



## CITY OF LAKE WORTH

7 North Dixie Highway · Lake Worth, Florida 33460 · Phone: 561-586-1600 · Fax: 561-586-1750

**MEMORANDUM:** July 11, 2011

**AGENDA DATE:** August 2, 2011, Regular Meeting

**TO:** Mayor and City Commission

**FROM:** Elaine A. Humphreys, City Attorney

**TITLE:** **RESOLUTION NO. 14-2011 TO AMEND THE RULES AND PROCEDURES OF THE CITY COMMISSION TO DEFINE EXTRAORDINARY CIRCUMSTANCES UPON WHICH AN ABSENT MEMBER OF THE COMMISSION MAY PARTICIPATE IN A COMMISSION MEETING BY TELEPHONE CONFERENCE**

### **BACKGROUND:**

On June 2, 2011, the City Commission considered and discussed Resolution No. 14-2011. The Commission requested that the City Attorney amend the resolution based on the discussion but did not request any specific language changes. Based on the Commission's discussion and direction, the City Attorney has amended the proposed Resolution and now brings it back to the Commission as directed.

As a brief summary of the Florida Government-in-the-Sunshine Law, Section 286.011(1), Florida Statutes, provides that:

All meetings of any board or commission of any state agency or authority or of any agency or authority of any county, municipal corporation, or political subdivision, except as otherwise provided in the Constitution, at which official acts are to be taken are declared to be public meetings open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting. The board or commission must provide reasonable notice of all such meetings.

One issue that has come before the City Commission on several occasions is whether or not a Commission member may participate in a Commission meeting by telephone due to a scheduling conflict, when a quorum of the Commission members are physically present at the

meeting. The Attorney General's Office has issued both formal and informal opinions on this issue.

The Attorney General has given the opinion that a county commissioner who was unable to attend a county commission meeting because of medical treatment could participate in the meeting by telephone and interactive video, as long as a physical quorum was at the public meeting in a public place. AGO 92-44. The Attorney General has also given the opinion that a physically-disabled member could participate and vote in a board meeting that the board member was unable to attend, as long as a physical quorum was present at the meeting place. AGO 02-82. More recently, the Attorney General has again reiterate this opinion that the Government-in-the-Sunshine Law is complied with when there is a quorum of the board physically present at the meeting location and an absent member participates by telephone where the member is absent due to illness or a serious medical condition. AGO 2003-41. The Attorney General has been willing to characterize the participation of an absent board member by telephone conference or other interactive electronic technology as permissible when the absence is due to extraordinary circumstances such as illness and a serious medical condition. In AGO 2003-41, the Attorney General specifically stated:

Accordingly, it is my opinion that where a rule or statute contemplates that a meeting will be held in a public place with the members physically present, the participation of an absent member in the meeting by telephone conference should be permitted only in extraordinary circumstances and when a quorum of the board members is physically present at the meeting. Whether the absence of a member due to a scheduling conflict constitutes such a circumstance is a determination that must be made in the good judgment of the board.

Thus, what constitutes extraordinary circumstances beyond a serious illness must be determined by the City Commission in its good judgment. The Commission has requested this Office to bring this issue back for its consideration as part of its rules and procedures. Therefore, please find attached Resolution 2011-14 for your consideration. The extraordinary circumstances that are set out in the amended proposed resolution are the following:

1. Serious illness;
2. Out of Palm Beach County due to the death or serious illness of a family member;
3. Once a year only, out of Palm Beach County due to unforeseen job or work emergencies; and
4. Out of Palm Beach County due to attendance at a conference, where such attendance has been approved by the City Commission,

provided that no more than one (1) member of the City Commission may so participate in any City Commission meeting.

**OFFICE OF MANAGEMENT AND BUDGET BACKGROUND:**

Not applicable.

**BUDGETARY IMPACT:**

Not applicable.

**REVIEW AND RECOMMENDATION BY:**

The City Manager and the City Attorney have reviewed this matter and recommend that it is the better policy practice and policy for the Commission that the Commission define "extraordinary circumstances" for approved member participation by telephone conference when absent from a Commission meeting to be only for the circumstances of serious personal illnesses and being out of Palm Beach County due to the death or serious illness of a family member. The City Attorney brings it back to the Commission for its consideration as requested by the Commission.

**POTENTIAL MOTION:**

**I MOVE TO APPROVE/DISAPPROVE RESOLUTION NO. 14-2011.**

Attachment:

Resolution No. 14-2011

RESOLUTION NO. 14-2011 OF THE CITY OF LAKE WORTH, FLORIDA, ADOPTING RULES AND PROCEDURES FOR THE CITY COMMISSION; REPEALING RESOLUTION NO. 04-2011 AND ANY OTHER RESOLUTION IN CONFLICT HEREWITH; AND PROVIDING AN EFFECTIVE DATE.

