

**BYLAWS
FLORIDA ASSOCIATION OF COUNTIES, INC.**

**ARTICLE I
NAME, OBJECTS, AND PURPOSES**

Section 1.1. Name.

The name of this organization shall be "The Florida Association of Counties, Inc." ("the Association").

Section 1.2. Mission.

The Florida Association of Counties (FAC) helps counties to effectively serve and represent Floridians by strengthening and preserving home rule through advocacy, education and collaboration.

Section 1.3. Purposes.

The purposes of the Association shall include, but are not limited to, the following:

(A) To represent and advocate the counties' positions on any issues that impact county government before the Florida Legislature, the United States Congress and all executive agencies of state and federal governments.

(B) To enhance the effective management and operation of county government.

(C) To collect, compile and disseminate information about county government; to provide the federal, state and local levels of government and the public, in general, with information regarding county government and the means by which its effectiveness can be enhanced.

(D) To undertake studies of legal, governmental and administrative issues affecting counties; such studies may include the collection of data and preparation of recommendations on policies, plans, and programs for the following, but not limited to: land use, transportation, housing, economic development, natural resources, social services, health care, public safety, community facilities, financial condition and the general improvement of the living environment.

(E) To develop, promote and conduct educational programs.

(F) To save and defend, in the name of the Association or any member county, the determination of rights or liabilities of county government under any constitutional provision, statute, administrative determination or contractual obligation

and to appear as a friend of the court in any court proceedings in which such rights or liabilities are to be determined.

(G) To rent, purchase or otherwise own or hold real estate and other property, including beneficial interests therein, either solely or jointly with other organizations; to solicit and receive contributions; to assess and collect dues and special assessments; to contract with governmental units, persons, firms or other organizations to procure or provide services or to perform functions by either contracting partly or jointly and to pay or receive money therefore; and to do all such other things as are incidental and proper or reasonable and desirable to carry into effect the purposes of the Association.

ARTICLE II OFFICES AND TERM

Section 2.1. Principal Office.

The principal office for the transaction of business of the Association shall be located in Leon County, Florida.

Section 2.2. Term.

The term for which the Association shall exist shall be perpetual. In the event of dissolution of the Association, and after all liabilities and claims including costs of dissolution are satisfied, the remaining assets of the Association shall be distributed in an equitable manner to be determined by its directors exclusively for public purposes to the members in good standing of the Association on the date of distribution.

ARTICLE III MEMBERSHIP REQUIREMENTS

Section 3.1. Members.

Members of the Association shall be Florida county governments that contribute to the financial support of the Association by paying dues and special assessments as set forth in these Bylaws. Each county government shall be represented by its county commissioners.

Section 3.2. Dues and Special Assessments.

(A) Due Date. Annual membership dues of the Association shall be due and payable on or before the first day of November of each year.

(B) Calculation of Dues.

(1) Beginning with the fiscal year 2012-13, and each year for five years

thereafter, dues shall be uniformly increased, if at all, at the discretion of the Board of Directors but in no event shall dues be increased by more than four percent over the prior year's dues assessment.

(2) Beginning with the fiscal year 2017-18, and each year thereafter, dues shall be uniformly increased by four percent over the prior year dues assessment. Notwithstanding this sub-paragraph, the Board of Directors shall have the authority, at a regularly or specially scheduled meeting to suspend the automatic 4% dues escalator required in this paragraph, so long as the Board of Directors expressly finds that compelling statewide circumstances support the Board action. This authority is not intended to authorize the provision of relief from the payment of dues by a single county or a group of counties. Those individual circumstances shall be administered through paragraph (D) of this Section 3.2.

(C) Use of Dues. The Association's dues shall be used to establish a budget for the operation of the Association and may be used for any other lawful purpose in accordance with these Bylaws and Association policy.

(D) Hardship. In the event of financial hardship, a board of county commissioners may petition the Executive Committee to defer or waive a dues payment for a particular year.

(E) Fiscal Year. The fiscal year shall be from November 1 to October 31.

