

BY-LAWS

COLUMBIA COUNTY EVENTS CENTER ADVISORY BOARD

Section 1. Annual Meetings

The Annual Meeting of the Columbia County Events Center Advisory Board (the “Board”) shall be the first regularly called meeting of each calendar year. Such meeting shall be devoted to the election of officers for the ensuing year and such other business as shall be scheduled by the Board.

Section 2. Regular Meetings

Regular meetings of the Board shall be called as needed by the Chair provided that reasonable advance notice is given to each member and the public. All Regular meetings of the Board shall be open to the public and conducted as provided by section 286.011, Florida Statutes. All deliberations of the Board shall occur at Regular Meetings.

Section 3. Fact-Finding Committees and Closed Fact-Finding Meetings

- a. The Board has been charged by the Columbia County Board of County Commissioners (“BCC”) with duties relating to the potential establishment and construction of a multi-purpose events center. To the extent such duties may from time to time encompass meeting fact-finding objectives, the Board may appoint Fact-Finding Committees to conduct fact-finding meetings.

- b. Fact-Finding Committees shall be created as needed by the Chair or by any three members of the Board at an open public meeting. Fact-Finding Committees shall consist of not less than three (3) members. Fact-Finding Committees may include no more than one (1) active member of the Board, and that member shall serve as chair of the Fact-Finding Committee. The remaining members of the Fact-Finding Committee may be any two other individuals selected by the Board who are residents of Columbia County and aged 18 or older.

- c. Fact-finding meetings shall not be open to the public, and no notice shall be given to the public. The committee, through its chair, may extend invitations to interested parties to participate in any fact-finding meeting, but there shall be no obligation to extend any invitation. County staff and counsel for the Board may participate in fact-finding meetings. All participants in a fact-finding meeting may be required to sign confidentiality agreements provided by counsel for the County or provided by counsel for a third party participant in the fact-finding meeting.
- d. Information gathered by a Fact-Finding Committee shall be presented to the Board at an open public meeting by the chair of the Fact-Finding Committee. Information shall be shared subject to and with great deference to the Committee members' obligations of confidentiality. No Committee member shall be compelled by any member of the Board, counsel for the Board, or any other attendee at a public meeting to violate obligations to hold matters in confidence. The Board Chair may, without warning, immediately remove or order the removal of anyone who seeks to compel or induce disclosure of confidential information at a public meeting. At the public meeting, members of the Board may make further inquiry of the chair of the Fact-Finding Committee on any matter, or may direct inquiries to members of the Committee in attendance. Upon presentation of the information gathered, the Fact-Finding Committee may be dissolved upon motion and vote by the Board, or may be tasked with additional fact finding to be reported at a later date.

Section 4. Membership

- a. The Board shall consist of members appointed by the BCC. There shall be three officers to include a chairman or chairwoman (the "Chair"), a vice chairman or chairwoman (the "Vice Chair") and secretary. Service of the members shall be at the pleasure of the BCC. Any vacancy in membership shall be filled by the BCC upon notification to the BCC by the Board of such vacancy. If the Vice Chair or secretary's position should become vacant, the Board will elect a member to that position by majority vote at the next Regular meeting of the Board and the newly elected officer shall serve the remainder of the departing officer's year in office.

- b. Without waiver of the defense of sovereign immunity on behalf of the County, these bylaws are not intended to limit potential civil liability of any member to any interested party damaged by a breach of confidentiality.
- c. All members of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in connection with their official duties so long as such expenditures are approved in advance in writing by the Chair.

Section 5. Quorum

Five (5) members of the Board shall constitute a quorum for the consideration of any matter before the Board. A majority vote of the quorum shall be binding upon the Board. The Board shall not take any official action binding upon the County or BCC, but will deliberate and vote upon information and recommendations to be relayed to the BCC with requests that the BCC proceed. If the quorum requirements prescribed by these Bylaws are not met within fifteen (15) minutes after the time set for any meeting, then the announcement shall be made by the Chair that the meeting shall be adjourned and all matters to be heard will be tabled until the next called meeting.

Section 6. Voting

The Board shall vote to determine what information or recommendations should be tendered to the BCC and shall vote on all other matters in keeping with the Board's purpose provided by the BCC. The Chair may call a vote of the Board after a proper motion, second, and discussion. A simple majority of the present quorum shall be required to carry any motion.

