

REVISION DATE (if approved):
12/04/2025

RESTATED AND AMENDED
BY-LAWS
OF
DELRAY BEACH COMMUNITY REDEVELOPMENT AGENCY

ARTICLE I
Fiscal Year

The fiscal year of the Board shall be October 1 through September 30.

ARTICLE II
Composition of the Agency

2.1 Composition of the Agency. The members of the Community Redevelopment Agency Board of Commissioners (hereinafter referred to as the "Board") shall be composed of its governing body, the City Commission of the City of Delray Beach.

2.2 Purpose and Powers. The purposes and powers of the Community Redevelopment Agency (hereinafter referred to as the "Agency") are those as set forth in Florida Statutes Chapter 163.

ARTICLE III
Meetings of the Agency

3.1 Regular and Workshop Meetings. The Agency may hold its Regular Meetings on an *as-needed* basis. Regular and Workshop Meetings may be scheduled at other times or cancelled so long as proper notice is provided.

3.2 Special Meetings. Special Meetings may be held upon the call of the Chair or upon the request of not less than three members of the Board. The call or request for a special meeting shall be communicated to the secretary of the Agency and the subject or subjects of the proposed meeting shall be specified.

3.3 Preparation/Delivery of Agenda. The Executive Director shall prepare the agenda and make every effort to deliver a complete agenda to the Board no later than 5:00 P.M. on the Tuesday prior to the regular meeting. Agendas for special and emergency meetings and workshops will be distributed in as timely a manner as possible.

The agenda, as well as lengthy reports and standard contracts that are part of the agenda's back-up documentation, shall be available for review by the public.

1. Although appropriate members of the CRA Staff may place items on either workshop or regular agendas, all regular agendas shall be subject to review in advance by the Board Chair prior to the publication, except that a majority of the members of the Board may request that the Executive Director place or remove an item on such regular agendas, and that all such regular agendas shall be further subject to the approval of the Board preceding the conduct of business at each such meeting.

2. If the Board or any of its members wish to place an item on or remove an item from an agenda, or if any member of the Board has a question or concern about an item, any such request or inquiry shall be directed to the Executive Director for disposition as opposed to any Board member contacting any CRA employee who is subject to the direction and supervision of the Executive Director.

3.4 Agenda Approval. Only items listed on the official agenda will be acted upon unless additional items are authorized by a majority of the Board.

3.5 Board Decorum and Civility. It is expressly understood and valued by the Board that all issues brought before the Board are fairly debated and discussed with full participation from the public and CRA staff. All decisions of the Board are decided by the majority and will be respected. With that understanding, all members of the Board must strive to unify the Board and support the decisions of the collective body.

1. During meetings, Board members shall:
 - a. treat each other, CRA staff, and members of the public with dignity, courtesy, and respect; and
 - b. encourage and/or ensure that the public treats the Board members, CRA staff, and members of the public with dignity, courtesy, and respect; and
 - c. maintain confidentiality of closed-door sessions; and
 - d. be attentive; and
 - e. encourage diverse viewpoints; and
 - f. promote discussion and resolution.
2. After adjournment, Board members shall support their colleagues and support the decisions of the Board.

3. Communications sent in an official capacity containing the personal views of a Board member must include the following disclaimer in a conspicuous location: "The opinions reflected herein belong to the author and do not reflect the Delray Beach Community Redevelopment Agency policy."

3.6 Notice.

(a) Regular and Workshop Meetings. The Agency shall annually file a notice with the City Clerk for the City of Delray Beach as to the time and place of the Regular and

Workshop Meetings. No notice other than these By-Laws shall be required for a regular monthly or workshop meeting of the Agency.

(b) Special Meetings. Except in the case of an emergency situation, notice of special meetings shall be in writing, specifying the subject or subjects of the meeting posted at City Hall Delray Beach, Florida, and received by the individual Board members no later than forty eight (48) hours prior to the scheduling of the meeting; however, with respect to any meeting at which amendments to these by-laws will be considered, notice of such a meeting shall be given to each of the individual board members no less than seven (7) days prior to the meeting. Nothing in this paragraph, however, shall prohibit the holding of a meeting of the Board provided a quorum is present, and members of the Board constituting a quorum at the meeting execute a waiver of notice.

3.7 Quorum and Voting Requirements. Quorum and voting requirements shall be as defined and set forth in Florida Statutes Chapter 163.

3.8 Consent Agenda. The Executive Director shall place upon the Consent Agenda those matters requiring action of the Board which the Executive Director, in his or her best judgment, believes do not require a formal presentation before the Board. Prior to taking action on the Consent Agenda, any member of the Board may request that any or all items on such Consent Agenda may be removed from such Agenda and placed under the applicable heading of "Old Business" or "New Business," as the case may be. After the Chair requests whether any Board member wishes to have an item removed from the Consent Agenda, the Board shall proceed to take action on all items in the Consent Agenda by a single motion to approve the Consent Agenda.

3.9 Order of Business. The order of business at regular meetings of the Board shall be as follows, unless otherwise presented by the Executive Director:

- (1) Call to order
- (2) Calling of roll
- (3) Approval of Agenda - additions/deletions
- (4) Acceptance and corrections, if any, of the minutes of the previous meeting.
- (5) Public comments on agenda and non-agenda items
- (6) Consent Agenda
- (7) Old business
- (8) New business
- (9) Redevelopment Advisory Committee – Reports, Pending Items, and New Assignments
- (10) CRA Board, CRA Board Attorney, and Executive Director comments
- (11) Adjournment

3.10 Place of Agency Meetings. Meetings of the Agency shall be held at the Delray Beach City Hall, or such other place as specified by the Secretary in the notice of meeting.

3.11 Robert's Rules. The meeting shall be conducted in accordance with Robert's Rules of Order; however, deviations from such parliamentary procedure shall

not constitute a substantive defect as to any action taken by the Board and shall be deemed utilized for procedural convenience only.

3.12 Public's Right to Comment. Members of the public shall be given a reasonable opportunity to be heard by the Board before the Board takes official action on a proposition. Public participation at Board meetings shall be provided in a manner consistent with the following procedures:

- (1) Public comment shall be permitted on agenda and non-agenda items as provided in the Order of Business. Members of the public shall be entitled to speak for an amount of time not to exceed three (3) minutes per person. Additional time may be permitted at the discretion of the Chair with the consent of the Board.
- (2) By consensus of the Board, public comment may take place after an individual agenda item.
- (3) The Board may consider a request by an individual to speak on behalf of an organization, group, or faction for a time period not to exceed five (5) minutes.
- (4) Members of the public may be requested to complete a form or other document in order to inform the Board of a desire to be heard, to indicate his or her support, opposition, or neutrality on a proposition, and to indicate his or her designation of a representative to speak for his or her on his or her group on a proposition if he or she chooses.
- (5) If a member of the public desires to provide public comment, the member of the public shall step to the floor microphone and state her/his name and zip code in an audible tone for the record.
- (6) The ~~Chair~~ Board may further reasonably limit the time period provided for public comment, **by reducing the number of minutes afforded to each speaker, as necessary,** in order to ensure that all members of the public seeking to speak are afforded an opportunity to do so in a timely manner.
- (7) Members of the public are permitted and encouraged to submit written comments to the Board Secretary in advance of a Board Meeting, which shall become part of the official public record.
- (8) A speaker may present their viewpoint in this limited public forum without using terminology or gestures that cause a disruptive environment for public officials in the discharge of their duties or cause a disruptive environment hostile to the participation of other members of the public. Any person violating the rules of decorum as described herein or otherwise displaying disruptive behavior, such as shouting, noisemaking, issuing threats, harassing, or intimidating members of the public, interfering with the duties of elected or appointed officials and CRA staff during a public meeting, or otherwise disrupting the proceedings may be removed from the Chambers pursuant to law. A speaker violating these rules of decorum may be gavelled out of order by the Chair, and if the speaker willfully refuses to abide by the lawful order of the Chair to cease and desist all disruptive behavior,

the speaker may be removed for disrupting a public assembly pursuant to Section 871.01, Florida Statutes.

(9) The public's right to speak prior to official action being taken by the Board does not apply in the following circumstances:

- a. If the Board must take official action to deal with an emergency situation affecting the public health, welfare, or safety, when compliance with the requirements would cause an unreasonable delay in the ability of the Council to act;
- b. Official action by the Board involving no more than a ministerial act, including, but not limited to, approval of minutes and ceremonial proclamations;
- c. A meeting that is exempt from the open meeting requirements of Section 286.011, Fla. Stat.; or
- d. Meetings in which the Board is acting in a quasi-judicial capacity; however, this exclusion does not affect the right of a person to be heard as otherwise provided by law.

ARTICLE IV

Officers and Employees of the Agency

4.1 Officers of the Agency. The Commission of the City of Delray Beach shall appoint a Chair and Vice-Chair to the Board on an annual basis during the City Organizational Meeting held each year on or after the last Thursday in March. Subsequently, the Board shall elect a Deputy Vice-Chair. No one individual may hold more than one office on the Agency.

4.2 Chair. The Chair shall be appointed by the City Commission on an annual basis, unless the City Commission determines that the Chair should serve a longer term. The Chair shall preside at all meetings of the Board and perform such other duties consistent with his or her office as may be imposed by the Agency. He or she shall have a vote in the proceedings of the Board, but shall not have any veto power. He or she shall be considered the official head of the Agency for ceremonial purposes and shall also execute in the name of the Agency contracts and other legal documents as may be authorized by the Board.

4.3 Vice-Chair. The Vice-Chair shall be appointed by the City Commission on an annual basis unless the City Commission determines that the Chair should serve a longer term. The Vice-Chair, in the absence or disability of the Chair, shall exercise the powers and perform the duties of the Chair. The Vice-Chair shall also assist the Chair generally and exercise such other powers and perform such other duties as shall be prescribed by the Agency.

4.4 Deputy Vice-Chair. The Deputy Vice-Chair shall be appointed by the Board on an annual basis, and shall serve in that function during such absence or disability of the Chair and Vice-Chair.

4.5 Secretary. The Secretary shall be the Executive Director of the Agency, and shall have general supervision over the administration of the business and affairs of the Agency, subject to the direction of the Board. The Secretary shall keep the minutes of all proceedings of the Agency. The Secretary shall prepare and serve all notices required by these By-Laws and the laws of the State of Florida. The Secretary shall have custody of the seal of the Agency, and affix the seal to instruments requiring the seal when duly signed. The Secretary, in conjunction with the Chair, shall execute contracts and other documents approved by the Board. In addition, the Secretary shall perform all other duties incident to the office of Secretary, and those that may be required by the Agency.

4.6 Vacancy on the Board. Should a member of the Board, no longer be a qualifying individual under Florida Statutes Chapter 163, the member shall automatically be removed as an officer of the Agency. If the vacancy results from the member not being re-appointed to his or her seat or for some other reason, the City Commission shall appoint a new member who shall be substituted for, and take the place of, the vacating commissioner.

4.7 Executive Director. The Board shall appoint an Executive Director to administer its business and operations.

- (1) General. The Executive Director shall be the chief executive officer of the CRA, and shall serve at the pleasure of the Board. The CRA Board shall establish the compensation of the Executive Director, at least annually. The Executive Director shall not also be a member of the Board.
- (2) Responsibility. The Executive Director shall be responsible for carrying out the policies established by the Board, and shall have general supervision over, and be responsible for the hiring of CRA employees, and the day to day operations of the CRA. The Executive Director, with the approval of the Board, through the budgeting process, shall set the compensation for the employees of the CRA.
- (3) Property Negotiations. The Executive Director may evaluate and negotiate for the CRA to acquire appropriate parcels of property in accordance with approved CRA redevelopment plans, applicable law, and Board actions. All contracts for the purchase and sale of property shall be subject to Board approval.
- (4) Settlement Authority. The Executive Director has settlement authority up to and including \$25,000 for all property damage, bodily injury, and other claims and litigation.

4.8 Employees, Agents, and Consultants. The Board may hire, retain, and engage such employees, agents, consultants, experts, attorneys, and specialists, as it deems necessary and appropriate.

ARTICLE V

GENERAL PROVISIONS

5.1 Emails, Text Messages, Social Media Posts, and Other Electronic Records. Florida Statute Chapter 119 defines emails, text messages, and social media posts as public records if they are made or received in connection with official business and intended to perpetuate, communicate, or formalize knowledge. Consequently, the CRA has a duty to store and archive these electronic records and members of the Board shall conform to the following practices.

1. Email Communications. Board members shall use their City-issued email for sending and receiving emails made or received in connection with official CRA business as defined above. If an email is sent to a Board member's private email, the Board member shall promptly forward the email to their City-issued email address.

2. Text Communications. Board members that receive text messages made or received in connection with official CRA business as defined above shall forward the message to their City-issued email address.

3. Social Media Posts. The CRA encourages the use of social media to promote transparency and efficiency in its communications to the public. While the State of Florida has a broad public records law, some information in CRA records is confidential or subject to privileges or exemption under Chapter 119 and shall not be conveyed through social media platforms. Examples include, but are not limited to, attorney-client privileged information, records pertaining to pending litigation, personal information of CRA employees not subject to disclosure pursuant to the Public Records Act. Comments on a social media platforms about CRA matters or issues shall include a disclaimer that the opinion or statement expressed therein are those of the Board member and are not representations of the CRA or its Board.

5.2 Indemnification.

(A) CRA officials or employees who are personally liable for the payment of any claims arising out of a civil action, settlement or judgment, or the expenses, costs and awards of attorney's fees arising therefrom, shall be entitled to indemnification from the CRA (except to the extent the CRA's insurance coverage provides payment) where the claim resulted from activities:

- (1) Which were done in good faith;
- (2) In which the CRA has an interest;
- (3) Which were within the course and scope of employment or in the course of performance of public duties of the persons so acting; and
- (4) Were not willful, wanton or malicious.

(B) Notwithstanding the foregoing, any CRA official or employee who acts outside the scope of his or her authority or employment, in bad faith, with malicious purpose, or in a manner exhibiting wanton and willful disregard for human rights, safety, or property in the course of performance of his or her public duties, shall not be indemnified by the CRA.

(1) Any such action shall be considered to be an ultra vires act, shall not be approved, and the CRA shall not be bound or obligated thereby. However, the CRA Board may ratify any such action or actions and/or choose to indemnify such official or employee by affirmative vote of at least four (4) CRA Board Members.

(2) Any person who violates this section shall be subject to the penalties set forth Florida Statutes Chapter 162, and/or any other means of enforcement available under local, state and federal law inclusive.

ARTICLE VI

Amendment of the By-Laws

6.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

6.2 Proposal of Amendments. Any Board member may propose an amendment to these By-Laws during a CRA Board meeting or direct such a request to the CRA Executive Director and the proposed amendment shall be considered at a future meeting of the Agency. The Executive Director may propose an amendment to these By-Laws by placing it on the CRA Board meeting agenda to be considered by the CRA Board.

6.3 Notice. Notice of any proposed amendment, and a copy of the amendment shall be provided to each Board member, by the Executive Director, no later than seven (7) days prior to the meeting at which the amendment will be considered.

6.4. Vote Requirement. The vote required to pass an amendment to the By-Laws shall be a majority vote of the members of the Board.

ARTICLE VII

Advisory Committee(s)

7.1 Power to Create. The Board may, by resolution, create any committee(s) to act in an advisory capacity to the CRA as shall be deemed necessary to carry out the functions, purposes and objectives of the CRA. The resolution establishing such committee(s) shall set forth its specific duties, the number and qualification of its members, the method of appointment and term of its members, and the minimum rules regulations and reporting requirements upon which it shall operate. Unless otherwise

delegated, by resolution, the Board shall appoint all members to committee(s) that it creates. The Board may, by resolution, abolish any existing committee(s).