

**AMENDED BY LAWS OF
EASTERN VOLUSIA REGIONAL WATER AUTHORITY
Adopted 07-13-12**

Purpose

These Bylaws shall govern the meetings of the Board of Directors (“Board”), and all committees of the Eastern Volusia Regional Water Authority (EVRWA). In the event of a conflict between these Bylaws and the Interlocal Agreement Creating the Eastern Volusia Regional Water Authority (“Interlocal Agreement”). The Interlocal Agreement shall prevail.

Section 1. Meetings

The Board meeting schedules for the upcoming calendar year shall be presented to the Board for approval at the April meeting. The Board must schedule a minimum of four (4) meetings per calendar year. The schedules must include the day, date, time, and tentative location. Any deviation from the adopted schedule must be voted on by the Board one month prior to the proposed deviation. Special meetings of the Board may be called by the Chairperson and in his or her absence by the Vice-Chairperson pursuant to Section 2.06 of the Interlocal Agreement.

Section 2. Agenda

- A. **Requirement for Agenda:** There shall be an official agenda for every meeting of the Board. All proceedings and the order of business, unless otherwise modified by the Board, shall be in accordance with the agenda.
- B. **Preparation of Agenda.** The Chairperson of the Board shall prepare the agenda for all Board meetings. All items to be placed on the agenda must be submitted to the Chairperson at or prior to the meeting. Only a Board Member or General Counsel may place an item on the agenda.
- C. **Distribution of Agenda.** Agenda items submitted to the Board shall be accompanied by supporting documentation, if applicable. Agendas shall be made available to the extent possible to Board members and the public by noon on the Wednesday prior to a regular meeting and as quickly as possible prior to any special meeting. Both hard copies and, to the extent possible, electronic versions of Agendas shall be made available. The Secretary of the Board shall make arrangements to post all Agendas and supporting documentation available on a website to aid in the effort to fully inform the public of its activities.
- D. **Agenda Form for Regular Meetings:** The agenda format for a regular Board meeting shall substantially be in the following format:
 - 1. Call to Order and Roll Call
 - 2. Review and Approval of the Minutes
 - 3. Committee Reports
 - 4. Consent Agenda Items

5. Old business
6. New business
7. Report by General Counsel
8. Citizen Comments on Non-Agendaed Items
9. Board Member Comments
10. Adjournment

- E. **Consent Agenda:** Consent items are those items of business considered routine in nature and do not represent a deviation from past Board direction or policy. Consent items may be voted on in their entirety with one motion. Any Board member may withdraw an item from the consent agenda.
- F. **Summary of Future Meeting Dates:** Each Agenda shall list upcoming meeting dates for the Board and committees appointed by the Board.

Section 3. Conduct of Meetings

- A. **Governing Rules:** Except as otherwise provided by these bylaws or the Interlocal Agreement, the methods or organization and the conduct of business of the Board shall be governed by *Robert's Rules of Order, Revised* in all cases in which they are applicable.
- B. **Role of Chairperson.** The Chairperson or, in his or her absence, the Vice-Chairperson shall preside at each meeting of the Board. The Chairperson is considered a Board member with full authority to make and second motions without surrendering the gavel. At all times, the Board shall act as the Board in accordance with the Interlocal Agreement, the laws of the State of Florida and any ordinances or resolutions of EVRWA. In addition, the responsibilities of the Chairperson shall include, but not be limited to, the following:
1. Open all meetings at the appointed time and call the meeting to order.
 2. Announce the business to come before the Board in accordance with the Agenda.
 3. Recognize all Directors, General Counsel, and others who seek the floor. All questions and comments are to be directed to the Chairperson. The Chairperson shall repeat ever motion and question coming before the Board and announce the decision of each vote.
 4. Call to order any member of the Board who violates any of these procedures and decide questions of order, subject to a majority vote on a motion to appeal.
 5. Expedite business in a manner preserving the rights of other Directors.
 6. Repeat all seconded motions prior to a vote by the Directors.
 7. Declare adjournment of meetings.
- C. **Role of Vice-Chairperson:** In the absence of the Chairperson, the Vice-Chairperson shall perform the duties and functions of the Chairperson.

D. **Role of Secretary:** The Secretary shall be a party to the execution of all minutes and resolutions of the Board and shall perform the duties and functions of the Chairperson in the absence of the Chairperson and Vice-Chairperson. The Secretary shall coordinate with appropriate staff the printing and distribution of all meeting agendas.

