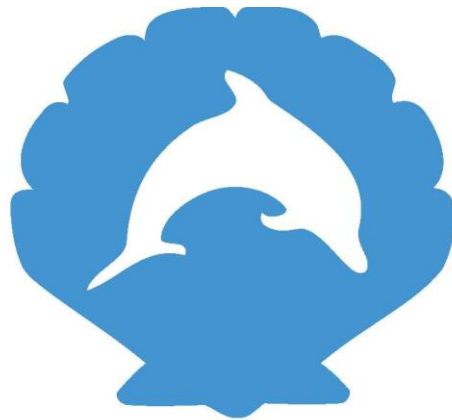


**SARASOTA BAY ESTUARY PROGRAM
OPERATING PROCEDURES MANUAL**



**SARASOTA BAY
ESTUARY PROGRAM**
Restoring Our Bays

Revised: July 2016

OPERATING PROCEDURES MANUAL

Table of Contents

INTRODUCTION	4
I. MANAGEMENT STRUCTURE.....	5
II. ANNUAL BUDGET	6
BUDGET CATEGORIES	7
TRAVEL BUDGET	9
III. PROCUREMENT PROCEDURES	10
APPROVAL OF PURCHASES	10
SELECTION OF CONTRACTORS	11
REQUESTS FOR PROPOSAL.....	12
CONTRACT AGREEMENT	14
INTERGOVERNMENTAL AGREEMENT	14
IV. EXPENDITURES	15
CREDIT CARD	15
EXPENDITURES FOR PROGRAM-RELATED SOCIAL ACTIVITIES.....	15
CASH DISBURSEMENTS	15
CASH RECEIPTS	15
IV. HUMAN RESOURCES	16
AMENDMENTS	
BYLAWS OF SARASOTA BAY ESTUARY PROGRAM	17
OFFICE	17
BOARDS	17
EXECUTIVE DIRECTOR AND OFFICERS OF THE BOARDS	18
BOARD MEETINGS	19
COMMITTEES.....	21
MEDIA RELATIONS.....	21
INDEMNIFICATION AND INSURANCE	21
CONFLICT OF INTEREST	22
ANNUAL AUDIT.....	23

AMENDMENT TO BYLAWS	23
POLICY BOARD CHAIR’S CERTIFICATE	23
CITIZEN ADVISORY COMMITTEE BYLAWS	24
NAME, AUTHORITY, LOCATION, PURPOSE AND FUNCTIONS	24
MEMBERSHIP AND OFFICERS.....	25
MEETINGS	28
SUB-COMMITTEES.....	29
STAFF	29
RECOMMENDATIONS AND INPUT	29
ADOPTION AND AMENDMENTS	29
COMMITTEES.....	29
TECHNICAL ADVISORY BOARD BYLAWS	30
FUND BALANCE POLICY	31
PUBLIC MEETING REQUIREMENTS - USE OF ELECTRONIC MEDIA	32

INTRODUCTION

This Operating Procedures Manual provides a guide to the fiscal and procurement procedures of the Sarasota Bay Estuary Program (SBEP). The objectives of the financial management and procurement system are to provide the Policy Board with reasonable assurance that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with generally accepted accounting principles and the Code of Federal Regulations (40 CFR 31).

The Sarasota Bay Program was named in the Water Quality Act of 1987 as an estuary of national significance. The Act authorizes the Administrator of the Environmental Protection Agency to aid coastal communities in developing Comprehensive Conservation and Management Plans (CCMPs) to clean up and restore estuaries of national significance that are threatened by pollution, development or overuse.

Sarasota Bay was formally designated as a National Estuary Program on June 26, 1989, with the signing of an agreement to develop a CCMP. The Conference Agreement represented the commitments of Management Conference participants for the work to be accomplished over the five-year term of the Program and provided an overview and schedule for work leading to the final CCMP.

In February 1995, the NEP Policy Committee approved *The Voyage to Paradise Reclaimed*, the Comprehensive Conservation and Management Plan for Sarasota Bay. The CCMP was subsequently signed by the Governor and EPA Administrator Browner in November 1995. Since then, program partners have been engaged in implementing the actions identified in the CCMP. A formal Interlocal Agreement was entered into. In July 2004, the Interlocal was subsequently signed by the local governments and non-federal agencies. The core of the Agreement is a voluntary commitment by the signatories to achieve the goals adopted in the CCMP through detailed action plans prepared by each participant.

Preparation of this Operating Procedures Manual is authorized under Section 5.3(f) of the Interlocal Agreement.

I. Management Structure

A seven-member Policy Board was established through the Interlocal Agreement to provide overall direction to the SBEP and make policy decisions on the program budgets and expenditures. Serving on the Policy Board are representatives from the Department of Environmental Protection, the Governing Board or Manasota Basin Board of the Southwest Florida Water Management District, the mayors of Sarasota, Bradenton and the Town of Longboat Key, or their designees, and elected commissioners from the counties of Sarasota and Manatee. The EPA (Environmental Protection Agency) participates on the Policy Board as a non-voting member.

In accordance with the Interlocal Agreement, the Policy Board has primary authority over the administration of the SBEP.

A twelve-member Management Board provides more direct oversight of the Program and makes recommendations to the Policy Board on programmatic priorities and matters of budget and spending. A Technical Advisory Committee (TAC) of more than 50 members serves as the scientific voice of the SBEP, and a 25-member Community Advisory Committee (CAC) advises the SBEP on its public outreach strategy and specific projects to implement that strategy.

This Manual proscribes the expected flow of procurement and accounting documentation and establishes a uniform and systematic accumulation of information and statistical data necessary to fulfill the procurement, financial and accounting requirements of SBEP. An annual report outlining the status of projects and accomplishments shall be prepared as part of the Annual Work Plan. Budget reports shall be provided to the Management and Policy Boards at the regular Management Board meetings and Policy Board meetings.

II. Annual Budget

Operations of the Sarasota Bay Estuary Program are funded primarily through contributions from the EPA, participating local governments and Manasota Basin Board of the Water Management District. The Interlocal Agreement establishes the funding targets and requires that the Policy Board develop and approve an Annual Work Plan and budget, with due public notice. The SBEP shall maintain one year of operating reserves as a fund balance.

The SBEP Executive Director has the authority to apply for and accept grant and cooperative agreement funds if there is no match required or if the local match is no more than \$10,000. Notification of any cooperative agreement of federal assistance applications shall be presented to the Policy Board at its next quarterly meeting.

