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Table of Contents

Article I.	Introduction.....	1
	Section 1.01 Boca Raton Airport Authority	1
	Section 1.02 Relationship to Other Government Entities	1
	(a) The United States of America.....	1
	(b) State of Florida	1
	(c) Palm Beach County	1
	(d) City of Boca Raton	2
	Section 1.03 Organic Documents	2
	Section 1.04 Operational Documents	2
	(a) Minimum Standards.....	2
	(b) Airport Regulations	2
	(c) Procurement Code	2
	(d) Sign Standards	2
Article II.	Organization of the Boca Raton Airport Authority	2
	Section 2.01 Board of Members	3
	Section 2.02 Executive Director	3
	Section 2.03 Personnel.....	3
	Section 2.04 Consultants and Counsel.....	3
	(a) General Consultant of Record	3
	(b) Airport Legal Counsel	3
	Section 2.05 Hearing Officer	3
Article III.	The Board.....	3
	Section 3.01 Authority and Responsibility	3
	Section 3.02 Conduct and Additional Duties.....	4
	(a) Duty of Civility and Professionalism	4
	(b) Non-interference	4
	(c) Decisions and Policy Based on Accurate and Complete Information	4
	(d) Public Records.....	9
	Section 3.03 Officers	10
	(a) Chair 10	
	(b) Vice-Chair.....	10
	(c) Secretary/Treasurer	10
	(d) Election and Term.....	10
	Section 3.04 Committees	10
	(a) Standing	11
	(b) Authority Tasks	11
	(c) Other 11	
	Section 3.05 Check Signatories	11

	(a) Standing	11
	(b) Designated	11
Article IV.	Board Meetings	12
	Section 4.01 Venue and Standing Schedule	12
	Section 4.02 Public Notice.....	12
	Section 4.03 Agenda	12
	(a) Consent Agenda.....	12
	(b) Regular Agenda	12
	(c) Public Request/Comment	13
	(d) Authority Members Requests and Comments	13
	(e) External Agenda Requests	13
	(f) Preparation of Agenda	13
	(g) Delivery of Agenda.....	13
	(h) Emergency Items	13
	Section 4.04 Attendance	13
	Section 4.05 Quorum	14
	Section 4.06 Board Approval.....	14
	Section 4.07 Voting 14	
	Section 4.08 Parliamentary Procedure.....	15
	(a) Governing Rules	15
	(b) Question Under Consideration	15
	(c) As to the Chair	15
	(d) Getting the Floor.....	15
	(e) Motions	15
	(f) Interruption/Inquiry	15
	(g) Reconsideration	16
	Section 4.09 Regular Meetings	16
	Section 4.10 Special Meetings.....	16
	Section 4.11 Workshops	16
	Section 4.12 Emergency Meetings	16
	Section 4.13 Resolutions.....	17
	(a) Preparation of Resolutions.....	17
	(b) Numbering of Resolutions	17
	Section 4.14 Minutes	17
Article V.	Airport Management.....	17
	Section 5.01 Executive Director.	17
	Section 5.02 State of Emergency.	17
Article VI.	Budget.....	18
Article VII.	Ethics.....	18
Article VIII.	Public Access	18
	Section 8.01 Citizen Comment Card	18

Section 8.02	Allotted Time	19
Section 8.03	Relevancy.....	19
Section 8.04	Dissemination of Information	19
Section 8.05	Manner	19
Section 8.06	Decorum.....	19

Article I. Introduction

Section 1.01 Boca Raton Airport Authority

The Boca Raton Airport Authority (the “Authority”) is an independent special district of the State of Florida originally created by Chapter 82-259, Laws of Florida, but which currently exists and is empowered by Chapter 2004-468, Laws of Florida (the “Enabling Legislation” or “Boca Raton Airport Authority Act”). The Authority has jurisdiction over the operation and maintenance of and improvements to the Boca Raton Airport (the “Airport”). The Authority is governed by a Board of Members (the “Board”).

Section 1.02 Relationship to Other Government Entities

The Authority is a special purpose government entity. The Airport is located on publicly owned land. The Authority has special relationships with each of the following governmental entities.

(a) The United States of America

The Authority and Airport are extensively regulated by the Federal Aviation Administration (“FAA”). The FAA provides substantial funding and technical assistance to the Airport and Authority, and the Authority’s relationship with the FAA is critical to effective and efficient operation of the Airport. In addition, the Authority and Airport are subject to the regulation of all federal agencies with jurisdiction.

(b) State of Florida

The land on which the Airport is located is owned by the Board of Trustees of the Internal Improvement Trust Fund (“BTITF”). BTITF leases the Airport land to the Authority pursuant to a long-term lease which expires on January 22, 2073. The Authority and Airport are also regulated by the Florida Department of Transportation (“FDOT”). FDOT provides substantial funding and technical assistance to the Airport and Authority, and the Authority’s relationship with the FDOT is critical to effective and efficient operation of the Airport. In addition, the Authority and Airport are subject to the regulation of all state agencies with jurisdiction.

(c) Palm Beach County

The Palm Beach County Commission appoints two of the Members of the Authority’s Board. Consistent with the Enabling Legislation, the Authority has the responsibility to operate the Airport in a manner consistent with the objectives of Palm Beach County (the “County”). In addition, the Authority and Airport are subject to applicable police powers of the County.

