

PORT ST. JOE  
DOWNTOWN REDEVELOPMENT AGENCY

BY-LAWS  
*Adopted August 10, 2006*

Preface

American Parliamentary Law is built upon the principle that rights must be respected: right of the majority, of the minority, of individuals, or absentees, and rights of all of these together. The exact method of conducting business in any particular legislative body is to be obtained only from the Legislative Manual of that body. The vast numbers of societies...are deliberative in character, and must have some system of conducting business and some rules to govern their proceedings and are necessarily subject to common parliamentary law where it does not conflict with their own special rules. In 1951, Isabel H. Robert stated, "The object of Rules of Order is to assist an assembly to accomplish in the best possible manner the work for which it was designed. To do this it is necessary to restrain the individual somewhat, as the right of an individual, in any community, to do what he pleases, is incompatible with the interests of the whole. Where there is no law, but every man does what is right in his own eyes, there is the least of real liberty."

*Roberts Rules of Order  
Seventy-Fifth Anniversary Edition  
1951*

Article I. Creation and General Provisions  
*Florida Statute FS 163.356*

- A. Name  
*City of PSJ Ordinance No. 198*
1. This Ordinance establishes the Port St. Joe Downtown Redevelopment Agency in accordance with Chapter 163.356 for CRAs.
- B. Office Location
1. The principle office of the DRA shall be maintained at 101 Reid Avenue, Suite 109, Port St. Joe, Florida, 32456.
- C. Public Record
1. All documents, records and meeting minutes of the DRA shall be maintained in the DRA office. Public documents shall be open to the public for inspection in accordance with the laws of the State of Florida.

D. Purpose and Authority

1. The purpose and authority of this agency is to carry out all the powers conferred by *Part III, Chapter 163, Florida Statutes for a CRA*, necessary for the purposes of redevelopment within the boundaries of the DRA Redevelopment Area.
2. The DRA shall possess all powers necessary and convenient to carry out and effectuate the purposes and provisions of the statute relative to the Port St. Joe Downtown Redevelopment Plan. The Agency's primary function is to obtain, analyze, and forward such information and recommendations to the City Commission for final action.

E. Statement of Authority of Directors

*FS 163.356 (3)(b)*

1. The powers of the community redevelopment agency shall be exercised by the Directors thereof.

*FS 163.358*

2. The following continue to vest in the governing body and are not included in the powers necessary or convenient to carry out and effectuate the purposes and provisions of FS 163, Part III:
  - a. The power to determine an area to be a slum or blighted area, or combination thereof; to designate such area as appropriate for community redevelopment; and to hold any public hearings required with respect thereto.
  - b. The power to grant final approval to community redevelopment plans and modifications thereof.
  - c. The power to authorize the issuance of revenue bonds as set forth in s. 163.385.
  - d. The power to approve the acquisition, demolition, removal, or disposal of property as provided in s. 163.370(3) and the power to assume the responsibility to bear loss as provided in s. 163.370(3).
  - e. The power to approve the development of community policing innovations.

Article II. Board of Directors

A. Number of Members

1. The DRA shall consist of no more than nine (9) voting members.

B. Eligibility

*FS 163.356(b)*

1. Any person may be appointed as a director if he or she resides or is **substantially** engaged in business, which means owning a business, practicing a profession, or **consistently** performing services for compensation, or serving as an officer or director of a corporation or other business entity so engaged, within the area of operation of the DRA.

C. Terms and Service

*FS 163.356(2) and (3)(a)*

1. The terms of office of the directors shall be for four years, with the **term of office commencing on September 1 of each year**. New Directors are appointed by the sitting Board of Directors and **approved by the City Commission**. *(3)(a)* A certificate of the appointment or reappointment of any Director shall be filed with the clerk of the municipality, and such certificate is conclusive evidence of the due and proper appointment of such Director. *(2)* A vacancy occurring during a term shall be filled for the unexpired term.
2. Two Directors will rotate off the board each year, **with three Directors rotating off every second-year cycle**, which seats shall be filled immediately with new Directors. **Directors are limited to two consecutive terms**.
3. **Care shall be taken that any current Chair and Vice Chair are not rotating off the Board at the same time.**
4. **All Directors may participate in board development. Potential board members will provide their resume and letter of interests and qualifications to the Executive Director, who will confirm their eligibility. The resumes and accompanying documentation will be forwarded to the Directors for their consideration, nomination and vote.**

D. Removal from an Unexpired Term  
*FS 163.345(4)*

1. The governing body may remove a commissioner for inefficiency, neglect of duty, or misconduct in office only after a hearing and only if he or she has been given a copy of the charges at least 10 days prior to such hearing and has had an opportunity to be heard in person or by counsel.

E. Compensation  
*FS163.356(3)(a)*

1. A Director shall serve without compensation but may be reimbursed for travel, mileage or per diem costs incurred while carrying out the duties and responsibilities of a DRA Board Member

F. Offices

1. The offices of the Board of Directors shall be Chair and Vice-Chair, Secretary and Treasurer.
2. **Chair**  
Preside at meetings, execute contracts above and beyond the allowable scope of the Executive Director, and retain ex-officio membership of all committees.
3. **Vice Chair**  
In the absence of the Chair, disqualification, or disability of the Chair, or at the Chair's direction, exercise all functions of the Chair's office.
4. **Secretary**  
Function as corresponding secretary expressly for Board purposes and public spokesperson for the Board.
5. **Treasurer**  
Review financial statements and contracts and make recommendations to the Board of Directors.

Article III. Personnel

A. Employment of Consultants and Staff  
*FS 163.356(e)*

1. The DRA may employ an executive director, technical experts, and such other agents and employees, permanent and

temporary, as it requires, and determine their qualifications, duties, and compensation.

B. Executive Director Duties

1. Report directly to the Board of Directors
2. Implement the mandates and policies of the Board of Directors.
3. Ensure compliance with State and Federal regulations.
4. Promote economic development, public relations and urban revitalization.
5. Initiate, plan and direct the implementation of the adopted redevelopment plan.
6. Prepare recommendations to the Board of Directors for periodic updates of the redevelopment plan as needed.
7. Assist in developing policy statement and maintain public records.
8. Coordinate public- and private-sector activity, and foster public/private partnerships.
9. Serve as liaison between civic groups, private and public agencies in DRA-related issues.
10. Meet with area civic, private and professional organizations to build networks and promote downtown and encourage new development/investment within the district.
11. Serve in an ex-officio capacity on committees.
12. Identify grants and manage grant applications and awards.
13. Assist in developing housing programs as needed.
14. Conduct presentations to various organizations.
15. Prepare Requests for Proposals and Bid analyses to the Board of Directors.
16. Negotiate contracts.
17. Prepare analyses of all projects for the Board of Directors.

18. Make expenditures in accordance with the approved budget, specific to each line item.
19. Obtain prior board approval for any expenditure over \$2000.
20. Execute contracts up to \$100,000 with prior board approval
21. Provide managerial, professional and supervisory functions for staff.
22. Fill board-approved staff positions.
23. Terminate staff as required, with prior notification to the Board.

C. Staff

1. Report directly to the Executive Director.

D. Legal Counsel

1. For such legal service as it requires, the DRA may employ or retain its own counsel and legal staff.

Article IV. Code of Ethics  
*FS 163.367*

A. Subject to the Code

1. The directors and employees of the DRA shall be subject to the provisions and requirements of part III of chapter 112 *Code of Ethics for Public Officers and Employees.*
  - a. Prohibited Actions or Conduct
  - b. Prohibited Employment and Business Relationships
  - c. Restrictions on Appointing, Employing, and Contracting with Relatives
  - d. Post-Office-Holding and Employment (Revolving Door) Restrictions
  - e. Voting Conflicts of Interest

f. Required Disclosures

Form 1 – Limited Financial Disclosures, to be filed by each Director and the Executive Director with Supervisor of Elections prior to 1 July yearly.

Form 9 – Quarterly Gift Disclosure, to be filed with the Supervisor of Elections by the last day of the calendar quarter following any calendar quarter in which a reportable gift was received, from everyone required to file a Form 1, receiving a gift worth over \$100.00, unless the person did not receive any gifts during the calendar year.

