

BY-LAWS

Of The

IMSA of Florida, Inc.

ARTICLE I

Name

1. The name of the organization shall be IMSA of Florida, Inc., hereinafter called the “Florida Section” or “Section”. The Florida Section functions as a division of the International Municipal Signal Association (IMSA), hereinafter called “IMSA International” or “International”.
2. The geographical limits of this Section shall be the State of Florida and the Caribbean Islands.

ARTICLE II

Objectives

THE OBJECTIVES OF THE FLORIDA SECTION SHALL BE:

1. To unite all who are involved and interested in the art and problems associated with engineering, construction, operation, installation, and maintenance of electrical, electronic, communications, signals, signs, pavement markings, street lighting, and related systems used in public safety services.
2. To collect and disseminate information and educational material for the benefit of section members, the association, and the industry.
3. To cooperate in the formulation of standards for the safe installation, operation and maintenance of all systems.
4. To promote technical cooperation between all members of the industry for the overall improvement of efficiency for all systems and the encouragement of free and open consideration of all engineering concepts, opinions and objectives.
5. To promote training and educational programs leading to certification in all fields of public safety and encourage continued updating of relevant materials toward continued education.

ARTICLE III

Membership

Provisions governing the requirements for membership within IMSA of Florida, Inc., shall be as defined and stipulated within the latest approved version of Article II of the IMSA International By-Laws.

ARTICLE IV

Section Officers

1. The Officers of the Section shall consist of a President, one or more Vice-Presidents, a Secretary, a bonded Treasurer, one (1) Council Delegate, one (1) Alternate Council Delegate, and such other officers as the Section may find necessary. An individual may hold two officer positions as long as the Section Board of Directors is not less than five (5) section members. The Section Board of Directors shall be the officers of the Section and the Section Immediate Past-President.
2. The President, or in his/her absence, a Vice President present, shall preside at meetings of section and of the Board of Directors. He/She shall, during office, be a member of committees and be accountable to the section for the proper conduct of all affairs of the section in accordance with the By-laws. The President shall be the Chief Executive Officer of the section.
3. The Secretary-Treasurer (S/T) shall receive all funds, pay all bills, keep records of the business and finances, and submit a financial status report at each official meeting. The S/T is authorized to pay, in advance and without prior authorization of the Board of Directors, any normal section business related bill not exceeding \$5,000. The S/T may also incur indebtedness for normal section business up to \$ 5,000.00 without prior authorization from the Board of Directors. The S/T shall be required to furnish bond, the cost of which is to be paid by the section. Any payments made to the International Office shall be excluded from the monetary restraints contained in this paragraph. He/She shall take the minutes of the meetings of the section and the Board of Directors and shall conduct all section correspondence.
4. Officer terms shall be for 2 years in duration, starting with the business meeting where they are sworn in and run until such time that they resign or are not re-elected. The offices of President, 2nd Vice President, and Alternate Delegate are elected during even numbered years. The offices of 1st Vice President, 3rd Vice President, Secretary/Treasurer, and Delegate are elected during odd numbered years. There shall be a nominating committee appointed by the President, consisting of a minimum of three (3) Public Agency, Operational, Life, or Retired members (herein collectively referred to as

“Voting Members”). After receiving the recommendation of the Nominating Committee, Voting Members of the section may make additional nominations from the floor, provided that such nominees have been reviewed and listed by the Nominating Committee as having complied with all of the requirements stipulated in these By-Laws.

5. In addition to complying with the rules of eligibility and other requirements stipulated in the IMSA International Governance Policy Manual and By-laws, each candidate seeking nomination, excluding incumbent officers, shall submit to the Chairman of the Nominating Committee at least thirty (30) days prior to the opening day of the annual section meeting:
 - i. A written statement signed by his/her employer (if applicable) indicating approval and support of their candidacy.
 - ii. A statement signed by the candidate, affirming that he/she is a viable Voting Member (except for the office of Secretary/Treasurer, who may be a Voting Member or Associate Member in good standing) and has the ability, time, and resources necessary to properly perform the duties of an elected office of the section.
 - iii. A brief resume of the candidates personal, professional and educational background.
6. Whenever a vacancy occurs within one of the officer positions, the following procedures shall be followed:
 - i. If a vacancy occurs in the office of President, the next officer in line will immediately assume the office and duties of President.
 - ii. If a vacancy occurs in the office of Vice president, Second Vice President or Secretary-Treasurer, the President of the section shall appoint a person to perform the duties of this office until a successor can be elected by a majority vote of the Board of Directors at the earliest convenient time.
 - iii. If a vacancy occurs in the office of Council Delegate, the Alternate Delegate shall assume those responsibilities. If a vacancy occurs in the office of Alternate Delegate, the President shall appoint a person to perform the duties of this office until a successor can be elected by a majority vote of the Board of Directors at the earliest convenient time.

ARTICLE V

Payment of Dues and Service Fees

1. Annual dues shall be payable to the International Association on January 1st of each year. The dues of all members shall be as mandated by the International Office.

2. When approved by a majority of the Section Board of Directors, the Section shall pay Board of Directors annual membership dues and other expenses related to performing Section business, until the member is no longer a member of the Board of Directors.
3. Other Section members who are appointed Committee Chairs (Section and International) may have certain expenses paid for if submitted to the President and approved by a majority vote of the Board of Directors.

ARTICLE VI

Meetings

1. Notice of any section meeting shall be received by each section member by mail, overnight courier, electronic mail, or other written transmittal, not less than ten (10) days and not more than ninety (90) days before the date set for such a meeting, and must include the time date, place and purpose of such meeting.
2. A quorum for the transaction of Section business at a regular or special meeting, duly called, shall consist of at least five (5) Voting Members in good standing. The act of a majority of the section members present at a duly called meeting of the members at a meeting which a quorum is present shall be the act of the section membership.
3. The proceedings of each meeting shall be recorded by the Secretary/Treasurer. The Secretary/Treasurer shall forward to the Executive Secretary of the International Municipal Signal Association such information as may seem desirable for publication or for his/her information.
4. The meeting shall be called to order by the President or Presiding Officer. The order of business shall be:
 - a) Reports of Secretary/Treasurer and announcements
 - b) Reports of Committees
 - c) Unfinished Business
 - d) New Business
 - e) Resolutions and discussions
 - f) Election and installation of officers at annual meeting
 - g) Adjournment

The above order of business may be changed for any particular meeting by the President or other Presiding Officer.

ARTICLE VII

IMSA International By-Laws

1. Nothing in these By-laws shall be construed to be in conflict with the By-laws of the International Municipal Signal Association, of which this organization is a part.
2. In this regard, as to all meeting of the Section Voting Members that are called by the IMSA International Board of Directors and which relate to IMSA International business, the provisions dealing with meetings, notice, quorum and voting contained in Article III, Section 2, of the IMSA International Bylaws shall govern. The provisions contained in Article III, Section 2 of the International Bylaws are incorporated herein by reference.

ARTICLE VIII

Amendments

1. These By-Laws may be amended by a two-thirds (2/3) vote of the Voting Members present and voting at any meeting after the proposed amendment has been submitted in writing to the Secretary/Treasurer.
2. The Secretary/Treasurer shall forward a copy, or notify electronically, each Voting Member in good standing at least thirty (30) days prior to the meeting, at which time the vote will be held.

Approved August 3, 2023, at the Florida Section Annual Board Meeting to comply with 2023 IMSA International By-Laws changes on membership categories.

Wayne H. Bryan

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Wayne H. Bryan
Secretary/Treasurer



Don Fullerton
President