



Charter and By-Laws

Of the Florida League of Cities, Inc.

Tallahassee, Florida

(As amended at FLC Conference, August 15, 2015)

History

The first “convention” of the League took place aboard a pleasure boat in Tampa Bay in 1922. The then-city manager of Tampa invited city officials from all over the state for a discussion of the feasibility of creating the League. Fourteen Florida cities were represented at that meeting and when the trip was over, the Florida League of Municipalities had been established.

The mission of that newly established League remains the same today as it was then. In 1922, the membership, representing less than a million Floridians, vowed to concentrate their influence upon other lawmaking bodies for the purpose of shaping legislation, sharing the advantages of cooperative action, and exchanging ideas and experiences.

In 1928, the League opened its office in Jacksonville. The office was moved to St. Petersburg in 1949 and returned to Jacksonville in 1951. In 1970, the Florida League of Municipalities changed its name to the FLORIDA LEAGUE OF CITIES, INC. One year later, the League made the state capital city, Tallahassee, its home and in 1979 purchased a headquarters building at 201 West Park Avenue. In 1998, construction was completed on the League’s new office building, located at 301 S. Bronough, and the staff moved in on May 18th. A branch office was opened in Winter Park in 1987 for its public risk services operations, which are currently located at the League’s building at 134 East Colonial Drive, Orlando.

Charter

ARTICLE I – NAME

The name of this corporation shall be Florida League of Cities, Incorporated and its offices shall be located at such place or places in the State of Florida as the officers and directors may determine.

ARTICLE II – PURPOSE

The general purpose for which the Florida League of Cities, Incorporated is organized shall be:

To study the problems of municipalities and other units of local government rendering municipal services, and work for the general improvement of municipal government and its efficient administration in this state through cooperative effort; to bring closer together the units of municipal government of the state, for the purpose of mutual assistance in the solution of municipal problems, and to promote the exchange of ideas and experiences in successful methods of local administration; to provide any lawful service that is designed to benefit its members and assist its members in the effective operation of their governments; to represent its members before the various legislative, executive and judicial branches of government on issues pertaining to the welfare of its members; to foster municipal education and a great civic consciousness among the citizens of the state, and to encourage and work for the welfare of the citizens of the respective communities of Florida.

ARTICLE III – MEMBERSHIP, VOTING AND DUES

Section 1. The membership of this corporation shall be limited to governmental agencies rendering municipal services. Any municipality or other unit of local government rendering municipal services in

the State of Florida may apply to become a member of the League by transmitting such requests to the League office. The officers and directors shall establish specific criteria for determining membership eligibility.

Section 2. At all meetings of the League, each member which is represented and in good standing shall have voting rights as provided in the By-Laws.

Section 3. Dues for members shall be such as are fixed from time to time in the manner provided in the By-Laws.

ARTICLE IV – TERM

The term for which this League shall exist shall be perpetual. Upon dissolution of the League, and after all liabilities and claims are satisfied, the remaining assets of the League shall be distributed, in an equitable manner to be determined by its officers and directors, to the then regular members in good standing of the League.

ARTICLE V – OFFICERS AND DIRECTORS

The affairs of the League shall be managed by a number of officers and directors whose selection, duties and responsibilities shall be as provided by the By-Laws. All voting officers and directors shall be, at the time of their election and throughout their tenure of office, a duly elected official of a member in good standing of the League.

ARTICLE VI – MEETINGS

The League shall hold an annual meeting, and may hold such other meetings as may be determined by the members, the time and place in each instance to be fixed by the officers and directors. Special meetings of the League may be called at any time by the officers and directors.

ARTICLE VII – AMENDMENTS

This Charter and the By-Laws of the League are to be made, altered or rescinded by the League members. Such changes to this Charter and the By-Laws may be made by a majority vote of the regular members in good standing present at any regular or special meeting, provided that notice of the proposed change be delivered to each such member at least thirty days prior to such meeting.

By-Laws

ARTICLE I – MEETINGS OF THE ORGANIZATION

Section 1. The League shall meet annually in convention as provided in the Charter. Notices of such meeting and the time, place and purpose of any special meeting, shall be given the membership by the Executive Director. No business shall be transacted at a special meeting other than as provided in the notice thereof.

Section 2. Thirty members of the League shall constitute a quorum for the transaction of business at any meeting of the League.

Section 3. Each member shall be entitled to send as many delegates to League meetings as it may desire, and at all meetings of the League, each member represented and in good standing shall have one or more votes in accordance with its population as herein set forth:

| Population Category | Vote Allocation |
|---------------------|-----------------|
| 100,000 and over | 5 votes |
| 25,000 to 100,000 | 4 votes |
| 5,000 to 25,000 | 3 votes |
| 1,000 to 5,000 | 2 votes |
| under 1,000 | 1 vote |

A majority vote is required for the election of officers and directors, and for the decision of any question, except as otherwise provided by these By-Laws.

