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**BY-LAWS**

**OF THE**

**FLORIDA LOCAL GOVERNMENT INFORMATION SYSTEMS ASSOCIATION**



**Revised: January 2024**

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**ARTICLE I – NAME AND PURPOSE**

**Section 1: Name**

The name of the organization shall be the Florida Local Government Information Systems Association (FLGISA).

**Section 2: Purpose**

The FLGISA is organized exclusively for the purpose of educating, sharing information, and promoting the objectives of technology professionals in Florida local government agencies. More specifically, the purpose of the FLGISA is to:

1. Provide a forum for the purposeful sharing of information systems management ideas, standards, and problem-solving techniques.
2. Upgrade and enhance information systems management skills to promote more efficient and effective use of information systems resources.
3. Pursue and foster the professional aspects of FLGISA.
4. Promote meaningful and simplified technology standards.
5. Consult state and local government entities on legislative and regulatory issues.
6. Promote uniformity of information systems management and processing statutes.
7. Conduct any lawful business pertaining thereto.

**ARTICLE II – MEMBERSHIP**

**Section 1: Types of Membership**

All memberships are granted by the Board of Directors and are a privilege, not a right. All members must abide by the FLGISA Code of Ethics and Standards of Conduct. Membership fees shall be set by the Board of Directors on an annual basis. There will be six types of membership:

- a. **Agency Membership** – Membership in the FLGISA is restricted to Florida local government agencies which include cities, counties, county constitutional offices, school districts, and independent special districts; hereafter known as the “agency.” The agency is the member, and the membership is non-transferable. All employees of a member agency may participate in FLGISA activities; however, each agency has only one vote. A Non-Employee individual whose primary duty is to support the agency may participate in FLGISA activities as described in the Non-Employee Individual Member Policy with permission from the Agency’s Official Representative and the FLGISA Board of Directors. Non-Employee individuals participating in FLGISA activities may not vote on matters of the membership, run for any office of the FLGISA, or be designated as the Official Representative.
- b. **Honorary Membership** – In recognition of distinguished or extraordinary services rendered, the FLGISA may confer an honorary membership upon an individual. Honorary members may not vote or run for any office of the FLGISA.
- c. **Member-In-Transition Membership** – An individual who has been an active participant in good standing within the FLGISA and has terminated their employment with a member agency may retain membership in the FLGISA, with

majority approval of the Board of Directors. If approved, the member-in-transition will be;

- Granted access to the FLGISA message board with their own login name and password
- Allowed to attend all conferences and all events sponsored by any of the district directors (as long as space is available) at their own expense

This membership shall be for a period of no more than twelve consecutive months which begins immediately upon separation of employment from their former agency. The Member-In-Transition agrees to notify the FLGISA Board of Directors immediately upon re-employment. Once re-employed, this membership is automatically terminated. Failure to notify the board may result in a lifetime ban from the FLGISA. The Board of Directors reserves the right to terminate the membership at any time for any reason. Member-In-Transition may not vote, hold, or run for any office of the FLGISA other than to complete the term of Past President by a majority vote of the Board of Directors.

- d. Associate Membership** – An individual employed by an agency that declines to join the FLGISA may join as an associate member. The membership belongs to the individual and is valid as long as he/she is employed by an eligible agency. Associate members may not vote or run for any office of the FLGISA.
- e. Student Membership** – Student memberships are available to currently enrolled students who are pursuing studies in information technology/management and have an interest in pursuing a career in public service and are not currently employed in a private firm seeking or engaged in a business relationship with local government. Student members may not vote or run for any office of the FLGISA.
- f. Life Membership** – Life memberships are available to any retired FLGISA member in good standing that is not currently employed or seeking employment in local government or in a private firm seeking or engaged in a business relationship with a local government. Lifetime members may not vote or run for any office of the FLGISA.

### **Section 2: Membership Process**

- a. Membership application must be completed and accompanied by the current year's annual dues.
- b. An affirmative vote by the Board of Directors that the applicant meets the qualifications in Article II, Section 1, shall constitute acceptance for membership.
- c. Membership application will be considered equitably and consistently to maintain the purpose of the FLGISA.

### **Section 3: Official Representative of the Member Agency**

The official representative of a member agency shall be the most senior technology position unless he/she specifically appoints a designee. Official representatives speak for their agency in all matters of the FLGISA and have voting rights for their member agency, with each agency having a single vote.

