



## The Regional Community Institute of Northeast Florida, Inc.

As in most diverse communities, the Northeast Florida region faces challenges including growth, preserving valuable eco-systems, improving economic viability, and maintaining the quality of life that is the reason we live in Northeast Florida. Northeast Florida is at a critical juncture. Rapid growth across the spectrum of communities has heightened awareness that growth related issues are interconnected and that they can best be addressed on the regional level.

The Regional Community Institute of Northeast Florida, Inc. was created in as the non-profit organization associated with the Northeast Florida Regional Council (NEFRC). The Institute is a broad group of stakeholders representing the seven counties in Northeast Florida. The counties are connected not only by shared boundaries, but by the common need to create new, and strengthen existing, resources for citizens who live and work in the region. As a non-profit organization, the Institute has the flexibility to partner with, and accept donations from, all of the diverse stakeholders inside and outside the region. The NEFRC will provide administration and staffing to the Institute. The NEFRC created the Institute to address three areas:

**Oversee the Northeast Florida Regional Leadership Academy:** Now recruiting for its fourth class, the Northeast Florida Regional Leadership Academy has graduated over 100 regional leaders since its inception in 2005. A cooperative effort with the non-profit Leadership Jacksonville, the Academy's mission is to build a strong, diverse regional network of leaders with a shared commitment to collaboration and to connecting our communities to make Northeast Florida a better place to live and work. The program covers regional history, demographics, growth management, environment, resources and the full range of issues affecting the region. In addition to providing leaders with information and resources regarding the state of the region, the Academy acts as a forum for dialogue on topical issues, a medium for exploring innovative approaches to community stewardship, and a network of regional leaders that can serve as resources to each other and the region. Academy graduates are some of the first to be considered when there is a need for citizens with a regional perspective to serve the community.



**Assess the State of the Region:** The Northeast Florida Regional Council is guided in its decision making by the Strategic Regional Policy Plan (SRPP). The SRPP includes indicators that, although helpful, may not fully show how we are doing in the mandated policy areas of Affordable Housing, Economic Development, Emergency Preparedness, Natural Resources, and Transportation. The Institute will consider, given the wide range of data available, the performance measures that are appropriate to a fair assessment of the state of the region. Through a collaborative relationship with the Jacksonville Community Council, Inc., a series of mutually agreed upon regional indicators will be developed and reported. For the purposes of the Institute, the state of the region includes what is happening in education, recreation, culture and the arts, preservation, health, social services, energy, equity and anything else that the Institute feels is reflective of a sustainable region. In addition, as visioning progresses, the Institute will determine what goals we should have as a region in each of the measured data areas, and the benchmarks we should achieve in order to reach our goals. It is anticipated that the Institute will issue an annual report card, to get the word out on our performance, to galvanize support for the things we need in order to continue to thrive, and to encourage us to do better in the future.

**Facilitate a First Coast Vision:** With the benefit of regional leaders, including those nourished by their experience at the Academy, and an Institute consensus on the State of the Region, the Institute can set the priorities for NEFRC staff to work on visioning efforts. NEFRC staff will prepare the background data for the players of Reality Check First Coast, a planning exercise scheduled for May of 2009. The Reality Check exercise will result in the identification of the guiding principles that are valued by the regional participants, a large and representative group of elected officials, business people and non-governmental agencies. These guiding principles will be used as the first step in the vision for the baseline issues anticipated to be covered by Reality Check First Coast: conservation, land use and transportation. After Reality Check First Coast, a public process will take place that, with Institute guidance, will result in consensus guiding principles and a graphic representation of the regional vision for conservation, land use and transportation. Reality Check First Coast will be a high-profile kickoff to the larger visioning process. First Coast Vision will be a multi-year visioning process that will cover a wide range of regional topics, as guided by the Institute. NEFRC staff will provide background data for each of the topics and the Institute will determine where stakeholder visioning is required. It is anticipated that committee's of the Institute will form to provide policy direction in the various visioning areas. Ultimately, the Institute will determine what policy issues should be included in the First Coast Vision, will guide the Vision and, it is hoped, recommend that it be used as the basis for the update to the NEFRC guiding policies, the Strategic Regional Policy Plan.



# **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, man-made, 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 begin October 1.

