

**Bylaws
of the
WEST FLORIDA REGIONAL PLANNING COUNCIL**

1.1 NAME

The official name of the agency shall be the West Florida Regional Planning Council, reorganized as of January 1, 1987, under Chapter 186, Florida Statutes, doing business as (DBA) Emerald Coast Regional Council.

1.2 PURPOSE

The Council shall function as the official regional planning council as defined in Chapter 186 of the Florida Statutes, and as the regional planning agency as defined in Chapters 163 and 380, Florida Statutes. The Council shall exercise the powers, duties, and function for conducting planning, review and assistance responsibilities, activities and functions enumerated by the legislature and declarations of Chapters 186 and 380 of the Florida Statutes, and other applicable federal, state and local laws.

1.3 COUNCIL MEMBERSHIP AND APPOINTMENTS, TERMS OF OFFICE, VACANCIES

The number of representatives on the Board from Counties shall be determined by population with those Counties with less than 150,000 in population having one representative and those Counties with equal to or greater than 150,000 in population having two representatives.

(1) Membership and Appointments

- a. Escambia, Okaloosa, Santa Rosa and Bay Counties shall each have two voting representatives on the Board appointed by their respective Board of County Commissioners. The voting representative shall be elected officials selected from the individual counties.
- b. Walton, Washington and Holmes Counties shall each have one voting representative on the Board appointed by its respective Board of County Commissioners. The voting representatives shall be elected officials selected from the individual counties.
- c. Two-thirds of the representatives serving as voting members on the Board shall be elected officials appointed by the Cities and Counties. The Governor appoints the remaining one-third of the voting members on the Board.
- d. Any municipality within the jurisdictional boundary of the Council, may be admitted, by receipt of payment, to membership on the Council. Each city government so admitted to membership shall have one voting representative (Board member) to serve on the WFRPC Board appointed by their city council.

(2) Term of Office

Board members shall serve at the pleasure of the appointing authority.

(3) Vacancies

Any vacancy shall be filled for the unexpired term in the same manner as the initial appointment.

(4) Alternates

All member Cities and Counties that have appointed an individual to serve on the Board, may also elect to appoint an Alternate to serve in the event of the Board members absence. Alternates shall be an elected official of the appointing jurisdiction. Alternates shall be a non-voting member and shall not count towards a quorum.

(5) Absences

It shall be the responsibility of the Board member to inform the Council of any foreseen absences and schedule conflicts in relation to scheduled Board meetings. It shall also be the responsibility of the Board member to ensure their Alternate receives notification of any foreseen absence, to encourage attendance.

1.4 BOARD OF DIRECTORS

There shall be a Board of Directors composed of all voting representatives who have been appointed by member local governments and the governor. The Board shall meet quarterly unless there is no business to be conducted and the Chair cancels the meeting. Special meetings of the Board may be called for any appropriate purpose by the Chair of the Board when a meeting is necessary to conduct business, or when he/she is requested to do so by at least five Board members. Notice of all Board meetings shall be sent to each member at least seven days prior to the meeting. The notice shall state the time and place of the meeting and the business to be transacted. Business transacted at a special meeting shall be confined to the subject stated in the notice. All meetings of the Board shall be open to the public as required by the Florida Sunshine Law, Chapter 286, Florida Statutes.

A quorum at any meeting shall consist of not less than seven members including one or both of the Chair or Vice Chair, and other Board members. When a quorum has been determined to be present, a majority of those present and voting may act in all matters presented at the meeting. Proxy voting is prohibited. Voting shall be by voice, but a member may have his or her vote recorded in the minutes if the member so desires. The Council shall keep minutes of its proceedings and shall keep records of its official actions, all of which shall be filed in the office of the Council and shall be public record.

1.5 OFFICES, DUTIES, TERM OF OFFICE

The officers of the Board shall be the Chair and Vice Chair. The duties and responsibilities usually assigned to a Secretary – Treasurer will be assigned to the Council's Chief Executive Officer. The Chair and Vice Chair will be elected annually by the Board at the September meeting. The duties of the Chair and Vice Chair shall be as follows:

- (1) The Chair shall preside at the meetings of the Board. He/She will sign, as authorized by the Board, any contracts or other instruments exceeding \$150,000 which the Board deems to be in its best interest. He/She shall perform such other duties of the office as may be prescribed by the Board.
- (2) The Vice Chair shall assist the Chair in the performance of his/her duties, and either in the absence of the Chair or in the event of the Chair's inability or refusal to act, shall perform the duties of the Chair.
- (3) The election of the Executive Committee is outlined in section 1.9 of these rules.

