



Founded in 1958, Incorporated in 1964

Constitution and Bylaws

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CONSTITUTION

Article I – Basic Governance

Section 1. Name.

The name of this corporation shall be the HOME BUILDERS and CONTRACTORS ASSOCIATION of BREVARD, INC., a Florida corporation not for profit, doing business as the Home Builders & Contractors Association of Florida's Space Coast, Inc. (hereinafter called "HBCA" or the "Association").

Section 2. Location.

The principal office of the Association shall be located at 1500 West Eau Gallie Boulevard, Suite A, Melbourne, Florida 32935, or at such other place or places as the Board of Directors may from time to time designate.

Section 3. Territorial Jurisdiction.

The Association as chartered by the National Association of Home Builders of the United States (NAHB) and the Florida Home Builders Association (FHBA) shall be the sole representative of National Association of Home Builders (NAHB) and the Florida Home Builders Association within Brevard County, State of Florida.

Section 4. Sub Chapters

The Board of Directors may recommend to the General Membership for ratification the establishment of Sub Chapters of this Association within the Association's territorial jurisdiction at any time in their collective judgement this action would serve to increase the benefits to the Construction Industry in General. The composition and representation of these Sub Chapters shall be at the sole discretion of the Board of Directors.

- a. The Board of Directors shall have the power to appoint the Sub Chapter officers.
- b. All sub-chapters established shall operate under the authority of the Board of Directors and consistent with the provisions as set forth in the Constitution and Bylaws of the Association.
- c. The representation of these Sub-Chapters on the Board of Directors shall be at the discretion of and for whatever term the Board of Directors may decide.
- d. Financial decisions for the funding of all Sub-Chapter(s) of the Association shall be at the sole discretion of the Board of Directors and at no time shall a Sub-Chapter be authorized to have independent finances or depository.
- e. The Board of Directors may revoke this Sub-Chapter Charter and the representation at any time without consultation with the Sub-Chapter and without approval or ratification by the General Membership, when in their collective judgement, any sub-chapter ceases to be a benefit to harmony and function to the benefit of the Construction Industry in Brevard County the State of Florida.

Article II – Mission, Vision, Value Proposition, and Objectives

Section 1. Mission Statement.

The Home Builders and Contractors Association of Brevard (HBCA) is a professional, non-profit trade association, dedicated to creating a climate in which the construction industry can prosper, providing government representation, programs, and marketing opportunities to ensure members have a competitive advantage.

Section 2. Vision Statement.

To be the driving force in creating an environment in which the construction industry and its associated businesses thrive on Florida's Space Coast.

Section 3. Objectives.

The Association is organized to achieve the objectives of:

- a) Cooperating with all interests of the Construction Industry including manufacturers, dealers, financial institutions, sub-contractors, and the municipal and county governments of Brevard County, Florida for the purpose of improving business conditions for all facets of the Construction Industry and the public as a whole, without regard to membership.
- b) Maintaining high professional standards and sound business practices among the entire membership through the enforcement of the HBCA Code of Ethics, the By-Laws of this Association and the Standards of Conduct the Board of Directors may establish.
- c) Participating with other local affiliates of the National Association of Home Builders in an interchange of ideas for the benefit of all concerned.
- d) Educating the construction industry.
- e) Representing the construction industry on city, county, state, and national legislative and political affairs.
- f) Promoting business growth and development of the construction industry by:
 - i. Promoting economic programs designed to strengthen and expand the construction industry.
 - ii. To associate businesses and business people for the purpose of mutual advantage and cooperation.
 - iii. To maintain high professional standards and sound business practices among its Members.
 - iv. To enhance the positive image of its Members.
 - v. To encourage and promote the use of Member services.
 - vi. To promote the region.
 - vii. To advocate and to ensure further development and growth of the construction industry community.

