
BYLAWS

OF THE

FLORIDA LOCAL GOVERNMENT INFORMATION SYSTEMS
ASSOCIATION



Revised: July 2009



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GENERAL

SECTION 1.1. ANNUAL MEETING

An annual meeting of the members with election of officers and directors and for the transaction of other business relative to the affairs of the FLGISA shall be held once each year at a time specified by the Board of Directors and in the notice of the meeting.

SECTION 1.2. OTHER MEETINGS

At least one other meeting of the members shall be held after the annual meeting at the time specified in the notice of meeting. These meetings will be held to further the purpose of the FLGISA and to conduct the business of the Association.

SECTION 1.3. SPECIAL MEETINGS

Special meetings of the members shall be held when directed by the President or the Board of Directors or when requested by 1/10 of the members. A meeting requested by the members may be called for a date not less than ten days nor more than 60 days after the request of such meetings delivered to the president.

SECTION 1.4. DISTRICT MEETINGS

District meetings of members of that district when directed by the District Director or the Board of Directors or when requested by 1/10 of the members of that district. A meeting requested by the members may be called for a date not less than ten days nor more than 60 days after the request of such meetings delivered to the District Director. No business may be transacted on behalf of the FLGISA at district meetings.

SECTION 1.5. PLACE

Meetings of the members will be held in Florida at a place specified in the notice of the meeting

SECTION 1.6. NOTICE

The call for a meeting shall be issued by the Secretary unless the President, Board of Directors or members requesting the meeting designate another person to do so. The person designated to issue the call shall mail by first-class mail or e-mail to the address shown in the records of the Association or shall deliver written notice of each meeting of the members to each member entitled to vote at the meeting not less than ten days nor more than 60 days before the date set for the meeting. The notice shall state the purpose of the meeting and the time and place the meeting is to be held. Attendance at the meeting by members constitutes a waiver of any notice unless at the beginning of the meeting he objects to it because it is not legally called. The notice may be waived before, at or after the meeting.

SECTION 1.7. RECORD DATE

The Board of Directors may fix a date not less than ten days nor more than 60 days before the date set for the meeting of the members, as the record date on which the members of record who are entitled to notice of and to vote at the meeting, and any adjournment of it, are determined. If no date is fixed under this section, the date on which the notice of the meeting is mailed, or if no notice to any member is mailed, the date on which the notice is delivered, shall be the record date for the determination of the members.

SECTION 1.8. VOTING RECORD

The Secretary shall make a list of members entitled to vote at each meeting at least ten days before the meeting containing the name and address of such member. The list shall be taken to and kept open at the



meeting. The list may be inspected by any member during the ten day period or at the meeting. When authorized by resolution of the Board of Directors, voting may be conducted by mail in the manner prescribed in the resolution.

SECTION 1.9. BUSINESS TRANSACTED

No act of the members is valid unless taken at a meeting called with notice given as provided in these Bylaws unless notice is waived by all members not present at the meeting. No business may be transacted except that specified in the notice or permitted by the Bylaws or by Florida law unless all members are entitled to vote are present or waive notice in which case any business may be transacted.

SECTION 1.10. QUORUM

Seven (7) percent of the members entitled to vote constitute a quorum at a meeting of the members unless a larger number is required by law when a member so required shall constitute a quorum. The act of the majority of members at the meeting at which a quorum is present is the act of the members unless a larger number is required by law when the number so required shall be the act of the members. After a quorum is established the withdrawal of members that reduces the number below the required for the quorum shall affect the validity of any action taken at the meeting or any adjournment of it.

SECTION 1.11. ADJOURNMENTS

If a quorum is not present at a called meeting, the presiding officer may adjourn it from time to time without notice other than by announcement of the meeting of the time and place to which it is adjourned until a quorum attends. If a new record date is fixed by the Board of Directors after the adjournment, the new notice shall be sent in accordance with section 1.5.

SECTION 1.12. VOTING

One representative from each member agency is entitled to vote at a meeting of the members and is entitled to one vote on each matter present at the meeting. Written proxies shall be accepted.

SECTION 1.13. RESIGNATION

A member may resign by filing a written resignation with the Secretary but the resignation does not relieve the member of any obligation then due to the Association.

SECTION 1.14. TERMINATION

The Board of Directors may suspend or expel a member for cause by an affirmative vote of two-thirds of all members of the Board of Directors. The member shall be notified in writing the cause for suspension or expulsion at least ten days before a meeting at which the Board of Directors will consider the question. If the member requests a hearing at or before the meeting, the board shall accord the member a fair and impartial hearing at the meeting or at a subsequent time set by the board. The Board of Directors shall terminate the membership of any member who becomes ineligible for continued membership or refuses to pay any sum due to the Association.

