

FCCMA BY-LAWS

Revised May 2015

ARTICLE I

The Board of Directors shall supervise and control the affairs of the Association, when the association is not in regular or special session. The Board of Directors shall have the power and authority to enter into contractual agreements for association/secretariat services. The duties of the officers of this Association shall be such that, by general usage, are as the title indicates.

ARTICLE II

Section 1. "The Profession of City and County Management" shall be construed to mean the exercise of the chief administrative power of the municipality or county under the policy-forming direction of a legislative body by a person appointed by the legislative body for this purpose, as well as the work of those persons who assist directly in the exercise of that administrative power and in the general administrative oversight and implementation of municipal or county operations.

Section 2. Membership categories shall be in accordance with requirements of the International City/County Management Association unless otherwise provided by the Board of Directors.

Section 3. The annual dues for membership shall be payable in advance in such amounts and according to such categories as shall be fixed and determined by the Board of Directors. Dues shall be considered delinquent thirty (30) days after billing; however, members shall remain in good standing until dues are delinquent for a period of three (3) months from time of billing. Members delinquent for more than three (3) months will not be considered in good standing and shall be purged from the membership roster.

Section 4. The fiscal year for conduct of all business of the corporation shall be from October 1 to September 30 inclusive. The Program Year is defined as the period from the conclusion of the annual conference to the conclusion of the following annual conference. The Board of Directors shall designate a Certified Public Accountant to make a bi-annual audit, with an opinion on the financial condition of the corporation to be shared with the membership. The audit period shall not exceed two fiscal years. The Secretary-Treasurer shall oversee all the necessary financial business of the Association.

ARTICLE III

Section 1. There shall be at least one Annual Business Meeting of the membership. The dates, program and registration fees shall be determined by the Board of Directors. At the Annual Business Meeting of the Association, the order of business shall be as follows, but may be suspended by a majority vote of the Voting members present:

1. Roll Call
2. Approval of the Minutes
3. Financial Report
4. Communications

5. Unfinished Business
6. Election of Officers and At-Large Directors
7. New Business
8. Adjournment

Section 2. Prior to or during the Annual Business Meeting, a Review of the State of the Association shall be provided to all members.

Section 3. Prior to or during the Annual Business Meeting, a request for Committee Volunteers shall be made to all members. Committees and Committee members shall be appointed by the President pursuant to Article VI of these bylaws.

ARTICLE IV

Voting by proxy shall not be allowed by the Board of Directors, committees or membership.

ARTICLE V

Section 1. Elections: Full and Life members will have the right to vote on Association business.

Section 2. Officers: To be elected as an FCCMA Officer, the member must be a dues-paying, full member who: is currently employed as a manager or an assistant/ deputy manager, or an assistant to the manager or equivalent, is serving in a municipal or county government recognized by ICMA; shall have served at least 24 months on the Board of Directors and be serving full-time in a municipal or county government at the time he/she takes office; and shall be elected by a majority of those voting. A member otherwise eligible to serve as an officer who is appointed to an interim or acting capacity within the organization would be eligible. Officers shall consist of:

President
President-Elect
Secretary-Treasurer

Section 3: Board of Directors: The Board of Directors shall consist of the three (3) officers, the past president, one (1) Director from each of the eight (8) Districts and three (3) Directors-at-Large, totaling fifteen (15) voting members. In addition, the President may, in his/her discretion, appoint ex-officio, non-voting members such as affiliate and/or student members to serve on the Board. The District Directors shall be elected by the Members in the District on an even-odd stagger based on District numbers, and the Directors-at-Large shall be elected on an even-odd stagger based on set numbers. Upon the absence, inability to complete his/her term or resignation of the President, the President-Elect shall immediately become the President until his/her normal term commences as President. If both positions are vacant, the Board of Directors shall appoint persons to fill the vacancies. If the position of Secretary-Treasurer becomes vacant, the Board shall appoint a person to fill the vacancy to finish the term, and then the person may stand for a confirmation vote from the membership for the office of President-Elect. If the Secretary-Treasurer does not wish to move up to President-Elect, a self-nominated President-Elect would be recommended for election by the nominating committee. District Directors and Directors-at-Large shall serve one (1) full two-year (2) -year term except that an additional one (1) year shall be allowed to provide for the even-odd stagger

as needed. Any vacancy for District Directors shall be filled by the Board of Directors to complete the program year. Any vacancy for a Director-at-Large shall be filled by the Board of Directors for the remainder of the term.

