

**ADMINISTRATIVE RULE 2  
BOARD GOVERNANCE (BYLAWS)**

**DATE:** January 23, 2020<sup>1</sup>

**SCOPE:**

This Administrative Rule sets forth the bylaws of the Authority pursuant to section 343.64(2)(h), Florida Statutes, to regulate the affairs and the conduct of the business of the Authority.

**AUTHORITY:**

Authority for the establishment of this Administrative Rule is as follows:

Part III, Chapter 343, Florida Statutes

**RULE 2: Bylaws**

- 2.1 **Definitions.** Capitalized terms not otherwise defined herein shall have the meanings provided for such terms as set forth in Administrative Rule 1.
- 2.2 **Adoption of Bylaws.** The rules set forth in this Rule 2 shall constitute the bylaws of the Authority for the purposes of the Act, and shall govern the affairs and the conduct of the business of the Authority with respect to the matters addressed herein.
- 2.3 **Governing Board.** The Governing Board shall be vested with all powers provided under the Act to carry out the purposes set forth in the Act. All powers of the Governing Board not expressly delegated to an official, employee or agent of the Authority pursuant to these Administrative Rules or other official action of the Governing Board are reserved to the Governing Board.
  - 2.3.1 **Composition.** The Act provides that the Governing Board shall be comprised of five voting members as follows:
    - A. The chairs of the county commissions of Seminole, Orange, and Osceola Counties, or another member of the commission designated by the county chair of that commission, shall each serve as a representative on the Board for the full extent of his or her term (as described below);

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<sup>1</sup> This Administrative Rule was originally adopted in the amended and restated form by the Governing Board at its meeting held on July 28, 2010. Section 2.12 of this Administrative Rule was amended in its entirety by the Governing Board at its meeting held on September 25, 2014. Sections 2.3.5, 2.6 and 2.9 were partially amended and Sections 2.4.8 and 2.4.9 were added by the Governing Board at its meeting held on December 7, 2017. Section 2.12.2.H. was added and related changes were made to Administrative Rule 2 by the Governing Board at its meeting held on January 23, 2020.

- B. The mayor of the City of Orlando, or a member of the Orlando City Council designated by the mayor, shall serve on the Board for the full extent of his or her term (as described below);
- C. The Secretary of Transportation shall appoint the district secretary, or his or her designee, for the district within which the area serviced by the Authority is located and this member shall be a voting member.

Each Member shall serve on the Board for a term of one year, which term shall begin and end on the first and last day of each Fiscal Year. Each Member's term shall automatically renew for successive one year terms unless a new Member is designated in accordance with **Section 2.3.2.**

2.3.2 **Designation of Members.**

- A. The county chairs of Seminole, Orange, and Osceola Counties are permitted to designate persons other than themselves to serve as Members of the Governing Board, provided that each such person designated by a county chair is a member of the county commission.
- B. The mayor of the City of Orlando is permitted to designate a person other than himself or herself to serve as a Member of the Governing Board, provided that such person is a member of the Orlando City Council.
- C. The Secretary of Transportation is permitted to designate a person other than the district secretary for the district within which the area serviced by the Authority is located.

Except as otherwise permitted by the Chairman, any person so designated to be on the Governing Board for a particular Fiscal Year pursuant to this **Section 2.3.2** must be designated before the end of the previous Fiscal Year and such designation must be for an entire Fiscal Year term.

2.3.3 **Replacements.** During any particular Fiscal Year term, any vacancy on the Governing Board shall be filled by the person authorized to make a designation with regard to the empty seat pursuant to **Section 2.3.2** and only for the balance of the unexpired Fiscal Year term.

2.3.4 **Officers of the Governing Board.** The Governing Board shall annually elect from its Members a Chairman, Vice Chairman, and Secretary. The Governing Board may also elect from its Members a Treasurer. The officers of the Governing Board shall have the authorities and duties set forth in these Rules for such officers, or as otherwise may be assigned to them by the Governing Board. All officers shall be elected by the Governing Board at an organizational meeting held pursuant to **Section 2.4.** Officers shall be elected by the Members, and shall hold their respective offices from the first day of each Fiscal Year for a term of one year, or until their respective successors are chosen, if later.

- A. **Removal of Officer from Governing Board; Vacancies.** An officer of the Governing Board may be removed from office at any time, with or without cause, by the affirmative vote of the Majority of the Members. Any vacancy occurring in an office on the Governing Board shall be filled by the Governing Board for the remainder of the term at a regular or special meeting of the Governing Board.
- B. **Office of Chairman.** The Chairman of the Governing Board shall preside at meetings of the Governing Board, call special meetings, sign and may execute deeds, mortgages, bonds, contracts and other documents and instruments on behalf of the Authority, and perform such other duties as may be required by law or directed by the Governing Board.
- C. **Office of Vice Chairman.** The Vice Chairman shall have the powers and perform such duties as may be delegated to that office by the Governing Board, and in the event of the death, absence or inability of the Chairman to act, perform the duties and exercise the powers of the Chairman.
- D. **Office of Secretary.** The Secretary shall keep the minutes of all meetings of the Governing Board and such other meetings of the Authority for which minutes are required to be kept or, if not required by law, that the Governing Board deems desirable to be kept. The Secretary shall attest to the signature of other officers of the Governing Board when required or necessary. The Secretary to the Governing Board shall maintain thorough and accurate records of the Administrative Rules, the agendas of meetings of the Governing Board, resolutions and other instruments approved by the Governing Board. The Secretary shall perform the duties customarily performed by the secretary to a governmental entity, as well as such other duties as may be prescribed by the Governing Board.
- E. **Office of Treasurer.** The Treasurer shall be responsible for the financial affairs and records of the Authority, and shall have the custody of all the funds and securities of the Authority, except as may be otherwise provided by the Governing Board, and shall disburse the funds and other assets of the Authority as may be ordered by the Governing Board. The Treasurer shall keep or cause to be kept a record of all money received and expended, and all other financial transactions of the Authority. The Treasurer shall perform such duties as are customarily performed by the treasurer of a governmental entity and as may be required by general law or as directed by the Governing Board.

