

## CHARLOTTE HARBOR NATIONAL ESTUARY PROGRAM

### MANAGEMENT COMMITTEE BY-LAWS

1. Membership/Terms of Office: The named representatives from the regional and local jurisdictions are appointed by their respective organizations to serve on the Charlotte Harbor National Estuary Program Management Committee. Changes in named representation can be made at any time by an affirmative majority vote by a quorum of the Management Committee. Only named representatives shall count towards a quorum.

Additional members may be added to the Management Committee by the Policy Committee. Such changes may originate by consensus recommendation of the Management Committee to the Policy Committee.

2. Meetings: To carry out its responsibilities, the Management Committee will hold regular meetings at least three times a year, or more often if necessary, as called by the Committee Chairman. Meetings will be conducted in accordance with procedures set forth in Robert's Rules of Order or as otherwise specified in these by-laws.

Special meetings may be called by the Chairman, at the request of the Project Director. All meetings of the Management Committee will be noticed to the appropriate government agencies and the public-at-large. All meetings will conform with applicable Federal, State, and local sunshine/public access requirements.

3. Chairman and Vice-Chairman of the Management Committee: A Chairman will be elected from the membership of the Management Committee. A Vice-Chairman will also be elected to serve as Chairman in the absence or unavailability of the elected Chairman. At the end of each year, the Management Committee will elect and recommend a new chairman and vice-chairman to the Policy Committee for approval. In the absence of both the elected Chairman and Vice-Chairman, the other members of the committee will select a chairman for that meeting only.

4. Membership: Members of the Management Committee are expected to attend all regular meetings or designate a representative in writing with full authority to act or vote on any issue at the meeting. If a member misses or fails to designate representation for two consecutive meetings, the Chairman will request the Policy Committee to nominate a new member for the Management Committee.

5. Quorum: A quorum of the Management Committee shall be a majority of the Management Committee or their designated representatives present for that meeting.

6. Voting: The Management Committee shall operate by consensus with the exception of approval of any matters which recommends to the Policy Committee spending of funds or personnel increases of the project office. In such cases, at least a two-thirds affirmative vote of the members of the Committee present at the meeting is required to recommend the expenditure or the personnel increase.

7. Public Participation at meetings: All meetings of the Management Committee will be open to the public. A portion of time will be allocated at each meeting for public comment.

8. Agenda: The agenda for meetings will be developed by the Chairman in conjunction with the Project Director. Management Committee members may submit items for inclusion in the agenda to the Chairman or Project Director 10 days prior to the meeting date. The agenda will be distributed to each Committee at least 1 week prior to the scheduled meeting. Additional agenda items may be added by any Management Committee member if approved by a majority of the Management Committee members present.
9. Conflict of Interest: No member of the Management Committee or designee shall participate in any decision or vote which would constitute a conflict of interest under Federal or State law. Members must clearly state any potential conflicts of interest prior to any discussion and abstain from voting.
10. Committees/Sub-Committees: The Management Committee can recommend to the Policy Committee standing and ad hoc committees as determined necessary for the conduct of business.
11. Travel Reimbursement Procedures: No travel expenses will be paid to Committee members for any expenses incurred in attending Committee meetings.
12. Powers and Duties: The Management Committee is responsible to carry out the charge of the Policy Committee and make recommendations to the Policy Committee in accordance with its charge and applicable laws, ordinances, and regulations. Except as expressly provided by the law of the State of Florida or by Federal statute or regulation, neither the Management Committee nor any of its members individually, shall be liable for the negligent acts or omissions of an employee, agent, or representative selected with reasonable care, nor for anything the Committee may do or refrain from doing in good faith, including the following: errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.
13. Adoption/Amendment of By-laws: These bylaws are adopted upon affirmative vote of at least two-thirds of the Management Committee's named representatives. Amendments shall be proposed in writing and circulated to the Management Committee members at least 14 days in advance of any regular Management Committee meeting or special meeting called for that purpose. The amendments must be approved with a two-thirds affirmative vote provided the proposed change is included on the agenda and distributed in written form with the agenda materials. These bylaws and any amendments become effective on the date of concurrence by the Policy Committee.

Revised January 28, 1999.

## Appendix to the Management Committee By-Laws

The following agencies/organizations/members are appointed by the Charlotte Harbor National Estuary Program Policy Committee, representing the Federal, State, and local participation in the project as of January 28, 1999:

Environmental Protection Agency, Region IV  
Florida Department of Environmental Protection/Bartow Service Office  
Florida Department of Environmental Protection/Charlotte Harbor Aquatic & Buffer Preserves  
Southwest Florida Regional Planning Council  
Central Florida Regional Planning Council  
South Florida Water Management District  
Southwest Florida Water Management District  
Representatives for each of the following local governments:

- \* Charlotte County
- \* DeSoto County
- \* Hardee County
- \* Lee County
- \* Manatee County
- \* Polk County (2)
- \* Sarasota County
- \* City of Fort Myers
- \* City of Punta Gorda
- \* City of Sanibel
- \* City of Venice

Florida Department of Community Affairs  
Florida Game and Freshwater Fish Commission  
U.S. Army Corps of Engineers  
U.S. Fish and Wildlife Service  
U.S. Department of Agriculture/Natural Resources Conservation Service  
U.S. Geological Survey  
National Oceanic and Atmospheric Administration  
West Coast Inland Navigation District  
Gasparilla Island Conservation and Improvement Association  
Peace River/Manasota Regional Water Supply Authority  
Charlotte Soil and Water Conservation District  
Chair of the Technical Advisory Committee  
Chair of the Citizens' Advisory Committee