B. Penalties

1. There are no criminal penalties for violation of the Sunshine Amendment and the Code of Ethics. Penalties for violation of those laws may include: impeachment, removal from office or employment, suspension, public censure, reprimand, demotion, reduction in salary level, forfeiture of no more than one-third salary per month for no more than twelve months, a civil penalty not to exceed \$10,000, and restitution of any pecuniary benefits received

C. Disclosure

1. If any director or employee presently owns or controls, or owned or controlled within the preceding two years, any interest, direct or indirect, in any property which he or she knows is included or planned to be included in a CRA, he or she shall immediately disclose this fact in the manner provided in part III of chapter 112.
2. No director or officer of the DRA shall hold any other public office under the county or municipality other than his or her seat on the Board of Directors with respect to such CRA, board or commission.

Article V. Community Redevelopment Plans

A. Community Redevelopment Plan

*FS 163.360(2)*

1. The community redevelopment plan shall conform to the comprehensive plan for the municipality as prepared by the local planning agency under the Local Government Comprehensive Plan.
2. The community redevelopment plan shall include the provisions set forth in *FS 163.362*.

B. Modification of Community Redevelopment Plan

*FS 163.361(1)*

1. If at any time after the approval of a community redevelopment plan by the governing body it becomes necessary or desirable to amend or modify such plan, the governing body may amend such plan upon the recommendation of the DRA.

Article VI. Meetings

A. Sunshine Law

1. The DRA Board of Directors shall abide by the Sunshine Law.
2. *Office of the Attorney General*  
The Sunshine Law requires that 1) meetings of boards or commissions must be open to the public; 2) reasonable notice of such meetings must be given, and 3) minutes of the meeting must be taken.
3. The Sunshine Law applies to all discussions or deliberations as well as the formal action taken by a board or commission. The law, in essence, is applicable to any gathering, whether formal or casual, of two or more members of the same board to discuss some matter on which foreseeable action will be taken by the Board of Directors.

B. Public Meetings

1. In accordance with the laws of the State of Florida, all business of the DRA will be conducted at public meetings. No director of the DRA shall conduct business or discuss business of the agency

with any other director of the DRA except upon reasonable notice to the public of such meetings.

2. *Florida Special District Handbook, Sec. 3-2 Public Meeting Requirements*  
Every meeting shall:

- a. Be open to the public
- b. Be held in one of the following facilities, as long as it does not restrict access or discriminate based on sex, age, race, creed, color, origin, or economic status.
- c. A public building when available within the DRA.
- d. A county courthouse in which the DRA is located.
- e. A building in the DRA that is accessible to the public.

C. Regular Meetings

*Florida Special District Handbook, Section 3-2 Public Meeting Requirements*

1. A schedule of the regular meetings must be prepared quarterly, semiannually, or annually and includes the date, time, and location of each scheduled meeting and be provided as follows:
  - a. Publish five days (for daily local newspaper) or once with a once-weekly local newspaper.
  - b. File a copy with the City and County.
  - c. The following language will be included in all public notices:

All persons are invited to attend and participate. ANYONE WISHING TO APPEAL AN OFFICIAL DECISION made on any subject at a DRA board meeting must have a verbatim record of the meeting that includes the testimony and evidence on which the appeal is based. The DRA does not provide verbatim records of their meetings.

IN ACCORDANCE WITH THE AMERICANS WITH DISABILITIES ACT, persons needing special accommodation to participate in any meeting should make arrangements for accommodation no less than 24 hours prior to the meeting by contacting the DRA offices: 101 Reid Avenue, Suite 109 or 850-229-6899.

D. Special Meetings

*Florida Special District Handbook, Section 3-2 Public Meeting Requirements*

1. Publish at least seven days before such meeting.
2. Publish in the same manner as a regular meeting unless a bona fide emergency exists. In that case, the DRA shall hold such meetings with reasonable notice. No budget may be approved at an emergency meeting.

E. Penalties for Violation of Public Meeting Requirements

*Florida Special District Handbook, Section 3-2 Public Meeting Requirements*

1. Action taken at meetings held in violation of the Sunshine Law is void.
2. Non-Criminal Infraction – A public officer who violates public meeting and/or public meeting minute requirements is guilty of a non-criminal infraction punishable by a fine up to \$500.
3. Criminal Infraction – A member of any special district board who knowingly attends a meeting that is being held in violation of the Sunshine Law is guilty of a misdemeanor of the second degree punishable by a definite prison term up to 60 days and/or a fine up to \$500.

F. Quorum

*FS 163.356(b)*

1. A majority of the directors constitutes a quorum for the purpose of conducting business and exercising the powers of the agency and for all other purposes. Action may be taken by the agency upon a vote of a majority of the directors present, unless in any case the bylaws require a larger number.
2. Should no quorum attend with fifteen (15) minutes after the hour appointed for the meeting, the Chair or Vice Chair may adjourn the meeting. In that event, those members present may, by unanimous agreement, select another hour or day to be re-advertised to provide reasonable notice. The names of the Directors present and their action at such meeting shall be recorded in the minutes.

G. Adjourned Meetings

1. If any meeting cannot be organized because a quorum is not present, the directors who are present may adjourn to a certain time. Notice of such adjourned meeting shall be given to each DRA director as soon as possible, and reasonable public notice, considering the circumstances, shall be given.

H. Meeting Procedures

1. Meeting Agenda

- a. The Executive Director shall cause a meeting agenda and any necessary staff reports to be normally prepared and distributed to the Directors at least two days prior to any regularly scheduled meeting.
- b. The Chair may, for reasons stated to all in attendance at the meeting, vary from the order of the agenda. Items may be added to or removed from the agenda by an affirmative vote of a majority of the Directors present.
- c. No item listed on the agenda for public hearings or vote thereon may be deferred until a later time unless a majority of the Directors present shall vote in favor of such deferral.
- d. The Board shall not take action upon any matter, proposal or item of business not listed on the agenda, unless a majority of the voting members present shall have first consented to the presentation thereof for consideration and action; however, the Chair may add new business to the agenda under New Business.

2. Meeting Procedure

- a. The Chair shall call each agenda item and briefly describe, or ask the Executive Director to describe the item before the Board. If the item under discussion was submitted by some outside person or agency, the applicant or agent for the applicant will be given an opportunity to present his or her position.

- b. All meetings shall be conducted in accordance with the following:
- i. The Chair shall preside at all meetings when present.
  - ii. In the absence of the Chair, the Vice Chair shall preside.
  - iii. A majority vote of the Directors shall govern and conclusively determine all questions or order not otherwise covered.
  - iv. No individual Director shall represent an individual opinion to the press, State, Federal or local officials or any other party as being the consensus/findings of the Board unless previous discussion and a majority vote was taken at a Board meeting.
  - v. The Chair shall take the chair at the hour appointed for the meeting and shall call the meeting to order immediately.
  - vi. In the absence of the Chair and Vice Chair, the Executive Director shall determine whether a quorum is present and in that event shall call for election of a temporary Chair. The temporary Chair shall relinquish the Chair upon conclusion of the business immediately before the Board.
  - vii. Any Director who intends to be absent from a Board meeting shall notify the Chair or Executive Director of the intended absence as soon as possible.
  - viii. Any member of the Board who has a conflict of interest on a particular matter shall declare the conflict and abstain from the discussion and vote on that matter. The abstaining Director may, however, answer direct questions posed by other Directors.
  - ix. Any member of the Board who has a conflict of interest on a particular matter shall, by these rules, be deemed absent for the purpose of constituting a quorum, voting, or for any other purpose as related to the particular matter.

- x. The vote upon any resolution, motion or other matter may be a voice vote, unless the Chair or any Director requests a roll call be taken.
- xi. Upon every roll-call vote, the Executive Director shall call the roll, tabulate the votes, and announce the results.
- xii. The minutes of prior meetings may be approved by a majority of the Directors provided a quorum is present, and upon approval shall become the official minutes when fully executed.
- xiii. Unless a reading of the minutes of a meeting is requested by a majority of the Directors, the minutes shall not be read for approval, provided the minutes had been provided to the Directors at least seven (7) days prior to the meeting.
- xiv. Any citizen who is not on the Board shall be entitled to be placed on the official agenda of a regular meeting and be heard concerning any matter within the scope of the jurisdiction of the Board with at least five (5) days prior notice.
- xv. Any citizen who is not on the Board shall be permitted to address the Board on any matter not appearing on the agenda, upon approval by a majority of the Directors present.
- xvi. Each person, other than staff, who address the Board shall give the following information for the minutes:
  - 1. Name.
  - 2. Address.
  - 3. Representation, if applicable.
  - 4. Whether or not he or she is being compensated by the person(s) for whom he or she speaks; and whether he or she, or any member of his or her immediate family has a personal financial interest in

the pending matter, other than that set forth in item (viii) of this section.

- xvii. Unless further time is granted by the Board, each person shall limit his or her address to three (3) minutes, and
- xviii. These remarks shall be addressed to the Board as a body and not to any member thereof. No person, other than Directors and the person having the floor shall be permitted to enter into any discussion, either directly or through a Director, without permission of the Chair. No question shall be asked of a Director except through the Chair.

3. Robert's Rules of Order

- a. The rules contained within Robert's Rules of Order shall govern the DRA in all cases to which they are not inconsistent with these by-laws or any special rules binding the DRA.

4. Motions  
*Robert's Rules of Order*

- a. If appropriate, following the completion of discussion on a particular item, a motion with a second may be entertained by the Chair. The Chair will then "State the Question," or state the exact question that is before the board for its consideration and action. Reasons for the motion and any special concerns about the item being discussed shall be included in the record of the meeting.
- b. The Chair shall neither make nor second motions, but shall vote on all motions properly seconded and deemed in order.
- c. After the question has been stated by the Chair, it is before the assembly for consideration and action. Debate shall be confined to the immediately pending question. All actions may be debated unless a 2/3 majority of the board decides to dispose of them without debate. Debate must be limited to the merits of the *immediately pending question*.

- d. When the debate appears to have closed, the Chair asks again, “Are you ready for the question?” If no one rises, the Chair proceeds to *put the question*, or to take the vote on the question.
- e. The vote can be by vote, show of hands or roll call. With roll-call vote, the Director’s votes are indicated in the minutes.
- f. All actions of the Board shall be by motion as follows:
  - i. Endorsement of goals and objectives.
  - ii. Endorsement of policy directives.
  - iii. Amendments to the By-Laws subject to approval of the City Commissioners.
  - iv. Any other matters deemed by the Board to be of sufficient importance to require a motion.

Article VI. Duties and Responsibilities

A Plan Implementation

- 1. The DRA shall be responsible for implementing the policies, projects, and programs contained in the Port St. Joe Downtown Redevelopment Plan.

2. Committees

- a. Committees shall be organized for a single purpose. Instructions relative to that purpose to the committee shall be approved by majority vote of the Directors.
- b. The Chair of each committee shall be either a member of the Board of Directors or the Executive Director.
- c. The Board Chair shall ask for volunteers or shall offer the position of chair of the committee to a Director, which the Director may accept or reject, or the Executive Director, who shall accept.
- d. The members of the committee may be partially or wholly members of the Board of Directors.

- e. The number of members of the committee shall be recommended by the Committee Chair and approved by majority vote of the Directors.
- f. The Committee Chair may appoint members from the community who have a particular interest or expertise in the committee's purpose, subject to approval by the Board of Directors.
- g. The committee may appoint a sub-committee which reports to the committee and never to the Board of Directors.
- h. The Committee Chair shall report status to the Directors at each regular meeting until the purpose for which the committee was organized has been discharged.
- i. The final report of the committee shall be accompanied by a formal resolution covering all recommendations. When such report is made, it may be adopted by the Directors with no further motion.
- j. If the resolution in whole is not accepted by the Directors, recommendation of the Committee shall not be binding but should be given appropriate weight and consideration.
- k. When a committee has made its final report, and it has been received by the Board of Directors, the committee shall cease to exist without any motion being made to that effect.

C. Basic Reporting Requirements

- 1. The DRA will file with DCA the creating document and Boundary Map (as amended).
- 2. The DRA will maintain updated contact information to DCA and the City Clerk: name, address, email, phone and fax immediately upon any revision.
- 3. The DRA will pay the Special District Fee of \$175 and Update Form within thirty (30) days of receipt (on or about 1 October annually).

4. Annual Report  
*FS 163.356 (3)(c)*

The DRA shall file with the City and County, on or before March 31 of each year, a report of its activities for the preceding fiscal year, which report shall include a complete financial statement setting forth its assets, liabilities, income, and operating expenses as of the end of such fiscal year. Public notice of this report shall be published in the local newspaper. This report shall be available for public inspection during business hours in the office of the clerk of the city and county and in the DRA office.

