

By-Laws of JEA

Approved by the JEA Board of Directors on
August 10, 2022



ARTICLE I – OFFICES

The principal office of JEA shall be located in Jacksonville, Florida. Branch offices of JEA may be established at such places as JEA may designate from time to time.

ARTICLE II – MEMBERS OF JEA GOVERNING BODY

A. General Powers—The affairs of JEA shall be managed by the JEA governing body (“Board”) as provided in the Charter, as amended, and other applicable laws.

B. Appointment, Number, and Tenure—The membership of the JEA Board shall be constituted in number, qualifications, manner of appointment, and tenure as provided in the Charter, as amended.

C. Expense Reimbursement—Board members are entitled to payment or reimbursement for reasonable expenses in accordance with the Charter. Members are also subject to JEA’s travel policies and procedures.

ARTICLE III – OFFICERS

Board Officers—Board Officers assure the integrity of the Board’s processes and records. Board Officers are: Chair, Vice Chair, and Secretary.

Elections—In accordance with the Charter, the governing body of JEA shall elect a Chair, Vice Chair, and Secretary. The Board may elect one or more Assistant Secretaries, each of whom shall serve for one year or until such Officer’s successor is chosen. The Chair may serve for two consecutive one-year terms, which shall not include any period served as replacement Chair during the unexpired portion of the predecessor’s term. Elections of Officers shall be conducted at the first regular meeting in March, or the next subsequent Board of Directors meeting, which shall be preceded by a meeting of the Governance, Audit, and Compliance Committee to recommend a slate of officers.

Vacancy of a Board Officer—A vacancy of the Board Officers may occur for any of the following events:

- Death of a member;
- Physical or mental incapacitation due to disease or

illness when there is reasonable cause to believe the member will not be able to perform the duties of his/her office for the remainder of his/her term;

- Resignation of a member;
- A member moving outside of the service territory;
- A member’s absence from the state for more than 60 days, except in the following situations: upon approval of the Board, or with the consent of the Board for an additional period not to exceed the absence of 90 calendar days;
- Active military service that extends for more than 60 days; or
- A member’s conviction of a felony or any offense involving a violation of his/her official duties or conviction of a crime resulting in the forfeiture of office.

Time and Process for Filling a Vacancy of a Board Officer

—When a vacancy of a Board Officer occurs, the Board shall, within 60 days of the date of the vacancy or the next scheduled Board meeting thereafter, elect a replacement Officer from the remaining Board members for the unexpired term. Preceding a vote by the Board, the Governance, Audit, and Compliance Committee will meet to recommend a replacement Officer for election by the Board as a whole. When a vacancy of a Board Officer occurs as a result of active military service that extends for more than 60 days, the appointment of a replacement Officer shall be temporary in nature, expiring upon the Board Officer’s return from active military service or upon expiration of the term of office, whichever occurs first.

Chair—The Chair shall preside at all meetings of the JEA Board unless the Chair delegates otherwise. The Chair’s role is to see that the Board operates consistently within its own rules and those rules and regulations imposed upon it from outside the organization.

The Chair is authorized to:

- A. Make decisions that fall within topics covered by Board policies on governance process and Board-management delegation, including making reasonable interpretations of policies where applicable, with the exception of (i) employment or termination of the Managing Director/Chief



Executive Officer, and (ii) areas where the Board specifically delegates portions of this authority to others;

- B. Designate from time to time such standing or special committees as the Chair deems appropriate, including designating members, a Committee Chair, and the subject matter assigned to each committee for consideration; and
- C. Represent the Board to outside parties in announcing Board-stated positions and in stating the Chair's decisions and interpretations within the area delegated to that role. The Chair may delegate this authority but remains accountable for its use.

Vice-Chair—The Vice-Chair shall perform such duties as are assigned by the Chair in addition to the functions for which the Vice-Chair is responsible as mentioned above.

The Vice-Chair, or in the absence of the Vice-Chair, the immediate past Chair will serve as Chair in the absence of the current Chair. In the event of the Chair's prolonged absence or disability, the Vice Chair shall exercise all functions of the Chair for a period of up to thirty days, at the expiration of which a special election shall be conducted by the JEA Board as a whole and a permanent Chair elected, which shall be preceded by a meeting of the Governance, Audit, and Compliance Committee to recommend a new Board Chair.

Secretary—The Secretary has oversight of the procedures used by the JEA staff to accurately produce minutes of all Board and committee meetings and submission for public record. Minutes from Board and committee meetings will be posted on the JEA website in accordance with the Charter. The Secretary shall perform such other duties as from time to time may be assigned by the Chair.

ARTICLE III—OFFICERS

Board Committee Principles—Board committees, when used, will be assigned so as to reinforce the wholeness of the Board's job and not to interfere with delegation from the Board to the CEO. Board committees may not speak or act for the Board except when formally given such authority for specific purposes. Expectations and authority will be carefully stated in order to prevent conflict with authority delegated to the CEO. Board committees cannot exercise authority over staff. The CEO works for the full Board, and will therefore not be required to obtain the approval of a Board committee before an executive action. This policy applies to any group that is formed by Board action, whether or not it is called a committee and regardless of whether the group includes Board members.