WHEREAS, the City Commission has adopted rules and procedures for the City Commission by resolution, the most recent being Resolution No. 04-2011; and

WHEREAS, it is well-established that a municipal commission must have a physical quorum present at the meeting in order to conduct a meeting in which the City Commission takes action; and

WHEREAS, the Florida Attorney General's Office has issued numerous formal and informal opinions that a member of a local government commission or board who is absent due to serious illness or a physical disability may participate at a public meeting where there was a physical quorum present at the public meeting site; and

WHEREAS, the Florida Attorney General's Office has stated that it is up to the good judgment of the Commission to make the determination of whether or not the participation of a commission member who is absent due to a scheduling conflict can participate by telephone conference in a meeting where there is a quorum physically present at the meeting site; and

WHEREAS, the City Commission desires to make a determination of what circumstance constitute extraordinary circumstances wherein an absent commission member may participate by telephone conference in a commission meeting where there is a physical quorum of the City Commission at the meeting site.

NOW THEREFORE, BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF LAKE WORTH, FLORIDA, that

Section 1. The foregoing recitals are hereby ratified and confirmed as being true and correct and are hereby made a specific part of this specific part of this Resolution.

Section 2. The City Commission of Lake Worth finds that those extraordinary circumstances in which a member of the City Commission who is absent due to serious illness may participate and vote by telephone conference where there is a physical quorum present at the physical meeting site are as follows:

1. Serious illness;
2. Receiving medical treatment; or
3. Unable to attend due to being physically disabled.

provided that no more than one (1) member of the City Commission may so participate in any City Commission meeting.

Section 3. These extraordinary circumstances shall be included in the rules of procedure for the Lake Worth City Commission as set forth in Exhibit A, which are attached hereto, and are hereby adopted.

Section 4. Resolution No. 04-2011 and any other resolutions in conflict herewith are hereby repealed.

Section 5. This resolution shall become effective upon its adoption

The passage of this Resolution was moved by Vice Mayor Mulvehill and seconded by Commissioner Golden, and upon being put to a vote, the vote was as follows:

Mayor Rachel Waterman	AYE
Vice Mayor Suzanne Mulvehill	AYE
Commissioner Scott Maxwell	AYE
Commissioner Christopher McVoy	ABSENT
Commissioner Jo-Ann Golden	AYE

The Mayor thereupon declared this Resolution duly passed and adopted this 2nd day of August 2011.

LAKE WORTH CITY COMMISSION

By: \_\_\_\_\_  
Rachel B. Waterman, Mayor

ATTEST:

\_\_\_\_\_  
Pamela J. Lopez, City Clerk

Exhibit A

RULES OF PROCEDURE  
LAKE WORTH CITY COMMISSION

RULE 1  
SCHEDULING OF MEETINGS AND WORKSHOPS

- (1) Regular meetings of the City Commission shall be held on the first and third Tuesday of each month, in the Commission Meeting Room at City Hall, 7 North Dixie Highway, Lake Worth, Florida, beginning at 6:00 o'clock P.M.

If a regular meeting date falls on a holiday, the meeting shall be held in the Commission Meeting Room at City Hall on the next day immediately following the holiday, beginning at 6:00 P.M.

The City Commission may cancel not more than one regular meeting in any month.

- (2) A special meeting of the City Commission to canvass ballots shall be held as required by the City Charter. Other special meetings may be called by a majority of the members of the City Commission or by the Mayor. Notice of special meetings shall be given to each Commissioner <sup>1</sup> and to the public at least twenty-four (24) hours in advance except for emergency meetings. If the Mayor or a member of the Commission is absent from the City or otherwise beyond reach of actual notice, failure to give such notice shall not prevent the convening of the special meeting. The City Commission may act on any matter presented at the special meeting unless prohibited by the City Charter or by rules established by the City Commission. Special meetings shall be held in the Commission Meeting Room at City Hall, 7 North Dixie Highway, Lake Worth, Florida, or at such other location within the City as may be designated in the notice of the special meeting, beginning at a time to be specified in the notice of the special meeting.
- (3) Workshops of the City Commission may be called by a majority of the members of the City Commission or by the Mayor, and any matter may be discussed or studied at a workshop. Any matter that appears likely to take more than thirty (30) minutes shall be discussed or studied at a workshop prior to official action of the City Commission, unless this requirement is waived by a majority vote. No official action of the City Commission shall be taken at a workshop.

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<sup>1</sup> As used in these rules, "Commissioner" means any City Commissioner or the Mayor unless the context clearly indicates otherwise.

- (4) "District Public Forums" may be held by the City Commission on a quarterly basis, one to be held in each district of the City on a rotating basis. Notice of such meetings shall be posted no less than 14 days before each meeting. No official action shall be taken at these meetings.

## RULE 2 QUORUM

A majority of the City Commission shall constitute a quorum; a smaller number may adjourn a meeting or recess a meeting to a time certain. No ordinance, resolution, or motion shall be adopted except by the affirmative vote of at least three members of the City Commission.

