

CONSTITUTION & BYLAWS OF THE FLORIDA ANIMAL CONTROL ASSOCIATION

As amended by the membership at the Annual Meeting April 9, 2021

ARTICLE I. NAME AND MISSION OF THE ASSOCIATION

Section 1. The name of this association shall be the "FLORIDA ANIMAL CONTROL ASSOCIATION" also known as FACA.

Section 2. The mission of the Florida Animal Control Association is to improve the methods and standards of the animal control and protection profession throughout Florida, to inform the public of the true nature and importance of the work performed by animal control and protection organizations, to cooperate with the other public agencies dealing in animal control and protection, to promote local and state animal related regulations and laws, to provide assistance to local animal control and protection organizations, to assist state agencies and local animal control and protection organizations in disaster planning and post-disaster operations, and to promote justice and equity in the enforcement of animal control and protection laws.

Section 3. The association shall operate as a not-for-profit organization.

ARTICLE II. MEMBERSHIP

Section 1. REGULAR MEMBERS. Regular membership is open to any Florida Animal Control Agency, Code Enforcement Agency, Law Enforcement Agency, or Government-contracted organization providing animal control that enforces local and/or Florida State statutes related to animal regulations. Each member agency shall designate a representative who is entitled to one (1) vote on matters pertaining to the association.

Section 2. ASSOCIATE MEMBERS. Any organization or individual who supports the FACA mission as defined in Article I, Section 2. is eligible to be an associate member.

Section 3. CORPORATE MEMBERS. Any corporation or business that supplies a service, product, or equipment to animal control agencies is eligible to be a Corporate Member.

ARTICLE III FINANCIAL

Section 1. FISCAL YEAR. The Association shall have a fiscal year running from January 1 to December 31.

Section 2. ANNUAL DUES FOR MEMBERSHIPS. The Board of Directors shall establish dues for memberships.

Section 3. MEMBERS IN GOOD STANDING. Members who have paid their annual dues shall be in good standing with the association.

ARTICLE IV. BOARD OF DIRECTORS AND OFFICERS

Section 1. BOARD OF DIRECTORS. There shall be ~~nine (9)~~ ten (10) Directors who shall function as the Board of Directors of the Association also known as the "Board." Nominees for Director positions shall be managers of Regular Members in good standing. Directors shall be elected by Regular Members in good standing, ~~voting at the Association's Annual Meeting to fill vacant Director positions except that the Office of Past President Director position shall be filled as specified in Section 3 below. Voting~~ may be conducted in accordance with policies established by the Board by written ballot, electronically, or at the Association's Annual Meeting to fill vacant or expiring Director positions. The newly elected Directors shall determine the officers at an Executive Session immediately following the election. The Directors shall serve a term of three years each. There shall not be more than one Director on the Board from the same regular Member agency.

Section 2. EX OFFICIO DIRECTORS. The Board of Directors may, from time to time, elect one or more ex officio directors of this association who shall be advisory members of the Board of Directors. Any such election shall be for such term and based on such criteria as the Board of Directors deems appropriate. All ex officio directors shall be non-voting directors of the association.

~~Section 2~~ Section 3. GOVERNING BODY. The Board of Directors shall be the governing body of this association, and shall exercise the powers and duties usually exercised by a Board including, but not limited to the following:

- a. Determination of matters of policy and finances of the association;
- b. Instruct and direct committees of the association upon matters of policy and position for the association;
- c. To take upon proposed or pending legislation when such matters are deemed by the Board to be in the interest of the Association; and
- d. The Board will provide direction and oversight to the Executive Director.

~~Section 3~~ Section 4. OFFICERS. The officers of this association shall be President, Vice President, Past President, and Treasurer. The President and Vice President shall be eligible to hold office for up to two consecutive one year terms. The Past President will hold office for one or two years depending upon the President's terms of office. If the President is re-elected for a second one year term, the Past President will automatically serve a second year. ~~The Board of Directors shall elect the Officers at an Executive Session immediately following the Board election.~~ There is no term limit for Treasurer.