2.3.5 **Clerk and Assistant Officers to the Governing Board.**

- A. **Clerk to the Governing Board.** The Governing Board shall have a Clerk to carry out the duties of a clerk pursuant to applicable law and these Administrative Rules, and such other duties as the Governing Board may

assign to the Clerk from time-to-time. If the Governing Board shall fail to appoint a Clerk for any particular Fiscal Year, or if the person appointed to the office of Clerk by the Governing Board shall be unable to perform his or her duties due to death, absence or inability, the duties of the Clerk shall be performed by the Assistant Secretary, if one exists, or, if there is no Assistant Secretary, then by the Chief Executive Officer or such other Authority employee as designated by the Chief Executive Officer.

- B. **Assistant Officers.** The Governing Board may from time-to-time appoint one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers and agents as it shall deem necessary, and may define their powers and duties. Any number of offices may be held by the same person.
- C. **Not Required to be Members.** Officers appointed pursuant to this **Section 2.3.5** need not be Members.

2.3.6 **Authority of Members.** Any direction as to the day-to-day operations of the Authority shall be made by action of the Governing Board and implemented by the Chief Executive Officer or such other person designated by the Governing Board. No individual Member shall have authority to direct Officers or employees of the Authority with regard to any action or duty relating to the day-to-day operations of the Authority. Notwithstanding anything to the contrary set forth in this **Section 2.3.6**, the Chairman is authorized to exercise oversight functions over and make inquiries of the Officers and Authority employees.

2.4 **Meetings of the Governing Board.** The Governing Board shall annually establish a schedule for meetings of the Governing Board. The Governing Board shall meet at the offices of the Authority, or, if directed by the Chairman, at such other location within or without the jurisdiction serviced by the Authority. All meetings of the Governing Board except as may otherwise be provided herein and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.

2.4.1 **Procedures of the Governing Board.** Meetings of the Governing Board shall be administered in accordance with Robert's Rules of Order, provided that the Members may elect to deviate from said rules when it is in the best interest of the Authority.

2.4.2 **Actions, Voting Requirements.** If a quorum is present, the affirmative vote of a majority of the Members present at a meeting shall constitute an act of the Governing Board. Votes of the Members shall be cast by voice vote, unless the Chairman, Vice Chairman or a majority of the Members present shall request an alternative method that is permitted by law. Resolutions as adopted

shall be memorialized in writing and included for adoption of the minutes at the subsequent meeting of the Governing Board.

- 2.4.3 **Quorum.** The presence in person of a majority of the Members of the Governing Board shall constitute a quorum for the transaction of business.
- 2.4.4 **Adjournment; Reconvening.** Any meeting of the Governing Board at which a quorum is present may be adjourned by the vote of a majority of the Members. In the event no quorum is present on the day fixed for any meeting of the Board, such meeting may be cancelled and rescheduled by the Chairman, Vice Chairman or Chief Executive Officer, to a time and date at which a quorum be obtained. At any reconvened meeting at which a quorum is present, the Governing Board may take any official action, which might have been taken at the original meeting.
- 2.4.5 **Meeting Agendas.** Under the authority and auspices of the Chairman, the Authority shall prepare an agenda prior to each meeting of the Governing Board and shall provide appropriate notice thereof prior to each meeting.<sup>2</sup> The agenda shall list the title of the items in the order they are intended to be brought before and considered by the Governing Board. With the consent of whomever is the Chairman presiding over any particular meeting, items may be brought before the Governing Board out of the order listed on the agenda for such meeting, and the Governing Board may act upon such items. With the consent of the Chairman or any two Members, items may also be brought before the Governing Board which are not listed on the agenda (i.e., “**blue sheet items**”), and the Governing Board may act upon such items.
- 2.4.6 **Organizational Meeting.** The Governing Board shall annually hold its organizational meeting during a regular business meeting prior to the end of the Fiscal Year for purposes of electing the officers of the Governing Board pursuant to these Administrative Rules, or, if the organizational meeting of the Governing Board cannot be held at such meeting, the election of the officers of the Governing Board shall be held at the next regularly scheduled meeting at which an election is practical.
- 2.4.7 **Emergency, Special and Closed Meetings.** Subject to and in accordance with the requirements of Florida law, the Governing Board may convene emergency meetings, special meetings and meetings closed to the general public when directed by the Chairman, Vice Chairman or a Majority of the Members.

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<sup>2</sup> The Authority is not subject to the Administrative Procedures Act, Chapter 120, Florida Statutes, because (i) it is a multi-county special district, with a majority of its governing board comprised of elected persons, and (ii) the rules governing the Authority were removed from the Florida Administrative Code pursuant to the Administrative Procedures Act, Chapter 96-159. However, the Authority is subject to Florida's Government in the Sunshine Law, Florida Statutes § 286.011.

- A. **Executive Sessions to Discuss Pending Litigation.** The Authority's legal counsel ("**Legal Counsel**") may schedule a private consultation with the Governing Board to discuss pending litigation to which the Authority is presently a party before a court or administrative agency. This private session with the Governing Board is referred to herein as a "**Litigation Executive Session.**" The subject matter of the Litigation Executive Session shall be limited to settlement negotiations or strategy sessions relating to litigation expenditures in a case for which the Legal Counsel represents the Authority. A Litigation Executive Session must be called only when Legal Counsel has determined that such a session is absolutely necessary. The Authority must comply with Florida Statutes § 286.011(8) (as well as any amended or successor provisions of Florida law) in connection with the Litigation Executive Session.
1. **Notice of Executive Session.** A Litigation Executive Session shall be noticed in all of the following three ways:
    - a. The first notification occurs when the request for a Litigation Executive Session is placed on the Governing Board's agenda as a discussion item.
    - b. The second notification occurs when a public notice of the Litigation Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Litigation Executive Session. This notice must contain the names of all persons who will be attending the Litigation Executive Session. An attendee's title may not be substituted for an attendee's name.
    - c. The third notification occurs during an open session of the Governing Board when Legal Counsel announces to the Governing Board that he or she would like to advise the Governing Board concerning pending litigation, limited to settlement negotiations or strategy sessions relating to litigation expenditures in a particular case. If the Governing Board approves this request, at an open session, the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Litigation Executive Session, and names of all persons who will be attending the Litigation Executive Session.
  2. **Transcript of Litigation Executive Session.** Legal Counsel shall be responsible for hiring a certified court reporter for the Litigation Executive Session. The Litigation Executive Session

shall be recorded, transcribed, and the record and transcription delivered to Legal Counsel. No portion of the Litigation Executive Session shall be held off the record. Legal Counsel shall, within a reasonable time, file the transcript with the clerk of the Board (or in the event there is no clerk, then the Authority officer or employee the Governing Board designates to carrying out the duties of a clerk) in a sealed envelope, instructing the clerk (or such other appropriate officer or employee) that the transcript is not a public record and will not become so until the litigation concludes in the case. At such time as the litigation is concluded and all timeframes for appeals have elapsed, Legal Counsel shall inform the clerk of the Board (or such other appropriate officer or employee) that the transcript may be made part of the public record.

3. **Participation in Litigation Executive Session.** Only the following persons are allowed to participate in a Litigation Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer or Chief Administrative Officer, Legal Counsel (including specially appointed outside counsel for the Authority in the litigation), and a court reporter. No other staff members or consultants are permitted to attend.
4. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Litigation Executive Session shall be made only at an open session of the Governing Board.
5. **Reopening of Public Meeting.** At the conclusion of the Litigation Executive Session, the public meeting shall be reopened, and the elected official chairing the meeting shall announce the termination of the Litigation Executive Session and shall then either continue with other matters before the Governing Board or adjourn the public meeting.

- B. **Executive Session to Discuss Actual or Impending Collective Bargaining Matters.** The Chief Executive Officer or his or her representative may schedule a private consultation with the Governing Board to discuss actual or impending collective bargaining matters. This private session with the Governing Board is referred to herein as a "**Collective Bargaining Executive Session.**" The subject matter of the Collective Bargaining Executive Session shall be limited to actual or impending collective bargaining. The Authority must comply with Florida Statutes § 447.605 (as well as any amended or successor provisions of Florida law) in connection with the Collective Bargaining Executive Session.

1. **Notice of Executive Session.** A Collective Bargaining Executive Session shall be noticed in all of the following three ways:
  - a. The first notification occurs when the request for a Collective Bargaining Executive Session is placed on the Governing Board's agenda as a discussion item.
  - b. The second notification occurs when a public notice of the Collective Bargaining Executive Session is published or posted. Such a notice shall be published or posted no less than three (3) full working days prior to the date of the Collective Bargaining Executive Session. This notice must contain the names of all persons who will be attending the Collective Bargaining Executive Session. An attendee's title may not be substituted for an attendee's name.
  - c. The third notification occurs during an open session of the Governing Board when the Member chairing the meeting (or his/her designee) shall announce the commencement, estimated length of the Collective Bargaining Executive Session, and names of all persons who will be attending the Collective Bargaining Executive Session.
2. **Participation in Collective Bargaining Executive Session.** Only the following persons are allowed to participate in a Collective Bargaining Executive Session (in addition to the Governing Board): the Authority's Chief Executive Officer, one or more of the Senior Officers who have been authorized in behalf of the Authority to negotiate the collective bargaining matters, and Legal Counsel (including specifically appointed outside counsel for the Authority in the collective bargaining matters). No other staff members or consultants are permitted to attend.
3. **No Final Approvals or Determinations.** Final approval of any determination resulting from the discussions held during the Collective Bargaining Executive Session shall be made only at an open session of the Governing Board.
4. **Reopening of Public Meeting.** At the conclusion of the Collective Bargaining Executive Session, the public meeting shall be reopened, and the Member chairing the meeting shall announce the termination of the Collective Bargaining Executive Session, and shall then either continue with other matters before the Governing Board or adjourn the public meeting.



