

Florida Government Finance Officers Association Constitution and Bylaws

Article I

The name of this Association shall be the Florida Government Finance Officers Association, Inc.

Article II

The purpose of this Association shall be to promote the improvement of government financial administration in Florida as developed and recommended by the Government Finance Officers Association of the United States and Canada, the Governmental Accounting Standards Board and other recognized authorities in the field of government finance and administration, which include the development of mutually understandable procedures of record keeping, accounting, budgeting, auditing and financial reporting; the encouragement of the use of common terminology, classification and principles in regard to those subjects; the encouragement of a policy in governmental units of having independent and regularly conducted periodic audits; the discussion and analysis of financial issues arising under the laws of Florida; the perpetuation of recruiting and training of qualified public officials and employees; the enhancement of employment standards and ethics to a level that will assure career employment in the field of governmental finance and administration; the achievement of greater success in the efficiency of delivering governmental services; the evolution of closer relationships and understanding among those concerned with government finance in the public jurisdictions of Florida; and other objectives of mutual interest to government finance officers.

Article III

Active membership may be held in the Association by any duly acting finance, accounting, budget, audit or administrative employee, whether elected or appointed, in a public jurisdiction of the State of Florida. Retiree membership may be held in the Association by any formerly active member who has duly retired from employment in a public jurisdiction of the State of Florida. Student Membership may be held in the Association by any person not eligible for active membership who is a full time student at a College or university, who is interested in the principles and practices of governmental finance, and who subscribes to the purposes of the Association. Associate membership may be held in the Association by any other person not eligible for active, retiree or student membership, who is interested in the principles and practices of government finance, and who subscribes to the purposes of the Association. The privilege of voting shall be limited to those holding active membership.

Article IV

Officers of this Association shall include: President, President-elect, and Secretary-Treasurer. The terms of all such officers shall be one year, commencing with election, or until their successor has been duly elected. Any active member who is currently serving as a Director, or has served as a Director within the past three years, shall be eligible for nomination by the nominating committee to an officer position provided he/she shall have served at least three years as a director. Any individual currently serving as an at-large member of the Board of Directors, whose current term of office is not scheduled to expire at the next regular annual meeting, may apply for an officer position without resigning from their Board seat. Once a member has been elected by the membership to an officer position he/she shall, upon completion of the term for which he/she was elected, automatically serve successive terms in the next higher remaining officer positions.

In the event of a vacancy in the office of the Secretary-Treasurer, the Nominating Committee shall solicit nominees and appoint an individual to serve in that seat until the next scheduled election, subject to confirmation by the Board of Directors by majority vote. In the event the Board of Directors fails to confirm the appointment, the Nominating Committee may appoint another active member, and this process shall be repeated until the Board of Directors confirms the appointment. A confirmation vote may be made by conference telephone call or by action at a regular or special meeting of the Board of Directors. In the event

of a vacancy in either the office of the President or President-elect, the next subordinate officer shall move into the vacant position. Any member having been appointed as an officer on an interim basis, must, in order to ascend to the next officer position, be duly elected by the membership at the next annual meeting of the Association. Duties of the officers shall be as set forth in the policies and procedures of the Association adopted by the Board of Directors, or shall otherwise correspond to those normally associated with such officers.

Article V

There shall be a Board of Directors consisting of twelve members, including the three officers; the Immediate Past President, who remains an active non-voting member; and eight directors who shall be elected at large. The eight directors shall each serve for a term of three years. The terms of the directors shall be staggered so that at least two directors are elected every year at the regular annual meeting. No director may serve more than two consecutive three year terms as director. A three year term shall be defined as a consecutive period of time during which at least twelve quarterly board meetings have been scheduled. Once a director has served two consecutive terms, he/she may not be re-elected or appointed to the Board of Directors for at least one full year after those terms. In the case of a director elected to a term of office of less than three years (a partial term) or appointed to fill a director's seat (less than one year) due to a vacancy in a director seat, said director shall be eligible to serve as director for a maximum of three consecutive terms.

In the event of a vacancy in a director seat, the Nominating Committee shall solicit nominees and appoint an individual to serve in that seat until the next scheduled election, subject to confirmation by the Board of Directors by majority vote. In the event the Board of Directors fails to confirm the appointment, the Nominating Committee may appoint another active member, and this process shall be repeated until the Board of Directors confirms the appointment. A confirmation vote may be made by conference telephone call or by action at a regular or special meeting of the Board of Directors.

It shall be the duty of the Board of Directors to transact the business of the Association including arrangement of meetings as to time, place and program to study all matters referred to it by the Association; and to perform other duties pertaining to the advancement and welfare of the Association. Additional duties of the directors shall be as set forth in the policies and procedures adopted by the Board of Directors, or shall otherwise correspond to those normally associated with such positions.

A majority of the Board of Directors shall constitute a quorum.

Article VI

There shall be a Nominating Committee consisting of nine members, including the President, Immediate Past President as Chairman, President-elect, and six other members serving three year terms. Each year, the President-elect shall appoint two members to serve on the committee. Members shall be appointed to a three year term, with no immediate reappointment, based upon their knowledge of committee activities, local chapters and functions of the Board of Directors. In making these selections, the President-elect shall give consideration of the composition of the Committee and attempt to select members that will provide a cross-sectional representation of the Association in terms of professional disciplines, government types, sizes, and geographical locations, as well as appropriate demographic representation. If an appointed committee member resigns or otherwise vacates their position on the committee, the appointing Officer will appoint a replacement to fill the position for the remainder of their term.

Appropriate nominating and election policies and procedures shall be adopted by the Board, consideration of which must be given to demographic representation; geographical area of representation; size and type of government; and certifications, such as Certified Government Finance Officer (CGFO), Certified Public Accountant (CPA), and other relevant certifications.

The Nominating Committee will recommend a slate of candidates for the Secretary-Treasurer and director positions. By utilizing a slate process, the annual meeting would require a motion, second, and an approving

vote to elect the nominated slate of candidates.

Implementation Plan

Upon approval of the amendment, the Immediate Past President will appoint two members to the Nominating Committee for a one-year term, the President shall appoint two members to serve for a two-year term, and the President-elect shall appoint two members to a three year term. Each President-elect thereafter shall appoint two members to serve for a three-year term as outlined above.

Article VII

The Association shall hold one or more meetings per year, one of which will be the regular annual meeting. A written notice shall be mailed to each member at least 30 days in advance of every regular meeting; special meetings may be held after suitable notice, at least 10 days in advance. At special meetings, only those matters specified in the call may be considered. A majority of the active members of the Association present, shall constitute a quorum for the transaction of any business that may come regularly before them at any regular or special meeting of the Association which has been duly called.

Article VIII

The fiscal year for this Association shall begin on July 1 of each year and end on June 30.

Article IX

The Board of Directors shall adopt an annual budget prior to the beginning of each fiscal year. If it fails to adopt a budget, then the amounts appropriated for the most recent fiscal year shall be deemed adopted on a month-to-month basis with all items prorated accordingly until such time as a budget is adopted.

During the fiscal year, the Board of Directors may amend the budget by transferring any unencumbered appropriations from one budget category to another as deemed necessary. In addition, if the Secretary-Treasurer certifies that there are available for appropriation, revenues in excess of those estimated in the original budget, the Board of Directors may make supplemental appropriations up to the amount of the excess revenues so certified.

Article X

The Board of Directors shall adopt and amend appropriate policies and procedures, including a schedule of dues by class of membership, in order to promote the effective and consistent operation of the Association. The schedule of dues by class of membership shall be amended by majority vote of the Board of Directors.

Article XI

A Life Honorary Membership, with all privileges of an active member, shall be accorded, upon written request to the President, to any Past President who is otherwise no longer eligible for active membership in the Association. In addition, a Life Honorary Membership, with all privileges of an active member, may be accorded to any individual, upon affirmative vote of two-thirds of the active members present at any regular annual meeting of the Association.

Article XII

The Constitution and Bylaws shall be amended by mail-in ballot or electronic on-line voting and upon an affirmative vote of two-thirds of the active members of the Association who vote on such amendment. Written notice of the proposed amendment shall be sent to all active members at least 30 days prior to the deadline for the ballot on the amendment to be received by the Association.

No proposed amendment to these Bylaws which changes the structure of the officers, the Board of Directors or their respective terms of office, shall be considered by the membership unless it occurs concurrently with the approval of the membership, upon affirmative vote of two-thirds of the active members voting present of an implementation plan which provides for the orderly transition and implementation of the change.

Article XIII

The Board of Directors may establish and recognize local chapter organizations which shall be affiliated with the Association as set forth in the policies and procedures of the Association.

Last Revised: 12/18/2019