

## FLORIDA COMMUNITY DEVELOPMENT ASSOCIATION, INC. BYLAWS

### **ARTICLE I – NAME**

The name of the organization shall be the FLORIDA COMMUNITY DEVELOPMENT ASSOCIATION, INC.

### **ARTICLE II – PURPOSE**

The purpose of the Association shall be to:

- A. Inform the membership regarding the various salient issues impacting community and economic development and provide a forum for discussion.
- B. Act as a liaison and inter-connection point among members, practitioners, organizations, agencies and other groups, to facilitate a forum for the exchange of information and ideas, networking, cooperation and advocacy on common issues, fostering peer-to-peer counseling, and fielding inquiries.
- C. Promote and recognize practitioners’ professional excellence, contributions to the Association, and personal achievements; and  
  
Provide training opportunities to address member/practitioner needs and promote the use of “best practices” to assist creation of decent housing, growth of quality job opportunities, and overall wellness of the community.
- D. Contribute to the general field of knowledge in housing, community development, economic development, and/or redevelopment, and promote the sharing of the collective experience of members, relevant resources and contacts.
- E. Expand the collective potential of the Association to share information, respond to requests for training, compliance, and other information.

### **ARTICLE III –Member Category and Respective Dues, Voting Member**

- A. Membership Category and Respective Annual Dues
  - (1) Small Unit of Local Government. Unit of local government (population 50,000 or less) participating in the Community Development Block Grant, HOME, or State Housing Initiatives Partnership Programs, Economic Development Initiatives Grants,

Brownfield, Empowerment, Enterprise Zone, or Community Revitalization Areas, or those units of local government eligible to participate in these programs-\$275.

- (2) Large Unit of Local Government. Unit of local government (population greater than 50,000) participating in the Community Development Block Grant, HOME, or State Housing Initiatives Partnership Programs, Economic Development Initiatives Grants, Brownfield, Empowerment, Enterprise Zone, or Community Revitalization Areas, or those units of local government eligible to participate in these programs-\$300.
- (3) Housing or Economic Development Agency. Public housing, housing finance, or other housing development entity State housing agency or department, regional planning council, or local planning organization-\$300.
- (4) For-Profit Entity. Commercial business, Real Estate Company, insurance agency, housing developer, Inspections Company, appraisal, legal firm or other housing related organization -\$350.
- (5) Housing or Economic Development Organization. Organization whose work helps create or retain jobs and/or businesses-\$275.
- (6) Ex-officio Public Unit of local government. Unit of local government, non-profit, Community Development Corporation, or other community-based organization working in the field of community and/or economic development-\$275.
- (7) Ex-officio Private Individual Member. Individual retired from a community or economic development organization-\$75.
- (8) Ex-officio Private Sponsor Trustee Member. Sponsoring Organization Member Representative as determined by a majority vote of the Board or as provided for herein, minimum sponsorship amount of-\$2,500.

B. Voting Member

- (1) Ex-officio members shall take an active part in all discussions and may serve on committees but cannot vote, make or second motions before the Board or General Membership.
- (2) A voting member agency, company or organization shall be one who is eligible to vote per their respective membership category and paid their full annual membership dues.

- (2) Each eligible voting member agency, company or organization shall have only one vote, and may appoint one (1) person to serve as their official representative to cast that vote in matters before the Board or General Membership.

**IV. Board of Directors**

A. Board of Directors Representative Categories

The Board of Directors shall be the eligible, qualified, fully dues-paid members elected to the Board per the Association Bylaws. Board Members shall be representative of the following categories. No more than one (1) member from the same jurisdiction may serve as the voting member on the Board of Directors.

