

**BY-LAWS OF
PALM BEACH COUNTY LEAGUE OF CITIES, INC.
AS AMENDED ON SEPTEMBER 28, 2011**

**ARTICLE ONE
ASSOCIATE AND EX OFFICIO MEMBERS**

Section 1. Associate Membership Established. Pursuant to Article Four of the Articles of Incorporation, there is hereby established a non-voting Associate Membership in the League to be composed of individuals, organizations, and business entities which support or serve the municipalities of Palm Beach County. Such applicants for Associate Membership in the League must: (A.) be sponsored by a Municipal Member in good standing; (B.) submit a membership application; and (C.) tender payment of annual dues as may be set by the Board of Directors from time to time. The Board reserves the right to reject or approve each application and may revoke such membership by simple majority if, by the Board's sole determination, an Associate Member no longer supports or contributes to the purposes of the League.

Section 2. Ex Officio Membership Established. Pursuant to Article Four of the Articles of Incorporation, there is hereby established a non-voting Ex Officio Membership to be composed of all Past Presidents of the League and governmental agencies not eligible for Municipal Membership. Such agencies may become Ex Officio Members upon the nomination of the agency by a Municipal Member and approval by the Board of Directors. Additionally, the Board of Directors may appoint honorary Ex Officio non-voting members to the League from time to time as desired. The Board reserves the right to reject or approve each nomination and may revoke such membership by simple majority, if by the Board's sole determination, an Ex Officio Member no longer supports or contributes to the purposes of the League. Notwithstanding the above, the immediate Past President of the League, if still an elected official, shall automatically be a voting Ex Officio member of the League as well as of the Board of Directors and shall be counted for the purposes of a quorum.

**ARTICLE TWO
MEETINGS AND QUORUMS**

Section 1. Regular Meeting. The Regular meeting of the Municipal Membership shall be held on the 4th Wednesday of each month at 10:30 a.m. or at an alternate time and place to be determined by the Board. Municipal Members are encouraged to support the League by hosting regular monthly meetings. Business to come before the membership shall be submitted to the Executive Director no later than ten (10) working days prior to each meeting. In addition, items of business maybe added, modified or deleted from the agenda by proper motion from the floor at each meeting.

Section 2. Annual Meeting. The Annual Meeting for the election of Officers and Directors of the League shall be the Regular Meeting for the month of May, or a Special Meeting in May called for that purpose, if necessary, in each year.

Section 3. Special Meetings. Upon the call of the President or upon motion of the Board of Directors, a Special Meeting of the Municipal Membership shall be held to consider items of business, which because of critical timing, concern, or complexity require the attention of the membership at other than a Regular Meeting. Only those business items listed on the Special Meeting notice may be considered at such meeting.

Section 4. Directors' Meetings. Upon the call of the President or three (3) Directors, and whenever practicable upon no less than twenty-four (24) hours notice, a Special Meeting of the Board of Directors shall

be held to consider items of business. Directors shall propose items of business by notifying the Executive Director who shall place such items on an agenda. In addition, items of business may be added to the agenda by the Executive Director, or may be added, modified, or deleted from the agenda by proper motion of a member of the Board at each meeting.

Section 5. Notice. Written notice of all membership meetings shall be provided by the Executive Director to all members. Whenever practicable, meeting notices shall be sent so as to be received by the members no later than five (5) working days prior to a scheduled meeting. Notice of the Directors' Meeting shall be by oral or written notice to the Directors and the staff.

Section 6. Quorum. At Regular and Special Meetings a quorum shall consist of fifteen (15) members, eligible to vote. At Directors' Meetings, a quorum shall consist of a simple majority of all members of the Board.

Section 7. Presentations. All presentations at League Board of Directors and General Membership meetings shall be limited to those presented by governmental members and/or intergovernmental partners of the League, unless specifically approved by the Board of Directors in advance. The Executive Director will determine eligibility of presenters/presentations for inclusion in official League meetings, or will refer special requests not meeting the above-mentioned criteria to the Board for review and approval.

Section 8. Hosts and Locations.

A. All League Board of Directors and General Membership meetings shall be officially hosted by a member municipality or intergovernmental partner of the League of Cities, unless specifically otherwise approved by the Board of Directors in advance. All meeting logistics and arrangements must be approved by the League of Cities and coordinated with League staff in advance by the hosting entity.

