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**BY-LAWS**

**OF THE**

**FLORIDA LOCAL GOVERNMENT INFORMATION SYSTEMS ASSOCIATION**



**Revised: January 2018**

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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 of information and promoting professionalism of technology managers 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 and all lawful business pertaining thereto.

**ARTICLE II – MEMBERSHIP**

**Section 1: Types of Membership**

There will be five 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 unusual services rendered, the FLGISA may confer an honorary membership upon an individual by unanimous action of the Board of Directors. Honorary members may not vote or run for any office of the FLGISA, and must abide by the Member Code of Ethics.
- c. **Manager-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 a majority approval of the Board of Directors. If approved, the member-in-transition will be;

- Granted access to the FLGISA message board with his/her 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 his/her own expense
- Expected to comply with the FLGISA's By-Laws and code of ethics. Failure to do so may result in termination of membership

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 immediately upon re-employment. Once re-employed, this membership is automatically terminated. Failure to notify the board may result in a life-time ban from the FLGISA. The Board reserves the right to terminate the membership at any time for any reason. Members-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.

- 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. An individual that is separated from an eligible agency and is not employed by an organization that would create a conflict of interest, per the Member Code of Ethics, with the FLGISA may join as an associate member. Associate membership is granted by the Board of Directors and is a privilege not a right. Associate members may not vote or run for any office of the FLGISA. All dues and fees will be the same as an agency membership.
- Student Membership** – Student memberships are available to full-time college students who are pursuing studies in information technology/management and have an interest in pursuing a career in public service and not employed by an organization that would create a conflict of interest with FLGISA. Student membership is granted by the Board of Directors and is a privilege not a right. Student members may not vote or run for any office of the FLGISA. Student membership fees shall be set by the Board of Directors on an annual basis.

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

- a. Application for membership must be in writing 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. Applications for membership will be considered equitably and consistently so as 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 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 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 election of officers and directors and for 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 making the request in order for 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 his/her 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 in accordance with 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 in accordance with 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 prior to the meeting.

The Secretary shall make a list of the membership entitled to vote at least five days prior to 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 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 the 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 in 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, with the exception of the President shall be allowed to succeed themselves for a maximum of three (3) terms. 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 two-year term. At the end of the term, the Vice President shall become President. The President shall become the Past President.

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

The 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 Vice President shall perform the duties prescribed by the Board of Directors. The Vice President serves a two-year term and is elected on even number years. The Vice President shall become President upon completion of his/her term.

3. **Secretary**

The Secretary, or designee, has custody of and shall maintain the FLGISA's records except 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 even number years.

4. **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 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.

5. **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 bylaws and policies, providing an open nominations and election process. The Past President shall serve a two-year term.

**6. Other Directors**

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

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 as 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 in accordance with the following procedure:

1. Should the President's position become vacant, the Vice President will ascend to the position of President. If the vacancy occurs in the 1st year of the term, they will complete that term of office only. If the vacancy occurs in the 2nd year of the term, they will complete that term of office, as well as the following term.
2. Should the Vice President's position become vacant, the Board will appoint a Board officer (Treasurer, Secretary, or Past-President, in that order) as the interim Vice President. A Special Election will be held as prescribed in Article V, Section 4 (Special Elections), to complete the term of office.
3. 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.
4. 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.
5. 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 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 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 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 occurs within two months of the start of a normal election cycle, the Board may forgo calling for a special election, and choose to appoint duties of that position to other members on the Board in the interim. If the vacancy occurs greater than two months from the start of a normal election cycle, the Board will call for a special election. Notification to the membership of a special election will follow Article 5, 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 his/her 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 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 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 a written consent to the action is signed by all the directors or received by electronic means. The consent 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 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 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 who 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**

No contract or other transaction between the FLGISA and one or more of its directors or any other corporation, partnership or FLGISA in which one or more of the directors of the FLGISA 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 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 on 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 of 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 under law.