(F) Special Assessments. Special assessments may be assessed and levied by the Board of Directors and confirmed by the member counties, at any annual or special meeting, for any purpose consistent with the aims and purposes of the Association. The levy of the assessment, the amount owed by each member county, the assessment's purpose, and due date shall be given to the Executive Director of the Association who shall promptly invoice the counties for the assessment.

Section 3.3. Membership Suspension.

(A) County Suspension. Upon failure of any county to pay the annual dues or special assessments provided for in Section 3.2 of this Article and after sixty (60) days notice to pay such dues, such county shall be automatically suspended from membership in the Association. The voting privileges of the suspended county's commissioners shall also be suspended. However, upon later payment of such unpaid dues or upon the provision of notice to rejoin the Association, such county shall be reinstated to full membership in the Association.

Any county which wants to voluntarily withdraw from the Association after dues have been paid may do so. The county must send a letter from the Board of County Commissioners to the Executive Director, informing the Executive Director of formal action by the Board of County Commissioners to withdraw from the Association. If the withdrawing county wants to be reimbursed for the dues it has already paid, that request

must be made in writing to the Executive Committee. The Executive Committee will make the final determination on the request for reimbursement and the amount of the reimbursement. The date of withdrawal shall be deemed to be the date that the letter of withdrawal is sent to the Executive Director.

In the event that a county is suspended as a member for failure to pay dues or upon voluntary withdrawal, any officer or member of the Board of Directors for that county shall be removed from their position within the Association and succession or replacement of such officer or Board member shall occur as provided in these Bylaws. Upon reinstatement of any such county as a member of the Association, such officer or Board member shall not resume their former position unless subsequently appointed or elected as provided in these Bylaws. Any member county who is not suspended shall be deemed to be a County in Good Standing.

(B) Commissioner Suspension.

Any county commissioner who is either temporarily or permanently removed from elected office shall automatically be prohibited from participating in the Florida Association of Counties, Inc. In addition, any FAC officer or director, who ceases to hold county office, whether temporarily or permanently, during the term of office with FAC, shall automatically be removed from such FAC office and the vacancy shall be filled in accordance with the governing Bylaws.

Any officer or director who is reinstated to county office and who wishes to be reinstated to their respective position with the Florida Association of Counties, Inc. must notify the President in writing within 30 days of county office reinstatement. Such commissioner may be granted full participation status with the Florida Association of Counties, Inc. by majority vote of the Board of Directors.

Any commissioner who has not been suspended from public office and who maintains full participation privileges in the Association shall be deemed to be a Commissioner in Good Standing.

Section 3.4. Voting.

(A) Each county commissioner is eligible to vote as provided in these Bylaws on behalf of their county so long as the commissioner's county is a County in Good Standing and the commissioner is a Commissioner in Good Standing.

(B) Unless otherwise provided in these Bylaws, voting at general Association meetings shall be by show of hands. A show of hands vote shall be a popular vote (one commissioner, one vote) of all commissioners registered and physically present at the meeting.

(C) At general Association meetings, at the request of one voting commissioner from three different counties, a weighted vote may be called. For weighted votes, the voting rights of member counties in the Association shall be

apportioned on a population basis, with each commissioner's vote being weighted according to the population size of the county represented as set forth in this section. The value of a commissioner's vote shall be determined by assigning one unit for each 10,000 population or fraction thereof according to the most recent University of Florida *Florida Estimates of Population* (prepared by the Population Program of the Bureau of Economic and Business Research, Warrington College of Business Administration) or equivalent annual population estimate. If any county's governing board consists of more than five county commissioners, the value of such county's total vote shall be apportioned on a multiple of five; however, no commissioner may cast more than one-fifth of the vote. Ballots which are incomplete or which are improperly completed shall be considered to be invalid and shall not be counted.

(D) There shall be no weighted votes on matters before the Board of Directors; matters before the Executive Committee; nor on the elections of officers and directors.

Section 3.5. Types of Voting.

