

## **Articles of Incorporation**

### **Florida League of Mayors, Inc.**

#### **Article I. Name.**

The name of this corporation shall be the Florida League of Mayors, Inc., and it shall be operated as a corporation not-for-profit under the Laws of Florida. Its offices shall be located at the location of the principal place of business of the Florida League of Cities, Inc.; that is, 301 South Bronough Street, Suite 300, Tallahassee, Florida 32301.

#### **Article II. Purpose.**

The general purpose of the League of Mayors is to serve as a compliment to the Florida League of Cities, Inc., by providing a forum for the mayors of Florida's municipalities to jointly study problems faced by Florida's municipalities, to work cooperatively for the general improvement and efficient administration of Florida's municipalities, to provide mutual assistance to each other in the solution of problems faced by Florida's municipalities, and to promote the exchange of ideas on and experiences in successful methods of administration of Florida's municipalities.

The League of Mayors, in the conduct of its business and the management of its affairs, shall limit its activities to matters directly pertaining to municipal affairs. It shall refrain from taking a position on any matter that does not directly pertain to municipal affairs and shall likewise refrain from taking a position on any matter that is inconsistent with a position taken by the Florida League of Cities, Inc.

#### **Article III. Membership, Voting, and Dues.**

**Section 1.** Any mayor of a municipality that is a member of the Florida League of Cities, Inc., may become a member of the League of Mayors by making application at its offices. The League of Mayors' Board of Directors shall be the sole judge of membership eligibility. All members, at the time of their application and throughout their membership in the League of Mayors, shall be a duly elected mayor of a municipality that is a member in good standing of the Florida League of Cities, Inc. In the event such member shall cease to be qualified for membership as provided in this section, then his membership in this League of Mayors shall thereupon *ipso facto* cease.

**Section 2.** Each member in good standing shall have such voting rights as are provided in the By-Laws.

**Section 3.** The dues for members shall be fixed from time-to-time in the manner provided in the By-Laws.

**Article IV. Term.**

The term for which this League of Mayors shall exist shall be perpetual. Upon dissolution of the League of Mayors, and after all liabilities and claims are satisfied, the remaining assets of the League of Mayors shall be distributed, in an equitable manner to be determined by the Board of Directors, to the municipalities of the then members in good standing of the League of Mayors.

**Article V. Officers and Directors.**

**Section 1.** The affairs of the League of Mayors shall be managed by a Board of Directors consisting of its officers and directors.

**Section 2.** The officers of the League of Mayors shall be a President, a President-Elect, and a Secretary/Treasurer. The manner of selection, term of office, qualifications for office, duties and responsibilities of the President and the President-Elect shall be as provided in the By-Laws. The Secretary/Treasurer shall be the Executive Director of the Florida League of Mayors, Inc.; however, the Secretary/Treasurer shall not serve on the Board of Directors.

**Section 3.** The number, manner of selection, term of office, qualifications for office, and duties and responsibilities of the remaining directors shall be as provided in the By-Laws.

**Section 4.** With the exception of the Secretary/Treasurer, all officers and directors shall be, at the time of their election and throughout their tenure of office, a member in good standing of the League of Mayors.

**Article VI. Meetings.**

The League of Mayors shall hold an annual business meeting. Special meetings of the League of Mayors may be called at any time by the President or by a majority of the Board of Directors. Twenty-five (25) members of the League of Mayors shall constitute a quorum for the transaction of business at any meeting of the League of Mayors. The time and place of such meetings shall be fixed in the manner provided in the By-Laws. Notices of such meetings shall be sent to the members in the manner provided in the By-Laws.

**Article VII. Amendments.**

These Articles may be altered or rescinded by a two-thirds vote of the members in good standing present at any duly called regular or special meeting, provided notice of any such proposed change shall be timely sent in a manner provided in the By-Laws to each such member prior to such meeting.

**Article VIII. By-Laws.**

The By-Laws of the League of Mayors may be altered or rescinded by a two-thirds vote of the members of the Board present at a duly called meeting. Notice of such changes shall be sent to the members of the League of Mayors promptly following the adoption of the change.

**Article IX. Registered Agent.**

The name and Florida street address of the registered agent is Michael Sittig, 301 South Bronough Street, Suite 300, Tallahassee, Florida 32301.

**Article X. Incorporator.**

The name and address of the Incorporator is Michael Sittig, 301 South Bronough Street, Suite 300, Tallahassee, Florida 32301.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

\_\_\_\_\_  
Michael Sittig/Registered Agent

\_\_\_\_\_  
Date

\_\_\_\_\_  
Michael Sittig/Incorporator

\_\_\_\_\_  
Date

By-Laws (As amended August 11, 2022)

Article I – Meetings of the Organization

Section 1. Except in an emergency, this League shall hold an annual business meeting during the annual meeting of the Florida League of Cities, Inc., at which time its members will elect its directors and will conduct its official business. Notices of such meeting shall be sent the membership by the Executive Director no less than thirty (30) days prior to the meeting. Publication of notice of the meeting in the tentative program of the Florida League of Cities, Inc.'s annual meeting shall constitute adequate notice of the meeting. Special meetings of the League may be called at any time by the President or by a majority of the Board of Directors. Notice of the time, place and purpose of any special meeting shall be sent the membership by the Executive Director. Except in the case of an emergency, notice of such meeting shall be sent the membership no less than twenty (20) days prior to the meeting. No business shall be transacted at a special meeting other than as provided in the notice thereof.

Section 2. Twenty-five (25) members of the League shall constitute a quorum for the transaction of business at any meeting of the League.

Section 3. At all meetings of the membership of this League, each member present and in good standing shall have one or more votes that correspond with the population categories and vote allocations contained in and which may be revised from time to time in the By-Laws of the Florida League of Cities, Inc.

A majority vote is required for the election of directors and for the decision of any question before the membership, except as otherwise provided by these By-Laws.

Section 4. At all meetings of the League, all members must be present and registered as a voting delegate in order to cast votes on any question before the membership. Meeting or event registration or related fees shall be fixed from time to time by the Board of Directors or in accordance with policies adopted by the Board of Directors.

Article II – Board of Directors

Section 1. The affairs of the League shall be managed by a Board of Directors composed of the officers and directors herein described. The presence of at least twenty-five percent (25%) of the members of the Board of Directors at a meeting of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors. The Board of Directors shall meet at the call of the President or of a majority of its members. The Board of Directors shall have power of removal of any director for cause at any time. The President or the Board of Directors may establish such committees from its members as it may deem necessary.

Section 2. There shall be three categories of directors:

(A) At-Large.

(1) The President and the President-Elect,

(2) The two (2) most recent Past Presidents who are still members in good standing of the League.

(3) Up to ten (10) members in good standing appointed by the Board of Directors. The terms of no more than five (5) of the members appointed hereunder shall commence in even numbered years and the terms of no more than five (5) members appointed hereunder shall commence in odd numbered years. In making such appointments, the Board shall give due consideration to the diversity of the state's municipalities and the relative strengths each appointee brings to the Board.

(B) Districts

The Board of Directors shall establish districts consisting of the state's municipalities and shall apportion board seats to the districts. As near as practicable, the Board of Directors shall take the following factors into consideration when establishing districts or apportioning district Board seats:

(1) The districts shall be geographically compact and contiguous, shall give due deference to county and municipal boundaries, and may take into consideration natural boundaries such as water bodies, rivers, and other geographical divisions of similar nature;

(2) Each district shall be apportioned into one or more district Board seats based on the number of municipalities located within the several districts so that each district seat represents the same approximate number of municipalities.

(3) The terms of district seats shall for the most part be staggered.

(4) District Seat Transition Schedule: The board may defer the election of members to district seats until the 2018 annual business meeting. The board may appoint up to 11 district directors during the 2017 calendar year, up to one each from Districts 4, 6, 8, 12, 14, 15 and 17 and up to two each from Districts 1 and 2. The terms of these directors shall commence upon their appointment and their terms of office shall expire at the 2019 annual business meeting, regardless of their date of appointment. These district seats shall thereafter be filled by election by the members.

(C) Ten Most Populous Cities

In accordance with the latest official federal decennial census, the Board of Directors shall determine the ten (10) most populous city governments in the state and one Board seat shall be assigned to each mayor, who is otherwise qualified, of those ten (10) city governments. Board seats established pursuant to this provision shall take effect no later than the second annual membership meeting following each official federal decennial census.

(D) The total number of seats on the Board of Directors shall number no less than twenty-one (21) and no more than eighty-one (81).

Section 3. All officers and directors shall be, at the time of their selection and throughout their tenure of office, a member in good standing of the League. In the event any such officer or director shall cease to be a member of this League, then his or her office in this League shall there upon ipso facto become vacant, and the Board of Directors may select a qualified member in good standing of this League to fill such vacancy during the unexpired term. All vacancies in office, for whatever reason, may be filled by the Board of Directors.

Section 4. The Board of Directors shall elect a President and a President-Elect. The President-Elect shall automatically ascend to the office of President so long as the President-Elect is otherwise qualified to hold the office of President and each year the Board of Directors shall elect a President-Elect. The President shall take office at the annual business meeting. The Board of Directors shall elect its President-Elect and the President-Elect shall take office at a duly called meeting of the Board of Directors held immediately following the annual business meeting. The President and the President-Elect shall hold office for one year or until their successors are duly elected and qualified. The President may appoint a President-Elect Committee of not less than five (5) or more than seven (7) directors of the League to meet to evaluate and recommend members of the League to serve as President-Elect for the forthcoming year.

Section 5. Directors shall be elected at the annual business meeting by the members in good standing of the League and shall serve two (2) year terms or until their successors are duly elected and qualified.

Section 6. The Executive Director of the Florida League of Mayors, Inc., shall serve as Secretary/Treasurer of this League; however, the Secretary/Treasurer shall not serve on this League's Board of Directors.

Section 7. The Board of Directors at any meeting of the Board may consider proposed resolutions. Any such proposed resolution shall be submitted to the Board at least thirty

(30) days before the date of the meeting at which the resolution will be considered, except upon a two-thirds vote of the Board.

Section 8. There shall be an Executive Committee of the Board of Directors, which shall be composed of the President, the President-Elect, the two (2) most recent past presidents, and up to ten (10) directors appointed by the President and approved by the Board. The Executive Committee shall exercise the powers of the Board of Directors between meetings of the Board. A majority plus one (1) of the members of the Executive Committee shall comprise a quorum. The Executive Committee shall meet at the call of the President or of a majority of its members.

### Article III – Duties of the Officers

Section 1. The President shall preside at all meetings of the League, and of the Board of Directors. The President shall also have the discretion to appoint the presiding officers for certain other meetings. The President shall have all the duties and powers customarily incident to the office of President.

Section 2. The President-Elect shall perform the duties of the President during the President's absence or inability to act. Other definite or special duties may from time to time be assigned to the President-Elect by the President.

### Article IV –The Executive Director

Section 1. The Executive Director of the Florida League of Cities, Inc., or his designee, shall serve as the Executive Director of this League and may from time to time appoint or employ others to provide administrative support to this League. The Executive Director of this League shall manage its affairs under the general direction of the Board of Directors, and its committees, on such terms and for such compensation as the Board of Directors may from time to time prescribe. He or she shall receive and disburse budgeted funds of the League, supervise its financial records, keep an accurate account of all financial transactions, keep accurate records of the proceedings of all general and special meetings of the League, its Board of Directors and its committees, and report annually of League activities to the membership. He or she shall promote the general welfare of this organization and keep in contact with its members. He or she shall issue notices of all meetings, shall collect and account for all fees and dues, shall conduct correspondence, shall have charge of and be responsible for all services performed and all meetings conducted by the League, shall have custody of and be responsible for all records, papers and documents of the League, and shall supervise all publications of the League. He or she shall, in general, be charged with the conduct of the activities of the League; shall perform all other duties incident to the office and such other duties as may be assigned from time to time by the Board of Directors. A document or other instrument signed by the Executive Director of this League shall be evidence of the action of the Board of

Directors and in such document or other instrument so signed shall conclusively be presumed to be authentic. Likewise, all acts and matters stated therein shall conclusively be presumed to be true.

