



BY LAWS

OF THE

FLORIDA ASSOCIATION OF COUNTY

ENGINEERS

AND

ROAD SUPERINTENDENTS

(FACERS)

June 2014

ARTICLE I

NAME

The name of this organization shall be the Florida Association of County Engineers and Road Superintendents, Inc. (FACERS).

ARTICLE II

PURPOSES OF FACERS

The purposes of FACERS shall be to foster and maintain a high professional spirit among the members, provide instructive and entertaining programs of interest to the members, and to provide an organization through which the public works programs may be coordinated among Florida's Counties, Municipalities and other governmental agencies.

ARTICLE III

AFFILIATION

FACERS shall be affiliated with the National Association of County Engineers (NACE) and the Florida Association of Counties (FAC).

ARTICLE IV

MEMBERSHIP IN FACERS

CLASSES OF MEMBERSHIP; Membership in FACERS shall be divided into five classes:

1. Active

2. Municipal
3. Sustaining
4. Honorary
5. Life

ACTIVE MEMBERS; Active Members of FACERS may consist of those persons in public works positions, i.e. County Engineers, Public Works Directors, County Road Superintendents, etc., who are regularly employed on a full time basis by any one of the Counties of the State of Florida. Active Members may also consist of other full time employees of any one of the Counties of the State of Florida as approved by the Board of Directors. Only members in good standing as defined in Article V may vote and each member shall have a vote.

MUNICIPAL MEMBERS; Municipal Members of FACERS may consist of public works positions, i.e. City Engineers, City Public Works Directors, City Road Superintendents, etc., who are regularly employed on a full time basis by any one of the Cities of the State of Florida. Municipal Members may also consist of other full time employees of any one of the Cities of the State of Florida as approved by the Board of Directors. Municipal Members may not hold elected office, except for the one Board of Directors seat so designated under Article VI. Only members in good standing may vote and each member shall have a vote.

SUSTAINING MEMBERS; Sustaining Members of FACERS shall consist of consultants, state employees, and other persons who demonstrate a sincere interest in the affairs of FACERS as approved by the Board of Directors. Sustaining Members may not hold elected

office, except for the one Board of Directors seat so designated under Article VI. Sustaining Members also may speak from the floor of any General Membership Meeting and shall be able to serve on committees. Only members in good standing may vote and each member shall have a vote.

HONORARY MEMBERS; Honorary Members shall consist of any public official or public employee who evidences interest in the affairs of FACERS and who is invited to become an Honorary Member by the Board of Directors. Honorary Members shall not be eligible to vote, hold elected office, nor serve on committees. Honorary Members may speak from the floor.

The Executive Director of the Florida Association of Counties (FAC) and the Secretary of the Florida Department of Transportation shall be honorary member of FACERS. A person whose designation as Honorary Member is based on the position held at the time of the designation shall cease to be an Honorary Member when his/her term of office ends.

LIFE MEMBERS; Life Members shall be designated by the Board of Directors. Only members who have been Active, Municipal, or Sustaining members for 15 years and have retired from active employment shall be eligible to be Life Members.

Life Members shall not be eligible to vote, nor hold elected office. Life Members may serve on committees. Life Members may speak from the floor.

ARTICLE V

ANNUAL DUES

Annual dues of FACERS shall be payable on or before the first day of January of each year. Dues shall remain at the previous year's amount, unless a change in that amount is recommended by the Board of Directors and approved by the membership at the General Membership Meeting held in association with the FAC Annual Conference. . Honorary Members and Life Members shall not be liable for any dues.

Members whose annual FACERS dues are paid prior to June 1 of each year shall be considered members in good standing. Any member whose annual dues remain unpaid after June 1 will not be considered a member in good standing and will not be entitled to hold office or vote. The Board of Directors may grant a fee waiver or extension for a member when it is in the best interest of FACERS.

ARTICLE VI

OFFICERS AND BOARD OF DIRECTORS OF FACERS

OFFICERS AND QUALIFICATIONS; The officers of FACERS shall be as follows

and must be members in good standing to be eligible for election to that office:

1. President
2. Vice President
3. Secretary
4. Treasurer

BOARD OF DIRECTORS AND QUALIFICATIONS; The Board of Directors shall

consist of a maximum of fourteen (14) members. The Board of Directors of FACERS shall be as follows and must meet the standards set forth below to be eligible for election to that office:

1. **President**
 2. **Vice President**
 3. **Secretary**
 4. **Treasurer**
 5. **Past President**
 - a. This shall be the immediate Past President of FACERS. If the Immediate Past President is not available, the President shall appoint a member to perform the duties of Past President until the next general election.
 - b. A member in good standing
- 6-10 **Five (5) Active Member Directors**
- a. **An Active Member of FACERS**
 - b. **A member in good standing**
11. **One Municipal Member Director**
- a. **A Municipal Member of FACERS**
 - b. **A member in good standing**
- 12 **One Sustaining Member Director**
- a. **A Sustaining Member of FACERS**
 - b. **A member in good standing**
13. **NACE State Director**
- a. **An Active Member of FACERS**
 - b. **A member in good standing**

14. NACE Officer
 - a. An Active Member of FACERS
 - b. An officer within NACE.
- a. A member in good standing

ARTICLE VII

DUTIES AND POWERS OF THE OFFICERS OF FACERS

The duties and powers of the Officers of FACERS shall be:

THE PRESIDENT

1. Preside at all General Membership Meetings and Board of Directors Meetings.
2. Nominate to the Board of Directors, a new Director or other Officer to fill a vacancy in any office for the remainder of the term of that office.
3. Appoint committees.
4. Serve as an ex-officio member of all committees.
5. Call special meetings of the Board of Directors.
6. Serve as a voting member of the Board of Directors.
7. Maintain the files of the office.
8. Have the authority to sign FACERS checks

THE VICE-PRESIDENT

1. Preside at all General Membership Meetings and Board of Directors Meetings, in the absence of the President.
2. Act as Chairman of the Program Committee.
3. Notify each member, at least 30 calendar days prior to a scheduled General Membership Meeting.
4. Act as Parliamentarian for FACERS.
5. Serve as a voting member of the Board of Directors.
6. Maintain the files of the office.

THE SECRETARY

1. Keep the Official Minutes of all General Membership Meetings and Board of Directors Meetings.
2. Prepare and distribute to all members a copy of the minutes of each General and Board of Directors Meetings.
3. Present the Minutes of the previous meeting for approval at the next meeting of the Board of Directors or General Membership Meeting.
4. Serve as a voting member of the Board of Directors.
5. Maintain the master FACERS letterhead.
6. Prepare and maintain a file of all the official correspondence of FACERS.
7. Maintain the files of the office

8. Maintain a log of all votes of the Board of Directors and general membership

THE TREASURER

1. Sign checks on behalf of FACERS.
2. Receive, pay and file all bills of FACERS.
3. Maintain the financial records and bank accounts of FACERS.
4. Invoice all dues paying members for their annual dues.
5. Maintain a record of all dues paying members
6. Maintain and present to the General Membership at the meeting held in association with the FAC Annual Conference an updated a master list of the names and contact information of all the members.
7. Prepare the Treasurer's Report and present an updated report at every General Meeting and Board of Directors Meetings.
8. Serve as a voting member of the Board of Directors.
9. Maintain the files of the office.

THE PAST PRESIDENT

1. Chair the Nominating Committee. The Nominating Committee shall propose a slate of Officers and Board of Directors at the General Meeting during which elections are scheduled.

2. Propose revisions to the FACERS Constitution to the Board of Directors and, if so recommended, to the General Membership for approval.
3. Maintain the official copy of the FACERS Constitution.
4. Serve as a voting member of the Board of Directors.

ARTICLE VIII

DUTIES AND POWERS OF THE BOARD OF DIRECTORS OF FACERS

The Board of Directors shall act on behalf of and in the best interest of all the FACERS members. The Board of Directors shall individually and collectively:

1. Attend all General Meetings and Board of Directors meeting called by the President.
2. Members of the Board of Directors may be called upon by the President to serve on committees.
3. Make recommendations to the general membership on proposed changes to the amount of the annual membership dues.
4. Make recommendations to the general membership on proposed revisions or amendments to the Constitution.
5. Take positions on any topic of interest to FACERS and authorize the President to write letters to the appropriate parties on behalf of FACERS stating the position.

6. May authorize the Treasurer to pay some or all of the travel and conference expenses of the President, Vice-President, Secretary, Treasurer, and the NACE Director-at-Large or other members as designated by the Board of Directors when representing FACERS.

The President may call a Board of Directors Meeting at any time with 14 days written notice to the Board of Directors. At the called time and location, the actions of the Board of Directors shall be binding on FACERS.

All actions by the Board of Directors require a quorum and shall be by majority vote of the Board Members participating and shall be binding upon the entire FACERS organization.

ARTICLE IX

REPLACEMENT OF OFFICERS, DIRECTORS, AND NACE REPRESENTATIVES

In the event any person, currently an elected Officer or Director within FACERS that experiences a change of employment status that impacts that person's ability to meet the pre-qualifications for the office in which they currently serve, he / she shall provide written notification to the entire Board of Directors, within 30 calendar days of the following information:

1. Date the change of employment status.
2. Desire to resign or remain in office.

If it is the desire of the Officer or Director changing employment, other than the President, to resign the current office, the President shall immediately;

1. Accept the resignation of the resigning Officer or Director.
2. Appoint a replacement person, to serve until the end of the current term, to the Board of Directors.
3. Call a meeting of the Board of Directors within 45 calendar days after appointment of the replacement Officer or Director, for the purpose of ratifying a replacement Officer or Director. The Board of Directors shall have to power to ratify the person appointed by the President, or appoint another qualified person to fulfill the remaining term of office.