When voting is conducted by ballot, each ballot shall be clearly marked to indicate its value. Ballots shall be retained by the Association for at least one year after a vote. All voting, whether by voice vote, show of hands or by ballot, can only be done by commissioners who are physically present and registered, unless otherwise indicated in the call of the meeting. Proxy voting shall not be permitted. Notwithstanding this Section 3.5, votes taken by the Executive Committee do not require physical presence; votes taken by the Legislative Executive Committee except during the Legislative Conference do not require physical presence; and votes taken by the Board of Directors in a special meeting in between regularly scheduled meetings do not require physical presence.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1. Directors

(A) The Board of Directors shall be composed of one (1) county commissioner from each Florida Senate District, elected to the Board of Directors by representatives of the member counties embraced within each such Senate district. The President, President-Elect, First Vice-President, and Second Vice-President of the Association also shall be voting members of the Board of Directors. In addition, the chairpersons or designees of the Florida Counties Foundation, Florida Association of Counties Trust, Florida Local Government Investment Trust, and Florida Local Government Finance Commission, if county commissioners, shall be full voting members of the Board of Directors when the chairperson or designee is a county commissioner; when the chairperson or designee is not a county commissioner, he/she shall be an ex-officio, non-voting member of the Board of Directors.

(B) Directors shall be elected for staggered terms of two years. Directors from odd-numbered districts shall be elected in the odd-numbered year and directors from the even-numbered districts shall be elected in the even-numbered year for terms of two years.

(C) Notwithstanding paragraph (B) of this Section 4.1, at the Annual Meeting following any Florida Senate redistricting, a special election will be held and one director will be elected from each Senate district. If that special election is held in an odd-numbered year, directors from odd-numbered districts will serve for two years; directors from even-numbered districts will serve for one year. If that special election is held in an even-numbered year, directors from even-numbered districts will serve for two years; directors from odd-numbered districts will serve for one year. The provision of two-year terms for all directors will resume after the next election of directors.

(D) In the event that a Florida Senate District fails to elect a director at the Annual Meeting of the Association, the President may fill the vacancy with a commissioner from that district, after seeking nominees from the Chairs of the Boards of County Commissioners within the district and in a manner that is consistent with any rotation agreements among the counties in the district, as evidenced by a written memorandum of understanding among the counties.

(E) Prior to the first meeting of the newly-elected Board, the President shall appoint six (6) directors at-large who shall be commissioners from member counties not already represented on the Board. Not more than three (3) of the six (6) directors at-large shall be from counties with a population of 75,000 or more.

(F) The Board of Directors may authorize directors of affiliated associations to serve as ex-officio, non-voting Board members. Once approved by the Board, one (1) representative of the affiliated association shall be selected by the affiliated association. Representatives of affiliated associations shall be non-voting members of the Board and their presence or non-presence will not alter the current quorum requirements needed to conduct the regular business of the Board.

(G) Unless otherwise indicated in these Bylaws, all business of the Association shall be conducted by the Board of Directors. The Board of Directors shall adopt the annual budget for the Association.

(H) No voting member of the Board of Directors is permitted to participate in any meeting where official Association business is being conducted unless and until the Director has submitted his or her annual Conflict of Interest Disclosure Statement, as required by Board policy, as amended from time-to-time.

Section 4.2. Past Presidents.

All past presidents of the Association, who still hold office as county commissioners, who are Commissioners in Good Standing with the Association, and whose counties are Counties in Good Standing with the Association, shall be members

of the Board of Directors. Such Board members will be entitled to vote on any matters brought before the Board, but their presence or non-presence will not alter the current quorum requirements needed to conduct the regular business of the Board.

Section 4.3. Meetings of the Board of Directors.

(A) Meetings of the Board shall be held at each Annual Meeting of the Association, at such regular times as the Board may determine from time to time, and upon call for a special meeting as provided in these Bylaws.

(B) Special call meetings of the Board may be held upon call of the President or upon call of not less than three members of the Board of Directors. Any such call shall specify the purpose of the special meeting and must be filed in writing with the Executive Director, who shall notify the Board members, by mail, e-mail, telephone or facsimile of the time and location of the meeting, which may be by telephone. Such notice shall be given not less than ten (10) nor more than fifteen (15) working days after the filing of the call. The purpose of the meeting shall be stated in the notice.

