

# FLORIDA ASSOCIATION OF SPECIAL DISTRICTS, INC. BYLAWS

Approved by the Membership on June 25, 2021

## ARTICLE I NAME

The name of this organization shall be Florida Association of Special Districts, Inc., hereinafter referred to as "Association," a non-profit Association incorporated in the State of Florida.

The Association is organized exclusively for purposes pursuant to Section 501(c)(6) of the Internal Revenue Code.

## ARTICLE II OBJECTIVES

The objectives and purposes of this Association shall be:

**Section 1. General.** The general purpose and objective of this Association is to represent the interest of special districts organized under the laws of the State of Florida.

**Section 2. Other Purposes.** To undertake such other functions consistent with these Articles as will advance the efficiency and professional standing of the Associations' Members.

## ARTICLE III MEMBERSHIP

**Section 1. Membership Classifications.** There shall be the following classes of Membership:

- A. District Members.** Any special district organized under the laws of the State of Florida. The Chief Executive Officer shall serve as District Member unless the governing body of a special district designates a person other than the Chief Executive Officer to be the District Member.
- B. Associate Members.** Associate Members are businesses or individuals engaged in selling, marketing, promoting products and/or services to District Members of Association. One person shall be designated as the Associate Member when applying for membership.
- C. Emeritus/Retired Members.** Emeritus members are all past Presidents of Association or individuals who have served on the Association Board of Directors for 10 or more years. Retired members are individuals who served as the designated member of Association for either a District Member or an Associate Member and have retired from employment with the District or Associate Member.

**Section 2. Privileges.**

- A.** District Members, as defined in Section 1(A) of this Article, shall be entitled to all privileges of Membership.

- B. Associate Members, as defined in Section 1(B) of this Article, shall be entitled to all privileges of Membership, except their voting rights shall be limited to voting for a qualified individual to hold office of Associate Member Director-at-Large as provided elsewhere in the Bylaws.
- C. Emeritus/Retired Members, as defined in Section 1(C) of this Article, shall be entitled to all privileges of Membership except they shall have no right to vote. Provided however any past President that continues to serve as the designated member for a District Member shall retain the right to vote and serve on the Board of Directors.

**Section 3. Membership Procedures.**

- A. **Application.** Membership shall be by application and payment of dues.
- B. **Termination.** The Board of Directors may terminate the Membership for any Member who is ninety (90) days delinquent in payment of dues.
- C. **Expulsion.** The Board of Directors may expel Members of any classification for cause. For any cause other than non-payment of dues, expulsion may occur only after the Member has been advised of the complaints lodged against him/her and has been given reasonable opportunity for defense.

**ARTICLE IV  
DUES, FEES, AND FINANCES**

**Section 1. Dues.** The Board of Directors shall establish dues for all classes of Membership. Provided however Emeritus Members, who no longer serve as the designated member for a District Member, shall pay no dues. Retired Members shall pay annual dues not to exceed \$25.00.

**Section 2. Fiscal Year.** The Fiscal Year shall begin October 1 and shall end September 30 of each year.

**Section 3. Treasurer's Report.** The Treasurer's Report of the accounts of the Association shall be presented at the Annual Business Meeting.

**ARTICLE V  
OFFICERS AND DIRECTORS**

**Section 1. Elected Officers.** The officers elected by the membership shall be President, Vice-President/President-Elect, and Secretary. They shall be elected by the Membership as hereinafter provided and shall hold office for two years or until their successors shall have been duly elected and have assumed office. The Vice-President/President-Elect shall automatically assume the Office of President at the end of the Annual Business Meeting two years after the Meeting at which elections take place.

**Section 2. Appointed Officers.**

- A. **Executive Director.** An Executive Director shall be appointed by the Board of Directors and shall hold office on a continuous basis but may be removed by a two-thirds (2/3<sup>rd</sup>) vote of the Board of Directors with or without cause. The Board of Directors is authorized to fix the compensation of the Executive Director and to expend such sums for the operation of this office as deemed necessary and proper.