#### Article V –Fiscal Year

The fiscal year for this League shall be from October 1 to September 30 inclusive.

#### Article VI – Annual Meeting

Section 1. Except in an emergency, this League shall hold an annual meeting during the annual meeting of the Florida League of Cities, Inc., at which time it will conduct its annual business meeting.

Section 2. The Board of Directors shall meet at the annual meeting to consider any proposed resolutions submitted by the membership. Any such proposed resolutions shall be submitted to the Board at least thirty (30) days before the date of the annual meeting, except upon a two-thirds vote of the Board. Resolutions may be introduced on the floor for consideration by the membership at its annual business meeting without prior Board approval by a two-thirds vote of the members present.

Section 3. A Nominating Committee of not less than fifteen (15) or more than seventeen (17) members of the League, plus three (3) members of the League to serve as alternates in the absence of members of the Committee, shall meet at the annual meeting to evaluate and recommend members of the League to serve as directors of the League. The current President, the current President-Elect and the two (2) most recent past presidents who are still a member in good standing of the League shall serve on the Committee. The President shall appoint the remaining members of the Committee and the committee alternates at least thirty (30) days prior to the annual meeting. Appointments shall include a cross section of board members and League members who are not members of the board; however, in no event may a board member who is up for reelection serve on the Committee. Alternates shall serve in the order of their appointments. Nominations of members to serve as directors from the floor during the annual business meeting shall require a two-thirds vote of the members present for consideration. All members nominated to serve as district directors shall be duly elected mayors from cities located in the districts established in Art. II.

#### Article VII –Conduct of Affairs

The League, in the conduct of its business and the management of its affairs, shall limit its activities to matters directly pertaining to municipal affairs. It shall refrain from taking a position on any matter that does not directly pertain to municipal affairs and shall likewise refrain from taking a position on any matter that is inconsistent with a



position taken by the Florida League of Cities, Inc. Any committee or representative of the League officially charged with representing the views of the League shall confine their representation to matters pertaining directly to municipal affairs.

#### Article VIII – Committees

Section 1. The President shall annually appoint the members of such standing committees as may be deemed necessary for the proper conduct of the work of the League, and such other special committees as may be created from time to time by the President, by resolution of the League or by action of the Board of Directors.

Section 2. No committee shall be vested with the power to enter into any agreement or contract to obligate this organization, or create any financial liabilities for the League, except upon the express authority of the Board of Directors.

#### Article IX – Open Meetings

All meetings of the Board of Directors and all meetings of all committees of the League shall be open to the membership.

#### Article X – Dues

Section 1. The annual dues for members shall be payable in advance in such amounts and according to such classifications as shall from time to time be fixed and determined by the Board of Directors.

Section 2. Dues shall be considered delinquent thirty (30) days after billing; however, members shall remain in good standing until dues are delinquent for a period of sixty (60) days. Members delinquent for more than sixty (60) days will not be considered members in good standing and may not enjoy the privileges of membership in this League or serve as officers or directors of this League.

#### Article XI – Robert’s Rules of Order

Robert’s Rules of Order shall govern the proceedings of all meetings of the League and its membership, Board of Directors, and committees except where otherwise provided in the Articles of Incorporation and By-Laws of the League.

#### Article XII – Amendments

These By-Laws may be amended by a two-thirds vote of the members of the Board of Directors present at a duly called meeting. Notice of such changes shall be sent to the

members of the League no later than thirty (30) days following the adoption of the change.

#### Article XIII – Business Affiliates

The Board of Directors may establish a business affiliate program and set the dues for the program. A business affiliate shall have no voting or policymaking role with the Florida League of Mayors.

#### Article XIV – Effective Date

These By-Laws shall be effective upon adoption by a majority vote of the members present of the initial Board of Directors.