



By-Laws

Approved September 24, 2015

Florida Association of Governmental Fleet Administrators

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ARTICLE 1: NAME

The Association which was formed in 1978, and incorporated under the laws of the State of Florida on October 28, 1978 shall be known as the Florida Association of Governmental Fleet Administrators, Inc., and shall hereinafter be referred to in these By-Laws as "Association", and may be referred to in acronym form as "FLAGFA" in formal/informal correspondence and its website.

ARTICLE 2: GUIDING PRINCIPLES

1. Mission

Promote excellence in public fleet and professional development through education, certification, and networking of its membership.

2. Vision

The leading professional association promoting best practices of public fleet management.

3. Core Values

FLAGFA leadership shall adhere to the following core values:

Ethics

- a. Professionalism
- b. Diversity
- c. Leadership
- d. Continuing Education
- e. Service to Stakeholders

4. Strategic Priorities

The Executive Board will establish a strategic plan for the association to support the Association's guiding principles. The strategic plan will be revised periodically to meet the needs of the organization. To achieve these goals, FLAGFA will maintain the following Strategic Priorities:

- a. Provide value to members, strategic partners, exhibitors/suppliers
- b. Professional Development and Education
- c. Fiscal Management
- d. Governance

ARTICLE 3: CODE OF ETHICS

Members Performing Consulting Services

A regular member may perform fleet management, business or other professional consulting services for/to a public or private entity, provided the member is not involved in sales or direct marketing to Association members. The Executive Board reserves the right to review each such engagement on a case-by-case basis; and may, when deemed appropriate, revoke any membership after a thorough review and majority vote.

ARTICLE 4: MEMBERSHIP

1. Classifications

The Association includes four (4) classifications of membership: Regular, Affiliate, Transitional, and Honorary.

Voting Rights

All regular members may vote on matters of business and elections. Proxy votes are not permitted. Members must be present to vote during business sessions and elections.

Application for Membership

Application for membership shall be submitted by the applicant to the Executive Director. The Executive Board shall make eligibility decisions regarding any applications which may be in question.

2. Membership Types

- a. Regular** membership consists of individuals who are employees of a public agency, or quasi-governmental non-profit agency located within the State of Florida, and who holds a position as a professional fleet manager, or other related position, and students or professors in the field of study of Fleet Management or Automotive Engineering.
- b. Transitional** membership is reserved for persons who have been a Regular or Agency member for a minimum of one (1) year, who are no longer employed by a public entity and are actively attempting to obtain re-employment at a public entity. A member requesting transitional membership status must apply to the Membership Chair (FLAGFA President) within sixty (60) days of their date of termination of employment, for consideration of approval of the Executive Board. If approved, dues shall be “gratis”. When a transitional member is re-employed with a public agency, the member must apply for Regular membership within one (1) month. Transitional membership shall be limited to a (1) one fiscal year period.
- c. Honorary** membership is reserved for all members of the Association, as well as members of other public fleet associations, who have retired from the public fleet field, unless otherwise ineligible. Honorary membership must be approved by the Executive Board and dues shall be “gratis”. Additional fees may be waived at the discretion of the Executive Board.
- d. Affiliate** membership shall be afforded to those who wish to otherwise support the Association. An Affiliate member will not be allowed to nominate, vote, or hold office. An Affiliate member shall not promote, schedule or conduct any activity on behalf of, or in the name of, the Association unless approved by the Executive Committee with the support of the general membership.

3. Membership Dues

- a.** Membership dues for individuals and affiliates are due and payable on January 1 of each year, or in the case of a new member, in conjunction with his/her application for membership. Providing the membership dues remain the same, the dues will automatically be renewed each year. Should the Executive Board recommend a change to the dues, the membership will have the opportunity to vote on the change in dues at the Semiannual Conference Business Meeting. Membership dues may not be prorated.

- b. If membership dues were paid with a personal check, they may be transferred with the individual upon change in their employment status.
- c. If membership dues were paid by a public or quasi-governmental entity, and the individual ceases employment with their entity, another individual may succeed to the membership without duplicating dues paid for the membership, upon written notification to the Membership Chairperson.