(C) Except as may otherwise be provided by these Bylaws or as may be adopted as procedures by the Association, Robert's Rules of Order shall govern procedure of all meetings of the Association.

Section 4.4. Quorum.

Eighteen (18) voting and physically present members of the Board of Directors shall constitute a quorum. When meeting as a Board of Directors, each member thereof shall have only a single vote; no weighted votes may be called for on matters before the Board of Directors. When time is of the essence, the Executive Committee may waive the quorum requirement and allow twelve (12) or more voting members present to constitute a quorum.

Section 4.5. Director Removal.

(A) The Board of Directors may remove, from the Board, any director who is absent from three (3) consecutive regular or special meetings of the Board of Directors, subject to Association policy.

(B) The Board of Directors shall remove, from the Board, any director who is suspended from his/her commission.

(C) If the Board of Directors finds that any director has misused or otherwise abused his/her position within the Association, the Board of Directors shall remove that director from the Board.

(D) If the Board of Directors finds that any director violates a provision of the Code of Ethics adopted as an Association policy, the Board of Directors shall remove that director from the Board.

(E) Vacancies created through removal under this Section 4.5 shall be filled as prescribed in these Bylaws.

Section 4.6. Vacancy.

(A) When a director is removed or a director's seat is otherwise vacated and that director has been elected to serve on the Board through district representation as provided in this Article, the Executive Director shall notify the Chairman of the Board of County Commissioners of the county which the former director represented. The Board of County Commissioners shall select one of its members to fill the vacancy for the remainder of the unexpired term. In the event the commission does not select one of its members within thirty (30) days or in the event that county is not a County in Good Standing, the Association President shall appoint a commissioner from within the Senate district to fill the unexpired term.

(B) In the case of a vacancy on the Board of an at-large director, the Association President shall appoint a replacement at-large director to fill the vacancy for the unexpired term as provided in these Bylaws.

ARTICLE V OFFICERS

Section 5.1. Name.

The officers of this Association shall be the President, the President-Elect, the First Vice-President, and the Second Vice-President. These officers shall be elected in the manner and for the terms provided in these Bylaws.

Section 5.2. Duties of Officers.

(A) The President shall: (1) preside over every meeting in an unprejudiced manner and follow the instructions of the general membership and the Board of Directors; (2) sign contracts and evidences of indebtedness authorized by the Board of Directors; and (3) unless otherwise provided in these Bylaws, appoint committees and committee members subject to approval of the Board of Directors as provided in Article VIII, and (4) discharge all other duties as required by the Articles of Incorporation and the Bylaws of the Association.

(B) The President-Elect shall have and perform all the powers and duties of the President in the President's absence; such absence shall include temporary unavailability. In the event of a mid-term vacancy in the office of President, the President-Elect shall automatically become interim President for the remainder of the term. Upon expiration of the immediately preceding President's full term, the President-Elect shall succeed to the office of President.

(C) The First Vice-President shall have and perform all powers and duties of the President in the absence of the President and the President-Elect. In the event of a mid-term vacancy in the office of the President-Elect, the First Vice-President shall automatically become interim President-Elect for the remainder of the term.

(D) The Second Vice-President shall have and perform all powers and duties of the President in the absence of the President, President-Elect, and First Vice-President. In the event of a mid-term vacancy in the office of First Vice-President, the Second Vice-President shall automatically become interim First Vice-President for the remainder of the term. In the event that the Second Vice-President succeeds on an interim basis to the office of the First Vice-President, the office of the Second Vice-President shall remain vacant until a successor is elected at the next Annual Meeting or Legislative Conference.

(E) No Officer is permitted to participate in any meeting where official Association business is being conducted unless and until the Officer has submitted his or her Annual Conflict of Interest Disclosure Statement, as required by Board policy, as amended from time-to-time.

Section 5.3. Executive Committee.

(A) The Executive Committee shall be composed of the officers of the Association and the immediate past president of the Association, if that person holds office as a county commissioner in a county which is a County in Good Standing with the Association and if the commissioner is a Commissioner in Good Standing with the Association.