The Executive Director is responsible to the President and the Board of Directors for the administrative management of the affairs of the Association and for providing executive leadership for development and growth of the Association.

- B. Registered Office and Registered Agent.** The Board of Directors shall designate a registered office and a registered agent and said office may be changed from time to time as the Board of Directors shall deem appropriate, said change(s) to be immediately forwarded to the Secretary of State Division of Corporations on forms provided by such office.
- C. Treasurer.** Treasurer shall be appointed annually by the Board of Directors and shall perform the duties prescribed by the Bylaws. A Treasurer may serve concurrently as a voting member of the Board of Directors, if otherwise qualified. Provided, however, the Board of Directors may appoint a Treasurer who is not a District Member, as defined herein, who shall act as an ex-officio, non-voting member of the Board of Directors.

**Section 3. Board of Directors.** The government and management of the funds, properties, and affairs of the Association shall be vested in the Board of Directors, consisting of the President, Vice-President/President-Elect, Immediate Past President, Treasurer, Secretary, twelve (12) Directors-at-Large, and two (2) Associate Members Directors. The twelve (12) Directors-at-Large from Member Districts and two (2) Associate Members Directors shall serve for three-year terms and be elected by mail ballot with five (5), five (5), and four (4) elected annually on a staggered-term basis beginning with the elections in 2004.

**Section 4. Duties.**

- A.** Officers shall perform the duties prescribed by the Bylaws by the Parliamentary authority adopted by the Association and as the Board of Directors from time to time prescribes.
  - 1. President.** The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board of Directors and the Membership. The President shall sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments as approved by the Board of Directors unless otherwise provided by the Bylaws. The President shall supervise the activities of the Executive Director in accordance with the policies as set forth by the Board of Directors. The President shall, with approval of the Board of Directors, appoint chairpersons for the various committees authorized by the Board of Directors and such other committees as the President shall deem necessary and shall be an ex-officio member of all committees. With the Board of Directors authorization, the Executive Director may be authorized to sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments as approved by the Board of Directors.
  - 2. Vice-President/President-Elect.** The Vice-President/President-Elect shall exercise the powers and perform the duties of the President in the absence of disability of the President or in the case of a vacancy in the office of the President. The Vice-President/President-Elect shall also perform such duties as may be assigned by the President. In the absence of both the President and Vice-President/President-Elect, the Board of Directors shall appoint from among the Directors an acting President.

3. **Secretary.** It shall be the duty of the Secretary to keep a record of the proceedings of the Association and, with the President, to sign all obligations, contracts, deeds, mortgages, promissory notes, and other instruments, and to discharge such other duties as may be entrusted by the Board of Directors. In addition, the Secretary shall have such other duties and responsibilities as prescribed by the Board of Directors. The Secretary may delegate any of the foregoing duties to the Executive Director, acting as Assistant Secretary, as the Board of Directors approves.
  4. **Treasurer.** The Treasurer shall be the Chairman of the Finance Committee. The Treasurer shall cause to be collected, held, controlled, and disbursed, subject to policies approved by the Board of Directors, all monies of the Association. The Treasurer shall have such other duties as are prescribed by the Board of Directors. The Treasurer may delegate any of the foregoing duties to the Executive Director, acting as Assistant Treasurer or otherwise, as the Board of Directors approves.
  5. **Past-President.** The immediate Past-President of the Association shall, upon retiring from that office and from his/her term as a Board of Directors member, sever as an ex-officio, voting member of the Board of Directors until such time as a successor President replaces him/her in that capacity.
- B. If any Board of Directors member is absent without excuse from three (3) consecutive Board of Directors meetings, the Board of Directors may remove the Board Member and declare a vacancy.

## **ARTICLE VI NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations Procedures.**

- A. A President shall appoint a Nominating Committee of five (5) persons, one of the five (5) persons being the immediate Past President, subject to approval of the Board of Directors as least ninety (90) days prior to the Annual Business Meeting. The Secretary shall advise the Members in writing, or electronically by fax, text, or computer email, of the names of those persons on the Nominating Committee, with the request that District Members advise the Nominating Committee of suggested candidates for officers and directors.
- B. The Nominating Committee shall select one candidate for each position available on the slate of officers and Directors (which shall not include any member of the Nominating Committee) and shall submit this slate to the Secretary at least sixty (60) days in advance of the Annual Business Meeting.

### **Section 2. Elections Procedures.**

- A. Elections shall be held through a ballot to be mailed to each Member listing the names and background information of all persons nominated. The ballot for election shall be mailed or provided electronically by fax, text, or computer email to each Member no later than thirty (30) days prior to the Annual Business Meeting to the address in the official membership files of the Association.

1. All District Members in good standing shall be entitled to vote in elections for Officers and Directors. Ballots shall be returned to the Secretary and received by said Secretary at least ten (10) days prior to the Annual Business Meeting. Proxy voting is prohibited.
2. All Associate Members in good standing shall be entitled to vote in elections for the Associate Member Director. Ballots shall be returned to the Secretary and received by said Secretary at least ten (10) days prior to the Annual Business Meeting. Proxy voting is prohibited.
3. The Board of Directors may adopt procedures for voting by paper ballot or secure electronic ballot.
4. The Secretary and one District Member selected by the Secretary shall count the votes. The Secretary shall announce the results at the Annual Business Meeting.

**Section 3. Assumption of Office.** Elected Officers and Directors shall assume office upon adjournment of the Annual Business Meeting at which they are elected, except that the President-Elect shall automatically assume the post of President, without election, at the end of the Annual Business Meeting two years after the one at which the election took place.

**Section 4. Vacancies.** In the event the President shall be unable to complete the term of office, the Vice-President/President-Elect shall become President. In the event the Vice-President/President-Elect is unable to complete the unexpired term of the President, the Secretary shall serve as President until the next Annual Business Meeting when a President and Vice-President/President-Elect would be seated and elected pursuant to ARTICLE VI, Section 2 of the Bylaws. In the event the Vice-President/President-Elect, Secretary, or Treasurer shall be unable to complete the term(s) of office, the President, with the approval of the Board of Directors, shall appoint a person who is a District Member or Association Member, if the vacancy is an Associate Member, to serve in that capacity until the next regularly scheduled election. If any Director shall resign, the remaining Directors shall appoint a person to serve as Director until the next Annual Business Meeting, at which time any unfilled term shall be filled by election.

**Section 5.** The President, Vice-President/President-Elect, Secretary, Treasurer, or a member of the Board of Directors may be removed from the office for criminal activity, misfeasance, malfeasance, breach of fiduciary obligations, or dereliction of official duties by a three-fourths (3/4<sup>th</sup>) vote of all members of the Board of Directors.

**Section 6.** If any officer or Director shall cease to be the Chief Executive Officer of a Member District as described in ARTICLE III, Section 1(A) of the Bylaws and shall be employed in any other industry or capacity, the officer or Director shall immediately cease to hold the position of officer or Director of the Association. If any other officer or Director shall cease to be the Chief Executive Officer thereto of a special district but shall remain unemployed and is actively seeking employment as a Chief Executive Officer, the officer or Director may remain an officer or Director of the Association for a period of one hundred eighty (180) days. Should such officer or Director at the end of the one hundred eighty (180) day period not be employed as a Chief Executive Officer of a special district, such officer or Director shall cease holding this designation. In the case of extenuating circumstances, the Board of Directors may, at its discretion, extend this period up to one hundred eighty (180) additional days.

If any officer or Director shall cease to be an elected official of a Member District as described in ARTICLE III, Section 1(A) of the Bylaws, the officer or Director shall immediately cease to hold the position of officer or Director of the Association.

## **ARTICLE VII MEETINGS**

**Section 1. Annual Business Meeting.** The Annual Business Meeting of the Association shall be held during the month of June at a time and place to be designated by the Board of Directors, provided the Annual Business Meeting may be rescheduled to a different month by a two-thirds (2/3<sup>rd</sup>) vote of the Board of Directors.

