

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.