- a. PRESIDENT. The President shall be chairman/chairwoman of the Board of Directors and shall: be the presiding officer of the association; see that all provisions of the

Constitution and By-Laws are enforced and that all resolutions and orders adopted by the association at its meetings are promptly executed, for efficient operation of the association.

- b. VICE PRESIDENT. The Vice President shall assume all of the duties of the President in case of death, absence, or inability to act.
- c. PAST PRESIDENT. ~~The Past President is a member of the Board and is not elected by the voting members.~~ The Past President shall serve as an advisor on matters of policy and procedures for the association and shall act as the association Parliamentarian. The Past President will serve as the Chairman of the Nominating Committee. The Past President position will be the most recent former president willing to serve on the Board. If the immediate former President cannot perform the duties of the office, the President shall appoint a former President of the Board, willing to serve as Past President. Such appointments shall be subject to the approval by the Board. If no Past President is available to serve then the Board may proceed with this officer position vacant until a former President on the Board is available to serve. ~~The Past President will remain on the Board until preceded by the next former President.~~
- d. TREASURER. The Treasurer shall oversee the transfer of monies from the operating account, monies maintained by the Executive Director, and properties of every nature belonging to the Association. These monies will be deposited in a bank and invested as directed by the Board. The Treasurer shall audit the operating account at least monthly and make a financial report at the Board of the Association and at such other times that may be directed by the President or the Board. The Treasurer shall recommend an annual budget to the Board for consideration.

~~Section 4~~ Section 5. REMOVAL FROM OFFICE. Whenever an officer or Director is unable or unwilling to perform the duties described in this constitution, the remaining Directors may remove that officer from office and/or the Board by a two-thirds (2/3) vote.

~~Section 5~~ Section 6. VACANCIES. A Director who loses eligibility for serving on the Board must disclose the change to the President or executive Director within thirty (30) days. They will then have three (3) months to re-establish eligibility for Board service. Failure to notify the President or Executive Director within the thirty (30) day timeframe or regain such eligibility within the three (3) month timeframe will constitute an automatic resignation from the Board. Whenever a vacancy in any Director's position shall occur, the President shall appoint a member in good standing, who shall be subject to approval by the Board of Directors. Appointed Board Members will serve for the duration of the former incumbent's term of office. Whenever an Officer vacates a position prior to the expiration of the term of office, the Board shall meet in Executive Session to determine which Director shall hold the vacant office except that an appointment to the office of Past President must be a former President of the Florida Animal Control Association or the office will remain vacant until a former President can be appointed.

~~Section 6~~ Section 7. NOMINATING COMMITTEE. A Nominating Committee appointed by the President, consisting of ~~a former~~ the Past President and three (3) Regular

Members of the association, two (2) of whom are current Directors, shall meet and nominate one (1) or more individuals who are Regular Members in good standing for each Director's position that will be subject to being filled ~~at the Association's Annual Meeting by election.~~ Names of nominees shall be submitted to the association at the Board for election by the Regular membership. The association shall also accept nominations ~~from the floor~~ from Regular Members for any Director position up for election, following policies and procedures established by the Board.

The President of the Board will appoint the nominating committee no less than sixty (60) days prior to a scheduled election. The Chair of the Nominating Committee shall be the Past President or a member of the Board of Directors. The Committee is responsible for reviewing board nominations, ensuring that each is equipped with the proper experience, tools, and motivation to carry out his or her responsibilities, and submitting a slate of viable candidates to the Board for consideration. The Committee shall take into consideration the geographical location of the candidates in an attempt to ensure statewide representation.

ARTICLE V. MEETINGS

Section 1. ANNUAL MEETING. There shall be an annual meeting of the association ~~each year.~~ Notice of the time and location of such meeting shall be given to each member at least thirty (30) days prior to such meeting.

Section 2. MEETING OF THE BOARD. The Board shall conduct regular meetings to be determined by the Board as to place and time during the year.

Section 3. SPECIAL MEETINGS AND EXECUTIVE SESSIONS OF THE BOARD. The Board of Directors shall meet at such other times as called by the President or upon request of three (3) Board members. From time to time, the Board may elect to meet in Executive Session not open to FACA members or to the public. The Board may also call in a special meeting of the Regular Members. Notice of the time and location of such meeting shall be given to each member at least thirty (30) days prior to such meeting.

ARTICLE VI. RULES OF CONDUCT AND VOTING

Section 1. RULES OF ORDER. The rules of order as contained in Roberts Rules of Order shall govern this Association except when inconsistent with the Constitution of the Association.

Section 2. RIGHT TO VOTE. Regular Members of this association in good standing are eligible to vote ~~at the annual meeting~~ upon such issues that may be brought before the association by the Board.

Section 3. QUORUM. A majority of Regular Members present shall constitute a quorum for the transaction of business at the annual meeting. For the purpose of transacting

official business at regular Board meetings, a quorum of the Board shall consist of not less than ~~five (5)~~ six (6) Directors except if there is vacancy of one or more Director positions; a quorum shall then consist of at least fifty percent (50%) of the remaining Directors.

Section 4. ORDER OF BUSINESS. The following agenda shall be followed by the Board at the Annual Meeting.

- a. Roll call of officers.
- b. Reading of minutes of previous meeting.
- c. Report of Treasurer.
- d. Report of President.
- e. Committee Reports.
- f. Old Business.
- g. New Business.
- h. Announcement of Newly Elected Board members
- ~~h.~~ i. Election of Board members.
- ~~i.~~ j. Adjournment.

ARTICLE VII. FACA EXECUTIVE DIRECTOR

Section 1. EXECUTIVE DIRECTOR. The Board shall select an Executive Director to provide support to FACA and act as secretary of the association. A contract of employment shall be agreed to regarding duties, responsibilities, and compensation. The Board shall establish the duties of the Executive Director.

ARTICLE VIII. ADOPTION AND AMENDMENT

Section 1. The Constitution shall be adopted at the first annual meeting of this association by a majority vote of the members present.

Section 2. AMENDMENTS.

- a. PROPOSAL. The Board of Directors may propose amendments to the bylaws at any time to add, change or delete a provision, unless such change would result in a change of the voting rights of a class of membership. ~~Amendments to the Constitution may be made at the annual meeting by a two-thirds (2/3) vote of the members present.~~ Amendments may be proposed by the Board or any Regular Member if twenty-five (25) percent of the Regular Members petition the Board to place the proposed amendment on the ballot at the next Annual Meeting. ~~Amendments proposed by a Regular Member must be provided to the President at least forty-five (45) days prior to the Annual Meeting. The Executive Director shall send a copy of proposed amendments to Association members eligible to vote prior to the Annual Meeting at which the amendments shall be offered.~~
- b. APPROVAL. Bylaws amendment proposals that do not change the voting rights of members may be voted on at any meeting of the Board provided that the intention to vote on such amendments is included in the notice for the meeting

and that at least two thirds (2/3) of the Directors are present. A two thirds (2/3) vote in support by the Directors is required to approve any proposed amendments.

Bylaws amendments that change the voting rights of members shall be voted on by Regular Members, where the intent to vote on such amendments has been included in the meeting notice and provided at least thirty (30) days prior to the meeting, and a quorum of Regular Members exists. The Executive Director shall send a copy of proposed amendments to Association members eligible to vote prior to the meeting at which the amendments shall be offered. Voting may be conducted by written ballot, electronically or at the Association's Annual Meeting. A two thirds (2/3) vote of the members present is required to carry the amendments.

ARTICLE IX. LIQUIDATION

Section 1. Any and all net assets remaining after the liquidation of this organization or dissolution of organization shall be transferred and delivered as soon as practical to such charitable, religious, educational or other institution or organization as shall be designated by the liquidators of this organization, provided that every such transferee shall be exempt from taxation under the provisions of the Internal Revenue Service Code, Section 501 or such similar provision as shall be in force.

ARTICLE X. RECORDS RETENTION

Section 1. All Florida Animal Control Association Records shall be retained for a period as required by law and then destroyed. Records shall be made available to members of the Association upon request. The President, with the approval of three (3) other Board members, shall establish the fees for such requests when not defined by Board policy.