

SECTION 6 CORRIDOR MANAGEMENT COUNCIL

The William Bartram Scenic & Historic Highway Corridor Management Council (CMC) will replace and supercede the William Bartram Scenic & Historic Highway Corridor Group, which is the present name for the corridor advocacy group. See pages xiii through xviii at the front of this Corridor Management Plan (CMP) for the official lists of the CMC Membership, Honorary Ex Officio Members, Officers, Project Advisors, local Elected Officials, Legislative Delegation Members, and U.S. Congressional Members.

The CMC serves as a caretaker of the scenic corridor to ensure that the vision and intent of the scenic highway program is being accomplished within the corridor. The CMC will also ensure that the Action Plan is executed in a timely manner and that all activities along the corridor are monitored and implemented in accordance with the Corridor Management Plan (CMP or Plan). To accomplish these goals, the CMC intends to begin implementing the CMP immediately (upon designation of the Corridor by the Florida Department of Transportation), through a partnership agreement between the general CMC membership and St. Johns County government to manage and monitor the corridor.

6.1 CORRIDOR MANAGEMENT COUNCIL AGREEMENT

The CMC will function as the initiator and coordinator of the plans, strategies, programs and events contained in the CMP. The CMC Members are familiar with the designation effort and are willing to devote their time and resources toward achieving the Corridor Vision. Citizens and business representatives can produce innovative ideas and help enlist community support and volunteers. The Board of County Commissioners (BCC) is experienced with policymaking and has the power and the means to enact and implement corridor strategies. The BCC has committed its support to the CMC through the continued provision of professional planning and recreational staff resources, as well as monthly meeting space, thereby directly assisting the CMC members in facilitating and implementing the CMP. These partners have agreed to consider the concepts and action plan items proposed in the Corridor Management Plan, and to complete these proposals wherever possible.

The CMC Members and local elected officials considered different types of partnership agreements for making an official declaration of their membership and commitment to the duties and responsibilities of the CMC. Pursuant to the Scenic Highways Program Manual, a general narrative description of CMC functions and responsibilities is required, along with the official CMC membership list and signatures.

The following "William Bartram Scenic & Historic Highway Corridor Management Council Memorandum of Understanding" was executed for its simplicity and ease of interpretation:

**William Bartram Scenic & Historic Highway Corridor Management Council
Memorandum of Understanding**

THIS MEMORANDUM OF UNDERSTANDING ("MOU") is made and entered into this the 28 day of June, 2005, by and between the member signatories included below (the "Members"), and shall thereby comprise the William Bartram Scenic & Historic Highway Corridor Management Council ("CMC").

FOR AND IN CONSIDERATION OF the mutual benefits and obligations hereunto pertaining, the Members form the understanding as follows:

1. There is hereby created a Corridor Management Entity hereinafter called the William Bartram Scenic & Historic Highway Corridor Management Council (CMC), which shall facilitate and promote plans, strategic programs and events set forth in the William Bartram Scenic & Historic Highway Corridor Management Plan ("the CMP"). The formation of the Corridor Management Council shall supercede and replace the Corridor Advocacy Group, in accordance with the Florida Department of Transportation's Scenic Highway Program.
2. This MOU is intended to facilitate and promote appropriate implementation and consistency in carrying out the goals and objectives in the CMP.
3. Pursuant to the BYLAWS contained in Section 6 of the Corridor Management Plan, as amended each Member (or designee) shall serve on the Corridor Management Council, in either the capacity of General Membership, which is open to citizens, landowners, businesses and public land managers interested in the William Bartram Scenic & Historic Highway Corridor, or of Technical Advisory Membership, which may include technical and or advisory "signed" partners.
4. CMC membership can be expanded or reduced pursuant to the BYLAWS contained in Section 6 of the CMP, as amended, and through additional Partnership Agreements, which may be entered into as appropriate to facilitate and promote work on Goals, Objectives and Strategies of the CMP. Partnerships may be long term or activity specific in nature. The CMC may amend its BYLAWS and organizational rules as necessary or appropriate for the organization and operation of the CMC, consistent with the provisions hereof, including, as appropriate, provision for the formation of "Committees," the election of other officers and retention of employees or independent contractors in the CMC's discretion. Members may seek to dissolve their participation in the CMC upon written notice to the chairperson. The CMC will terminate if no party remains legally active.
5. Each Member (or designee) may provide technical advice in areas of planning, engineering, architecture, economics and environmental management, as may be appropriate to the Member.
6. The St. Johns County Planning Division will endeavor to provide reasonable staff resources when such are in the County's sole opinion reasonably available and when such does not conflict with any other County plan, policy, program or operation. Both St. Johns County and the Secretary of the CMC shall retain records of such activities.
7. All operations, meetings, etc., of the CMC shall be open to the public and subject to the Florida Sunshine Law and Public Records law. If the County Administrator determines after a noticed hearing, that one or more Members are not complying with such laws, this MOU shall be