B. Fiscal underwriting of a hosted League meeting is the responsibility of that hosting municipality, except where mutually agreed upon in advance between the League and the hosting entity. The Executive Director shall determine eligibility and arrangements for all official League meetings, or will refer special requests not meeting the above-mentioned criteria to the Board for consideration.

ARTICLE THREE ELECTIONS

Section 1. Annual Election. The annual election of all Officers and Directors shall be held at the Annual Meeting, which is the Regular May Membership Meeting, or a Special Meeting called in May for that purpose.

Section 2. Nominations. The proposed slate of Officers and Directors shall be announced at the Regular March Membership Meeting by the Chair of the Nominating Committee, which shall be appointed in February by the President in accordance with Article Seven of the Articles of Incorporation. Additional nominations may be made from the floor by any member in good standing at the Regular April Membership Meeting. All nominees must have submitted a written "Consent to Serve" form prior to their name being placed in nomination. If there are no additional nominations made from the floor at the Regular April Membership Meeting, the Membership shall approve the proposed slate and the Officers and Directors shall be deemed elected by acclamation.

Section 3. Voting. If there are nominations from the floor at the April Membership Meeting, the President shall announce the names of all nominees at the Regular May Membership Meeting or at a Special Meeting called for that purpose and shall circulate written ballots to be executed by the voting delegates of each Municipal Member; provided, however, that in the event that any nominee is unopposed, that nominee shall automatically be elected by acclamation without ballot. Ballots, if necessary, shall be tabulated by the

nominating committee and the results announced to the membership. Weighted voting shall not apply to the election of Officers and/or Directors.

ARTICLE FOUR VOTING

Section 1. Municipal Members. Each Municipal Member, whose dues and assessment accounts are current, shall be eligible to vote on items of business at all Regular and Special Meetings. Each Municipal Member, by proper motion of its governing body, shall annually designate a voting delegate and alternates if so desired. Voting delegates and alternates from each Municipal Member shall be submitted to the Executive Director of the League in writing upon a form provided for this purpose. This form shall also be executed by the Mayor and Clerk of the applicable municipality. No other persons shall be eligible to vote on business items at Municipal Membership Meetings.

Section 2. Weighted Votes.

A. Allocation; Mechanism: Any Municipal Member who is eligible to vote may call for a weighted vote on any issue before the membership unless prohibited under subsection B hereinbelow. Weighted voting is automatic upon call by a member who is eligible to vote. Each weighted vote shall be by roll call vote, taken and recorded by the Secretary-Treasurer or designee. Weighted votes for each Municipal Member shall be based upon the latest Estimates of Population by County and Municipality prepared by the University of Florida.

- (1) Each Municipal Member of up to 5,000 population shall have one (1) weighted vote.
- (2) Each Municipal member of 5,001 to 17,144 population shall have two (2) weighted votes.
- (3) Each Municipal member of 17,145 to 35,000 population shall have three (3) weighted votes.
- (4) Each Municipal Member of 35,001 or more population shall have four (4) weighted votes.

B. Prohibited: Weighted voting is prohibited in the following instances:

- (1) Appointments to County wide, Regional and State Committees and Boards in accordance with Article Eleven of these Bylaws.
- (2) Removal of League appointees in accordance with Article Twelve of these Bylaws.
- (3) Election of Officers and Directors in accordance with Article Three of these Bylaws.

Section 3. Non-Weighted Votes. Unless a weighted vote as described in accordance with subsection 2A hereinabove is requested by a member eligible to vote and approved by the Membership, the business shall be conducted by a simple majority of the quorum. If the presiding officer is unable to determine the results of a voice vote, the presiding officer may request a roll call vote.

ARTICLE FIVE RULES AND ORDER OF BUSINESS

Section 1. Rules. The Board of Directors may from time to time adopt rules of order and procedure for the conduct of business at all meetings. Otherwise the conduct of business shall be in accordance with Roberts Rules or Order, Revised.

Section 2. Order of Business. The following order of business is generally used at Regular Meetings of

the Municipal Membership but may be re-ordered as deemed necessary.