**Section 4: Resignation of Membership**

A member agency may resign by having their official representative file a written resignation with the FLGISA Secretary. The resignation does not relieve the member agency of any obligation then due to the FLGISA. A member agency that resigns after dues have been paid is not entitled to a refund of any type.

**Section 5: Termination of Membership**

If a member agency does not pay dues for 60 days after it is due, the membership shall be terminated.

The Board of Directors may suspend or expel any member agency and/or individual member for cause by an affirmative two-thirds vote. The member agency and/or individual member shall be notified in writing the cause of the action at least ten days before a meeting at which the Board of Directors will call the item. The member agency and/or individual member may request a hearing at or before the meeting. The Board of Directors shall accord the member agency and/or individual member a fair and impartial hearing. The Board of Directors shall terminate the membership of any agency and/or individual member who becomes ineligible for continued membership or refuses to pay any sum of money due to the FLGISA.

**ARTICLE III – MEETINGS OF THE MEMBERSHIP**

**Section 1: Annual Meetings**

The Board of Directors shall set the date and time for an annual meeting of the membership with the election of officers and directors and the transaction of other business relative to the affairs of the FLGISA.

**Section 2: Special Meetings**

Special meetings of the membership shall be held when directed by the President, Board of Directors, or when requested by more than 10% of the current membership. When a meeting is requested by the membership, it shall be held not less than 10 days nor more than 60 days after the request is delivered to the President. The request shall be delivered to the President by regular first-class mail or by email and must identify the member agencies requesting the 10% threshold to be verified.

**Section 3: District Meetings**

District meetings shall be held at the direction of the associated District Director. No official FLGISA business may be transacted at a district meeting.

**Section 4: Place of Meetings**

All meetings of the FLGISA shall be conducted within the State of Florida.

**Section 5: Notice of Meetings**

The call for a meeting shall be issued by the Secretary based upon a directive from the President or the Board of Directors. The Secretary or their designee shall send a notice of the meeting not less than 10 days nor more than 60 days before the set meeting date. Notice shall be sent by regular first-class mail or by email to the official representative agency of record at the time the notice is sent. The notice shall state the purpose of the meeting, time, and place. Attendance at the meeting by the membership constitutes a waiver of any notice unless at the beginning of the meeting he/she objects to it because it was not legally called. The notice may be waived before, at, or after the meeting.

**Section 6: Quorum**

Seven percent of the membership entitled to vote on the day of the meeting constitutes a quorum unless a larger number is required by law, in which case, the quorum is as designated by law. The act of the majority of the membership at the meeting at which a quorum is present is the act of the membership. After a quorum is established the withdrawal of member agencies that reduces the number below the required for the quorum may affect the validity of any action taken at the meeting per the most recent edition of “Robert’s Rules of Order.” If a quorum is not present, the presiding officer must adjourn the meeting.

**Section 7: Business Transacted**

No act of the membership is valid unless taken at a meeting called with proper notice given per these By-Laws and a quorum is present.

**Section 8: Voting**

Each member agency is entitled to one vote which is cast by the official representative or their designee. Official representatives designating another to vote must inform the Secretary at least seven days before the meeting.

The Secretary shall make a list of the membership entitled to vote at least five days before the meeting or the start of electronic elections containing the name of the voting delegate and their member agency. The list shall be taken and kept open at the meeting for inspection by any member agency.

**Section 9: Rules of Order**

Rules contained in the most recent edition of “Robert’s Rules of Order” shall govern the FLGISA in all cases to which they are applicable.

**ARTICLE IV – DIRECTORS AND OFFICERS**

**Section 1: Purpose and Function of the Board of Directors**

The business and property of the FLGISA shall be managed by the Board of Directors. The Board of Directors is responsible for the overall policy and direction of the day-to-day operations of the FLGISA and its committees.

**Section 2: Size of the Board of Directors**

The Board of Directors shall have not less than six and not more than 15 members. The number of members shall be voted on and approved by the membership during the regularly conducted business meeting.