4. Termination and Reinstatement of Membership

Failure to pay current dues by March 1 shall result in the termination of membership, and shall forfeit all rights to member benefits.

ARTICLE 5: OFFICERS

1. Definition

The Officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary, and the immediate Past President. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by this Association.

2. Term

The Officers shall be elected to serve one (2) year term, and their term of office shall coincide with the fiscal year.

3. Minimum Requirements

A candidate for office must be a Regular member, in good standing, for a minimum of three (3) of the last five (5) consecutive years.

4. Vacancies

Should a vacancy occur in any office, the Executive Board shall appoint either a current officer or one of the Past Presidents to serve for the duration of the vacated term of office. This may be accomplished by either a special meeting of the Executive Board or a series of conference telephone calls or e-mails obtaining an affirmative vote of not less than a majority of the Executive Board's current members. Results of such actions shall be duly recorded by the senior officer of the Association. This appointment will terminate at fiscal year-end.

5. Membership Status

Should any officer have a change in employment which would affect his/her membership status, as set forth in conditions for membership, Article 4, Section a, that officer shall tender his/her resignation within four months to the Secretary, or to the President in the case of a resignation by the Secretary. Failure to do so will be cause for the Executive Board to declare the office vacant and the President shall treat the vacancy according to Article 5, Section 4.

6. Election of Officers

- a. **Nominating Committee.** The Nominating Committee shall consist of the Immediate Past President and an appointed representative from each of the four (4) regions.
- b. **Regional Representatives** shall be appointed by the President. Along with their duties as the Nominating Committee, Regional Representatives shall also be responsible for coordinating all FLAGFA sponsored training within their respective region and shall serve on the Membership Committee.

ARTICLE 6: DUTIES OF THE OFFICERS

1. President

The President shall preside at all meetings of the Association and shall perform the following duties:

- a.** Call to order and preside at the Semiannual Conference and Expo, and all Executive Board meetings. Prepare an agenda for each Executive Board meeting.
- b.** Appoint all committees necessary for the proper operation of the Association. The President shall serve as an ex officio member of all appointed committees.
- c.** Designate a representative to finalize all reservations and Annual Conference arrangements, including banquet and entertainment, a minimum of 120 days prior to the Semiannual Conference and Expo.
- d.** Call an Executive Board meeting a minimum of 60 days in advance of the Semiannual Conference and Expo. The primary purpose shall be to review the Semiannual Conference and Expo Program, receive officer and committee reports and finalize all arrangements, details and schedules pertaining to the Semiannual Conference and Expo.
- e.** Report the general welfare and status of the Association to members at the Semiannual Business Meeting held during the Semiannual Conference and Expo.

2. Vice President

The Vice President becomes President of the Association upon completion of his/her term of office as Vice President and shall perform the following duties:

- a.** Preside at all Executive Board meetings when the President is absent and at any other meetings as directed by the President. He/she shall perform all duties of the President should that office become vacant, until the Executive Board can act in accordance with Article 5, Section 4.
- b.** Attend all Executive Board meetings, and Semiannual Conference meetings.
- c.** Assist the President throughout the year in any duties as called upon.
- d.** Serve as Program Chairperson of the Semiannual Conference and Expo. Prepare a program draft and all program details in time for the Executive Board Meeting, called in accordance with Article 6, Section 1 (d), normally, not less than four (4) months in advance of the Semiannual Conference and Expo. Re-confirm all Annual Conference Program speakers, panel chairpersons, etc., no less than two (2) months in advance of the Semiannual Conference and Expo.
- e.** Coordinate or designate arrangements for use of Semiannual Conference meeting rooms, special programs, etc., during the Semiannual Conference and Expo. Act as liaison between hotel personnel and the members and their guests.
- f.** Assure, through the Secretary or WebMaster, a first mailing to the membership, formally announcing the Semiannual Conference and Expo, giving time, place, program schedule, and other Annual Conference information, a minimum of eight (8) weeks in advance of the Semiannual Conference and Expo.

- g. Assure, through the Secretary or WebMaster, that a reminder of the Semiannual Conference and Expo is sent to the membership, including all pertinent information, four (4) weeks in advance of the Semiannual Conference and Expo.
- h. Announce a site location for the following year's Semiannual Conference and Expo twelve (12) months in advance.
- i. Assume the responsibilities of any vacant committee chairperson for the balance of the year, or until a new chairperson is appointed by the President.

3. Treasurer

The Treasurer becomes Vice President of the Association upon completion of his/her term of office as Treasurer and shall perform the following duties:

- a. Attend the Semiannual Conference and Expo, and all meetings of the Executive Board.
- b. Assist the President with preparation of the budget.
- c. Establish and maintain day-to-day financial operating accounts. The Treasurer and one additional Officer shall be required to sign checks on all financial operating accounts.
- d. Remit all payments to payees on a timely basis.
- e. Keep an itemized account of all receipts and disbursements.
- f. Prepare and present a financial report of all transactions and balances at each Executive Board Meeting and to the general membership at the Semiannual Conference and Expo.
- g. Ensure that each of the officers and the Executive Director are bonded.

4. Secretary

The Secretary becomes Treasurer of the Association upon completion of his/her term of office as Secretary and shall perform the following duties:

- a. Attend the Semiannual Conference and Expo, and all meetings of the Executive Board.
- b. Prepare minutes of the proceedings of all Executive Board Meetings and all business meetings, which shall be mailed to all Executive Board members along with copies of all handouts, for review and comment within a reasonable time, as directed by the President.
- c. Conduct all correspondence necessary to the business of the Association, including notification to the membership of all meetings and any other necessary information.
- d. Manage news and other announcements.
- e. Ensure that the Registration Desk is staffed during the Semiannual Conference and Expo.

5. Past President

The Past President acts in an advisory role to provide counsel and continuity to the current President and other officers. The Past President is also a member of the following:

- a. Executive Board
- b. Education and Professional Development Committee
- c. Nominating Committee

d. Planning Committee

6. Failure to Perform Duties

Any officer who fails to perform the duties, or is determined to be unfit for his/her office may be deposed (removed) from office by majority vote of the Executive Board. Roberts Rules of Order shall be followed regarding all hearings (trials) and proposed disciplinary actions. Such hearings shall be closed meetings of the Executive Board in executive session in which no minutes shall be taken, and recording devices will not be permitted. Board members shall not be permitted to attend said hearing via teleconference.

7. Other Duties

The duties of each of the officers are further delineated in the Officers and Committee Chairperson's Manual.

8. Abuse or Violation of Ethics and/or Policy

Any member of the Executive Board or Committee Chairman or Committee Member who abuses Association funds or violates the policies and/or ethics established by the Association and/or the Executive Board may be removed from office by a majority vote of the Executive Board. Any such action shall be governed by Robert's Rules of Order.

ARTICLE 7: MEMBERSHIP MEETINGS

1. Semiannual Conference and Expo

A semiannual meeting shall be conducted and designated the Semiannual Conference and Expo.

2. Quorum

At any meetings, annual or special, a quorum shall consist of majority of attendees or respondents, three (3) of which shall be officers of the Association.

3. Gratis Rooms

The current officers shall receive gratis rooms at the Semiannual Conference and Expo. At the President's discretion, gratis rooms may be provided to a limited number of individuals, in the best interest of the Association.

4. Membership Directory

A Membership Directory may be provided to Trade Show exhibitors at no cost.

5. Recording of Minutes

Recording devices shall not be used at any meetings, except by the Secretary in the official capacity of recording minutes shall record the proceedings of all business meetings. Access to these recordings is prohibited except by consent of the Executive Board. The use of recorders by the general membership is prohibited and shall be so announced at the commencement of all meetings.

6. Attendance at Semiannual Conference & Expo

Members from public and quasi-governmental offices from surrounding entities where an Semiannual Conference and Expo is being held are encouraged to attend educational sessions at daily rates established by the Executive Board.

7. Attendance at Sessions

It is expected that all Regular and Agency members registered for attendance at the Semiannual Conference and Expo be present at a majority of the scheduled sessions. Consistent failure to attend the sessions shall be brought to the attention of any member who disregards this requirement. Continued failure to attend scheduled sessions, upon notice, shall result in disqualification as a member, subject to approval of the Executive Board. All dues and/or fees shall be forfeited and the member shall have no recourse.

8. Members' Behavior

Each member is responsible for their behavior and that of their guests at all of the Association's meetings/functions.

ARTICLE 8: Executive Board

1. General

The Executive Board shall consist of the current four (4) officers, and the immediate Past President who are regular members in good standing as voting members.

The Executive Board shall perform the following duties:

- a. Set policy for the ethical, economic, effective, and efficient functioning of the Association.
- b. Establish and revise as necessary the Code of Ethics.
- c. Meet prior to the Semiannual Conference and Expo to review plans for the Conference and take any steps necessary to insure its success.
- d. Conduct all interim business of the Association and all other business, not requiring the vote of the membership.
- e. Make recommendations to the membership for changes in its By-Laws, or other matters which require the vote of the membership.
- f. Set the budget, addressing the expenditure of funds for Semiannual Conference and Expo, and all other activities for the fiscal year.
- g. Contract for the services of a person(s) and/or management firms as determined to be in the best interest of the Association. Clear Scope of Services or Duties shall be included in the contract.
- h. Meet at the call of the President, upon notification of the Executive Board members.
- i. Approve changes to the Officers and Committee Chairman's Manual.

2. Quorum

- a. Four (4) voting members, three (3) of which shall be officers of the Association, shall constitute a quorum for any meeting of the Executive Board.
- b. Voting-members of the Executive Board may attend regular Board meetings via teleconference.

3. Voting at Board Meetings

- a. Proxy votes are not permitted.
- b. Executive Board members must be personally present or attending via tele-conference to vote.

4. Attendees

Committee chairpersons, committee members, and other guests in attendance shall be non-voting participants at Executive Board meetings.

ARTICLE 9: COMMITTEES

1. Authority

- a. The President shall appoint any committee deemed advisable for the efficient operation of the Association. The President shall be an ex officio member of each committee.
- b. All committees shall serve for a one year period, in conjunction with the fiscal year, with the exception of Planning Committee Members who will serve 4-year terms. The duties of each of the committees are delineated in the Officers and Committee Chairmen's Manual.

2. Standing Committees

The following standing committees shall be appointed by the President each year:

- a. **Executive Committee.** The Executive Committee shall consist of the current four (4) officers and the Immediate Past-President. The Executive Committee shall act in conducting the interim business of the Association. It shall make recommendation to the membership for the time and place of meetings, changes to the bylaws and handle any other business not requiring a vote of the membership.
- b. **By-Laws Committee.** The Bylaws Committee shall review and recommend to the membership proposed changes to the Association bylaws.

Upon approval by the general membership, requests for changes to the by-laws will be submitted to the Bylaws Committee by the Secretary for their review and recommendations. The recommended changes will be submitted for approval by the general membership at the next regular business meeting.

- c. **Financial Review Committee (TBD).**
- d. **Nominating Committee.** The Nominating Committee shall consist of the Immediate Past President and the representative from each of the four regions. A majority vote of the Regular and Associate members shall select each representative from the respective region
- e. **Membership Outreach Committee.** The Membership outreach committee will consist of the President and regional representatives from each of the four regions. Regional Representatives will take every opportunity to share with Government fleet managers in their regions the benefits of being a member of the Association, encourage prospective members to attend a semi-annual conference and expo. President has the authority to offer a prospective member free registration for the first conference and expo attended.
- f. **Education/Professional Development Committee.** The Education/Professional Development committee shall consist of the current four (4) officers, Immediate Past-President and regional representatives from each of the four regions. Regional Representatives will look for opportunities to host training regionally designed to promote professional development and the Association. Regional Representatives have the authority to offer a prospective member free attendance to attend training. Committee shall review scholarship opportunities to promote the government fleet industry.
- g. **Planning Committee.** The Planning Committee shall consist of the current four (4) officers, Immediate Past-President and current and former members of the Association selected by the President. The Planning Committee shall plan and organize the semi-annual conference and

expo. Review survey results and propose changes designed to benefit the members and the Association.

ARTICLE 10: ACCOUNTING SERVICES

The Association shall contract with a third-party accountant to provide financial reports in accordance with Income Tax Basis Accounting Principles and for any other accounting purposes required.

ARTICLE 11: FUND DISBURSEMENT

1. Bonding of Officers

All officers shall be bonded to the extent determined by the Executive Board incident to the handling of Association funds. The cost of the bonds shall be borne by the Association.

2. Issuance of Checks

The Treasurer shall pay out Association funds only on written order of the applicable committee chairperson within the approved budget line item, or as otherwise authorized by the President; provided that such payments shall be made by check. Checks shall not be issued unless signed by two officers of the Association.

3. Expenditures

Officers, committee chairs, or committee members shall not be reimbursed for expenditures in excess of specific budget allowance, unless such expenditures have received approval from the President.

4. Accounting Procedures

Income Tax Basis accounting procedures shall be utilized in reporting all financial transactions.

5. Procurement Cards

Procurement cards may be issued to committees with the President's approval. Purchases made with the procurement card shall not exceed the line item budget allowance for expenditures. The Treasurer has the authority to audit expenditures and inform the Executive Board of any suspected abuse.

6. Travel Policy

Travel to any conferences, meetings, conventions, etc., must be approved by the Executive Board prior to travel and/or commitment of funds. All members of the Association are to make every effort to have travel funded by their respective affiliates. Any member traveling using Association funds is required to submit a Travel Expense Report to the Treasurer within ten (10) days upon return of trip. All Association-funded travelers are required to sign the Travel Policy Agreement, and shall adhere to the Travel Policy established by the Executive Board.

7. Per Diem

Meals concurrent with working meetings may be provided at FLAGFA expense based upon necessity in order to expedite completion of association work.

ARTICLE 12: FUND INVESTMENT

1. Restrictions

Placement of Association funds shall be restricted to certificates of deposit, treasury notes, and such other types of investments that are approved by the Executive Board.

2. Security

Investment papers and such other items as may be agreed on shall be retained by the Accountant. Property secured in such facility shall be inventoried annually by the Treasurer and Financial Review Committee.

3. FDIC Insured

At least seventy-five percent (75%) of reserve funds shall be deposited as savings in an institution which operates under supervision of the Federal Deposit Insurance Corporation or other government-regulated corporation.

4. Non-FDIC Investments

A maximum of twenty-five percent (25%) of reserve funds may be deposited or invested in an institution which operates under the laws and principals as established by the Securities and Exchange Commission (SEC) or other appropriate government-regulated corporation. Investments in this category shall be presented by the Financial Committee at a regularly scheduled Executive Board meeting. Investment must have a majority vote by the Executive Board.

5. Funds Transfer

The transfer of any funds between accounts within a financial depository and between depositories must first have the approval of the President and Presidential Advisors.

ARTICLE 13: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases in which they are applicable and where they are not inconsistent with these By-Laws or any special rules of order the Association may adopt.

ARTICLE 14: AMENDMENTS

The By-Laws may be amended at any official regular or special meeting by a majority vote of the membership, provided a quorum is present.

ARTICLE 15: DISSOLUTION

On dissolution or final liquidation of the Association, the Executive Board shall, after paying or making provision for payment of all lawful debts and liabilities of the organization, distribute all the assets of the organization to one or more of the following categories of recipients, as the Executive Board shall determine:

1. A non-profit organization or organizations which may have been created to succeed the Association, provided such organization or each of such organizations shall qualify as an organization described in Section 501 (c) (3) of the Internal Revenue Code.
2. A non-profit organization or organizations having similar aims and objectives as the Association and which may be selected as an appropriate recipient of such assets, provided

such organizations or each such organizations shall qualify as an organization described in Section 501 (c)(3) of the Internal Revenue Code; and/or

3. A public institution or institutions of higher learning within the State of Florida, including, but not limited to, state universities and state/community colleges. Public educational institutions with recognized curriculum, including courses in fleet management, automotive engineering or public administration, may be given preference over institutions which do not offer such curriculum.

ARTICLE 16: INDEPENDENT ASSOCIATION

The Association shall be an independent association and shall not be an affiliate, chapter, subsidiary, or otherwise related to any other National, State or local association, corporation or organization.

ARTICLE 17: FISCAL YEAR

The Association's fiscal year shall be January 1 to December 31.