- |  |                                      |
|--|--------------------------------------|
| 1. Urban Counties  | (3) Members                          |
| 2. Entitlement Cities  | (3) Members                          |
| 3. Small Cities under 50,000 in population, and eligible jurisdictions under the State Small Cities, CDBG, HOME or SHIP Program. | (1) Members                          |
| 6. At-Large (statewide).   | (2) Members                          |
| 7. Ex-officio Sponsor.   | (9) Members                          |
|  | ____ (Number to be determined Board) |
| Voting Members =   | 18                                   |

B. Executive Board, Officers and Duties

The Executive Board of Directors shall consist of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Immediate Past President; and the Executive Director who shall serve in an ex-officio capacity. This group shall act as the full Board to decide the business of the Association that may come up from time to time outside regular Board or General Membership meetings, and shall report the action to the full Board at the next scheduled Board meeting or within ten (30) calendar days of the action-taken.

The respective Officer and duties include but are not limited to:

- (1) President – The President shall ensure the longevity and continuity of the Association, oversee coordination of the Annual Training Meeting/Conference, awards, workshops, meetings and other activities; assist the Planning Committee Chair to develop topic sessions and secure presenters for the Annual Training Meeting/Conference, workshops and other activities; assist the Membership Chair shall spearhead efforts to recruit new members and retain existing members recruit sponsors to support the Association; market Association events, develop appropriate contacts and linkages with other agencies and organizations; appoint the Chair of the Bylaws, and other committees, as needed, to accomplish the purpose, mission, and goals of the Association; establish and maintain a practical working relationship with U.S. Department of Housing and Urban Development (HUD), State of Florida and

other relevant organizations, schedule at least four (4) Board meetings, and one (1) Annual Training Meeting per the fiscal year July 1<sup>st</sup> – June 30<sup>th</sup>.

- (2) First Vice President – First Vice President –The First Vice President shall assume the duties of the President, as needed, and serve as the Planning Committee Chair to assist development of topic sessions and secure presenters for the Annual Training Meeting/Conference, workshops and other activities. This position shall also assist the Membership Chair to obtain new members, secure sponsorships to support the Association, market Association events, recommend establishment of committees to carry out the mission and accomplish the goals of the Association, as well as, assist development of contacts and linkages with other organizations, oversee production of newsletter articles, the Association website, brochure, and Annual Calendar of Events, as appropriate.
- (3) Second Vice President – The Second Vice President shall assume the duties of the First Vice President or President, as needed, and serve as the Membership Committee Chair to spearhead efforts to recruit new members and retain existing members. This position shall also assist the Planning Chair to assist development of topic sessions and secure presenters for the Annual Training Meeting/Conference, workshops and other activities. This position shall also recruit sponsors to support the Association; assist coordination of the Annual Training Meeting/Conference; recommend committees to accomplish the purpose, mission, and goals of the Association; assist development of the Association website, newsletter articles, letters and other recruitment tools, as appropriate.
- (4) Immediate Past-President – The Immediate Past-President shall assume the duties of the Second Vice President, First Vice President or President, as needed, and serve as Vice Chair of the Planning and Membership Committees. Additionally, this position shall recruit sponsors to support the Association; assist coordination of the Annual Training Meeting/Conference; recommend committees to accomplish the purpose and goals of the Association; assist development of the Association website, production of newsletter articles, letters and other recruitment tools, as appropriate.
- (5) Executive Director/Secretary-Treasurer - The Executive Director /Secretary-Treasurer shall be responsible for the day-to-day and fiscal operation of the Association, and other duties as prescribed by the Executive Board or Board of Directors. This position shall be appointed by the full Board of Directors and serve as an ex-officio member of the Executive Board, Board of Directors, and General Membership. The Executive Director/Secretary-Treasurer shall take actions, as appropriate, to assist in the coordination of the duties of the Officers referenced above to achieve the purpose, mission, and goals of the Association.

The Executive Director/Secretary-Treasurer shall be responsible for hiring support or contract staff to maintain and operate the Association's Offices, conduct the Association's business and obligations, fulfill requests for information associated with the duties outlined above, and repository for Association information.

The Executive Director/Secretary-Treasurer may recommend amendments to the By-Laws to the Board of Directors. If approved by a two-thirds vote, the proposed Bylaws amendment shall be presented to the full membership at the Annual Training Meeting/Conference to be adopted by a two-thirds vote of the general membership present. See also Section VII (A) herein.

C. Board of Director Terms

Each member of the Board of Directors shall be elected for 2-year terms (unless appointed by the Board to complete a term) before having to stand for re-election. However, Ex-Officio members of the Board of Directors are elected to serve one-year terms (unless appointed by the Board to complete a term) before having to stand for re-election. Each Director may be re-elected to serve continuously and may serve until replaced.

- D. Officers - The President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Immediate Past President shall serve a term of two (2) years (unless appointed by the Board to complete a term) before having to stand for re-election. However, Ex-Officio members are not eligible to serve as Officers. The Executive Director/Secretary-Treasurer shall serve continuously as an ex-officio member of the Executive Board, Board of Directors, and General Membership.

Upon completion of the President's term, the President shall advance to become Immediate Past-President and the current 1<sup>st</sup> Vice-President shall advance to become President; the 2<sup>nd</sup> Vice-President may advance to become 1<sup>st</sup> Vice President or a new 2<sup>nd</sup> Vice President may be elected by the Board from its sitting Board members. The elected/ and appointed Directors and Officers shall be announced to the General Membership. See also (D) and (H) of this Section.

E. Ex-Officio Board Members

1. Ex-officio members (except as otherwise defined herein) shall not be eligible to serve as Officers; vote, make or second motions, on items before the Board or General Membership, but shall take an active part in all discussions.
2. The Board of Directors may at its discretion and by majority vote appoint Ex-officio Trustee Member representatives of organizations, associations, agencies, and etcetera. Such appointments shall be made to add credibility, political advocacy, and financial, social or other support for the Association. There shall be no attendance requirements for this classification.

F. Removal of Directors

1. The Board of Directors or the Executive Director/Secretary-Treasurer shall be empowered to remove any Board Member who has had three (3) consecutive unexcused absences from meetings of the Board within the period July 1<sup>st</sup> through June 30<sup>th</sup>.
2. The Board of Directors shall be empowered to remove a Board Member for cause by a two-thirds (2/3) vote of the members present at a regularly scheduled meeting when, in the judgment of the Board, the Member's continued presence on the Board is decided to be detrimental to the best interests of the Association.

#### G. Quorum

A quorum for each, the Executive Board, Board of Directors, and any Special meeting, shall be the presence of at least 50% plus 1 of the respective Members eligible to vote.

A quorum for the Annual Business meeting shall be the number of eligible dues paid members in good standing who are present at the meeting.

#### H. Filing Vacancies on the Board of Directors

The Board shall be empowered to fill vacancies and empty Board category slots to serve out the duration of an unfinished term by a majority vote of those Board Members present at a regularly scheduled or special meeting of the Board. Results of the election/voting shall be announced to the General Membership.

### **ARTICLE V – STANDING AND AD-HOC COMMITTEES**

The Standing Committees shall include the Nominating, Bylaws, Sponsorship, Planning, and Membership. The Executive Director/Secretary-Treasurer shall serve as an ex-officio member of each Committee.

Nominating Committees. Annually, at least sixty days (60) prior to the Annual Business Meeting, the President may appoint a Nominating Committee Chair from among the Board members. This Chair shall then select three (3) members of the Association with at least one (1) being a member of the Executive Board to assist in developing a proposed slate to be considered to fill open seats on the Board. The Executive Director/Secretary-Treasurer shall also take actions, as appropriate, to ensure the slate of proposed Nominations is made. The Nominations Committee and/or Executive Director/Secretary-Treasurer may consider write-in nominations per the respective Board representative category.

Bylaws Committee. Annually, at least sixty days (60) prior to the Annual Business Meeting, the President may appoint a Bylaws Committee Chair from among the

Board members. This Chair shall then select three (3) members of the Association with at least one (1) being a member of the Executive Board to assist in developing proposed amendments to the Bylaws to be considered by the Board. The Executive Director/Secretary-Treasurer may also recommend amendments to the Board. If the Bylaws Committee is not appointed, the Executive Board shall comprise the standing By-Laws Committee.

Sponsorships Committee. The President shall appoint a Sponsorships Committee Chair from among the Board members. Working closely with Executive Director, this Chair shall then select a minimum of three (3) members of the Association to assist in clarifying sponsorship categories, marketing to sponsors, providing feedback, and other, as needed. presenting, and accomplishing the stated sponsorship goals.

Planning Committee. The 1<sup>st</sup> Vice President shall serve as Chair of the Planning Committee. This Committee shall lead the effort to identify new training opportunities.

Membership Committee. The 2<sup>nd</sup> Vice President shall serve as Chair of Membership Committee. This Committee shall lead the effort to recruit new members and retain existing members.

Ad Hoc Committees. The President or full Board of Directors shall appoint Ad Hoc Committees, as necessary, to accomplish a specific and well-defined project or purpose. The ad hoc committee may be terminated when the project or purpose is completed.

## **ARTICLE VI – General Membership Dues and Fiscal Year**

The dues structure of the Association is detailed in Section III (B) (1-8).

The Association Fiscal Year is July 1<sup>st</sup> – June 30<sup>th</sup>.

## **ARTICLE VI – Association Member Services and Benefits**

- A. News, Information and Tips on professional development.
- B. Free Advertisement in Newsletter, Database and/or other forms of announcement, for eligible information, such as new employment opportunities, announcements, awards, training and other events.
- C. Technical Assistance from Qualified Experienced Practitioners based on requests for information and peer-to-peer counseling assistance.

- D. Practical Training Workshops and Seminars based on member requests, community and economic development trends, and hot topics.
- E. Annual Training Meeting/Conference and Workshop Discounts on trainings, workshops, community and economic development workshops, hands-on instruction, professional development, leveraging partnerships and financial resources, and other.
- F. Association Database for announcements, inquiries.
- G. Career and Personal Development Opportunities.
- H. Opportunity to compete for Excellence Awards

1. James E. Huger Award

This award is named for an original founder and a real “force” behind formation of The Florida Community Development Association (FCDA), and its continuation across many years. Dr. James E. Huger was CD Director in The City of Daytona Beach, long-serving emeritus member of the FCDA Board, an unceasing advocate for the Association in offices at the capitol(s) in Tallahassee, FL and Washington DC. He was one of the longest serving members of the National Community Development Association (NCDA) Board, helped form and continue operations of the NCDA Region IV organization, and was instrumental in its continuation over many years where he carried the vision of FCDA around the state and country at the very highest levels. Health concerns curtailed his activities after retirement and 100<sup>th</sup> birthday, but he remained loyal to the FCDA until he deceased. The Award recognizes longtime significant advocacy, professional and personal contributions, and direct support to the Florida Community Development Association. Only past winners of the award can participate in the selection of the person for this award.

2. Shirley Taylor-Prakelt Award

The previously named “*Excellence Award*” was renamed in 2017, to highlight one of the early founders of FCDA. It recognizes longtime notable advocacy, professional, personal, and/or program excellence in implementing community development or economic development programs. Shirley Taylor-Prakelt was CD Director in the Towne of Davie, a long-serving member of the FCDA Board, an unceasing advocate for the Association in offices at the capitol in Tallahassee, FL and around the state, even after she retired, and until she deceased. Shirley was instrumental in helping to fulfill the initial training contracts between state and the Association, administering skill competence testing, and a host of other accomplishments. Members can be nominated or encouraged to submit their notable accomplishments, “best practices” and successful projects to be so recognized and their achievements shared with others across the state and possibly the nation.



### 3. Friend of Community Development Award

This award is made in recognition of one or more notable demonstrations of outstanding support, professional, personal or programmatic accomplishment, or other contributions to the Association, housing, community development and/or economic development projects located in the jurisdictional area where the Annual Training Meeting/Conference is being held. In some instances, the award may go to a commissioner, council-person or other entity that preserves, advocates for or defends community/economic development programs. The host jurisdiction manages this nominations, and makes this selection.

### 4. Michael D. Smith "Timex" Award

This award is made to recognize the spirit, conviction and strength, it takes to endure significant professional and/or or personal adversity while persevering-on to make notable accomplishments. It samples the language in the old Timex watch advertisement, "*It Takes a Licking but Keeps on Ticking*", citing the durability and value of that timepiece. Michael D. Smith was a banker who served with several financial organizations and remained a FCDA sponsor wherever he worked. He became seriously ill but still remained steadfast in his support and encouraged other organizations to sponsor the Association. Even away from work he still encouraged his colleagues, mentees, and stewards to support the Association. The Award recognizes individuals or organizations, and highlights and shares their "story" so that it might be an inspiration to others. Members can be nominated or are encouraged to submit their own stories and notable accomplishments, "best practices" or successful projects, and contributions so as to be recognized and shared with others to inspire them to endure.

### 5. Non-Profit "Diamond" Award

This award is made in recognition of exemplary uses of local, federal, state and/other community development and/or economic development funding to address the needs of low and moderate-income households and neighborhoods. Non-profit organizations are a critical part of our success and this award honors that mutually beneficial partnership. Only Non-Profit organizations are eligible to be selected for this Award. Applications are typically submitted through the FCDA website. See the Non-Profit Diamond Award Application at [www.fcda-online.org](http://www.fcda-online.org). Members can nominate and/or encourage non-profits to submit their notable accomplishments, "best practices" and successful projects to be so recognized.

## **ARTICLE VII – Amendment to Bylaws**

- A. If a Bylaws Committee is not appointed (see Article V above), the Executive Board shall comprise the standing By-Laws Committee. The

Executive Director/Secretary-Treasurer may recommend amendments to the Executive Board. The Executive Director may also offer minor changes to correct Scribner's or other errors. The Executive Board shall then be empowered by a two-thirds vote to present the proposed amendment to the full Board of Directors.

If approved by a two-thirds vote by the Board Directors, the proposed Bylaws amendment shall be presented to the full membership at the Annual Training Meeting/Conference to be adopted by a two-thirds vote of the general membership present.

If some portion of the Bylaws is found to violate applicable law; and/or on occasions where failing to timely adopt the amendment may egregiously hinder operations of the Association, as determined by unanimous vote of the Board, the Board of Directors shall be empowered at any meeting to approve an emergency amendment to the Bylaws. The emergency amendment must be presented to the full membership for ratification at the next Business Meeting.

- B. Amendments can be proposed and adopted by the General Membership:
- (1) If proposed to the Board at least sixty (60) days prior to the Annual Business Meeting. The amendment may be presented by the Board to the Membership and adopted by a two-thirds vote of the eligible voting Members.
  - (2) If proposed from the floor at the Annual Business Meeting and properly motioned and seconded, the amendment may be adopted by a vote constituting two-thirds of those voting members present at the Business Meeting.

These BYLAWS are a certified correct, amended version of the FLORIDA COMMUNITY DEVELOPMENT ASSOCIATION, INC., BYLAWS, which BYLAWS were approved by the Association's General Membership at the Annual Training Meeting/Conference held April 26<sup>th</sup> 2017.

ADOPTED This 26<sup>th</sup> Day of April 2017

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Emory M. Counts, Executive Director/Secretary-Treasurer/Secretary-Treasurer

STATE OF FLORIDA  
COUNTY OF VOLUSIA

Sworn to before me, a Notary Public, State of Florida At-Large, this \_\_\_\_\_ day of \_\_\_\_\_, 2017, personally appeared \_\_\_\_\_ who is  known to me/  produced the following valid form of identification: \_\_\_\_\_.

(SEAL)

\_\_\_\_\_  
Notary Public  
My Commission Expires: