

BYLAWS FOR THE GROWTH AND INFRASTRUCTURE CONSORTIUM, INC.

These Bylaws have been adopted and are effective as of June 30, 2014.

PART I. GENERAL

A. NAME OF ORGANIZATION

The name of this organization is the Growth and Infrastructure Consortium, Inc. (GIC).

B. PURPOSE

The purpose of GIC is to advance the discussion, theory and practice of impact fees and public infrastructure finance needed to serve population centers nationwide. The further purposes of GIC are to:

1. encourage the exchange of ideas, information, and expertise between and among GIC members and the general public;
2. bring together public and private sector practitioners to address the challenges of infrastructure planning and finance;
3. educate and guide new impact fee and public finance practitioners, the general public, and other stakeholders; and
4. provide an opportunity for professional growth and development for members of GIC and the general public.

C. SPECIAL GIC POLICIES

Contact information (names, phone numbers, email addresses, etc.) provided by conference registrants or persons requesting to be placed on the GIC contact list will be used only to send notices and information about upcoming GIC events. Each communication to contact list members will contain information about how to unsubscribe from future communications. Contact information for registrants at a particular conference may be provided in printed form to all conference attendees in order to encourage networking. Contact list information will not be sold or provided to other persons or organizations, and will be available only to Board members. Board members will not use GIC contact list information acquired due to their status as Board members to send unsolicited personal or company communications unrelated to the GIC.

PART II. MEMBERSHIP

A. CHARTER MEMBERSHIP

All persons who paid Conference Registration Fees for the 2004 Annual Conference of GIC are Members of GIC until August 31, 2005 and are Honorary Charter members of GIC.

B. IN GENERAL

Membership in GIC is open to all persons who pay annual Membership Dues. The membership year ends August 31.

C. ESTABLISHMENT OF MEMBERSHIP DUES

The Board of Directors (Board) will establish annually the Membership Dues for the GIC Membership.

PART III. BOARD OF DIRECTORS

A. COMPOSITION, VOTING, QUORUM, AND DECISIONS

1. The Board will consist of a Chair, Vice Chair, Secretary, Treasurer, Conference President and four (4) additional members elected in the manner set forth in this part.
2. The Board shall take reasonable steps to maintain at least three (3) Board members who are employed by a municipality, county, or other governmental agency that is responsible for planning and/or funding public infrastructure.
3. In no event shall the number of directors be reduced to less than three.
4. To the extent possible, the Board will include members from geographically diverse areas of the United States.
5. Members of the Board will each have one vote, except that in the event of a tied vote of the Membership or Board, the Chair shall have an additional, deciding vote.
6. A decision of the Board shall be effected by a majority vote of the Board present at a meeting or by the consent, either written or by email, of a majority of the Board. Evidence of a decision of the Board under this part, shall be maintained by the Secretary.
7. A meeting of the Board requires a quorum. A quorum will consist of a majority of the members of the Board. A meeting can be conducted by teleconference or in person.

B. DUTIES AND RESPONSIBILITIES OF THE BOARD

The Board shall have the following duties and responsibilities:

1. To conduct and account for the business of GIC and to report thereon to the GIC Membership at its Annual Conference.
1. To make policy and decisions regarding GIC activities and finances.
2. To prepare and adopt a budget for the upcoming fiscal year. The budget may be modified from time to time by a majority vote of the Board.
3. The Board will decide the amount of the annual Membership Dues, Conference Registration Fees and any other fees.
4. The Board will approve a budget for the Annual Conference based on the recommendation of the Conference President.
5. To be custodian of all GIC property and funds and to authorize and approve all contracts and expenditures. The Board may not incur liabilities exceeding the amount of appropriated funds in the budget.
6. To authorize individual Board members to make deposits and withdrawals and to write checks against the GIC bank account.
7. No person other than an authorized member of the Board may be authorized to handle, collect, or access GIC funds.

8. To establish a schedule of programs and activities for the year.
9. To appoint persons to serve the unexpired term of any vacant position on the Board.
10. To appoint persons to serve on committees as provided by § 617.0825, Florida Statutes. When committees are formed, the purpose, authorities, and responsibilities of the committee shall be established in the record. A committee may include for advisory purposes only, persons not members of the Board, but each committee shall include at least two (2) Board members.
11. To appoint a Finance Committee of three Board members to monitor and reconcile the Board's bank account, bank statements, and books. This three-person committee may not include the Treasurer or Conference President or any person authorized to make deposits and withdrawals or to write checks against the GIC bank account.
12. To amend the bylaws as provided herein.
13. To amend the articles of incorporation for GIC. Amendment may only be accomplished by a majority vote of all members of the Board.

