

**AGREEMENT AND DECLARATION OF TRUST  
CREATING THE FLORIDA MUNICIPAL INVESTMENT TRUST**

**ARTICLE II – TRUSTEES**

***Section 1. Qualifications of Trustees***

The operation and administration of the Trust shall be the full responsibility of a Board of Trustees consisting of a number of Trustees selected from the ranks of elected officials of municipalities participating in the Trust. To the extent service on said Board of Trustees is subject to Art. II, Sec. 5, Fla. Const., said service shall be deemed "ex officio duties" to the duties performed by said elected officials. This paragraph shall not be construed to prohibit a member of the Board of Directors or an officer of the Florida League of Cities, Inc., or a member of the Board of Trustees of the Florida Municipal Insurance Trust, the Board of Trustees of the Florida Municipal Pension Trust Fund, or of any other similar pooled self-insurance program or governmental trust, created pursuant to the laws of Florida and consisting all or in part of Florida municipalities and governed by elected municipal officials, from serving on said Board of Trustees.

***Section 2. Initial Board of Trustees***

The initial Board of Trustees shall consist of the President, the First Vice-President and the Second Vice-President of the Florida League of Cities, Inc., one member of the Board of Trustees of the Florida Municipal Self-Insurers Fund appointed by that Board of Trustees, and one member of the Board of Trustees of the Florida Municipal Insurance Trust appointed by that Board of Trustees.

The members of the initial Board of Trustees shall hold office by virtue of their holding one of the offices enumerated in the above paragraph. If for any reason a person fails to hold the enumerated office, such person shall be considered to have resigned from the initial Board of Trustees and shall be replaced by their successor in the office enumerated in the above paragraph.

The initial Board of Trustees shall have all the powers of the Trustees provided in this Declaration of Trust until such time as the successor Board of Trustees have been selected in the manner provided herein. In addition, the initial Board of Trustees shall have the power to appoint up to two (2) additional members to the initial Board of Trustees who shall serve, subject to the provisions herein relating to reelection, length of appointment, qualifications and limitations on service, and removal of a Trustee, until the successor Board of Trustees are selected in the manner provided herein.

***Section 3. Number of Trustees***

Except as otherwise provided herein, the Board of Trustees shall be composed of no less than five (5) and no more than seven (7) Trustees. The Board of Trustees shall always consist of the President or the President's appointee and the Second Vice-President of the Florida League of Cities, Inc., one member of the Board of Trustees of the Florida Municipal Insurance Trust appointed by that Board of Trustees, one member of the Board of Trustees of the Florida Municipal Pension Trust Fund appointed by that Board of Trustees, and up to three (3) appointed Trustees as provided in Article II, Section 4.

The four (4) members of the Board of Trustees enumerated in the above paragraph shall hold office by virtue of their holding one of the offices enumerated. If for any reason a person fails to hold the enumerated office, such person shall be considered to have resigned from the Board of Trustees and shall be replaced by their successor in the office enumerated in the above paragraph. If the President of the Florida League of Cities, Inc., appoints a member of the Board of Trustees rather than serves as a member, the appointed member shall hold office at the discretion of the President and for the period of time coinciding with the President's term as President of the Florida League of Cities, Inc.

***Section 4. Appointment of Trustees***

On or before January 1, 1994, and no less than annually thereafter, the Board of Trustees shall solicit nominations from members of the Trust whose officials are eligible to serve on the Board of Trustees and such nominees shall constitute the basis for election to the Board of Trustees. Following the solicitation of nominations, Trustee vacancies may be filled by the Board of Trustees, by majority vote, from the nominees offered by such members. Trustees, including Trustees sitting on the initial Board of Trustees, may be reelected, subject to the provisions in this Declaration of Trust relating to length of appointment, qualifications and limitations on service, and removal of a Trustee. Each Trustee and each successor Trustee shall acknowledge and consent to his appointment as Trustee by giving written notice of acceptance of such selection to the Chairman of the Board of Trustees of the Trust, addressed to the office or offices of the Trust.

***Section 5. Length of Appointment, Limitations on Service, and Removal of a Trustee***

Except as provided in Article II, Section 3, all Trustees shall serve three-year terms. Subject to reelection as provided herein, each Trustee, unless due to the resignation, death, incapacity, removal, or refusal to act, shall serve and shall continue to serve on the Board of Trustees; however, in no event shall a Trustee serve more than two (2) full consecutive three-year terms. A Trustee appointed by a President of the Florida League of Cities, Inc., may be reappointed by any subsequent President of the Florida League of Cities, Inc., however, such Trustee shall serve for no more than six (6) consecutive years.

No Trustee may be selected or continue to serve as a Trustee after becoming an owner, officer, employee or agent of a business entity having a contractual relationship or otherwise doing business with the Trust. This paragraph shall not be construed to prohibit an officer or a member of the Board of Directors of the Florida League of Cities, Inc., simply by virtue of service on said Board, from serving on the Board of Trustees of the Trust.

A Trustee shall relinquish his office or may be removed by a majority vote of the Board of Trustees ipso facto when he no longer serves as an elected official, trustee, officer or director of the member from which he was qualified or selected, or when the member ceases membership in the Trust. Notice of removal of a Trustee shall be furnished to a Trustee by the Chairman of the Board of Trustees by mail to the address of the removed Trustee as is recorded in the office or offices of the Trust and shall provide for the effective date of such removal.

***Section 6. Resignation of a Trustee***

A Trustee may resign from all duties or responsibilities hereunder by giving not less than sixty (60) days prior notice in writing to the Chairman of the Board of Trustees addressed to the office or offices of the Trust. Such notice shall state the date said resignation shall take effect and such resignation shall take effect on such day unless a successor Trustee shall have been selected at an earlier date by the Board of Trustees in which event such resignation shall take effect immediately upon the appointment of the successor Trustee.

Any Trustee, upon leaving office, shall forthwith turn over and deliver to the Chairman of the Board of Trustees at the office or offices of the Trust, any and all records, books, documents or other property in his possession or under his control which belongs to the Trust.

***Section 7. Appointment of Successor Trustee***

In the event any Trustee duly elected or appointed to serve on the Board of Trustees shall die, resign, become incapacitated, be removed, or refuse to act, a successor Trustee shall be selected forthwith by the Board. The notice of appointment of a successor Trustee shall be provided in writing to said Trustee by the Chairman of the Board of Trustees or the Administrator, and such successor Trustee's notice of acceptance of such appointment shall be provided in writing to the Chairman of the Board of Trustees addressed to the office or offices of the Trust. Subject to the provisions of Article II, Section 3, a successor Trustee selected pursuant to this paragraph shall fulfill the unexpired term of the Trustee replaced and, subject to reelection, qualifications and limitations on service, and removal of a Trustee as provided in this Declaration of Trust, shall be entitled to serve two (2) full consecutive three-year terms following the expiration of the unexpired term filled by the successor Trustee.

***Section 8. Trustees' Rights***

In case of death, resignation, incapacity, removal, or refusal to act on the part of one or more of the Trustees, the remaining Trustees shall have all the powers, rights, estates, and interest provided in this Declaration of Trust as Trustees and shall be charged with the duties provided in this Declaration of Trust; provided, in such cases, no action may be taken unless it is concurred in by a majority of the remaining Trustees.

***Section 9. Trustee Officers***

The Board of Trustees shall elect from among the members of the Board a Chairman and Vice-Chairman. The Vice-Chairman of the Board of Trustees shall exercise the powers, duties and responsibilities of the Chairman in the Chairman's absence.