## RULE 3 ABSENT MEMBER PARTICIPATION BY TELEPHONE CONFERENCE

A member of the City Commission who is absent due to extraordinary circumstances may participate and vote by telephone conference in a Commission meeting where there is a physical quorum present at the physical meeting site, with such extraordinary circumstances being the following:

1. Serious illness;
4. Receiving medical treatment; or
5. Unable to attend due to being physically disabled.

provided that no more than one (1) member of the City Commission may so participate in any City Commission meeting.

## RULE 4 DUTIES AND RESPONSIBILITIES OF THE "CHAIR"

- (1) The Mayor shall be the presiding officer of the City Commission, and shall be referred to as the "Chair" when sitting in that capacity. In case of the absence or the disability of the Mayor, the Vice Mayor shall assume the responsibilities of the presiding officer, and if both are absent or disabled, the Vice Mayor Pro Tem shall preside.
- (2) The Chair shall preserve order. The Chair may call to order any member of the Commission and any member of the public who shall violate any of these rules or otherwise disrupt the orderly proceeding of the meeting. The Chair shall decide all questions of order subject to a majority vote on an appeal of the decision.

- (3) The Chair shall recognize all Commissioners who seek the floor while entitled to do so.
- (4) The Chair shall not make or second a motion.

RULE 5  
ORDER OF BUSINESS

- (1) The order of business for a regular meeting shall ordinarily be:
  1. Roll Call
  2. Invocation
  3. Pledge of Allegiance
  4. Agenda-Additions/Deletions/Reordering
  5. Presentations
  6. Public Participation on Non-Agendaed Items
  7. Approval of Minutes
  8. Consent Agenda
  9. Public Hearings
  10. Unfinished Business
  11. New Business
  12. City Attorney's Report
  13. City Manager's Report
  14. Commission Liaison Reports and Comments
  15. Adjournment
- (2) The order of business may be revised by a majority vote.
- (3) Matters may be placed on the agenda by any Commissioner, the City Manager, or the City Attorney.
- (4) Except for matters advertised for public hearing, any matter may be removed from an agenda by the person who placed it on the agenda or by a majority vote.
- (5) When a matter comes before the Commission which directly affects one election district, the Commissioner from that district shall have the privilege of both expressing his or her views and making a motion on that matter first.
- (6) Matters may be placed under Presentations by any Commissioner or the City Manager.

RULE 6  
DEBATE OF MOTIONS; VOTING

- (1) When debating or discussing a motion, a Commissioner shall address the Chair and await recognition before speaking. The Commissioner making a motion is entitled to the floor first for debate. No Commissioner is entitled to the floor a second time on the same motion as long as any other Commissioner who has not spoken on the issue desires the floor.
- (2) Motions and amendments can be withdrawn or modified by the maker at any time prior to the Chair's stating the question on the motion; after that time, the permission of the Commission majority must be obtained. The Chair cannot close debate as long as any member who has not exhausted his right to debate desires the floor.
- (3) Members of the audience are permitted to speak upon opening of the floor for public comment by the Chair on all issues of Public Hearing, Unfinished Business, and New Business. When the floor is open for public comment, the time shall be limited to two minutes per speaker. During a public hearing, the applicant shall have ten minutes to make his or her presentation but the time may be extended to permit questioning of the applicant or the applicant's witnesses.
- (4) A member of the audience who speaks to the City Commissioner may be questioned for additional information, but Commissioners shall not engage in debate with a member of the audience. Members of the audience may ask questions but may not compel a Commissioner, the City Manager, or the City Attorney to answer questions during a meeting.
- (5) The Chair shall restate all motions before the vote is taken.
- (6) A tie vote shall constitute a continuance of the item to the next regular meeting, but upon a tie vote on the same item at the next meeting, the item shall not be rescheduled except upon the request of the City Manager, the City Attorney, or a Commissioner.
- (7) The failure of a motion stated in the negative shall not be deemed an affirmative action. For example, the failure of a motion to deny shall not constitute an approval.
- (8) During a presentation, the presenter shall have ten minutes to make his or her presentation but the time may be extended to permit questioning of the presenter.

RULE 7  
NON-DEBATABLE MOTIONS

The following motions are not debatable:

To adjourn;  
To lay on the table;

To take from the table;  
To divide a question;  
To close or re-open nominations;  
To take a recess;  
A point of information;  
An appeal of a decision of the Chair;  
The previous question.

**RULE 8  
RECONSIDERATION**

Any member of the Commission may move to reconsider any action of the Commission provided that new relevant information is presented to the Commission and the motion be made by the next regular Commission meeting. No motion to reconsider shall be made more than once on any subject or matter.

**RULE 9  
COMMISSION MINUTES**

Copies of the minutes of the regular meetings shall be furnished, when possible, at least seven days prior to the next regular meeting. Such minutes shall stand confirmed at the regular meeting of the Commission without the reading thereof in open meeting unless some inaccuracy or error is pointed out by some member of the Commission present, and in such event, an appropriate correction shall be made. Upon request, the City Manager will cause the City Clerk to provide any Commissioner with copies of tapes or transcribed excerpts of tapes of City Commission meetings. No member shall suggest to the City Clerk any revision in minutes of meetings before the same shall have been submitted to the full Commission for approval, unless specifically requested by the Clerk to make clarification.