**Section 3: Powers**

The Board of Directors shall have the power to:

1. Make contracts and policies for conducting the business of the FLGISA.
2. Conduct business, buy, sell, hold, mortgage, 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 foreign countries.
3. Purchase assets of another corporation.
4. Acquire, use and dispose of patents trademarks, copyrights, licenses, or rights or interest in them.
5. Lend money for FLGISA purposes, hold, sell, transfer, and convey property to obtain payment of a debt or liability of the FLGISA.
6. Sue and be sued in the FLGISA's name.
7. Make gifts for charitable, educational, or scientific purposes.
8. 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 security by FLGISA property or not.
9. Exercise all other powers conferred by statute, the common law, or those By-Laws on corporations' not-for-profit or directors.
10. Set dues and initiate fees payable by the membership or vendors.

**Section 4: Qualifications**

According to Article II, Section 3, only the official representative of the member agency may serve on the Board of Directors. Further, to be eligible for election a director shall be at least 21 years of age and a member in good standing. According to Article II, Section 1, only individuals with agency memberships are eligible to run for any office of the FLGISA.

**Section 5: Officers and District Directors Duties and Terms of Office**

Officers of the FLGISA shall be those defined in the Articles of Incorporation. All officers shall be directors duly elected as provided for in these By-Laws. An officer, except for the President and First Vice President and Second Vice President, shall be allowed to succeed themselves for a maximum of three (3) terms. The duties of the officers are as follows:

1. **President**

The President is the chief executive officer of the FLGISA, has the general supervision over the FLGISA, shall preside at meetings of the membership and the Board of Directors, and shall perform the other duties as prescribed by the Board of Directors. The President serves a one-year term. At the end of the term, the

First Vice President shall become President. The President shall become the Past President.

2. **First Vice President/President-Elect**

The First Vice President shall perform the duties of the President in the absence or inability of the President and shall chair the events committee for conferences. The First Vice President shall perform the duties prescribed by the Board of Directors. The First Vice President serves a one-year term. The First Vice President shall become President upon completion of their term.

3. **Second Vice President**

The Second Vice President shall perform the duties of the First Vice President in the absence or inability of the First Vice President and shall co-chair the events committee for conferences. The Second Vice President shall perform the duties prescribed by the Board of Directors. The Second Vice President serves a one-year term and is elected annually. The Second Vice President shall become First Vice President upon completion of their term.

4. **Secretary**

The Secretary, or designee, has custody of and shall maintain the FLGISA's records except for the financial records, shall record the minutes of the meetings of the Board of Directors and the membership, shall send notices of meetings required to be sent to the membership and shall perform all other duties prescribed by the Board of Directors. The Secretary serves a two-year term and is elected on an even number of years.

5. **Treasurer**

The Treasurer, or designee, has custody of all FLGISA funds and financial records, shall keep full and accurate records of receipts and disbursements, and shall render an account of them when required by the President or Board of Directors, and at the annual meeting of the membership, and shall perform all other duties prescribed by the Board of Directors. The Treasurer serves a two-year term and is elected on odd number years.

1. All disbursement of funds shall have approval signatures as determined by the Board of Directors.
2. The bank account will be established with the signatures as determined by the Board of Directors.

6. **Past President**

The Past President, or designee, shall support, mentor, and coach the President and other Board members of the association. In addition, the Past President shall chair the nominating committee ensuring compliance with the By-Laws and policies, providing an open nomination and election process. The Past President shall serve a one-year term.



**7. Other Directors**

Other directors shall be either District Directors or Directors at Large and shall be duly elected as provided in these By-Laws.

The Director at Large shall support the Board of Directors through oversight of sub-committees as assigned by the organization and shall perform all other duties prescribed by the Board of Directors. The Director at Large serves a one-year term and is elected annually.

District Directors are designated to geographic subdivisions of the state as defined by the Board of Directors. 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. There are six district directors.

They are elected by the district in which they serve. They shall encourage the member agencies of their district to participate in FLGISA activities and events, encourage non-member agencies to become members and provide a point of contact for their district. District Directors shall perform other duties as prescribed by the Board of Directors. District Directors shall serve a two-year term and will be elected as follows:

- Even Number Years – Northwest, Central East, and Southeast
- Odd Number Years – Northeast, Central West, and Southwest

**Section 6: Vacancies**

A Board position becomes vacant immediately upon resignation, or upon notification that a Board Member is no longer employed by a local government jurisdiction or should a Board member take another position on the Board as described below. The Board of Directors shall act to fill the vacancy by the following procedure:

1. Should the President's position become vacant, the First Vice President will ascend to the position of President.
2. Should the First Vice President's position become vacant, the Second Vice President will ascend to the position of First Vice President.
3. Should the Second Vice President's position become vacant, the Board of Directors will appoint a Board officer (Treasurer, Secretary, or Past-President, in that order) as the interim Second Vice President. A Special Election will be held as prescribed in Article V, Section 4 (Special Elections), to complete the term of office.
4. Should the Treasurer or Secretary position become vacant, the Board of Directors may appoint an individual, or hold a Special Election as prescribed in Article V, Section 4 (Special Elections), to complete the term of office until the next normal election cycle assigned to the respective position.
5. Should a District Director position become vacant, the Deputy District Director will assume the position as the interim District Director. The Board of Directors may appoint an individual from a member agency within that district to complete the term of office, or hold a Special Election as prescribed in Article V, Section 4

(Special Elections), from member agencies within that district to complete the term of office until the next normal election cycle for that district.

6. Should the Director at Large position become vacant, the Board of Directors may appoint an individual, or hold a Special Election as prescribed in Article V, Section 4 (Special Elections), to complete the term of office until the next normal election cycle.
7. Should the Past President's position become vacant, the President will appoint a previous Past President to complete the term.

### **Section 7: Removal**

An officer or director may be removed from office by a two-thirds majority vote of the Board of Directors at any meeting of the Board of Directors. Directors are expected to participate in all functions of the FLGISA and to execute their duties as described in Article IV, Section 5. Failure to execute duties, participate in meetings of the Board of Directors, and/or attend conferences may result in removal from office.

## **ARTICLE V – ELECTIONS**

### **Section 1: Officers**

Officers shall be chosen by a plurality of votes cast electronically and shall hold office based upon the terms of office provided for in these By-Laws.

### **Section 2: District Directors**

District Directors shall be elected by a plurality of votes cast by member agencies within the district he/she will serve. The results of the election shall be announced at the annual conference. Voting for District Directors may be accomplished by electronic means.

### **Section 3: Nomination Process**

A nominating committee shall be appointed by the majority vote of the Board of Directors. The committee shall be chaired by the Past President. In the event the Past President is not available, the President shall appoint a chairperson. The committee shall consist of no less than two and no more than three members including the committee chair.

All members who wish to serve on the Board of Directors shall submit a position paper of no more than 250 words outlining why they wish to serve on the Board.

The following timelines shall be followed:

For Regular Elections:

- At least 2 Days Prior to the Request for Nominees – A nominating committee shall be appointed by the Board of Directors.

- At least 21 Days Prior to the Start of Election Voting – The request for nominees is to be sent to the membership by email.
- 7 Days Prior to the Start of Election Voting – Nominations shall be closed. The President and/or designee shall be notified by the committee of the nominations for each of the positions.
- At least 25 days Prior to the Annual Membership Meeting – Electronic elections shall be started. The electronic ballot shall show all nominees and allow for write-in candidates for each office being elected.
- At least 15 days, but no more than 21 days – Electronic Elections shall be open.
- At least 10 days Prior to the Annual Membership Meeting – Electronic elections close and President is notified of the election results.

For Special Elections:

- At least 2 Days Prior to the Request for Nominees – A nominating committee shall be appointed by the Board of Directors.
- At least 10 Days Prior to the Start of Election Voting – The request for nominees is to be sent to the membership by email.
- 3 Days Prior to the Start of Election Voting – Nominations shall be closed. The President and/or designee shall be notified by the committee of the nominations for each of the positions.
- 10 days Prior to the close of the Special Election – Electronic elections shall be started. The electronic ballot shall show all nominees and allow for write-in candidates for each office being elected.
- 10 Days – Electronic Elections shall be open.
- Electronic elections close and President is notified of the election results.

Staff shall announce the election results via email within three days after the close of elections. No nominee may run for more than one position at a time. Newly elected officers will take office effective immediately after the completion of the annual conference or the special election.