Section 4: Elections:

(A) Officers of this corporation shall be elected for one (1) year or until their successors are duly elected and qualified. The President-Elect shall assume the office of President at the close of the Annual Business Meeting.

(B) Elections for Officers and At-Large Directors shall be held at the Annual Business Meeting. The office of President-Elect shall be filled by the Secretary-Treasurer, with a confirming vote of those present. The elections shall be based upon a slate prepared by the Nominating Committee, which shall be circulated among the membership prior to the election.

(C) Nominating Committee: This committee shall consist of: the President, President-Elect, Secretary/Treasurer and eight (8) Full members representing each of the Districts. Each District member shall be recommended by the appropriate District Director, and may not be a current Board of Directors' member or a candidate for any executive officer or Director seat. The President will serve as chair of this Committee. The Nominating Committee shall be confirmed by the Board of Directors no later than the second quarterly meeting of the program year. The Committee will canvass the membership no later than 120 days prior to the annual conference, to solicit candidates for the positions of Secretary-Treasurer and the open Director-at-Large seats from the membership. Self-nomination is required. Once nominations are received, the Committee shall meet, no less than 45 days prior to the annual conference, to prepare a slate of candidates and a confirming vote of the President and President-Elect. The Committee shall consider all qualified persons and shall conduct in-person or remote, live interviews of the candidates. In its review of candidates, the Committee shall consider the diversity and balance of the Board, including, without limitation, such factors as type of organization served, position, and geographic distribution. Questions regarding a person's qualifications or eligibility to serve shall be decided by the Board of Directors prior to confirmation of the slate of candidates. Nominations may be made from the floor during the election portion of the Business Meeting. A majority of the votes cast at the business meeting shall determine the winners.

Section 5: Qualifications for District Directors: To be elected as an FCCMA District Director, the member must be a dues-paying, full member with a minimum of three (3) years' experience as a full member who is currently employed as a manager or an assistant/ deputy manager, or an assistant to the manager or equivalent serving in a municipal or county government recognized by ICMA and nominated by the Board of Directors' approved district election process. The nominee must be employed within the district's boundaries. A member otherwise eligible to serve as a director who is appointed to an interim or acting capacity within the organization may serve as a director provided that the member continues to be eligible to serve under all other applicable requirements of this article. Elections for District Director shall be completed no later than February 15 of the calendar year in which the District Director would take office. District Directors shall serve a term of two (2) years or until a successor is duly elected.

The state shall be divided into districts according to counties as follows:

District I: Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Okaloosa, Santa Rosa, Wakulla, Walton, Washington.

District II: Baker, Bradford, Clay, Columbia, Dixie, Duval, Flagler, Gilchrist, Hamilton, Lafayette, Madison, Nassau, Putnam, St. Johns, Suwannee, Taylor, Union, Volusia.

District III: Brevard, Orange, Osceola, Seminole.

District IV: Indian River, Martin, Palm Beach, St. Lucie.

District V: Broward, Dade.

District VI: Charlotte, Collier, De Soto, Glades, Hardee, Hendry, Highlands, Lee, Manatee, Monroe, Okeechobee, Sarasota.

District VII: Alachua, Citrus, Hernando, Hillsborough, Levy, Marion, Pasco, Pinellas.

District VIII: Lake, Polk, Sumter.

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.

Section 6: To be elected as a Director-at-Large, the member must be a Full, dues-paying member, with a minimum of three (3) years' experience as a full member, who is currently employed as a manager or an assistant/deputy manager, or an assistant to the manager or equivalent. Directors-at-Large shall serve a two (2) year term or until successors are duly elected.