- A. Call to Order, Prayer and Flag Salute
- B. Roll Call
- C. Additions, Deletions or Modifications to the Agenda
- D. Adoption of Minutes
- E. Financial Report
- F. Staff Reports
- G. Scheduled Presentations
- H. Resolutions
- I. Miscellaneous Business
- J. Comments from the Floor
- K. Adjournment

ARTICLE SIX FINANCES

Section 1. Dues. Annual Dues shall be payable in advance on October 1st of each year in an amount to be established by the Board of Directors based upon population according to the latest Estimates of Population by County and Municipality prepared by the University of Florida or based upon an alternated approved pro-rata allocation. Dues shall be delinquent if not paid prior to December 1st of each year. In the event that a dues increase is recommended in the annual budget, the membership shall be notified by individual notice no later than May 31st.

Section 2. Special Assessments. Upon the approval of the Municipal Membership, Special Assessments may be levied against Municipal Members in amounts based upon population according to the latest Estimates of Population by County and Municipality prepared by the University of Florida or based upon an alternate approved pro-rate allocation for purposes set forth in a resolution adopted by the membership. Special Assessments shall be delinquent if not paid within sixty (60) days after the date of assessment.

Section 3. Delinquency; Suspension of Voting Rights. Any delinquency in dues and/or assessments shall result in suspension of voting rights of the member until all dues and assessments are brought current.

Section 4. Budget. The Board of Directors shall adopt an annual operating budget effective October 1, of each year, within which all operating revenues and expenditures shall be reported. In addition to the operating budget, the League may establish and maintain such other funds and accounts as may be authorized by the Board of Directors.

Section 5. Accounting Procedures. The Executive Director shall be responsible for establishing and maintaining proper ledgers and journals to accurately reflect the financial position of the League. Accounts payable may be satisfied upon proper motion to the Board of Directors from time to time.

ARTICLE SEVEN BOARD OF DIRECTORS

Section 1. Authority. Unless otherwise prohibited or restricted in these Bylaws or the Articles of Incorporation, the Board of Directors may conduct any and all business of the League, and shall be responsible to the membership for formulating the policies of the League. It is the responsibility of the Board

of Directors to annually prepare a statement of goals and objectives for the League and present such statement to the Membership.

Section 2. Board of Directors. In accordance with Article Five of the Articles of Incorporation, one eligible Municipal Member shall be elected from each of six (6) of the Large Municipalities (pop. over 25,000), two (2) additional Directors shall be elected from any two (2) eligible Municipalities and one (1) Director shall be elected from each of the five (5) following districts:

1. District 1. Juno Beach, Jupiter, Jupiter Inlet Colony, Lake Park, Mangonia Park, North Palm Beach, Palm Beach, Palm Beach Gardens, Palm Beach Shores, Riviera Beach, and Tequesta.
2. District 2. Cloud Lake, Glen Ridge, Haverhill, Lake Clarke Shores, Loxahatchee Groves, Palm Springs, Royal Palm Beach, West Palm Beach and Wellington.
3. District 3. Atlantis, Boynton Beach, Greenacres, Hypoluxo, Lake Worth, Lantana, Manalapan, South Palm Beach, and the Village of Golf.
4. District 4. Boca Raton, Briny Breezes, Delray Beach, Gulf Stream, Highland Beach and, Ocean Ridge.
5. District 5. Belle Glade, Pahokee, and South Bay.

There shall never be more than one (1) voting member on the Board of Directors from any municipality. Vacancies occurring during the term of office for Directors and/or officers shall be filled for the remainder of the term pursuant to Article Five of the Articles of Incorporation.

Section 3. Directors' Responsibilities. It is the responsibility of each Director representing a district to communicate with his constituent municipalities concerning actions taken or to be taken by the Board of Directors. Municipal Members are encouraged to contact the Director representing their district concerning issues of collective interest. The Director representing that district shall be responsible for bringing such issues to the attention of the other members of the Board of Directors. Directors at Large are responsible for representing the collective interests of the entire League Municipal Membership. Directors at Large shall be responsible for bringing issues of interest to the attention of the other members of the Board of Directors.

Section 4. Attendance. A Director or Officer who accumulates three unexcused absences from Board of Directors Meetings during each annual term shall automatically forfeit his or her position as a Director or Officer and shall be replaced for the remainder of the term by the Board of Directors in accordance with Article Five of the Articles of Incorporation. Excused absences shall be approved by the President only upon oral or written notice of absence due to a close personal family emergency, employee mandates, religious obligations, or due to the required presence elsewhere related to official municipal or League business matters. It is the express intention of the League to compel attendance by the Directors and Officers; thus, if a Director or Officer is continually or habitually absent even though excused, it shall be his or her obligation to resign for the good of the League. In the event said Director or Officer does not resign due to continual or habitual absence, though excused, then upon the majority vote of the voting members of the Board of Directors, said Director or Officer shall be removed.

Section 5. Employees; Consultants. It is the responsibility of the Board of Directors to appoint and remove the Executive Director, the General Counsel and all contractors and consultants of the League and to fix their compensation and other terms of employment. No Directors or Officer shall be eligible to serve as a full-time employee of the League and no Director or Officer shall receive compensation for satisfying the duties of that position.

ARTICLE EIGHT

OFFICERS

Section 1. President. The President shall be the presiding officer of all Municipal Membership and Directors' Meetings; shall execute all resolutions, contracts and other documents of which the League is a party; and shall further be recognized as the ranking officer of the League for ceremonial purposes. The President shall be responsible for selecting the Chair of each League committee other than the Legislative, Policy and Procedures, and Finance Committees, which shall be chaired by the 1st Vice President, 2nd Vice President and Secretary-Treasurer, respectively. The President shall assure that each committee meets its objectives and that each committee Chair reports to the Board of Directors and the Municipal Membership on a regular monthly basis. In addition, the President shall have such other duties and powers as may be set forth in these Bylaws and/or the Articles of Incorporation.

Section 2. 1st Vice President. The 1st Vice President shall be recognized as the second ranking officer of the League for ceremonial purposes and shall fulfill the duties and responsibilities of the President during his or her absence or disability. The 1st Vice President shall serve as the Chair of the Legislative Committee, and shall fulfill such other duties as may from time to time be assigned by the President, these Bylaws and/or the Articles of Incorporation.

Section 3. 2nd Vice President. The 2nd Vice President shall be recognized as the third ranking officer of the League for ceremonial purposes and shall fulfill the duties and responsibilities of the President during the absence or disability of both the President and 1st Vice President. The 2nd Vice President shall serve as the Chair of the Policy and Procedures Committee and shall fulfill such other duties as may from time to time be assigned by the President, these Bylaws and/or the Articles of Incorporation.

Section 4. Secretary-Treasurer. The Secretary-Treasurer shall be recognized as the fourth ranking officer of the League for ceremonial purposes and shall fulfill the duties and responsibilities of the President during the absence or disability of the President, the 1st Vice President and the 2nd Vice President. The Secretary-Treasurer shall serve as the Chair of the Finance Committee; shall be the attesting officer for all resolutions, contracts, and other documents executed by the President to which the League is a party; shall report monthly to the membership on the financial position of the League; and shall fulfill such other duties as may from time to time be assigned by the President, these Bylaws and/or the Articles of Incorporation.

ARTICLE NINE ADMINISTRATION

Section 1. Executive Director. The Board of Directors shall appoint an Executive Director, who shall serve at the pleasure of the Board. Once appointed, the Board shall not discharge the Executive Director without the affirmative vote of a majority of the entire Board. The Executive Director shall be the ranking administrative officer of the League and shall be responsible for the following:

1. The daily operation of the business of the League.
2. To appoint, remove and supervise all employees of the League not otherwise provided for in these Bylaws.
3. To act as representative of the League to the Florida League of Cities, the Board of County Commissioners and the Florida Legislature and shall generally serve as the League's liaison and Legislative advocate.
4. To prepare and submit a proposed annual operating budget to the Finance Committee in May of each year.
5. To keep the Board of Directors, through the Secretary-Treasurer, fully advised as to the financial condition and future needs of the League.

6. Sign contracts on behalf of the League pursuant to approved appropriations of the Board of Directors.

7. And shall perform such other duties assigned by the Board of Directors, these Bylaws and/or the Articles of Incorporation.