(B) Between regular meetings of the Board of Directors, the Executive Committee shall conduct the business affairs of the Association and shall carry out such additional duties as the Board of Directors shall delegate.

(C) The Executive Committee shall: oversee the administration of and provide policy guidance to the Executive Director in the operation of the Association; approve or disapprove Association personnel policies and any amendments thereto; adopt Association policies regarding the operation of the Association and the conduct of Association affairs, which it may submit to the Board for ratification or modification; and recommend an annual budget and submit the same to the Board for approval. At the close of each budget year, the Executive Committee shall, through the Finance and Audit Committee, cause an audit to be made of all books of the Association and file a copy thereof with the Executive Committee and Executive Director.

(D) When a vacancy occurs in the position of immediate past president between officer elections, the President shall appoint the next most recent past president of the Association who is from a County in Good Standing and who is a Commissioner in Good Standing to fill the vacancy. If no such past president qualifies

for the appointment, the President shall then appoint a commissioner who otherwise fulfills the eligibility criteria for Second Vice President candidacy and who is from a county of a similar size as the vacating immediate past president.

Section 5.4. Nomination and Election of Officers.

(A) Each office of the Association shall be open for election at the Annual Meeting of the Association; however, the office of President shall be automatically filled by the President-Elect as prescribed in these Bylaws.

(B) With the exception of commissioners presently serving as FAC officers, any eligible commissioner wishing to run for Association office is required to formally declare his/her candidacy by May 15 of the year of the Annual Meeting scheduled for that year, unless otherwise changed for a particular year by the Executive Committee or the Board. The commissioner's declaration of candidacy must be in writing and postmarked by May 15, and shall be sent via United States certified mail, return receipt requested or other commercial express carrier requiring signature upon delivery, to the Executive Director of the Association. A commissioner, as a part of qualifying, must submit a letter from that commissioner's board of county commissioners supporting the candidacy, a copy of the commissioner's resume, an outline of the commissioner's prior activities and leadership roles within the Association, and a statement regarding what assets the commissioner would bring to the Association by being an officer. "Eligible commissioner" under this section is any county commissioner who, on the date of the election will have served a minimum of two consecutive years in his/her county commission office. In addition to the two year requirement, candidates must meet one of the following criteria: (1) be serving on May 15 or have served on the Board of Directors; (2) have completed the *County Commissioners Voluntary Certification (CCC) Program* by May 15; (3) be serving on May 15 or have served as a chair or vice chair of an Association legislative policy committee or caucus; or (3) be serving on May 15 or have served on any Association standing or select committee, as created by the Board of Directors or by the President.

(C) After the close of the qualifying period, the Executive Director shall notify the members of the Association of the eligible candidates. It shall be each candidate's responsibility to conduct any campaign activities or disseminate any campaign literature to the Association's membership. No campaigning may begin until a candidate has filed his/her qualifying letter with the Executive Director.

(D) At the Annual Meeting of the Association, the President shall announce the eligible candidates for each office, and an election shall be held.

(E) The candidates for each office receiving a majority of votes by ballot shall be declared elected. Voting shall be by written secret ballot unless the candidate is unopposed. An unopposed candidate shall be elected by voice vote. Election of officers shall be by majority vote of the county commissioners registered and physically present, not by weighted vote.

(F) In the event of a tie vote, a second vote shall be taken between the tying candidates, and succeeding ballots shall be taken if necessary until one candidate receives a majority. In the event that no candidate receives a majority of votes cast, a runoff shall be held between the two candidates receiving the highest number of votes.

Section 5.5. Officer Removal.

(A) The Board of Directors shall remove, from office and the Board, any officer or past president who is suspended from his/her commission office.

(B) If the Board of Directors finds that any officer has misused or otherwise abused his/her position within the Association, the Board of Directors shall remove the officer from office in the Association and from the Board.

(C) If the Board of Directors finds that any officer has violated a provision of the Code of Ethics adopted as an Association policy, the Board of Directors shall automatically remove that officer from office in the Association and from the Board.

