

Bylaws
OF THE
LEON COUNTY EDUCATIONAL FACILITIES AUTHORITY

ARTICLE I

IDENTITY

A. Name. The Leon County Educational Facilities Authority (the "Authority"), a Florida public instrumentality and public body corporate and politic.

B. Statutory Authority. These Bylaws are applicable to the Authority and are subject to the provisions of: (i) Chapter 243, Part II, Florida Statutes, (the Higher Educational Facilities Authorities Law); (ii) Leon County Board of County Commissioners' Resolution of 17 July, 1990, the terms and provisions of which shall control wherever the same may conflict herewith.

D. Legal Basis. The legal basis for adopting Bylaws for this public instrumentality is in Section 243.22, Florida Statutes, dealing with the powers of the Authority, Subsection (1).

E. Office. The office of the Authority shall be in Tallahassee, Leon County, Florida, at a place which shall be designated and established by resolution of the members of the Authority at a duly noticed regular meeting.

F. Corporate Seal. The seal of the Authority shall bear the name of the Authority, the year of establishment and creation by

County Resolution. An impression of the seal is as follows:

ARTICLE II

MEMBERSHIP, VOTING, QUORUM

A. Qualification of Members. Qualification for membership is by appointment pursuant to Leon County Resolution of 17 July, 1990, and Section 243.21(4), Florida Statutes. One of such members of the Authority shall be a trustee, director, officer or employee of an institution of higher education in Leon County. A member shall remain in office until the member's successor is appointed and has qualified. A member of the Authority shall be eligible for reappointment. Authority members may also be removed by the Leon County Commission specifically for misfeasance, malfeasance, or willful neglect of duty. Each member of the Authority shall take and subscribe to the oath or affirmation of the Constitution of Florida before entering upon his or her duties. A record of such oath shall be filed with the office of the Department of State and the office of the Clerk of Leon County.

B. Quorum and Voting. A quorum for meetings of the Authority shall consist of a majority of the members of the Authority. The affirmative vote of a majority of the members present at a meeting of the Authority, duly noticed, shall be necessary for any action taken by the Authority. No vacancy in the Authority membership shall impair the right of a quorum to exercise all the rights and

perform all the duties of the Authority.

C. Proxies. Voting interests shall be cast in person and not by proxy.

ARTICLE III

MEETINGS

A. Regular Meetings. The Authority shall conduct at least one annual, regular meeting per calendar year and as many other regular meetings as deemed necessary. All regular meetings shall be noticed in the newspaper of general circulation serving Leon County. The notice shall specify the time, date and location of any general meeting.

B. Special Meetings. Special meetings of the Authority may be called by the Chairman, provided written notice has been given to all Authority members.

C. Notice. Notice of all regular meetings of the Authority shall be given by the Executive Director or, in the absence of the Executive Director, Chairman of the Authority by publication in a newspaper of general circulation. Notice of all regular meetings shall also be given by the Secretary to each member of the Authority. Newspaper notice shall indicate the time, date and location of the meeting.

D. Presiding Officer. At meetings of the Authority, the Chairman of the Authority, or in the absence of the Chairman, the Vice Chairman, shall preside, or in the absence of both, and with a quorum present, the remaining members present shall select a

Chairman for the purposes of conducting the meeting.

E. Order of Business. The order of business at regular, noticed meetings of the Authority, and as far as practical at other meetings of the Authority, shall be:

- i. calling the roll, recording and certifying the existence of a quorum;
- ii. proof and affidavit of notice of meeting or waiver of notice, if applicable, in regard to any special meeting;
- iii. action on the reading of minutes of the previous meeting;
- iv. reports of the Executive Director, and other officers, agents or employees;
- v. reports of any standing or ad hoc or special committees or task forces of the Authority;
- vi. unfinished business;
- vii. new business;
- viii. adjournment.

ARTICLE IV

OFFICERS, EMPLOYEES AND AGENTS

A. Officers. The Authority at its annual meeting shall elect one of its members as Chairman and one as Vice-Chairman. The Chairman shall appoint a Secretary, who may be the Executive Director.

B. Secretary (Who May Be The Executive Director). The Secretary shall keep the minutes of all proceedings of the

Authority, both regular and special. The Secretary shall keep the records of the Authority, and shall perform all other duties incident to the office of Secretary as may be required by statute, county ordinance or county resolution.

C. Executive Director. The Authority shall annually appoint an Executive Director who shall not be a member of the Authority and who shall serve at the pleasure of the Authority. Duties of the Executive Director shall be as provided in Chapter 243, Part II, Florida Statutes, and the Leon County Commission Ordinance of 17 July, 1990. The Executive Director shall receive such compensation as fixed by the Authority and shall maintain a record of the proceedings of the Authority, shall be custodian of all books, documents and papers filed with the Authority, shall be custodian of the minute book or journal of the Authority and shall be custodian of the official seal of the Authority. The Executive Director may recommend to the Authority, and, upon the approval of the Authority, shall hire such additional employees and staff, both professional and non-professional, as are needed to carry out the duties and responsibilities of the Authority, other than the general counsel, certified public accountant, and financial advisor.

D. General Counsel, Certified Public Accountant, and Financial Advisor. Under authority of Chapter 243, Part II, Florida Statutes, the Authority, by a majority vote of a meeting at which a quorum is present, may hire a general counsel, certified public accountant, and financial advisor, as it deems appropriate.

E. Vacancies. Any member of the Authority may resign from office at any time, such resignation to be made in writing, addressed to the Executive Director. The Executive Director will inform the Chairman of the Authority and the Chairman of the Leon County Board of Commissioners of the resignation within five (5) working days.

ARTICLE V

AUTHORITY MANAGEMENT

A. Fiscal Year. The fiscal year of the Authority shall be October 1st to September 30th.

B. Budget. The Executive Director shall present for consideration prior to the start of each calendar year, a budget showing the estimated costs and expenses of performing all of the functions of the Authority for the applicable fiscal year.

C. Depository. The depository of the Authority shall be such bank or banks as shall be designated from time to time by the Authority. All checks must be signed by any two of the following officials: Chairman, Vice Chairman or Executive Director.

D. Accounting. Review of the accounts of the Authority (or audit as required) shall be annually by a Certified Public Accountant, and a copy of the report, together with a financial report in the form required by law as applicable, shall be submitted to the members of the Authority as soon as practicable.

E. Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of Authority proceedings when not

in conflict with Chapter 243, Part II, Florida Statutes, and Leon County Board of County Commissioners Resolution, 17 July 1990, and these Bylaws.

ARTICLE VI

AMENDMENTS TO BYLAWS

A. Amendments. May be proposed by any member of the Board at a duly noticed meeting consisting of a quorum. Amendments shall be discussed as an agendaed item. In order for a proposed amendment to become effective, it must be approved by a majority vote no earlier than the next regularly scheduled meeting and no later than ninety (90) days after the amendment has been proposed.

The foregoing were adopted as the Bylaws of the Leon County Educational Facilities Authority, a public instrumentality and public body politic and corporate, organized under the laws of the State of Florida and applicable Leon County Resolution referenced hereinabove, at the meeting of the Authority on the 20th day of April, 1991.