

~~INTERIM GOVERNING DOCUMENT~~ **BYLAWS** OF THE
REGIONAL COMMUNITY INSTITUTE OF NORTHEAST FLORIDA, INC.

Article I – Name and Area

Section 1 - Name -The name of this organization shall be the Regional Community Institute of Northeast Florida, Inc. (RCI)

Section 2 - Area - The RCI shall have as its area of organization defined as Northeast Florida, primarily serving Baker, Clay, Duval, Flagler, Nassau, Putnam and St. Johns Counties.

Article II – Purpose

The purpose of the corporation shall be to advance and promote the vision of regionalism, as it relates to the quality of Northeast Florida’s natural, built, economic and social environments. Regional Community Institute of Northeast Florida, Inc. is organized exclusively for charitable and educational purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the IRS Code or corresponding section of any future federal tax code.

Article III - Fiscal Year

The RCI operating and fiscal year shall be October 1 through September 30.

Article IV - Membership

Section 1 - Member - Membership in the RCI shall be available to anyone living or working in Northeast Florida with an interest in supporting the objectives of RCI and who is invited to join RCI by its Board of Directors.

Section 2 - Regional Leadership Academy Graduate Members - Graduates of the Northeast Florida Regional Leadership Academy shall be members of the RCI unless they notify the Secretary or designee of their resignation.

Section 3 – Northeast Florida Regional Council Members - Members of the Board of the Northeast Florida Regional Council shall be members of the RCI unless they notify the Secretary or designee of their resignation.

Section 4 – Additional Membership Categories – Additional classes of membership may be added at any time subject to Board approval.

Section 5 - Bylaws - Each person will be given a copy of these Bylaws upon becoming a member of this RCI.

Article V - Voting

The established General Membership shall have only one voting responsibility: to elect Board members at the Annual Meeting.

Article VI – Board of Directors

Section 1 – Board Members -The RCI shall be governed by a Board of Directors composed of its officers and a maximum of twelve (12) other members. At no time shall the Board be composed of less than five (5) members. At least 50% of the Board of Directors must be nominated by the Northeast Florida Regional Council Board.

Section 2 – Absences - Board Members should make every effort to attend Board Meetings. Should any Board Member have 2 (or more) unexcused absences from any Board Meeting, the Board may remove said Board Member from the Board of Directors. An unexcused absence is applied to any absence without notice to Board Secretary or his/her designee.

Article VII - Elections and Officers

Section 1 - Nominating Committee - The Nominating Committee selected by the Board of the RCI shall prepare a slate of candidates for each of the elective positions, namely: Chairperson, Vice-Chairperson, Secretary/Treasurer, and up to twelve (12) Board members from the membership of the RCI. All nominees must be members in good standing.

- a. Prior approval of candidacy shall be obtained from candidates.
- b. Additional nominees may be added to the Nominating Committee's slate from the floor.
- c. Board Member elections shall be held at the Annual Meeting.
- d. Board Officers shall be elected by the Board members at the first regular meeting of the Board following the Annual Meeting.
- e. A member may not be elected for two consecutive terms in the same elective position.
- f. The slate of nominees shall be submitted to the membership with the agenda for the Annual Meeting.

Section 2 – Officers - Officers of RCI shall consist of a Chairperson, a Vice Chairperson and a Secretary/Treasurer.

- a. Chairperson - The Chair shall have general supervision of the RCI officers, shall appoint Chairpersons of all regular and special committees, shall preside as chairpersons at meetings of the Board, and shall be, ex-officio, a member of all committees except the Nominating Committee.
- b. Vice-Chairperson - The Vice-Chair shall assume the duties of the President in the absence or upon the inability of the Chair to serve, and shall perform any duties assigned by the Chair, including chair of the Membership and Nominating Committee and issuance of meeting notices. In the event the Vice-Chair cannot serve in the Chair's absence, the Board shall appoint a Chair, pro tempore.
- c. Secretary/Treasurer - The Secretary/Treasurer shall be responsible for the correspondence files, the recording of the minutes of all meetings and distribution of the minutes as well as maintaining official documents of the corporation. They shall also be responsible for the funds of the RCI and shall submit complete financial reports to the Board. Duties shall include the chairmanship of the Budget and Finance Committee.

Section 3 - Term of Office – Officers and elected Board members must be members, be installed at the Annual Meeting, take office immediately following the Annual Meeting, and serve until replaced. During the initial terms of office, Board members and Officers shall be elected using a staggered term process. The Chairperson and one third of the non-officer members shall be elected for a three (3) year term, the Vice-Chairperson and one third of the non-officer members shall be elected for a two year term, and the Secretary/Treasurer and the remaining members shall be elected for a one (1) year term. Thereafter, the term for Board members and officers shall be two years.

Section 4 - Vacancies

- a. Chairperson – A vacancy shall be filled by the Vice-Chair for the un-expired term of office.
- b. Vice-Chairperson - A vacancy shall remain unfilled until the next scheduled election. The Board shall select a member to serve in the stead of the Vice-Chair on the Board for the duration of the term.
- c. Secretary/Treasurer - A vacancy shall be appointed by the Chair for the un-expired term of office.

Section 5 – Removal From Board or Office – The Board of Directors may remove from the Board and/or from Board Office any member who has missed 2 or more meetings due to unexcused absences or any member who it deems has participated in any activity that would be in conflict of interest with this Organization’s mission or purpose, or any other behavior prejudicial to the Organization.

Article VIII – Meetings

Section 1 - Regular Meetings - Regular meetings of the membership shall be held at such times and places as determined and posted on the appropriate website by the Board.

- a. Annual Meetings - The Annual Meeting shall be for the purpose of election of Board members, approval of annual budget, approval of annual audit, receiving reports of officers and committees, and for any other business that may arise.
- b. Board Meetings – Board Meetings shall be held at least 4 times per year or as needed.
- c. Special Meetings – A special meeting may be called by the Chairperson at any time. Agenda for said meeting must be provided to members prior to the meeting.
- d. Quorum - The quorum for any regular meeting of the RCI shall be forty (40) percent of the membership or five (5) RCI members in good standing, whichever is less. The Quorum for any Board or Annual meeting shall be 40% of the Board of Directors. A Quorum may be established by electronic participation.
- e. Meeting Rules - The rules contained in the latest revision of Robert’s Rules of Order shall govern meetings in all cases to which they are applicable, and in which they are consistent with the Bylaws and/or other special rules.
- f. Bylaws - The Bylaws of this organization shall be available from the Secretary for inspection during every meeting.
- g. Electronic Participation and Voting – Conference call-in numbers shall be provided on the appropriate website prior to each meeting. Votes ~~may~~ shall be accepted through electronic polling or through conference call.

Article IX - Management and Finance

Section 1 – Finance - Funds of the RCI shall be under the supervision of the Board, and shall be handled by the Secretary/Treasurer.

- a. The Secretary/Treasurer need not be bonded.

- b. Funds shall be derived from dues, work projects, and contributions.
- c. Funds shall be placed in a federally insured bank or savings and loan association.

Article X – Fiscal Agent

The Regional Community Institute of Northeast Florida, Inc. shall designate the Northeast Florida Regional Council as its Fiscal Agent until such time as the Board of Directors and membership elect to act as their own Fiscal Agent. The Treasurer shall work closely with the Fiscal Agent performing oversight activities for Regional Community Institute of Northeast Florida, Inc. under the guidance of the Board of Directors.

Article XI - Committees

Section 1 - Appointments - The Chairperson shall appoint committees and respective chairs as deemed necessary. Board members may chair Committees of the Board, or the Chairperson may elect **appoint** other regular members as Committee Chairs. Committee membership shall be at the discretion of the Committee Chair, and is not limited to RCI members. **The majority of committee members shall be RCI members.**

Section 2 - Standing Committees - The following shall be standing Committees of the RCI:

- Budget and Finance
- Revenue Development
- Membership and Nominations
- Affordable Housing
- Emergency Preparedness
- Economic Development
- Natural Resources
- Transportation
- Reality Check (until June 1, 2010)

Additional committees may be created as needed by the Chairperson.

Article XII - Dissolution

Upon the dissolution of RCI, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the IRS Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIII - Amendment to Bylaws

Any of these Bylaws may be amended, altered, repealed or added to, and new Bylaws may be made, by the affirmative votes of two-thirds (2/3) of the membership of the Board, at any given meeting of the Board of Directors. The proposed change shall be provided to the Board in writing, or via electronic transmission, seven (7) days prior to proposed action.

Additions are underlined and in red; deletions are ~~stricken through~~