

FCCMA Bylaws

These bylaws of the Florida City and County Management Association, Inc., (“Association”) were duly adopted by the members on June 1, 2018, in accordance with the rules and procedures then in effect, the applicable provisions of the Amended and Restated Articles of Incorporation, and the provisions of Chapter 617, Florida Statutes.

ARTICLE I

GENERAL PROVISIONS

1. A Board of Directors shall supervise and control the affairs of the Association.
2. There shall be one Annual Business Meeting of the members held at roughly the same time each year. The date, program and format for the Annual Business Meeting shall be set by the Board of Directors. The agenda for the Annual Business Meeting shall include:
 - 2.1. A report of the general activities and the state of the Association.
 - 2.2. A financial report.
 - 2.3. The election of Officers and At-Large Directors.
3. Additional meetings of the membership may be called by the Board of Directors.
4. Calendar
 - 4.1. The fiscal year shall be from October 1 to September 30 of the following year.
 - 4.2. The Association’s program year shall be from the conclusion of the Annual Business Meeting until the conclusion of the following Annual Business Meeting.
5. Voting
 - 5.1. Voting by proxy shall not be allowed by the Board of Directors or voting membership.
 - 5.2. Full and Life members will have the right to vote on Association business.
6. The professional conduct of all members of the Association shall be governed by the “Code of Ethics” of the International City/County Management Association and any additional standards adopted by the Board or Association Bylaws.

ARTICLE II

MEMBERSHIP

1. The membership category to which a person may be assigned by application of these bylaws shall be based on the standards established herein and the ongoing qualifications of the person seeking

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to obtain or retain membership.

2. Membership Categories

2.1. Voting Membership Category

2.1.1. There shall be three voting membership categories within this category (Full Members, Life Members and Member-In-Transition)

2.1.1.1. Full Member Category

2.1.1.1.1. A person who serves as the full-time administrative head of a local government within Florida. Members qualifying for this category may not downgrade their membership to another category.

2.1.1.1.2. A person who serves in a full-time position appointed by the administrative head of a local government within the boundaries of Florida and who has received an endorsement from that administrative head as having significant general administrative responsibilities. Members qualifying for this category may not downgrade their membership to another category.

2.1.1.1.3. A person who has been designated as a full member of the Association in the past and is in good standing with the Association.

2.1.1.1.4. A person who is a full member of the International City/County Management Association (“ICMA”) at the time of application.

2.1.1.2. Life Member Category

2.1.1.2.1. A person who qualified to vote at the Association Annual Business Meeting at some point prior to retirement and is in good standing with the Association shall maintain the right to vote upon retirement.

2.1.1.2.2. A person who has been designated as a life member of ICMA.

2.1.1.3. Member In Transition

2.1.1.3.1. Any person who has been an active full member of this Association in good standing and who has resigned or been removed from his or her position.

2.1.1.3.2. A person who has been designated as an MIT may retain his or her status as an active voting member on a complimentary dues basis if authorized by a majority vote of the Board of Directors.

2.1.2. Members of the Full member, Life member and Member in Transition category have the right to vote on all items as specified by the Charter and bylaws of this Association.

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2.2. Non-voting Membership category

2.2.1. The Board of Directors may create membership categories within this category by policy.

2.2.2. Members of this category do not have the right to vote on items related to the Charter and bylaws of this Association.

3. Membership Dues

3.1 Membership dues for all categories of membership as well as the process for their collection shall be established by vote of the Board of Directors.

4. Application Process

4.1 The process for application of membership to the Association shall be determined by vote of the Board of Directors, but shall require:

4.1.1. A process for members of all categories to review and comment on all applicants.

4.1.2. A process for the review and consideration of any comments received through Article II, section 4.1.1.

5. Authority

5.1.1. Except for instances where Article II, sections 5.1.3 and 5.1.4 are applicable, the Board of Directors shall have the authority to decide whether to grant or deny membership for any applicant.

5.1.2. The Board of Directors shall have the authority to take appropriate disciplinary action against any current, former, or pending member, which, in the Board's judgment, may be appropriate to maintain the professional standards of the Association.

5.1.3. Members who have been expelled from ICMA due to an ethics violation shall have their Association membership terminated.

5.1.4. A person who has been expelled from ICMA due to an ethics violation may only be considered for admittance or re-admittance to the Association upon re-instatement of that person's eligibility to join ICMA.