**RULE 10  
ADOPTION OF ROBERT'S RULES OF ORDER**

Robert's Rules of Order, Newly Revised, are adopted as the rules of procedure of the City Commission, but such Rules shall not take precedence over any provision of Florida law, the City Charter, an ordinance or resolution of the City, or these rules, which shall govern in the event of conflict. A failure to comply with Robert's Rules of Order or these rules shall not affect the validity of any action taken by the City Commission.

**RULE 11  
AMENDMENT OR WAIVER OF RULES**

These rules of procedure may be amended or waived by a majority vote, provided that no such amendment shall conflict with any applicable provision of Florida law, the City Charter, or an ordinance of the City.

RULE 12  
AGENDA PROCEDURES

- (1) Agenda submittal deadline: The deadline for submitting items for inclusion on an agenda shall be no later than 12:00 PM on Friday, 11 days prior to a regularly scheduled Commission meeting.
- (2) Agenda distribution deadline: The deadline for distributing a final agenda with supporting documents shall be no later than Thursday, the week prior to a regularly scheduled City Commission meeting.

For all special or workshop City Commission meetings, the agendas with supporting documents will be distributed consistent with the timeframe referenced above.

- (3) Amendment to agenda: There shall be no changes, revisions or alterations (add-ons) to a distributed City Commission agenda unless the matter is deemed to be an emergency.

In the case of an emergency, any person or City Commissioner requesting a change, revision or alteration (add-on) to the City Commission agenda must do so in writing, provide written justification for the emergency within the narrative of an agenda memorandum, and include supporting backup material to the City Manager no later than 5:00 PM the Friday before a regularly scheduled Commission meeting.

The name of the person or City Commissioner requesting the change, revision or alteration (add-on) shall be placed with the agenda item to be presented. The written justification and supporting backup material shall be submitted to the City Commission prior to a regularly scheduled Commission meeting.

At the beginning of the City Commission meeting, the City Commission shall review the emergency and, in its discretion, will determine whether it will accept, review and take action on the matter requested.

RULE 13  
PRESERVE ORDER

City Commission members shall not accept receipt of, read or place e-mails, text messages, notes, or phone calls during public meetings and executive sessions of the City Commission.

RULE 14  
DECORUM FOR CITIZEN PARTICIPATION

- (a) In support of and respect for an open, fair and informed decision-making process, the City Commission and Administration recognize that:

- (1) Civil, respectful and courteous discourse and behavior are conducive to the democratic and harmonious airing of concerns and decision making; and
  - (2) Un-civil discourse and/or discourteous and inappropriate behavior have a negative impact on the character and productivity of the decision-making process.
- (b) In an effort to preserve the intent of open government and maintain a positive environment for citizen input and Commission decision-making, the following Rules of Decorum for Citizen Participation have been established.

Compliance with these rules is expected and appreciated. The Rules of Decorum for Citizen Participation will be included in the agenda and will be referenced at the beginning of each Commission meeting and Commission Work Session by the Chair. A written list of the Rules of Decorum for Citizen Participation will also be printed and mounted upon the walls of the Commission Chamber and Conference Room and upon the speaker's podium in the Commission Chamber.

- (1) Speakers will conduct themselves in a civil and respectful manner at all times.
  - (2) Speakers will address the Chair.
  - (3) Questions to Commission members or City staff will be facilitated by the Chair.
  - (4) Speakers will refrain from the use of obscene language, "fighting words" likely to incite violence from the individuals(s) to whom the words are addressed, or other language which is disruptive to the orderly and fair progress of discussion at the meeting.
  - (5) Speakers will refrain from making comments of a personal nature regarding others.
  - (6) Name-calling and/or obscenity is forbidden.
  - (7) Shouting, yelling or screaming is forbidden.
  - (8) Commission Work Session or Public Hearing attendees (audience) will refrain from commenting, shouting, booing, clapping, stomping feet or other inappropriate and/or disruptive behavior. Brief clapping is permissible at the end of a speaker's comments.
- (c) It is the intent of Commission to maintain order and enforce the Rules of Decorum for Citizen Participation for its meetings. Disregard of these rules will be met with the following consequences:

- (1) The Chair will identify out loud the out-of-compliance behavior and request for the behavior to stop;
- (2) The Chair will ask the speaker to have a seat if he/she continues to disrupt the meeting;
- (3) If the speaker refuses to have a seat, the Chair will recess the meeting; and
- (4) Will instruct a law enforcement officer to instruct the speaker to stop the disruptive conduct and escort the speaker out of the meeting venue.

BY-LAWS  
OF  
LAKE WORTH  
COMMUNITY REDEVELOPMENT AGENCY

(A Community Redevelopment Agency Created  
Pursuant to Chapter 163, Part III, Florida Statutes)

These By-Laws of the Lake Worth Community Redevelopment Agency address the administration and management of the Agency. If a conflict arises between these By-Laws and any provision of Chapter 163, Part III, Florida Statutes, then the statute shall prevail.

ARTICLE 1

GENERAL

1.1 Establishment and Name. Pursuant to Chapter 163, Part III, Florida Statutes, the City Commission of the City of Lake Worth, Florida, as the City's governing body (the "City") established a community redevelopment agency known as the Lake Worth Community Redevelopment Agency (the "CRA").

1.2 Purpose and Objectives. The purpose of the CRA is to formulate a workable program for utilizing appropriate private and public resources to eliminate and prevent the development or spread of slum and blighted areas within the City pursuant to the adopted redevelopment plan.

1.3 Seal. The CRA shall have a seal which shall be circular in form and shall bear the name of the CRA. The Secretary shall be the custodian of the Seal.

1.4 Members and Terms. In accordance with Section 163.356(2), Florida Statutes, the City Commission has appointed a Board of Commissioners of the CRA. Reference to the members of the CRA as a whole shall be "Board of Commissioners", "Commissioners" or "CRA". An individual member of the CRA shall be referred to as a "Commissioner."

1.5 Compensation. The Commissioners shall serve without compensation from the CRA, but shall be entitled to reimbursement for their actual and necessary expenses incurred in the discharge of their duties for the CRA. Requests for reimbursement shall be subject to the requirements of section 112.061, Florida Statutes.

ARTICLE 2

OFFICERS AND EMPLOYEES

2.1 Officers and Terms. The officers of the CRA shall be a Chair and a Vice-Chair, of which the term of office shall be two (2) years. If a vacancy occurs, the individual fulfilling the

prior Chair's term shall serve for the remainder of the prior member's term until August 1<sup>st</sup> of the current year. Nominations shall be held on or before August 1 unless otherwise approved by the CRA.

2.2 Chair. The Chair shall be nominated by a majority vote of the members, and a recommendation for appointment shall be sent to the Lake Worth City Commission. The Chair shall preside at all meetings of the CRA and shall execute instruments in the name of the CRA as may be required, appoint such committees from time to time as may be deemed appropriate, and shall have general supervision, direction and control over the business and operations of the CRA.

2.3 Vice-Chair. The Vice-Chair shall be nominated by a majority vote of the members, and a recommendation for appointment shall be sent to the Lake Worth City Commission. The Vice-Chair shall, in the absence, disqualification, resignation or death or disability of the Chair, or at the Chair's direction, exercise the functions of the Chair.

2.4 Commissioners. Commissioners are responsible for setting policy and approving all fiscal matters relating to the CRA. It is the responsibility of each Commissioner to communicate with municipal officials, the Executive Director of the CRA and citizens concerning actions taken or to be taken by the CRA. Commissioners, representing the collective interest of the entire CRA Board of Commissioners and upholding and implementing the Lake Worth Redevelopment Plan in conformance with Chapter 163 Part III Florida State Statutes.

2.5 Executive Director. The CRA shall appoint an Executive Director to administer its business and operations.

2.5.1. General. The Executive Director shall be the chief executive officer of the CRA and shall serve at the pleasure of the CRA. The CRA shall establish the compensation of the Executive Director and shall evaluate the performance of the Executive Director, at least annually. The Executive Director shall not also be a member of the CRA.

2.5.2. Responsibility. The Executive Director shall be responsible for carrying out the policies established by the CRA and shall have general supervision over, and be responsible for, the performance of the day-to-day operations of the CRA. The Executive Director may, with the approval of the CRA, hire and set compensation for, necessary employees of the CRA except as otherwise provided for herein. The Executive Director shall be responsible for preparing an annual budget for the CRA's approval, and shall be otherwise responsible for the CRA's fiscal operations.

2.5.3. Property Negotiations. The Executive Director may evaluate and negotiate for the CRA to acquire appropriate parcels of property in accordance with approved CRA redevelopment plans, applicable law and CRA actions. All contracts for purchase of property shall be subject to CRA approval.

2.5.4. Executive Director as Secretary. The Executive Director shall serve as the Secretary of the CRA and as such shall prepare CRA agendas, be the custodian of the official seal and all books and records of the CRA, keep the minutes and a recording of all votes of all CRA meetings, send out all notices of meetings and shall perform such other duties as may be designated by the CRA. The Executive Director shall keep the seal in safe custody and have the power to affix the CRA's official seal to and attest all contracts and instruments to be executed by the CRA. The Executive Director may delegate such duties to one or more individuals as a designee of the CRA supervised by the Executive Director.

2.5.5. Executive Director as Treasurer. The Executive Director may also serve as Treasurer, if appointed by the CRA, to keep the financial records of the CRA and administer the CRA's budget; and shall keep full and accurate accounts of receipts and disbursements of the CRA; shall have custody of all funds of the CRA and shall render such periodic budget reports as requested by the CRA; shall assist the CRA in the preparation of a proposed budget; shall make and file all financial reports and statements necessary to be made and filed by the CRA .

2.6 General Counsel. The Commissioners may appoint an attorney to serve at its pleasure as General Counsel and handle the CRA's legal matters. The General Counsel shall be in the active practice of law in the State of Florida.

2.7 Employees, Agents and Consultants. The CRA may hire, retain, and engage such employees, agents, consultants, experts, attorneys and specialists as it deems necessary.

### ARTICLE 3

#### MEETINGS

3.1 Regular Meetings. The CRA shall hold a regular meeting at least four times each fiscal year on a day, and at a time and place to be designated from time to time by the CRA.

3.2 Workshop Meetings. Workshop meetings of the CRA may be called at any time and place as determined by a majority of the Commissioners, by the Executive Director providing personal, written or telephonic notice to Commissioners, specifying the time and place of the workshop meeting and the topic(s) for discussion.

3.3 Special Meetings. The Chairman, the Executive Director or any other two (2) Commissioners of the CRA may require the calling of a special meeting at a reasonable time and place, by requesting the Executive Director to arrange for and give notice of such special meeting, and specifying the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meeting.

3.4 Emergency Meetings. Emergency meetings of the CRA may be called at any time and place by the Chairman or by a majority of the Commissioners by the Executive Director providing personal or telephonic notice to Commissioners, specifying the time and place of the emergency meeting and the business to be transacted. No other business shall be considered at such meeting. Notice of an emergency meeting may be waived in the same manner as notice of a special or regular meeting.

3.5 Notice of Meetings. Notice of all CRA meetings shall comply with the requirements of Section 2876.011, Florida Statutes (the "Florida Sunshine Law"), as may be amended from time to time.

3.6 Quorum and Voting. A majority of the Commissioners shall constitute a quorum for the purpose of conducting business. When a quorum is present, the CRA may act by a vote of a majority of the Commissioners present, unless otherwise provided by law or these By-Laws. If any meeting cannot be conducted because a quorum is not present, the Commissioners who are present may adjourn the meeting to a time certain, and notice of such adjourned meeting shall be given to each Commissioner, unless waived.

3.7 Recessed and Continued Meetings. Where a meeting having been set and noticed under the provisions of these By-Laws and during the course of said meeting is recessed to a future time and place certain

3.8 Rules of Order. All meetings shall be conducted in accordance with the procedures approved and utilized by the City Commission of the City of Lake Worth, provided, however, in the absence of any applicable procedure of the City Commission, then the most recent Edition of Robert's Rules of Order, Revised ,shall apply.

## ARTICLE 4

### CONTRACTS

4.1 Execution of Instruments. Legal instruments of the CRA shall be executed by the Chair and attested to by the Executive Director with the corporate seal affixed thereto. In the absence of the Chair, such instruments may be executed by the Vice-Chair.

4.2 Real Property Acquisition and Disposition. The acquisition, conveyance and leasing of real property by the CRA shall be done in accordance with Chapter 163, Part III, Florida Statutes.

4.3 Purchasing Procedures. Except as may be required by law or when required by the Board of Commissioners of the CRA, the Executive Director or his designee(s) may procure goods or services up to Fifteen Thousand Dollars (\$15,000) per purchase or contractual agreement.

## ARTICLE 5

### FISCAL MATTERS

5.1 Fiscal Year. The fiscal year of the CRA shall begin on October 1 and end on September 30 of each year.

5.2 Budget. The Executive Director shall prepare an annual budget and work program for the CRA's approval for each fiscal year, and such other budgets as the Commissioners may determine. The CRA shall not expend any funds other than those in the budget or otherwise authorized by the CRA board, provided that the Commissioners shall have the power to amend its budget as may from time to time be necessary.

5.3 Accounting Practices. The CRA shall comply with applicable Florida law and all regulations of the State Department of Banking and Finance regarding uniform accounting practices and procedures for units of local government.

5.4 Annual Audit. The Executive Director shall arrange for an independent financial audit of the Redevelopment Trust Fund each fiscal year and a report of such audit by an independent certified public accountant in accordance with the provisions of Section 163.387(8), Florida Statutes. The CRA shall provide a copy of such report to each taxing authority contributing to the Redevelopment Trust Fund. The auditors may be selected by the CRA board, or may be the same auditor doing the annual audit of the City.

5.5 Annual Report. The CRA shall file with the City and with the Auditor General, on or before March 31 of each year, a report of its activities for the preceding fiscal year in accordance with the provisions of Section 163.356(3)(c), Florida Statutes. At the time of filing this report, the CRA shall publish in a newspaper of general circulation in the City a notice to the effect that such report has been filed with the City and that the report is available for inspection during business hours in the office of the Clerk of the City and in the CRA's office.

5.6 Bonding of Officers and Employees. The CRA may require that any or all Commissioners and employees be required to post bond for faithful performance of duty. The CRA may pay bonding costs for all such bonds it requires. The CRA may require that the Executive Director be bonded in an amount not less than the amount the Executive Director is authorized to procure goods or services.