If it is the desire of that Officer or Director, other than the President, to remain in the current office, the President shall call a meeting of the Board of Directors within 45 calendar days after receipt of the notification of change of employment for the purpose of determining if that person will be allowed to remain in the current office until the end of the current term. The Board of Directors shall have to power to allow the Officer or Director changing employment to remain in office until the end of the current term of office, remain in office until a special election can be held at the next General Membership Meeting, or appoint another qualified person to fulfill the remaining term of office.

In the event the President is the Officer changing employment, the Vice President shall call a Board of Directors Meeting within 45 days of notification of the change of employment for the purpose of determining the continuing status of the President.

The Board of Directors shall have the power to:

1. Allow the President who is changing employment to remain in office until the end of the current term of office,
2. Allow the President to remain in office until the next General Membership Meeting,
3. Appoint the Vice President, or
4. Elect another person meeting the qualifications for candidates for the office of President.

Should the Board of Directors appoint to elevate another Officer or Director to the office of President, it shall be the responsibility of the new President to appoint a replacement to fulfill the remaining term of office previously held by the new President. The Board of Directors shall have the power to a) ratify the person appointed by the President, or b) appoint another qualified person to fulfill the remaining term of office.

In the event any Officer or Director changes employment and is replaced or allowed to remain in the current office by the Board of Directors, the Secretary shall inform the entire membership of the actions by the Board of Directors made during the above meeting, within 30 calendar days of the Board of Directors Meeting.

During the next General Meeting any member in good standing shall have the right to call a vote of the membership at that meeting, to either confirm or overturn the actions of the Board of Directors concerning the Officer or Director's status after employment change. If a majority of the members vote to overturn the actions of the Board of Directors, the Past President, or in his/ her absence, a person elected by the Board of Directors, shall immediately hold elections by taking nominations from the floor and calling for a vote by all members present to elect a new Officer or Director.

ARTICLE X

GENERAL MEMBERSHIP MEETINGS

There shall be a two (2) General Membership Meetings each calendar year. These meetings shall be held at the same time, and in conjunction with, the Annual Conference and the Legislative Conference meetings of the FAC.

Special meetings of FACERS in addition to the General Membership Meetings identified above may be called at any time by a majority of the Board of Directors.

ARTICLE XI

ELECTIONS

Officers, Directors and the NACE Representative shall be elected at the General Membership Meeting held in association with the FAC Annual Conference each calendar year as provided for herein.

The Past President shall submit a slate of offices proposed by the nominating committee to the membership at the General Membership Meeting. The official ballot shall consist of candidates proposed by the nominating committee, as well as any qualified nominations from the floor by any member in good standing during the General Membership Meeting.

The person receiving the majority of the votes cast during the General Membership Meeting for each office shall be elected to that office. If no candidate receives a majority of the votes on the first ballot, the two high vote receiving candidates shall be voted on in the second ballot. Balloting shall continue until one of the candidates receives a majority of the votes cast.

The elected Officers, Directors, and the NACE Representative shall take the Oath of Office at the meeting immediately after the conclusion of the elections by the membership.

ARTICLE XII

GOVERNING AUTHORITY

FACERS, Inc shall be governed by Florida State Statutes concerning 501(3) C corporation and the Articles of Incorporation of FACERS, Inc. and are made a part of this Constitution. Nothing contained herein shall conflict with the the statutes or Article of Incorporation.

ARTICLE XIII

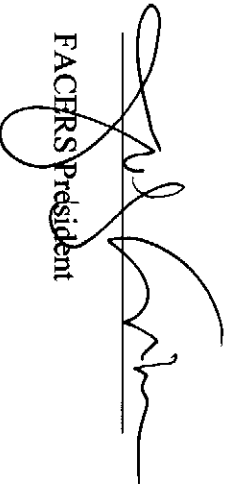
REMOVAL OF MEMBERS

The Board of Directors shall have the authority to remove a current member from membership and/or ban an individual from membership in FACERS, when, in the opinion of the Board of Directors, it is in the best interest of the organization.

ARTICLE XIV

AMENDMENTS

The FACERS Constitution may be amended at any General Membership Meeting. Any amendment shall become a part of the FACERS Constitution by receiving three-fourths (3/4) of the vote cast.



FACERS President