Section 7. Proceedings

- A. The order of business at all regular meetings shall be as follows

- (1) Roll Call
- (2) Approval of Minutes of previous meetings

(3) Old Business

(4) New Business

(5) Adjournment

B. Each recommendation of the Board to the BCC shall be embodied in a formal correspondence from the Board Chair to the Chair of the BCC, copied to the County Manager and all members of the Board, subject to review by Board counsel. The correspondence shall indicate that the recommendation has been adopted by the quorum of the Board on a date certain, shall include all relevant details necessary to communicate the exact nature of the recommendation of the Board.

Section 8. Rules of Procedure

A. All meetings of the Board shall be conducted on a motion and second basis such that any action shall be instigated by the making of a motion which must be seconded before discussion of the motion and any vote on same. All motions shall be open for discussion upon second. When the Chair hears no further discussion of a motion, he or she shall call for a vote. If it should appear upon discussion that a motion requires a further review than can be accomplished in a single meeting, such motion may be tabled until a later date if same is requested by any member and that request is approved by the Chair. Unless withdrawn during discussion by the original movant or tabled, all motions shall be subject to disposition by an up or down vote at the meeting at which the motion is made. If no vote is called on any motion prior to the adjournment of the meeting during which the motion is made, then the motion shall fail. The Chair shall have a vote on all motions unless he or she is recused on a matter.

B. Civility and respect for the views of others in attendance shall be required of all members and of all non-members attending Board meetings. After one warning, a repeat failure to demonstrate civility and respect for the views of others in attendance shall be sufficient cause for the Chair to order the removal of anyone from the meeting, including Board Members and any other attendee.

Section 9. Officers

A County Commissioner appointed by the Chair of the BCC shall serve as the Chair of the Board. The Board shall elect its Vice-Chair from among its members at the Annual Meeting. The term of the Chair of the Board shall be at the pleasure of the Chair of the BCC. The term of the Vice-Chair shall be for one year with eligibility for re-election. The Board shall appoint a Secretary who may be a member of the Board, or an officer or employee of the County. Unless the Secretary is also a member of the Board, the Secretary shall not have a vote.

Section 10. Duties of Officers

A. Chair:

- (1) To preside at all meetings of the Board
- (2) To call meetings of the Board in accordance with these Bylaws
- (3) To sign documents and correspondence of the Board as approved by the Board

B. Vice-Chair:

During the absence, disability or disqualification of the Chair, the Vice-Chair shall exercise or perform all the duties and be subject to all the responsibilities of the Chair.

C. Secretary:

- (1) To ensure the minutes of all meetings of the Board are kept in an appropriate minute book
- (2) To be custodian of Board records
- (3) To give or serve all notices required by law or by these Bylaws

- (4) To prepare the agenda for all meetings of the Board and circulate that agenda via email not less than one week before any Regular meeting or not less than 24 hours before any Closed meeting
- (5) To inform the Board of correspondence relating to the Board and to attend to such correspondence
- (6) To reduce to an appropriate writing any correspondence or recommendation of the Board to be signed by the Chair

Section 11. Amendments

These Bylaws may be amended at any meeting of the Board, except for those provisions that are specifically provided for by County ordinance or resolution, provided that notice of said proposed amendment is given to each member in writing at least five days prior to said meeting.

Section 12. Controlling Laws

Any provision of these Bylaws which is inconsistent with or in conflict with any ordinance or resolution of Columbia County, Florida or state law, now or hereafter in effect, shall be superseded and deemed to be of no force and effect. The invalidation of any section of these Bylaws shall not invalidate other sections.

Section 13. Matters Referred by the Columbia County Board of County Commissioners

Matters referred to the Board by the BCC shall be placed on the calendar for consideration and action at the first meeting of the Board after such referral.

Section 14. Deadline for Agenda

The deadline for filing for placement on the agenda of the Board shall be three workdays prior to any scheduled meeting.

Section 15. Advisement of Absence

Each member of the Board who has knowledge of the fact that they will not be able to attend a scheduled meeting shall, at the earliest possible opportunity, advise the Secretary of the Board. The Secretary shall notify the Chair of the Board in the event that projected absences will produce a lack of quorum.

Subject 16. Budget, Finances

The Board shall adhere to all financial controls as imposed by the BCC on other County departments or agencies, as well as those imposed by applicable state laws.

Section 17. Effective Date

These Bylaws become effective upon adoption by the Board.

Adopted this ____th day of _____, 2013.

Chair

Secretary