ARTICLE III

OFFICERS

1. The Officers of the Association shall be:

1.1. President.

1.2. President-Elect.

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- 1.3. Vice President.
2. Qualifications
 - 2.1. Must qualify as a full member under Article II, section 2.1.1.1.1 or 2.1.1.1.2 at the time of the Nominating Committee Meeting.
 - 2.2. Must have served at least 24 months on the Board of Directors at the time of the next Annual Business Meeting.
 - 2.3. A member otherwise eligible to serve as an officer who is appointed to an interim or acting capacity within the organization would be eligible.
 - 2.4. An Officer who has been removed from the Board shall be ineligible for board service for the two-year period following the removal, except for when approved by the Board of Directors.
 - 2.5. The qualifications of officers and incoming officers shall be reviewed at the Board meeting immediately preceding the Annual Conference.
 - 2.5.1. If, at the time of the review of qualifications, the incoming President-Elect or the incoming Vice President no longer qualifies as a full member under Article II, sections 2.1.1.1.1 or 2.1.1.1.2, that individual will be allowed to serve if he or she receives a majority vote by the Board of Directors.
 - 2.5.2. If, at the time of review of qualifications , the incoming President no longer qualifies as a full member under Article II, sections 2.1.1.1.1 or 2.1.1.1.2, that individual will be allowed to serve as President of Association, if he or she receives a majority vote by the Board of Directors.
3. President
 - 3.1. Duties
 - 3.1.1. The President shall preside at all meetings of the Association and its Board of Directors.
 - 3.1.2. The President shall have such other duties and powers that are customarily incidental to the office.
 - 3.1.3. The President shall assume the office of Past President at the close of the Annual Business Meeting at the end of the program year.
 - 3.2. Vacancy
 - 3.2.1. Upon absence, inability to complete term, or resignation of the President, the President-Elect shall immediately become the President until his or her normal

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term commences as President.

- 3.2.2. Should the President-Elect decline advancement into the position of President, or if the position is vacant, the Board of Directors shall appoint a person to fill the vacancy until the end of the term.

4. President-Elect

4.1. Duties

- 4.1.1. The President-Elect shall preside at all meetings of the Association and its Board of Directors, should the President be unable to preside.
- 4.1.2. The President-Elect shall assume the office of President at the close of the Annual Business Meeting at the end of the program year.

4.2. Vacancy

- 4.2.1. Upon the absence, inability to complete his or her term, or resignation of the President-Elect, the Vice President shall immediately become the President-Elect until his or her normal term commences as President-Elect.
- 4.2.2. Should the Vice President decline advancement into the position of President-Elect or is ineligible to serve in the position of President-Elect, or if the position is vacant, the Board of Directors shall appoint a person to fill the vacancy until the end of the program year.

- 4.2.2.1. A member appointed to fill the vacancy shall stand for a confirmation vote from the membership for the office of President at the next Annual Business Meeting.

5. Vice President

5.1. Duties

- 5.1.1. The Vice President shall preside at all meetings of the Association and its Board of Directors, should the President and President-Elect be unable to preside.
- 5.1.2. The Vice President shall assume the office of President-Elect at the close of the Annual Business Meeting at the end of the program year.

5.2. Election

- 5.2.1. The Vice President shall be elected at the Annual Business Meeting.
- 5.2.2. Candidates can be placed on the ballot by:
 - 5.2.2.1. Nomination by the Nominating Committee, or

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5.2.2.2. Full members may nominate an eligible candidate different than the Nominating Committee's recommendation. To appear on the ballot, the nomination must be received by staff 14 calendar days prior to the Annual Business Meeting.

5.3. Vacancy

5.3.1. If the candidate as recommended by the Nominating Committee is ineligible to serve, the Board of Directors shall appoint a candidate to replace the ineligible candidate on the slate prior to the Annual Business Meeting.

5.3.2. Upon the absence, inability to complete term, or resignation of the Vice President, the Board of Directors appoints a person to fill the vacancy to finish the program year.

5.3.2.1. A member appointed to fill the vacancy shall stand for a confirmation vote from the membership for the office of President-Elect at the next Annual Business Meeting.

ARTICLE IV

BOARD OF DIRECTORS

1. The members of the Board of Directors shall consist of:
 - 1.1. The officers of the Association per Article III of these bylaws.
 - 1.2. The immediate Past President, as defined in Article III, section 3.1.3.
 - 1.3. Eight District Directors.
 - 1.4. Three At-Large Directors.
2. District Directors
 - 2.1. Qualifications
 - 2.1.1. Must have been a full member for a minimum of three years by the date of the Annual Business Meeting.
 - 2.1.2. Must be employed as a full member within the boundary of the applicable district in a position qualifying for full membership.
 - 2.2. Must be nominated through the district election process as approved by the Board of Directors.
 - 2.2.1. Odd-numbered districts shall have their elections in calendar years ending in an odd

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number.

2.2.2. Even-numbered districts shall have their elections in calendar years ending in an even number.

2.2.3. The district election process must be approved by the Board of Directors.

2.2.4. It is the responsibility of the District Directors to nominate an election committee to follow the district election process as approved by the Board of Directors.

2.2.5. Elections for District Director shall be completed no later than February 15 of the calendar year in which the District Director would take office.

2.3. Term

2.3.1. District Directors shall serve a term of two years or until a successor is duly elected or appointed.

2.4. Vacancy

2.4.1. Any vacancy for District Directors after the Annual Business Meeting and prior to the election shall be filled by the Board of Directors to complete the term.

2.4.2. If the District Director-Elect becomes ineligible after the district election deadline of February 15 and prior to being sworn in, the current year's District Election Committee shall oversee an emergency election for the position prior to the start of the Annual Conference and submit the results to the Board of Directors. The election shall be consistent with the district election process approved by the Board of Directors.

2.5. Removal

2.5.1. A District Director who no longer qualifies as a district director under Article IV, section 2.1.2 and does not reside within the district will be immediately removed from their position of District Director.

2.5.2. A District Director who has been removed from the Board shall be ineligible for board service for the two-year period following the removal, except for when approved by the Board of Directors.

3. At-Large Directors

3.1. Qualifications

3.1.1. Must have been a full member for a minimum of three years by the date of the Annual Business Meeting.

3.1.2. Must be employed and designated as a full member at the time he or she takes office.

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3.2. Elections

3.2.1. At-Large Directors shall be elected at the Annual Business Meeting.

3.2.1.1. Candidates can be placed on the ballot by:

3.2.1.1.1. Nomination by the Nominating Committee, or

3.2.1.1.2. Full members may nominate an eligible candidate different than the Nominating Committee's recommendation. To appear on the ballot, the nomination must be received by staff 14 calendar days prior to the Annual Business Meeting.

3.2.2. One At-Large Director position will be filled in calendar years ending in an odd number.

3.2.3. Two At-Large Director positions will be filled in calendar years ending in an even number.

3.3. Term

3.3.1. At-Large Directors shall serve a two-year term or until successors are duly elected.

3.4. Vacancy

3.4.1. Any vacancy for an At-Large Director shall be filled by the Board of Directors for the remainder of the term.

3.5. Removal

3.5.1. An At-Large Director who no longer qualifies as a full member but resides within Florida and is actively seeking employment in the profession may continue to serve until the end of the term.

3.5.2. An At-Large Director who has been removed from the Board shall be ineligible for board service for the two-year period following the removal, except for when approved by the Board of Directors.

4. District Boundaries

4.1 The Board of Directors will review the districts as part of the strategic planning process to achieve a balance among the number of members, community of interest and geographical relationships. In any change of district, the Board of Directors shall determine the appropriate method of transition.

ARTICLE V

COMMITTEES

1. Standing Committees

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1.1. Ethics Committee

- 1.1.1. An Ethics Committee shall be created to review all ethics-related issues for the Association.
- 1.1.2. The Committee shall be comprised of a chairperson, vice chairperson and five other members, who will serve staggered terms of four years.
- 1.1.3. At least two members of the committee must have served as an officer of the Association and should be a Past President of the Association.
- 1.1.4. Members of the Committee must have been members of the Association for at least five years prior to their appointments.
- 1.1.5. The members of the Committee shall select the Chairperson and Vice Chairperson from among themselves.
- 1.1.6. The Chairperson and Vice Chairperson must have served as an officer of the Association and should be a Past President of the Association.
- 1.1.7. Members of the Committee may serve multiple terms but not consecutively.
- 1.1.8. Vacancies on the Committee shall be filled through appointment by the President.
- 1.1.9. A person appointed to complete an unexpired term of a Committee member may serve a subsequent full term of four years.
- 1.1.10. A member of the Committee may be removed from the Committee by action of the President with concurrence of a majority of the Board of Directors.

1.2. Nominating Committee

1.2.1. Committee Makeup

- 1.2.1.1. President.
- 1.2.1.2. President-Elect.
- 1.2.1.3. Vice President.
- 1.2.1.4. Eight full members, one representing each of the Districts.
 - 1.2.1.4.1. Each District Director shall recommend one person and an alternate to be the District's representative on the Committee.
 - 1.2.1.4.2. The District Representative shall not be a current member of the Board of Directors.
 - 1.2.1.4.3. The District Representative shall not be a candidate for any Officer or Director seat.

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1.2.1.4.4. The District Representatives shall be confirmed by the Board of Directors at the first Board of Director's meeting of the fiscal year.

1.2.2. Process

1.2.2.1. The President shall serve as the Chair of the Committee.

1.2.2.2. The Committee shall notify the Association's eligible members no later than 120 calendar days prior to the Annual Business Meeting to solicit candidates for the positions of Vice President and the open At-Large Director seats. Nominations must be received by staff 21 calendar days prior to the Nominating Committee meeting.

1.2.2.3. When necessitated by the existence of other vacancies, the Committee shall also seek candidates for these other positions.

1.2.2.4. The Committee shall meet no less than 45 calendar days prior to the Annual Business Meeting to prepare a slate of candidates and to conduct a vote confirming the ascension of current officers to the positions of President and President-Elect. If a current officer no longer qualifies as a full member under Article II, sections 2.1.1.1.1 or 2.1.1.1.2, then the Nominating Committee shall submit a report to the Board at its next meeting for further action.

1.2.2.5. If the Vice President or the At-Large Directors fail to receive a majority of the votes cast by the present members of the Nominating Committee, then said position(s) shall be considered vacant for purposes of nominating candidates.

1.2.2.6. In reviewing candidates, the Committee shall consider:

1.2.2.6.1. The diversity and balance of the Board of Directors, including, without limitation, such factors as:

1.2.2.6.2. Type of organization in which the person serves.

1.2.2.6.3. Position within that organization.

1.2.2.6.4. Geographic distribution.

1.2.2.6.5. Questions regarding a person's qualifications or eligibility to serve.

1.2.3. Officers and At-Large Director positions are self-nominating. Nominations for Vice President and At-Large Directors must be received by staff 14 calendar days prior to the Annual Business Meeting if the candidates are different than the Nominating Committee's recommendation.

2. Advisory Committees

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- 2.1. The President shall annually create such committees as may be deemed necessary for the proper conduct of the Association's activities. Committee members shall be appointed by the President.
- 2.2. Persons in all membership categories are eligible for appointment to advisory committees. Non-voting members appointed to committees shall have the right to vote on matters brought before the committee(s) to which they are appointed.
- 2.3. No committee or individual shall be vested with the power to enter into any agreement or contract to obligate the Association, or to create any financial liabilities for the Association, except upon authority of the Board of Directors.

ARTICLE VI

OTHER

1. Annual Ethics Requirement
 - 1.1. Each member is required to complete four hours of ethics training annually in conjunction with the Association's fiscal year.
 - 1.2. The Board of Directors may, by policy, exempt certain membership categories from compliance with Article VI, Section 1.1, but may not exempt members of the full member category.
 - 1.3. Non-compliance will result in suspension of membership.
2. Board Requirements
 - 2.1. The Board of Directors shall meet at least quarterly during the program year.
 - 2.2. Special meetings may be called by the President or a minimum of eight of the members of Board of Directors.
 - 2.3. A quorum shall be required for official Board action and shall consist of a majority of the members of the Board of Directors.
 - 2.4. Any Officer or Board member with three unexcused absences from regularly scheduled meetings of the Board in a program year shall automatically be removed from the Board and the vacancy filled consistent with the procedures in these bylaws.
 - 2.5. By order of the President or majority vote of the Officers of the Board, absences may be excused.
3. Audit

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3.1. The Board of Directors shall designate a certified public accountant to make a biennial audit, with an opinion on the financial condition of the corporation to be shared with the membership.

3.2. The audit period shall not exceed two fiscal years. The Board of Directors shall oversee all the necessary financial business of the Association.

ARTICLE VII

AMENDMENT/REPEAL

1. These bylaws of this Association shall be made, adopted, promulgated, altered, rescinded, by a majority vote of the members present at any regular meeting provided the substance of a proposed amendment shall be submitted in writing 30 calendar days before a regular meeting of the Association.