**Section 2. Other Membership Meetings.** Other Membership Meetings may be called by the Board of Directors at any time or shall be called by the President upon written request of any ten (10) District Members within thirty (30) days after the filing of such a request with the Secretary. The business to be transacted at such special meeting shall be stated in the notice thereof and no other business may be considered at that time.

**Section 3. Notices.** Notice of each meeting shall be mailed or provided electronically by fax, text, or computer email to all members at least two (2) weeks prior to the date thereof.

**Section 4. Quorum.** Ten (10) percent of the District Members in good standing shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, a majority of the District Members present may adjourn the meeting from time to time as may be necessary. A quorum of the Board of Directors shall consist of a majority of its members.

## **ARTICLE VIII COMMITTEES**

**Section 1. Executive Committee.** There shall be an Executive Committee consisting of the President, Vice-President/President-Elect, Secretary, Treasurer, and the Immediate Past President. It shall be the duty of the Executive Committee to act for and on behalf of the Board of Directors in the interim between Board of Directors meetings. When a meeting needs to be held that cannot be delayed until the regular meeting of the Executive Committee, a meeting may be held by electronic means, including but not limited to telephone, facsimile, computer, email, teleconference, video conference, at the direction of the President. In the event such a meeting is necessary a two-thirds (2/3<sup>rd</sup>) vote shall be required for adoption of a motion.

**Section 2. Finance Committee.** There shall be a Finance Committee consisting of the Treasurer, who shall be Chairman, and two other members who shall be appointed by the President with the advice and consent of the Board of the Directors. The Committee shall work with the Executive Director on the annual budget of the Association and prepare recommendations for the Board of Directors. The Committee may perform such other duties in connection with the finances of the Association as the Board of Directors may determine from time to time.

**Section 3. Nominating Committee.** The President shall appoint a Nominating Committee of five (5) persons, one of the five (5) persons being the Immediate Past President, subject to the approval of the Board of Directors at least ninety (90) days prior to the Annual Business Meeting.

**Section 4. Other Committees.** Other committees, standing or special, shall be appointed by the President or the Board of Directors to carry on the work of the Association. The President shall be an ex-officio member of all committees except the Nominating Committee.

## **ARTICLE IX PARLIMENTARY AUTHORITY**

**Section 1.** The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and other special rules of order the Association may adopt.

## **ARTICLE X AMENDMENTS**

**Section 1.** The Bylaws may be amended by a two-thirds (2/3<sup>rd</sup>) vote of the District Members at any Annual or special meeting, provided that at least sixty (60) days prior notice in writing, or electronically by fax, text, or computer email, shall have been given to the District Members; or by a two-thirds (2/3<sup>rd</sup>) vote of the District Members voting by mail, fax, text, or computer email ballot received by the Secretary within thirty (30) days of receiving notice of the proposed amendment.

**Section 2.** Amendments may be proposed by the Board of Directors or upon petition of any ten (10) voting members addressed to the Board of Directors. The Board of Directors shall present all such proposed amendments to the Membership with or without recommendations.

## **ARTICLE XI INDEMNIFICATION**

**Section 1.** The Association shall indemnify its Directors, officers, committee members, and employees for reasonable attorney fees and justifiable expenses directly stemming from liabilities which are deemed by the Board of Directors to have been reasonably incurred as a result of legal proceedings to which an indemnified person is made a party by reason of an indemnified person having been a Director, officer, committee member, or employee of the Association at the time of actionable cause arose except when a Director, office, committee member, or employee is deemed by a hearing officer, court, or the Board of Directors to have been guilty of willful malfeasance, misfeasance, or nonfeasance in the performance of his/her duties of obligations to the Association. To properly indemnify Directors, officers, committee members, or employees of the Association, the Association shall maintain adequate insurance to cover the indemnification authorized by this Article.

## **ARTICLE XII DISSOLUTION**

**Section 1.** Upon dissolution of the Association, it shall be the obligation of the Board of Directors to see that all just debts and claims are paid. Any funds remaining shall be distributed to one or more regularly organized and qualified charitable, scientific, or educational organizations, which have been ruled exempt by the Internal Revenue Service under Section 501 of the Internal Revenue Code and have been selected by the Board of Directors.