2.4.8 **Posting of Meeting Notices.**

- A. The bulletin board in the LYNX Central Station lobby, located at 455 N. Garland Ave., Orlando, FL 32801 is designated as the official location for the posting of meeting notices of the Governing Board and each other Sunshine Board (as defined below). The Authority may, but is not required to, post meeting notices in additional locations, including on the Authority's website.
- B. In addition to the posting requirements contained in **Subsection A**, the Authority will provide notice of meetings of the Governing Board in compliance with Section 189.015, Florida Statutes. Such notice shall include (i) filing quarterly, semiannually, or annually a schedule of the regular meetings of the Governing Board that includes the date, time, and location of such meetings with the local governing authorities that constitute the voting members of the Governing Board; (ii) publishing said schedule of regular meetings in the legal notices and classified advertisements section of a newspaper in accordance with the requirements of said statute; and (iii) advertising the date, time, place, and purpose of any meeting other than a regular meeting or any recessed and reconvened meeting, at least seven days before such meeting, in a newspaper of general paid circulation in accordance with the requirements of said statute, unless a bona fide emergency situation exists.

2.4.9 **Public Participation.** The following sets forth guidelines to be followed by the Authority at public meetings for public participation pursuant to Section 286.0114, Florida Statutes.

- A. At each meeting of the Governing Board and each meeting of any Authority advisory boards, commissions and committees subject to the requirements of Section 286.011, Florida Statutes (each, a "**Sunshine Board**"), the chair of such Sunshine Board shall designate on the agenda a time for public comment. The total time for public comment shall not exceed fifteen (15) minutes; **provided, however**, the chair, in his or her discretion, may reduce or extend that time.
- B. Each individual who wishes to address the Sunshine Board during public comment must limit his or her comments to three minutes, subject to the provisions of **Subsection C** below and subject to the right of the chair, in her or her discretion, to further limit such time in order to prevent repetition, limit abuse or maintain decorum.
- C. In the event one or more persons or a group wishes to address the Sunshine Board through a particular individual, those persons may do so and, in such event, a person may allot up to one minute of his or her time

to the designated speaker, **provided, however**, the designated speaker, in any event, shall be limited to a total of ten minutes in his or her presentation to the Board. The person will identify the designated speaker on the speaker's form referenced in **Subsection D** below. The chair reserves the right, in her or her discretion, to limit such time in order to prevent repetition, limit abuse or maintain decorum.

- D. Each person wishing to speak during public comment must complete, before the beginning of the meeting, and submit to the designated secretary of such Sunshine Board an approved speaker's form (in such form as approved by the Sunshine Board) indicating a desire to be heard, the topic on which he or she wishes to speak and whether that speech is in support, opposition, or neutrality on said proposition, and, if applicable, a designation of a representative to speak for him or her on said proposition. Failure to submit such a form or to complete it as appropriate shall enable the chair of such Sunshine Board not to recognize said person.
- E. If a non-agenda item is presented for consideration by the Sunshine Board, the chair shall, prior to the Sunshine Board taking action on said item, allow for public comment solely on said item in accordance with the above provisions.
- F. The chair will, if necessary, have the authority to maintain decorum in regard to public comments during the said period and discretion to direct said matters as necessary to maintain decorum.
- G. Pursuant to subsection 286.0114(3), Florida Statutes, the requirements of **Subsections A** through **E** above, do not apply to: (i) an official act that must be taken to deal with an emergency situation affecting the public health, welfare or safety, if compliance with the public comment requirement would cause an unreasonable delay in the ability of the Sunshine Board to act; (ii) an official act involving no more than a ministerial act, including, but not limited to, approval of minutes and ceremonial proclamations; (iii) a meeting that is exempt from Section 286.011, Florida Statutes; or (iv) a meeting during which the Sunshine Board is acting in a quasi-judicial capacity. This Subsection does not affect the right of a person to be heard as otherwise provided by law.

2.5 **Rulemaking.** The Governing Board may, from time to time, adopt additional rules, or supplement these Administrative Rules, to govern the operation of the Authority and to regulate the affairs and the conduct of its business. All rules, Administrative Rules, resolutions, procedures, or policies adopted by the Governing Board shall have precedence over, govern and control any Policies and Procedures established by the Chief Executive Officer and/or Authority staff.

- 2.6 **Policies and Procedures.** The Chief Executive Officer may establish Policies and Procedures, which shall be primarily administrative in nature, to carry out these Administrative Rules and other actions of the Governing Board and to regulate the internal operations of the Authority. The ability of the Chief Executive Officer to establish Procedures (but not Policies) may be sub-delegated to Senior Officers or department directors. Policies and Procedures may not change, or otherwise be in conflict with, these Administrative Rules or any actions of the Governing Board. All Policies and Procedures shall be made available for public inspection at the offices of the Authority. All Policies and Procedures shall be furnished to the Governing Board and the Governing Board may request revisions, modifications, or amendments to the Policies and Procedures at any time and from time to time. These Administrative Rules shall have precedence over, govern and control the Policies and Procedures.
- 2.7 **Contracts and Other Instruments.** The Governing Board may, from time to time, authorize and approve contracts, instruments, agreements and other obligations of the Authority as permitted and authorized under the Act and these Administrative Rules.
- 2.8 **Budget of the Authority.** The Treasurer (to the extent an individual is appointed to such office), Chief Executive Officer and Authority staff shall annually prepare a proposed budget of the Authority for the next Fiscal Year. Such budget shall set forth the anticipated service levels, expenses and revenues of the Authority, in accordance with Florida law and generally accepted governmental accounting principles. Such budget shall also reflect any preferences or policies of the Governing Board with respect to the information contained therein.
- 2.8.1 **Budget Presentation.** The Chief Executive Officer shall (i) present the proposed budget to the Governing Board for consideration at least forty-five (45) days in advance of the commencement of the next Fiscal Year, or on such other date as may be consented to by the Chairman, in sufficient detail to inform the Governing Board as to the fiscal and policy implications of such budget, and (ii) provide the Members of the Governing Board with additional information as they shall require to evaluate the budget.
- 2.8.2 **Approval of Budget.** The Chief Executive Officer and staff shall make any revisions, additions or deletions to the budget directed by the Governing Board subsequent to the budget presentation and submit the revised budget to the Governing Board in advance of the next Fiscal Year for the Governing Board's consideration and approval.
- 2.8.3 **Budget Status.** The Chief Executive Officer shall periodically update the Governing Board as to the status of and the Authority's compliance with the budget. Any change that (or series of changes that in the aggregate) constitutes a material deviation or variance from the approved budget shall be subject to the approval by the Governing Board in the form of a budget amendment. All budget amendments shall be submitted for approval by the Governing Board.

2.8.4 **Amendments to Budget.** From time to time, the Governing Board may during any fiscal year amend or modify the budget including, but not limited to, any budget amendments that may be brought about by virtue of any obligations incurred by LYNX as a result of any Emergency or any Financially Exigent Agreement or Situation.

2.9 **Officers of the Authority.**

2.9.1 **Chief Executive Officer.** Pursuant to the Act, the Governing Board hereby establishes the position of the Chief Executive Officer of the Authority as the highest administrative official and chief executive officer of the Authority.

A. **Powers of the Chief Executive Officer.** The Chief Executive Officer shall, subject to the actions, control, and directions of the Governing Board (including the Chairman in accordance with **Section 2.3.6** above and any limitations contained in these Administrative Rules, have general management and control over the affairs of the Authority. The Chief Executive Officer shall do and perform such duties as are assigned to him or her by the Governing Board, and shall have the authority contained in these Administrative Rules.

B. **Authorization to Carry out Reasonable Measures.** If the Governing Board has authorized the Authority to undertake a particular course of action (including the execution of any Contract by the Authority), the Chief Executive Officer is hereby authorized to take all reasonable actions necessary to carry out that particular course of action, including, but not limited to, the execution of the Contract and other documents, **provided, however,** if such actions either (i) materially deviate from what was authorized by the Governing Board, or (ii) said actions are materially adverse to the Authority (e.g., materially increase the financial obligation of the Authority), said actions may not be taken without the further approval of the Governing Board.

C. **Financially Exigent Situations.** Except as otherwise provided in these Administrative Rules to the contrary, the Chief Executive Officer is authorized to undertake any action on behalf of the Authority that Board authorization would otherwise be required for such action to be undertaken, if each of the following two requirements is satisfied:

1. The Chief Executive Officer concludes that a Financially Exigent Situation would be created by not waiting until the next regularly scheduled meeting of the Governing Board to seek approval; and
2. The Chief Executive Officer obtains the approval of the Chairman of the Board prior to undertaking any action.

Notwithstanding anything to the contrary set forth in these Administrative Rules, the Chief Executive Officer may not delegate to any other officer or employee of the Authority the Chief Executive Officer's power to undertake any action pursuant to this **Section 2.9.1.C**.

In regard to any actions taken under this **Section 2.9.1.C**, the Chief Executive Officer shall report the action taken to the Governing Board as soon as practicable thereafter (and in any event within ten (10) days after said action is taken). In addition, the CEO shall report said action at the next meeting of the Governing Board.

- D. **Certifications**. The Chief Executive Officer is authorized to execute and deliver Certificates and Assurances on behalf of the Authority to FTA on an annual basis and all such similar certifications as are reasonable or necessary to apply for and receive FTA grant funds (whether or not the underlying applications for such grant funds have been approved by the Board prior to the submission date of such certifications).
- E. **Delegation of Powers and Duties**. Except as otherwise provided in these Administrative Rules (including, for example, the limitation on the Chief Executive Officer's ability to delegate his or her authority to approve and execute Contracts as set forth in Administrative Rule 4), the Chief Executive Officer is authorized to delegate the powers and duties conferred on him or her under these Administrative Rules as necessary and practical to carry out the day-to-day management of the Authority. The foregoing notwithstanding, the Chief Executive Officer shall remain directly accountable to the Governing Board with respect to the exercise of all such powers and duties regardless of whether such powers have been delegated.