SECTION 1.15. ELIGIBILITY FOR MEMBERSHIP

- a. Membership in the FLGISA rests in the city, county, school district, county constitutional office or independent special district and shall not be transferable. Jurisdictions may have only one vote.
- b. Representatives will normally be limited to the Director or person responsible for management of the Information Systems resources of the member agency.



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- c. Application for membership must be in writing and accompanied by the current year's annual dues.
 - d. An affirmative vote by the Board satisfying the qualification in Section 1.14.c shall constitute acceptance for membership.
 - e. Applications for membership will be considered equitably and consistently so as to maintain the purpose of the FLGISA.
 - f. In recognition of distinguished or unusual services rendered to the profession, the FLGISA may confer honorary membership by unanimous action of the Board of Directors.
 - g. Managers in Transition - Any person who has been an active member of this Association in good standing and who has resigned or been removed from his/her position as manager or director of Information Technology or similar role in a municipality or county, may retain his/her status as an active member for a period of two (2) fiscal years, on a complimentary dues basis if authorized by a majority vote of the Board of Directors.

DIRECTORS

SECTION 2.1 FUNCTION

The business and property of the Association shall be managed and the Association's powers shall be exercised by the Board of Directors.

SECTION 2.2. POWERS

The Board of Directors has the power to:

- a. Make contracts for the conduct of the business of the Association.
- b. Conduct business, have one or more offices, and buy, hold, mortgage, sell, transfer, convey, improve, lease, create a security interest in or otherwise dispose of real or personal property, in this or any other state, territory, possession or dependency of the United States and in foreign countries.
- c. Purchase the assets of other corporations.
- d. Acquire, use, and dispose of patents, trademarks, copyrights, licenses, or rights or interest in them.
- e. Lend money for Association purposes, hold, sell, transfer, and convey property to obtain payment of a debt or liability to the Association.
- f. Sue and be sued in the Association's name.
- g. Make gifts for charitable, educational, or scientific purposes.
- h. Contract debts and borrow money at such rates of interest, not to exceed the legal rate, and on such terms as are necessary or expedient and issue and sell or pledge bonds, debentures, notes and other evidence of debt, whether secured by Association property or not.
- i. Exercise all other powers conferred by statute, the common law or those bylaws on corporations' not-for-profit or directors.
- j. Set dues and initiation fees payable by members.

SECTION 2.3. NUMBER

This Association shall have eleven (11) Directors as per the guidelines contained in the Articles of Incorporation.



SECTION 2.4. QUALIFICATIONS

Each Director shall be at least 18 years of age. Directors shall be official representatives of member agencies as defined in section 1.14.

SECTION 2.5. ELECTION AND TERMS

Directors shall be chosen at an annual meeting of the members by a plurality of votes cast at the election and shall hold office based on terms of office as set forth in Section 3.9, or until the election and qualification of his or her successor or until an earlier resignation, removal, or death. Directors may be removed with or without cause by majority vote of the members at a meeting called for that purpose.

SECTION 2.6. VACANCIES

Vacancies in the Board of Directors shall be filled until the next election cycle as stated in “Section 3.9 Term of Office” of these bylaws by a majority vote of the Board remaining in office even if the remaining directors cannot constitute a quorum. A vacancy in a District Director position must be filled by a representative from that same District.

SECTION 2.7. QUORUM

A majority of directors, at least 50%, constitute a quorum at a meeting of the Board of Directors. The act of the majority of directors present at a meeting when a quorum is present is the act of the Board of Directors unless a larger number is required by law, then the number so required shall be the act of the Board of Directors.

SECTION 2.8 MEETINGS

The annual meeting of the Board of Directors shall be held immediately preceding the annual meeting of the members without notice. Regular meetings may be scheduled by resolution and held thereafter without notice. Other meetings may be held at the times and places the Board of Directors fixes or on the call of the president or any two directors. Notice of each special meeting shall be given by the Secretary to each director not less than two days before the meeting unless a director waives notice at, before, or after the meeting. Notice shall be given by personal delivery, mail, cable, telegram or email. Attendance at a meeting by a director constitutes a waiver of notice unless at the beginning of the meeting he objects to it because it is not legally called. Any business may be transacted at a meeting at which a quorum of the Board of Directors are present, even though without notice, but otherwise only the business specified in the notice shall be transacted. Members of the Board of Directors may participate in the meeting by telephone or similar communication equipment if all persons participating can communicate with each other.

SECTION 2.9. VOTING

A Director is presumed to assent to the actions taken at the board unless he votes against the action or abstains from voting because of an asserted conflict of interest.