Section 4. At all meetings of the League, all delegates shall be registered and a voting delegate shall be designated by each member to cast all votes allowed to a member. If a voting delegate is unable to serve, another may be designated. A non-voting delegate may participate in a

meeting of the League in all respects except voting. Meeting registration fees shall be fixed from time to time by the Board of Directors.

ARTICLE II – BOARD OF DIRECTORS

Section 1. The affairs of the League shall be managed by the following officers and directors: a President, a First Vice President, a Second Vice President and a Board of Directors composed of the foregoing officers, and the other directors described in this Article. Nineteen (19) members of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors. The Board of Directors shall meet at the call of the President or of a majority of its members.

Section 2. In the event any officer or director shall cease to be qualified as provided in the Charter or these By-Laws, then his office in this League shall there upon ipso facto become vacant, and the Board of Directors may select some other qualified elected municipal official of a member in good standing of this League to fill such vacancy during the unexpired term. All vacancies in office, for whatever reason, may be filled by the Board of Directors in accordance with the criteria established herein.

Section 3. All officers and directors shall be elected at the annual meeting by the members in good standing of the League and shall hold office for one year or until their successors are duly elected and qualified. The Board of Directors shall have power of removal of any officer or director for cause at any time.

Section 4. There shall be an Executive Committee of the Board of Directors, which shall be composed of the President, First Vice President, Second Vice President, the two immediate past presidents, and up to ten (10) directors appointed by the President, and approved by the Board. The Executive Committee shall exercise the powers of the Board of Directors between meetings of the Board. Seven (7) members

of the Executive Committee shall comprise a quorum. The Executive Committee shall meet at the call of the President or of a majority of its members. Either the President or the Board may create and may make appointments to such other committees consisting of its members as the President or the Board may deem necessary.

Section 5. There shall be three categories of directors as herein provided:

(A) At-Large.

- (1) The President, the First Vice President, and the Second Vice President;
- (2) All Past Presidents who are still a duly elected official of a member in good standing of the League.
- (3) An officer of the National League of Cities if such officer is otherwise qualified to serve as a director;
- (4) Any elected municipal official, beginning his or her 50th year in elective office, for as long as such official is otherwise qualified to serve as a director.

(B) Most Populous Cities.

In accordance with the latest official federal decennial census, the Board of Directors shall determine the ten (10) most populous city governments in the state and one Board seat shall be assigned to each of those ten (10) city governments.

(C) Districts

The Board of Directors shall establish an additional number of districts consisting of the state's remaining municipalities. As near as

practicable, the Board of Directors shall take the following factors into consideration when establishing districts or apportioning the Board seats:

(1) The districts shall be geographically compact and contiguous, shall give due deference to county and municipal boundaries, and may take into consideration natural boundaries such as water bodies, rivers, and other geographical divisions of similar nature;

(2) Each district shall be apportioned into one or more Board seats representing a reasonably equal municipal population within the several districts for each individual Board seat, as determined by the official federal decennial census, but excluding the population of the ten (10) most populous cities in the state.

Districts established pursuant to Subsections (B) & (C) of this Article shall take effect no later than the second annual membership meeting following each official federal decennial census. The Board of Directors may reapportion Board seats after the initial reapportionment to address federal census population corrections that result in unintended consequences.

Section 6. At the close of the annual meeting, the newly-elected Board of Directors shall appoint an Executive Director for a one year term and who shall also serve as Secretary and Treasurer. The Board of Directors shall have power to remove the Executive Director for cause at any time. The Board of Directors may establish an alternative procedure for the selection and retention of the Executive Director through a contractual agreement not to exceed a five (5) year renewable term.

ARTICLE III – DUTIES OF THE OFFICERS

Section 1. The President shall preside at all meetings of the League, and of the Board of Directors and its Executive Committee. He may, in his discretion, appoint the presiding officers for certain occasions. He

shall have all the duties and powers customarily incident to the office of President.

Section 2. The Vice Presidents, in order of their priority, shall perform the duties of the President during his absence or inability to act. Other definite or special duties may from time to time be assigned to the Vice Presidents by the President.

ARTICLE IV – DUTIES OF THE EXECUTIVE DIRECTOR

Section 1. The Executive Director shall manage the affairs of the League under the general direction of the Board of Directors, and its committees, on such terms and for such compensation as the Board of Directors may from time to time prescribe. He shall receive and disburse budgeted funds of the League, supervise its financial records, keep an accurate account of all financial transactions, keep accurate records of the proceedings of all general and special meetings of the League, its Board of Directors and its committees, and report annually of League activities to the membership. He shall promote the general welfare of this organization, and keep in contact with its members. He shall issue notices of all meetings, shall collect and receipt for all fees and dues, shall conduct correspondence, shall have charge of and be responsible for all services performed and all meetings conducted by the League, shall have custody of and be responsible for all records, papers and documents of the League, and shall supervise all publications of the League. He shall, in general, be charged with the conduct of the activities of the League; shall perform all other duties incident to the office and such other duties as may be assigned from time to time by the Board of Directors.

