

**RULE 000**  
**JACKSONVILLE TRANSPORTATION AUTHORITY BYLAWS**

**Revised February 21, 2019**

## **ARTICLE 1**

### **DESCRIPTION; PLACE OF BUSINESS**

#### **1-1 Description of Authority**

The Jacksonville Transportation Authority (“Authority” or “JTA”) is a body politic and corporate and an agency of the State of Florida created and established by Chapter 349, Florida Statutes (as amended from time to time, "Chapter 349"), for the purposes specified in Chapter 349. In the event of a direct conflict, the terms of Chapter 349 shall control over the terms of these Bylaws.

#### **1-2 Place of Business**

The Authority's headquarters (where the offices of the Executive Director are located) is the Authority's Administration Building, 121 West Forsyth Street, Suite 200, Jacksonville, Florida 32202. Normal business hours are 8:00 a.m. - 5:00 p.m., Monday through Friday, excluding recognized holidays. The Board of the Authority may change the headquarters from time to time, and such headquarters shall become the place of business of the Authority without further action. The Authority may have such other offices and business locations as the Board or the Executive Director may determine.

## **ARTICLE 2**

### **MEMBERS OF THE BOARD AND TERMS**

The governing body of the Authority (Board) shall consist of seven members. Three members shall be appointed by the Governor of the State of Florida and confirmed by the Senate. Three members shall be appointed by the Mayor of the City of Jacksonville subject to confirmation by the council of the City of Jacksonville. The seventh member shall be the district secretary of the Department of Transportation serving in the district that contains the City of Jacksonville. The term of appointed members shall be for four (4) years deemed to have commenced on June 1st of the year in which they are appointed. Each member shall hold office until a successor has been appointed and has qualified. A vacancy during a term shall be filled by the respective appointing authority only for the balance of the unexpired term. Any member appointed to the Authority for two consecutive full terms shall not be eligible for appointment to the next succeeding term. The members of the Authority shall not be entitled to compensation, but shall be reimbursed for travel expenses or other expenses actually incurred in their duties as provided by law.

## **ARTICLE 3**

### **OFFICERS**

#### **3-1 Officers**

The officers of the Board shall be a Chair, Vice Chair, Secretary and Treasurer. Each officer shall perform the duties and functions as provided in these Bylaws and shall perform such other functions as the Board or the Chair may from time to time designate, and such other functions as are provided in these Bylaws. In the event of the absence at any meeting of the Chair or the Vice Chair, any member of the Board, whether or not an officer, may sign resolutions or other documents requiring the signature of a Board member consistent with the adoption or approval by the Board of such resolution or other document.

#### **3-2 Chair**

As provided by Chapter 349, Florida Statutes, as amended, one of the members of the Board shall be designated annually by the Board as Chair of the Authority. A member may serve as Chair for no more than two successive years. The Chair shall set the agenda and preside at all meetings of the Board unless the Chair delegates otherwise. The Chair shall designate from time to time such committees as the Chair may deem appropriate in addition to the standing committees provided herein and shall designate the subject matter assigned to each such committee for consideration. The Chair shall appoint the chair and members of each committee. The Chair shall perform such other functions as the Board may from time to time designate, and such other functions as are provided in these Bylaws.

#### **3-3 Vice Chair**

One of the members of the Board shall be designated annually by the Board as Vice Chair. The Vice Chair shall be vested with the same responsibilities and shall perform all the functions of the Chair in case of the absence or disability of the Chair. The Vice Chair shall perform such other functions as the Board or the Chair may from time to time designate, and such other functions as are provided in these Bylaws.

#### **3-4 Secretary**

One of the members of the Board shall be designated annually by the Board as Secretary. The Secretary shall supervise the minutes and records of the Authority and serve as parliamentarian at Authority meetings. The Secretary shall perform such other functions as the Board or the Chair may from time to time designate, and such other functions as are provided in these Bylaws. All members of the Board shall be Assistant Secretaries and shall be vested with the same authority as the Secretary in case of the absence of the Secretary.

### **3-5 Treasurer**

One of the members of the Board shall be designated annually by the Board as Treasurer. The Treasurer shall supervise the financial affairs of the Authority. The Treasurer shall perform such other functions as the Board or the Chair may from time to time designate, and such other functions as are provided in these Bylaws.

