

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 Meeting of the members held at roughly the same time each year. The date and program for the Annual Meeting shall be set by the Board of Directors. The agenda for the Annual 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 Directors-at-Large.
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 Meeting until the conclusion of the following Annual 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.

ARTICLE II

MEMBERSHIP

1. The membership class 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 to obtain or retain membership.
2. Membership Classes
 - 2.1. Voting Membership Class

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2.1.1. There shall be two voting membership categories within this class:

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.

2.1.1.1.1.1. 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.

2.1.1.1.2.1. 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 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

2.1.2. Members of this class have the right to vote on all items as specified by the Charter and bylaws of this Association.

2.2. Non-voting Membership class

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

2.2.2. Members of this class 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

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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 classes 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. Notwithstanding Article II, sections 5.1.3 and 5.1.4, the Board of Directors shall have the ultimate 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.

1.3. Secretary-Treasurer.

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 he or she takes office.

2.2. Must have served at least 24 months on the Board of Directors.

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. The qualifications of officers and incoming officers shall be reviewed at the Board meeting immediately preceding the Annual Conference.

2.4.1. If, at time of the review of qualifications, the incoming President-Elect or the

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incoming Secretary-Treasurer no longer qualifies as a full member under Article II, sections 2.1.1.1.1 or 2.1.1.1.2, he or she shall be deemed unqualified to hold that position.

2.4.2. 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/her normal 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.

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 Secretary-Treasurer shall immediately become the

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President-Elect until his/her normal term commences as President-Elect.

4.2.2. Should the Secretary-Treasurer decline advancement into the position of President-Elect, or if the position is vacant, the Board of Directors shall appoint a person to fill the vacancy.

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

5. Secretary-Treasurer

5.1. Duties

5.1.1. The Secretary-Treasurer 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 Secretary-Treasurer shall assume the office of President-Elect at the close of the Annual Business Meeting at the end of the program year.

5.1.3. Upon the absence, inability to complete his/her term, or resignation of the Secretary-Treasurer, the Board of Directors shall appoint a person to fill the vacancy to finish the term.

5.2. Election

5.2.1. The Secretary-Treasurer 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

5.2.2.2. Nomination during the Annual Business Meeting.

5.3. Vacancy

5.3.1. Upon the absence, inability to complete term, or resignation of the Secretary-Treasurer, the Board of Directors appoints a person to fill the vacancy to finish the program year.

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

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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.
 - 2.1.3. Must be nominated through the relevant district election policy.
 - 2.2. Election
 - 2.2.1. Odd-numbered districts shall have their elections in calendar years ending in an odd number.
 - 2.2.2. Even-numbered districts shall have their elections in calendar years ending in an even number. Each District will maintain a district election policy.
 - 2.2.3. This policy must be approved by the Board of Directors.
 - 2.2.4. It is the responsibility of the District Directors to maintain the relevant district election policy.
 - 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.
 - 2.2.6. If a District Director vacancy occurs after the February meeting and prior to the end of the program year, the Executive Director shall oversee an emergency election for the vacant position prior to the start of the Annual Conference and submit the results to the Board of Directors for ratification. The election shall be consistent with the relevant district election policy.
 - 2.3. Term
 - 2.3.1. District Directors shall serve a term of two years or until a successor is duly elected or

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appointed.

2.4. Vacancy

2.4.1. Any vacancy for District Directors shall be filled by the Board of Directors to complete the term.

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.

3. Directors-at-Large

3.1. Qualifications

3.1.1. Must have been a full member for a minimum of three years by the date of the scheduled election.

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

3.2. Elections

3.2.1. Directors-at-Large 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. Nomination during the Annual Business Meeting.

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

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

3.3. Term

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

3.4. Vacancy

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

3.5. Removal

3.5.1. An Director-at-Large 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.

4. Suspension

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4.1. A Board Member who is under investigation for violations of the ICMA Code of Ethics shall be automatically suspended from the Board of Directors until the completion of that investigation.

5. District Boundaries

6. 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

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 and six other members, who will serve staggered terms of four years.

1.1.3. Members of the Committee must have been members of the Association for at least five years prior to their appointments.

1.1.4. The members of the Committee shall select the Chairperson from among themselves.

1.1.5. The Chairperson must have served as an officer of the Association and should be a Past President of the Association.

1.1.6. Members of the Committee may serve multiple terms but not consecutively.

1.1.7. Vacancies on the Committee shall be filled through appointment by the President.

1.1.8. A person appointed to complete an unexpired term of the Committee member may serve a subsequent full term of four years.

1.1.9. 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.

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1.2.1.3. Secretary-Treasurer.

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.

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.

1.2.1.5. Each district shall also submit an alternate member of the Nominating Committee under the same rules as Article V, section 1.2.1.4.

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 canvass the Association's voting members no later than 120 days prior to the Annual Meeting to solicit candidates for the positions of Secretary-Treasurer and the open Director-at-Large seats.

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 days prior to the Annual 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.

1.2.2.5. If the Secretary-Treasurer or the Directors-at-Large 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.

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

1.2.3. Officers and Director-at-Large positions are self-nominating. Nominations for Secretary-Treasurer and Directors-at-Large may also be made from the floor of the Annual Meeting during the election process.

2. Advisory Committees

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. Managers in Transition

2.1. Any person who has been an active full member of this Association in good standing and who has resigned or been removed from his/her position may retain his/her status as an active member for a period of three 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.

3. Board Requirements

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- 3.1. The Board of Directors shall meet at least quarterly during the program year.
- 3.2. Special meetings may be called by the President or a minimum of eight of the members of Board of Directors.
- 3.3. A quorum shall be required for official Board action and shall consist of a majority of the members of the Board of Directors.
- 3.4. 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.
- 3.5. By order of the President or majority vote of the officers of the Board, absences may be excused.
- 3.6. Audit
 - 3.6.1. 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.
 - 3.6.2. The audit period shall not exceed two fiscal years. The Secretary-Treasurer 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 days before a regular meeting of the Association.