

**FACC By-Laws**  
**By-Laws: Florida Association of City Clerks, Inc.**

**Article I - Name.**

The name of this organization is the **FLORIDA ASSOCIATION OF CITY CLERKS, INC. (FACC)**, and the term of existence shall be perpetual.

**Article II - Objectives**

The primary objective of the Florida Association of City Clerks is to promote continuing education and certification to its members. Additional objectives include increasing the efficiency of municipal clerk functions, increasing cooperation and assistance with municipal administrators, and gathering/disseminating information to improve procedures and efficiency of the administration of municipal government. Any additional objectives shall be decided by the FACC Board of Directors.

**Article III - Membership**

**Section 1: Full Membership**

Full members are Florida municipal<sup>1</sup> clerks, deputy municipal clerks, assistant municipal clerks, and/or an individual who serves a municipality in the municipal clerk's office in an administrative capacity with management responsibilities and whose duties include four of the following: custody of the official seal and execution of official documents; elections; financial management; general management; human resources management; management of bylaws, articles of incorporation, ordinances or other legal instruments; meeting administration; or records management.

**Section 2: Associate Membership**

Associate members are individuals who were designated as full members prior to retirement; individuals serving a local municipal legislative body who performs duties relative to the office of the municipal clerk, who do not qualify for full membership; or an out-of-state municipal clerk. Associate members do not have the right to vote, ~~or hold office or obtain certification.~~ Associate members may participate in educational programs and may apply for ~~certification full membership~~ upon assuming the job of clerk or deputy clerk.

A full member who is in transition (between jobs) would automatically become an associate member until they re-assume a position that qualifies for full membership.

**Section 3: Honorary Membership**

Persons ~~recommended~~ approved by the Board of Directors ~~and voted upon by the membership~~ may be elected to honorary membership. The guidelines for honorary membership are as follows: (1) the person is no longer an active municipal clerk and made a significant contribution

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<sup>1</sup> All references shall be interpreted to include city/town/village.

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to the association; or (2) extenuating circumstances. All past presidents shall automatically become honorary members upon retirement. Honorary members do not have the right to vote, hold office or obtain certification.

### **Section 4: Student Membership**

Student members must be at least 21 years of age or older. Any person who can provide proof of enrollment as a public administration or public affairs ~~a~~ student that intends to follow a career in local government; including, but not limited to, majors in: political science, government, public administration, public management and public affairs is eligible to be a student member. ~~This applies at the college and high school levels (dual enrollment).~~ The student membership category does not apply to an individual who works full-time in a local government.

The Board of Directors shall set the fees on an annual basis.

Student members may not vote or run for any office of the FACC.

Student members may serve on Committees. Student members may not chair a committee.

Student members may purchase recorded webinars; ~~but not participate on~~ and register to attend live webinars.

Student members are encouraged to register and attend the annual Summer Conference and Academy and the annual Fall Academy; ~~at a registration rate set by the Board of Directors annually. High school students must be accompanied by a FACC approved chaperone and may only attend educational sessions during Summer Conference and Academy and Fall Academy.~~

~~Student members cannot earn CMC/MMC points for attendance at a FACC event or for a recorded webinar.~~

### **Section 5: Elected Officials**

Municipal elected officials, other than elected municipal clerks and municipal clerks who are elected municipal officials in a municipality other than where they are employed, are not eligible for membership in FACC.

### **Section 6: Membership Application and Dues**

Any person (as described in Article III, Sections 1, 2 and 4) desiring to become a member of this association shall make written application upon such forms as prescribed by the Board of Directors and shall pay the membership dues as outlined in the FACC policies. The application and dues shall be filed with the Florida Association of City Clerks (FACC).

### **Section 7: Restriction on Rights to Vote or Hold Office**

Only full members (as described in Article III, Section 1) in good standing have the right to vote, hold office and serve on any association committee. Honorary and/or associate members may be appointed by the president as resource members.

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## **Article IV - Meetings**

**Annual Meetings:** There shall be an annual business meeting. Notice shall be provided to the membership in sufficient time, but not less than 30 days prior to the meeting.

**Special Meetings:** Special meetings may be called by a majority vote of the Board of Directors upon 30 days' written notice to the membership, or at the discretion of the president and one other member of the Board of Directors.

## **Article V – Officers, Board of Directors, Executive Board Qualifications, Terms and Filling Vacancies**

### **Section 1: Officers and Boards**

The officers of the association shall be the president, president-elect, and vice president.

There shall be a Board of Directors composed of the following: president, president- elect, vice president, immediate past president and seven district directors (one member from each of the seven Geographic Districts). The seven districts are Northwest, Northeast, Central West, Central East, South, Southwest, and Southeast and the boundaries of each shall be determined by the Board of Directors. The districts include municipalities in the counties as listed:

**Northwest:** Bay, Calhoun, Escambia, Franklin, Gadsden, Gulf, Holmes, Jackson, Jefferson, Leon, Liberty, Okaloosa, Santa Rosa, Wakulla, Walton, Washington

**Northeast:** Alachua, Baker, Bradford, Clay, Columbia, Dixie, Duval-Jacksonville, Gilchrist, Hamilton, Lafayette, Madison, Nassau, Putnam, St. Johns, Suwannee, Taylor, Union

**Central West:** Citrus, Hernando, Hillsborough, Levy, Marion, Pasco, Pinellas, Polk, Sumter

**Central East:** Brevard, Flagler, Lake, Orange, Osceola, Seminole, Volusia

**South:** Broward, Monroe, Miami-Dade

**Southwest:** Charlotte, Collier, Desoto, Glades, Hardee, Hendry, Highlands, Lee, Manatee, Sarasota

**Southeast:** Indian River, Martin, Okeechobee, Palm Beach, St. Lucie

There shall be an Executive Board composed of the following: president as chairperson, the president-elect, vice president and the immediate past president. The Executive Board may act in place and stead of the Board of Directors between board meetings on all time-sensitive matters. Actions of the Executive Board shall be reported to the Board of Directors for ratification at the next board meeting.

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## Section 2: Qualifications, Terms and Vacancies

**Qualifications:** Each officer and director shall be employed by a municipal government as a full-time appointed or elected municipal clerk or duly appointed deputy municipal clerk, assistant clerk, clerk of the council or clerk/administrative assistant performing duties commensurate with the duties performed by a municipal clerk. If an officer/director shall cease to possess qualifications during his/her term of office for more than 90 days, he/she shall forfeit the office.

To be eligible to hold office as president, president-elect, or vice president, a person must: (1) be a member of FACC for three consecutive years; (2) be a CMC (Certified Municipal Clerk); (3) have served at least two years as a district director; (4) have attended at least two state Summer Conference and Academies; and (5) be an active full member in good standing. No person shall be elected as president unless such person has served as an officer or member of the Board of Directors for an aggregate of three years prior to becoming president.

The person serving as president-elect shall be deemed automatically elected to the office of president for one year following the annual business meeting held at the Summer Conference and Academy. The person serving as vice president shall be deemed automatically elected to the office of president-elect for one year following the annual business meeting.

To be eligible to hold office as a district director, a person must: (1) be a member of FACC for three consecutive years; (2) possess the CMC designation and provide proof of designation; (3) have actively served on an FACC committee(s) for two distinct (separate) years; and (4) be an active member in good standing.

**Term of Office:** Terms are one year. The president, president-elect and vice president shall serve no more than one full term. There is no limit on the number of consecutive terms a person may serve as a district director. A term begins at the end of the annual business meeting and ends at next subsequent annual business meeting.

### **Vacancies:**

1) In the event of a vacancy in the office of the president, the president-elect shall advance to the office of president to serve for the remainder of the term. Said person may remain in that office for an additional one-year term.

2) In the event of a vacancy in the office of the president-elect, the vice president shall advance to the office of the president-elect to serve for the remainder of the term. Said person may remain in that office for an additional one-year term.

3) In the event of a vacancy in the office of the vice president, the president shall make an appointment to fill the vacancy. Such appointment shall be confirmed by a majority of the Board of Directors. Such appointment shall remain until the next annual business meeting held at the Summer Conference and Academy, at which time there shall be an election for vice president in accordance with the terms of Article VI.

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4) In the event that a vacancy occurs in the office of the immediate past president, the president shall make an appointment to fill the vacancy with an individual who has previously served as president and is a member in good standing with the association. Such appointment shall be confirmed by a majority of the Board of Directors. Such appointment shall remain until the next annual business meeting held at the Summer Conference and Academy, at which time there shall be an election in accordance with the terms of Article VI.

5) In the event that a vacancy occurs in the office of a director, the president shall make an appointment to fill the vacancy. Such appointment shall be confirmed by a majority of the Board of Directors. Such appointment shall remain until the next annual business meeting held at the Summer Conference and Academy, at which time there shall be an election in accordance with the terms of Article VI.

### **Article VI – Board of Directors – Nominations and Elections**

#### **Nominating Procedures:**

The president shall appoint a Nominating Committee, consisting of one member from each of the seven geographical districts and the immediate past president, who shall serve as chair. The Nominating Committee shall nominate all qualified candidates for each board position, except for the positions of president and president-elect, which shall automatically be filled by the president-elect and vice president, respectively, and submit its nominations to all members who are qualified to vote, per Article III, Section 7. Unopposed candidates are deemed automatically elected.

Following each Summer Conference and Academy, the president will provide the membership with the names of those individuals serving on the Nominating Committee and that nominations for election to the Board of Directors for the ensuing year will be accepted by the Chair of the Nominating Committee no later than 70 days prior to the annual business meeting held during the Summer Conference and Academy.

Official nomination forms shall be obtained from, and returned to, the chair of the Nominating Committee. Members who meet the qualifications provided in Article V may submit a nomination form on their own behalf, or they may be nominated by another active member of FACC.

#### **Elections:**

The Nominating Committee shall meet, review all nominations and notify the FLC of the nominations for preparation of the ballots. Ballots must be emailed or sent by regular mail, if necessary, at least 45 days prior to the annual business meeting held during the Summer Conference and Academy and returned to the FLC no later than 30 days prior to said annual business meeting. Should the 30th day fall on a Saturday, Sunday or a holiday, ballots will continue to be received up to and including the following business day. The FLC shall serve as the canvassing board for election results and shall abide by the Ballot of Tabulation Policy as set forth in the Florida Association of City Clerks policies. The FLC shall notify the Board of Directors and Nominating Committee chair of the results of said elections. The slate of officers

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and directors will be brought before the membership at the annual business meeting held during the Summer Conference and Academy, for approval.

In the event of a tie, a canvassing board member will draw lots by the toss of a coin.

If requested, an inspection of all election records that have not met their retention period may be made by any full member.

The ballots shall be destroyed two years after the election date.

The Nominating Committee shall review all submitted nominations and inform FACC staff of candidate eligibility, indicating whether an election is required. If so, FACC staff will prepare and distribute electronic ballots to all full members using electronic voting software. Only full members are eligible to vote. Elections, when necessary, must be conducted no fewer than forty-five (45) days prior to the annual business meeting held during the Summer Conference and Academy. Upon completion of the election, FACC staff shall report the results to the Nominating Committee Chair, who will notify the candidates. Vote percentages will be disclosed only to individual candidates upon request. In the event of a tie, a FACC staff member will determine the outcome by drawing lots via a coin toss. Election results are final and not subject to challenge by any member or external party. The finalized slate of officers and directors shall be presented to the membership for approval at the annual business meeting during the Summer Conference and Academy.

### Article VII - Duties of Officers

#### Section 1: President

The president shall (1) preside at all meetings; (2) appoint all committees; (3) call meetings of the Board of Directors; and (4) perform such other duties as may be required.

#### Section 2: President-Elect

The President-Elect shall (1) perform the duties of the presidency during the president's absence; (2) become president in the event of a vacancy in the office; (3) serve as an ex-officio member of the Professional Education Committee (PEC); (4) approve minutes of all meetings, as prepared by the FLC FACC staff after review by the Executive Board for submittal to the Board of Directors; (5) present the treasurer's report, as prepared by the FLC FACC staff to the Board of Directors and membership at the annual business meeting and respond to questions/concerns of members relative to said report; and (6) perform duties as may be assigned by the president.

#### Section 3: Vice President

The Vice President shall (1) serve as an ex-officio member of the Membership Committee and (2) perform duties as may be assigned by the president.

#### Section 4: District Directors

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One representative from each of the seven geographical districts shall serve on the Board of Directors and serve as a liaison between FACC and the clerks in their respective districts.

### **Section 5: Immediate Past President**

The immediate past president serves on the Board of Directors and has the same voting privileges as the officers and directors. The immediate past president shall serve as chair of the Nominating Committee.

### **Article VIII - Committees**

Standing committees, as named in the FACC policies, shall be decided upon by the Board of Directors and shall be formed and abolished as necessary to allow the board to carry out the goals of the association. The committee appointment process, current committees and associated responsibilities can be found in the FACC policies.

### **Article IX - Amendments**

#### **Section 1:**

These by-laws may be amended, altered, or rescinded by a two-thirds vote of those members present at the annual business meeting of the association. Proposed amendments, as proposed by the By-Laws and Manual Revision Committee and as approved by the Board of Directors or proposed by the Board of Directors, shall be presented to the membership in writing at least 45 days before the annual business meeting.

#### **Section 2: Emergency Amendment Proceedings**

If an emergency amendment is needed to the by-laws prior to the annual meeting, said by-laws can be amended by a two-thirds vote of the membership, and said amendment will be presented by publication in the association newsletter and/or email. The president, or president's designee, shall notify the membership, in writing, of the proposed amendment and request their proxy vote. (An emergency would constitute some action needed to effectuate a necessary and pertinent change prior to the annual meeting.)

### **Article X – Other Provisions**

#### **Section 1: Fiscal Year**

The fiscal year of the organization shall begin on August 1 and end on July 31 of each year. Beginning with the 2027 fiscal year, the fiscal year of the Association shall transition to a fiscal year beginning on October 1 and ending on September 30; and, to implement such change, the fiscal year commencing August 1, 2026 shall be extended through September 30, 2027, creating a transition period of fourteen (14) months.

#### **Section 2: Parliamentary Law**

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The current edition of Robert's Rules of Order newly revised shall apply whenever parliamentary rules or procedures shall be involved in carrying out the affairs of the FACC.

### **Section 3: Dissolution**

In the event of dissolution of the FACC, the assets shall be dedicated or transferred only in accordance with the purposes of the organization.

*(As amended ~~June 2023~~ June 2026.)*