(d) City of Boca Raton

The Boca Raton City Council appoints five of the Members of the Authority’s Board. Consistent with the Enabling Legislation, the Authority has the responsibility to operate the Airport in a manner consistent with the objectives of the City of Boca Raton (the “City”). In addition, the Authority and Airport are subject to applicable police powers of the City. The Amended and Restated Memorandum of Agreement Between the City of Boca Raton and the Boca Raton Airport Authority dated January 30, 2008, further describes, modifies and clarifies the relationship between the City and Authority.

Section 1.03 Organic Documents

The Enabling Legislation serves as the Authority’s Charter.

Section 1.04 Operational Documents

The Authority has adopted the following rules and regulations, as they may be amended from time to time.

(a) Minimum Standards

The Authority has adopted the Minimum Standards and Requirements for Aeronautical Activities at the Boca Raton Airport (the “Minimum Standards”) to provide for the regulation of aeronautical activities, airside operations and the development of airside premises.

(b) Airport Regulations

The Authority has adopted the Boca Raton Airport Regulations (the “Airport Regulations”) which applies to all tenants, users, customers, vendors and visitors of or to the Airport and the Authority.

(c) Procurement Code

The Authority has adopted the Boca Raton Airport Authority Procurement Code (the “Procurement Code”) to regulate the Authority’s purchase of goods and services.

(d) Sign Standards

The Authority has adopted the Boca Raton Airport Sign Standards to supplement the City’s regulation of signs for the safety of aeronautical activities and airside operations.

Article II. Organization of the Boca Raton Airport Authority

The Boca Raton Airport Authority is organized in the following manner.

Section 2.01 Board of Members

The Authority is governed by seven Members, which comprise the Board of Members.

Section 2.02 Executive Director

The Authority employs an aviation-experienced Executive Director who is responsible for the day-to-day operations of the Airport and the Authority.

Section 2.03 Personnel

The Authority shall employ necessary personnel who will report to the Executive Director.

Section 2.04 Consultants and Counsel

The Authority contracts with a General Consultant of Record and an Airport Legal Counsel to serve as the standing consultant and counsel for the Authority. The Authority may contract with various other consultants and counsel to provide services as needed to the Authority.

(a) General Consultant of Record

The General Consultant of Record reports to the Executive Director.

(b) Airport Legal Counsel

The Board is the client of the Airport Legal Counsel, who shall work with the Executive Director to serve the interests of the Board.

Section 2.05 Hearing Officer

There is hereby created, for the purpose of conducting administrative hearings, as may be provided for by the Bylaws, Minimum Standards, Airport Regulations, Procurement Code and Sign Standards, the position of hearing officer. The hearing officer shall be selected randomly by the Executive Director from a list of candidates approved by the Board of Members. The hearing officer shall be a member in good standing with the Florida Bar engaged in the practice of law in Palm Beach, Broward or Miami-Dade County. In addition to powers specifically conferred, the hearing officer has the power to assess and order the payment of civil fines and administrative costs.

Article III. The Board

Section 3.01 Authority and Responsibility

The Board shall be responsible for implementing the policies necessary for the effective operation, maintenance and general improvement of the Airport facilities. The Board shall be responsible for the long-range planning for Airport development. In addition, the Board shall oversee the operations of the Authority and Airport, performance of the Executive Director and Authority contracting. The Authority shall not be bound in anyway by any action on the part of an individual Member, a committee, a committee member, or an

employee except when such action is taken in response to direction from and authorization by the Board.

Section 3.02 Conduct and Additional Duties

Members owe a fiduciary duty and duty of loyalty to the Authority. Members may closely scrutinize, by questions and personal observation, all aspects of Airport Management so as to obtain independent information to assist the Members in the performance of their duties. It is the express intent of this section, however, that such inquiry not interfere with the operations of the Airport or Authority and that recommendations for change or improvement in Airport or Authority operations be made to and through the Executive Director.

(a) Duty of Civility and Professionalism

On the dais, each Member shall: (1) refrain from attacking other Members; and (2) address all remarks through the Chair.

(b) Non-interference

Members are prohibited from interfering with the Executive Director's administration of the Airport and Authority, including but not limited to application and enforcement of contract terms and conditions, procurement, enforcement of regulations governing Airport and airside/landside operations, communication with the FDOT and FAA, and personnel decisions. Except for the purpose of enactment of resolutions or inquiries and investigations before the Board, the Board and its Members shall deal with the employees who are subject to the direction or supervision of the Executive Director solely through the Executive Director, and neither the Board nor its Members shall give any commands, directions, or instructions to, or make any demands or requests of, any such employees, either publicly or privately. Members may make requests for information to the Executive Director consistent with the Members' right to closely scrutinize, by question and personal observation, all aspects of Airport Management where such inquiry does not interfere with the operations of the Airport.

(c) Decisions and Policy Based on Accurate and Complete Information

It is the policy of the Authority that all decisions shall be made and policy shall be developed based on accurate and complete information and facts. A necessary component of this policy is the free flow of information between the Board and the Executive Director.