**Section 4: Special Elections:**

A special election may be called by a majority of the Board of Directors to fill Board vacancies that cannot be filled through appointment. If a vacancy on the Board of Directors occurs within two months of the start of a normal election cycle, the Board of Directors may forgo calling for a special election and choose to appoint duties of that position to other members on the Board of Directors in the interim. If the vacancy occurs greater than two months from the start of a normal election cycle, the Board of Directors will call for a special election. Notification to the membership of a special election will follow Article V, Section 3 (Nomination Process). The Board of Directors shall set forth the purpose of any special election.

**ARTICLE VI – BOARD OF DIRECTORS ACTIVITIES**

**Section 1: Meetings of the Board of Directors**

An annual meeting of the Board of Directors shall be held at the annual conference. Regular meetings may be held by resolution or called by the President or any two directors. Notice of scheduled meetings shall be provided by the Secretary or their designee to the Board of Directors no less than two business days before the meeting. Notice may be delivered to a Board member by first-class mail or by email using the address on record at the time, the notice is sent.

**Section 2: Quorum of the Board of Directors**

A simple majority constitutes a quorum of the Board of Directors.

**Section 3: Business to Be Transacted**

Any business may be transacted at a meeting of the Board of Directors where a quorum is present.

**Section 4: Method of Meeting**

The Board of Directors meeting at the annual conference must be conducted in person and constitute a quorum of physically present Board Members. Members who are unable to attend can participate via teleconference. All other meetings of the Board of Directors may be conducted via teleconference.

**Section 5: Committees**

The Board of Directors may establish standing committees by resolution. Either the Board of Directors or the President may establish temporary committees. The President is responsible for appointing member agencies or non-member individuals (comprised of state, local government, or private organizations) to committees and may remove any member agency or non-member individual at any time with the approval of the Board of Directors simple majority. The President shall appoint a Chair and Vice-Chair for each committee. A simple majority of the committee constitutes a quorum and the act of the majority of the membership of the committee present at the meeting at which a quorum is present shall be the act of the committee. Committees shall make recommendations to the Board of Directors for formal action.

**Section 6: Action Without Meeting**

The Board of Directors may act without a meeting if the action is voted on electronically by a majority of all Board members. The action shall be filed in the minutes of the next Board of Directors meeting.

**Section 7: Dues and Fees**

The Board of Directors is responsible for setting all dues and fees of the FLGISA by resolution.

**Section 8: Rules of Order**

Rules contained in the most recent edition of “Robert’s Rules of Order” shall govern the FLGISA in all cases to which they are applicable.

**ARTICLE VII – EXECUTION OF INSTRUMENTS**

FLGISA instruments shall be executed by the President or First 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 FLGISA. Attesting by the Secretary or affixing the common seal of the FLGISA is not necessary for the validity of an instrument executed on behalf of the FLGISA unless affixing a seal is required by law. The form of the FLGISA seal shall be designated by the Board of Directors from time to time.

**ARTICLE VIII – ASSOCIATION RECORDS**

The FLGISA shall keep complete and accurate books and records of accounts, minutes of proceedings, of the membership and Board of Directors.

The records of accounts and minutes shall be open for inspection at reasonable times by any member agency. 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.

**ARTICLE IX – FINANCIAL RECORDS AND FISCAL YEAR**

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

The fiscal year shall be October 1 to September 30.

**ARTICLE X – ANNUAL REPORT**

The FLGISA 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.

**ARTICLE XI – PROHIBITED ACTS**

**Section 1: Transfer of Property**

The FLGISA shall not transfer any of its property to a director, officer, or member agency, directly or indirectly for any consideration other than the value of the property paid in cash. No dividend shall be paid by the FLGISA to a member agency.

**Section 2. Conflict of Interest**

Whenever a FLGISA Board member has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest; shall thereafter refrain from discussing or voting on the particular transaction in which the affected person has an interest; and otherwise refrain from attempting to exert any influence to affect a decision to participate or not participate in such transaction. Interested Board members may be counted for the quorum at the meeting regardless of their interest. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of FLGISA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**Section 3. Sales of Assets**

The FLGISA 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 membership authorize the transaction. The notice of the membership 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 membership entitled to vote on the disposal of the proposal. The membership may modify the proposed transaction and approve it as modified. After authorization by the membership, the Board of Directors may abandon the transaction without further action or approval by the membership.

**ARTICLE XII – INDEMNIFICATION**

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