SECTION 2.10. ACTION WITHOUT MEETING

The Board of Directors may act without a meeting if a written consent to the action is signed by all the Directors. The consent shall be filed in the minutes.

SECTION 2.11. PLACE

Meetings of the Board of Directors will be held in Florida.



SECTION 2.12. NOMINATING COMMITTEE

By resolution adopted by the majority of the Board of Directors, the board may designate three or more members to constitute the nominating committee. The committee shall be any combination of Directors, past-directors, and members. The committee shall be appointed at least 60-days prior to the annual meeting for the purpose of soliciting nominations of officers for the coming New Year. The committee will request nominations from all members at least 45-days prior to the annual meeting by email identifying the positions that are to be elected. The committee shall ensure that nominees are eligible to serve in accordance with the bylaws, are willing to serve and, if it is a District Director, nominee is from a jurisdiction within the District. The nominating committee will provide a list of candidates for each position to the President and Executive Director at least 15-days prior to the annual conference in order to provide time to generate ballots.

SECTION 2.13. OTHER COMMITTEES

The Board of Directors may establish standing committees by resolution. The Board of Directors or the President may establish temporary committees. The President shall appoint and may remove at anytime the chairman, vice-chairman and members and members of committees, all of whom shall be members of the Association. A majority of the committee constitutes a quorum and the act of the majority of the members of the committee present at the meeting at which a quorum is present shall be the act of the committee.

OFFICERS

SECTION 3.1. OFFICERS

The officers of the Association shall be those defined in the Articles of Incorporation Article III. All of the current officers shall be directors. Each shall be elected according to the rules set forth in Section 2.5 of these Bylaws.

SECTION 3.2. PRESIDENT

The President is the chief executive officer of the Association, has the general supervision over the Association, shall preside at meetings of members and the Board of Directors and shall perform the other duties and prescribed by the Board of Directors.

SECTION 3.3 VICE PRESIDENT/PRESIDENT-ELECT

The Vice President shall perform the duties of the President in the absence or inability of the President. The Vice President shall perform the duties prescribed by the Board of Directors.

SECTION 3.4. SECRETARY

The Secretary, or designee, has custody of and shall maintain the Association's records except the financial records, shall record the minutes of the meetings of the Board of Directors and members, shall send notices of meetings required to be sent to the Secretary and shall perform all other duties prescribed by the Board of Directors.

SECTION 3.5. TREASURER

The Treasurer, or designee, has custody of all Association funds and financial records, and shall keep full and accurate records of receipts and disbursements, and shall render account of them when required by the Chairman of the Board, President, or Board of Directors, and at the annual meeting of the members and shall perform the other duties prescribed by the Board of Directors.



- a. All disbursement of funds shall have approval signatures as determined by the Board.
- b. The bank account will be established with the signatures as determined by the Board.

SECTION 3.6. DISTRICT DIRECTOR

There shall be six (6) District Director positions. District directors shall encourage the members of their district to participate in FLGISA activities and events, encourage non-member jurisdictions to become members and provide as a point of contact for their District. District Directors shall perform others duties as prescribed by the Board of Directors. Should a District Director resign or be unable to fulfill the responsibilities of the position for any reason, a representative of that same District shall be appointed to fill the remainder of the term by the President of the FLGISA, per Section 2.6 of the Bylaws. All Districts shall be divided along County boundaries and shall be contiguous. The Board of Directors is responsible for determining the actual makeup of each District.

SECTION 3.7 REMOVAL

An officer may be removed by the majority vote of the directors at any meeting of the Board of Directors.

SECTION 3.8. VACANCIES

Should the Vice President resign during tenure, the Treasurer shall assume the role of Vice President. Should the Treasurer decline the appointment, the Secretary shall assume the role of Vice President. Should the Secretary decline the appointment, the Board shall nominate from the current District Directors. Should the Treasurer, Secretary and current District Directors decline, the Board will request nominations for Vice President from the membership electronically and then shall conduct an electronic vote of the membership to determine the Vice President.

SECTION 3.9. TERM OF OFFICE

Elected officers will hold office based on the following:

1. The Vice President/President Elect, Secretary, Northwest Director, Central East Director, and Southeast Director will be elected in the even numbered years.
2. Treasurer, Northeast Director, Central West Director, Southwest Director will be elected in the odd numbered years.
3. The President will serve a two-year term. At the end of that term, the Vice President shall take the role of President for the next two years.
4. Newly elected officers will take office effective, immediately after the completion of the Annual Conference.
5. An officer, with the exception of the president shall be allowed to succeed themselves for a maximum of three (3) terms.

SECTION 3.10 ELIGIBILITY

A member must be a member in good standing to be a considered for an officer's position in the FLGISA.