Board Committee Structure—A committee is a Board committee only if its existence and scope come from the Board Chair, regardless of whether Board members sit on the committee. Board members may attend any Board committee meeting. The Board Chair will take into consideration any term expirations when making revisions to committee assignments. The membership of standing and special committees will generally consist of three Board members, appointed annually by the Board Chair. The Board Chair shall appoint one of the committee members as the Board Committee Chair and one as Vice-Chair. The CEO, or his/her designee, will attend meetings of each committee, but shall not have a vote. The CEO may specify that one or more Leadership Team members shall assist the committee. The current Board Committee structure is located in the **Board Policy Manual Appendix—Board Committee Structure**.

Standing Committees—The Chair may appoint standing committees from time to time which shall be composed of members of the JEA Board as determined by the Chair and in accordance with the JEA By-Laws. A standing committee shall continue until such time as it is terminated by the Board Chair.

Special Committees—The Board Chair may appoint special committees from time to time. When a special committee has fulfilled its function or when the best interests of JEA have been served, the Board Chair shall formally dissolve the committee.

Responsibilities and Powers of the Committee and the Committee Chair—The Committee Chair will determine the meeting cadence. The JEA Leadership Team member(s) assigned to the committee are responsible for working with the Committee Chair to determine the agenda and will support the Committee Chair with the meetings. Topics and requests for approval will generally go through the Board committees prior to any full Board approval requests. As required by the Charter or at the guidance of the Chief Legal Officer, by motion, a committee may generally recommend to the JEA Board that action be taken on matters under consideration by the committee. The Committee Chair, or Vice-Chair in the absence of the Chair, will report on items to be brought to the full Board, either requiring the full Board's awareness and/or approval. The Committee Chair, or Vice-Chair in the absence of the Chair, shall have the power and authority to call meetings of the committee upon reasonable written notice to the members, and to set the date, time, and location of such meetings. In the absence or inaction of the Committee Chair, the committee's Leadership Team member assigned as a liaison may call a committee meeting upon request of one or more of the remaining committee members.

Committee Vacancies—The Board Chair shall fill vacancies in the membership of any committee within 30 days of a vacancy occurring. Should the Chair of the JEA Board fail to fill a vacancy within 30 days after such a vacancy occurs, then such vacancy may be filled by a majority of the members of the JEA Board acting in any regular or special meeting.

Conduct of Committee Business—A physical quorum of the committee must be present in order for the committee to conduct business. A majority of the entire membership of the committee physically present shall constitute a quorum, and an act of the majority of the committee present at any meeting shall constitute the act of the committee. All JEA Board members may attend

and participate in any committee meeting; however, only committee members have the right to make motions and vote. Except as provided otherwise herein, Roberts Rules of Order shall govern the conduct of committee business.

Committee Meeting Requirements—Committees shall be subject to the requirements of Chapter 286, Florida Statutes (Government in the Sunshine). Reasonable notice shall be given prior to all committee meetings, and all committee meetings shall be open to the public. Opportunity for public comment shall be given prior to any action taken by a committee.

ARTICLE V—CONDUCT OF AUTHORITY BUSINESS

Regular and Special Meetings—Regular and special meetings shall be held and noticed in accordance with the requirements set forth in the Charter.

Teleconference or Videoconference Meetings

—All Board and Committee meetings will be conducted in accordance with the Charter and Florida Statutes. Whenever any Board member attends a meeting by teleconference or videoconference, the Chair shall conduct the meeting in a manner so as to allow, to the fullest extent possible, simultaneous communication.

Quorum and Votes Required for Action

A majority of the Board's membership physically present shall constitute a quorum for the purposes of meeting and transacting business. Each member shall have one vote. A majority vote of the members physically present at a meeting shall be required to accomplish an act of business. A Board member may attend a meeting virtually when extraordinary circumstances would not permit the Board member to be physically present at the meeting. Whether extraordinary circumstances exist shall be a determination of the Board members physically present at the meeting. Providing a quorum physically present has been met, and the Board members who are physically present have determined that extraordinary circumstances exist to justify the Board member's virtual attendance, a Board member attending virtually may vote. By adoption of these By-Laws, the following are presumed to constitute extraordinary circumstances with no need for further action on the part of the Board:

- Military duty
- Health-related issues
- Board member being out of town due to circumstances beyond Board member's control
- State of emergency declared by federal, state, or local authority
- Other reasons as deemed appropriate by the Board

Pursuant to Chapter 286, Florida Statutes, no member who is present at any Board meeting may abstain from voting except when there is, or appears to be, a possible conflict of interest. In such case, the abstaining Board member shall comply with the disclosure requirements of Chapter 112, Florida Statutes.

Vacancies—Any vacancy occurring in the office of a member of the JEA Board shall be filled for the unexpired term in the manner provided in the Charter, as amended. The Vice President, Government Relations will work with the Office of the Mayor, City Council President, and Office of General Counsel as deemed necessary.

Rules and Procedures—The Board may adopt rules or procedures to govern the conduct of JEA Board business. In the absence of rules or procedures adopted by the Board, the conduct of the Board's business shall be governed by Robert's Rules of Order.

Amendments to By-Laws—These By-Laws may be amended, suspended, repealed or altered, in whole or in part, by the affirmative votes of a majority of members at any regular or special meeting, provided such subject has been included in an agenda item.

Effect of By-Laws—Noncompliance with these By-Laws shall not operate to invalidate any JEA Board action otherwise valid under applicable law.



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