Section 2. General Counsel. The Board of Directors may appoint a General Counsel to the League who shall be a member of the Florida Bar. The General Counsel shall serve at the pleasure of the Board. Once appointed, the Board shall not discharge the General Counsel without the affirmative vote of a majority of the entire Board. The General Counsel shall perform such other duties as assigned by the Board of Directors.

ARTICLE TEN LEAGUE COMMITTEES

Section 1. In General. The Executive Committee, the Legislative Committee, the Policy and Procedures Committee, the Finance Committee, the Program Committee and the Scholarship Committee are standing committees and shall consist of the membership as set forth in these By-Laws. All other committees shall be composed of the Chair, appointed by the President, together with a minimum of (4) Municipal Members and up to two (2) Associate non-voting Members, appointed by the Board of Directors. The municipal members may include elected officials or municipal staff as deemed necessary and prudent for the benefit of the League. The Chair of each Committee shall be responsible for the Committee and shall provide a report of committee activities and issues to the President, the Board of Directors, and the Municipal Membership on an as needed basis. The Chair of each committee may select a co-chair from the Municipal Members of the committee. The Executive Director shall attend the meetings of such committees as requested by the Board of Directors. All League Committees shall be advisory to the Board of Directors.

Section 2. Terms. Terms for all League Committee appointments shall be for one (1) year commencing July 1st of each year. Any unexpired vacant term of a committee member shall be filled for the remainder of the term by the Board of Directors. In the event a Chair of a Committee is not fulfilling his or her responsibilities, the President shall, in his or her sole discretion, remove said Chair and appoint a replacement for the remainder of the term. The municipal members on all League Committees shall be either elected officials or municipal managers/administrators.

Section 3. Executive Committee. The Executive Committee shall be composed of the Officers as set forth in Article Eight, which shall be chaired by the President. Such committee shall meet when necessary upon the call of the President at which time members may appear by telephone. Members of the Executive Committee may attend any and/or all committee meetings, as desired.

Section 4. Legislative Committee. The Board of Directors shall appoint up a minimum of four (4) Municipal Members to serve on the Legislative Committee. Additionally, up to two (2) Associate non-voting Members and up to three (3) Ex Officio non-voting members who consist of the Director of Legislative Affairs of Palm Beach County, the Executive Director of the Palm Beach County Legislative Delegation, and the Legislative Liaison for the School Board of Palm Beach County may be appointed to the committee as needed, which shall be chaired by the 1st Vice President who may select a co-chair from the Municipal Members on the committee. The Legislative Committee shall prepare and submit proposed legislative positions from time to time as necessary or desirable for adoption by the Municipal Membership. The Board of Directors shall appoint up to six (6) Municipal Members and up to two (2) Associate Members as needed to each of three (3) standing legislative sub-committees; those being the Environmental, Transportation and Education Sub-Committees. The Chair of each of these Sub-Committees shall be a member of the Board of Directors appointed by the President. Sub-Committees may report directly to the Board.

Section 5. Policy and Procedures Committee. The Board of Directors shall appoint a minimum of four (4) Municipal Members to serve on the Policy and Procedures Committee. Additionally up to two (2) Associate non-voting Members may be appointed to the committee as needed, which shall be chaired by the 2nd Vice President who may select a co-chair from the Municipal Members on the committee. The Policy and Procedures Committee shall review the League's By-laws on an annual basis and shall identify, analyze and recommend action concerning policy direction for the League including revisions to the By-laws from time to time, as deemed necessary.

Section 6. Finance Committee. The Board of Directors shall appoint a minimum of four (4) Municipal Members to serve on the Finance committee. Additionally, up to two (2) Associate non-voting Members may be appointed to the committee as needed, which shall be chaired by the Secretary-Treasurer who may select a co-chair from the Municipal Members on the committee. The Finance Committee shall review and modify as necessary the proposed annual budget submitted to them in May by the Executive Director and recommend its adoption to the Board of Directors, effective October 1st of each year. In addition, the Finance Committee shall review the finance records of the League and shall report its findings to the Membership of the League through the Secretary-Treasurer, from time to time.

Section 7. Program Committee. The Board of Directors shall appoint a minimum of four (4) Municipal Members to serve on the Program Committee. Additionally, up to two (2) associate non-voting members may be appointed to the committee as needed, which shall be chaired by a Municipal Member, appointed by the President, who may select a co-chair from the Municipal Members on the committee. The Committee shall review and assess the training needs of the general membership and shall organize and propose to the Board of Directors such seminars, training sessions, member benefits and information as may benefit the League.