(D) Vacancies created through removal under this Section 5.5 shall be filled as prescribed in these Bylaws.

Section 5.6. Vacancies.

In the event of a vacancy in any office where the vacancy is not otherwise to be filled as provided in Article V, the Board of Directors shall elect a replacement. In the event of simultaneous vacancies in all Association offices, at least five members of the Board of Directors may call a special meeting of the Board to elect replacements. These replacements shall serve for the remainder of the unexpired terms.

Section 5.7. Executive Director and General Counsel.

(A) The Executive Director of the Association shall be nominated by the Executive Committee and confirmed by a majority of the Board of Directors. The Executive Director shall be terminated only upon recommendation of the Executive Committee and an affirmative vote of a majority of the Board of Directors on the recommendation.

(B) The Executive Director shall be the executive officer of the Association and, under the general direction of the Board of Directors and the Executive Committee, shall: (1) establish, maintain, manage, and generally control the executive office or offices of the Association; (2) do or cause to be done on behalf of the Association all actions directed by the Board of Directors, or Executive Committee; and (3) have the power generally to carry on the business of the Association and to do the things necessary or appropriate to execute the policies, decisions, and instructions of the Board, including the approval of all contracts, vouchers, and other documents involving

in any manner the disbursement of Association funds, and the appointment and supervision of personnel and the assignment of their duties in the executive offices of the Association.

(C) The Executive Director or such person's designee shall act as secretary of the Association, keep all records of the Association, take and keep minutes of all meetings of the members and the Board of Directors, Finance and Audit Committee and Executive Committee, give notice of such meetings at the direction of the President, receive all monies of the Association and record and deposit the same in approved depositories, and, from time-to-time, render a financial statement to the officers.

(D) The General Counsel of the Association shall be nominated by the Executive Director, approved by the Executive Committee and confirmed by a majority of the Board of Directors. The General Counsel shall be terminated only upon recommendation of the Executive Director to the Executive Committee, approval of the recommendation by the Executive Committee, and an affirmative vote of a majority of the Board of Directors on the recommendation.

Section 5.8. Treasurer.

(A) The Board of Directors shall designate a Treasurer of the Association who may be the Executive Director or some other person who shall have custody of all Association funds and securities and shall keep, in books belonging to the Association, full and accurate records of all receipts and disbursements; and shall deposit all monies, securities and other valuable effects in the same manner in the name of the Association in such depositories as may be designated for that purpose by the Board.

(B) The Treasurer shall disburse the funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements and shall render to the President, the Executive Committee, and the Board at regular

meetings and whenever requested by them, an account of all transactions and a report of the financial condition of the Association.

(C) The Treasurer shall keep in force a bond in form, amount and with surety or sureties satisfactory to the Board of Directors or equivalent security conditioned on faithful performance of the duties of the office, and restoration to the Association in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and property of whatever kind in the possession or control of the Treasurer belonging to the Association. The Association shall pay the costs of such bond or security and shall be named as the beneficiary or insured. The Treasurer shall attend all meetings of the Executive Committee and the Board of Directors as requested and shall be an ex-officio, non-voting member of each.

ARTICLE VI AFFILIATION

Section 6.1. With The Association.

(A) Any association or organization, having for its purposes and objectives the same or similar purposes and objectives of this Association, may request affiliation with this Association, if such association or organization is an integral part of the State of Florida or a political subdivision thereof or is an association or organization whose income is excluded from taxation under section 115 of the Internal Revenue Code of 1986, as amended. The Board of Directors of this Association may grant such request by a two-thirds vote at any meeting of such directors.

(B) Such request for affiliation must be accompanied by a copy of the constitution or bylaws of the association or organization applying for affiliation, and after affiliation is granted, there shall be no changes made in such constitution or bylaws except upon approval thereof by majority vote of the Board of Directors of this Association. Affiliates may not use the Association logo or name on letterhead, on correspondence, or in connection with issue advocacy without prior written approval of the Association. The granting of permission by the Association for an affiliate's use of the Association logo or name does not constitute endorsement of the affiliate, does not authorize the affiliate to make any representations or commitments on behalf of the Association, and permission for such use may be revoked by the Association at any time, in the sole discretion of the Association. No affiliate is authorized to legally obligate or bind the Association in any manner whatsoever.