Section 7: The Board of Directors shall meet at least quarterly during the program year. Special meetings may be called by the President or a minimum of eight (8) of the members of Board of Directors. A quorum shall be required for official Board action and shall consist of a majority of the members of the Board of Directors. Officers and Directors shall make every effort to attend all meetings. Any Officer or Board member missing three (3) meetings in a program year (from end of May conference to beginning of May conference) or any three (3) consecutive meetings shall automatically be removed from the Board and the vacancy filled consistent with the By-laws procedure in Article V.

Section 8: Conditions for In-Transition and Vacancies: Officers and Directors-at-Large who become a member-in-transition, and who continue to meet eligibility requirements, will not be removed from office, but shall continue to serve until the Annual Business Meeting at which the Officers and Directors are elected immediately following the date upon which the Officer or Director-at-Large becomes a member-in-transition, thus completing the current program year. A District Director who becomes a member-in-transition but is reemployed within the District in a municipality, county or council of government, and meets eligibility requirements, shall remain a District Director until the end of the term. A District Director who becomes a

member-in-transition but is not reemployed within the District yet otherwise continues to meet eligibility requirements will not be removed from office but shall continue to serve until the Annual Business Meeting at which the Officers and Directors are elected immediately following the date upon which the District Director becomes a member-in-transition, thus completing the current program year.

ARTICLE VI

The President shall annually appoint such committees as may be deemed necessary for the proper conduct of the work of the corporation.

No committee or individual shall be vested with power to enter into any agreement or contract to obligate this corporation, or create any financial liabilities for the corporation except upon the authority of the Board of Directors.

The Ethics Committee, as created in the Charter, shall be comprised of the chairperson and six (6) other members who will serve a four (4) year term that is staggered. Members of the Committee must have a minimum of five (5) years in the Association. The members will select their own chair from among themselves, and the chairperson must have served as an executive officer and should be a past president of the Association. Vacancies on the committee shall be filled by the current President. An appointment to fill an unexpired term will not count against a member serving a full term. Members may serve multiple terms; however, not consecutively. Any member of the committee may be removed from the committee by the President with the concurrence of the majority of the Board of Directors.

ARTICLE VII

Section 1: The Board of Directors shall have the ultimate authority to decide whether to grant or deny any applications for membership. The Board of Directors shall have the authority to take appropriate disciplinary action against any current, former or pending member which, in its judgment, may be appropriate in order to maintain the professional standards of the Association. A complaint against a person who was an FCCMA member at the time of the alleged violation will still be processed even if the person is no longer an Association member. A pending member who has been convicted of any misdemeanor or felony in any location, may be admitted as a member of the Association, following a thorough investigation by a committee appointed by the President and approval by a majority of the Board of Directors. If the pending member does not consent to an investigation within thirty (30) calendar days of a request to do so, he/she is declared ineligible for admittance or re-admittance to the Association.

Section 2: If at some future date, any former member wishes to seek re-admittance to the Association, then he/she must appeal in writing to the full Board of Directors, consent to a completion of the investigation or give the committee a compelling written justification as to why he/she chose not to have the original investigation completed.

Section 3: In November, 2013, the Board of Directors voted to require each member to complete four hours of annual ethics training. Tracking of the training will commence at the start of the next fiscal year (10/1/14), and annual accountability will conclude at the end of each fiscal year. Non-compliance will result in suspension of membership. A suspended member may submit a report of the required training hours for consideration of reinstatement. Re-

admittance to the Association is subject to the approval of the majority of the Board of Directors.

Section 4: Any FCCMA member who has been expelled from ICMA due to an ethics matter is subject to a review of his/her status as a FCCMA member.

ARTICLE VIII

Any person who has been an active full member of this Association in good standing and who has resigned or been removed from his/her position, may retain his/her status as an active member for a period of three (3) fiscal years, beginning with the fiscal year following that in which the person last paid applicable membership dues, on a complimentary dues basis if authorized by a majority vote of the Board of Directors. .

Article IX

These By-laws may be amended or repealed as provided in the Article of Incorporation.