Article VII. Fiscal Management

A. Fiscal Year

1. The fiscal year of the DRA shall begin on October 1 of each year.

B. Budget

1. Budget Approval

The DRA shall prepare, prior to July 1 of each year, a recommended budget for forwarding to the City and County Commissions for review and final approval. The City and County shall appropriate to the DRA Trust Fund such as is budgeted for the ensuing fiscal year.

2. Accounting Practices

The DRA shall comply with all regulations of the State Department of Banking and Finance regarding uniform accounting practices and procedures for units of local government.

3. Legitimate Expenditures of DRA Trust Fund  
*FS 163.370*

- a. The DRA has the authority, within its area of operation, within the powers granted in *FS 163*.
- b. The DRA, in accordance with the *Summary of Findings, State of Florida Auditor General, Report No. 2006-186* shall comply with the following:

- i. Funds allocated to and deposited into the trust fund shall be used to finance or refinance any community redevelopment it undertakes pursuant to the approved Plan.
  - ii. Maintain documentation, such as time records, to demonstrate that employees whose salaries and benefits were partially paid from DRA funds were paid commensurate with the percentage of time spent on DRA-related activities.
  - iii. The DRA will demonstrate that redevelopment trust fund expenditures were in compliance with the DRA Plan and Sections 163.387(6) and 163.370(2), Florida Statutes, or that all expenditures were properly authorized.
4. The following may *not* be paid for or financed by increment revenues *FS 163.(3)(2)*:
  - a. Construction or expansion of administrative buildings for public bodies or police and fire buildings, unless each taxing authority agrees to such method of financing for the construction or expansion, or unless the construction or expansion is contemplated as part of a community policing innovation.
  - b. Installation, construction, reconstruction, repair, or alteration of any publicly owned capital improvement or projects which are not an integral part of or necessary for carrying out the community redevelopment plan if such projects or improvements are normally financed by the governing body with user fees or if such projects or improvements would be installed, constructed, reconstructed, repaired, or altered within 3 (three) years of the approval of the community redevelopment plan by the governing body pursuant to a previously approved public capital improvement or project schedule or plan of the governing body with approved the DRA.

- c. General government operating expenses unrelated to the planning and carrying out of the DRA plan.

5. Audit  
*FS 163.387(8)*

The DRA shall provide for an independent financial audit of the trust fund each fiscal year and a report of such audit, describing the amount and source of deposits into, and the amount and purpose of withdrawals from, the trust fund during such fiscal year and the amount of principal and interest paid during such year on any indebtedness to which is pledged increment revenues and the remaining amount of such indebtedness. *Florida Special District Handbook*: The DRA shall provide a copy of the report to each taxing authority. The audit shall be performed within 12 months of the fiscal year end (30 Sep) and filed within 45 days of audit completion.

6. Surplus Funds  
*FS 163.387 (7)*

On the last day of the fiscal year of the DRA, any money which remains in the trust fund after the payment of expenses pursuant to subsection (6) for such year shall be:

1. Used to reduce the amount of any indebtedness to which increment revenues are pledged;
2. Deposited into an escrow account for the purpose of later reducing any indebtedness to which increment revenues are pledged; or
3. Appropriated to a specific project pursuant to an approved community redevelopment plan which project will be completed within three (3) years from the date of such appropriation.

Article VIII. Tax Increment Funds  
*FS 163.387(1)*

A. TIF Definition

The DRA is funded through tax increment financing whereby the DRA is to receive annually 95 percent of the difference between the amounts of ad valorem taxes of the baseline year and the current tax year.

B. Timeline for TIF Funding  
*FS 163.387(2)(b)*

The taxing authorities must provide the annual tax increment funding by January 1, and amounts not paid by that date, just include an additional 5 percent on the amount of the increment and 1 percent interest for each month the increment is not paid. The DRA will assess the penalties *as required by law* if the TIF is not received by January 1 of each year.

Article IX. Amendments to the By-Laws

- A. These By-Laws may be amended from time to time by resolution of the DRA, providing a two-third majority votes in favor of the change. Any changes to the location of stated offices, regular meeting dates, etc. which are made as a result of the actions of the Port St. Joe Downtown Redevelopment Agency taken after the adoption of these By-Laws shall be recognized and followed by the DRA.

Approved as to Form:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

City Attorney