(C) Affiliates shall not take positions on state or federal legislative or agency issues which are inconsistent with the goals or mission of the Association, the Association's guiding principles, or the Association's legislative program. An affiliate that takes positions on legislative issues is required to notify the Association in writing of the positions taken. Affiliates shall notify the Association if a lobbyist registers on its behalf before the executive or legislative branches of the state or federal government. By a two-thirds vote of the directors of the Association at any regular meeting, the affiliation of any affiliated association or organization may be terminated.

(D) The Board of Directors of the Association may fix fees and dues to be paid to the Association by affiliated associations or organizations and/or their members.

Section 6.2. Of The Association With Other Organizations.

(A) The Association, its officers and members, with the prior approval of or at the request of the Association, may participate in and affiliate with, as a representative of the Association, any other organization having similar purposes or ideals.

(B) The Association shall actively affiliate with the National Association of Counties (“NACo”). The Executive Director and officers are authorized and directed to pay such dues, assume such duties, and take such actions as may be required to implement such affiliation.

(C) Annually, the Executive Director shall contact those counties which are Counties in Good Standing with the Association and NACo and solicit the names of interested commissioners to serve as NACo directors. From the commissioners expressing interest, a recommendation will be made from the Executive Committee to the Board of Directors for approval. In the case of a vacancy in representation on the NACo Board of Directors, the President, with the concurrence of the Executive Committee, shall appoint a commissioner from a county which is a County in Good Standing of the Association and NACo to fill the unexpired term. The terms of the NACo directors appointed under this Section shall be for one year.

In order to seek a nomination for the NACo Board, a commissioner should demonstrate the support of his or her home county, should have been an active member of NACo in previous years and a participant in NACo conferences, and is encouraged to have previously held a NACo leadership position, including, but not limited to, membership on and participation in NACo steering or other committees.

Should there be a NACo Board vote on an issue that would reasonably appear to be controversial, the FAC-nominated NACo Board members should consult with the FAC Executive Committee for direction prior to the vote being taken.

Commissioners appointed to NACo Board seats may be eligible to receive reimbursements to assist with defraying the costs and expenses incurred in connection with their NACo duties, as established and modified from time to time by FAC policy. Reimbursement shall be subject to all FAC policies and procedures requiring justification and documentation for reimbursement or payment of expenses.

(D) The Executive Director, officers and directors of the Association are authorized and empowered to provide representation and membership for the Association and to pay expenses incidental thereto by affiliating or cooperating with other state associations or a central council of such state associations.

ARTICLE VII MEETINGS OF THE ASSOCIATION

Section 7.1. Annual Meeting.

The Annual Meeting of the Association shall be held on a date and at a location determined from time to time by the Board of Directors.

Section 7.2. Legislative Conference.

The Legislative Conference of the Association will be held during the period of November 1 to February 1.

Section 7.3. Special Meetings.

Special meetings of the Association may be held from time to time upon call of the President or upon call of not less than five members of the Board of Directors. Any such call shall specify the purpose of the special meeting and must be filed in writing with the Executive Director, who shall schedule such a meeting and notify Association members, by mail, e-mail, telephone or facsimile of the time and location of the meeting, which may be by telephone. Such notice shall be given not less than ten (10) nor more than fifteen (15) working days after the filing of the call. The purpose of such meeting shall be set out in any such notice.

Section 7.4. Attendees.

Only those persons, whether members of the Association or private entities, who are registered for a conference or meeting may attend the meetings of the Association at that conference or meeting.

ARTICLE VIII COMMITTEES AND ASSOCIATION LEGISLATIVE POLICY

Section 8.1. Association Committees.

