

# **BY-LAWS**

## **FLORIDA ASSOCIATION OF COUNTY ATTORNEYS, INC.,**

**A corporation not for profit organized under the laws of the State of Florida**  
*As Amended June 12, 2019*

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### **ARTICLE I**

#### **NAME**

The name of this corporation is the Florida Association of County Attorneys, Inc., and is referred to in these By-laws as the Association.

### **ARTICLE II**

#### **PURPOSE**

The purpose for which this Association has been organized is reflected in the Articles of Incorporation filed with the office of the Secretary of State on August 30, 1979, and assigned charter No. 748731. In addition, the Association shall also:

- (1) provide the Board of Directors of the Florida Association of Counties assistance on matters of interest to counties individually and statewide.
- (2) provide a forum for research, advice, and discussion, in the development of local government law as related to counties, including providing technical support assistance.

### **ARTICLE III**

#### **MEMBERSHIP**

Any person who is engaged or employed to represent the civil interests of a Florida county, who is officially designated as a County Attorney or an Assistant County Attorney, who is a member in good standing with the Florida Bar, who has paid the annual dues as hereinafter provided and shall be bound by the above referenced Articles of Incorporation and these By-laws shall be deemed a member of this Association.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

The business of this Association shall be conducted by its Board of Directors. The Board of Directors shall consist of not less than fourteen (14) persons nor more than twenty-one (21) County Attorneys holding the following positions in the Association who shall be elected or appointed in the manner hereinafter set forth:

**President**  
**Vice-President**  
**Secretary**  
**Treasurer**  
**Immediate Past President**  
**Ten (10) – Sixteen (16) at-large members**

1. The Officers of the Association shall be elected by the Board of Directors at the annual conference and in accordance with Article V of these By-laws. The members of the Board of Directors shall be nominated by the President-Elect and shall be elected by the membership of the existing Board of Directors at its annual meeting.

2. The Board of Directors shall meet in conjunction with the meetings of the Florida Association of Counties or at the call of the President.

3. The term of office of the members of the Board of Directors shall begin at the conclusion of the Florida Association of Counties Annual Conference and shall end at the conclusion of the next Annual Conference of the Florida Association of Counties. A quorum shall consist of at least five (5) members of the Board.

4. The Board of Directors shall act in the name of the Association when it is convened by the President after due notice to all Directors of such meeting.

5. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board by individual or collective consent in writing, whether by electronic mail or facsimile, setting forth the action so taken of not less than two-thirds of the Directors. The consents required hereunder shall be filed in the records of the Association.

6. Vacancies in the Board of Directors shall be filled by majority vote of the remaining Directors. All members of the Board of Directors as presently constituted shall continue to serve in that capacity until the next annual meeting of the Association.

7. The General Counsel and Special Counsel of the Florida Association of Counties shall be ex-officio non-voting members of the Board.

## **ARTICLE V**

### **OFFICERS**

1. The Officers of the Association shall consist of:

President  
Vice-President  
Secretary  
Treasurer  
Immediate Past President

The Immediate Past President of the Association shall serve as an Officer of the Board. In the event the Immediate Past President is unable to serve, the Immediate Past President shall be elected by the remaining Directors from the membership of the Association.

2. The President shall preside at all meetings of the Board of Directors. The President shall be elected by the Board of Directors at its annual meeting. The President shall present at each annual meeting of the Association, a report of the accomplishments of the Association during the past year. The President shall appoint the chair and members of all committees, temporary or permanent, and shall have such other powers as may be reasonably construed as belonging to the chief executive of any corporation. If the office of the President becomes vacant for any reason, the Vice-President will assume the office of the President for the remainder of the unexpired term and shall also serve the anticipated original term as President if so elected at the annual meeting.

3. The Vice-President shall be elected by the Board of Directors at its annual meeting; shall perform the duties of President in the absence of the President; and shall have such additional responsibilities as the President may assign. If the office of the Vice-President becomes vacant for any reason, the Secretary will assume the office of

Vice-President for the remainder of the unexpired term and shall also serve the anticipated original term as Vice-President if so elected at the annual meeting.

