

**BYLAWS OF
North Florida Economic Development Partnership
A Florida Nonprofit Corporation**

Article 1 - NAME

Section I: The name of this Corporation shall be North Florida Economic Development Partnership, Inc., (hereinafter referred to as the Corporation), a Corporation not-for-profit, incorporated under the provisions contained in Chapter 617 of Florida Statutes and Section 501(c)6 of the Internal Revenue Service Code.

Article 2 - PLACE OF BUSINESS

Section I: The principal office of the Corporation shall be determined by the NFEDP Board of Directors.

Section II: The Corporation is located at 3200 Commonwealth Boulevard, Suite 7, Tallahassee, Florida 32303.

Article 3 – PURPOSE/OBJECTIVES

Section I: The Corporation is organized for the purpose of coordinating and marketing regional economic development assets, and enhancing the professional development and leadership capacity, providing or facilitating the provision of technical assistance, and identifying issues that serve as impediments to job creation and increased economic growth throughout and within the North Central Florida region and the NFEDP membership.

Section II: The objectives of the Corporation are:

- A) Engage in regional and/or sub-regional proactive economic development activities to increase the number of quality jobs in the region.
- B) Encourage and coordinate regional cooperative efforts for marketing, research, and database development that maximizes exposure for the region.
- C) Enhance professional development and leadership capacity of Economic Development professionals, elected officials, private business, and community leaders in the region. Such capacity is enhanced through education, training, professional development and technical assistance services provided by the NFEDP.
- C) Assist member communities in the accomplishment of their respective economic development plans and projects.
- D). Facilitate and sustain strong professional relationships and partnerships between and among local governments, state and federal agencies, private business and industry, for-profit and non-profit organizations and groups, and individuals committed to enhancing the economic development conditions, job growth, and wealth of the North Central Florida region.
- D) Encourage and assist regional cooperative efforts for tourism.
- E) Promote the Corporation's objectives and goals through public awareness programs to gain support for economic development within the region in such a manner that the unique quality of life inherent to this rural area of North Florida is maintained and enhanced.

Section III: The organizational structure of the North Florida Economic Development Partnership will be a three tiered structure consisting of: 1) General Membership, 2) Board of Directors, and 3) Executive Committee.

Article 4 – GENERAL MEMBERSHIP

Section I: To facilitate the broadest representation within the 14-county region, general membership will not have any limitations.

Section II: General membership will consist of the following:

- A) Representation from each of the 14 counties
 - 1 from each Board of County Commissioners, either Commissioner or designee (if a designee then there should be some type of regular communication (no more than monthly-no less than quarterly) with the Board of County Commissioners to outline the activities and accomplishments of the organization. (\$.05 per person within the county). The Bureau of Business Research (BEBR) at the University of Florida shall be the source for determining county populations.
 - 1 from each economic development group, if no such group exists within a county, then the chamber of commerce (\$100 per organization annually)
 - 1 from each municipality (\$250 annually per municipality).
- B) 1 from each entity contributing \$10,000 or more annually to the organization (public, private or public/private)
- C) Water Management District (\$2,500)
- D) Regional Planning Council (\$2,500)
- E) Workforce Development Board (\$5,000 each)
- F) Regional Education Consortium(s) (\$2,500)
- G) Regional Health Care Coalition/Consortium and/or Individual Facilities (\$2,500)
- F) Individual members (\$500)

Section III: Membership in this organization is available to any individual, organization, public or private entity located within or outside the boundaries of the North Florida Economic Development Partnership desiring membership and committed to those purposes set forth herein.

Section IV: Any member may resign from membership in the Corporation upon giving written notice thereof to the Secretary of the Corporation. Members who resign from membership shall not be entitled to receive refund of dues therefore paid.

Article 5 – BOARD OF DIRECTORS

Section I: The composition of the Board of Directors shall be as follows (members must be in good standing):

- A) 1 from each Board of County Commissioners
- B) 1 from each economic development organization or chamber (designated by the County)
- C) Municipalities to caucus one representative per every ten member cities
- D) Regional Planning Councils to caucus one representative
- E) Water Management Districts to caucus one representative
- F) Workforce Development Boards to caucus one representative
- G) Education Consortium to caucus one representative
- H. Health Care Consortium/Coalition and/or Individual Facilities to caucus one representative
- G) Individual members to caucus one representative
- H) Each \$10,000 contributor shall have a seat on the Board.

Section II: The Board of Directors shall be elected at the annual meeting of the general membership.

Section III: Board Membership Terms shall be as follows:

- A) Board member terms shall be for a period of not less than two years.
- C) If a board member is unable to serve, members of the executive board shall work with the category of membership the individual represents and secure their replacement. The Board of Directors shall ratify the replacement.
- D) Any Director may be removed from office at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any member of the Board of Directors who is absent from three consecutive regular meetings without just cause for such absence may be removed as a member of the Board of Directors by a vote of two-thirds of the members of the Board of Directors present and voting.

Article 6 – EXECUTIVE COMMITTEE

Section I: The Executive Committee may exercise the powers of the Board of Directors when the Board is not in regular or special session. Any action taken by the Executive Committee shall be reported to the Board of Directors at the next regular or special meeting of the Board. The Executive Committee shall be elected by the Board of Directors at the annual meeting

Section II: The makeup of the Executive Committee (no more than 11 voting members) shall be selected from among the Board of Directors in good standing as follows:

- A) County Commissioners (a minimum of two) or Economic Development Orgs/Chambers - 7
- B) At-Large member appointed by the Chairman - 1
- C) Workforce Development Board Representative – 1
- D). Municipal Representative--1
- D) Immediate past Chairman of the Board of Directors in a non-voting position
- E) Current Vice-President of the Board

Section III: Executive Board Membership shall be as follows:

- A) Committee members shall have two year terms.
- B) If an Executive Committee member is unable to serve, members of the executive committee shall work with the category of membership the individual represents and secure their replacement. The Board of Directors shall ratify the replacement.

Section IV: Two (2) unexcused absences shall constitute removal of that individual from the Executive Committee. (Absences shall go before the Executive Committee for consideration)

Article 7 - MEETINGS

Section I: An annual meeting of the general membership shall be held in each calendar year at such time and place as may be determined by the Board of Directors for the purposes of electing directors and transacting such other business as may be properly brought before the meeting.

Section II: Special meetings for the general membership shall be held at any time and place as may be designated in the notice of said meeting, upon call of the Chairman of the Executive Committee or upon written petition by a majority of the members.

Section III: The Board of Directors shall meet at least quarterly, including the annual meeting, at a location to be determined by the Chairman. A minimum of seven (7) days written notice of the meeting shall be sent to all directors, stating the place, date, and hour.

Section IV: The Executive Committee shall meet at least monthly at a location to be determined by the Chairman. Up to eight (8) of these meetings may be by telephone conference.

Section V: The following quorums apply:

A) A General Membership quorum is met and business can be conducted with the presence of 10 percent of the members entitled to vote.

B) A Board of Directors quorum is met and business can be conducted with the presence of 25 percent of the voting members.

C) A quorum for the Executive Committee is met and business can be conducted when a majority of the Executive Board membership is present.

Section VI: Voting by proxy shall be discouraged. A proxy must be submitted in writing and must be received prior to scheduled start of the meeting. The signed proxy must be attached to the original of the minutes and filed in the records. The proxy form will be accessible on the NFEDP website.

Section VII: Each member shall be entitled to one vote. If an organization is a member, the organization shall designate in writing one person who shall have the right to exercise the organization's voting rights.

Article 8 - OFFICERS

Section I: All Officers shall be members of the Board of Directors and serve a 2 year term.

Section II: Officers will include the following:

- A) Chairman
- B) Vice-Chairman, who shall also be recognized as the Chairman-elect. (The individual in this position shall then serve a four-year term without regard to their Board Membership term.
- C) Secretary
- D) Treasurer

Section III: In the spirit of inclusiveness, officers may not succeed themselves in office.

Section IV: At least thirty (30) days in advance of the Annual Meeting, the Chairman shall appoint a Nominating Committee composed of five (5) Board of Directors members representing five of the participating counties. The Nominating Committee shall present a single candidate for each position on the Board of Directors to be filled. In order to qualify, each director/nominee must give his or her consent to serve, if elected.

Section V: During the Annual Meeting, the Nominating Committee shall present a single candidate for each office to be filled. Officers shall be nominated from among the Board of Directors of the Corporation. Following the report of the Nominating Committee, the Chair shall open the floor for additional nominations for each office to be filled. If more than one (1) Director is nominated for a specific office, an election by a written and signed ballot for that position shall be conducted with a majority of votes cast required to elect. No more than one (1) Director from a participating county may hold the position of an officer at any time. In the event a written ballot is necessary, the Chair shall appoint a Ballot Counting Committee to count and verify all ballots cast; A record of ballots cast shall be kept on file for no more than one year or until the next election of Officers is held.

Section VI: The Duties and Responsibilities of the officers are as follows:

- A) CHAIRMAN: The Chairman shall preside at all meetings of the Board of Directors and Executive Committee, and shall perform all duties incident to the office and recommend such actions that he or she believes will increase the effectiveness of the corporation. All contracts and instruments of conveyance authorized by the Board of Directors shall be signed by the Chairman, or an officer designed by the Chairman.
- B) VICE-CHAIR: The Vice-Chair shall preside in the absence of the Chairman and assume such responsibilities as may be assigned by the Board of Directors or the Chairman.
- C) SECRETARY: The Secretary, or Board designated staff, may serve as the Registered Agent for the corporation and shall cause to be prepared all notices, agendas, and minutes of the Board of Directors, the Executive Committee and all committees of the corporation. The secretary of the corporation shall cause all records of the corporation to be kept that are not otherwise needed by another officer in managing the routine business affairs of the corporation and shall cause to be filed all annual reports and filings required by any agency of local, state, or the federal government.
- D) TREASURER: It shall be the duty of the Treasurer, or Board designated staff, to

have charge and custody of all funds and to cause the deposit such funds in a timely manner as proscribed by the Board of Directors. Funds will be kept on deposit in such financial institutions as may be approved by the Board of Directors. Unless a Sole Signatory has been approved by the Executive Committee, withdrawal of funds and any checks issued shall require two (2) signatures which may be that of the Chairman, Vice-Chair, Secretary, Treasurer or any other director or agent so authorized by the Board of Directors. A Fiduciary Bond shall be provided by the Corporation for those so authorized. The Treasurer shall cause monthly financial statements to be prepared and presented at the regular meetings of the Executive Committee and the Board of Directors.

Article 9 - COMMITTEES

Section I: The Board of Directors is empowered to set up any committee it deems necessary to further the objectives and goals of the corporation.

Article 10 - FISCAL YEAR

Section I: The fiscal year of the corporation shall be October 1st through September 30th.

Article 11 - AMENDMENTS

Section I: These bylaws may be amended, restated, or repealed, wholly or in part, by a majority vote at any meeting of the Board of Directors provided ten (10) days written notice of the meeting is sent along with the proposed amendment(s) to all Directors. These Bylaws and any amendments or restatements thereto shall be effective immediately following adoption by the Board of Directors.

Article 12 – DISSOLUTION

Section I: In the event of dissolution of the North Florida Economic Development {Partnership, its assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed equally to all of the then participating county commissions according to Section 501©3 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Article 13 – PARLIAMENTARY AUTHORITY

Section I: Roberts Rules of Order newly revised edition shall be the authority for deciding all points of order and procedure when not in conflict with these bylaws.

Last updated 12/12/13 by Vote Unanimous Vote of Executive Committee
06/30/2011—Proposed and approved by NFEDP Board of Directors and General
Membership on 7-26-12
Approved by Full Board and General Membership – July 15, 2011