Except for the Finance and Audit Committee, which is a permanent standing committee of the Association as provided in Section X, and the Legislative Executive Committee, which is a permanent standing committee of the Association as provided in Section 8.2, there shall be such standing committees and study committees composed of county commissioners, county staff, or other persons, as are determined and so designated by the Board with such members, authority, direction and limitations as are determined by the Board; provided, however, only county commissioners may vote on matters under consideration by a legislative policy committee. All recommendations of any standing committee or study committee shall be made to the Board in writing. Each committee shall submit a written report of its activities including recommendations, if any, not less frequently than once each year.

Section 8.2. Association Legislative Policy.

(A) The Association may support or oppose legislation as dictated by the legislative program and guiding principles adopted by the Association and membership, or as directed specifically by the Board of Directors, the Legislative Executive Committee, or the Executive Committee. The Legislative Executive Committee shall be

composed of the members of the Executive Committee, the chairs and vice chairs of the legislative policy committees, the chairs of the Rural and Urban Caucuses, and all past Presidents of the Association who are Members in Good Standing.

(B) Not less than seven members present of the Legislative Executive Committee shall constitute a quorum. In the event fewer than seven members of the legislative Executive Committee are present, the Executive Committee shall constitute a quorum and conduct the business of the Legislative Executive Committee.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 9.1. Contracts.

The Board of Directors may authorize any officer or the Executive Director of the Association to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances.

Section 9.2. Checks, Drafts and Orders.

All checks, drafts, or orders for the payment of money, notes or otherwise evidences of indebtedness issued in the name of the Association, shall be signed by such officers or agents of the Association and in such manner as shall be prescribed and determined by resolution of the Board of Directors and applicable law. In the absence of such a determination by the Board of Directors, such instrument shall be signed by the Executive Director and Treasurer.

Section 9.3. Deposits.

All funds received by the Association shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Board may have designated.

Section 9.4. Funds.

Any funds which may come to the Association or be subject to its control, for its use in furthering and promoting the aims and purposes of the Association or its policies, shall be received, disbursed, controlled and accounted for by the Treasurer in such manner and under such conditions as shall be prescribed and determined by the Board of Directors.

ARTICLE X FINANCE AND AUDIT COMMITTEE

Section 10.1. Establishment.

A Finance and Audit Committee shall be established as a standing committee of the Association. The Finance and Audit Committee is established for the purpose of ensuring that financial disclosures made by Association management reasonably portray the Association's: 1) financial condition; 2) results of operations; and 3) plans and long-term commitments.

Section 10.2. Membership.

The committee shall include, but not be limited to, the President-Elect of the Association and two members of the Board of Directors who are not Executive Committee members who shall be selected by the President-Elect, and approved by the Board of Directors for a term of no less than one year. The Finance and Audit Committee may appoint such other members as may be deemed appropriate. The President-Elect shall chair the committee. There also shall be two ex-officio, non-voting advisory members of the Finance and Audit Committee, each of who shall have a background and/or expertise in local government finance and financial management, and who shall be appointed by the chair of the Finance and Audit Committee.

Section 10.3. Duties.

(A) The Finance and Audit Committee shall meet at least semi-annually and shall report to the Executive Committee and the Board of Directors.

(B) The Finance and Audit Committee shall specifically be responsible for recommending to the Board of Directors for ratification which firm is to be engaged as the Association's independent accountants, overseeing the audit function and serving as liaison to the independent accountant.

ARTICLE XI AMENDMENTS

Section 11.1. Amendments.

These Bylaws may be approved, altered, rescinded, or amended, upon approval of two-thirds of those present at any regular or special meeting of the Board of Directors and ratified by two-thirds of the membership at its next regular meeting, and provided also, in the case of a special Board meeting, that said meeting shall have been called for the purpose of such amendment. At least 14 days written notice of the proposals must be provided before each of the Board and membership meetings, at which the proposals are presented.

ARTICLE XII DISSOLUTION

Section 12.1. Dissolution – Distribution of Assets.

Upon dissolution of this corporation, all of its assets remaining after payment of its debts and obligations and the costs and expenses of such dissolution shall be distributed exclusively for public purposes to Florida county governments, which are members in good standing of this corporation on the date of distribution, proportional to the amount of each county's annual dues and applicable special assessments.