

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.