

COASTAL & HEARTLAND NATIONAL ESTUARY PARTNERSHIP

MANAGEMENT COMMITTEE BYLAWS

1. **Membership/Terms of Office:** The members are appointed by their respective organizations to serve on the Coastal & Heartland National Estuary Partnership Management Committee. Representation on the Management Committee follows that of the Policy Committee plus additional resource management agencies. A seat on the Management Committee shall be available for a representative from each member organization appointed to the CHNEP Policy Committee. In addition, the following organizations are each offered membership of one representative to the Management Committee:
 - 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
 - Florida Department of Agricultural and Consumer Services
 - West Coast Inland Navigation District
 - Peace River/Manasota Regional Water Supply Authority
 - Each of the County Soil and Water Conservation Districts
 - Each of the Metropolitan Planning Organizations in the CHNEP Study area
 - Gasparilla Island Conservation and Improvement Association
 - Sanibel-Captiva Conservation Foundation
 - Organizations led predominately by elected officials as appointed by the Policy Committee.
 - Chair of the Technical Advisory Committee
 - Chair of the Citizens Advisory 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 Chair. 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 Chair, at the request of the CHNEP Director. All meetings of the Management Committee will be noticed to the appropriate government agencies and the public-at-large. All meetings will conform to applicable Federal, State, and local Sunshine Law/public access requirements.

3. **Chair and Vice-Chair of the Management Committee:** Two Co-Chairs will be elected from the membership of the Management Committee at the annual meeting (Spring Management Conference cycle) on a staggered basis to serve two-year terms. At any meeting only one Co-Chair will serve as the meeting chair. In the absence of both Co-Chairs, the TAC Co-Chair or CAC Co-Chair (who are Management Committee members and who will be presenting at that meeting) will be contacted by staff to serve as a chair for that meeting. The Co-Chairs of the Technical Advisory Committee and Citizens Advisory Committee are not eligible to serve as a permanent Co-Chair of the Management Committee.

4. **Attendance:** 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. Members may participate electronically, if they cannot otherwise attend and appropriate equipment

is available, but members must be physically present at the meeting site to vote pursuant to Florida Sunshine Laws.

5. Quorum: For the purposes of conducting the business of the Management Committee, a quorum of seven members or their designated representatives shall be physically present at the meeting site to be counted for voting.
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 CHNEP 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 Chair in conjunction with the CHNEP Director. Management Committee members may submit items for inclusion in the agenda to the Chair or CHNEP Director 18 days prior to the meeting date. The agenda will be distributed to each Committee member 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 members in attendance at the meeting at which the bylaws are considered for adoption. Proposed amendments to the bylaws shall be in writing and circulated to the Management Committee members at least 7 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 of the Management Committee members in attendance at the

meeting at which the amendment(s) are considered for adoption, provided the proposed amendment(s) is 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 December 10, 2012; October 30, 2015; May 18, 2018; May 17, 2019; February 22, 2021.