

Bylaws
Greater Miami Expressway Agency

ARTICLE I - THE AGENCY

1.1 NAME OF THE AGENCY. The name of the Agency shall be "Greater Miami Expressway Agency." The Agency shall do business under the names "Greater Miami Expressway Agency" and/or "GMX." The Agency shall in its discretion use either of the above names separately or in any combination thereof.

1.2 SEAL OF THE AGENCY. The seal of the Agency shall be in the form of a circle and shall bear the name of the Agency and the words "State of Florida."

1.3 OFFICE OF THE AGENCY. The office of the Agency shall be located at 3790 NW 21st Street, Miami, FL 33142.

1.4 GEOGRAPHICAL BOUNDARIES. The Greater Miami Expressway Agency is an agency of the State of Florida that shall govern the expressway system within the geographical boundaries of Miami-Dade County and a portion of northeast Monroe County, which includes County Road 94 and the portion of Monroe County bounded on the north and east by the borders of Monroe County and on the south and west by County Road 94. As an agency of the State of Florida, the Greater Miami Expressway Agency is not subject to any county's home rule powers.

1.5 GOVERNANCE OF THE AGENCY. The governing body of the Agency shall consist of nine (9) voting members who shall be appointed to a Board of Directors ("the Board") in accordance with Section III of these Bylaws. Each member of this Board shall meet the requirements specified in Part I, Chapter 348, Florida Statutes.

1.6 GENERAL POWERS AND DELEGATION OF AGENCY. The powers of the Agency shall be as prescribed by Part I of Chapter 348, Florida Statutes, as amended, and as otherwise prescribed from time to time by applicable law. The Board of Directors shall be the policy-making entity of the Agency. Except as provided by Part I of Chapter 348, Florida Statutes, as amended, and as otherwise prescribed from time to time by applicable law, the power of the Agency shall be exercised by or under the Agency, and the business and affairs of the Agency shall be managed under the direction of the Board. The officers and staff of the Agency shall be responsible for carrying out the policies established by the Board and for the day-to-day management of the Agency.

1.6.A. PUBLIC COMMENT. No member of the Board, Agency staff or an Agency consultant may make any representation to any third party as to the position or policy of the Agency with respect to any issue or matter unless such position or policy has been approved, authorized, and is consistent with a previous action of the Board.

1.6.B. CONTRACTUAL AGENCY. No member of the Board, Agency staff or any of the Agency's consultant(s) may negotiate any matter, issue, or contract on behalf of the Agency unless authorization was delegated by an official act of the Board.

1.6.C. USE OF GMX NAME OR LOGO. No member of the Board, Agency staff or any of the Agency consultant may utilize letterhead, logos, or other symbols unless such utilization is consistent with the Agency's positions or policies that have been approved or authorized by previous action of the Board.

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ARTICLE II - PURPOSES AND POWERS

2.1 PURPOSES. The purpose of the Agency is to prioritize the best interests of the toll payers in South Florida; and all other purposes prescribed by Part I of Chapter 348, Florida Statutes, as amended, and as otherwise prescribed from time to time by applicable law. These rules shall not grant additional grounds or standing to challenge an action of the Board or GMX other than grounds already existing in constitutional, statutory, or case law.

2.2 POWERS. The Agency and the Board shall have all those powers as prescribed in Part I of Chapter 348, Florida Statutes, as amended, and as otherwise prescribed from time to time by applicable law.

ARTICLE III – MEMBERSHIP, OFFICER ELECTIONS, AND TERMS OF OFFICE

3.1 MEMBERSHIP. Membership and terms on the Board shall be as prescribed by Section 348.0304 Florida Statutes, as may be amended. The Board shall consist of nine (9) voting members.

Members of the Board may be removed from the Agency by the Governor for misconduct, malfeasance, misfeasance, or nonfeasance in office.

Members of the Board are entitled to receive their travel and other necessary expenses incurred in connection with the business of the Agency as provided by law, but they may not draw salaries or other compensation.

Upon appointment to the Board, the Secretary of the Agency shall require such member to certify in writing that such member has been provided with a copy of these Bylaws.

3.2 OFFICER ELECTIONS. The Board shall elect one of its members as Chair, Vice-Chair and shall elect a Secretary and Treasurer, who need not be members of the Board, as prescribed by Section 348.0304 (3)(a)-(c), Florida Statutes, as may be amended.