5.7 Maintenance and Disbursement of Funds. All funds of the CRA shall be used only for purposes permitted by applicable law. Funds shall be distributed only at the direction or with the approval of the CRA pursuant to an adopted budget and with appropriate requisitions signed by the Executive Director. Notwithstanding the foregoing, no single obligation requiring a disbursement in excess of Fifteen Thousand Dollars (\$15,000) shall be made unless specifically approved by the CRA board.

5.8 Supervision of Accounts. The Executive Director, subject to the direction of the CRA, shall have control and be responsible for the internal supervision and control of the accounts of the CRA.

## ARTICLE 6

### COMMITTEES

6.1 Power to Create. The CRA may create, and as described in Section 2.2 the Chair may appoint, necessary committees, from time to time, as shall be necessary to carry out the functions, purposes and objectives of the CRA.

## ARTICLE 7

### AMENDMENTS

7.1 The By-Laws of the CRA may be amended at any regular or special meeting by a majority vote of the Commissioners. No such amendment shall be adopted unless at least two (2) days' written notice thereof has been previously given to the Commissioners.

## ARTICLE 8

### INDEMNIFICATION AND INSURANCE

8.1 Indemnification of the CRA, its Officers, Members and Employees. Any of the CRA, its officers, Commissioners or other employees may be indemnified or reimbursed by the CRA for reasonable expenses (including, but not limited to, attorney's fees, judgments and payments in settlement) actually incurred in connection with any action, suit or proceeding, civil or criminal, actual or threatened, to which he or they shall be made a party by reason of his being or having been, or by reason of any actual or alleged acts performed or omitted to be performed in connection with his being or having been a CRA member, officer or employee of the CRA; provided, however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding as to which he shall finally be adjudged to have been guilty of or liable for acts not representing the collective will of the CRA Board or gross negligence or willful misconduct or criminal acts in the performance of his duties to the CRA; and provided further, that no person shall be so indemnified or reimbursed in relation to any matters in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of a court of competent jurisdiction, or the CRA acting by vote of members not parties to the same or substantially the same action, suit or proceeding, constituting a majority of the remaining Commissioners. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his heirs, executors or administrators may be entitled as a matter of law.

8.2 Insurance. The CRA may purchase insurance for the purpose of indemnifying its members, officers and other employees to the extent that such indemnification is allowed in Section 8.1 herein. The CRA may purchase other insurance, including liability and hazard insurance, as it deems necessary and appropriate.

## ARTICLE 9

### CODE OF CONDUCT

9.1 Standards of conduct. In furtherance of the public trust assumed by Commissioners upon their appointment to the CRA Board of Commissioners, the following standards of conduct shall be applicable to Commissioners of the CRA:

9.1.1 Continuous improvement. Each Commissioner will work towards continuous improvement through:

9.1.1.1 Self-improvement through education, personal growth, and personal learning.

9.1.2 Core Values. Each Commissioner shall embody the following core values

9.1.2.1 Each Commissioner shall be dedicated to the concepts of effective and democratic local government, respecting the principals and spirit of representative democracy, and setting a positive example of good citizenship by scrupulously observing the letter and spirit of applicable laws, rules, and regulations.

9.1.2.2 Each Commissioner shall pledge him or herself to affirm the dignity and worth of the services rendered by the Community Redevelopment Agency and to maintain a constructive, creative, and practical attitude towards urban affairs incorporating a deep sense of social responsibility as a public servant.

9.1.2.3 Each Commissioner shall be dedicated to the highest ideals of honor and integrity in all public and personal relationships and shall conduct themselves in a manner which maintains and promotes public confidence in city government.

9.1.2.4 Each Commissioner shall recognize that the main function of the Community Redevelopment Agency, at all times, is to serve and promote the best interests of the public through the elimination of slum and blight.

9.1.2.5 Each Commissioner pledges to support and carry out public policy in furtherance of the CRA Redevelopment Plan and the CRA Mission Statement, including but not limited to, The CRA Work Plan and list of priorities.

To the extent that the CRA Board of Commissioners has appointed a Commissioner to handle a specific item, those members of the CRA Board of Commissioners assigned to that specific item shall respect the appointment so long as the prioritization is maintained, as such, by the CRA Board of Commissioners. In all respects, each member of the CRA Board of Commissioners pledges to respect appointments of other members of the CRA Board of Commissioners including the exchange of information, disclosure of activities, and the public furtherance of the goals and objectives of the designated specific item.

9.1.2.6 Each Commissioner pledges that he or she will not misuse the office or position, will not participate in debate on any matter which may come before the CRA Board of Commissioners for decision and which may benefit a family member, client, or business acquaintance, and will not seek or accept any personal profit or gain, or unwarranted favor or privilege for himself or herself, or any relative or other person.