### **3-6 Election and Term of Officers**

All Board officers shall be designated no later than December 31st of each calendar year, by vote of the Board in accordance with Section 6-2 of these Bylaws. All officers shall be designated for one-year terms commencing January 1 of each year, and shall hold office until a successor has been designated in the manner provided herein.

### **3-7 Removal; Vacancies**

Any officer shall be deemed automatically removed from such position upon the termination, for any reason, of such officer's status as a member of the Board. The Board shall fill any vacancy, however occurring, in any office, by majority vote.

## **ARTICLE 4**

### **EXECUTIVE DIRECTOR AND AUTHORITY CLERK**

#### **4-1 Executive Director**

The Authority shall employ an Executive Director to serve at the pleasure of the Board. The Executive Director may hire such staff, permanent or temporary, as he or she may determine and may organize the staff of the Authority into such departments and units as he or she may determine. The Executive Director may appoint department directors, deputy directors, division chiefs, and staff assistants to the Executive Director, as he or she may determine. The Executive Director may also use the title "Chief Executive Officer," which title shall be synonymous with "Executive Director."

#### **4-2 Clerk and Reporting Secretary of the Authority**

The Executive Director shall from time to time designate a Clerk for the Authority. The Clerk is the custodian of the Authority's public records and any other permanent records. The Clerk's duty is to maintain such record including the minutes, resolutions and formal orders of the Authority. The Board or Executive Director may also appoint a separate Reporting Secretary to record and prepare the minutes of the Board and any Authority committee, which shall be maintained by the Clerk. The Clerk is responsible for maintaining the volumes containing the rules and policies of the Authority which will be filed and housed in the office of the Clerk. The Clerk is required to keep such records as will reflect the current status of all pending proceedings, and prepare and issue notices of hearings. Under the Clerk's direction, docket and order numbers for Authority proceedings shall be assigned. The Clerk may also serve other functions of the Authority.

## **ARTICLE 5**

### **COMMITTEES**

#### **5-1 Standing Committees**

Upon election to the position of Chair, the Chair shall appoint a member of the Board to serve as the chair of each committee and may appoint such other members to the committees as the Chair shall determine is advisable in accordance with these Bylaws. Committee chairs shall serve until a replacement is appointed by the Chair, or the term of such Board member expires. Committee chairs shall be responsible for coordinating with the Executive Director of the Authority on committee matters, and committee chairs shall ensure the Executive Director of the Authority maintain records of committee projects, activities and recommendations. The Executive Director of the Authority shall keep Board members apprised of committee matters as needed, and in accordance with Florida law. As provided in Section 3-2 and Section 5-7 of these Bylaws, the Chair shall designate from time to time such committees as the Chair deems appropriate in addition to the standing committees provided herein and shall designate the subject matter assigned to each such committee for consideration. Committees shall have the responsibility for performing the duties necessary to accomplish the functions and purpose of the committee and recommending actions to the Board for its information and/or approval. Committee actions shall be subject to approval by the Board. At the election of the Chair, persons other than members may serve in an ex officio (non-voting) capacity for any committee of the Board. The Standing and Ad-Hoc Committees are to provide recommendations to the Board. At the discretion of the Chair, the Board may consider agency matters, even if these matters are not recommended for approval by a committee.

#### **5-2 Finance and Administration Committee**

The Finance and Administration Committee shall oversee and provide policy recommendations in areas including but not limited to: administrative services; finance and accounting; periodic updates to JTA's Investment Policy; ongoing review and recommendations regarding the investment of JTA's public funds so as to achieve competitive returns while ensuring adequate investment safeguards; communications and legislative affairs; strategic planning and research; human resources and staff planning; legal affairs, business development initiatives including public private partnerships and initiatives involving intellectual property owned or controlled by the JTA; property management, purchasing and procurement; and participation in the Authority's Disadvantaged Business Enterprise or minority business programs. The Finance and Administration Committee shall perform such other functions as the Chair may from time to time designate, and such other functions as are provided in these Bylaws.

#### **5-3 Service Delivery Committee**

The Service Delivery Committee shall oversee and provide policy recommendations in areas including but not limited to: bus transit, rapid transit, skyway, ferry, intelligent transportation systems and community and regional transportation coordination, maintenance matters related to the fleet and facilities, and the all facets of the customer experience, including satisfaction. The

Service Delivery Committee shall perform such other functions as the Chair may from time to time designate, and such other functions as are provided in these Bylaws.