The officers shall be elected annually by the Board at the last meeting of the Board that proceeds July 1st, with the terms of such officers to commence on July 1st and to extend through the next succeeding June 30th. Such meeting shall be a regular meeting of the Board, or a special meeting called for that purpose in accordance with these bylaws. The Chair or the presiding officer at such meeting shall call upon the General Counsel to preside over the conduct of such election. Each elected officer shall hold office until a successor has been duly elected unless an earlier resignation, removal from office or death occurs. Any member may nominate himself or herself, or any other member, for the officer positions. Each office nomination shall require a second. Subject to the requirements of applicable law, any member may speak in support of their own or another nominee's candidacy at the Board meeting prior to a vote being taken to fill the office in question. No member, however, may be elected to an Agency office for more than two full consecutive terms, except for the Secretary office, which shall not have a term limit but may be changed at the Board's discretion.

3.3 VACANCIES. Should any of the elective Board offices become vacant, the members shall elect a successor at the next scheduled Board meeting. If any Board member of the Agency shall vacate membership on the Board, such member shall be deemed to have also vacated his or her position as Board officer. Should the Chair resign from Board services, become incapacitated or is otherwise not able to

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complete the appointed term, the District Secretary shall serve as the interim Chair until the Board elects a successor at the next scheduled Board meeting.

3.4 ETHICS REQUIREMENT. Each Board member, officer(s), Agency employee(s), former employee(s) of the Agency or the former Miami Dade County Expressway Authority, consultant(s) and contractor(s) are bound by the ethics requirement and conditions set forth in §348.0305, Florida Statutes, which shall be enforced by the State of Florida Commission on Ethics as part of the state code of ethics.

ARTICLE IV – BOARD MEETINGS

4.1 MEETINGS GENERALLY. The Board meetings shall be Regular, Special or Emergency meetings whose purposes are described below. The Chair shall determine the time and place for all meetings and call all meetings at their discretion. The Chair may call a Special meeting, if requested to do so in a writing, that is executed by not less than a majority of the members. In the absence or incapacity of the Chair, the District Secretary may call meetings in the same manner as the Chair may call meetings in accordance with these Bylaws. To the extent not inconsistent with these Bylaws or with applicable law, all meetings shall be conducted in accordance with Roberts Rules of Order Newly Revised. At the discretion of the Chair, all voting shall be by voice or roll call vote unless a member shall require a roll call, in which case the Chair shall be required to call for a roll call vote.

4.2 REGULAR MEETINGS OF THE GOVERNING BOARD. Regular meetings shall be held on a monthly basis, unless the Chair determines that it is unlikely that a quorum of the members will be available during that month or that the business and affairs of the Agency will not be adversely affected. Prior to the commencement of each fiscal year, or as soon thereafter as practicable, the Chair Elect shall develop and distribute a schedule of all regular meetings to be held for the next fiscal year. Notwithstanding the schedule, the Agency will hold a regular meeting at a minimum every other month.

4.2.A. MEETING AGENDAS. The preliminary agenda of regular meetings shall be prepared and distributed by the Executive Director, subject to approval by the Chair, and may include the following items: call to order, roll call, special presentations, declarations of voting conflicts, citizen's comments, approval of minutes, Executive Director's report, General Counsel's report, Miami-Dade and Monroe Counties' Transportation Planning Organization (TPO) representative's report, Treasurer's report, consent items, action items, discussion items, Chair's comments, informational items, announcements and adjournment. A copy of the preliminary agenda for each regular meeting shall be posted on the Agency's website not less than seven (7) days prior to such regular meeting, unless the Chair determines circumstances warrant otherwise.

4.2.B. CONSENT AGENDA. Routine action items, including, without limitation, travel approvals and condemnation resolutions, may be taken up together without discussion as consent matters. Additionally, upon the recommendation of the Executive Director, a committee that has endorsed an action item for approval by the Board may direct that such action item be taken up as a consent matter. A member may require a consent matter to be removed from the consent matters and taken up for discussion. Each member of the Board, the Executive Director, or General Counsel may place an item on the agenda for discussion or action.

4.2.C. DISTRIBUTION OF AGENDA TO BOARD MEMBERS. A copy of the preliminary Board Agenda and informational support of each item upon which action is to be taken, including the text of each proposed

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resolution of the Agency, shall be furnished to each member of the Board not less than seven (7) calendar days prior to the regular Board meeting. If the referenced documents are not distributed to the members seven (7) days prior to a Board meeting, any Board member may require that any action by the Board be tabled for item(s) not distributed with seven (7) day prior notice. This requirement may be waived by the Board and if no Board member moves to table the non-compliant item(s), such non-compliance shall be deemed waived by the Board.

4.2.D. PUBLIC NOTICE OF REGULAR MEETINGS. The Agency shall provide public notice of any regular meeting pursuant to §286.011, Florida Statutes.

4.3 SPECIAL MEETINGS. The Chair may call a Special Meeting of the Board if requested to do so in writing executed by not less than a majority of the members. The Chair may create or dissolve one or more special committees from time to time at his or her discretion. The Chair shall appoint Board members to special committees and shall designate from among the members of the special committee a committee chair. Special committees shall have the powers conferred by the Board. Business transacted at a special meeting shall be limited to the business designated in the call of the meeting.

4.3.A. AGENDA FOR SPECIAL MEETINGS – See section 4.2.A.

4.3.B. WORKSHOPS. Workshops are a form of special meetings that allow staff to make presentations and to allow questions by the members of the Board. Workshop meetings are noticed as a Special Meeting and official action may be taken upon, provided that a Board quorum is present, any item discussed at the workshop meeting and any of the items of official business that require immediate consideration and decision.

4.3.C. SHADE MEETINGS. In 1993, the Florida Legislature amended the Sunshine Law to allow government bodies to meet in private with the entity's attorney to discuss pending litigation to which the entity is presently a party before a court or administrative agency. To hold a private meeting, the General Counsel must comply with the following statutory procedures:

1. The General Counsel will request an attorney-client session at a public meeting.
2. GMX must give reasonable public notice of the time and date of the attorney-client session and the names of each person who will be attending the session.
3. The attorney-client session must commence at an open meeting in which the Chair announces the commencement of the private attorney-client session, the estimated time of the session and the names of each person who will be attending the session.
4. Discussion during the meeting will be limited to settlement negotiations or strategy related to litigation expenditures.
5. The meeting must be transcribed by a court reporter and the transcription of the session filed with the Agency record custodian within a reasonable time after the session. The transcript of the session is not available until after the conclusion of the litigation. Upon conclusion of the meeting, the public meeting is reopened, and the Chair must announce that the attorney-client session has concluded.

4.3.D. PUBLIC NOTICE OF SPECIAL MEETINGS. The Agency shall give public notice of any Special Meeting pursuant to §286.011, Florida Statutes. The Agency shall advertise the Special Meeting at least seven (7)

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days before such meeting, unless the Chair determines circumstances warrant otherwise. The Notice shall state the date, time and place of the meeting and be prominently displayed in the Agency's office and on the Agency's website.

4.4 EMERGENCY MEETINGS. Business transacted at an emergency meeting shall be limited to the business designated in the call of the meeting, which business shall be on account of any emergency. An "emergency" is defined as any situation that may constitute an immediate danger to the public health, safety, or welfare and that requires immediate consideration by the Board.

4.4.A. AGENDAS FOR EMERGENCY MEETINGS – See Section 4.2.A.

4.4.B. PUBLIC NOTICE OF EMERGENCY MEETINGS. The Agency shall give "reasonable notice" pursuant to §286.011, Florida Statutes. The meeting must be subsequently ratified by the Board of the Agency. No approval of an annual budget may be ratified at an Emergency Meeting. Such notice shall also be delivered to the home or business address or by a verified email for each member of the Board not less than twelve (12) hours prior to such emergency meeting. The Notice shall state the date, time and place of the emergency meeting and the purpose for which such emergency meeting has been called.

4.5. COMMITTEE MEETINGS – See Article V.

4.6 QUORUM. A simple majority of the Board shall constitute a quorum, and, except as may be otherwise required by these Bylaws or by law, the vote of a majority of those members present is necessary for the Board to take any action. Members participating virtually or via phone are considered present for purposes of a quorum. A vacancy on the Board shall not impair the right of a quorum of the Board to exercise all of the rights and perform all of the duties of the Agency.

4.7 MEETINGS CONDUCTED BY COMMUNICATIONS MEDIA TECHNOLOGY. The Board may conduct a regular, special, or emergency meeting by using the electronic transmission of audio or video, hereinafter referred to as "Communications Media Technology." Prior to the conducting of a meeting by Communications Media Technology, notice of the meeting shall be given as otherwise required by these Bylaws and by applicable law and such notice shall plainly state that the meeting is to be conducted by means of or in conjunction with Communications Media Technology. The Notice shall also describe how interested persons may attend and shall contain the address or addresses of all designated places where a person interested in attending the meeting may go for the purpose of attending the meeting. Board members also shall be permitted to participate in the election of Officers via Communications Media Technology and votes may be transmitted by voice or to the Secretary by e-mail or facsimile transmission. When votes are cast by electronic means, including when Board members attend by telephone, the Secretary shall conduct a roll call of the vote in order that the vote record is clear and properly preserved. In addition, Board members may participate in any regular or special Board meeting via Communications Media Technology while they are en route to such meeting. In all instances where Board members are permitted to attend or participate in Board meetings via Communications Technology as set forth in this Section, Board members attending or participating shall be counted toward a quorum.

ARTICLE V - SPECIAL COMMITTEES

5.1 CREATION AND APPOINTMENT. The Chair may create or dissolve one or more special committees from time to time at the Chair's discretion. The Chair shall appoint members to the special committees at the Chair's discretion and shall delegate from among the members of each special committee a committee

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chair. The committee membership shall be limited to members of the Board and serve the specific purpose of the committee, as established by the Chair. The Board Secretary shall act as secretary for each committee.

ARTICLE VI – EMPLOYEES AND AGENTS

6.1 GENERALLY. The Agency may employ or retain an Executive Secretary, its own counsel and legal staff, technical experts and such engineers and employees, permanent or temporary, as it may require and shall determine the qualifications and fix the compensation of such persons, firms, or corporations.

6.2 EXECUTIVE DIRECTOR. The Agency shall employ an Executive Director (the “Executive Director”) and shall determine the qualifications and fix the compensation of such person. The Executive Director shall report to all members of the Board, shall respond to all inquiries of Board members, shall carry out the directives of the Board and shall conduct investigations necessary to respond to inquiries of Board members and to carry out directives of the Board. Having due regard for government in the sunshine and public records laws, the Executive Director shall promptly report to the Chair and Treasurer of the Agency the occurrence of any event or circumstances that may have a material adverse effect on the finances or operations of the Agency. Except as otherwise authorized by resolution of the Agency, the Executive Director may sign all contracts, deeds and other instruments made by the Agency. The Executive Director shall have the power to recommend the hiring or termination of any employee of the Agency, but only with the approval of the Board pursuant to §348.0304 (4) (b), Florida Statutes.

6.2.A. SELECTION OF EXECUTIVE DIRECTOR. During any time that the office of Executive Director shall be vacant, the Board shall select a new Executive Director in the following manner. The Board Chair shall establish a special committee composed of three Board members and shall designate one member to serve as its chair. Generally, the special committee shall oversee and conduct the selection process and recommend for approval selection criteria and compensation for the Executive Director. The special committee shall review resumes received through the selection process and may conduct candidate interviews. The special committee shall forward to the Board for its consideration the top two or three candidates from this selection process. The Board shall conduct interviews with the two or three candidates during a regular meeting or a special meeting. The final selection of the Executive Director shall be determined by a vote of the Board. A vote of a minimum of a majority of the members then serving on the Board in favor of one candidate shall be required for the selection of the Executive Director. In the event that such a majority of the members then serving on the Board in favor of one candidate is not achieved on the first ballot, the candidate with the fewest number of votes shall be eliminated and a second ballot shall be conducted among the remaining two candidates.

6.2.B. EXECUTIVE DIRECTOR PERFORMANCE REVIEW. The performance of the Executive Director shall be reviewed on an annual basis by the Executive Committee at a regular or special meeting of the Board. The Board shall determine the criteria, manner, and procedure for conducting the review.

6.2.C. REMOVAL OF EXECUTIVE DIRECTOR. GMX may terminate the Executive Director for cause as follows: Upon five (5) days written notice and without further obligation or liability to Executive Director, by action of the Board, upon the occurrence of any of the following events, each of which constitutes “cause” for termination under this Employment Agreement:

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1. An official finding by a vote of not less than seven (7) members of the GMX Board that the Executive Director has materially failed to satisfactorily perform their duties as Executive Director or has habitually neglected their duties and responsibilities under their Employment Agreement; or
2. The Executive Director is convicted of or pleads nolo contendere to a felony under federal or state law; or
3. Inability to perform due to permanent and total disability.