Section 2. The Executive Director shall select and appoint all employees of the League, shall develop and maintain a pay classification plan and an up-to-date listing of job classifications. All evaluations of prospective or current employees shall be on merit basis without discrimination or bias, and in accordance with all applicable federal and state laws.

Section 3. The Executive Director shall appoint a League Counsel, and such other attorneys as may from time to time be authorized by the Board of Directors, all of whom shall serve at his discretion and, when requested, shall confer with and assist municipal attorneys of members in the solution of legal municipal problems of general nature and interest. The Board of Directors or the Executive Director may appoint such other attorneys for special purposes as they deem necessary.

Section 4. A certificate, document, or other instrument signed by the Executive Director shall be evidence of the action of the Board of Directors or the Executive Committee and any such certificate, document, or other instrument so signed shall conclusively be presumed to be authentic. Likewise, all acts and matters stated therein shall conclusively be presumed to be true.

ARTICLE V – ANNUAL AUDIT

The Board of Directors shall designate a Certified Public Accountant to make an annual audit, to include an opinion on the financial condition of the League, and when appropriate, letters on management practices and internal controls. The Board may employ such other accountants to make other audits as may be necessary. The fiscal year for the League shall be from October 1 to September 30 inclusive.

ARTICLE VI – ANNUAL MEETING

Section 1. The date or dates and location of the Annual meeting of the League shall be determined by the Board of Directors.

Section 2. The President shall appoint a Committee on Resolutions to serve at the annual meeting to consider proposed resolutions submitted by the Board of Directors or the membership. Subject matter jurisdiction for resolutions may include proclamations, federal issues, and similar subjects, but may not include state legislative issues. Such proposed resolutions shall be submitted to the Committee on

Resolutions at least thirty (30) days before the date of the annual meeting, except upon a two-thirds vote of the Committee on Resolutions. Resolutions may be introduced on the floor for consideration without prior committee approval by a two-thirds vote of the members present.

Section 3. A Nominating Committee of not less than 15 or more than 25, plus 2 alternates, will meet at the annual meeting to evaluate and recommend persons to serve as officers and directors of the League for the forthcoming year. The current President and all Past Presidents who are still a duly elected official of a member in good standing of the League shall serve on the Committee. The President shall appoint the remaining members of the Committee. Appointments shall be made no less than 6 months prior to the annual meeting and shall take into consideration the diversity of the membership. Nominations from the floor shall require a two-thirds vote of the members present for consideration. All persons nominated to serve as directors from the respective districts established pursuant to Article II, Section 5(B) and (C) shall be duly elected officials of members located in such districts.

ARTICLE VII – LEGISLATIVE MATTERS

It shall be the policy of the League to sponsor or support only legislation pertaining to the welfare of its members, and to refrain from sponsorship or support of legislation not directly pertaining to municipal affairs. Any committee or representative of the League officially charged with representing the views of the League before the Legislature of Florida, or the Congress of the United States, or other official agencies on measures sponsored by the League or considered to be beneficial or detrimental to municipal government, shall confine their representation before such legislative bodies to matters pertaining directly to municipal affairs. "Municipal affairs" means issues that directly pertain to the members' governmental, corporate, and proprietary powers to conduct municipal government, to perform municipal functions, to render municipal services, to exercise any power for municipal purposes, and to raise and expend revenues.

ARTICLE VIII – COMMITTEES

Section 1. Except as otherwise provided by the By-Laws, the President shall create and annually make appointments to such committees as may be deemed necessary for the proper conduct of the work of the League, and shall make appointments to such other committees as may be created by resolution of the League or by action of the Board of Directors.

Section 2. No Committee other than the Executive Committee shall be vested with power to enter into any agreement or contract to obligate this organization, or create any financial liabilities for the League, except upon the express authority of the Board of Directors.

ARTICLE IX – OPEN MEETINGS

All meetings of the Board of Directors and all meetings of all committees of the League shall be open to the membership.

ARTICLE X – DUES

Section 1. 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. Under extreme or unusual circumstances the Board of Directors may waive the payment of dues for an individual member for a period not to exceed one year.

Section 2. 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 six (6) months. Members delinquent for more than six (6) months will not be considered in good standing and shall not have voting privileges.

Article XI – Robert’s Rules of Order

Robert’s Rules of Order shall govern the proceedings of all meetings of the organization and of the Board of Directors except where otherwise provided in the Charter and By-Laws of the League.

ARTICLE XII – GENDER

Whenever used, the singular shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

ARTICLE XIII – AMENDMENTS

These By-Laws may be amended as prescribed in Article VII of the Charter of the League.



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