**William Bartram Scenic & Historic Highway Corridor Management Council
Memorandum of Understanding**

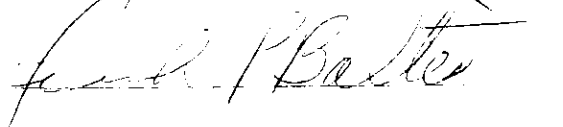
deemed to have been reformed without those members in violation, or consideration given to forming a new MOU.

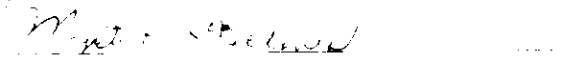
- 8. The CMP shall be deemed by this MOU to be a planning guide, and nothing contained herein shall constitute the adoption of the CMP as a law, regulation or ordinance of any public body that acts to regulate public or private property or activity. Land management planning decisions, directions, budgeting and implementation of the public lands within the corridor are the responsibility of the individual public agencies.
- 9. Nothing in this MOU or the CMP shall, in themselves, be deemed to obligate any public funds for any particular project.

IN WITNESS WHEREOF, the undersigned Members have executed this MOU as of the day and year first written above.

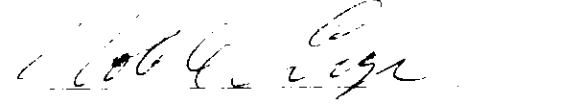
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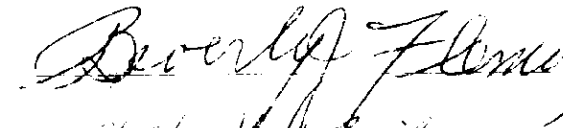

Ben W. Adams, Jr., St. Johns County Administrator





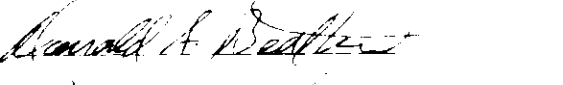


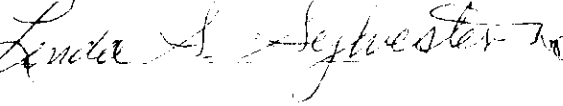




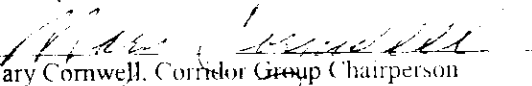


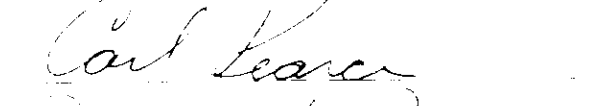




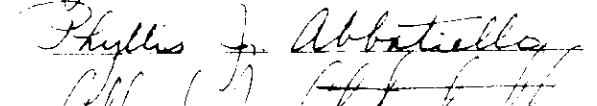


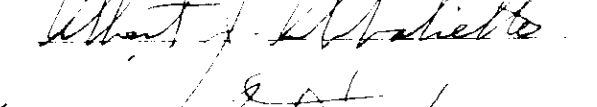
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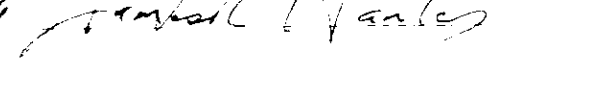

Mary Cornwell, Corridor Group Chairperson











6.2 BYLAWS

The management structure of the CMC may develop over time, as proposals contained in the Plan are studied further and implemented or amended. However, the citizen members of the CMC felt that the Bylaws should provide for the elections of officers within 60 days of designation and a process for accommodating potential new members. In addition, there was interest in establishing technical advisors as non-voting members. The following proposed bylaws have been approved by the CMC. However, in accordance with section 7.01, these bylaws may be amended accordingly.

William Bartram Scenic & Historic Highway Corridor Management Council

BYLAWS

ARTICLE I - NAME AND PURPOSE

Section 1.01 Name: The name of the organization shall be: the WBSHHC (William Bartram Scenic & Historic Highway Council), hereinafter referred to as "the Council".

Section 1.02 Purpose: The purpose of the community-based Council shall be educationally oriented to the preservation, protection, enhancement and maintenance of the William Bartram Scenic & Historic Highway and the associated loop/spur roads. Avenues approved to achieve these goals include:

- (a) To request State Road 13 designation within the Scenic Highways Program as authorized by Chapter 335.092 of the Florida Statutes
- (b) To devise strategies, programs and events explicating the William Bartram Scenic & Historic Highway's cultural, environmental and historical assets;
- (c) To investigate funding sources; and
- (d) To present recommendations to appropriate local, regional, state and federal land use authorities, citizens, businesses and private landowners.

ARTICLE II – MEMBERSHIP

Section 2.01 General Membership: General Membership is open to citizens, landowners, businesses and public land managers interested in supporting the Goals, Objectives and Strategies of the William Bartram Scenic & Historic Highway Council.

Section 2.02 Technical Advisory Membership: Technical and/or advisory "signed" partners, who shall serve as non-voting members.

ARTICLE III - MEETINGS

Section 3.01 Regular Meetings: The Council shall meet once a month during the first year. After the first year, meetings will be held no less than quarterly. The members shall determine the time, date and

location. Notice including the agenda shall be submitted by email or telephone. Notice of meetings shall be provided to the local media. Attendance Sign-in Sheets shall be provided and minutes shall be taken at all meetings.

Section 3.02 Annual Meetings: Elections shall be held annually at a meeting of the General Membership. The first year's elections will occur within two months of the designation. The place, time and agenda must be communicated by telephone or email within ten (10) days of the meeting.

Section 3.03 Special Meetings: Special meetings may be called to consider one or more items of business. The place, time and agenda must be communicated by telephone or email to all Council members within forty-eight (48) hours of the meeting.

Section 3.04 Public Access: All meetings of the Council will be open to the public, and will be held in public buildings within St. Johns County.

Section 3.05 Quorum: A quorum for any action by the Council shall require a minimum of seven (7) members, which must include either the Chair or Vice-Chair. If less than a quorum is present at a meeting, the CMC may deliberate but may not take any action that binds the Council.

Section 3.06 Attendance Policies and Voting Requirements and Conflicts:

- (a) **Attendance Policies and Voting Eligibility.** A member is eligible to vote after attending three (3) consecutive meetings and attaining membership status. If any member fails to attend three consecutive, regularly scheduled meetings or five (5) of twelve (12) regular or special meetings or workshops of the Council, the Council shall declare the member's office or seat vacant. If the vacated office or seat is held by an Officer, the vacancy shall be filled as provided by Section 4.03(c), except in the case of extended illness or unless otherwise provided by law. In the event of a prolonged illness, the Council may opt to remove the member if the member fails to attend six (6) consecutive, regularly scheduled meetings.
The Council shall maintain a record of absences and enforce the attendance policy. It is the responsibility of each individual Member to sign the Membership Roster or Sign-In Sheet upon arrival to each meeting.
- (b) **Voting Requirements.** Except as otherwise specified herein, all action by the Council requires a simple majority vote of a quorum present. Only those members in attendance will be empowered to vote. All members in attendance at a meeting must vote on all matters, unless excused by reason of a conflict of interest.
- (c) **Voting Conflicts.** Any member who has a potential conflict of interest on any given issue before the Council will announce the potential conflict prior to discussion on the item commencing and will refrain from voting or participating on the matter. No member of the Council may vote on any measure which inures to the member's special private gain or loss or which the member knows would inure to the member's special private gain or loss or which the member knows would inure to the special private gain or loss of a parent organization or subsidiary of a corporate principal by whom the member is retained, other than an agency (defined in F.S. 112.312(2) as any state, regional, county, local or municipal government entity of this state, whether executive, judicial, or legislative; any department, division, bureau, commission, authority, or political subdivision of this state therein; or

any public school, community college, or state university), or to the special private gain or loss of a relative or business associate of the member.

If there is a matter that comes before a member of the Council for which a conflict of interest exists, the member must:

- (1) Abstain from voting;
- (2) State publicly, the interest in the matter prior to the vote being taken; and
- (3) File a memorandum (Form 8B) with the secretary of the Council describing the nature of his/her interest in the matter, within fifteen (15) days after the vote occurs.

Section 3.07 Code of Ethics: Members of the Council shall be subject to all applicable provisions of F.S. Chapter 112, pt. III (F.S. 112.311 through 112.326), Code of Ethics for Public Officers and Employees.

Section 3.08 Compensation: No member will receive any compensation for serving on the Bartram Scenic & Historic Highway Council.

ARTICLE IV - DUTIES OF OFFICERS

Section 4.01 Officers: The Officers will be called the Executive Committee.

