

## **By-Laws**

### **Florida Municipal Communicators Association, Inc.**

#### Article 1 – Meetings of the Organization

Section 1. Except in an emergency, this Association shall hold an annual business meeting at which time its members will elect its directors and will conduct its official business. Notices of such meeting shall be provided to the membership by the Executive Director no less than thirty (30) days prior to the meeting.

Section 2. Special meetings of the Association may be called at any time by the President or by a majority of the Board of Directors. Notice of the time, place and purpose of any special meeting shall be provided to the membership by the Executive Director. Except in the case of an emergency, notice of such meetings shall be provided to the membership no less than twenty (20) days prior to the meeting. No business shall be transacted at a special meeting other than as provided in the notice thereof.

Section 3. Twenty-five percent (25%) of the members of the Association shall constitute a quorum for the transaction of business at any meeting of the Association.

Section 4. At all meetings of the membership of the Association, each eligible voting member present and in good standing will have one vote per item of consideration.

A majority vote is required for the election of directors and for the decision of any question before the membership, except as otherwise provided by these By-Laws.

#### Article II – Board of Directors

Section 1. The affairs of the Association shall be managed by a Board of Directors composed of the following: (1) At least eleven (11) members elected by the Association's membership; and (2) Any past presidents of the Association who remain in good standing as members of the Association.

A majority of the Board members present at any board meeting will constitute a quorum for the transaction of business by the Board of Directors. The Board of Directors shall meet at the call of the President or of a majority of its members. The Board of Directors shall have power of removal of any director for cause at any time. The President or the Board of Directors may establish such committees from among its members as it may deem necessary.

The terms of elected Board Members shall be staggered as evenly as possible between even numbered years and odd numbered years.

Section 2. The Association's initial Board of Directors may defer the election of directors until the Association's third annual business meeting, provided the Board finds the deferral is necessary to permit the Board to fully implement the Association's organization.

Section 3. All officers and directors shall be, at the time of their selection and throughout their tenure of office, a member in good standing of the Association. In the event any such officer or director shall cease to be a member of the Association, then his or her office in the Association shall there upon ipso facto become vacant, and the Board of Directors may select a qualified member in good standing of the Association to fill such vacancy for the remainder of the unexpired term. All vacancies in office, for whatever reason, may be filled by the Board of Directors.

Section 4. Directors shall be elected at the Association's annual business meeting by the members in good standing of the Association. Directors shall serve two (2) year terms or until their successors are duly elected and qualified. The terms of Directors shall commence upon the date of their election and shall expire upon the date their successors are duly elected and qualified.

The membership shall elect annually a Vice President through the Association's Nominating Committee process. The Vice President will then ascend to the office of President-Elect if the individual remains an association member in good standing. The President-Elect shall ascend to the office of President if the individual remains an association member in good standing.

Section 5. There shall be an Executive Committee of the Board of Directors, which shall be composed of the President, President-Elect, Vice President, and Immediate Past President. The Executive Committee shall exercise the powers of the Board of Directors between meetings of the Board. A majority of the members of the Executive Committee shall comprise a quorum. The Executive Committee shall meet at the call of the President or of a majority of its members.

The President, once his year of service is completed, shall serve in the role of Immediate Past President on the Board of Directors and the Executive Committee for a one (1) year term, commencing and ending on the date of the annual business meeting of the Association. Should the Immediate Past President no longer remain a member in good standing while serving as Immediate Past President, the immediately preceding Past President will serve on the Executive Committee for the remainder of the unexpired term.

### Article III – Duties of the Officers

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors. The President shall also have the discretion to appoint the presiding officers for certain other meetings. The President shall have all the duties and powers customarily incident to the office of President.

Section 2. The President-Elect shall perform the duties of the President during the President's absence or inability to act. Other duties may from time to time be assigned to the Vice President by the President.

Section 3. The Vice President shall work with the Executive Director on the records management of the Association. The Vice President shall perform the duties of the President or President-Elect in either's absence or inability to act.

#### Article IV – The Executive Director

Section 1. The Executive Director of the Florida League of Cities, Inc., or his or her designee, shall serve as the Executive Director of the Association and may from time to time appoint or employ others to provide administrative support to the Association. The Executive Director of the Association shall manage its affairs under the general direction of the Board of Directors, and its committees, on such terms and for such compensation as the Board of Directors may from time to time prescribe. He or she shall receive and disburse budgeted funds of the Association, supervise its financial records, keep an accurate account of all financial transactions, keep accurate records of the proceedings of all general and special meetings of the Association, its Board of Directors and its committees, and report annually of Association activities to the membership. He or she shall promote the general welfare of this Association and keep in contact with its members. He or she shall issue notices of all meetings, shall collect and account for all fees and dues, shall conduct correspondence, shall have charge of and be responsible for all services performed and all meetings conducted by the Association, shall have custody of and be responsible for all records, papers and documents of the Association, and shall supervise all publications of the Association. He or she shall, in general, be charged with the conduct of the activities of the Association; shall perform all other duties incident to the office and such other duties as may be assigned from time to time by the Board of Directors. A document or other instrument signed by the Executive Director of this Association shall be evidence of the action of the Board of Directors and in such document or other instrument so signed shall conclusively be presumed to be authentic. Likewise, all acts and matters stated therein shall conclusively be presumed to be true.

#### Article V –Fiscal Year

The fiscal year for this Association shall be from October 1 to September 30 inclusive.

## Article VI – Annual Meeting

Section 1. Except in an emergency, this Association shall hold an annual meeting at which time it will conduct its annual business meeting.

Section 2. A Nominating Committee of not less than seven (7) or more than nine (9) members of the Association, plus two (2) members of the Association to serve as alternates in the absence of members of the Committee, shall meet at a time specified by the President to evaluate and recommend members of the Association to serve directors of the Association. The current President, the current President-Elect, the current Vice President, and the Immediate Past President, who are still members in good standing of the Association shall serve on the Committee. The President shall appoint the remaining members of the Committee and the committee alternates at least thirty (30) days prior to the annual business meeting. Appointments shall include a cross section of Association members who are not members of the Board. Alternates shall serve in the order of their appointments. Nominations of members to serve as directors from the floor during the annual business meeting shall require a two-thirds vote of the members present for consideration.

## Article VII – Conduct of Affairs

The Association, in the conduct of its business and the management of its affairs, shall limit its activities to matters directly pertaining to municipal affairs. It shall refrain from taking a position on any matter that does not directly pertain to municipal affairs and shall likewise refrain from taking a position on any manner that is inconsistent with a position taken by the Florida League of Cities, Inc. Any committee or representative of the Association officially charged with representing the views of the Association shall confine their representation to matters pertaining directly to municipal affairs.

## Article VIII – Committees

Section 1. The President shall annually appoint the members of such standing committees as may be deemed necessary for the proper conduct of the work of the Association, and such other special committees as may be created from time to time by the President, by resolution of the Association or by action of the Board of Directors.

Section 2. No committee shall be vested with the power to enter into any agreement or contract to obligate this Association, or create any financial liabilities for the Association, except upon the express authority of the Board of Directors.

## Article IX – Open Meetings

All meetings of the Board of Directors and all meetings of all committees of the Association shall be open to the membership.

## Article X – Dues

Section 1. The annual dues for members shall be payable in advance in such amounts and according to such classifications as shall from time to time be fixed and determined by the Board of Directors.

Section 2. 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 sixty (60) days. Members delinquent for more than sixty (60) days will not be considered members in good standing and may not enjoy the privileges of membership in this Association or serve as officers or directors of this Association.

## Article XI – Robert’s Rules of Order

Robert’s Rules of Order shall govern the proceedings of all meetings of the Association and its membership, Board of Directors, and committees except where otherwise provided in the Articles of Incorporation and By-Laws.

## Article XII – Amendments

These By-Laws may be amended by a two-thirds vote of the eligible voting members of the Association present at a duly called meeting. Notice of such proposed changes shall be sent to the members of the Association no later than thirty (30) days prior to the duly called meeting.

## Article XIII – Effective Date

These By-Laws shall be effective upon adoption by a majority vote of the members present of the initial Board of Directors.