1.6 CHIEF EXECUTIVE OFFICER

The Board shall be responsible for hiring the Chief Executive Officer of the council. The Chief Executive Officer shall be a permanent full-time exempt employee of the organization and entitled to any and all benefits offered by the Council. Supplemental employment contracts or agreements specifying additional terms, conditions, compensation, and benefits may be entered into, upon agreement of both parties, at any time during the duration of employment. In the event of a vacancy, a committee of the Board consisting of the Chair, Vice Chair, immediate past Chair, and a volunteer member of the Board shall be responsible for soliciting, interviewing, and negotiating terms of employment for a prospective applicant, subject to Board approval.

Timesheets and travel vouchers from the Chief Executive Officer shall be reviewed and approved by the Chief Financial Officer and shall be sent to the Chair on a quarterly basis for review only.

It shall be the responsibility of the Chair, and any additional assigned Board members as determined by the Chair, to conduct an annual performance evaluation of the Chief Executive Officer. Annual performance evaluations are to be completed during the months of August/September in coordination with the annual evaluation cycle of the Council staff. Evaluations and corresponding compensation increases shall be recommended by the Chair to the Board for approval.

1.7 POWERS

Within the limits of its sources of revenue, the Council has the following powers per Chapter 186, Florida Statutes (and any amended or successor provisions):

- (1) To adopt rules of procedure for the regulation of its affairs and the conduct of its business and to elect from among its members a chair to serve annually; however, such chair may be subject to reelection.
- (2) To adopt an official name and seal.

- (3) To maintain an office at such place or places within the comprehensive planning district as it may designate.
- (4) To employ and to compensate such personnel, consultants, and technical and professional assistants as it deems necessary to exercise the powers and perform its duties.
- (5) To make and enter into all contracts and agreements necessary or incidental to the performance of its duties and the execution of its powers.
- (6) To hold public hearings and sponsor public forums in any part of the regional area whenever the Council deems it necessary or useful in the execution of its other functions.
- (7) To sue and be sued in its own name.
- (8) To accept and receive, in furtherance of its functions, funds, grants, and services from the Federal Government or its agencies; from departments, agencies, and instrumentalities of state, municipal, or local government; or from private or civic sources. The Council shall render an accounting of the receipt and disbursement of all funds received by it, pursuant to the federal Older Americans Act, to the Legislature no later than March 1 of each year.
- (9) To receive and expend such sums of money as shall be from time to time appropriated for its use by any county or municipality, when approved by the Council, and to act as an agency to receive and expend federal funds for planning.
- (10) To act in an advisory capacity to the constituent local governments in regional, metropolitan, county, and municipal planning matters.
- (11) To cooperate, in the exercise of its planning functions, with federal and state agencies in planning for emergency management under s.252.34, *Florida Statutes* (and any amended or successor provision).
- (12) To fix and collect membership dues, rents, or fees when appropriate.
- (13) To acquire, own, hold in custody, operate, maintain, lease, or sell real or personal property.
- (14) To dispose of any property acquired through the execution of an interlocal agreement under s.163.01, *Florida Statutes* (and any amended or successor provision).
- (15) To accept gifts, grants, assistance, funds, or bequests.
- (16) To conduct studies of the resources of the region.
- (17) To participate with other governmental agencies, educational institutions, and private organizations in coordination or conduct of its activities.
- (18) To select and appoint such advisory bodies as the Council may find appropriate for the conduct of its activities.

- (19) To enter into contracts to provide, at cost, such services related to its responsibilities as may be requested by local governments within the region and which the Council finds feasible to perform.
- (20) To provide technical assistance to local governments on growth management matters.
- (21) To perform a coordinating function among other regional entities relating to preparation and assurance of regular review of the strategic regional policy plan, with the entities to be coordinated determined by the topics addressed in the strategic regional policy plan.
- (22) To establish and conduct a cross-acceptance negotiation process with local governments intended to resolve inconsistencies between applicable local and regional plans, with participation by local governments being voluntary.
- (23) To coordinate land development and transportation policies in a manner that fosters regionwide transportation systems.
- (24) To review plans of independent transportation authorities and metropolitan planning organizations to identify inconsistencies between those agencies' plans and applicable local government plans.
- (25) To use personnel, consultants, or technical or professional assistants of the Council to help local governments conduct economic development activities within the geographic area covered by the Council.
- (26) To provide consulting services to a private developer or landowner for a project, if not serving in a review capacity in the future, except that statutorily mandated services may be provided by the regional planning council regardless of its review role.

1.8 BUDGET AND FINANCE

(1) Budget

The Council staff shall prepare and submit to the Board for approval, an annual Budget at the September meeting.

(2) Events

The ECRC frequently hosts various events focused on specific topics as a way of promoting programs and projects that the ECRC manages. Many of these events are required and outlined within the specific programs and project budgets within the overall ECRC budget. For the purposes of this section, an event includes workshops/special events/trainings in which the intended purpose is to bring various regional stakeholders together for information sharing, dissemination, gathering, collection, or training amongst multiple local governments.

(a) Minor Grant Workshops/Special Events/Trainings: For any event which contains a single or multiple direct ECRC expenses (consultants, venues, equipment, not including staff time) estimated to be under \$35,000, does not require: specific board approval;

specific breakdown of costs outside of what is required of the funding agency or program budget; or be a specific line item within the approved ECRC budget, and may be held at any time during the normal ECRC operations as a part of ECRC program and project delivery.

(b) Major Grant Workshops/Special Events/Trainings: For any event which contains a single or multiple direct ECRC expense (consultants, venues, equipment) estimated to be over \$35,000 and may require competitive bidding for any item or service, the total expenditure costs of the event shall be outlined by line item within the approved ECRC annual budget, or separate ECRC Board approval, and must include ECRC staff time charges/estimates. Major events require coordination with the ECRC Chair at a minimum.

(c) Coordination with TPOs: To ensure collaboration between the region's Transportation Planning Organizations in regional transportation, ECRC (the designated Regional Transportation Area) may occasionally host regionally significant transportation focused events. Events focused directly to engage the region's three (3) contiguous TPOs shall be coordinated with the ECRC Chair and the region's three (3) TPO Chairs.

(3) Memberships

(a) Fee

The Board shall establish an annual membership fee or assessment on or prior to the September meeting. The membership fee or assessment to participating governmental units shall be a base fee plus a per capita calculation.

(b) Request

Annual fees or assessments to members shall be submitted to local governments no later than the last day of December for the upcoming fiscal year.

(c) Payment

Customized payment plans by local governments are allowed with approval by the Board. A local government that does not remit the assessed amount by December 1 for a current fiscal year, shall lose all voting privileges and no longer be a member.

(4) Financial Statements

Monthly financial statements accounting for all Council funds shall be made to the Board at regularly held Board meetings.

(5) Depositories

The Council shall deposit all funds in local depositories in federally insured accounts, to the extent practicable. Designation of such depositories shall be the responsibility of the Chief Executive Officer of the Council. The Council may maintain checking and savings accounts, and both shall be in the name of the Council. Monies in excess of what would be required to fund the Council's operations for 1 month may be deposited in a savings, money market, CD or other investing account.

(6) Required Signatures

All checks or withdrawals of funds deposited in the Council's accounts shall require two signatures. Those authorized to sign checks or withdraw funds shall be the Chief Executive Officer, the Chief Financial Officer, the Chief Operations Officer, and any designee as assigned by the CEO.

(7) Fidelity Bonds

A Fidelity Bond shall be obtained to cover the positions of the Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Department Managers and finance staff. The amount of the bond shall not be less than \$100,000.00.

(8) Credit Cards

Credit cards in the Council's name may be established and maintained by the Chief Executive Officer and any designee as assigned. Monthly statements (a) must be reviewed by both the Chief Executive Officer and Chief Financial Officer for any and all credit cards in the Council's name and (b) will be paid with Council funds only to the extent approved by both.

(9) Mail

The Council shall have a post office box, and only the Chief Executive Officer and his/her designees shall have a key to the box.

(10) Deposits

The Chief Financial Officer or their designee shall be responsible for the preparation of deposits of Council funds. Deposits shall not be made by any person other than the Chief Executive Officer, Chief Financial Officer or their designee.

(11) Receipts

Receipts shall be issued for all funds received by the Council. A record of all receipts shall be kept by the Chief Executive Officer or his/her designee.

(12) Contracts, Expenditures and Purchasing of Equipment and Supplies

The purchasing of equipment and supplies for the Council shall be the responsibility of the Chief Executive Officer. The council shall adopt a procurement policy for the purchase of goods and services. Contracts, expenditures and items for purchase in excess of \$150,000.00 shall be approved by the Board.

Upon receipt of equipment or supplies, the individual who accepts the order shall sign for it. Before payment is made, the Chief Executive Officer, or Chief Financial Officer, or their designee shall sign the bill.

(13) Accounting

It shall be the responsibility of the Chief Financial Officer to maintain a double entry set of books for the Council. An annual audit shall be conducted by a firm employed by the Council.

1.9 COMMITTEES

(1) Executive Committee

An Executive Committee is created for the purpose of reviewing issues of importance and making recommendations for Council considerations.

The Executive Committee shall have five members: The Chair, Vice Chair, two Board members representing a member County or a member City, and a Governor appointee. The Executive Committee member representing a member County, or a member City will be elected by the Board at its September meeting, after the election of the Chair and Vice Chair, and should be from local governments other than the governmental bodies represented by the Chair, Vice Chair, the immediate past Chair and the Governor appointee. A Governor appointee serving from the Florida School Board Association may serve as the Governor appointee on this committee. Changes in Executive Committee composition shall take effect on October 1 of each year, coinciding with the election of officers.

The Executive Committee will meet as necessary. The Chair may schedule special Executive Committee meetings for any appropriate purpose. A quorum shall be three (3) Committee members, including the Chair or Vice Chair.

(2) Transportation Advisory Committee

By virtue of the Rural Transportation Planning Project, the ECRC shall function as the Regional Transportation Planning Organization (RTPO) thereby creating a Transportation Advisory Committee (TAC).

The TAC shall be an advisory committee to the ECRC Board of Directors – the ultimate decision-making body.

The purpose of the TAC shall be to review issues of importance related to the Rural Transportation Planning efforts and to make recommendations to the ECRC Board for their consideration.

The TAC shall have a maximum of 21 voting members: A representative appointed by each of the seven counties of the region (7 members); and a representative appointed by the ECRC Board to represent the cities in each of the seven counties of the region (14 members). Rural jurisdictions within the region that do not have technical staff may nominate an elected official to serve on the TAC. Members of the TAC shall serve a two-year (24-month) term with the option of serving multiple terms.

The TAC shall elect a Chair and Vice Chair to oversee the official meetings of the TAC. The terms of the Chair and Vice Chair shall be for one year. Annual elections will be held at

the September meeting. A quorum shall be three (3) Committee members, including the Chair or Vice Chair.

(3) Pedestrian and Bicycle Committee

The Pedestrian and Bicycle Committee (PBC) shall be an advisory committee to the ECRC Board of Directors – the ultimate decision-making body.

The purpose of the PBC shall be to review issues of importance related to the Regional Trail System and specific Pedestrian and Bicyclist efforts and to make recommendations to the ECRC Board for their consideration.

The PBC shall have a maximum of 15 voting members appointed by the ECRC Board.

The PBC shall elect a Chair and Vice Chair to oversee the official meetings of the PBC. The terms of the Chair and Vice Chair shall be for one year. Annual elections will be held at the September meeting. A quorum shall be three (3) Committee members, including the Chair or Vice Chair.

1.10 PROCEDURE

Unless otherwise provided herein, meetings will be conducted in accordance with *Roberts' Rules of Order Newly Revised in Brief*.

1.11 DISCLOSURE

All voting members of the Board shall comply with the provisions of Chapter 112, Part III, Florida Statutes, relating to Code of Ethics for Public Officers and Employees, and any amended or successor provisions.

1.12 AMENDMENTS

These rules may be amended by a majority vote of the Board provided the notice of proposed changes shall contain a full statement of the proposed amendments. The proposed amendments shall be placed on the next regularly scheduled meeting following the notice. Proposed amendments shall be sent to all Board members at least seven (7) days prior to the meeting at which a vote shall be held.

1.13 WITHDRAWAL OR DISSOLUTIONS

Any City or Town may withdraw its membership by resolution duly adopted by its governing body and upon written notice of withdrawal to the Chair of the Board. Contractual obligations of the withdrawing member shall continue until such obligation has been satisfactorily performed. All property, real or personal, of the Council on the effective date of withdrawal shall remain the property of the Council and the withdrawing member unit shall have no right thereto.

In the event there is a complete dissolution of the Council, which would involve the disposition of the property of the Council, such property shall be liquidated and, after all debts are paid in full, each unit of local government who was a member of the Council continuously within the preceding five (5) years shall be entitled to a share of the proceeds proportionate to its contribution during those five (5) years.

1.14 INFORMATION INQUIRIES

The principal offices of the Emerald Coast Regional Council will be 36474A Suite 1201, Emerald Coast Parkway, Destin, Florida 32541 and 4081 East Olive Road, Suite A, Pensacola, FL 32514. The office hours shall be set by the Chief Executive Officer. All official forms, publications, and documents of the Emerald Coast Regional Council are available for public inspection at the Council's principal office during regular business hours. Persons wishing photocopies may receive same at the prevailing cost per sheet.

Duly passed and adopted by the Emerald Coast Regional Council on this 5th day of August 2024.

BY: Karen Cuchens
Karen "Kasey" Cuchens, Chair ECRC

DATE: 8/5/24