FIRST AMENDED AND RESTATE
BYLAWS OF
IRL COUNCIL

ARTICLE ONE - OFFICE

The IRL Council ("Council") shall maintain its principal office in the territory of the Indian River Lagoon National Estuary Program at such place as may be fixed from time to time by the Board of Directors.

ARTICLE TWO - BOARDS AND COMMITTEES

2.1 Powers and Responsibilities of the Board of Directors. All Council powers shall be exercised by or under the authority of the Board of Directors.

2.2 Power and Responsibility of the Management Board. The Board of Directors of the Council shall create a Management Board. The members of the Management Board shall serve as advisors to the Board of Directors pursuant to the direction provided by the Board of Directors. The Board of Directors must approve members of the Management Board.

2.3 Committees. The Board of Directors may create and dissolve additional committees and boards to assist the Council in the exercise and performance of the powers and duties provided for in the Interlocal Agreement. In the absence of express delegated authority, any boards or committees created by the Board of Directors will not have decision-making authority. The Board of Directors must approve members of all committees and boards.

2.4 Advocacy. The foundation for a successful IRL NEP is that it is non-regulatory, fact-driven, collaborative, consensus-driven, inclusive and dedicated to providing connected leadership throughout the IRL region among scientists, citizens, stakeholders and policy makers. The Council, its staff and the Management Board and all Committees created by the Council ("IRL NEP Management Conference") shall maintain scientific integrity as the cornerstone of the IRL NEP.

Individual members of the boards and committees that make up the Management Conference shall not represent the IRL Council or IRL NEP unless authorized by the IRL Council Board of Directors. At no time shall the IRL Council, its staff and IRL NEP Management Conference support or oppose specific projects or regulatory permits for specific projects, except as described below.

At times, the IRL Council may want to provide recommendations for: 1. New policies or amendments to existing policies at local, state and federal levels; 2. Specific IRL restoration, research and citizen engagement programs and/or projects that are identified in and support the IRL NEP Comprehensive Conservation and Management Plan; and 3. Specific public and private funding initiatives to implement specific programs and/or projects that are identified in
and support the IRL NEP Comprehensive Conservation and Management Plan. These IRL Council recommendations shall be reviewed within the appropriate levels of the IRL NEP Management Conference to determine Management Conference consensus prior to making recommendations or taking actions.

ARTICLE THREE - THE EXECUTIVE DIRECTOR AND OFFICERS

3.1 Executive Director. The Board of Directors may appoint and exercise supervisory authority over an Executive Director. If the Board of Directors does so, it 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 Board of Directors and shall also perform the duties associated with the day-to-day management of the Council.

3.2 Officers of Boards and Committees. Each board and committee must, at a minimum, have officers consisting of a Chairperson and a Vice-Chairperson. The Board of Directors must also have a Secretary. The duties of the officers will be as follows:

(a) Chairperson. The Chairperson shall preside at all meetings of the applicable board or committee and perform such other duties prescribed in these Bylaws or assigned by the Board of Directors;

(b) Vice-Chairperson. The Vice-Chairperson shall, in the absence of the Chairperson, perform the duties of the Chairperson as well as any other duties assigned by the Chairperson; and

(c) Secretary. Subject to the direction of the Board of Directors, the Secretary, with the support of the Executive Director, shall ensure that all records of the Council are maintained and that all financial transactions or dealings of the Council are executed in accordance with the Operating Procedures Manual and applicable law. The Secretary shall perform such other duties as may be prescribed by the Board of Directors.

3.3 Election, Appointment, and Tenure of Officers. All officers will be elected every year at the January meeting of the board or committee or, if no meeting occurs in January, at the next regularly scheduled meeting of the board or committee. Officers may be re-elected to multiple terms. The Management Board’s election of officers must be approved by the Board of Directors. Election of officers requires a simple majority vote. Officer positions are filled by individuals acting as representatives of member governments or organizations. In the event an individual ceases employment or representation of the member or organization, a vacancy in the position will result.

3.4 Removal of Officers and Agents. Any officer or agent elected or appointed by any board or committee may be removed by the applicable board or committee whenever, in its judgment, the best interests of the Council will be served thereby. The board or committee may not act to remove a newly-elected officer any sooner than after the occurrence of two regularly-scheduled meetings. Removal of any officer or agent shall be without prejudice to the contract

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rights, if any, of the person so removed; however, election or appointment of any officer or agent shall not create contract rights.

3.5 **Vacancies.** A vacancy in any office must be filled by the board or committee electing or appointing said officer.

**ARTICLE FOUR - BOARD MEETINGS**

4.1 **Frequency of Meetings.**

(a) The Board of Directors and Management Board shall each hold a minimum of four regular meetings each calendar year, or more often as called by its Chairperson, or in the absence of the Chairperson, by the Vice-Chairperson.

(b) Special meetings of the Board of Directors or Management Board may be called at any time by the Chairperson and will be scheduled as soon as practicable.

4.2 **Time of Meetings.** The time of the next regular meeting of the Board of Directors or Management Board will be scheduled prior to the adjournment of any regular meeting.

4.3 **Notice of Meeting.** In addition to notice required by law, written notice stating the date, time, and place of any regular meeting of the Board of Directors and Management Board must be given to each Board member not less than ten (10) days before the meeting. A majority of those present at the Board of Directors or Management Board, whether or not a quorum exists, may adjourn any meeting of either Board to another date, time, and place. Notice of any such adjourned meeting shall be given to those members who were not present at the time of the adjournment.