E. **Quorum:** A quorum for the transaction of business at any regular or special meeting of the Board shall consist of a majority of the Directors pursuant to Section 2.05 A. of the Interlocal Agreement. No resolution, policy, or motion shall be adopted by the Board without maintaining quorum.

F. **Rules of Debate:**

1. Decorum:

a. Every Director desiring to speak shall address the Chairperson, and upon being recognized by the Chairperson, confine discussion to the question under debate, avoiding all personal attacks and rude language.

2. Motions:

a. A motion and a second to the motion must precede any action on an agenda matter.

b. All motions shall be made and seconded before debate.

c. Upon a motion being seconded, no other motion shall be received thereafter with the exception of adjournment, tabling of motion or amendment of motion.

d. A Director may move to close debate and call the question on the motion being considered. A call to question is non-debatable but is subject to a majority vote of the Board. A successful vote on the motion to close debate will end the discussion of the item.

e. **Amendment to Motions:** An amendment to a motion must be germane to the main motion. An amendment may not introduce an independent question nor serve as a rejection to the main motion. A Director may amend the main motion as follows:

i. **Consent of Board:** The Chairperson or any Director may ask for an amendment to the main motion in the absence of the maker's objection. If the maker presents no objection, the motion shall stand as amended without a vote.

ii. **Formal Amendment:** An amendment may be presented formally by moving to amend the motion. A second to this motion shall be required.

G. Voting

1. **Voice Vote:** Unless otherwise directed by the Chairperson, all votes shall be declared by voice. Each Director shall cast his or her vote by declaring “yes” or “no”.
2. **Tabulation of Vote:** The Chairperson shall tabulate the votes and announce the results. In the event of a question over the results of a vote, any Director may ask for a roll call vote.
3. **Conflict of Interest:** No Director shall vote on a matter when said vote constitutes a conflict of interest as defined by the Florida Code of Ethics, Chapter 112, Fla. Stat. A Director abstaining from a vote due to a conflict of interest shall announce the conflict prior to discussion on the matter and file a Form 8B form with the Secretary in the manner provided by Chapter 112, Fla. State.

Section 5. Public Access and Participation

- A. **Sunshine Law:** All meetings of the Board and committees appointed by the Board shall be open to the public in accordance with Florida’s Public Meetings Law, Section 286.011, Fla. State. and Public Records Law, Chapter 119, Fla. Stat. (“Sunshine Law”).
- B. Each citizen wishing to address the Board on agendaed items requiring a vote and/or during “Citizen’s Comments,” may, prior to the start of the meeting, present to the Chairperson, his or her name, address and the subject to be discussed. Citizens shall be entitled to speak no more than once on each agenda item. Citizens shall be permitted to speak during agendaed items requiring a vote and during the “Citizen’s Comments” portion of the meeting for a period of no more than three (3) minutes each, unless otherwise extended by the Board.
- C. Minutes of each meeting of the Board and committees appointed by the Board shall be taken. These minutes shall contain a brief summary of all matters discussed and action taken.
- D. Each meeting of the Board and committees appointed by the Board shall be noticed, at a minimum, on a website. Whenever possible, audio records shall be maintained of each meeting.

Section 6. Elections

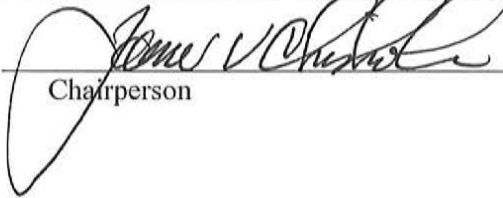
- A. **Nominating Committee:** A three-person Nominating committee shall be appointed annually during the month of March of each year. The Nominating Committee shall prepare a list of candidates for presentation to the Board at its regular election meeting in April in accordance with Section 2.06 of the Interlocal Agreement.
- B. In April of each year, an election will be scheduled whereby the Board will make nominations and vote accordingly.

Section 7. Committees

- A. The Chairperson and/or the Board is authorized to create *ad hoc* and standing committees as necessary to accomplish the tasks of EVRWA.

EASTERN VOLUSIA REGIONAL WATER AUTHORITY

By: _____



Chairperson

ATTEST:



Secretary

Approved as to form and legality
for the use and reliance of the
Eastern Volusia Regional Water Authority