Section 8. Scholarship Committee. The Board of Directors shall appoint a minimum of four (4) Municipal Members to serve on the Scholarship Committee. Additionally, up to two (2) associate non-voting members maybe appointed to the committee as needed which shall be chaired by a Municipal Member, appointed by the President, who may select a co-chair from the Municipal Members on the committee. The Scholarship Committee shall establish and publish criteria, review applications and select recipients of the William A. Cruickshank Scholarships. All Scholarship Committee members serve as voting members for the purpose of awarding scholarships.

Section 9. Other Committees. From time to time, the Board of Directors may establish additional Ad Hoc Committees either of the Board or of the membership to assist in the betterment of the League. The membership of these Ad Hoc Committees shall follow the guidelines set forth in Section 1. hereinabove.

ARTICLE ELEVEN LEAGUE APPOINTMENTS TO COUNTY WIDE, REGIONAL AND STATE COMMITTEES AND BOARDS

Section 1. Appointments. Unless otherwise required by Law, the Board of Directors shall nominate appointees to the County wide, Regional and/or State Boards, Committees, and Authorities as may from time to time be established. Nominations by the Board of Directors, together with any nominations from the floor, shall be voted upon at a Regular Meeting of the Municipal Membership or at a Special Meeting called for that purpose. If the presiding officer is unable to determine the results of a voice vote, then a roll call shall be taken. Weighted voting, as described in these Bylaws, shall not apply to these League appointments.

Section 2. The three (3) District 12 nominations to the Florida League of Cities Board of Directors shall be comprised of the standing President of the Palm Beach County League of Cities and two (2) duly elected Municipal Members who have experience with both the Florida League of Cities and Palm Beach County League of Cities. For members, other than the League President, nominations shall be made by the Board of Directors and shall be voted upon by the general membership as set forth above. The Board may support

nominees for multiple year terms provided that the individual initially seated is in the process of seeking office at the state or national level.

**ARTICLE TWELVE
LEGISLATIVE POLICY
REVIEW AND REMOVAL OF APPOINTEES**

Section 1. Policy. It shall be the policy of the League to support or oppose only legislation, activities, positions, or statement, which affect the welfare of municipalities or their constituencies within Palm Beach County. Any individual appointed by the League to represent its views, shall refrain from asserting a position, which does not comport with the above stated policy. In the event an individual appointed by the League to represent its view asserts a position which does not comport with the above stated policy, that individual shall be removed from the appointed position as set forth below.

Section 2. Review and Removal Procedures. Annually, all League appointees to any and all Boards, Committees and Authorities shall be reviewed by the Board of Directors in order to evaluate the service of all such appointees. In the event that a League appointee asserts a position which does not comport with the stated policy or view of the League or in the event that a committee member or member of the Board of Directors has three (3) unexcused absences (as defined at Article Seven, Section 4. of these By-Laws) from meetings of the board, committee or authority to which he was appointed for the applicable annual term, that individual shall be removed from the position as follows:

- a. League Appointees to Countywide, Regional, and State Committees and Boards: In the event that a League appointee asserts a position which does not comport with the stated policy or view of the League, such appointee shall be removed by majority vote of the Board of Directors. Upon the accumulation of three (3) unexcused absences during an annual term, the applicable seat shall be automatically forfeited; which forfeiture shall be effective upon a letter indicating same sent to the appointee by the Executive Director of the League of Cities.
- b. Board of Directors Appointees: Upon the accumulation of three (3) unexcused absences during an annual term, the applicable seat shall be automatically forfeited; which forfeiture shall be effective upon a letter indicating same sent to the Board Member by the Executive Director of the League of Cities.
- c. Weighted voting, as described in these By-laws, shall not apply to removal of League appointees.

THESE BY-LAWS ARE HEREBY APPROVED BY THE GENERAL MEMBERSHIP OF THE PALM BEACH COUNTY LEAGUE OF CITIES, INC. THIS 28th DAY OF SEPTEMBER, 2011.

ATTEST:

Mo Thornton, Secretary

Lisa Tropepe, President

(SEAL)