4.4 **Waiver of Notice.**

(a) **Actual Waiver.** A member of the Board of Directors or Management Board may waive 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 Council for inclusion in the minutes or filing with the records of the Council. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in any written waiver of notice.

(b) **Constructive Waiver.** By attending a meeting, a member of the Board of Directors or Management Board waives his or her objection to lack of notice or defective notice of the meeting, 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 or transacting business at the meeting.

(c) **Presumption of Assent.** A member of either the Board of Directors or the Management Board who is present at a meeting 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.

4.5 Agenda. There shall be an official agenda for all meetings of any board or committee.

(a) Preparation of Agenda. The agenda for all meetings shall be prepared by the Executive Director. All items to be placed on the agenda should be submitted to the Executive Director at least 10 days prior to the upcoming meeting. Only the Chairperson of a board or committee, the Executive Director, or the General Counsel may place an item on the agenda.

(b) Distribution of Agenda. To the extent possible, agendas will be available at least five (5) days prior to a regular meeting and as quickly as possible prior to any special meeting. Agendas will be placed on the Council’s website once finalized.

4.6 Quorum. A quorum for meetings shall be a majority of the voting board or committee members.

4.7 Voting Rights. Each member of a board or committee who is present at any meeting shall be entitled to one (1) vote on each matter submitted to a vote of the members.

4.8 Action of the Board. Action 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 members of the Board of Directors, except as otherwise provided in the Interlocal Agreement.

4.9 Recordation of Actions. All actions of any board or committee shall be recorded in minutes and provided to members of the applicable board or committee prior to its next meeting.

4.10 Conduct of Meetings

(a) Role of Chairperson. The Chairperson or, in his or her absence, the Vice-Chairperson shall preside at each meeting. The Chairperson shall be entitled to make a motion or second a motion upon temporarily surrendering the gavel. At all times, the meeting will be conducted in accordance with the Interlocal Agreement, the laws of the State of Florida and any other procedures of the Council. In addition, the responsibilities of the Chairperson in presiding at the meeting include, but are not limited to, the following:

i. Open all meetings at the appointed time and call the meeting to order;

ii. Announce the business to come in accordance with the agenda;

iii. Recognize all members, Executive Director, General Counsel and...
others who seek the floor. All questions and comments are to be directed to the Chairperson;

iv. Call to order any member who violates any of these procedures and decide questions of order;

v. Expedite business in a manner preserving the rights of others.

vi. Ensure all motions are made clearly and have a second prior to a vote;

vii. Declare adjournment of meetings.

(b) Decorum. Every member of a board or committee desiring to speak shall address the Chairperson, and upon being recognized by the Chairperson, confine discussion to the question under debate, avoiding all personal attacks and rude language.

ARTICLE FIVE - INDEMNIFICATION AND INSURANCE

5.1 Indemnification for Good Faith Actions of the Board of Directors.

(a) To the full extent permitted by law, the Council shall have the power to indemnify any board member, officer or employee of the Council 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 Council, if such person acted in good faith and in a manner reasonably believed to be in the best interest of the Council 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 Council, 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 Council in which indemnity may be sought against the Council, such indemnified board member, officer or employee shall promptly notify the Council in writing setting forth the particulars of such claim or action.

5.2 Liability Insurance. The Council shall purchase and maintain insurance or, if commercial liability insurance is not available at commercially reasonable rates, participate in a self-insured liability plan to cover any person who is or was a board member, officer or employee of the Council, or is or was serving at the request of the Council 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 Council shall purchase and maintain insurance or, if commercial liability insurance is not available at commercially reasonable rates, participate in a self-insured liability plan to cover the Council.
against liability asserted against the Council for any negligent act, error or omission of the Council or any of its board members or employees.

5.3 Standards of Performance of Members of Both the Board of Directors 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 Council.

(b) Board Members’ Reliance. 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:

i. The Executive Director or any authorized personnel or consultants if any, of the Council;

ii. 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.

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 SIX - CONFLICT OF INTEREST

6.1 Voting Conflicts. All board members shall be held to the standards set forth in Section 112.3143, Fla. Stat. (2014), as it may be amended from time to time, as those sections apply to appointed public officers.

6.2 Financial Disclosure. Each member and alternate of the Board of Directors 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, Fla. Stat. (2014), as it may be amended from time to time.
ARTICLE SEVEN - ANNUAL AUDIT

The Council 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 EIGHT - AMENDMENTS TO BYLAWS

8.1 Amendment or Repeal of Bylaws. The Board of Directors may amend or repeal these Bylaws by at least a 2/3 vote, provided that any such amendment or repeal will not become effective until the next regularly scheduled meeting of the Board of Directors.

8.2 Writing. All bylaws and amendments, including committee bylaws, shall be memorialized in writing, either by reproduction as amended or by attachment.
BOARD OF DIRECTORS CHAIRPERSON'S CERTIFICATE

THIS IS TO CERTIFY that I am the Chairperson of the Board of Directors of the IRL Council. The Bylaws of the IRL Council were originally adopted by the Board of Directors of the IRL Council on April 17, 2015, and the First Amended and Restated Bylaws of the IRL Council were subsequently adopted on April 8, 2016.

IN WITNESS WHEREOF, I have affixed my signature this 12th day of May, 2016.

[Signature]

NAME PRINTED: [Name Printed]

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