The SBEP Policy Board hereby grants the authority to the SBEP Executive Director to transfer up to \$15,000 between all project budgets in the approved Annual Work Plan annually. The Policy Board shall be advised of any budget amendments at the next quarterly meeting. Any budget changes to an approved project in excess of \$15,000 shall require the approval of the Policy Board. The Policy Board also allows up to \$15,000 to be transferred by the SBEP Executive Director between business expense line items annually.

The Code of Federal Regulations (40 CFR 31.30) permits grantees and subgrantees to revise budgets within the approved direct cost category to meet unanticipated requirements, and to make limited program changes to the approved project. Therefore, the SBEP Executive Director is authorized to approve transfers up to \$15,000 per Annual Work Plan for revisions between line items within the approved operating budget to meet unanticipated requirements. The SBEP Policy Board shall be notified of budget transfers at its next quarterly meeting.

Additional work tasks under a budgeted amount of \$15,000, which fall into projects previously approved in the Annual Work Plan, may be contracted for in accordance with purchase order procedures as outlined in the Operating Procedures Manual without further approval of the Management and Policy Boards. Budget changes for projects shall require the written approval of the EPA if any of the following occur:

- The revision would result in the need for additional funding
- Cumulative transfers among direct cost categories or among separately budgeted programs, projects, functions, or activities, which exceed or are expected to exceed 10 percent of the current total approved budget, whenever the EPA's share exceeds \$100,000

The SBEP shall obtain prior written approval of the EPA whenever any of the following programmatic changes are anticipated:

- Revision of the scope of work or objectives of the project
- Need for extension of the period of availability of funds

- Changes in key persons in cases where specified in an application of assistance award
- Obtaining the services of a third party to perform activities which are central to the purposes of the award (not including procurement of equipment, supplies, and general support services)

Requests to the EPA for prior approval of any budget revision will be in the same budget form used by the grantee in its application and shall be accompanied by a narrative justification for the proposed revision. Requests for prior approval under applicable federal cost principles (40 CFR 31.22) may be made by letter. A request by a contractor or subgrantee for prior approval shall be addressed in writing to the SBEP. In turn, SBEP shall review and approve or disapprove the request in writing. SBEP shall not approve any budget or project revision which is inconsistent with the purpose of terms and conditions of the federal grant to SBEP. If the requested revision would result in a change to the SBEP-approved project which requires EPA prior approval, the SBEP shall obtain EPA approval before approving the contractor or subgrantee's request (40 CFR 31.30 (3)).

A. Budget Categories

SBEP uses the following budget categories:

Salaries	This item represents the base salaries for all full-time and part-time employees, temporary services and allocations of accrued holidays, vacations and sick leave.
Fringe Benefits	This item represents the cost of FICA taxes, workers compensation, health and life insurance. This cost also includes the contributions made on behalf of the employees to the Florida Retirement System.
Travel/Conferences	This item includes estimated amount needed to accommodate travel requirements associated with work of the SBEP, including mileage, car allowance, per diem, air travel and other associated travel costs. Registration fees for conferences, seminars and workshops are also included in this category.
Office Equipment	This item represents purchases of equipment, furniture, etc. costing in excess of \$500.00 with an expected useful life of at least one year.
Office Supplies	This item represents an estimate of costs needed to provide for normal items, such as paper, pens, note pads, folders, copier and computer supplies, and purchase of software.

Lease	This item represents the annual rental cost of the SBEP office facilities.
Postage	This item represents an estimate of money needed to support the postage demands of the SBEP mailing programs. It includes routine and mass mailing postage and courier services.
Telecommunications	This item represents an estimated annual cost for telephone and related services. The costs include local service, long distance carrier charges, cellular and internet accounts.
Equipment Lease	This item represents the cost of leasing the copy machine, postage meter and other equipment.
Maintenance/Repair	This item represents the cost of upkeep and/or repair of property or equipment.
Printing	This item includes printing labor costs and all materials necessary to produce meeting notices, special reports and other printed or reproduced materials required by various contracts as well as SBEP publications.
Legal Notices	This item represents the costs associated with publicizing bids, meetings, etc.
Subscriptions/Dues	This item represents books, professional magazines, and annual dues of various professional organizations.
General Liability	This item represents the insurance premiums for liability, automobile and property coverage for SBEP.
Contract Procurement	This item represents the cost of professional services to assist the SBEP Procurement in areas where bidding services are required.
Legal Services	This item represents the cost of retaining legal counsel for in-house legal services.
Payroll Services	This item represents costs associated with a contractual payroll system.
Accounting/Auditing	This item represents fees associated with an independent CPA reviewing the finances accordingly.
Computer Support	This item refers to expenses necessary for supporting the staff computer needs, both for hardware and software.

In-Kind Contributions	The value of contributed services used to meet cost-sharing or grant matching requirements.
Contingency	Unexpected expenditures deemed necessary, which are unbudgeted elsewhere.
Operations/Provision	Non-federal funds used for activities and functions including board meetings, internal meetings, and other associated affiliated groups.
Events	Costs associated with workshops and outreach activities to disseminate program information, offer education, or discuss science and/or policy.

B. Travel Budget

The annual travel budget for SBEP professional staff, SBEP Board directors and advisory committee members shall include appropriate program-related intra-and inter-state conferences, workshops and seminars. Travel requests must be approved by the SBEP Executive Director and processed in accordance with Section 112.061, Florida Statutes. Each year's Annual Work Plan shall include a report on the use of travel funds provided by EPA. Complete instructions to employees on travel requests and reimbursement of expenses are provided in the SBEP Personnel Policy, Rules and Procedures Manual.

III. Procurement Procedures

Federal funds, combined with non-federal matching funds from participating local governments and the SWFWMD (Southwest Florida Water Management District) Manasota Basin Board constitute the principal funding sources for the SBEP. The major budget objective of the SBEP is to utilize the available federal funding each year together with an amount of non-federal matching funds sufficient to implement the approved Annual Work Plan.

Costs for major projects included in each year's Annual Work Plan are established through discussions with the Management and Policy Boards and with the advice of the Technical and Citizen Advisory Committees where appropriate. The process is initiated by SBEP staff which recommends specific projects, associated work scopes, and estimated project costs as part of the coming year's work plan. Selection of projects and associated work scopes are based on the work necessary during the coming year to meet the Program's responsibilities under the Interlocal Agreement. The TAC and CAC are called on where necessary to advise staff and the Management Board on what adjustments, if any, are necessary to project work scopes and costs. Projects and estimated costs are then included in the work plan for review by the Management Board which may adjust project work scopes and funding. The Management Board's recommendations are provided to the Policy Board for final review and approval and further adjustment as deemed appropriate by the Policy Board.

The process is designed to take advantage of the considerable knowledge and experience of professionals and policy makers serving on the various boards and advisory committees.

SBEP has been requested by EPA Region N to specify in each Request for Proposal (RFP) the amount of federal funding supporting the particular project. To comply with the intent of that requirement and still allow for some competitiveness in pricing of projects, a narrow range of the expected cost of the work is specified in the RFP. Respondents to RFPs typically bid within that price range, so the selection process is reduced to a matter of selecting the best qualified consultant with the most effective approach to accomplishing the work.

Contracts are written on a cost-reimbursement basis with a not-to-exceed amount. This provides a convenient basis for invoicing work accomplished by the contractor and tracking the level of effort being expended on a particular task. The not-to-exceed amount specified in a particular contract is the price offered in a contractor's proposal and includes the contractor's profit. Contract negotiations center on obtaining the best possible product(s) within the budget allocated for a particular project.

A. Approval of Purchases

In addition to initial approval in the Annual Work Plan, the following internal accounting controls are observed. All purchases must be approved by the SBEP Finance Director. Additional approval is required as follows:

1. The SBEP Executive Director shall approve expenditures over \$500, unless specified differently, as set forth in Cash Disbursements.

2. Service contracts under \$15,000 shall be approved by the SBEP Executive Director.
3. Services over \$15,000 shall be approved by the SBEP Policy Board or the SBEP Management Board as so designated by the Policy Board.
4. The SBEP Executive Director will review contract work plans, field trip requests, grant requests and project printing planned expenditures for final approval.

B. Selection of Contractors

In order to keep the SBEP staff a small yet effective working unit, specialized technical services and other specialized needs will be obtained through qualified consultants and agencies in the public sector. It is the intent of SBEP to select the best-qualified firms and agencies to provide the services necessary to meet SBEP's responsibilities under the Interlocal Agreement. Positive efforts will be made by SBEP to comply with EPA guidelines by soliciting business or other organizations owned or controlled by socially and economically disadvantaged individuals, women and historically black colleges and universities. Whenever possible, SBEP will endeavor to the fullest extent practicable to negotiate a "FAIR Share" percentage of no less than 10.3 percent of the federal funds for prime contracts, subcontracts, supplies, etc. to organizations owned or controlled by minorities. SBEP fully supports the utilization of minority business enterprises as defined in the Florida Small and Minority Business and Assistance Act.

All procurement procedures shall be conducted in accordance with the code of Federal Regulations (40 CFR 31.36) and as applicable Chapter 287, Florida Statutes and Chapter 60A-1, Florida Administrative Code, to the extent that the Florida Statutes are not in conflict with applicable Federal laws and standards.

The following purchasing categories have been created in Chapter 287.017, F.S.

A	Category One:	\$ 15,000
B	Category Two:	25,000
C	Category Three:	50,000
D	Category Four:	150,000
E	Category Five:	250,000

Pursuant to Chapter 287 F.S., the following contractual services shall be excluded from the bidding process: services provided by governmental agencies (including state universities), artistic services, auditing services, educational events offered to the public. However, a detailed scope of work and any other appropriate documentation deemed necessary by EPA will be provided.

Regardless of whether a purchase order or written agreement is used, the document must contain clear and specific language regarding services/deliverables that must be rendered and accepted prior to payments being made.

C. Requests for Proposal

All contracts for the purchase of commodities or contractual services in excess of the threshold for Category Two shall be awarded by competitive sealed bidding unless determined that the competitive sealed bidding is not practicable, at which time procurement by competitive proposal will be conducted and a Request for Proposal (RFP) will be issued. Respondents to RFPs are required to submit price information with their proposal pursuant to instructions from EPA Region IV.

Following approval by the Policy Board of projects listed in the Annual Work Plan, the procedure for Requests for Proposals is as follows:

1. The Project Manager, in consultation with the SBEP Executive Director, prepares appropriate RFP and invitation-to-bid documents, including scope of work, price range, (in the case of RFPs) time frame, and the evaluation method. Written selection procedures for procurement shall include a clear and accurate description of product or services required, identification of all requirements which offerors must fulfill, and factors to be used in evaluating proposals. If it is anticipated that a contract may be renewed, it shall be so stated in the invitation to bid or the RFP. The bid shall include the price for each year for which the contract may be renewed. Evaluation of bids and proposals shall include consideration of the total price for each year as quoted by the bidder.
2. An evaluation committee shall be appointed by the SBEP Executive Director. The committee shall be comprised of at least five individuals who have experience and knowledge in the program for those projects whose budgets are Category Four and over and at least four individuals for projects whose budgets are within Categories Two and Three. No employee, officer, or agent of the SBEP, nor any member of the evaluation committee, shall participate in the selection, award or administration of a contract if a conflict of interest exists. Consultants, whether or not they submit proposals to SBEP, are not permitted to serve on selection committees.
3. Advertisement of RFPs shall follow applicable local, state and federal ordinances.
4. Respondent bids/proposals shall be held unopened and publicly opened at the time prescribed in the legal advertisement and bid documents.
5. SBEP reserves the right to reject any or all bids/proposals and such reservation shall be indicated in all advertising and invitations to bid/requests for proposals.
6. SBEP reserves the right to waive any minor irregularities in an otherwise valid bid/proposal. Variations which are not minor cannot be waived.

7. SBEP shall provide notice of a decision concerning a bid solicitation or a contract award to all respondents by United States mail or by hand delivery or telephone facsimile.
8. Any person who is adversely affected by the decision shall file with the SBEP a verbal notice of protest in writing 72 hours after receipt of the notice of the agency decision and shall file a formal written protest within 10 business days after the date of filing of the notice of protest. Failure to file a notice of protest or failure to file a written protest shall constitute a waiver of proceedings. The formal written protest shall state with particularity the facts and law upon which the protest is based.
9. Upon receipt of the formal written protest which has been timely filed, SBEP shall stop the bid solicitation process or the contract award process until the subject of the protest is resolved by final agency action.
10. SBEP, on its own initiative or upon request of a protestor, shall provide an opportunity to resolve the protest by mutual agreement between the parties within 10 business days of receipt of a formal written protest.
 - a) If the subject of a protest is not resolved by mutual agreement within 10 business days of receipt of the formal written protest, and there is no disputed issue of material fact, an informal proceeding shall be conducted pursuant to Chapter 120.57(2) Florida Statutes and applicable SBEP rules before a person designated by SBEP.
 - b) If the subject of a protest is not resolved by mutual agreement within 10 business days of receipt of the formal written protest, and if there is a disputed issue of material fact, a formal proceeding shall be conducted pursuant to Chapter 120.57(1), Florida Statutes and the model rules of procedure adopted by the Florida Administrative Commission.
11. Upon receipt of a formal written protest, the SBEP Executive Director shall expedite the hearing and assign a hearing officer or designate the Florida Department of Administrative Hearings who shall conduct a hearing within 20 business days of the receipt of the formal written protest by the Department and render a recommended order within 30 business days after receipt of the hearing transcript by the hearing officer, whichever is later. The provisions of this paragraph may be waived upon stipulation by all parties.
12. Records of procurement history including rationale for the method of procurement, selection of contract type, contractor selection or rejection, shall be maintained in the administrative files along with a complete file stored at the SBEP Records Center for a minimum of three years.
13. The list of selected firm(s) will be presented to the Management Board for review and recommendation and to the Policy Board for approval.

14. The SBEP will draft the contract with selected firm(s) or governmental agency as appropriate and submit the contract for legal review.
15. A Project Manager is assigned by the SBEP Executive Director for each project. The Project Manager shall ensure that contractual services are rendered in accordance with the terms, conditions and specifications of the contract.
16. The SBEP Executive Director, in the quarterly report, shall notify the SBEP Management and Policy Boards of the contract award.
17. The SBEP Executive Director and Project Manager will negotiate the agreement with the selected firm or agency.
18. The SBEP Secretary is responsible for maintaining a contract file on all contracts. To ensure the preservation of integrity to the fullest extent possible in the selection, award or administration of any contract supported by public funds, SBEP shall follow procedures in accordance with the Code of Federal Regulations (40 CFR 31.36) and Chapter 287, Florida Statutes to the extent that Florida Statutes are not in conflict with applicable Federal laws and standards.

D. Contract Agreements

Contract agreements are normally generated as a result of professional service assistance required by SBEP. Contingent upon the recommendation of the Management Board, the Policy Board approves contractor short-lists and authorizes staff to negotiate with top-ranked firms. Contracts shall be approved as to form and content by SBEP Executive Director, SBEP Project Manager and legal counsel (as required), then signed by the SBEP Executive Director. Contracts shall first be presented for signature to the contractor.

Two original contracts shall be executed. One original is retained in the contract files, one original is mailed to the consultant; and one copy is mailed to the Environmental Protection Agency (EPA) Project Officer. All contract documents and data including draft, interim, and final reports developed, created or written by the Contractor shall be produced on recycled paper.

E. Intergovernmental Agreements

The procurement procedures set forth in 40 CFR 31.36 encourage grantees and subgrantees to enter into state and local intergovernmental agreements for the procurement or use of common goods and services to foster greater economy and efficiency. In conjunction with the Florida Statutes Section 163.01, known as the Florida Interlocal Cooperation Act of 1969, public entities may interact with each other on a basis of mutual advantage by entering into an intergovernmental agreement. Requirements and procedures for processing intergovernmental agreements are the same as outlined for contracts.

IV. Expenditures

A. Credit Cards

Credit cards shall be used, when practical, to purchase goods and services for SBEP use. A corporate credit card account will be established and used, when appropriate, for purchases. The SBEP Finance Director will receive statements and process them on a monthly basis.

B. Expenditures for Program- Related Social Activities

There are sometimes associated activities at commonly related programs that would be appropriate for SBEP to attend. The SBEP Executive Director has authority to reimburse such activities to a threshold of \$200 per person, per event, with an annual budget of \$1000. Examples of such community functions would include activities sponsored by GWIZ, the Florida House, Sarasota Sportsmen's Association, the Tampa Bay Regional Planning Council, etc.

C. Cash Disbursements

Small purchases under \$500, single payments, and certain routine purchases such as utilities, postage, office supplies, telephone, etc. do not require the use of a purchase order. The SBEP Finance Director shall account for routine bills and purchases. Checks are issued twice a month or more often, depending on need.

The SBEP Finance Director receives all bank statements for reconciliation. All bank reconciliations are reviewed by the accountant.

D. Cash Receipts

The objective is to ensure that all cash and checks are accurately received, recorded, and promptly deposited. The following policies regarding the handling of cash receipts and shall be adhered to: SBEP Finance Director is responsible for all cash, checks and wire transfers received. All checks will be endorsed by rubber stamp "for deposit only Sarasota Bay Estuary Program," before deposit.

V. Human Resources

When a person is hired, the SBEP Secretary immediately prepares a personnel folder. This folder should contain the following documents:

- ✓ Completed Application
- ✓ Resume
- ✓ Copy of Social Security or Passport
- ✓ Driver's License
- ✓ W-4
- ✓ Personnel Policy, Rules and Procedures Manual (Employee Handbook)

Salary ranges are based on position of market status. Ranges are addressed more thoroughly in the Personnel Policy, Rules and Procedures Manual. Subject to annual appropriations, the Executive Director has the authority to determine compensation within the proposed salary levels. Cost of living adjustments to those ranges will be market based.

All employees are eligible for participation in the Florida State Retirement system. The SBEP Executive Director will receive Senior Management service designation in the Florida State Retirement system. All other employees will be considered general employees.

Non-exempt employees working in excess of the normal workweek must receive prior approval before working overtime hours. All time must be reported to the nearest quarter of an hour.

Full-time and part-time employees accumulate sick and vacation leave as addressed in the SBEP Personnel Policy, Rules and Procedures Manual. The employee must complete a request for leave form for sick and annual leave taken.

Payroll checks are issued bi-weekly, with a corresponding journal entry made. These are reviewed with the monthly financial reports by the accountant.

An employee terminating employment, in accordance with the established SBEP Personnel Policy, Rules and Procedures Manual, is entitled to a final check that includes pay for accumulated vacation and sick leave if applicable.

**BYLAWS
OF
SARASOTA BAY ESTUARY PROGRAM**

ARTICLE ONE - OFFICE

The SBEP shall maintain its principal office in the State of Florida at such place as may be fixed from time to time by the Policy Board.

ARTICLE TWO - BOARDS

- 2.1 Powers and Responsibilities of the Policy Board. All SBEP powers shall be exercised by or under the authority of, and the business and affairs of the SBEP shall be managed under the direction of the Policy Board. The Policy Board may delegate specified duties and responsibilities to the Executive Director and the Management Board, and may establish administrative policies including but not limited to those dealing with the general operations and personnel of the SBEP.
- 2.2 Power and Responsibility of the Management Board. The members of the Management Board shall serve as advisors to the Policy Board on all matters to be considered at meetings of the Policy Board, oversee the efficient and fiscally responsible operation of the SBEP, and monitor the commitments of the parties to the Interlocal Agreement, including development and implementation of the Comprehensive Conservation and Management Plan (CCMP) and CCMP supplements, Action Plans and Action Plan supplements.
- 2.3 Board Membership. The Policy Board and the Management Board shall each include a representative selected by each Party to the Interlocal Agreement and a representative of the United States Environmental Protection Agency. In addition, the Management Board shall also include representatives from the U.S. Environmental Protection Agency, U.S. Fish and Wildlife Service, Fish and Wildlife Research Institute, the U.S. Army Corps of Engineers, the Florida Fish and Wildlife Conservation Commission, the Chair of the Technical Advisory Committee and the Chair of the Citizens Advisory Committee. Members of each Board may appoint alternates to serve in their place and attend meeting with the same rights as an appointing Member.
- 2.4 Voting. Each Member of the Policy Board shall have one vote, except that the representative of the U.S. Environmental Protection Agency shall be a non-voting member of the Policy Board. Each Member of the Management Board shall have one vote, except that representatives of the U.S. Fish and Wildlife Service, U.S. Army Corps of Engineers and the U.S. Environmental Protection Agency shall be non-voting Members of the Management Board.

ARTICLE THREE - THE EXECUTIVE DIRECTOR AND OFFICERS OF THE BOARDS

- 3.1 Executive Director. The Policy Board shall appoint and exercise supervisory authority over the Executive Director. The Policy Board shall conduct the Executive Director's performance review on an annual basis and establish compensation. The Executive Director shall carry out policy as established by the Policy Board and shall also perform the duties associated with the day-to-day, general management of the affairs and staff of the SBEP, including acceptance of service of process.
- 3.2 Officers of the Boards. The officers of each Board shall consist of a Chair and a Vice-Chair, except that the Policy Board shall also have a Secretary-Treasurer. The officers of either Board shall have the following duties:
- a. Chair. The Chair or Co-Chair of each Board shall preside at all meetings of the applicable board and perform such other duties prescribed in these Bylaws or assigned by the Board;
 - b. Vice-Chair. The Vice-Chair shall, in the absence of the Chair and Co-Chair, perform the duties of the Chair as well as any other duties assigned by the Chair; and
 - c. Secretary-Treasurer. Subject to the direction of the Policy Board, the Secretary-Treasurer, with the support of the Executive Director, shall ensure that all records of the SBEP are maintained and that all financial transactions or dealings of the SBEP are executed in accordance with the Operating Procedures Manual and applicable law. The Secretary-Treasurer shall perform such other duties as may be prescribed by the Policy Board. The Secretary/Treasurer role will be filled by the Vice-Chair, with the Chair acting as the alternate Secretary/Treasurer.
- 3.3 Officers' Designation, Election, Appointment, and Tenure of Officers. Until such time as the U.S. Environmental Protection Agency ceases funding as provided in Article Nine of the Interlocal Agreement, the Co-Chairs of each Board shall be the representatives of the Florida Department of Environmental Protection and the U.S. Environmental Protection Agency who serve on each Board. The Vice-Chair of each Board and the Secretary-Treasurer of the Policy Board shall be elected every two years at the August meeting. Officers from each Board may be re-elected to multiple terms. The Management Board's election of Vice-Chair must be approved by the Policy Board. New appointments of officers require a simple majority of the Policy Board.
- 3.4 Removal of Officers. Any officer elected or appointed by the Policy Board or Management Board may be removed by the applicable Board whenever in its judgment the best interests of the SBEP will be served thereby. The Board shall not act to remove a newly-elected officer any sooner than two regularly-scheduled board meetings after that officer's election.
- 3.5 Vacancies. A vacancy in any office may be filled by the Board electing or appointing said officer.

ARTICLE FOUR - BOARD MEETINGS

4.1 Frequency of Meetings.

- a. The Policy Board and Management Board shall each hold a minimum of three regular meetings each calendar year, or more often as called by its Chair.
- b. Special meetings of either Board may be called at any time by the Board Chair and will be scheduled as soon as practicable.

4.2 Time of Meetings. The time of the next regular meeting will be scheduled prior to the adjournment of any regular meeting, or as soon thereafter as possible.

4.3 Notice of Meeting. Written notice stating the date, time, and place of any regular meeting of either Board must comply with the requirements of the Florida Sunshine Law (Chapter 286, F.S.) and be given to each Board member not less than 10 days before the meeting.

4.4 Waiver of Notice.

- a. Actual Waiver. A Board member may waive his or her receipt of any required notice before or after the date and time stated in the notice. The waiver must be in writing, signed by the Board member entitled to notice, and delivered to the SBEP for inclusion in the minutes or filing with the records of the SBEP. Neither the business to be transacted at, nor the purpose of any meeting of the Board need be specified in any written waiver of notice.
- b. Constructive Waiver. A Board member's attendance at a meeting of its Board waives his or her objection to lack of notice or defective notice of the meeting of such Board, unless at the beginning of the meeting or promptly upon the member's arrival at the meeting, the member objects to the holding of the meeting of such Board or transacting business at the meeting.
- c. Presumption of Assent. A member of either Board of the SBEP who is present at a meeting of his or her Board at which action on any matter is taken shall be presumed to have assented to the action taken, unless the member objects, at the beginning of the meeting or promptly upon the member's arrival at the meeting, to the holding of the meeting or the transacting of specified business at the meeting, or unless the member votes against such action or abstains from the action taken.
- d. No Waiver of Public Notice. Public notice of any meeting that is required to be given in accordance with the Florida Sunshine Law (Chapter 286, F.S.) may not be waived for any reason.

4.5 Agenda. Board members may submit items to the Executive Director for inclusion on the agenda 15 days prior to the meeting date. The agenda for meetings will be developed by the

Executive Director and approved by the Chairman for each meeting. The final agenda and meeting materials for the Board's consideration will be distributed to the Board seven days in advance of a meeting. Additional items may be added at the beginning of a meeting if approved by a majority vote of those present.

- 4.6 Quorum. A quorum for meetings shall be a majority of voting Board members. Attendance shall be either in person or by telephone or other communication whereby the distant member and those members present in person all hear and may speak to and be heard on the matters raised therein. However, a quorum of voting members must be physically present in order to conduct a meeting.
- 4.7 Extraordinary Voting Requirements. A vote of two-thirds of the membership of the Policy Board is required to approve the SBEP budget, authorize expenditures or approve personnel actions. An affirmative vote of a majority of the Policy Board voting-membership is required to approve individual Action Plans. The CCMP and its Goals will not be amended, changed, extended, modified or supplemented without the unanimous consent of all voting Members of the Policy Board. For all other action by either Board, the affirmative vote of a majority of those in attendance is required.
- 4.8 Action of the Board. Action by either Board shall only be taken at meetings where a quorum is present. Such action shall be by a majority vote of those present, except where the Interlocal Agreement specifically provides otherwise. The terms "unanimously approved" and "unanimously agreed" as used in the Interlocal Agreement shall mean an affirmative vote of all Board members, except as otherwise provided in the Interlocal Agreement. Meetings will be conducted in accordance with the Florida Sunshine Law (Chapter 286, F.S.) and procedures set out in Robert's Rules of Order.
- 4.9 Recordation of Actions. All actions of either Board shall be recorded in minutes and shall be mailed to members of the applicable Board no fewer than 10 days prior to the next Board meeting.
- 4.10 Staff Participation. Each member of the Policy Board may bring staff participants to meetings. Staff participants can participate fully in meeting discussions but without a vote.
- 4.11 Public Participation at Meetings. All meetings of each Board are open to the public and public comment will be allowed on agenda and non-agenda items at the beginning of each meeting.

ARTICLE FIVE – COMMITTEES

- 5.1 Advisory Committees. The Technical Advisory Committee is a fact-finding committee that provides advice to the Executive Director. The Community Advisory Committee provides advice to the Policy Board and the Management Board on matters related to implementation of the Comprehensive Conservation and Management Plan (CCMP) and other issues and questions posed by the Boards related to the restoration and protection of Sarasota Bay.
- 5.2 Other Committees. Either Board may create or abolish such additional committees as they deem necessary. Any other committee established by either Board shall be chaired by a designated Board member.

ARTICLE SIX – MEDIA RELATIONS

Active media participation in all aspects and activities of SBEP is invited and encouraged. The Executive Director, or his designee, shall serve as the primary media contact source.

ARTICLE SEVEN - INDEMNIFICATION AND INSURANCE

- 7.1 Indemnification for Good Faith Actions.
- a. To the full extent permitted by law, the SBEP shall have the power to indemnify any Board member, Officer or employee of the SBEP against and from any and all claims, costs, charges and expenses (including fees and expenses of attorneys, expert witnesses and other consultants) which may be imposed in connection with his or her service as a Board member, Officer or employee of the SBEP, if such person acted in good faith and in a manner reasonably believed to be in the best interest of the SBEP and, with respect to any criminal action or proceedings, had no reasonable cause to believe such conduct was unlawful. The termination of any proceedings by judgment, order, settlement, or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in the best interest of the SBEP, or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
 - b. In case any claim shall be made or action brought against any Board member, Officer or employee of the SBEP in which indemnity may be sought against the SBEP, such indemnified Board member, Officer or employee shall promptly notify the SBEP in writing setting forth the particulars of such claim or action.
- 7.2 Liability Insurance. The SBEP shall purchase and maintain insurance on behalf of any person who is or was a Board member, Officer or employee of the SBEP, or is or was serving at the request of the SBEP as a Board member, Officer or employee against liability asserted against said Board member, Officer or employee and incurred by him or her in any such capacity, or arising out of his or her status as such. The SBEP shall purchase and maintain

insurance on behalf of the SBEP against liability asserted against the SBEP for any negligent act, error or omission of the SBEP or any of its Board members or employees.

7.3 Standards of Performance of Board Members of Both the Policy Board and the Management Board.

- a. In General. A Board member shall perform his or her duties as a Board member, including his or her duties as a member of any committee of a Board upon which he or she may serve, in good faith, with such care as an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes to be in the best interests of the SBEP.
- b. Board Members' Reliance.
 - (i) In performing his or her duties, each Board member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - (a) the Executive Director or any authorized personnel or consultants if any, of the SBEP; or
 - (b) legal counsel, public accountants or other persons as to matters which the Board member reasonably believes to be within such persons' professional or expert competence.
 - (ii) A Board member shall not be liable for the negligent acts or omissions of any employee, agent or representative, nor for anything the Board may do or refrain from doing in good faith, including errors in judgment, acts done or committed on advice of counsel, or mistake of law or fact.
 - (iii) A Board member shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

ARTICLE EIGHT - CONFLICT OF INTEREST

8.1 Vote or Action. No member of a Board of any staff member shall participate in any vote or take any action which would constitute a conflict of interest under Federal law or violate the Code of Ethics for Public Officers and Employees as set forth in Chapter 112, Part III, F.S.

8.2 Financial Disclosure. Each Policy Board member, alternate, and the Executive Director shall file a full and public disclosure of financial interests in accordance with the provisions of Sections 112.3144 and 112.3145, F.S., as they may be amended from time to time.

ARTICLE NINE - ANNUAL AUDIT

The SBEP shall provide for an annual audit of its financial statements and shall provide the audited annual financial statements to each Party to the Interlocal Agreement after the close of each fiscal year upon completion of the audit.

ARTICLE TEN - AMENDMENTS TO BYLAWS

- 10.1 Amendment or Repeal of Bylaws. The Policy Board may amend or repeal these Bylaws by unanimous vote, provided that any such amendment or repeal will not become effective until the next regularly scheduled meeting of the Policy Board.

- 10.2 Writing. All Bylaws and amendments, including committee bylaws, shall be memorialized in writing, either by reproduction as amended or by attachment.

POLICY BOARD CHAIR’S CERTIFICATE

THIS IS TO CERTIFY that I am the Chair of the Policy Board of **the SARASOTA BAY ESTUARY PROGRAM**, and the foregoing Bylaws of said SBEP were duly adopted by unanimous vote of the Policy Board of the SBEP at a meeting held on _____, 2016.

IN WITNESS WHEREOF, I have affixed my signature this _____ day of _____, 2016.

SIGNATURE: _____

NAME PRINTED: _____
CHAIRMAN

**SARASOTA BAY ESTUARY PROGRAM
CITIZEN ADVISORY COMMITTEE
BYLAWS**

Approved by Policy Board – 5.2.14

ARTICLE I – NAME, AUTHORITY, LOCATION, PURPOSE AND FUNCTIONS

- 1.1 Name: The name of this organization shall be the Sarasota Bay Estuary Program Citizens Advisory Committee, hereafter referred to as the “CAC”. Its area of interest shall be the entire Sarasota Bay and all of its tributaries, including but not limited to Anna Maria Sound, Palma Sola Bay, Little Sarasota Bay, Roberts Bay and Blackburn Bay.
- 1.2 Authority: The CAC has been established by the Policy Board of the Sarasota Bay Estuary Program (SBEP) pursuant to Section 5.7 of the Interlocal Agreement, dated October 1, 2004, governing the existence of the SBEP.
- 1.3 Location: The principal mailing address of the CAC shall be the SBEP office established by the SBEP Policy Board.
- 1.4 Purpose and Functions: The CAC shall provide citizen input to the SBEP Management Committee and Policy Board on the process of implementing, and promote public awareness and understanding of, the SBEP goals.

The CAC shall, as a deliberative body and in accordance with these bylaws:

- Advise the Management Committee and the Policy Board in the production of the annual report, review of the annual work plan and the budget.
- Identify opportunities and mechanisms to involve the public in implementing the CCMP.
- Communicate with decision makers and other implementing authorities about implementation needs for the CCMP.
- Abide by the policies established by the SBEP Policy Board for the SBEP.
- Make recommendations on issues referred by the Management and Policy Boards.

ARTICLE II – MEMBERSHIP AND OFFICERS

2.1 Membership

- A. General Members: The CAC shall be composed of residents of Manatee and Sarasota counties appointed to the CAC by the SBEP Policy Board, and represent a cross section of groups and organizations that use or have concerns about Sarasota Bay. The interests shall include:
- Environmental, conservation and watershed associations.
 - The user community including but not limited to business, industry, real estate, sport and commercial fisheries, recreation, boating.
 - Environmental education/academic community.
 - Community stewards/general public.
- B. Honorary Members: This designation may be conferred upon a past member who has a history of long and meritorious service with the CAC or Program Office.
- Recognition may be achieved upon the recommendation of one current CAC member, seconded by another current member and by a three-quarter vote at the annual meeting.
 - They shall have all the privileges of CAC membership with none of the membership obligations.
 - They are entitled to vote in all CAC business.
 - They may not make or second motions.
- C. Composition: The goal shall be to recruit a fair distribution of members from both Sarasota and Manatee Counties and to achieve a distribution of representation from among the membership categories defined in sub-section A. Membership on the CAC shall not exceed 30 general members. When there are less than 25 general membership members, the SBEP staff and the CAC (or a sub-committee thereof) shall begin recruitment of new CAC member candidates.

2.2 Criteria for Membership

Each member shall:

- Support the goals and objectives of the SBEP.
- Assume the responsibility for communicating with groups and the general public; and to attend scheduled meetings.
- Have an active e-mail account, so that they can receive committee correspondence from SBEP staff.
- Have knowledge and interest in Sarasota Bay water quality and resource management issues.

2.3 Terms of Appointment; Removal

The terms of appointment of the members appointed by the SBEP Policy Board pursuant to these bylaws shall be not limited. The term of appoint of any member serving in office on the date of adoption of these bylaws shall expire on January 1, 2015, unless such member is appointed to the CAC by the SBEP Policy Board pursuant to Section 4, below.

Any member of the CAC may be removed from office by majority of the full membership of the SBEP Policy Board. In the event that any member (a) is no longer a resident of Manatee or Sarasota County, (b) is convicted of a felony or any offense involving moral turpitude while in office, or (c) is found to have violated the policies of the SBEP or these bylaws, the SBEP Policy Board shall terminate the appointment of such person as a member of the CAC.

2.4 Method of CAC Appointment

All members of the CAC shall be appointed by the SBEP Policy Board by majority vote. The process for new member appointment to the CAC shall be as follows:

- Nominations for new members will be solicited from current members, SBEP management committee, and SBEP office staff, and an open invitation shall also be extended to the general public.
- The Vice-Chairman and SBEP staff shall review all applications considering the provisions of these bylaws concerning membership qualifications and composition and submit a list of proposed members to the SBEP Executive Director for presentation to the SBEP Policy Board for review and approval.
- The Executive Director shall forward the approved membership list to the SBEP Management Committee, for the record.
- The SBEP Executive Director may establish procedures for interested citizens to apply for membership on the CAC, and delegate to SBEP staff persons the responsibility to review and process such applications.

2.5 Duties of Members

CAC members shall:

- Attend regular meetings. If a member misses three consecutive meetings, the Chairperson(s) may ask the SBEP staff to solicit replacements for CAC consideration at the next regularly scheduled meeting. After missing two consecutive meetings, a member will be notified in writing of impending forfeiture of their seat on the CAC.
- Volunteer for at least one SBEP sponsored activity or special event each year.
- Assist the Management Committee and the Policy Board in the development, revision, and implementation of the Comprehensive Conservation and Management Plan.
- Serve as liaisons between their respective organizations and the public by communicating the activities of the SBEP and the CAC to their respective organizations and/or representative interest groups and conversely communicate

the comments and concerns of these organizations to the SBEP Policy Board, Management and other SBEP Committees as appropriate.

- Abide by the policies established by the SBEP Policy Board for the SBEP.

6.6 Compensation

All members shall serve without compensation.

6.7 Officers

Officers of the CAC shall be elected by members. The officers shall be a Chair, a Vice-Chair and Secretary. Terms of office shall be for two years. Nominations of candidates shall be made during the annual CAC meeting, to be held in the last quarter of each calendar year. Officers shall be elected by a majority vote of CAC members or designates present, every other year, at the annual meeting when a quorum is present.

6.8 Responsibilities of Officers

The Chairman shall:

- Attend SBEP Management Committee meetings.
- Communicate recommendations and concerns of the CAC to the SBEP Management Committee, and, vice versa.
- Set CAC meeting agenda with assistance from SBEP staff.
- Conduct CAC meetings.
- Coordinate an annual process to evaluate progress, priorities and next steps for the CAC, with assistance from the SBEP staff.

The Vice-Chairman shall:

- Serve in the absence of the Chair.
- Chair the SBEP CAC Membership Committee.

The Secretary shall:

- Evaluate attendance record and establish a quorum.
- Record CAC meeting minutes.

ARTICLE III - MEETINGS

3.1. Meetings

Meetings of the CAC shall be held at least 6 times per calendar year. The meeting schedule for the year shall be established at the last meeting of each calendar year, for the next year.

Meetings of the CAC shall take place in Manatee or Sarasota County.

Meetings of the CAC shall be open to the public and noticed by the project office in conformance with applicable Federal, state and local sunshine/public access requirements. A portion of time will be allocated at each meeting for public comment.

3.2. Agenda Items

Matters to be placed on the agenda for consideration at meetings of the CAC may be requested by any member of the following: CAC, Management Committee, TAC, PB, or SBEP staff.

3.3. Parliamentary Procedure

The CAC may establish rules of procedure for the conduct of meetings in accordance with applicable law, the policies established by the SBEP Policy Board and these bylaws. In the absence of an applicable rule of procedure, Robert's Rules of Order, Revised, shall apply.

3.4. Conflict of Interest

No member of the CAC or staff representative shall participate in any decision or vote which would constitute or appear to be a direct conflict of interest. Members shall state any potential conflicts of interest prior to any discussion and abstain from voting on that issue.

3.5. Quorum

At least fifty-one percent (51%) of the current total membership, at that time, provided that at least one of either the CAC Chairman or Vice Chairman is present, shall constitute a quorum. Each member shall have one vote.

3.6. Annual Meeting

There will be one Annual Meeting per calendar year. Every other year, at the annual meeting, CAC Board Officers will be nominated and elected.

ARTICLE IV – SUB-COMMITTEES

The CAC Chairman, in conjunction with SBEP Executive Director and staff may designate Ad hoc or standing sub-committees to facilitate the SBEP as deemed appropriate. All sub-committees shall elect a Chairman who will report sub-committee activities and progress to SBEP staff and at the CAC meetings. Sub-committees shall provide recommendations and input to the full CAC, and are not authorized to provide such recommendations or input to the SBEP staff, Management Board or Policy Board without first receiving the approval of the full CAC in accordance with Article VI, hereof.

ARTICLE V - STAFF

Staff support for the CAC shall be provided by the SBEP staff under the direction and authority of the SBEP Executive Director. The staff shall be responsible for summarizing meetings, shall transmit notices and agendas to the membership, and shall provide a copy of the summary of the previous meeting to each member prior to the next regular meeting. The summary shall include consensus, majority and dissenting views on matters that come before the CAC. The staff will coordinate CAC volunteer activities and provide assistance in scheduling and procuring appropriate facilities for CAC meetings.

ARTICLE VI – RECOMMENDATIONS AND INPUT

Recommendations and input provided by the CAC to the SBEP staff, Management Board and/or Policy Board shall reflect and cite the pertinent section(s) of the SBEP CCMP. Such Recommendations and input shall be developed and approved by the CAC, in a properly noticed public meeting, by a two-thirds majority vote. Such recommendations and input will be provided to the Management Committee and Policy Board for their consideration.

CAC recommendations and input shall be consistent with SBEP Policies as adopted by the SBEP Policy Board, including without limitation the Policy regarding land use and permitting decisions adopted by the Policy Board at their meeting on January 31, 2014.

ARTICLE VII – ADOPTION AND AMENDMENTSs

7.1. Adoption

These bylaws and any amendments thereto shall be effective immediately upon adoption by the SBEP Policy Board.

7.2. Amendments

Amendments to these bylaws must be approved and adopted by the SBEP Policy Board.

**DULY ADOPTED BY THE
SBEP POLICY BOARD,**

MAY 2, 2014



111 S. Orange Avenue, Suite 200W, Sarasota, Florida • tel: 941.955.8085 • fax:
941.955.8081
www.sarasotabay.org

Date: April 1, 2016

To: Policy Board Members

From: Mark Alderson, Executive Director

Subject: TAC Bylaws

The draft set of bylaws for the TAC have been reviewed and are not proposed for adoption. The TAC is an advisory body to the Executive Director and SBEP staff that does not make any recommendations to a final decision maker. The draft bylaws are contrary to this and would make the TAC subject to the Sunshine Law. The TAC has worked effectively and meaningfully as an informal body that comes together to share technical and factual data based on the years of experience of the committee members. It does not take votes or implement actions. Instead, the members share their expertise with the Executive Director and members of the SBEP staff. As such, it works best without a formal set of bylaws.

Board of Directors

City of Sarasota
City of Bradenton
Sarasota County
Manatee County
Town of Longboat Key
Southwest Florida Water Management District

Federal Partners

U.S. Fish & Wildlife Service
U.S. Army Corp of Engineers
U.S. Environmental Protection Agency



111 S. Orange Avenue, Suite 200W, Sarasota, Florida • tel: 941.955.8085 • fax:
941.955.8081
www.sarasotabay.org

Date: April 1, 2014

To: Policy Board Members

From: Mark Alderson, Executive Director

Subject: Fund Balance Policy

This is to modify the Operating Procedures Manual incorporating the Fund Balance Policy adopted at the February 12, 2016, Policy Board meeting.

The policy is to:

“Maintain one year of operating reserves as a fund balance.”

This will be incorporated on Page 2 of section entitled the Annual Budget, second paragraph.

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U.S. Environmental Protection Agency



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MEMORANDUM

To: Policy Board Members
Sarasota Bay Estuary Program

From: Donald D. Conn

Date: March 21, 2016

Subject: Use of Electronic Media for Meetings

The SWFWMD Inspector General recommended that SBEP “(r)evue public meeting requirements and make recommendations to maximize the use of electronics and help SBEP convene brief, single issue public meetings and minimize time and expense requirements of Policy Board members.” See IG Recommendation 4(m).

Based on this recommendation, I have researched the following question:

- To what extent, if any, can SBEP Boards use electronic media to conduct meetings?

My conclusion is:

- Members of SBEP Boards can participate in meetings using electronic media but only if a quorum of the Board is physically present; however, a quorum is not required to use electronic media in order to participate in a workshop.

Analysis:

The Florida Attorney General has concluded, based on Florida Statute 120.54(5)(b)2., that boards of state agencies may conduct their meetings using electronic media without the necessity of a quorum being physically present, but local boards do not have the same flexibility:

Allowing state agencies and their boards and commissions to conduct meetings via electronic communications media technology under specific guidelines recognizes the practicality of members from throughout the state participating in meetings of the board or commission. While the convenience and cost savings . . . might be attractive to a local board or commission . . . such factors would not by themselves appear to justify or allow the use of electronic media technology in order to assemble the members (of a local board) for a meeting. See AGO 98-28.

With regard to local boards, the Attorney General has written that if a quorum is physically present, “the participation of an absent member by telephone conference or other interactive electronic technology is permissible when such absence is due to extraordinary circumstances; (w)hether 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 (local) board” See AGO 03-41.

If a local board allows a member to participate in a meeting using electronic media, it must allow interactive communication by and between other board members and the public with the member on the telephone. See AGO 94-55.

For workshops at which no formal action is taken, the physical presence of a quorum is not required for members of local boards to participate using electronic media. See AGO 01-66.

cc: Mark Alderson, Executive Director