#### **5-4 Long Range Planning and System Development Committee**

The Long Range Planning and System Development Committee (LRPSDC) shall oversee and provide policy recommendations in the areas including but not limited to: construction matters related to bridge, highway, JTA Mobility Works and Better Jacksonville Plan roadway projects, bond-financed roadway projects, and engineering support for all Authority departments; real estate dispositions (pursuant to Rule 011), real estate acquisitions (pursuant to Rule 012), eminent domain acquisitions, transit-oriented development, mobility-oriented development, the U2C Program, technology matters and automation planning, standardization and implementation. The LRPSDC shall undertake reasonable efforts to ensure that any purchase of real property by JTA will not constitute an improper conflict of interest, such as the purchase of property by JTA from a JTA Board Member or JTA employee, without proper disclosure and review. The LRPSDC shall perform such other functions as the Chair may from time to time designate, and such other functions as are provided in these Bylaws.

#### **5-5 Nominating Committee**

The Chair shall appoint three members to serve on the Nominating Committee no later than October 31st of each year to nominate candidates for the offices of Chair, Vice Chair, Secretary and Treasurer for the succeeding calendar year. Nominations may also be made from the floor at the meeting for election of such officers.

#### **5-6 Audit, Policy and Procedure Committee**

The Audit, Policy and Procedure Committee shall oversee and provide policy recommendations in areas including but not limited to: audited financial information, systems of internal controls (which management and the Board have established), the audit process and management's process for monitoring compliance with laws and regulations; Enterprise Risk Management matters, policy and procedure review. The internal and external auditor assists the members of the Committee in the effective discharge of their responsibilities. The Audit, Policy and Procedure Committee shall perform such other functions as the Chair may from time to time designate, and such other functions as are provided in these Bylaws.

**5-7 Ad-Hoc Committees** The Chair of the Board may from time to time create ad-hoc committees for special or temporary purposes to meet the needs of the Authority on issues not directly addressed by the standing committees. Ad-hoc committees would otherwise function like any other committee as provided in these Bylaws.

## **ARTICLE 6**

### **MEETINGS**

#### **6-1 Meetings**

Public meetings of the Board and its committees shall be held as follows:

(1) Regular public meetings of the Board, and of each of the Finance and Administration, Service Delivery, Long Range Planning and System Development, and Audit, Policy and Procedure Committees, to transact its business may all be held concurrently, at such dates and times as the Board may designate by written public notice from time to time, and shall be held at the Authority's headquarters, or such other location as shall be designated by the Chair or the applicable committee chair. The agenda for each such committee meeting shall be published as a part of the Board's agenda.

(2) Other standing or adhoc committees shall meet in special public meetings at the times, dates and places deemed necessary at the call of the Chair or the chair of the committee, respectively.

(3) Special public meetings of the Board or any of its standing committees may be held at such other times, dates and places as may be deemed necessary at the call of the Chair or the chair of the committee, respectively, or a majority of the members of the Board or the committee, respectively.

(4) Emergency public meetings of the Board or its committees may be held at any such time, date and place at the call of the Chair or the chair of the committee, respectively, in accordance with law.

#### **6-2 Board Action**

Action of the Board shall be made by motion, duly made, seconded and passed by a quorum or may be made as otherwise permitted by law. Four voting members of the Board shall constitute a quorum, and no resolution adopted by the Board shall become effective unless with the affirmative vote of at least four members. Parliamentary matters not addressed in these Bylaws shall be handled in a fair and efficient manner and may, but are not required to be, governed by Roberts Rules of Order.

#### **6-3 Public Access to the Authority and Public Records**

Any member of the public shall have access to Board and committee meetings and proceedings as provided by law. All public records of the Authority may be inspected and copied during normal business hours at the headquarters of the Authority. A reasonable charge for such copying may be made as provided in Chapter 119, Florida Statutes, as amended. The public may request such public records by contacting the Clerk as custodian of records.