#### 2.9.2 **Other Senior Officers**.

- A. The Chief Executive Officer may nominate one or more (i) Senior Officers or (ii) other officers that perform the functions of a C-suite officer or have a policy making function and report directly to the Chief Executive Officer as he or she shall deem necessary, and may define their powers and duties (subject to such limitations as are contained in these Administrative Rules or are otherwise imposed by the Governing Board). Any number of offices may be held by the same person. All such nominations, along with proposed compensation and other conditions of employment, shall be submitted to the Governing Board for consideration and approval, which approval may be granted or withheld in the sole discretion of the Governing Board.
- B. From time to time, there may be a vacancy in an office that requires the nomination of the Chief Executive Officer and the approval of the

Governing Board to fill in accordance with **Section 2.9.2.A**. To avoid harm to the Authority while the Chief Executive Officer undertakes a search for a permanent replacement, the Chief Executive Officer may appoint an individual to fill such vacancy on a temporary basis (which shall not exceed one hundred and eighty days). The Chief Executive Officer shall notify the Governing Board of such appointment at the next regularly scheduled meeting of the Governing Board.

- C. In the absence of the Chief Executive Officer, the Governing Board may designate one or more other Senior Officers to act as the Chief Executive Officer on the terms set forth by the Governing Board. In the event of Financially Exigent Situations, the Chairman may designate one or more Senior Officers to carry out the duties of the Chief Executive Officer on terms so directed by the Chairman, and until the Governing Board can meet to make a selection.

2.10 **Authority Offices.** The main office of the Authority shall be located at 445 North Garland Avenue, Orlando, Florida, or such other reasonably accessible location, within the boundaries of the Authority, as the Governing Board shall designate from time to time.

2.11 **Official Seal of Authority.** The seal on file with the clerk to the Governing Board is hereby adopted as the Authority's official seal pursuant to the Act. The Chairman, Vice Chairman, Chief Executive Officer, Secretary and Clerk to the Governing Board are hereby authorized to apply the official seal to resolutions, contracts and other instruments of legal import. Notwithstanding the foregoing, the application of the official seal shall not be a condition to the legal effectiveness of any resolution, contract or other instrument of legal import. The Chairman and other Members of the Governing Board and the Chief Executive Officer are each hereby authorized to use or display the official seal as a symbol of the Authority.

2.12 **Authorization to Establish Committees.** The Governing Board, by resolution adopted by a Majority of the Members, may create one or more committees which may exercise such powers as shall be conferred or authorized by the resolution creating said committee or committees. The composition of any committee, the removal of committee members, and the filling of vacancies shall be determined by the Governing Board. No committee may exercise any authority which is required by applicable law to be exercised solely by the Governing Board.

2.12.1 **Establishment of Oversight Committee; Purpose.** A committee is hereby established to be known as the Oversight Committee. The Oversight Committee's primary functions are (i) to serve as a workshop to review and discuss matters prior to the Governing Board taking official action on such matters and (ii) to oversee the Finance and Audit Committee and the Risk Management Committee. The Oversight Committee is provided specific authority to make recommendations to the Director of Finance/Chief Financial

Officer, the Chief Executive Officer and the Governing Board with respect to matters that come before it.

- A. **Composition.** The Oversight Committee shall be comprised of five members (each an “**Oversight Committee Member**”). The Members of the Governing Board shall comprise the membership of the Oversight Committee; *provided, however*, that any Oversight Committee Member may designate an employee of the governmental entity that such member represents to attend any meeting of the Oversight Committee and exercise all of the powers of the Oversight Committee Member in such member’s absence. The duration of any designation shall be for such period of time as is determined by the Oversight Committee member making the designation.
- B. **Meeting Schedule and Notice.** The Oversight Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Oversight Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Oversight Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law.
- C. **Quorum.** The presence in person of a majority of the Oversight Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Oversight Committee Members shall constitute an act of the Oversight Committee.
- E. **Officers.** The Oversight Committee shall annually elect from its members a chairperson and vice chairperson and such other officers as determined by the Oversight Committee. The chairperson, and in his or her absence the vice chairperson, shall preside over all meetings of the Oversight Committee. In the absence of a chairperson or vice chairperson, the Oversight Committee members shall elect a replacement chairperson for such meeting.
- F. **Responsibilities.** The Oversight Committee shall carry out such responsibilities as are assigned to it by the Governing Board and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Oversight Committee shall:

- 1. **General.**

- a. Review and make recommendations to LYNX staff and the Governing Board as to the agenda for upcoming meetings of the Governing Board.
- b. Serve as a workshop to discuss and make recommendations to the Governing Board on matters being considered or to be considered by the Governing Board as the Oversight Committee may deem appropriate.
- c. Receive reports from the Finance and Audit Committee and Risk Management Committee and provide recommendations and guidance.
- d. Review the Chief Executive Officer's Report to the Governing Board and make recommendations to the Chief Executive Officer regarding the same.

2.12.2 **Establishment of Finance and Audit Committee; Purpose.** A committee is hereby established to be known as the Finance and Audit Committee. The Finance and Audit Committee is responsible for recommending to the Oversight Committee and Authority Staff financial policies, goals and budgets that support the mission, values and strategic goals of the Authority, for overseeing the annual audit of the Authority's financial statements, and to serve as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes.

- A. **Composition.** The Finance and Audit Committee shall be comprised of five members (each an "**Finance and Audit Committee Member**"). Each Member of the Governing Board shall be entitled to designate one Finance and Audit Committee Member from among the employees of the governmental entity that he or she represents. Each Finance and Audit Committee Member should have expertise in financial matters. The Director of Finance/Chief Financial Officer of the Authority will not be a member of the Finance and Audit Committee but will support the committee.
- B. **Meeting Schedule and Notice.** The Finance and Audit Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Finance and Audit Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Finance and Audit Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance



with, Florida law. It is initially contemplated, although not required, that the Finance and Audit Committee would meet on at least a monthly basis.

- C. **Quorum**. The presence in person of a majority of the Finance and Audit Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action**. If a quorum is present, the affirmative vote of a majority of the Finance and Audit Committee Members shall constitute an act of the Finance and Audit Committee.
- E. **Officers**. The Finance and Audit Committee shall annually elect from its members a chairperson and such other officers as determined by the Finance and Audit Committee. The chairperson shall preside over all meetings of the Finance and Audit Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Finance and Audit Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports**. The chairperson (or his or her designee from the Finance and Audit Committee) shall regularly provide reports to the Oversight Committee on the status of matters before the Finance and Audit Committee, and shall provide reports to the Governing Board regarding such matters on an as needed basis.
- G. **Responsibilities**. The Finance and Audit Committee shall carry out such responsibilities as are assigned to it by the Governing Board or by the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Finance and Audit Committee shall:
  - 1. **General**.
    - a. Review the Authority's proposed annual budget as presented by the Authority's staff for the upcoming fiscal year.
    - b. Recommend the annual budget to the Oversight Committee for approval after incorporating necessary amendments.
    - c. Monitor and report to the Oversight Committee on the Authority's compliance with its adopted budget during the fiscal year (actual vs. estimated).

- d. If directed by the Governing Board, conduct investigations into any matters within the Finance and Audit Committee's scope of responsibilities. The Finance and Audit Committee shall have unrestricted access to members of the Authority's staff and relevant information. The Finance and Audit Committee may retain independent counsel, accountants or others to assist if in the conduct of any such investigation. Operating budget reserves may be used for investigative costs if necessary.

2. **Internal Controls and Risk Assessment.**

- a. Review and evaluate the effectiveness of the Authority's process for assessing significant risks or exposures and the steps the Authority's staff has taken to monitor and control such risks to the Authority. The Finance and Audit Committee shall review any significant findings and recommendations of the Authority's external auditors together with the Authority's staff's responses including the timetable for implementation of recommendations to correct any weakness in internal controls.
- b. Receive annual information from the Authority's external auditors regarding their independence, and if so determined by the Finance and Audit Committee, recommend that the Authority takes appropriate actions to satisfy itself of the Authority's external auditor's independence.

3. **Internal Audit.**

- a. Confirm and assure the independence and adequacy of resources for internal audit services.
- b. Review the annual internal audit plan and the focus on risk.
- c. Consider and review with the Authority's staff:
  - (i) Significant findings and the Authority's staff's response including the timetable for implementation to correct weaknesses.
  - (ii) Any difficulties encountered in the course of an audit such as restrictions on the scope of work or access to information.

4. **Compliance with Laws, Regulations, and Code of Conduct.** Determine and make recommendations to the Oversight Committee as to whether the Authority is in compliance with pertinent laws and regulations, is conducting its affairs in accordance with the Code of Ethics set forth in Administrative Rule 5, and is maintaining effective controls against conflicts of interest and fraud.
5. **Financial Reporting.** Review with the Authority's staff and the Authority's external auditors at the completion of the annual examination:
  - a. Communications from the Authority's external auditors in the audit planning process that are required by Government Auditing Standards.
  - b. The annual financial statements and related footnotes.
  - c. The Authority's external auditors' audit of the financial statements and their report.
  - d. Management's Certification of the financial statements.
  - e. Any significant changes required in the audit plan.
  - f. Any difficulties or disputes with the Authority's staff encountered during the audit.
  - g. The organization's accounting principles.
  - h. Other matters related to conduct that should be communicated to the Finance and Audit Committee in accordance with Government Auditing Standards #61.
  - i. Review with the Authority's staff, the Authority's financial performance on a regular basis.
6. **External Auditor.**
  - a. Serve as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes, to assist the Governing Board in selecting an auditor to conduct the annual financial audit required in Section 218.39, Florida Statutes.
  - b. Review and approve the discharge of the Authority's external auditors.

- c. Review the scope and approach of the annual audit with the Authority's external auditors.
- d. Approval all non-audit services provided by the Authority's external auditors.

H. **Auditor Selection Committee**. When serving in the capacity as an "auditor selection committee" in accordance with the requirements of Section 218.391, Florida Statutes (in which capacity the Finance and Audit Committee may so serve at any point), the following additional provisions shall apply to the Finance and Audit Committee (hereinbelow referred to as the "**Auditor Selection Committee**") for the duration of such service:

- 1. The Finance and Audit Committee shall be re-designated as the "Auditor Selection Committee".
- 2. A member of the Governing Board (the "**Governing Board Member**") shall be appointed by the Chairman of the Governing Board to serve as a member and the chair of the Auditor Selection Committee. Such Governing Board Member shall replace the individual that such Governing Board Member appointed to serve as a Finance and Audit Committee Member pursuant to **Section 2.12.2.A**. In addition to the quorum requirements in **Section 2.12.2.C**, the Governing Board Member must be in attendance in order for a quorum to be present.
- 3. An employee, a chief executive officer, or a chief financial officer of the Authority may not serve as a member of the Auditor Selection Committee; however, an employee, a chief executive officer, or a chief financial officer of the Authority may serve in an advisory capacity.
- 4. The committee shall carry out the responsibilities set forth in Section 218.391, Florida Statutes, applicable to an "auditor selection committee" including, without limitation, those identified in clause (3) of Section 218.391.

2.12.3 **Establishment of Risk Management Committee; Purpose**. A committee is hereby established to be known as the Risk Management Committee. The Risk Management Committee is responsible for reviewing and providing recommendations to the Authority with respect to the Authority's safety, insurance and risk management programs.

- A. **Composition**. The Risk Management Committee shall be comprised of five members (each a "**Risk Management Committee Member**"). Each Member of the Governing Board shall be entitled to designate one Risk

Management Committee Member from among the employees of the governmental entity that he or she represents. Each Risk Management Committee Member should have expertise in the particular matters that are to come before the Risk Management Committee. The Director of Risk Management of the Authority will not be a member of the Risk Management Committee but will support the Auditor Selection Committee.

- B. **Meeting Schedule and Notice.** The Risk Management Committee shall annually establish a schedule for meetings; provided, that the chairperson may cancel or reschedule any previously scheduled meeting or call a special meeting. The Risk Management Committee shall meet at the offices of the Authority, or at such other location within the jurisdiction serviced by the Authority. All meetings of the Risk Management Committee except as may otherwise be provided herein below and in accordance with applicable law shall be duly scheduled, subject to public notice and open to the public, to the extent required by, and in accordance with, Florida law. As provided in Section 768.28(16), Florida Statutes, portions of meetings and proceeds conducted solely to the evaluation of claims or which relate solely to offers of compromise of claims are exempt from the public meeting requirements of Section 286.011, Florida Statutes, and Section 24(b), Article I of the State Constitution. It is initially contemplated, although not required, that the Risk Management Committee would meet on a triannual or quarter annual basis.
- C. **Quorum.** The presence in person of a majority of the Risk Management Committee Members shall constitute a quorum for the transaction of business.
- D. **Committee Action.** If a quorum is present, the affirmative vote of a majority of the Risk Management Committee Members shall constitute an act of the Risk Management Committee.
- E. **Officers.** The Risk Management Committee shall annually elect from its members a chairperson and such other officers as determined by the Risk Management Committee. The chairperson shall preside over all meetings of the Risk Management Committee. In his or her absence at any particular meeting, the vice chairperson shall preside over the meeting (if one has been elected). In the absence of a chairperson or vice chairperson, the Risk Management Committee members shall elect a replacement chairperson for such meeting.
- F. **Reports.** At the next meeting of the Oversight Committee following each meeting of the Risk Management Committee, the chairperson (or his or her designee from the Risk Management Committee) shall provide a report to and solicit input from the Oversight Committee on the status

of matters before the Risk Management Committee. The chairperson (or his or her designee from the Risk Management Committee) shall also provide reports to and solicit input from the Oversight Committee regarding such matters on an as needed basis.

G. **Responsibilities**. The Risk Management Committee shall carry out such responsibilities as are assigned to it by the Governing Board or the Oversight Committee and take such actions as it deems appropriate within the scope of its responsibilities assigned hereunder. In furtherance thereof the Risk Management Committee shall and is specifically authorized to:

1. Review pending legislation pertaining to liability and sovereign immunity matters and review LYNX's risk management programs and insurance coverages, and provide periodic status updates and recommendations to the Oversight Committee regarding such matters.
2. If requested by the Governing Board, Oversight Committee or Director of Risk Management, review tort and worker's compensation based demands, claims and lawsuits where the Authority is or would be a potential defendant, respondent or otherwise responsible party, and provide recommendations to the Governing Board, Oversight Committee or Director of Risk Management, as appropriate, regarding such demands, claims and lawsuits. Such recommendations may include whether or not to settle such demands, claims and lawsuits and, if the Risk Management Committee believes that settlement is appropriate, the recommended terms of such settlement.

The undersigned hereby certifies that the foregoing constitutes a true, correct and complete copy of Administrative Rule 2 incorporating all amendments approved to date.

Dated: 3/4, 2020.

  
Name:  
Title: