the management of the Council and its programs and shall determine the process and requirements

for participation and the selection of members. The Chair of the Council may periodically request reports on the purpose, member composition, and status of all active committees or task forces. The Chair or Council can also abolish any such committee or task force so established.

ARTICLE VII

ADMINISTRATIVE STAFFING & PROFESSIONAL SERVICES

- A) Staff Services for Council Administration Administrative Staffing Services for Council Administration– Pursuant to section 311.09(11), the Council may elect to provide an administrative staff or to contract with an entity to provide administrative services to the Council on matters relating to the business of the Council. The staff, if provided, shall perform duties or perform such administrative services as specified by the Council by resolution or written agreement for a specified period not exceeding a five-year period prior. Subject to review and approval of the Council, this resolution or written agreement may be extended ad infinitum for additional five-year periods. The cost of such administrative services shall be paid by seaport members with funds derived in accordance with section 311.09(11), Florida Statutes.

In addition to the duties and administrative services specified by the Council in the resolution or written agreement, Administrative staff elected by the Council shall record all the votes and the minutes of the Council, attend to the serving of notices of all meetings when required, and keep in safe custody all records of the Council. The Chair also may direct administrative staff to perform other ministerial functions as assigned by the Council.

- B) Selection, Retention of Professional Service Providers – The Council shall select the most competent and qualified providers of professional services which best meets the needs of the Council, in the most economical and efficient manner. The Council shall comply with the provisions of section 287.057, Florida Statutes and Florida Administrative Code 60-A1 for the purchase of any services. If required by Florida law, the Chair shall establish a selection committee to ensure the selection of the most competent and qualified providers of professional services as approved and directed by the Council.
- C) Contracts with Professional Service Providers – Except as otherwise exempted by law, moneys derived from the Florida Seaport Transportation and Economic Development Program shall be expended in accordance with the provisions of Chapter 311, Florida Statutes and Florida Administrative Code 60A-1. Providers of professional services shall be engaged by written agreement for a specified period not exceeding a five-year period. These services, contracts, and agreements are subject to audits and review by the Department of Transportation and the Department of Financial Services in addition to an external audit by the FSTED Council.
- D) Length of Professional Service Contracts – Services may be renewed for additional specified periods, not exceeding a five-year period, subject to a review and evaluation at least once every five years. A majority of the Council members may request the Council Chair to initiate a review and evaluation at any time during the engagement period with a professional service provider. The professional services listed herein

may be secured on an ongoing basis or secured solely on an as-needed basis as applicable.

- E) External Audit Services – The Council may elect to contract with an entity to provide auditing services to the Council on matters relating to the business of the Council. The cost of such services shall be paid by seaport members with fees collected pursuant to Article VIII, Fees.
- F) Other Professional Services – Such other professional services shall be retained as required and may be included as part of the services enumerated herein. Such services may be retained for periods and terms as required by the Council subject to the other requirements contained in this Article. The cost for data and analysis services that will assist the Florida Seaport Transportation and Economic Development Program and international trade may be spent in accordance with section 311.07, Florida Statutes.

ARTICLE VIII

FEES

- A) Schedule – The schedule and payment by the seaport members of any fees and expenses incurred by the Council shall be determined by the Chair and approved by an action of the Council. Such fees and expenses shall be incurred in connection with the business of the Council.
- B) Compensation – Members of the Council shall serve without compensation but are entitled to receive reimbursement from their respective governing entity for per diem and traveling expenses as provided in section 112.061, Florida Statutes.

ARTICLE IX

AMENDMENTS

Any and all references to Statute or Administrative Code shall mean the specified Statute or Administrative Code, as amended or revised from time-to-time, or any successor thereto. These By-Laws may be amended by a two-thirds vote of the members present at any meeting provided a quorum of members is present and the proposed changes have been submitted to the membership in writing at least seven (7) days prior to the meeting.