## **Article IV - Membership**

Section 1 – Regular Member - Regular membership in the RCI shall be comprised of graduates of the Regional Leadership Academy.

Section 2 – Additional classes of membership may be added at any time subject to Board approval.

Section 3 – 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, which shall be to elect Board Members at the Annual Meeting. The President of the Board shall appoint a Chairman of Membership who shall have the responsibility to call meetings of the membership in preparation for the Annual Meeting/Elections and as otherwise deemed necessary.

## **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 six (6) other Regular Members

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/Treasurer or his/her designee.

## **Article VII – Board of Director Elections**

Section 1 – **Nominating Committee** - The Nominating Committee selected by the Board of the RCI shall prepare a slate of candidates for each of the Director positions.

- a. Prior approval shall be obtained from said 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. The slate of nominees shall be submitted to the membership with the agenda for the Annual Meeting.

## **Article VIII– Board Officers/ Elections**

Section 1 - **Officers** -- Officers of RCI Board of Directors shall consist of a President, Vice-President, and Secretary/Treasurer. Their general duties are described as follows:

Section 2 – **Nominating Committee** - The Nominating Committee selected by the Board of the RCI shall prepare a slate of candidates for each of the Officer positions.

- a. **President** - The President shall have general supervision of the RCI officers, shall appoint Chairmen of all regular and special committees, shall preside as chairman at meetings of the Board, and shall be, ex-officio, a member of all committees except the Nominating Committee.
- b. **Vice-President** - The Vice-President shall assume the duties of the President in the absence or upon the inability of the President to serve, and shall perform any duties

assigned by the President, including chairmanship of the Program Committee and issuance of meeting notices. In the event the Vice-President cannot serve in the President's absence, the Board shall appoint a President, 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. The Secretary/Treasurer shall also be responsible for the funds of the RCI and shall submit complete financial reports to the Board. Duties shall also include the chairmanship of the Finance Committee.

Section 2 – Officer Elections – Board Officers shall be elected by the Board Members at the first regular meeting of the Board following the Annual Meeting.

Section 3 - Term of Office – Officers and Board members shall be installed at the Annual Meeting, take office immediately following the Annual Meeting, and serve until replaced. The term shall be three years (after the first series of staggered terms).

Section 4 – Staggered Terms – During the initial year of existence, Board Members & Officers shall be elected using a staggered term process. Three (3) members shall be elected for a three (3) year term; three members (3) shall be elected for a two (2) year term; three (3) members shall be elected for a one (1) year term.

Section 4 – Vacancies

- a. President - A vacancy shall be filled by the Vice-President for the un-expired term of office.
- b. Vice-President - The Board shall select a Board Member to serve in the stead of the Vice-President on the Board for the duration of the term.
- c. Secretary/Treasurer - The Board shall select a Board Member to serve in the stead of the Secretary/Treasurer on the Board for the duration of the term.

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 IX – Membership Meetings**

Section 1 – Membership Meetings – Regular meetings of the membership shall be held at such times and places as determined and published by the Board.

- a. Annual Meetings -The Annual Meeting, shall be for the purpose of election of Board of Director members, approval of annual budget, approval of annual audit, receiving reports of officers and committees, and for any other business that may arise.
- b. Special Meetings – A special meeting may be called by the President at any time. Agenda for said meeting must be provided to members prior to the meeting.
- c. Quorum - The quorum for any meeting of the RCI membership shall be constituted by the members present.
- d. 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.

### **Article X – Board of Director Meetings**

Section 1 - Board Meetings – Regular meetings of the membership shall be held at such times and places as determined and published by the Board.

- a. Quorum - The quorum for any Board meeting of shall be 40% of the Board Membership.

b. 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

### **Article XI - Management and Finance**

Funds of the RCI shall be under the supervision of the Board, and shall be handled by the Secretary/Treasurer.

- a. The Treasurer need not be bonded.
- b. Funds shall be primarily derived from grants and contributions.
- c. Funds shall be placed in a federally insured bank.

### **Article XII – Fiscal Agent**

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 Secretary/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 XIII - Committees**

Appointments -- The President shall appoint ad-hoc, standing committees, Advisory Boards and respective chairs as deemed necessary.

### **Article XIV - 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 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.