#### **6-4 Minutes**

The Clerk or Reporting Secretary shall keep the official minutes of the meetings of the Board and each of its committees, transcribe them into writing and have them approved at a meeting within two (2) subsequent meetings. The minutes, when approved, of each meeting of the Board or its committees shall be the official and controlling record of such meeting. The minutes, before being submitted for approval, shall be checked against the electronic recordings, if any, of each meeting to confirm their accuracy.

#### **6-5 Request for Information and Submissions**

Any public requests for information and submissions to the Authority may be directed to the Clerk of the Authority.

#### **6-6 Notice of Public Meetings**

Notice of all public meetings of the Board or its committees shall be provided in the form and in the manner required by law.

#### **6-7 Agenda of Meetings**

The agenda for each public meeting of the Board or its committees shall be available at the time and in the form required by law.

#### **6-8 Adoption of Annual Performance Measures**

The Board shall adopt annual performance measures for the Authority setting forth goals and performance objectives to guide the Authority in accomplishing its mission and to provide a framework for evaluating the Authority's success in achieving its long-range plans. The performance measures shall include criteria and a scoring matrix for assessing success in achieving such goals and objectives. The proposed annual performance measures shall be prepared by the Executive Director with input of the Board and assistance from Authority staff. The Executive Director shall present the annual performance measures at a meeting of the Board for review, comment and approval.

### **ARTICLE 7**

#### **ADOPTION, AMENDMENT OR REPEAL OF BYLAWS**

These Bylaws may be adopted, amended or repealed by the Board in accordance with the procedures and requirements for any other Board action.



## **ARTICLE 8**

### **INTERNAL AUDITOR**

The Internal Auditor acts as an independent, objective, assurance and consulting function to add value and improve operations. The Internal Auditor will achieve objectives by systematically evaluating and improving risk management, control, governance and the implementation of best practices through analysis, appraisals, recommendations and pertinent comments of activities under audit or review. In order to ensure adequate independence the Internal Auditor reports to the CEO and indirectly to the Board through the Audit, Policy and Procedure Committee. The Internal Auditor reports dually to the CEO and Audit, Policy and Procedure Committee.

## **ARTICLE 9**

### **INDEMNIFICATION**

#### **9-1 Indemnification**

Under the circumstances prescribed in this Article 9, the Authority shall indemnify, hold harmless or reimburse the fees and expenses, to the extent such person is not insured by a policy or policies of insurance, any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Authority) by reason of the fact that he or she is or was a member of the Board, officer or employee of the Authority (“Officer of the Authority”) against reasonable expenses (including attorney's fees and costs) actually incurred in good faith by such Officer of the Authority and, with respect to any criminal action or proceeding, such Officer of the Authority had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in a manner in good faith to be in or not opposed to the best interests of the Authority, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. For purposes of this Article 9, Officer of the Authority shall include General Counsel, except that General Counsel shall not be indemnified against damages resulting from negligence in performance of services for the Authority. Notwithstanding the foregoing, however, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional malfeasance, misappropriation, or fraud, in the performance of his duty to the Authority unless the Authority is required to do so by a court of competent jurisdiction. Furthermore, no indemnification shall be made in respect to any claim, issue or matter for any employee if that employee is acting outside the scope of his or her employment.

## **9-2 Successful Defense**

To the extent that an Officer of the Authority has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9-1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified, held harmless from or reimbursed expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

## **9-3 Award by Board**

Except as provided in Section 9-2 above and except as may be ordered by a court, any indemnification under Section 9-1 shall be made by the Authority only as authorized by the Board in the specific case, pursuant to the criteria set out in Section 9-1 above.

## **9-4 Advance Payment**

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Authority in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case. In the event it shall ultimately be determined that the Officer of the Authority is not entitled to be indemnified by the Authority as authorized in this Article 9, the Officer of the Authority shall reimburse such amount paid in advance on his or her behalf. The Officer of the Authority shall execute a written pledge confirming and evidencing such obligation for repayment to the Authority before any such advance payment is made by the Authority on behalf of that person.

## **9-5 Not Exclusive**

The indemnification provided in this Article 9 shall not be deemed exclusive of any other right to which the person indemnified hereunder shall be entitled.

## **9-6 Insurance**

The Authority may purchase and maintain insurance on behalf of any Officer of the Authority, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

## **9-7 Benefit**

The indemnification provided herein shall inure to the benefit of the heirs, executors, and administrators of such Officers of the Authority.