6.2.D. NOTICE OF TERMINATION. The Executive Director's Employment Agreement may be terminated by either the Executive Director or the Board upon sixty (60) days written notice to the other Party.

6.3. ACTING OR INTERIM EXECUTIVE DIRECTOR. During any suspension, vacancy, or prolonged unanticipated absence of the Executive Director from his or her position, the Board shall appoint an Acting Executive Director until the resumption of his or her duties by the Executive Director or until the Board shall appoint an Interim Executive Director or a successor Executive Director in accordance with these Bylaws. An Acting Executive Director or an Interim Executive Director shall be entitled to exercise all powers of the Executive Director until the resumption of duties by the Executive Director or until the appointment of a successor Executive Director.

6.4 GENERAL COUNSEL. Unless otherwise determined by resolution of the Board, the Agency shall employ an attorney to act as general counsel to the Agency and the Board (the "General Counsel"). The General Counsel shall act as the chief legal officer of the Agency. The Board may decide to authorize use of an outside attorney or attorneys at a law firm to act as General Counsel in lieu of hiring an employee to serve as General Counsel.

6.4.A. SELECTION OF THE GENERAL COUNSEL. If the Board elects to hire an in-house General Counsel, whenever a vacancy exists, the Agency Board will hire an attorney who is a member, in good standing, of the Florida Bar. The Executive Director shall select at least two and not more than three finalist candidates from among a pool of candidates for the General Counsel position and shall present such candidates to the Board, together with any recommendations in regard thereto (including the compensation package to be offered to the selected candidate). After receipt of such recommendations, the Board, or a committee to which it shall have delegated such Agency shall interview such candidates. After the conclusion of such interviews, the Board shall select from among the candidates, a candidate to serve as the General Counsel and fix the compensation for such candidate or shall reject all candidates. Notwithstanding the foregoing, in the event the selected candidate does not become the General Counsel, the Board may determine to offer the position to any of the remaining candidates.

6.4.B. GENERAL COUNSEL PERFORMANCE REVIEW. The General Counsel shall be reviewed on an annual basis by: (i) the Executive Committee and (ii) the Executive Director. The Executive Committee and the Executive Director shall each determine the criteria, manner, and procedure for conduct of its respective review, provided that each such review shall be accorded equal weight.

6.4.C. REMOVAL OF THE GENERAL COUNSEL. The Agency may terminate the General Counsel for cause as follows: Upon five (5) days written notice and without further obligation or liability to General Counsel, by action of the Board, upon the occurrence of any of the following events, each of which constitutes "cause" for termination under this Employment Agreement: 1. An official finding by a vote of not less than seven (7) members of the GMX Board that the General Counsel has materially failed to satisfactorily

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perform his duties as General Counsel or has habitually neglected their duties and responsibilities under their Employment Agreement; or 2. The General Counsel is convicted of or pleads nolo contendere to a felony under federal or state law; or 3. Inability to perform due to permanent and total disability. The General Counsel may be terminated by the Executive Director or the Board for any reason upon 30 days written notice. If an outside attorney or law firm is serving as General Counsel to the Board, the contract with outside counsel may be terminated by the board for any reason at any time.

ARTICLE VII - POLICIES AND RESOLUTIONS

7.1 GENERALLY. By resolution, the Agency may promulgate and amend policies and resolutions regarding any matter or procedure within its purview. The Secretary shall keep a record of Agency policies and resolutions. Board policies shall be posted on the Agency's website.

ARTICLE VIII – BOOKS AND RECORDS

8.1 MAINTENANCE OF BOOKS AND RECORDS. Under the supervision of the Secretary, the Agency shall maintain such books and records as shall be required under applicable law and shall comply with all applicable laws regarding access to public records.

ARTICLE IX - AMENDMENTS

9.1 GENERALLY. These Bylaws may be adopted, amended, waived, or repealed by resolution of the Agency.

9.2 ANNUAL REVIEW OF BYLAWS. In order to promote the orderly and comprehensive character of these Bylaws, an annual Bylaws review should be undertaken as directed by the Board. Any proposed changes to the Bylaws shall be referred to the Board of the Agency for its consideration and action. All other policies of the Agency should be reviewed on a biennial basis.

ARTICLE X - EFFECTIVE DATE

10.1 EFFECTIVE DATE. These Bylaws shall take effect immediately upon adoption of an approving resolution of the Board.