

RESOLUTION 2020-11-04

A RESOLUTION OF THE DOWNTOWN INVESTMENT AUTHORITY (“DIA”) AMENDING SECTION 6.4 (QUORUM) OF THE DIA BYLAWS; DIRECTING BYLAWS TO BE AMENDED; AND PROVIDING FOR AN EFFECTIVE DATE.

WHEREAS, the DIA Board of Directors adopted the original DIA Bylaws at their regular meeting of October 30, 2012, and amended such Bylaws at their regular meeting of August 7, 2019, and

WHEREAS, the DIA is authorized to amend provisions of the DIA Bylaws pursuant to Section 14.4 of the current Bylaws; and

WHEREAS, Executive Order 20-69, issued by Governor DeSantis on March 20, 2020, suspended any Florida statute requiring a quorum to be present in person and further allowed local government bodies to utilize communications media technology such as telephonic and video conferencing, and

WHEREAS, Executive Order 20-69 expired at 12:01 a.m. November 1, 2020; and

WHEREAS, Florida Attorney General Advisory Legal Opinion AGO 2020-03 concludes that “any statutory quorum requirement to conduct public business requires the quorum to be present; and that members present by electronic means could not count toward establishing the quorum”; and

WHEREAS, Florida Attorney General Legal Advisory Opinion AGO 2003-41 concludes that “where a rule or statute contemplates that a meeting will be held in a public place with the members physically present, the participation of an absent member in the meeting by telephone conference should be permitted only in extraordinary circumstances and when a quorum of board members is physically present at the meeting” and further provides that a board may determine when such an absence constitutes an extraordinary circumstance; and

WHEREAS, a guidance memorandum issued by the Office of General Counsel dated November 3, 2020 concludes that “a City Board may permit members to use communications media technology to attend, participate and vote at public board meetings after Executive Order 20-69 expires, provided that: (1) a physical quorum is present at the meeting place that is reasonably open to the public; (2) extraordinary circumstances, such as COVID-19, exist that prevent a member from physically attending the meeting place in person; (3) the board member and public attending the meeting place in person can hear and understand any board member that attends the meeting via communications media technology; and (4) such electronic participation by the member is not prohibited by the board’s charter, ordinance, bylaws or other applicable governance documents”; and

WHEREAS, in order to insure compliance with various statutory requirements as interpreted by the Florida Attorney General and the guidance memorandum issued by the Office of General Counsel, the DIA desires to amend Section 6.4 (Quorum) of the DIA Bylaws to allow for the board, when an in person meeting quorum has been established, to determine whether a circumstance preventing a board member from attending the in person meeting is an extraordinary circumstance thereby allowing the board member to participate in and vote during the meeting via communications media technology.

NOW THEREFORE, BE IT RESOLVED by the Downtown Investment Authority:

Section 1. The DIA finds that the recitals set forth above are true and correct and are incorporated herein by this reference.

Section 2. The current DIA Bylaws, adopted October 30, 2012, as amended on August 7, 2019, are hereby further amended, in part, to read as follows:

~~6.4 **Quorum:** All decisions and recommendations of the Board shall require a concurring vote of a majority of the members present. Six (6) members shall establish a quorum. Tie votes shall result in the subject agenda item being continued to the next meeting of the Board. If at any time during the meeting the quorum is lost, such shall be stated in the minutes and no further final action may be taken by the Board.~~

6.4 **Quorum:** Six (6) members shall establish a quorum. All decisions and recommendations of the Board shall require a concurring vote of a majority of the members participating. Tie votes shall result in the subject agenda item being continued to the next meeting of the Board. If at any time during the meeting the quorum is lost, such shall be stated in the minutes and no further final action may be taken by the Board.

For board meetings (including committee meetings) required to be held at a physical meeting place, a board member may attend, participate, and vote at such meetings using communications media technology (as that term is defined in 28-109, Florida Administrative Code), if (1) the meeting has been properly noticed, (2) a quorum of the board is physically present at the meeting place; and (3) such board member is unable to physically attend the meeting place due to an extraordinary circumstance. Such member's attendance at a board meeting via communications media technology will not be considered an absence for such member. Additionally, such member's attendance may not be counted towards the board's establishment of a quorum. For purposes of this provision, the board hereby approves the following circumstances as extraordinary circumstances that may prevent a board member from physically attending a board meeting in-person (an "Approved Extraordinary Circumstance"):

1. Illness, injury or other health matters; or
2. Out-of-town business related trips.

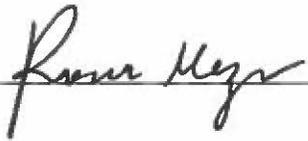
A board member who attends a board meeting via communications technology due to an Approved Extraordinary Circumstance may do so without further necessary action by the board as long as such member notifies the board chair and board staff prior to the meeting. The board may approve additional extraordinary circumstances, as may be presented to the board, on a case by case basis in the board's good judgement.

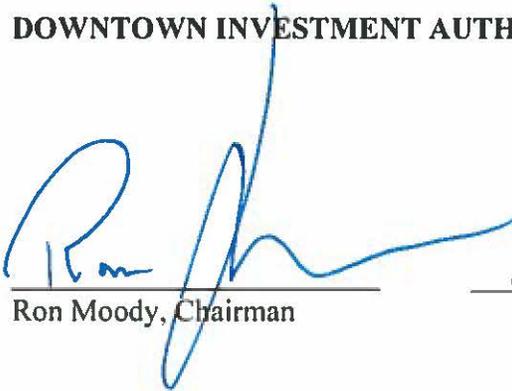
Section 3. The staff of the DIA is directed to prepare a revised version of the DIA Bylaws, to be dated November 18, 2020, incorporating the amendment above.

Section 4. This Resolution shall become effective on the date it is signed by the Chairman of the DIA Board.

WITNESS:

DOWNTOWN INVESTMENT AUTHORITY





Ron Moody, Chairman

11/18/20

Date

VOTE: In Favor: 8 Opposed: 0 Abstained: 0