(i) Information Gathering

To the fullest extent possible given the information available, the Executive Director shall answer questions posed by Members, and provide information and/or documents requested by Members regarding agenda

items and other matters that may come before the Board in time to allow the Member(s) to perform their duties.

(ii) Lobbyist Registration and Disclosure

As used in this subsection:

Lobbying means seeking to influence a decision through oral or written communication or an attempt to obtain the goodwill of any Board member, the Executive Director, or any employee with respect to the passage, defeat or modification of any item which may foreseeably be presented for consideration to the Board.

Lobbyist means any person who is employed and receives payment, or who contracts for economic consideration, for the purpose of lobbying on behalf of a principal, and shall include an employee whose primary responsibility to the employer is overseeing the employer's various relationships with government, which may or may not include the Authority, or representing the employer in its contacts with government, which may or may not include the Authority.

Person includes all natural persons, firms, associations, joint ventures, partnerships, estates, trusts, business entities, syndicates, fiduciaries, corporations, and all other organizations.

Lobbyist does not include:

(1) Any employee, contract employee, or independent contractor of a governmental agency or entity lobbying on behalf of that agency or entity, any elected local official when the official is lobbying on behalf of the governmental agency or entity which the official serves, or any member of the official's staff when such staff member is lobbying on an occasional basis on behalf of the governmental agency or entity by which the staff member is employed.

(2) Any person who is retained or employed for the purpose of representing an employer, principal or client only during a publicly noticed quasi-judicial hearing or comprehensive plan hearing, provided the person identifies the employer, principal or client at the hearing.

(3) Any expert witness who is retained or employed by an employer, principal or client to provide only scientific, technical or other specialized information provided in agenda materials or testimony only in public hearings, so long as the expert identifies the employer, principal or client at the hearing.

(4) Any person who lobbies only in his or her individual capacity for the purpose of self-representation and without compensation.

(5) Any employee, contract employee, or independent contractor of the Palm Beach County League of Cities, Inc., lobbying on behalf of that entity.

Registration required. Prior to lobbying, all lobbyists shall submit an original, fully executed registration form to the Executive Director. The registration may be submitted in paper or electronic format on the Lobbyist Registration Form attached as **Exhibit A**. Each lobbyist is required to submit a separate registration for each principal represented. A registration fee of twenty-five dollars (\$25.00) must be included with each registration form submitted. A registrant shall promptly send a written statement to the Authority canceling the registration for a principal upon termination of the lobbyist's representation of that principal. This statement shall be signed by the lobbyist. Lobbying prior to registration is prohibited. It is the responsibility of the lobbyist to keep all information contained in the registration form current and up to date.

Registration exceptions. Registration shall not be required for the following:

(1) Persons under contract with the Authority as applicable who communicate with Board Members and/or the Executive Director regarding issues related only to the performance of their services under their contract;

(2) Any attorney representing a client in an active or imminent judicial proceeding, arbitration proceeding, mediation proceeding where a mediator is present, or formal administrative hearing conducted by an administrative law judge in the Division of Administrative Hearings who communicates with Authority attorneys on issues related only to the subject matter of the judicial proceeding, arbitration proceeding, mediation proceeding, or formal administrative hearing. This exception to the registration requirement includes communications with other government officials and employees conducted during depositions, mediation, arbitration hearings or trial, judicial hearings or trial, and settlement negotiations for active litigation, so long as the Authority attorneys are present for those communications.

Record of lobbying contacts.

Contact log. Except when appearing before the Board, all persons shall sign, for each instance of lobbying, contact logs maintained and available at the reception desk in the offices of Authority. The person shall provide his or her name, whether or not the person is a lobbyist as defined in this section, the name of each principal, if any, represented in the course of the particular contact, and the subject matter of the lobbying contact. All contact logs shall be maintained by the Executive Director for a period of five (5) calendar years. If a lobbyist engages in lobbying outside of Authority offices, the lobbyist shall advise the Executive Director in writing in advance of the lobbying contact, and shall provide all the information required in the Contact Log as well as the subject matter of the lobbying contact. If lobbying occurs outside of the Authority offices and the Executive Director cannot be advised in writing prior to the lobbying contact, the lobbyist shall advise the Executive Director in writing of the lobbying contact as soon as possible thereafter, but not later than during the next business day on which the Authority offices are open.

Enforcement. If the Executive Director is informed of any person who has failed to comply with the requirements of this article, he or she shall conduct a preliminary investigation as deemed necessary under the circumstances. In the event the Executive Director determines that a violation may have occurred based on the results of the investigation, the Executive Director shall forward the matter to the hearing officer for an enforcement proceeding. The enforcement proceeding before the hearing officer shall be an informal evidentiary proceeding, and the issues for determination by the hearing officer shall be:

- (a) For failure to register – Whether the person cited: (1) is a lobbyist; (2) engaged in lobbying prior to registration; and (3) was exempt from the requirement to register prior to lobbying.
- (b) For failure to notify the Executive Director of lobbying contact outside the Authority offices – Whether the person cited: (1) is a lobbyist; (2) engaged in lobbying outside the Authority offices; and (3) whether the Executive Director was advised in writing of the lobbying contact as required.
- (c) Any person that engages in lobbying is presumed to be a lobbyist for the purpose of meeting the burden of proof for (a)(1) and (b)(1) above. This presumption is rebuttable by the alleged violator, but only if the alleged violator notifies the Executive Director in writing at least ten (10) days before the noticed hearing that the alleged violator intends to

dispute whether he or she is or was a lobbyist. If the alleged violator provides such written notice to the Executive Director, the Authority shall have the right to depose the alleged violator in accordance with the requirements of Fla. R. Civ. P. 1.310 and/or 1.320.

- (d) The hearing officer shall provide notice to the alleged violator by certified mail or certified delivery service of the date, time, and place of the enforcement proceeding at least twenty (20) days prior to the date of the proceeding. Notice of the proceeding shall also be posted at the Authority offices.
- (e) All enforcement proceedings shall be audio and/or video recorded by the Authority and open to the public. Any person may have enforcement proceedings transcribed at their own expense. Any person whose substantial interests may be affected by the enforcement proceeding, including the alleged violator, shall be given an opportunity to be heard.
- (f) The alleged violator shall have the right to present evidence, and call and cross-examine witnesses.

Penalties. Violations of the lobbying and contact requirements provided for above shall be:

- (a) Failure to properly register as a lobbyist may be punishable by a fine of up to two hundred fifty dollars (\$250) per day for each day an unregistered lobbyist engages in lobbying activity, in an amount not to exceed a total of two thousand five hundred dollars (\$2,500).
- (b) Failure to properly provide lobbying contact information may be punishable by a fine of up to two hundred fifty dollars (\$250) for each violation.
- (c) Lobbying while suspended pursuant to subsection (f) or (g) below shall be punishable by a fine of up to two thousand five hundred (\$2,500) per day for each day the suspended lobbyist engages in lobbying activity
- (d) In addition to the fines provided above, if a violation is determined by the hearing officer to have occurred, the hearing officer may impose administrative charges to recover all costs incurred in carrying out the enforcement proceeding.

- (e) Any fine and administrative charge imposed by the hearing officer shall be paid in US funds to the Boca Raton Airport Authority within thirty (30) days of the date of imposition of the fine. After thirty (30) days, fines and administrative charges become delinquent and accrue interest at the rate set by the Chief Financial Officer of Florida pursuant to §55.03, Florida Statutes, as it may be amended from time to time.
- (f) If a lobbyist fails to pay timely any fines and administrative charges imposed by the hearing officer, that lobbyist is automatically suspended without further notice until the fines and administrative charges, and any interest thereon are paid in full. The lobbyist may not engage in lobbying until the suspension is over. The Executive Director and all Members will be informed of the lobbyist's suspension and termination of the suspension, as applicable..
- (g) Any person who violates the provisions of this section more than once during a twelve-month period (including, but not limited to, the failure timely to pay a fine and administrative charges imposed by the hearing officer) shall, in addition to being required to pay all fines and administrative charges imposed by the hearing officer, be suspended from lobbying before the Authority as follows: a second violation (first repeat violation) shall result in a suspension of one (1) year from the date of occurrence of the second violation; a third violation (second repeat violation) shall result in a suspension of two (2) years from the date of occurrence of the third violation.
- (h) The Executive Director may refer any outstanding imposed fines and/or administrative charges, including any interest accrued thereon pursuant to subsection (e), to a collection agency if the fines or administrative charges remain unpaid for a period of ninety (90) days after they become delinquent.

(d) Public Records

The Authority is responsible for the maintenance, disposition, disclosure and eventual destruction of public records in accordance with law. Members are advised that any and all public records, as defined by §119.011(12), Florida Statutes, made or received by them in connection with Authority business that qualify as a public record shall be treated as public records of the Authority. Members are further advised that public records may be created on their personal electronic devices. Members shall retain public records in accordance with Florida's Public Records Act.

Section 3.03 *Officers*

The officers of the Board shall be a Chair, Vice-Chair, and Secretary/Treasurer.

(a) Chair

The Chair shall preside at all meetings of the Board. The Chair shall serve as primary spokesman for the Board. The Chair shall execute all instruments, resolutions and other documents on behalf of the Authority, unless such power has been delegated or the Chair is unavailable. Whenever the Authority desires to be represented at meetings, conferences or other occasions, the Chair may represent the Authority at such meetings, conferences or other occasions or another Member or the Executive Director may do so. Such representative shall report to the Board with regard to such meeting, conference, or other occasion.

(b) Vice-Chair

The Vice-Chair shall act as Chair in the absence of the Chair and when so acting shall have all the power and authority of the Chair. The Vice-Chair may execute all instruments, resolutions and other documents on behalf of the Authority when the Chair is unavailable.

(c) Secretary/Treasurer

The Secretary/Treasurer shall seal official documents of Board proceedings. The Secretary/Treasurer shall be the principal officer tasked with the oversight of Authority funds. A report on the financial status of the Authority shall be provided at the regular monthly meeting, including when appropriate, a report on significant variances and recommendations concerning the investment of uncommitted Authority funds.

(d) Election and Term

Officers shall be elected by the Board for a one-year term at the regular June meeting each year; provided, however, such term may extend until the next duly qualified officer shall be elected by the Board. The Board may fill officer vacancies at any regular meeting or special meeting called for that purpose. The Chair, Vice-Chair and Secretary/Treasurer may not serve more than two (2) consecutive terms in one position.

Section 3.04 *Committees*

Committees may be created by the Board to advise it with regard to specific issues, events, circumstances, or conditions. The Chair shall recommend for appointment to committees persons and/or Members to serve on committees. Committee appointments shall be made by the Board from among the Chair's recommendations. Members may volunteer for appointment by the Chair. Committees are advisory bodies and their action cannot bind the Authority. All recommendations of a committee shall be presented at a regular or special meeting of the Board.

(a) Standing

The Board may create standing committees to advise the Board with regard to ongoing or recurring issues related to the Airport or the Authority. These standing committees shall continue in existence until dissolved by resolution of the Board at a regular or special meeting. Meetings of standing committees shall be conducted in accordance with Section 286.011, Florida Statutes, as it may be amended from time to time.

(b) Authority Tasks

The Board may create committees to advise and inform the Board with regard to Authority Tasks. Meetings of Authority task committees shall be conducted in accordance with the requirements of Section 286.011, Florida Statutes, as it may be amended from time to time.

(c) Other

The Board may create other committees as it deems appropriate.

Section 3.05 Check Signatories

(a) Standing

The Chair, Vice-Chair and Secretary/Treasurer are authorized to sign checks paid out by the Authority.

(b) Designated

(i) Members

At any regular meeting, the Board may designate additional Members of the Board as authorized to sign checks paid out by the Authority and may change this designation from time to time as deemed necessary or prudent.

(ii) Executive Director and Other Authorized Employees

The Executive Director's standing check signing authority is set forth in the Accounting Policies and Procedures Manual, which may only be amended by resolution. The Board may authorize any senior management employee to sign checks paid out by the Authority, and may limit such authorization in any manner it deems appropriate, provided that such authorization be provided by resolution. Unless otherwise provided in the authorizing resolution, check signing authority given to a senior management employee shall expire 180 days from the effective date of the resolution.

Article IV. Board Meetings

Section 4.01 Venue and Standing Schedule

Regular meetings of the Board shall be held in the Boca Raton City Council Chambers at City Hall or other venues approved by the Board. Regular meetings shall be held on the third Wednesday of each month at a time to be established annually by the Board at its June meeting, which established day or time may be changed by the Executive Director with appropriate notice to the Board. If the third Wednesday of a month falls on a holiday, then the Board meeting shall be held on the following Wednesday.

Section 4.02 Public Notice

Meetings shall be noticed and advertised in accordance with the requirements of Section 189.015, Florida Statutes. Further, as required by Section 286.0105, Florida Statutes, the notice may be required to include the advice that, if a person decides to appeal any decision made by the Board with respect to any matter considered at such meeting or hearing, the appellant will need a record of the proceedings, and may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based. The notice of any meeting or workshop shall be substantially in the format set forth in **Exhibit B** to these Bylaws. The notice requirements of this section apply to recessed and reconvened meetings.

Section 4.03 Agenda

There shall be an official agenda for every meeting of the Board, which shall determine the order of business conducted at the meeting. The Agenda shall be in the format set forth in **Exhibit C** to these Bylaws and shall be posted in accordance with law. The Board shall take no action upon any matter, proposal, or item of business which is not listed upon the official agenda or included as an amendment to the agenda. The Board may take agenda items out of order upon motion approved by the Board.

(a) Consent Agenda

Consent Agenda Items are items which the Board does not need to discuss individually and which are voted on as a group. Any items may be removed from the Consent Agenda by a Member, the Executive Director or Airport Legal Counsel for discussion before the remaining items on the Consent Agenda have been moved and voted. Prior to a vote on the Consent Agenda, the Public will be invited to provide comments on any item(s) contained thereon.

(b) Regular Agenda

Regular Agenda Items are items which the Board will discuss individually. Prior to a vote on each item, the Public will be invited to provide comments.

(c) Public Request/Comment

The Meeting agenda will include a period of time when members of the public may address the Board.

(d) Authority Members Requests and Comments

The purpose of Members Requests and Comments is to promote the public discussion of matters relating to Authority business and to encourage the dissemination of information. Any Member may submit reports and information on items relating to Authority business. Members may request the preparation of resolutions, reports and other documents related to items not on the Regular Agenda.

(e) External Agenda Requests

Airport tenants, Authority contractors, the City and the County may make requests to place item(s) on the Board agenda for consideration. To make such a request, the person or entity shall complete the Agenda Item Request Form set forth as **Exhibit D** to these Bylaws, and submit the completed Agenda Item Request Form, including the attachment of all necessary and appropriate backup information and documents as exhibits to the form, at least twenty (20) days before the Board meeting. Requests for the Authority to enter into, amend or renew agreements shall be accompanied by the original executed agreement to be entered into, amended or renewed.

(f) Preparation of Agenda

The agenda for each Board meeting will be prepared by the Executive Director prior to each meeting. The Executive Director will include on the agenda items of pending business and any item requested by any Member and/or Airport Legal Counsel.

(g) Delivery of Agenda

The Executive Director shall make every effort to deliver substantially complete agenda packages to the Members no later than 6:00 p.m. on the day the agenda is posted to the Authority's website. Agenda for Special and Emergency Meetings will be distributed in as timely a manner as possible.

(h) Emergency Items

In the event of an emergency situation affecting public health, welfare, or safety where compliance with the requirements of the agenda rules provided herein would cause an unreasonable delay in the Board's ability to act, the item may be placed on the agenda by the Executive Director or the Board, and approved for consideration by the Board upon a majority vote. As much advance notice as possible should be given for an item placed on the agenda under this section and such notice should be posted to the Authority's website.

Section 4.04 Attendance

Before proceeding with the business of the Board, the designated Airport staff member shall call the roll of the Members in alphabetical order, and the names of those Members present shall be entered in the minutes. Members shall attend meetings in person, except as provided herein. A Member may up to two times per year attend, participate and vote at a meeting by telephone, including video conferencing or other electronic means as made available, provided a quorum of members is physically present at the meeting, and the member is physically unable to attend due to a serious personal medical condition.

A Member may up to two additional times per year attend and participate, but shall not be eligible to vote at a meeting by telephone, including video conferencing or other electronic means as made available, provided that a quorum of members is physically present at the meeting, if the member is absent due to scheduling conflicts or is otherwise unable to attend in person for reasons other than the Member's serious personal medical condition. For purposes of this provision, a year begins on June 1 and ends on May 31 of the following year. Notification by Members of their intent to participate in a meeting telephonically must be made at least twenty four (24) hours prior to the meeting. The Executive Director shall adopt procedures for telephonic attendance.

Section 4.05 Quorum

A quorum shall consist of four (4) Members. Should no quorum attend within 30 minutes after the hour appointed for the meeting of the Board, the Chair, the Vice-Chair, or the Secretary/Treasurer, in that order, or in their absence, the Executive Director, may make a determination that the meeting is cancelled for lack of a quorum. Members attending a meeting telephonically are not counted toward the establishment of a quorum.

Section 4.06 Board Approval

All matters requiring Board approval shall be addressed by motion or resolution, except for amendment of these Bylaws, which may be approved by resolution only. Actions on routine administrative or procedural matters may be taken by motion duly approved and recorded in the minutes of the meeting. No resolution or motion shall be adopted by the Authority without the affirmative vote of at least four (4) Members. A resolution to amend these Bylaws must be approved at a regularly scheduled Board meeting, and may be approved only after it has been read and/or discussed as an agenda item at a prior regularly scheduled Board meeting that occurred within 90 days of the Board meeting approving the resolution.

Section 4.07 Voting

Voting shall be by roll call vote with the vote of each attending Member being entered in the minutes. The Chair may employ voting for administrative or procedural items by voice vote instead of roll call, unless objected to by a Member, in which case voting shall be by roll call vote. Each attending Member shall vote on each motion that is considered by the Board unless allowed or required to abstain by law.

Section 4.08 *Parliamentary Procedure*

(a) Governing Rules

Board proceedings shall be conducted in accordance with these Bylaws and Robert's Rules of Order. If there is a conflict between these Bylaws and Robert's Rules of Order, the provisions of these Bylaws shall take precedence; provided, however, in all cases the Boca Raton Airport Authority Act shall control and take precedence.

(b) Question Under Consideration

When a motion is presented and seconded, it is under consideration and no other motion shall be received thereafter, except to adjourn, lay on the table, postpone, substitute, or amend until the question is decided. These motions shall have preference in the order in which they are mentioned and the first two exceptions noted above shall be decided without debate. Final action upon a pending motion may be deferred until a date certain by an affirmative vote of at least four (4) Members.

(c) As to the Chair

The Chair or any Member may move or second a motion, subject only to such limitations of debate as are by these rules imposed upon all Members.

(d) Getting the Floor

A Member shall be recognized by the Chair before claiming the floor. No Member who has already had the floor in debate on a pending question shall be entitled to it again so long as any Member who has not spoken on that question claims the floor. A Member shall be deemed to have yielded the floor when he/she has finished speaking.

(e) Motions

The Chair shall recognize a Member prior to a Member making a motion or speaking in debate. A Member who makes a motion shall be recognized in preference to other Members, in speaking on the motion.

(f) Interruption/Inquiry

A Member may request, to or through the Chair, a Point of Information to obtain relevant information. A Member may make a parliamentary inquiry requesting information or the Airport Legal Counsel's opinion on the rules. A Member may make a Point of Order asserting a breach of the rules or challenging a ruling of the Airport Legal Counsel. If a Member is speaking when a Point of Order is made, the Member shall cease speaking until the Airport Legal Counsel rules. By motion and second, a decision of the Airport Legal Counsel on a Point of Order may be appealed to the Board with the question, "Shall the decision of the Airport Legal Counsel be overturned?", which question shall be decided by a vote of the Board.

(g) Reconsideration

Action of the Board may be reconsidered at the same meeting or at the next meeting of the Board. A motion for reconsideration may only be made by a Member who voted on the prevailing side of the question and the motion shall carry only with the concurrence of at least four (4) of the Members. A motion for reconsideration may not be entertained at the next meeting (1) if the provisions of the earlier action have been partly carried out; (2) in the nature of a contract when the party to the contract has been notified of the outcome; and (3) in the case of any vote which has caused something to be done that it is impossible to undo. Adoption of a motion to reconsider shall rescind the action reconsidered.

Section 4.09 Regular Meetings

Regular meetings of the Board shall be conducted to address the business of the Authority.

Section 4.10 Special Meetings

Four Members of the Board, the Chair, or the Executive Director, may call special meetings of the Board to consider a single issue or substantially related issues that must be addressed prior to the Board's next regular meeting. The Executive Director, or the Executive Director's designee, shall publish notice of a special meeting in a local newspaper circulated in Palm Beach County at least seven (7) days prior to such special meeting.

Section 4.11 Workshops

Four Members of the Board, the Chair, or the Executive Director, may call workshops of the Board. The purpose of a workshop is to discuss, research, and review item(s) of business. The Board shall take no action on items listed on the agenda of a workshop other than to schedule another workshop, direct additional fact-finding by the Executive Director, General Consultant of Record and/or Airport Legal Counsel, and/or schedule consideration of item(s) considered at the workshop at a regular meeting of the Board. The Executive Director, or the Executive Director's designee, shall publish notice a workshop in a local newspaper circulated in Palm Beach County at least seven (7) days prior to such workshop.

Section 4.12 Emergency Meetings

An emergency meeting of the Board may be called by four Members of the Board, the Chair, Vice-Chair or Executive Director whenever an emergency exists which requires immediate action by the Board. Whenever an emergency meeting is called, the Executive Director, or if the Executive Director is unavailable, the Airport Legal Counsel shall serve either verbal or written notice upon each Member stating the date, hour and place of the emergency meeting and the nature of the emergency for which the emergency meeting has been called. At least 24 hours shall elapse between the time notice of the emergency meeting is given and the time the meeting is to be held. If, because of the nature of the emergency, it was impossible to give notice to each Member or it was impossible to let 24 hours elapse, reasonable notice under the circumstances must be given. The failure to provide 24 hour notice shall not affect the legality of the meeting if the action taken at an

emergency meeting is subsequently ratified by the Board. Members may appear at an emergency meeting via telephone or other similar technology, provided that a quorum of the Board is established in accordance with the requirements of Section 4.05. No approval of the Authority's annual budget shall be granted at an emergency meeting. The Executive Director, or the Executive Director's designee, shall post notice of emergency meetings on the Authority's website as soon as possible after such emergency meeting is scheduled.

Section 4.13 Resolutions

(a) Preparation of Resolutions

The Executive Director, with the advice of Airport Legal Counsel, shall prepare resolutions to be placed on the Authority agenda for adoption.

(b) Numbering of Resolutions

All resolutions of the Board shall be numbered consecutively by the Airport Staff in the following manner: Resolution No. [two digit number of calendar month]-[consecutive resolution for calendar year]-[last two digits of calendar year]. For example, if the first resolution passed in 2011 was passed in January, then the resolution should be numbered 01-01-11.

Section 4.14 Minutes

Minutes of Board meetings shall be recorded in accordance with Section 286.011, Florida Statutes, as it may be amended from time to time. The names of the Members present at meetings shall be recorded in the minutes by the Airport staff. The minutes of each special or emergency meeting shall show the manner and method by which notice of such special or emergency meeting was given to each Member.

Article V. Airport Management

Section 5.01 Executive Director.

The Board shall employ an aviation-experienced Executive Director (the "Executive Director") to administer all airport operations and to supervise all airport projects. The employment of the Executive Director shall be through a written employment agreement which shall set forth, without limitation, the duties, term of employment, and compensation of the Executive Director.

Section 5.02 State of Emergency.

In the event of a Federal, State, County or City declared emergency, a National Weather Service declared watch or warning, or an incident requiring police, fire department, FEMA or military intervention which endangers the health, safety or welfare of persons at or using the Airport, or the community at large, or poses a substantial risk of damage to property at the Airport or of the Authority (an "Event"), the Executive Director may waive any provision or provisions of the rules and regulations, minimum standards, employee handbook, or procurement code, for so long as the Event persists plus a reasonable time

before and after in order to prepare for and respond to the Event to preserve and protect Airport property, resources and services. The Executive Director shall report Events and any actions taken by the Executive Director pursuant to this section to the Board at the earliest opportunity but in no event later than the next Board meeting.

Article VI. Budget

The Board shall adopt a budget prior to September 30 of each year for the ensuing fiscal year commencing on October 1. The Budget shall be itemized by income or expenditure category. If the Board fails to adopt a budget prior to September 30, the Board shall continue to operate consistent with the budget adopted for the previous fiscal year until a new budget is adopted. The budget and any amendments thereto shall be adopted only by action of the Board taken at a regular or special meeting, but not at an emergency meeting. Once the Board adopts the budget, the Executive Director shall have discretion to expend budgeted funds to the extent of the total amount budgeted.

Article VII. Ethics

Members are subject to the requirements of Chapter 112, Part III, Florida Statutes, which is known as the Code of Ethics for Public Officers and Employees, and Chapter 2, Art XIII, Palm Beach County Code of Ordinances, which is known as the Palm Beach County Code of Ethics, as applicable. Members are responsible for conducting themselves ethically and in accordance with these and other laws applicable to them. Members may request guidance from Airport Legal Counsel with regard to their ethical duties related to their position on the Board. Guidance regarding ethical duties shall be provided by Airport Legal Counsel to Members in the form of a Memorandum, which will be recorded in the Member's file. Members may retain independent counsel, at their own expense, for such guidance.

Article VIII. Public Access

Meetings of the Board are subject to the requirements of Art. I, Section 24 of the Florida Constitution of 1968, and laws adopted by the legislature to implement this section, as they may be amended from time to time. The Board recognizes the importance of protecting the right of all citizens to express their opinions on the operation of the Boca Raton Airport, and encourages citizen participation. The Board also recognizes the necessity for conducting orderly and efficient meetings so that Board business may be completed in a timely manner. Members of the public wishing to speak at meetings of the Board shall comply with the procedures set forth below.

Section 8.01 Citizen Comment Card

For the purpose of organizing the conduct of each meeting, the Board shall request speakers fill out a Comment Card as set forth in Exhibit E to these Bylaws.

Section 8.02 Allotted Time

Each citizen shall be limited to a maximum speaking time of five minutes, although the Board shall have the discretion to adjust speaking times as it deems necessary and appropriate.

Section 8.03 Relevancy

Each citizen’s comments must be relevant to the Authority’s business. The Chair may curtail irrelevant comments, but such decision may be overridden by the Board.

Section 8.04 Dissemination of Information

Any member of the public desiring to submit information to the Board may do so either when they are recognized to speak or by submitting the information to the Clerk of the Board. Early submission of information relevant to an item appearing for Board consideration is encouraged.

Section 8.05 Manner

Each person addressing the Board shall step up to the podium, and shall give his/her name and address in an audible tone of voice for the minutes. All remarks shall be addressed to the Board as a body and not to any Member thereof. No person other than Members and the person taking the floor shall be permitted to enter into any discussion.

Section 8.06 Decorum

Any person making impertinent remarks or who becomes boisterous or disruptive while addressing the Board shall be ruled out of order by the Chair and directed to leave the podium. A member of the public who fails to comply with a directive from the Chair may be removed from the meeting. Permission to continue or again address the Board may be granted by a vote of at least four (4) Members.

.....**End of Bylaws**.....

Exhibit A - Lobbyist Registration Form

Name of Lobbyist: _____
Lobbyist Email: _____ Lobbyist Business Phone: _____
Firm Name (if applicable): _____
Business Address (Street/P.O. Box, City, Zip Code): _____

Description of nature and extent of any direct business association or partnership with any current Board Member or the Executive Director: _____

Principal Represented: _____

Principal Contact Name: _____

Principal Contact Email: _____

Principal Firm Name: _____

Address: _____

Interest of Principal: _____

I hereby submit this registration form, and state that the information contained herein is true and correct.

Registrant/Lobbyist is authorized to represent the above principal.

Principal Signature

Lobbyist Retained Date

Registrant/Lobbyist Signature

Date

Return original completed form to:

Clara Bennett, Executive Director

903 NW 35th Street

Boca Raton, FL 33431

clara@bocaairport.com

A Fee of \$25.00 is due upon registration of each principal.

Exhibit B - Form of Public Meeting Notice

NOTICE OF PUBLIC MEETING

The Board of Members of the Boca Raton Airport Authority (or specific committee of the Authority) will hold a (meeting or workshop) on _____, 20__, at ___ a.m. (p.m.) at (location). (In the case of a special meeting or workshop, the purpose of the workshop shall be stated.)

IF A PERSON DECIDES TO APPEAL ANY DECISION MADE BY THE BOARD OF MEMBERS WITH RESPECT TO ANY MATTER CONSIDERED AT THIS PUBLIC MEETING, HE WILL NEED A RECORD OF THE PROCEEDINGS, AND, FOR SUCH PURPOSE, HE MAY NEED TO ENSURE THAT A VERBATIM RECORD OF THE PROCEEDINGS IS MADE, WHICH RECORD INCLUDES THE TESTIMONY AND EVIDENCE UPON WHICH THE APPEAL IS TO BE BASED.”

Exhibit C – Form of Agenda

- I. ROLL CALL**
- II. APPROVAL OF MINUTES**
- III. AGENDA CHANGES**
- IV. PUBLIC REQUESTS**
- V. CONSENT AGENDA**
- VI. FEDERAL, STATE AND MUNICIPAL INPUT**
- VII. FINANCIAL REPORT**
- VIII. NOISE ABATEMENT PROGRAM**
- IX. TENANT REPORTS AND REQUESTS**
- X. EXECUTIVE DIRECTOR AND STAFF REPORTS**
- XI. AUTHORITY MEMBERS REQUESTS AND REPORTS**
- XII. PUBLIC COMMENT**
- XIII. OTHER BUSINESS**
- XIV. MISCELLANEOUS**
- XV. ADJOURNMENT**

Exhibit E – Comment Card

Citizen’s Comment Card

NAME: _____ **PHONE:** _____
ADDRESS: _____
Organization I Represent: _____ Title: _____
QUESTION/COMMENT _____