CERTIFICATES OF MEMBERSHIP

SECTION 4.1. CERTIFICATES OF MEMBERSHIP

The Association may issue certificates to each member evidencing their membership in the Association in the form prescribed by the Board of Directors from time to time.



EXECUTION OF INSTRUMENTS

SECTION 5.1. EXECUTION

Association instruments shall be executed by the President or Vice President unless some other person is designated to execute the instrument by the Board of Directors. The Board of Directors may authorize any person to execute instruments for the Association. Attesting by the Secretary or affixing the common seal of the Association is not necessary for the validity of an instrument executed on behalf of the Association unless affixing a seal is required by law. The common seal may be used when expedient instead of the Association seal. Witness to the execution instrument on behalf of Association or not necessary to its validity was required by law.

SECTION 5.2 FORM OF SEAL

The form of the Association Seal shall be designated by the Board of Directors from time to time.

RECORDS

SECTION 6.1. REQUIRED RECORDS

The Association shall keep complete and accurate books and records of accounts, minutes of proceedings, of members, and Board of Directors.

SECTION 6.2. INSPECTION

The records of accounts and minutes shall be open for inspection at reasonable times by any member. Persons entitled to inspect the records may make extracts from them. The right to inspect does not extend to a person who has used or proposes to use the information for improper purposes, for profit, or who is not acting in good faith.

SECTION 6.3 ANNUAL FINANCIAL RECORD

Unless modified by resolution of the members, within four months after the close at each fiscal year, the Association shall prepare a balance sheet showing reasonable detail of financial condition of the Association at the close of the fiscal year and a profit and loss statement showing the results of operations during the fiscal year. The Association shall mail a copy of the balance sheet and profit and loss statement to any member who requested in writing. The balance sheet and profit loss statement shall be filed with the Secretary of the Association shall, shall be kept for five (5) years and shall be subject to inspection during ordinary business hours by the member.

SECTION 6.4 FISCAL YEAR

The fiscal year shall be October 1 to September 30th.

ANNUAL REPORT

SECTION 7.1. ANNUAL REPORT

The association shall file an Annual Report as required by law with the public officer designated by law and shall pay any tax or fee imposed by law or filing.



PROHIBITED ACTS

SECTION 8.1. TRANSFER OF PROPERTY

The association shall not transfer any of its property to a Director, officer or member, directly or indirectly for any consideration other than the value of the property paid in cash.

SECTION 8.2. DIVIDENDS

No dividend shall be paid by the Association to a member.

SPECIAL CONTRACTS

SECTION 9.1. CONFLICT OF INTEREST

No contract or other transaction between the Association and one or more of its directors or any other corporation, partnership or association in which one or more of the directors of the Association are financially interested shall be void or voidable because of that relationship or interest or because the interested directors are present at a meeting of the Board of Directors that authorizes, approves or satisfies the contract or transaction or because his or their votes are counted for the purpose of the relationship or interest in disclosed or known to the Board of Directors and its actions is taken by a vote that is sufficient without counting the votes of the interested directors. Interested directors may be counted for the quorum at the meeting regardless of their interest.

SECTION 9.2. SALES OF ASSETS

The Association may not lease, sell, exchange, or otherwise dispose of all, or substantially all, of its property and assets unless the Board of Directors adopts a resolution recommending the sale, lease, exchange or other disposition and the members authorize the transaction. The notice of the members meeting at which the matter is to be considered shall summarize the proposed transaction. Authorization for the transaction shall be made by a vote of the majority of the members entitled to vote on the disposal on the proposal. The members may modify the proposed transaction and approve it as modified. After authorization by the members, the Board of Directors may abandon the transaction without further action or approval by the members.

SECTION 9.3. INDEMNIFICATION

The Association may indemnify any person who was or is a party or may be made a party to any threatened, pending legal or administrative actions of proceeding when the person indemnified is or was a director, officer, employee or agent of the Association and is a party to the action or proceeding because of his association relationship in the manner and subject to the limitations prescribed by Florida law. The association may purchase and maintain insurance against liability for all directors' officers, employees and agents of the association even if the association could not indemnify him under this Bylaw or under law.

SECTION 10 "DELETED"



DUES

SECTION 11.1. DUES

The Board of Directors shall determine the amount of dues and time for payment.

SECTION 11.2. DEFAULT

If a member does not pay dues for 60 days after it is due his membership shall be terminated by the Board of Directors and subject to Section 1.3.

RULES OF ORDER

SECTION 12.1. RULES OF ORDER

Rules contained in the “Robert Rule of Order, Revised” most recent edition shall govern this Association in all cases to which they are the applicable.