

**THE BYLAWS OF  
FLORIDA BROWNFIELDS ASSOCIATION, INC.**

August 31, 2015

**ARTICLE I  
NAME**

The name of this Association (the “Association”) shall be Florida Brownfields Association, Inc., a not-for-profit corporation, as incorporated under the laws of the State of Florida.

**ARTICLE II  
PLACE OF BUSINESS**

Offices of the Association shall be located in the State of Florida in such locality or localities as may be determined by the Board of Directors.

**ARTICLE III  
PURPOSE**

The purpose of the Association is to promote a wide array of Brownfields-related goals, objectives and initiatives, including, without limitation, environmental restoration, economic revitalization, natural resources preservation, conservation and recreational-based beneficial reuse, enhancement of financial and regulatory incentives, job creation and training, public health, environmental equity and justice, and community outreach and education.

**ARTICLE IV  
MEMBERSHIP**

Section 1: Eligibility

Any individual who has a reasonable and substantial interest in the purposes for which the Association was founded and who or which sincerely desires to further such purposes may be approved as a member by the Board of Directors (also referred to as “the Board”) as provided herein. Membership in the Association shall reside with the individual.

Section 2: Membership

Membership in the Association may be granted to any individual who is determined eligible by the Board of Directors of the Association for membership in the Association.

Section 3: Member in Good Standing

A member will be considered in Good Standing when current with association dues and not subject to action pursuant to Article IV, Section 8.

Section 4: Admission to Membership

Application for membership shall be made on a standard form provided by the Association. The Executive Director or other person appointed to such duty by the Board of Directors shall review

all applications and shall present them to the Board and make recommendations to the Board regarding action on the same.

#### Section 5: Resignation of Membership

A member whose dues and other indebtedness to the Association have been paid may resign his or her membership by written communication to the Association's Board of Directors. In the event of resignation there shall be no pro-rata refund of dues.

#### Section 6: Termination of Membership

A member not paying dues within sixty (60) days after the due date shall be dropped from the membership provided that written notice of termination of the membership shall have been given to the member at least fifteen (15) days prior to the expiration of the 60-day period and provided that a reasonable basis for an extension of time has not been given by the member.

#### Section 7: Transfer of Membership

Membership in the Association shall reside with the individual. Any member in good standing who changes business affiliation (changes employer or other affiliation designated at the time membership was established) is entitled to retain their membership through the end of the regular membership cycle and shall be responsible to inform the Board of Directors of an affiliation change.

Any entity who has a representative as a member whose affiliation with the entity is terminated during the membership period may tender a request to the Board of Directors to be permitted to designate one replacement representative for the balance of the membership cycle. The Board of Directors shall have the duty to present any such request to the membership during a meeting as defined in Article IV Section 10 and the membership may approve one (1) such request per entity per calendar year.

#### Section 8: Suspension/Expulsion of a Member

A member may be suspended or expelled from membership in the Association with or without cause by a majority vote of the Board of Directors at any regular or special meeting of the Board of Directors, provided that written notice of the proposed action and of the member's right to appear at such meeting on his or her own behalf has been given at least ten (10) days prior to such meeting. Reinstatement to membership of a suspended or expelled member shall be at the discretion of the Board. In the event of suspension or expulsion, there shall be no refund of dues.

#### Section 9: Voting by Members at a Membership Meeting

- A. Members – Each individual member in good standing shall have one vote in the affairs of the Association.

#### Section 10: Meetings

- A. Regular Meetings – There shall be regular monthly meetings of the Association for which a schedule will be posted to the Association internet site in January of each year. Written notice of meeting dates and times will also be sent to members at least seven (7) days before the date of the scheduled meetings via electronic mail. Meetings will be held in

person with a teleconference option or strictly via teleconference at the discretion of the Board so long as a minimum of four in-person meetings take place each year (inclusive of those prescribed in Sections 10B and 10C of this Article). The location for in-person meetings and schedule for all meetings will be established by the Board of Directors at the beginning of each year and may be changed providing notice is sent to members via electronic mail or first class mail a minimum of twenty (20) days in advance of the meeting date, or the revised meeting information is posted on the Association's web page where it is accessible to members a minimum of twenty (20) days in advance of the meeting date.

- B. Annual Meeting – There shall be an annual meeting of the Association in or around October of each year as called by the Board of Directors for the election of Directors, receiving of annual reports, and the transaction of other business. Written notice of such meeting, stating the place, date and hour of the meeting shall be sent to each member via electronic mail or first-class mail at least twenty (20) days before the date of the meeting.
- C. Special Meetings – Special meetings of the Association may be called by the President or a majority of the Board of Directors or shall be called by the President or Board of Directors upon the written request of at least 10% of the regular members of the Association. Written notice of such meeting stating the purpose or purposes, place, date and hour of the meeting shall be mailed to each member by first-class mail or electronic mail at least ten (10) days before the date of the meeting, and the meeting location, date, and time shall be posted on the Association's web page and accessible to the members at least twenty (20) days before the date of the meeting.

#### Section 11: Quorum

Fifteen (15) or more members shall constitute a quorum for the transaction of business at a regular or special meeting of the membership.

### **ARTICLE V DUES**

#### Section 1: Authority

Membership dues shall be established and may be altered by the Board of Directors from time to time as determined by the Board of Directors.

#### Section 2: Method of Payment

The annual dues shall be payable to the Association and dues for the first year of a prospective member must be submitted in full with the prospective member's membership application. Official membership status shall be granted as of the date membership is approved by the Board of Directors.

#### Section 3: Application of Dues Payment

Dues are paid on an annual basis based on the calendar year January 1 – December 31.

**ARTICLE VI  
BOARD OF DIRECTORS**

Section 1: Exercise of Association Power

All corporate powers shall be exercised by or under the authority of the Board of Directors, or its designee, and the business affairs of the Association shall be managed by or at the direction of the Board of Directors.

Section 2: Composition and Election of Voting Members

The Board of Directors shall include nine voting members including four Officers (President, President-Elect, Secretary, and Treasurer), and five additional Directors. All members of the Board of Directors shall be elected by the members of the Association at the Annual meeting to be held concurrent with the Annual Florida Brownfields Conference or other venue in or around October of each year. The nine elected Directors shall be entitled to vote on matters under consideration by the Board.

Section 3: Composition – Advisory Directors

For the purpose of creating a diversity on the Board of Directors which most closely reflects the diversity of the membership or otherwise furthering the purpose of the Association, the Board of Directors may, upon majority vote of voting members of the Directors, appoint non-voting Advisory Board members. The Advisory Board members may include the following persons (or, in lieu of any of such person, his or her designee): (i) the Regional Administrator, Region IV, United States Environmental Protection Agency; (ii) the [regional officer/Secretary] of the United States Economic Development Administration; (iii) the [regional officer/Secretary] of the United States Department of Housing and Urban Development; (iv) the [regional officer/Secretary] of the United States Department of Transportation; (v) the [regional officer/Secretary] of the United States Department of Health and Human Services; (vi) the [regional officer/Secretary] of the United States Army Corps of Engineers; (vii) the Secretary of the Florida Department of Environmental Protection; (viii) the Director of the Florida Office of Tourism, Trade and Economic Development; (ix) a representative from a Grassroots community organization; and (x), any other advisory members as may be appointed by a majority vote of the Board of Directors. All Advisory Directors shall serve as non-voting members of the Board of Directors and may not hold the offices of President, President-Elect, Secretary, or Treasurer.

Section 4: Qualifications of Board Members

To qualify for election to the Board of Directors, a member must be in good standing with the Association, must agree to serve if elected, and must agree to commit the necessary time and resources to fulfill completely his or her duties. Board Officers (President, President-Elect, Secretary, and Treasurer) must be committed to fulfill his or her duties for the term of office as defined in Article VI, Sections 5 and 6.

Section 5: Terms of Office

Board Officers (President, Secretary, and Treasurer) shall serve a one-year term beginning the day elected and ending the day their successors are elected. The President-Elect shall serve a two-year term in support of becoming President during their second year of service. All other Board members shall serve a two-year term and take office the day they are elected or appointed

and shall hold office until their successor has been elected and assumes office or they are removed pursuant to Section 10 herein. Terms for the Board members, other than the Board Officers, shall be staggered such that each year at least three Board members will be returning. This will ensure continuity of thought. In order to get on schedule with these Terms of Office, during the 2015 election year, candidates will run for either one year or two year positions. Thereafter, all Board members will serve two year Terms.

#### Section 6: Limits on Service

The President shall not serve a consecutive term in the office of the President, but may serve in any other officer position, and may serve again as President as long as the terms as President are not consecutive. The President-Elect shall be limited to a one-year term as President-Elect followed by a one-year term as President. The Secretary and the Treasurer shall serve one-year terms. All Directors are limited to three consecutive two-year terms if duly elected each term by the members of the Association as set forth in Article VI, Section 2 (total consecutive term limit).

#### Section 7: Vacancies

Upon the event of a vacancy, within thirty (30) days thereafter, the President shall call a meeting of the membership for the purpose of electing a new Director. Such vacancy shall be filled by a majority vote of the members at such meeting, provided a quorum as defined in Article IV, Section 11 is present. The newly elected Director must be eligible to be a voting member of the Board of Directors as set forth in Article VI, Section 4. If less than three months remain in the vacant position, the President may waive the election of a new Director for that term.

#### Section 8: Meetings of the Board

Meetings of the Board of Directors may be held within or without the State of Florida. The Board of Directors shall be required to meet in person at least four times each year at such times as it may establish ("regular meetings"). Additional meetings of the Board of Directors in person or by telephone ("special meetings") may be called by the President or by a majority of the voting Board of Directors. Written notice shall be sent by electronic mail to each voting member of the Board at his or her last recorded address at least seven (7) days in advance of any regular or special meeting, unless waived by each voting Board member before, during, or after the meeting. Members of the Board of Directors may not vote or attend any meeting by proxy, but may participate by telephone in special meetings of the Board of Directors.

#### Section 9: Quorum

The presence in person or by telephone of a majority of the nine voting Board of Directors shall constitute a quorum to transact business at any regular or special meeting of the Board of Directors.

#### Section 10: Removal, Deemed Resignation of a Director

Any member of the Board of Directors may be removed from office with or without cause by an affirmative vote of majority of the Board of Directors. Any Board member failing to attend seventy-five percent (75%) of the regular meetings of the Board in any year shall be deemed to have resigned from the Board unless such Board member: (i) is excused in advance by the President from attendance; or (ii) shall petition the Board for waiver of such deemed resignation

and such waiver shall be approved by a majority affirmative vote of other members of the Board of Directors.

## **ARTICLE VII OFFICERS**

### Section 1: Officers

The Association shall have a President, a President-Elect, a Secretary, and a Treasurer. Such officers shall be elected by the Board of Directors from among their voting members for terms as defined in Article VI, Sections 5 and 6. In addition, the Board of Directors may appoint such additional officers as it deems necessary to carry out the purposes of the Association.

### Section 2: Duties and Responsibilities

#### Sub-Section A

**PRESIDENT:** It shall be the duty of the President to preside at meetings of the membership and Board of Directors; to perform specific duties that the Board of Directors may place upon the office; and other such duties as may pertain to that office.

#### Sub-Section B

**PRESIDENT-ELECT:** It shall be the duty of the President-Elect to act in the absence of the President and to perform such other duties as pertain to that office.

#### Sub-Section C

**SECRETARY:** It shall be the duty of the Secretary to act in the absence of the President and President-Elect and to keep the records of all meetings of the membership and of the Board of Directors. The Secretary shall have custody of all papers, property, and records of the Association not maintained by the Treasurer and shall deliver all such records to its successor within fifteen (15) days after expiration of the term of office.

#### Sub-Section D

**TREASURER:** It shall be the duty of the Treasurer to have charge and custody of all funds and to deposit same upon direction or order of the Board of Directors. The Treasurer shall make an annual financial report to the membership. The Treasurer shall have custody of all books and financial records and related materials of the Association and shall deliver all funds and records to its successor within fifteen (15) days after expiration of the term of office. All bills incurred shall be paid by check. The Treasurer shall assist in the preparation and review of annual tax return(s). The Treasurer has further duties and responsibilities as described in Articles XI and XII.

#### Sub-Section E

**EXECUTIVE DIRECTOR:** Upon a majority vote of the Board of Directors, the operational duties of the officers may be contracted out to an individual, corporation, or organization in order to facilitate the day-to-day operation of the Association. A contract that stipulates the duties of

the Executive Director shall be signed on behalf of the Association by such officers, agent or agents, as the Board of Directors may authorize.

### Section 3: Vacancies

Officer vacancies shall be filled by election by majority vote at the first meeting of the Board following the expiration of any officer's term or the first meeting following the resignation of an officer or any other vacancy in any such office. Any officer elected to replace an officer whose term had not expired shall serve for the then-remaining balance of any such unexpired term. Any officer elected to fill an unexpired term shall be eligible for election to that office for a full term following the term for which said officer filled a vacancy.

## **ARTICLE VIII ABSENTEE OR PROXY VOTING**

Absentee or proxy voting is prohibited on any matter at any meeting of the Board of Directors or any meeting of the general membership. In order for a vote to be counted, the individual member in good standing must cast his or her vote or ballot in person, virbally (if participating by telephone), or in advance via electronic mail delivered to the Secretary (for matters raised in advance of the meeting).

## **ARTICLE IX COMMITTEES**

Committees and subcommittees may be formed or dissolved from time to time by the Board of Directors, or, upon approval of the Board of Directors, by the President, as deemed appropriate, to address continuing or special issues or matters. Such committees and subcommittees shall be comprised of members of Association in good standing pursuant to Article IV. Special cases may arise whereby the Board of Directors may approve participation of non-members on committees and/or subcommittees. The President shall appoint chairmen of each committee and subcommittee subject to the approval of the Board of Directors.

## **ARTICLE X FISCAL YEAR**

The fiscal year of the Association shall align with the calendar year beginning January 1 and ending on the following December 31.

## **ARTICLE XI BUDGET**

At the beginning of each fiscal year, the Treasurer shall propose a budget based on anticipated resources for the current year and the expenditures programmed. The Board of Directors shall meet as early as practical in the new fiscal year to modify, if necessary, and approve the budget submitted. All disbursements shall be in conformity with the approved budget. The Board of Directors may authorize specified expenditures during the interim period between January 1 and the adoption of the approved budget. The Board of Directors may adjust the budget during the fiscal year to meet changing conditions and needs. Any increases in the total budget shall be approved by vote of majority of the voting members of the Board of Directors.

**ARTICLE XII  
FINANCES**

The Treasurer shall be responsible for the proper collection of dues and other monies due the Association. Operating funds of the Association shall be deposited in any bank or financial institution approved by the Board of Directors. Withdrawals which require only one signature may be that of either the Treasurer or anyone authorized by the Board of Directors in his or her absence. All disbursements shall be in conformity with the approved budget.

**ARTICLE XIII  
AMENDMENTS**

These bylaws may be amended or repealed wholly or in part by a majority vote at any meeting of the membership for which a quorum pursuant to Article IV, Section 11, as recommended by the Board of Directors provided notice of the proposed action is sent by electronic mail to the last recorded address of each member at least ten (10) days prior to the date of the meeting or provided notice is waived in writing by a majority of the members of the Association entitled to vote thereon.

**ARTICLE XIV  
EFFECTIVE DATE**

These bylaws, as amended, shall be effective immediately following adoption by voting members representing a quorum as defined by bylaws in effect at the beginning of the meeting.

**ARTICLE XV  
DISSOLUTION**

The purpose of the Association is as set forth in Article III above. No part of its earnings shall inure to the use or benefit of an individual. In the event this organization should be dissolved for any reason, any remaining assets shall be distributed for purposes within the scope of Florida law, Internal Revenue Code Section 501, and any amendments thereto.

**ARTICLE XVI  
STANDARDS OF PRINCIPLES**

The Florida Brownfields Association seeks to promote high standards of conduct for its members. It should be recognized and understood by members that the protection of public safety, health, and environmental quality is of paramount importance.

In the conduct of FBA affairs, FBA members shall:

1. Conduct FBA business at all times in conformity with applicable laws, statutes and rules;
2. Conduct FBA affairs in an ethical manner;
3. Not condone misrepresentation of the FBA or work completed by the FBA; and
4. Not engage in conduct involving dishonesty, fraud, deceit, misrepresentation, or discrimination.



**ARTICLE XVII**  
**PARLIAMENTARY AUTHORITY**

The most current edition of Roberts Rules of Order shall be the authority for deciding all points of order and procedure when not in conflict with the bylaws.