4. The Secretary shall be elected by the Board of Directors at its annual meeting. The Secretary shall keep the minutes and records of the Association and shall file any certificate required by any federal or state statute. The Secretary shall give and serve all required notices to members of the Association, and the Secretary shall be the official custodian of the records of the Association and shall attend to all duties incident to the office of Secretary. If the office of Secretary becomes vacant for any reason, the Treasurer will assume the office of Secretary for the remainder of the unexpired term and shall also serve the anticipated original term as Secretary if so elected at the annual meeting.
5. The Treasurer shall be elected by the Board of Directors at its annual meeting and shall have care and custody of all monies belonging to the Association and shall render at each meeting of the Board of Directors and the membership a written account of the finances of the Association. The financial report shall be physically affixed to the minutes of the meeting. The Association may, at the Association's option, enter into an agreement with the Florida Association of Counties to handle the Association's finances. If the office of Treasurer becomes vacant for any reason, the Board of Directors, by a majority vote shall appoint a successor to hold that office for the unexpired term who shall also serve the anticipated original term as Treasurer if so elected at the annual meeting.

## **ARTICLE VI COMMITTEES**

The Association shall have five (5) Standing Committees which shall perform the functions hereinafter set forth:

1. Finance and Tax Committee. The Finance & Tax Committee is a substantive committee that reviews local government finance and tax issues including but not limited to public finance, taxation, fees and special assessments, use of revenues and expenditures.

2. Growth Management Committee. The Growth Management Committee is a substantive committee that reviews legislation relating to land use planning, environmental resources, property rights, community development, affordable housing, agriculture, and energy.
3. General Governmental Committee. The General Governmental Committee is a substantive committee that reviews general governmental issues including but not limited to ethics, elections, purchasing, legal practice and procedure, code enforcement, employment and insurance.
4. Public Safety Committee. The Public Safety Committee is a substantive committee that reviews local government public safety issues including but not limited to sheriff, jails, EMS, emergency management, courts and fire protection.
5. Amicus Curiae Committee. A committee that reviews applications for amicus briefs and provides its recommendation to the Association Officers as to whether an application should be accepted. The duties and responsibilities of this Committee are set forth in greater detail below in Article IX.

All Association members shall be eligible to serve on one or more of these Standing Committees. The Association President shall annually select the Chair and such Vice-Chair of said Standing Committees as deemed necessary and appropriate. The Chair of each such Standing Committee shall complete all tasks assigned by the Association President.

The duties and responsibilities of the above Standing Committees (with the exception of the Amicus Curiae Committee which shall meet on an as-needed basis) shall include quarterly meetings to be held and scheduled at the direction of the Chair and/or Vice-Chair of each respective Standing Committee, and annual reports which shall be prepared by each respective Standing Committee and which shall set forth the Standing Committee's goals and accomplishments for each calendar year and shall be presented to the President of the Association prior to the annual meeting.

**ARTICLE VII**  
**MEMBERSHIP MEETINGS**

1. The membership of the Association shall meet in conjunction with the meetings of the Florida Association of Counties. The annual meeting of the Association shall coincide with the Annual Conference of the Florida Association of Counties.
2. Those members present at a membership meeting shall be deemed a quorum for the conduct of business or election of officers.

**ARTICLE VIII**  
**DUES**

The dues of the Association shall be determined by the Board of Directors, upon a recommendation of the Treasurer at each annual meeting of the Association, and payable within thirty (30) days of receipt of an invoice therefore from the Treasurer.

**ARTICLE IX**  
**AMICUS CURIAE**

The criteria for the Association filing Amicus Briefs in pending appellate cases are those that involve a matter of compelling public interest of significance to local governments and/or one that is of special significance to the one or more of the sixty-seven counties in the State of Florida. Additionally, the process for requesting an Amicus Brief by the Association shall be as follows:

1. An application shall be submitted via email to the Amicus Curiae Committee Chair or Vice-Chair. The application shall include any related materials to the matter in which an Amicus Brief is being sought.
2. The Amicus Curiae Committee shall review and forward the application and all related materials, along with its recommendation on whether the application should be accepted, to the Association Officers.
3. Once an application is accepted by the Association Officers, the Amicus Curiae Committee shall coordinate and seek the assistance of one or more of the County Attorneys, who are members of the Association, to take the lead on preparing and filing said Amicus Brief. Once an Amicus Brief is in final form and before it is to

be filed with the appellate court, a copy shall be submitted to the Amicus Curiae Committee for its final review and approval.

**ARTICLE X**  
**AMENDMENTS**

The By-laws may be amended in the manner set forth in Article X of the above-referenced Articles of Incorporation.

**SECRETARY'S CERTIFICATE**

This is to certify that the foregoing By-laws, as amended, of the Florida Association of County Attorneys, 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 Association on the 12<sup>th</sup> day of June, A.D., 2019.

IN WITNESS THEREOF, the undersigned duly and acting as Secretary of the Association has signed this certificate dated this 12th day of June, A.D., 2019.

FLORIDA ASSOCIATION OF COUNTY ATTORNEYS, INC.

By:   
Richard Wesch, President

  
Alison Rogers, Secretary