

## ARTICLE I

### Name, Offices, Fiscal year, Amendments and Term

1. Name: The name of this association shall be FLORIDA BLACK CAUCUS OF LOCAL ELECTED OFFICIALS, hereinafter “Association”, with the accepted acronym of FBC-LEO.
2. Registered Office: The registered office of the Association shall be 301 S. Bronough St. #300, Tallahassee, FL 32301 (P.O. Box 1757, Tallahassee, FL 32302) until otherwise established by a vote of a majority of the Board of Directors in office, and a statement of such change is filed with the appropriate official or until changed by an appropriate amendment of the Article of Incorporation.
3. Tax Status: The Association is to be designated a tax-exempt organization under the IRS 501(a) or 501(c) designations.
4. Fiscal Year: The fiscal year of the Association shall begin the first day of January of each year and end the last day of December of each year.
5. Amendment of By-Laws: The By-Laws may be amended or repealed, or new by-laws may be adopted, by a majority vote of the Regular members present at any duly organized annual or special meeting of members.
6. Term: This Association shall exist until its dissolution. Upon dissolution of the Association, and after all liabilities and claims are satisfied, the remaining assets of the Association shall be distributed, in an equitable manner to be determined by the Board of Directors, to the municipalities of the then Regular members in good standing.

## ARTICLE II

### Membership Rights, Dues and Duties

1. Classes of Members: There shall be three (3) classes of members: Regular, Associate, and Supporting.
2. Regular Member: All persons holding the elected position of Mayor, City Council or Commission Member, or similar elected municipal position, who have tendered the dues required for membership.
3. Associate Member: All persons who formerly held an elected position of Mayor, City Council or Commission Member, or current of former County Commissioner, or similar elected county or municipal position, who have tendered the amount of dues required for membership.

4. Supporting Members: All person who are currently employed in local government but have not held an elected or similar governmental position.
5. Voting Privileges: Regular members are the only class of members eligible to vote at a Regular meeting or special meeting of the Association. Associate and Supporting members may attend all meetings; however, they are not eligible to vote or to serve on the Board of Directors.
6. Dues: 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.

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 (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 III

#### Meetings of Members

1. Place of Meeting: All meetings of the members shall be held at the place or by electronic method designated by the Board of Directors in the notice of such meeting.
2. 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 of the Association.
3. Annual Meeting: The Board of Directors may fix the date and time of the annual meeting of the members; at which time the Association will conduct its annual business meeting. If not set by Board, the meeting for any calendar year shall be held during the annual meeting of the Florida League of Cities in such year. Officers and Directors shall be elected at the annual meeting.
4. Special Meetings: Special meetings of the members may be called at any time by the President or by the Board of Directors. No business shall be transacted at special meeting other than as provided in the notice thereof.
5. Notice of Meetings: Members shall be notified of membership meetings and special meetings in a timely manner, by either mail or electronically.
6. Quorum. Manner of Acting and Adjournment: The presence of one-fifth (1/5) of the regular members in good standing constitute a quorum. When made available, participation in a meeting of the membership may be done via telephone or virtual attendance and will count toward a quorum.

7. Voting: Every Regular Member of the Association shall be entitled to one vote. The method of voting shall occur by ballot unless an alternative method of voting is requested by a Regular member.
8. Nominating Committee: Annually, the President shall appoint a Nominating Committee which shall be chaired by the Immediate Past President. The number of committee members shall be a minimum of three, with two alternates who will serve if an appointed member cannot do so. Nominations for officers and board members shall be made by the Nominating Committee

## ARTICLE IV

### Board of Directors

1. Designation: The Officers of the Association shall be President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, and Immediate Past President.  
The Directors of the Association shall be Parliamentarian, Historian, Chaplain, Sergeant-At-Arms, Regional Coordinator North, and Regional Coordinator South.  
These Officers and Directors shall constitute the Board of Directors.
3. Powers: The Board of Directors shall have full power, except those specifically reserved or granted to the members by the articles or these by-laws, to conduct, manage, and direct the business and affairs of the Association.
4. Qualification and Selection: Each member of the Board of Directors of the Association shall have been a Regular Member of the Association for at least one year.
5. Terms of Office: The President, 1<sup>st</sup> Vice President, and 2<sup>nd</sup> Vice President shall hold office for two years, until his/her successor has been elected at the annual meeting, or until his/her resignation or removal. The remaining positions on the Board of Directors shall be elected annually, for a term of one year, at the annual meeting.
6. Officer Duties: The President shall (1) preside at all meetings; (2) appoint all committees; (3) call meetings of the Board of Directors; and (4) perform such duties as may be required.

The First Vice President shall perform the duties of the President in his/her absence and such other duties as may be assigned by the Board of Directors.

The Second Vice President shall perform the duties of the 1<sup>st</sup> Vice President in his/her absence and such other duties as may be assigned by the Board of Directors,

The Secretary shall with the assistance of Association staff, maintain all records of the Association.

The Assistant Secretary shall perform the duties of the Secretary in his/her absence.

The Treasurer shall with the assistance of Association staff, maintain the financial records of the Association and present the annual financial report during the annual membership meeting.

The Assistant Treasurer shall perform the duties of the Treasurer in his/her absence.

The Immediate Past President having served in the role of President shall be deemed an officer of the Association and serve as a consultant to the current President and Board of Directors.

7. Officer/Board of Director Resignations: Any Director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect upon the date the notice is received unless a different date is specified in the notice.
8. Officer/Board of Directors Vacancies:
  - a. In the event of a vacancy in the office of the President, the 1<sup>st</sup> Vice President shall advance to the office of the President to serve for the remainder of the term.
  - b. In the event of a vacancy in the office of the 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall advance to the office of the President to serve for the remainder of the term.
  - c. In the event of a vacancy in the office of the 2<sup>nd</sup> Vice President, the President shall make an appointment to fill the vacancy for the remainder of the term. Such appointment shall be confirmed by a majority of the Board of Directors.
  - d. The Board of Directors may declare vacant the office of a Director for cause, or if within sixty (60) days after notice of his/her selection, he/she does not accept such office either in writing or by attending a meeting of the Board of Directors. Any vacancy or vacancies on the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors.
9. Meetings: Regular meetings of the Board of Directors shall be designated annually by the President and appropriately noticed either by mail or electronically. Special Meetings of the Board of Directors shall be held as called by the President or by (5) or more of the directors. Notice of such special meeting shall be provided to each director at least (24) hours prior to the special meeting and shall include the purpose, time, and place of the meeting.
10. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business. When made available, participation in a meeting of the Board of Directors may be done via telephone or virtual attendance and will count toward a quorum.



**BY- LAWS OF FLORIDA BLACK CAUCUS OF LOCAL ELECTED OFFICIALS**

DATE: \_\_\_\_\_ APPROVED BY MEMBERSHIP

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY

