

FLORIDA ASSOCIATION OF COUNTY MANAGERS, INC.

**BYLAWS
As Of May 27, 2015**

**ARTICLE I
OFFICES**

Section 1.01. Principal Office Location. The principal office of the corporation shall be in the State of Florida in a city and site chosen by the Board of Directors. The corporation may also have offices at such other place or places within the State of Florida as may be designated, from time to time, by the Board of Directors.

**ARTICLE II
BOOKS**

Section 2.01. Books and Records. The books and records of the corporation shall be kept within the State of Florida at such place or places as may be designated, from time to time, by the Board of Directors.

**ARTICLE III
MEMBERSHIP**

Section 3.01. Membership. Membership is voluntary and open to any person (1) who is employed by any of Florida's counties, as the chief administrative officer and his/her assistant(s), deputies, and staff, regardless of official title, and whose official duties are primarily devoted to general management or administration of county activities in Florida, and (2) who has paid the annual dues as provided in the Bylaws.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 4.01. Number, Election and Term of Office. The corporation shall have a Board of Directors of not less than three nor more than 20 Directors. The Board of Directors shall be comprised exclusively of chief administrative officers employed by a Florida county. The Officers of the corporation will serve as ex officio members of the Board of Directors. The Directors shall be nominated by the President=Elect and elected by the Board of Directions at the corporation's annual business meeting. Directors shall serve for one year terms. There is no restriction on the number of terms a Director may serve. The President of the corporation will serve as the Chairperson of the Board of Directors.

Section 4.02. Vacancies. With the exception of the officers of the corporation, any vacancy in a Director's seat that occurs for any reason may be filled by a majority vote of the Board of Directors, after nomination by the President. Directors elected in this manner serve until the end of the unexpired term.

Section 4.03. Removals. At any meeting of the Board of Directors, any and all Directors (except Officers) may be removed from office at any time, with or without cause, upon the affirmative vote of a majority of the Board of Directors then in office.

Section 4.04. Regular Meetings. Regular meetings of the Board of Directors may be held upon written notice as provided in Section 4.07 below at such time and place, either within or without the State of Florida, as determined by the Board. The Board will, however, give preference to holding such meetings at the time and place as other meetings and gatherings of the Florida Association of Counties, Inc.

Section 4.05. Special Meetings. Special meetings of the Board of Directors may be called by the President or any three Directors upon notice given to each Director at such time and place, either within or without the State of Florida, as determined in the notice.

Section 4.06. Annual Business Meeting. The annual business meeting of the Board of Directors of the corporation will be held at the same time and place as the Annual Conference of the Florida Association of Counties, Inc.

Section 4.07. Notices. Notice of any meeting of the Board of Directors that requires notice must be given to each Director by mailing at least 72 hours before or by emailing or faxing the notice at least 48 hours before the time fixed for the meeting. When the President determines that an emergency exists, a special meeting of the Board of Directors may be called with notice provided that is less than the time otherwise required by this section but is reasonable under the circumstances.

Section 4.08. Quorum and Voting. At all meetings of the Board of Directors, the presence of a majority of the Board of Directors, then in office, constitutes a quorum for the transaction of business. Except as may be otherwise specifically provided by the laws of the State of Florida, the Articles of Incorporation or these Bylaws, the affirmative vote of a majority of the Directors present at the time of such vote will be act of the Board of Directors.

Section 4.09. Consent. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken, in writing, without a meeting, if a majority of the members of the Board of Directors consent to such action being taken and the writing or writings are filed with the minutes of the proceedings of the Board.

Section 4.10. Telephonic Meetings. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting hear each other. Participation in a meeting under this section constitutes presence in person at such meeting.

Section 4.11. Proxies. There will be no voting by proxy at any meeting of the Board of Directors.

Section 4.12. Resignations. Any Director of the corporation may resign at any time by giving written notice to the President of the corporation. Any such resignation shall take effect at the time specified in the writing or, if the time is not specified, upon receipt of the writing. Unless otherwise specified in the resignation, the acceptance of it is not necessary to make it effective.

ARTICLE V OFFICERS

Section 5.01. Number, Election and Term of Office. The officers of the corporation are a President, a President-Elect, a Secretary, a Treasurer, and an Immediate Past President, and may, at the discretion of the Board of Directors, include assistant secretaries, assistant treasurers, and such other officers as the Board of Directors designate. Officers will serve for one year terms. Except for the initial officers, who are appointed by the incorporator, the officers of the corporation will be elected by the Board of Directors. Any two offices may be held by the same person.

Section 5.02. President. The President is the chief executive officer of the corporation and has general and active management of the corporation, and will see that all orders and resolutions of the Board of Directors are carried into effect. The President will be an ex officio member and preside at all meetings of the Board of Directors. The President will call regular and special meetings of the Board of Directors in accordance with these Bylaws. The President will serve as a spokesperson for the corporation. The President will ensure that the books, reports, statements and other records of the corporation are kept, made or filed in accordance with the laws of the State of Florida. The President may sign, execute and deliver in the name of the corporation all deeds, mortgages, bonds and contracts or other instruments authorized by the Board of Directors, except in cases where the signing, execution or delivery thereof is otherwise required by law. In addition to the powers and duties expressly conferred upon the President by these Bylaws, the President shall, except as otherwise specifically provided by the laws of the State of Florida, have such other powers and duties as shall from time to time be assigned by the Board of Directors.

Section 5.03. President-Elect. The President-Elect shall, during the absence or incapacity of the President, assume and perform all functions and duties which the President might lawfully do if present and not under any such incapacity. The President-Elect shall serve as an ex officio member of the Board of Directors. The President Elect shall, except as otherwise specifically provided by the laws of the State of Florida, have such other powers and duties as shall from time to time be assigned by the Board of Directors. The President-Elect automatically assumes the office of the President at the Annual Business Meeting following the year of becoming President-Elect.

Section 5.04. Secretary. The Secretary shall record all the proceedings of the meetings of the Board of Directors in books to be kept for that purpose. The Secretary shall have custody of the seal for the corporation and may affix the same to any instrument requiring such seal when authorized by the Board of Directors, and when so affixed the Secretary may attest the same by the Secretary's signature. The Secretary will keep the membership books which will contain the names and address of the members of the corporation. The Secretary is an ex officio member of the Board of Directors and will notify the Directors of the meetings as required by law or by the Bylaws of the corporation, and will perform such other duties as may be assigned from time to time by the Board of Directors. The Secretary automatically assumes the office of the President-Elect at the Annual Business Meeting following the year of becoming Secretary.

Section 5.05. Treasurer. The Treasurer shall have care of the funds and securities of the corporation. The Treasurer shall be an ex officio member of the Board of Directors. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, and shall render to the President or the Directors, whenever they may require it, an account of all transactions as Treasurer and an account of the business and financial position of the corporation. The Treasurer automatically assumes the office of the Secretary at the Annual Business Meeting following the year of becoming Treasurer.

Section 5.06. Transfer of Duties. The Board of Directors, in its absolute discretion, may transfer the powers and duties, in whole or in part, of any officer to any other officer or person notwithstanding the provisions of these Bylaws, except as otherwise provided by the laws of the State of Florida.

Section 5.07. Vacancies. If the office of the President becomes vacant for any reason, the President-Elect will assume the office of President for the remainder of the unexpired term. If the Secretary, Treasurer, or Immediate Past President is or becomes vacant for any reason, the Board of Directors may choose a successor to hold that office for the unexpired term.

Section 5.08. Removal. At any meeting of the Board of Directors any officer of the corporation may be removed from office, with or without cause, by the affirmative vote of a majority of the members of the Board of Directors.

Section 5.09. Resignations. Any officer of the corporation may resign at any time by giving written notice to the President and the Board of Directors. Any such resignation shall take effect at the time specified in the notice, or if the time is not specified, upon receipt of the notice. Unless otherwise specified in the notice, acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VI CONTRACTS, CHECKS AND NOTES

Section 6.01. Contracts. Unless the Board of Directors otherwise specifically direct, all contracts of the corporation shall be executed in the name of the corporation by the President.

Section 6.02. Checks and Notes. All checks, drafts, bills of exchange and promissory notes and other negotiable instruments of the corporation shall be signed by such officers or agents of the corporation as may be designed by the Board of Directors.

ARTICLE VII FISCAL YEAR

Section 7.01. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE VIII DUES

Section 8.01. Dues. The initial annual dues by members to the corporation shall be \$100. Beginning with Fiscal Year 2015-2016, the Board of Directors may determine from time to time the amount of fees and dues, if any, payable to the corporation by the members.

ARTICLE IX WAIVER OF NOTICE

Section 9.01. Waiver. Whenever any notice whatever is required to be given by statute or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be equivalent thereto.

**ARTICLE X
SEAL**

Section 10.01. Seal. The corporate seal of the corporation shall have inscribed thereon the name of the corporation, "Florida Association of County Managers, Inc." and the words, "Corporation Not for Profit."

**ARTICLE XI
AMENDMENTS**

Section 11.01. Amendments. Subject to the provisions of the Articles of Incorporation, these Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the Board of Directors at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors if notice of such alteration, amendment or repeal of the Bylaws or of adoption of new Bylaws be contained in the notice of such special meeting. Any such alteration, amendment or repeal of these Bylaws or adoption of new Bylaws must be approved by the affirmative vote of a majority of the Directors then in office.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Amended Bylaws, as amended of the Florida Association of County Managers, Inc., a corporation not for profit organized under the laws of the State of Florida have been duly adopted by the Board of Directors of said corporation on the 27th day of May, 2015.

IN WITNESS WHEREOF, the undersigned duly and acting as Secretary of the corporation has signed this certificated dated this 27th day of May, 2015.

FLORIDA ASSOCIATION OF COUNTY MANAGERS, INC.

By: 

President



Secretary