



## Proposed Bylaws Changes

THURSDAY, JUNE 27 - 4:00 p.m. - 5:30 p.m.

Click on blue highlighted Article to view proposed changes

### Article III – Membership Requirements

- **Section 3.2(C) – Dues**
  - Updates the authorized use of dues. The Association’s dues may be used for any lawful purpose in accordance with the Articles of Incorporation, these Bylaws and Association policy.
- **Section 3.3(B) – Commissioner Suspension**
  - Expressly and specifically incorporates the current corporate policies automatically suspending commissioners from FAC participation who are suspended from county office; provides the process for reinstatement.
- **Section 3.4 (B) – Voting**
  - Creates assurances that only commissioners are voting on a voice vote (and not county staff) by requiring a show of hands.

### Article IV– Board of Directors

- **Section 4.1(D) – Directors, Vacancies**
  - Requires a President who is filling a vacancy in a Board district seat when one is not elected at all, to seek nominees from the Chairs of the Boards of County Commissioners within the district, and to honor any written rotation agreements among those counties, when presented to the President.
- **Section 4.1(G) – Directors, Duties**
  - Clarifies that it is the Board of Directors that must adopt the Association’s annual budget.
- **Section 4.3(B) – Meetings of the Board of Directors**
  - The Articles of Incorporation indicate that not less than three members of the Board may call a special meeting; this Bylaws section currently states “not less than five.” Technical change made to make Bylaws consistent with the Articles of Incorporation.

- *Section 4.4 – Board Meetings, Quorum,*
  - 18 members should be required to be “present” for a quorum to exist and a sentence of clarification adds that, “Participation by telephone shall not count toward a quorum.”
  
- *Section 4.5 – Director Removal*
  - Softens the automatic removal for absenteeism. Under the proposal, the Board CAN, but is not required to remove any director who is absent from three (3) consecutive regular or special meetings of the Board of Directors. The Bylaws provision also requires a corporate policy be drafted, with additional detail.

### Article V - Officers

- *Section 5.3(C) – Executive Committee, Authority over Association Office*
  - Deletes “office”, after “oversee the administration of and provide policy guidance to the Executive Director in the operation of the Association **office;**”
  
- *Section 5.4(B) – Elections: Qualifications*
  - Task forces, not created by the Board of Directors, are included as fulfilling one of the qualifications criteria for 2<sup>nd</sup> VP and therefore, new language includes chairs and vice chairs of committees and task forces created by the President.
  
  - Extension of office service requirement for eligible candidates. The two year requirement for time in office as of May 15 is altered to be two years as of the date of the FAC election.
  
- *Section 5.4(B) – Elections: Qualifying Letter*
  - Maintains requirement that a written, hard paper copy of letter is necessary and maintains requirement of automatic proof of receipt but expands delivery options to include commercial overnight carriers.
  
  - A letter from the candidate’s BoCC is REQUIRED to qualify (not just suggested).
  
- *Section 5.8 – Fiscal Officer*
  - Technical changes to delete the phrase “Fiscal Officer” and replace it with “Treasurer” to be consistent with the Articles of Incorporation.

## Article VI - Affiliation

- *Section 6.2(C) – NACo Board of Directors: Florida Nominees*
  - Extends terms for Florida members of the NACo Board of Directors.
  - Incorporates applicable provisions of corporate policy on NACo Board into Bylaws provision.

## Article XI – Amendments

- *Bylaws Amendment*
  - Clarifies procedure for Bylaws amendment adoptions. It is now clear that any proposals are to be approved by two-thirds of those present at any regular or special meeting of the Board of Directors and then ratified by two-thirds of the membership at its next regular meeting. The new language also clarifies that amendments can be made at special Board meetings, so long as those meetings are called for the purpose of such amendment
  - A notice period of 14 days is now expressly articulated for Bylaws amendments.

## Article XII – Dissolution

- *Dissolution of the Corporation and Distribution of its Remaining Assets*
  - These provisions are a new Article to the Bylaws, in a manner consistent with the Articles of Incorporation.