Section 4.02 Offices: The Executive Committee shall be comprised of the following Offices:

- (a) **Chairperson.** The Chairperson will have the power to perform the normal duties of the chief officer including the following:
 - (1) Preside at all meetings of the membership and the Executive Committee and be an ex-officio member of all subcommittees
 - (2) Establish agendas.
 - (3) Call special meetings and coordinate all outside activities.
 - (4) Appoint Committee Chairs, as needed.
 - (5) Perform such further duties and powers as may be assigned by the organization
- (b) **First Vice-Chair.** The First Vice-Chair shall:
 - (1) Exercise all powers and duties of the chair in the absence or inability of the chairman.
 - (2) Serve as chairman of the program committee.
 - (3) Serve as chairman of the nominating committee.
 - (4) Perform such other duties as delegated by the Executive Committee.
- (c) **Second Vice-Chair.** The Second Vice-Chair shall perform duties incident to the office of the First Vice-Chairman and such other duties as delegated by the Executive Committee.
- (d) **Recording Secretary.** The Recording Secretary shall:
 - (1) For each meeting, provide a Membership Roster or Sign-In Sheet and record the minutes of the meetings of the Membership and the Executive Committee and maintain the attendance records.
 - (2) Maintain historical records
 - (3) Ensure proper notice of all meetings.
 - (4) Perform such further duties and powers as may be assigned by the Executive Committee.
- (e) **Corresponding Secretary.** The Corresponding Secretary shall:

- (1) Maintain all correspondence required by the membership and/or the Executive Committee.
- (2) Perform such further duties and powers as may be assigned by the Executive Committee.
- (f) **Treasurer.** The Treasurer shall:
 - (1) Retain all funds, property and securities of the organization.
 - (2) Make all payments as necessary and proper on behalf of the organization.
 - (3) Maintain a full and accurate account of all monies and obligations received and paid.
 - (4) Serve as an ex-officio member of the Finance Committee.
 - (5) Perform all duties incident to the office of the Treasurer and such other duties, which may be assigned by the chairman or the Executive Committee.
- (g) **Past President.** The immediate Past President shall serve as a voting member of the Executive Committee.

Section 4.03 Elections:

- (a) **Nominating Candidates for Office.** The Nominating Committee appointed by the Chair and chaired by the First Vice-Chair, shall prepare a slate of candidates at the second month's meeting after Designation.
- (b) **First Election.** The first year's election of officers will occur within two (2) months of Designation.
- (c) **Annual Elections.** Elections of Officers will be held annually.

Section 4.03 Terms:

- (a) **Length of Terms.** Officers will serve for two (2) years or until their successors are elected.
- (b) **Assumption of Duties.** Officers will assume their duties at the next scheduled meeting. Unless otherwise stated, outgoing Officers shall continue their duties until the next scheduled meeting.
- (c) **Resignation.** An eligible member will be appointed by the Chair to fill the unexpired term of an officer who resigns.

Section 4.04 Finances:

- (a) **Start-Up Costs.** Through the Treasurer and Finance Committee, deposits may be made to the Environmental Education Resource Council of Northeast Florida (EERC), a private, non-profit, 501(c)(3) agency, for start-up expenses until the William Bartram Scenic & Historic Highway Council obtains 501(c)(3) nonprofit designation.
- (b) **Fiscal Year.** The Fiscal Year shall begin on October 1st and end on September 30th.
- (c) **Checks.** Two signatures shall be required on checks.

ARTICLE VI – PARLIAMENTARY RULES

Section 5.01 Rules of Procedure: The proceedings of all meetings shall be conducted, and governed by, the latest edition of The Standard Code of Parliamentary Procedures, revised by the American Institute of Parliamentarians, by Alice Sturgis, and available in all St. Johns County libraries.

ARTICLE VII – AMENDMENTS

Section 7.01 Amendments to the By-Laws: Any qualified member may rise while new business is being considered and offer an amendment to the Bylaws simply by stating the proposed amendment and giving a copy to the Recording Secretary. The Recording Secretary will refer it to the Bylaws Committee for review. The Bylaws Committee will review and report at the next meeting. Any vote will be taken at a meeting following required notifications.

ARTICLE VIII – DISSOLUTION

Section 8.01: The William Bartram Scenic & Historic Highway Council may be dissolved for lack of interest indicated by no meetings being held in a twelve (12) month period.

Section 8.02: The Executive Committee shall, after making provisions for payment of all liability of William Bartram Scenic & Historic Highway Council, donate the remaining assets to the Environment Education Resource Council of North Florida.

ARTICLE IX – ADOPTION OF BY-LAWS

Section 9.01 Approval of By-Laws: These By-Laws were approved at a meeting of the Executive Committee of the William Bartram Scenic & Historic Highway Council on the _____ day of _____, 200__, the first Regular Meeting after Designation.