9.1.2.7 Each Commissioner pledges not to improperly influence or attempt to influence other Commissioners.

9.1.2.8 Each Commissioner agrees to be honest, fair, and respectful to others in performing his or her duties as a Commissioner and agrees to refrain from and avoid conduct creating an appearance of impropriety or which is otherwise unbecoming a Commissioner, including but not limited to making false accusations or personal attacks against another Commissioner, or behaving in a rancorous or contentious manner.

9.1.3 Conduct as a representative of the Community Redevelopment Agency. Each Commissioner shall conduct themselves in the following manner when representing the Community Redevelopment Agency:

9.1.3.1 A Commissioner shall not use the provisions of this Code of Conduct to further frivolous claims against one another. Frivolous claims shall be those forwarded with knowledge that the claim contains one or more false allegations or those made with reckless disregard as to whether the complaint or claim contains false allegations of fact material to a violation of this Code of Conduct.

9.1.3.2 A Commissioner shall not knowingly violate any federal, state, or local law, rule or regulation.

9.1.3.3 Each Commissioner serving on the CRA Board of Commissioners, when appearing before any other governmental body or within the contents of any written communication, pledges to inform the recipient of the oral or written communication that the issue before such governmental body or in writing has or has not been addressed officially

by the CRA of which he or she is a member; and further pledges to inform the recipient(s) of the oral or written communication of any official position taken by the CRA Board of Commissioner and indicate that his or her appearance or written correspondence is or is not authorized by the CRA. When a member of the CRA Board of Commissioners is representing the CRA before another governmental body, said member of the CRA Board of Commissioners shall, at a minimum, update the other members of the CRA and the Executive Director at the next scheduled CRA meeting.

9.1.3.4 A Commissioner shall not disclose confidential information acquired in one's capacity as a Commissioner to others or use such confidential information to further one's personal interests.

9.1.3.5 No Commissioner shall undermine the duties, responsibilities, and role of the Executive Director, as provided in these By-Laws and as assigned by the CRA Board of Commissioners.

9.1.3.6 No Commissioner shall be prohibited from making an inquiry for information or providing assistance on behalf of a citizen or interested person if no fee, reward, or other thing of value is promised to, given to, or accepted by the Commissioner or a relative of a Commissioner, whether directly or indirectly, in return therefore. However, no Commissioner shall "influence peddle" or use his or her position as a Commissioner to gain favors or benefits inconsistent with city policy or applicable law on behalf of any citizen or other person.

9.1.4 Conduct at CRA Board of Commissioners Meetings.

9.1.4.1 Each Commissioner shall be respectful to one another's opinions expressed during meetings of the CRA Board of Commissioners and when conducting the official business of the Community Redevelopment Agency.

9.1.4.2 Each Commissioner desiring to speak during a meeting shall address the chair, and upon recognition by the presiding officer, shall confine himself to the question under debate, avoiding all personalities and indecorous language.

9.1.4.3 Each Commissioner, or member of the public, once recognized, shall not be interrupted when speaking unless it is to call him to order, or as herein otherwise provided.

9.1.4.4 A motion to limit debate shall take precedence over all motions, except a motion to adjourn, a point of order, or a motion to table. It shall

not be debatable and shall require the affirmative vote of a supermajority of the members of the Commission present in order to carry.

9.1.5 Interference with administration. Except for the purpose of inquiries and investigations, the members of the CRA Board of Commissioners shall deal with CRA employees, vendors and consultants solely through the Executive Director. The members of the CRA Board of Commissioners shall not give orders to any such employees either publicly or privately. Nothing in the foregoing is to be construed to prohibit individual members of the CRA Board of Commissioners from closely scrutinizing by questions and personal observation, all aspects of the CRA's operations so as to obtain independent information to assist the members in the formulation of sound policies to be considered by the CRA Board of Commissioners. However, it is the express intent of this section, that recommendations for improvement in CRA operations by individual Commissioners be made to and through the Executive Director, so that the Executive Director may coordinate efforts of all CRA employees, vendors and consultants to achieve the greatest possible savings through the most efficient and sound means available.

9.2 Orientation of elected officials. Newly appointed members of the CRA Board of Commissioners shall receive a structural orientation on the operation of the CRA and the city government from the Executive Director and the CRA General Counsel as soon as possible following the Commissioners' appointment to the CRA Board of Commissioners.

9.3 Workshops. In furtherance of the goals and purposes of the CRA By-laws, on an annual basis, members of the CRA Board of Commissioners shall attend at least one (1) strategic planning workshop as scheduled by the CRA in consultation with the Executive Director. Attendees at these workshops shall be the members of the CRA Board of Commissioners, the Executive Director, the CRA General Counsel, and any other CRA staff members whose attendance is deemed necessary by the Executive Director.

9.4 Enforcement. Any Commissioner that violates the City of Lake Worth Community Redevelopment Agency Code of Conduct may be subject to censure by a majority vote of the CRA Board of Commissioners. Should a Commissioner be censured three (3) times within a year by the CRA Board of Commissioners, the CRA may forward a request to the City Commission for removal of the Commissioner from the CRA Board of Commissioners.