C. ELIGIBILITY FOR DIRECTOR POSITIONS AND OFFICERS

Any GIC Member is eligible to serve as a director on the Board, in accordance with the provisions of paragraph A of this part. The position of Conference President may be held by a GIC Member or any non-member appointed by the Board as provided by these bylaws.

D. TERMS OF OFFICE

1. Except for Conference President, the term of office of each member of the nine-member Board will be two (2) years beginning on the first day of January immediately following his or her selection by the GIC Membership, as provided herein.
2. The term of the Conference President will be begin upon appointment by the Board and will terminate upon the last day of December following the Annual Conference.
3. Each year the GIC Membership will select Board members to fill vacancies expected the subsequent January 1, except as provided in the following subparagraphs 4 and 5.
4. The Board will appoint the Conference President for the upcoming Annual Conference.
5. If the number of nominees accepted by the Board does not exceed the number of expected vacancies for a given term, the Board may appoint the nominees as members of the Board without holding an election.

E. OFFICERS AND DIRECTORS DUTIES AND RESPONSIBILITIES

Each officer has the following duties and responsibilities.

1. Chair

- a. To call and preside at the meetings of the GIC Membership and the Board.
- b. To form committees as needed to advance the interest or business of GIC.

- c. To appoint persons to committees as needed and, as appropriate, to act as an ex-officio member of committees.
- d. To prepare a written Annual Report to be provided to the Department of State, pursuant to §§ 617.1602 & 617.1622, Florida Statutes. This report will be made available to the GIC Membership.
- e. To perform such other duties as are customary to the office including acting as official representative of GIC as necessary.

2. Vice-Chair

- a. To act in place of the Chair, in the event that the Chair is unable or unwilling to perform his or her duties.
- b. To serve as Professional Development Officer of GIC, and to be responsible for such matters as newsletters, web site, training programs, and other activities associated with professional development and information exchange.
- c. To perform other duties and exercise authority delegated by the Chair as are necessary to carry out the business of GIC.

3. Secretary

- a. To record and publish minutes of meetings. Minutes of all meetings and all action taken by the Board without a meeting shall be maintained for the past 3 years.
- b. To maintain records in accordance with § 617.1601, Florida Statutes and other applicable laws.
- c. To ensure that GIC maintains a registered office and agent in the state of Florida as required by Florida law.
- d. To serve on the newsletter, website, or other related committee to ensure that GIC business and information is distributed accurately to members.
- e. To cause to be mailed or emailed to every member in good standing, at his or her street or email address as it appears in the Membership Book of GIC, a notice telling the time and place of the annual meeting.
- f. To assist the Chair in the preparation of the written annual report.
- g. To perform other duties and exercise authority as delegated by the Chair as are necessary to carry out the business of GIC.

4. Treasurer

- a. To cause to be collected dues, special assessments, and other monies in the name of GIC; to ensure GIC expenses are paid and money disbursed in accordance with the budget; to maintain an accurate accounting of GIC finances in accordance with § 617.1601, Florida Statutes and other applicable laws.
- b. To prepare a recommended budget for review and subsequent adoption by the Board.

- c. To prepare regular financial reports, at such times as requested by the Chair, of income and expenditures by activity as compared to adopted budget.
- d. To prepare a written annual financial statement for the Board which shall include a ledger sheet of GIC income and expenditures by activity for the proceeding year to be available no later than the Annual Conference.
- e. To maintain an official roster of paid GIC membership containing, in alphabetical order, the name and latest-provided mailing and email address of each member.
- f. To maintain a list of the names, email, and street addresses of GIC's current directors and officers.
- g. To perform other duties and exercise authority as delegated by the Chair as are necessary to carry out business of GIC.

5. Conference President

- a. To organize and effect the Annual Conference of the GIC and all associated events.
- b. To prepare and transmit a proposed Conference Budget to the Board for approval.
- c. Within the scope of the Board-approved Conference Budget and for the purpose of producing the Annual Conference, the Conference President is authorized to receive monies, make deposits, and sign checks on behalf of GIC and is required to report to the Board on a regular basis. Based on a Conference Budget approved by the Board, to account for the costs associated with the production of the Annual Conference and associated events.

6. Board Members

To serve on committees and/or perform duties and exercise authority delegated by the Chair as necessary to carry out the business of GIC.

F. ANNUAL BOARD MEETING

Each year, there will be held an Annual Board Meeting where at least a quorum of the Board is present in person at one location. Upon a majority vote of the Board, the provisions of this section may be waived.

G. REGULAR BOARD MEETINGS

In addition to the Annual Board Meeting, additional Regular Board Meetings may be held by teleconference or in person to carry out GIC business. Regular Board Meetings may be called as necessary by any member of the Board, in accordance with notice requirements under Florida law.

PART IV. ELECTIONS, RESIGNATIONS, REMOVAL, VACANCIES, AND VOTING

A. NOMINATION AND SELECTION OF OFFICERS AND DIRECTORS

1. Following the election or appointment of the Board, the Board will appoint Board members to serve one-year terms as Chair, Vice Chair, Secretary, and Treasurer.
2. When appointing a Chair, as provided herein, the Board will first consider a director who has served previously as Vice Chair.
3. When appointing a Treasurer, as provided herein, the Board will first consider a director who has assisted as a member of the Finance Committee.
4. The Board position of Conference President will be filled by a Member or non-member responsible for planning and hosting the upcoming Annual Conference and will be selected and approved by a majority vote of the Board.
5. When a position on the Board is scheduled to be vacated, the Board will appoint a Nominating Committee of two (2) or more members of the Board.
6. The term of any officer appointed by the Board shall be limited to two (2) consecutive terms. However, the Board may, by majority vote, allow an exception to these term limits when only directors who have most recently been appointed to an office for two (2) consecutive terms are willing and able to serve in that office.
7. The Nominating Committee must execute the following duties in accordance with these bylaws, including paragraph A of part III related to composition of the Board.
8. Approximately three (3) months prior to the Annual Conference, the Nominating Committee will report to the Board on nominations for any upcoming vacancies on the Board.
9. Approximately two (2) months prior to the Annual Conference, and following the receipt of nominations, the Board must approve or disapprove the Nominating Committee's nominations for upcoming vacancies on the Board and authorize the Nominating Committee to prepare written forms or ballots as provided below, in the event the number of nominees exceeds the number of vacancies.
10. If the number of nominees accepted by the Board exceeds the number of vacancies, the Nominating Committee must prepare a written form or ballot for the purpose of recording the selection of nominees to the Board by the GIC Membership. No later than the Annual Conference, the Nominating Committee will cause to be distributed written forms or ballots to the GIC Membership. The forms or ballots will be collected and counted by the Nominating Committee and results reported to the Chair and Membership of GIC prior to the end of the Annual Conference. Candidates with the most votes will be considered to have been selected, subject to the requirements of Part III (A)(2); *i.e.*, neither a majority of the Membership nor of votes cast is needed to be selected. New Board Members will be considered installed upon the conclusion of the term of the Board position being filled.

11. If the number of nominees accepted by the Board does not exceed the number of vacancies, the Board may appoint the nominees to the Board without a formal election by the membership.
12. In the event of an emergency, the failure of GIC to hold an Annual Conference, or when the number of nominated persons is the same as or less than the number of open positions on the Board, vacancies may be filled by an alternative procedure approved by a majority vote of the Board that effectuates the intent of this part.

B. RESIGNATION AND REMOVAL OF OFFICERS AND DIRECTORS

1. An officer or director may resign at any time by delivering notice to the Chair. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If the Board accepts a future effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date of the pending vacancy.
2. Any member of the Board may be removed with or without cause in accordance with Florida law.

C. UNEXPIRED TERMS OF OFFICERS AND DIRECTORS AND VACANCIES

The Board will appoint a member of GIC to serve for the unexpired term or to fill any vacant position on the Board.

D. VOTING BY THE MEMBERSHIP

Except as otherwise specifically provided herein, decisions of the GIC Membership will be effected by a majority of the votes cast by the Membership. Members may not vote by proxy.

PART V. ANNUAL CONFERENCE, MEETINGS OF THE MEMBERSHIP AND BOARD

A. ANNUAL CONFERENCE

To the extent possible and financially feasible, the Board shall cause to be held an Annual Conference of the GIC Membership. In the event that no Annual Conference is held, actions of the Membership may be accomplished by the Board by other reasonable means that effectuates the purpose and intent of this part.

B. ANNUAL BUSINESS MEETING

The Chair may call an Annual Business Meeting of the GIC Membership at the Annual Conference to undertake GIC business or to inform the Membership of GIC business or developments.

PART VI. FISCAL YEAR, BYLAW AMENDMENTS, AND ANNUAL BUDGET

A. FISCAL YEAR

The fiscal year of GIC shall begin January 1 and end December 31 of the same year.

B. BYLAWS

1. The bylaws will be adopted by a majority vote of the Board.
2. Proposed Amendments to the bylaws may be initiated by three (3) or more Board Members or by petition containing the signature of not less than 25 members of the GIC Membership.
3. Amendment to the bylaws may be accomplished by either (1) a majority vote of the GIC Membership or (2) a vote of six of the nine members of the Board.

C. ANNUAL BUDGET

The Annual Budget will be adopted by a simple majority vote of the Board.

PART VII. DISSOLUTION

In the event of dissolution, GIC will prepare and approve a plan of distribution of assets as required by state law. Assets remaining after payment of all obligations, debts, and liabilities will be distributed only to a not-for-profit organization engaged in activities substantially similar to those of GIC.