Article III – HBCA Code of Ethics

All members of this Association have the ethical responsibility and duty to:

1. Keep honesty as our guiding business policy.
2. Meet all business-related financial obligations in a responsible and timely manner.
3. Comply with the spirit and the letter of business contracts, treat clients, tradesmen, and material-men with fairness
4. Never obtain any business by means of fraudulent claims or by use of implications unwarranted by fact or reasonable probability.
5. Comply with the rules and regulations prescribed by law and government agencies for the health, safety and welfare of the community
6. Provide timely response to items covered under warranty.
7. Provide the best housing or remodeling product possible through the use of quality materials and constructions practices, backed by integrity and service.
8. Be mindful of public policies and other essential information, which affect our business interests and those of the building industry as a whole.
9. Support and abide by the decisions of the Association in promoting and enforcing this Code of Ethics.

Article IV – Amendments

This Constitution may be amended provided the Secretary or Executive Officer give ten days written notice to the voting members of intent to amend prior to the General Membership Meeting and provided there be a quorum present and that two-thirds of the active membership present vote for adoption of the amendment.

BYLAWS

Article I – Organizational Relationships

Section 1. Legal Status.

The Association was founded in 1958, incorporated in the State of Florida in 1964, and is organized for the benefit of the buying public; the construction industry, and those engaged in allied businesses, within Brevard County, State of Florida and other not-for-profit purposes pursuant to section 501(c)(6) of the Internal Revenue Code of 1986, as may be amended from time to time.

Section 2. Legal Limitations.

The Association shall operate under the Tax laws of The United States and the Internal Revenue Department designation and authority as a “501©6 Not for Profit” Corporation.

Section 3. Association Chapters.

In order to increase organizational outreach and effectiveness, the Board of Directors has the authority to establish sub-chapters within the Association’s jurisdiction. All sub-chapters established shall operate under the authority of the Board of Directors and consistent with the provisions as set forth in the Constitution and Bylaws of the Association.

Section 4. HBCA Foundation, Inc.

The HBCA Foundation, Inc. is an independent, not-for-profit corporation registered in the State of Florida. The Association shall cooperate with the HBCA Foundation, Inc. as directed by the Board of Directors.

Section 5. Florida Home Builders Association, Inc. (FHBA)

This Association shall operate as an Affiliated Member of the Florida Home Builders Association, Inc. It shall, to the best of its ability and to the interest of its members support those policies, efforts and interests of the FHBA.

Section 6. National Association of Home Builders (NAHB)

This Association shall operate as an Affiliated Member of the National Association of Home Builders, Inc. It shall, to the best of its ability and to the interest of its members support those policies, efforts and interests of the NAHB.

Section 7. Separate Organizations.

The Association and above-named affiliated organizations are separately incorporated organizations with separate and distinct legal entity status as recognized by both the State of Florida and the Internal Revenue Service. Each organization shall operate in a manner consistent with its own individual organizational Bylaws and the applicable provisions of those Bylaws. Neither is responsible for nor an agent of the other.

Article II – Membership

Membership in the Association shall be divided into classes.

Section 1. Classes of Membership.

- a) **BUILDER MEMBERS.** Builder Membership shall be open to any person, firm or corporation that is or has been in the business of building single- or multi-family housing, commercial and nonresidential buildings, or engaged in land or community development.
- b) **ASSOCIATE MEMBERS.** Associate Membership shall be open to any person, firm or corporation engaged in a trade, industry or profession related to or associated with home building, or commercial construction, and are consistent with the objectives of this Association or any of its affiliated local Associations or Chapters.
- c) **AFFILIATE MEMBERS.** Affiliate Membership shall be open to any person who is an employee of a firm or corporation engaged in a trade, industry or profession allied with home building, nonresidential or commercial construction and consistent with the objectives of this Association or any of its affiliated local Associations or Chapters. The Affiliate Member will be an additional representative of a Builder or Associate Member.
- d) **RECIPROCAL MEMBERS.** Reciprocal Membership shall be open to any organization that offers reciprocal benefits to the Association. Reciprocal members may serve on committees but may not serve as Chair. Reciprocal Members are not eligible to serve as Directors or Officers of the Association, shall not be entitled to vote on Association matters, and are not eligible for membership in the FHBA or the NAHB.
- e) **COURTESY MEMBERS.** Courtesy Membership shall be open any organization that is a nonprofit organization by definition in the federal law of the United States according to Section 501(c). Courtesy Members may serve as voting members of committees but may not serve as Chair. Courtesy Members are not eligible to serve as Directors or Officers of the Association, shall not be entitled to vote on Association matters, and are not eligible for membership in the FHBA or the NAHB. There is no annual membership fee for Courtesy Members.
- f) **PAST PRESIDENTS.** All Past Presidents in good standing with the Association are entitled to one active membership by paying only the State and National portions of the HBCA regular dues. Additional memberships shall not enjoy a reduction in dues.

Section 2. Eligibility for Membership.

Any reputable person, partnership, association, corporation, or firm_who is of good character and business reputation and who subscribes to the Code of Ethics of this Association shall be eligible for membership.

Section 3. Application for Membership.

Applications for membership in this Association shall be made to the Membership Committee and processed in the following manner:

- a) Candidate shall submit their application in writing or electronically, on a form supplied by this Association and approved by the Board of Directors containing an agreement to abide by the Bylaws and observe the Code of Ethics of this Association.
- b) Applications shall be endorsed by at least one member in good standing prior to review for membership and shall be accompanied by a payment in an amount sufficient to cover the current year's dues in advance, or lesser amount as determined by the Board of Directors. An advance payment shall be returned in full if membership is not approved.
- c) A candidate for Builder Member and all other trades requiring a certificate of competency or a license must include the certificate or license number on the application.
- d) All applicants must provide a copy of their current Business Tax Receipt and other documents as required by the application.
- e) The Membership Committee has the responsibility to investigate all applications for membership as to their business and professional competency, ethics, reliability and conduct and make their recommendations to the Board of Directors.
- f) The Board of Directors shall be the final authority on the approval of new members. It may reject any candidate when in its collective judgment such a rejection will be in the best interests of the Association. When an applicant for membership is rejected, the Executive Officer will notify the application by certified mail or other mail service that provides proof of receipt.
- g) Membership in this Association automatically includes membership in the Florida Home Builders Association (FHBA) and the National Association of Home Builders (NAHB).

Section 4. Dues and Fees.

The annual Membership dues shall be determined by the Board of Directors. Any such determination shall remain in effect until changed by the Board. These fees shall be payable as determined by the Board of Directors.

- a) The dues of this Association shall be payable in advance annually on the anniversary date of the approval of the applicant.
- b) Dues to the State and National Association will be paid within twenty (20) business days in which the membership is approved, and the dues payment is received. No State and National membership dues will be paid from the Association treasury in advance of receipt of payment from the member candidate.
- c) Increases in dues promulgated by either the Florida Home Builders Association or the National Association of Home Builders will be automatically assessed to the dues paying membership and will be included on all dues invoices as of the effective date. These increases will be brought to the attention of the Executive Committee and the Board of Directors but will require no further action to become effective.
- d) Dues and or fees paid shall immediately become property of the Association and shall not be returned, to the Member, should the Member decide to cease Membership in the Association. Similarly, if through Board of Directors action, Membership status is changed, suspended, or revoked, previously collected dues shall be retained by the Association.

Section 5. Member Compliance with Bylaws, Policies and Code of Ethics.

All Members shall agree to, adhere to, and comply with the Association Bylaws, Policies and Code of Ethics.

Section 6. Good Standing Status.

A Member shall be automatically deemed "in good standing" unless otherwise designated by the Board of Directors by majority vote. Board of Directors may remove Good Standing Status for violations of the Association Bylaws, Policies, Code of Ethics, or failure to pay dues or other financial obligations to the Association within a period of time as so designated by the Board of Directors.

Section 7. Suspension or Termination.

A Member may terminate their Membership in the Association:

- a) Upon written request to the Board of Directors.
- b) Suspension or termination of membership in this Association shall occur for the following reasons:
 1. Any Member whose dues are not paid in full within sixty (60) days after the date they were due or, if the member has entered into a payment plan approved by the Executive Officer, when the member fails to make payment in accordance with the payment plan, will have their membership automatically terminated.
 2. Any Member may be censured, suspended or terminated from this Association if, in the opinion of the Board of Directors, as evidenced by a two-thirds vote of the Board, it shall be determined that the Member has failed to conform to the Code of Ethics and the By-Laws, or considered to be in the best interest of the Association that said Member be censured, suspended or terminated.
 3. The Executive Committee will evaluate any complaint regarding any Member's failure to conform to the Code of Ethics and the By-Laws or if the Member's business practices come under question and will be responsible for bringing the matter to the Board of Directors.

All cancellations and terminations will result in a notification to the FHBA and the NAHB that the member has been cancelled and is no longer entitled to the benefits of such programs in which the member may be participating.

Section 8. Meetings of the Membership

- a) An Annual Meeting of the Membership of this Association shall be held at the November General Membership Meeting each year, or at such other time as the Board of Directors may designate, for the express purpose of electing Officers and Directors of this Association and taking up such other matters as may properly come before the general membership.
- b) Regular meetings of the membership of this Association shall be held at such time as the Board of Directors may designate.
- c) Special meetings of the membership of this Association may be called by the President, if requested in writing, by a majority of the members of the Board of Directors.
- d) Notice shall be given of the date, hour and place of all General Membership Meetings at least ten (10) days in advance and shall be posted on the association's website, and emailed to the last known email address furnished to the Association by the member.

Article III – Board of Directors

Section 1. Authority.

The Board of Directors shall be the governing body of the Association. The formulation of Association policies, the direction of programs, responsibility for the public image, and the control of property and finances shall be vested in the Board of Directors. All statements of policy shall be approved by the Board of Directors. The Board shall establish procedures for the orientation of Directors to the Board of Directors, officers, and leaders of all Councils and Committees.

Section 2. Composition.

The Board of Directors shall consist of no less than eleven (11) Members. The Board of Directors, which shall be the governing body of this Association, shall be composed of:

- a) The President;
- b) First Vice President;
- c) Second Vice President;
- d) Secretary;
- e) Treasurer;
- f) Immediate Past President;
- g) Immediate Past Second Vice President;
- h) Six (6) elected Directors at large with at least two (2) being Builder Members.
- i) Life Directors and Honorary Life Directors in good standing;
- j) Committee and Chapter Chairman shall serve as ex-officio members of the Board, but shall not be entitled to vote; and
- k) Legal Counsel shall serve as an ex-officio member of the Board and shall not be entitled to vote.

Section 3. Chair of the Board.

The elected President shall be the Chair of the Board of Directors and the First Vice President shall be the Vice-Chair.

Section 4. Chair of the Board Pro Tempore.

In the absence of the President and the First Vice President, the Board may select one of the Officers of the Association to serve as Chair Pro Tempore. In the event that all the aforementioned are absent, the Board may select one of its other Directors to serve as Chair Pro Tempore.

Section 5. Nominating Committee

Elections held by this Association shall follow these procedures:

- a) Nominating Committee shall be the Executive Committee
- b) The Nominating Committee shall solicit the membership; consider recommendations and shall nominate at least one (1) candidate for each Director position and Officer position to be filled.
- c) The Nominating Committee may resolve questions relating to the nomination of candidates suggest rules of procedure for the election and upon direction of the President, perform other appropriate duties.
- d) The Nominating Committee shall submit the final nominee slate to the Board of Directors for review on or before the first Wednesday of November.

Section 6. Election to the Board.

- a) The Annual Meeting of the Membership shall take place on the third Thursday of November or at such other time within the calendar month as the Executive Committee may designate. During this annual meeting, elections will be held for the express purpose of selecting Directors and shall be elected from the Association's Membership.
- b) Whenever only one (1) nomination for an elective office or directorship is presented to the membership, election shall be by voice vote. When more than one (1) candidate is presented, the vote will be by secret ballot.
- c) If more than two (2) candidates are named for an office or director position, a majority of the members voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken by the two (2) leading candidates.
- d) Additional nominations may be made from the floor by members in good standing and when seconded by another member in good standing.
- e) If a nomination is made from the floor for a candidate not included on the prepared ballot, and a member wishes to vote for the candidate made by floor nomination, the name of the candidate shall be written into the blank space included on the written ballot.

Section 7. Installation.

- a) The installation of Officers and newly elected Directors of the Board shall occur at the meeting of the Membership on the first Thursday of December or at such other time within the calendar month as the Executive Committee may designate.
- b) Official Notice of the annual meeting shall be provided to each Member at least ten (10) days prior thereto.
- c) Immediately upon taking the oath of office the Officers and Directors shall assume the duties of the office to which elected. Any Officer or Director who is unable to attend this ceremony will be sworn in at the next regularly scheduled Board of Directors meeting.

Section 8. Director Duties.

- a) Directors of the Association shall:
- b) Regularly participate on at least one (1) Council or Committee, as a Member or its Chair.
- c) Bi-annually, elect a Treasurer and Secretary.
- d) Fulfill Fiduciary and Legal Responsibilities through the assumption of a fiduciary position of trust, confidence, and responsible obligation to others.
- e) Honor the Legal Duty of Care by discharging duties in good faith utilizing diligence and care.
- f) Honor the Duty of Loyalty by demonstrating allegiance, practicing confidentiality, and acting in best interest of the Association.
- g) Directors will exhibit genuine interest and support of the Association and its programs.
- h) Directors, individually and as a synergistic unit, will represent the Association and its best interests in the community.

Section 9. Life Directors.

- a) All past local and state presidents who are members in good standing of this Association shall be a Life Director and entitled to vote on Board matters.
- b) Any Life Director who fails to attend two (2) consecutive meetings, without being excused by the President or a vote of the Board of Directors, or a total of four (4)

absences of any kind in one fiscal year, shall be grounds for removal from the Board of Directors. Upon failing to meet the attendance requirements, the Life Director shall become an Honorary Life Director, without voting privileges, so long as he/she remains a member of the Association.

Section 10. Honorary Life Director.

- a) All past local and state presidents who are members in good standing of this Association have the option, in lieu of being an active Life Director, to be an Honorary Life Director.
- b) Honorary Life Directors shall be entitled to attend Board of Directors meetings but shall have no attendance requirements.
- c) Honorary Life Directors shall not be entitled to vote on Board matters.

Section 11. Director Limitations.

No Director of the Association, other than the President, shall represent the Association in favor of, or in opposition to, any project or policy without specific authorization of the Board of Directors.

Section 12. Terms.

The Terms of each position on the Board of Directors, other than the elected officers, shall be as follows:

- a) Directors shall be two (2) year terms.

Section 13. Term Limits.

- a) A Director shall be limited to three consecutive (3) terms as a Director.
- b) If elected as an Officer, Directors forego their remaining term as a Director and are subject to the rules governing Officers.
- c) Upon completion of their term as an Officer, a member is eligible to be elected to the Board of Directors after one calendar year.

Section 14. Vacancies on the Board.

- a) The Board of Directors position belongs to the individual. In the event that the seated Director's employment is terminated with the business or entity that qualifies them for Association membership, the Director shall retain their position for a period of ninety (90) days, after which time the Director will have to be in the employ of a qualifying Association Member to be eligible to retain their Director seat. Failure to do so will result in the Director's seat being deemed vacant.
- b) The President shall be empowered to appoint candidates to fill Board Member vacancies. This appointment will be presented to the Board of Directors for ratification. No other nominations will be considered.

Section 15. Removal from the Board.

The Executive Committee shall be convened to consider the removal of any Director or Officer and shall bring its recommendation to the Board of Directors. The Board of Directors, by two-thirds (2/3) vote, may remove any Director or Officer.

Section 16. Meetings.

Roberts Rules of Order, current edition, shall govern the conduct and parliamentary procedure at all meetings of the Board of Directors. All meeting notices shall be posted on the Association's website.

The Board of Directors holds two types of meetings:

- a) **Regular Meeting:** The Board shall meet in regular session on the first Thursday of December for the installation of the Board of Directors and its Officers or at such other time in the month of December as designated by a majority vote of the Executive Committee. Regular sessions of the Board of Directors will subsequently be held on the third Thursday of each month, or on days within those months as designated by majority vote of the Executive Committee.
 - i. Official Notice of the date, hour, and place of all Regular Meetings shall be given to the Directors at least seven (7) days in advance by email or mail.
 - ii. Any member in good standing may attend Regular Meetings of the Board of Directors, but have no vote, unless the meeting, or any portion thereof, is deemed closed by the President. The President will determine if it is appropriate for individual Members to address the Association Board, and set time limits and rules for such addresses, if applicable.

- b) **Special Meeting:** A special meeting may be called at any time by the President or when requested by five (5) or more Directors who are in good standing.
 - i. Official Notice of the date, hour, and place of all Special Meetings shall be given to the Directors at least two (2) days in advance, by email or mail.
 - ii. Special Meetings of the Board of Directors may be closed meetings, if so noticed by the President. However, the President, Executive Officer and/ or the group of five (5) Directors requesting the meeting, may invite up to two (2) Members each, to testify to, or speak on behalf or against, the business to be transacted at the Special Meeting.

Section 17. Board of Directors Meeting Quorum.

- a) A quorum of the Directors shall be the total-voting members present at general membership meetings, providing ten (10) days written notice is sent in advance.

Section 18. Board of Directors Voting.

- a) A simple majority vote of those Directors present, who are in good standing, shall decide an issue, unless otherwise provided for in these By-Laws.
- b) The Association's legal counsel shall interpret and rule on parliamentary procedure or in absence, the President may appoint a Parliamentarian to interpret and rule on parliamentary procedure.

Section 19. Attendance.

Attendance at all properly noticed Board of Directors meetings is mandatory for all Members of the Board of Directors unless excused by the President. Absence at two (2) consecutive meetings, without being excused by the President or a vote of the Board of Directors, or a total of four (4) absences of any kind in one fiscal year, shall be grounds for removal from the Board of Directors.

Section 20. Executive Session.

Calling of Executive Session by the President or a majority of Directors will cause guests, non-Directors, the Executive Officer, and/ or other Association professional staff to depart the meeting and cease recording of all minutes, audio, or written notes.

Article IV – Board of Directors Executive Committee

Section 1. Officer Positions.

The Board of Directors Executive Committee (Executive Committee) shall consist of seven (7) Officers of the Association, consisting of the President, First Vice President, Second Vice President, Treasurer, Secretary, Immediate Past President, and the Immediate Past Second Vice President. Legal Counsel shall serve as an ex-officio member without voting privileges.

- a) **PRESIDENT** shall:
 - i. Preside at all meetings of the Membership, Executive Committee, and the Board of Directors.
 - ii. Assist the Board of Directors in the formulation of policies of the Association.
 - iii. Appoint all Chairs to Councils and Committees, giving special consideration to Directors.
 - iv. Appoint Special Committees.
 - v. Recommend to the Board, such matters which may promote the prosperity and increase the usefulness of the Association.
 - vi. Engage any legal counsel, with the concurrence of the Executive Committee.
 - vii. Perform all duties incident to the office.
 - viii. Upon leaving office, the President will automatically remain an Officer for one (2) year as the Immediate Past President.
- b) **FIRST VICE PRESIDENT (CHAIR-ELECT)** shall:
 - i. Discharge all the duties of the President during the President's absence.
 - ii. Possess a willingness to share the responsibilities with the President in order to balance the burden.
 - iii. Upon direction of the President, perform such duties as are assigned.
- c) **SECOND VICE PRESIDENT** shall:
 - i. Shall perform all duties assigned him by the President or the First Vice President.
 - ii. Shall, in the absence of the President and the First Vice President, perform the duties of the President.
- d) **TREASURER** shall:
 - i. Shall be responsible to the Association for the accounting of all monies collected and disbursed by the Association.
 - ii. Prepare and present monthly and annual financial reports to the Executive Committee and Board of Directors.
 - iii. Counsel the Executive Officer and then-Chair-Elect (First Vice President) in the preparation of an annual budget for the upcoming calendar (fiscal) year, to be adopted no later than the November regular meeting of the Board of Directors.
 - iv. Upon direction of the President, perform such duties as are assigned.

- e) **SECRETARY** shall:
 - i. Serves as the Association's corporate secretary, maintaining minutes and the records of all meetings of the Board of Directors, the Executive Committee, those other(s) as required by law.
 - ii. Upon direction of the President, the Secretary may perform other duties appropriate to this office.

- a) **IMMEDIATE PAST PRESIDENT** shall:
 - i. Shall serve as an Officer in an advisory capacity to the President.
 - ii. The position of Immediate Past President shall be filled by the President who most recently completed their term of office or, if not available, any Past President of the Association as determined by the Board of Directors.

- b) **IMMEDIATE PAST SECOND VICE PRESIDENT** shall serve as an Officer in an advisory capacity to the Second Vice President. The position of Immediate Past Second Vice President shall be filled by the Second Vice President who most recently completed their term of office or, if not available, any Past Second Vice President of the Association as determined by the Board of Directors.

Section 2. Officer Qualifications.

a) President

- i. The President shall be a Builder or Associate Member in good standing.
- ii. The President shall be the Immediate Past First Vice President, or if not available, an Officer or Director in good standing.

b) First Vice President

- i. The First Vice President shall be a Builder or Associate Member in good standing.
- ii. The First Vice President shall be the Immediate Past Treasurer, or if not available, an Officer or Director in good standing.

c) Treasurer

- i. The Treasurer shall be a Builder/Contractor or Associate Member in good standing.
- ii. The Treasurer shall have actively served on an Association committee for a minimum of one calendar year.

d) Second Vice President

- i. The Second Vice President shall be an Associate or Affiliate Member in good standing.
- ii. The Second Vice President shall be the Immediate Past Secretary, or if not available, an Officer or Director in good standing.

e) Secretary

- i. The Secretary shall be an Associate or Affiliate Member in good standing.
- ii. The Secretary shall have actively served on an Association committee for a minimum of one calendar year.

f) Immediate Past President

- i. The position of Immediate Past President shall be filled by the President who most recently completed their term of office or, if not available, any Past President of the Association as determined by the Board of Directors.

g) Immediate Past Second Vice President

- i. The position of Immediate Past Second Vice President shall be filled by the Second Vice President who most recently completed their term of office or, if not available, any Past Second Vice President of the Association as determined by the Board of Directors.

Section 3. Election to the Executive Committee.

- a) The Annual Meeting of the Membership shall take place on the third Thursday of November or at such other time within the calendar month as the standing Executive Committee may designate. During this annual meeting, elections will be held for the purpose of selecting Officers for the upcoming calendar, commencing January 1st, and shall be elected from the Association's Board of Directors.
- b) Nominations for position(s) on the Executive Committee shall be consistent with Article 3, Section 5, of these bylaws.
- c) Whenever only one (1) nomination for an elective office is presented to the membership, election shall be by voice vote. When more than one (1) candidate is presented, the vote will be by secret ballot.
- d) Additional nominations may be made from the floor by Directors in good standing and when seconded by another Director in good standing.
- e) If a nomination is made from the floor for a candidate not included on the prepared ballot, and a member wishes to vote for the candidate made by floor nomination, the name of the candidate shall be written into the blank space included on the written ballot.
- f) Election for each position shall be determined by a majority vote. If no candidate receives a majority, a second vote shall be taken by the two (2) leading candidates.

Section 4. Executive Committee Duties & Responsibilities.

- a) The Executive Committee shall consist of, and be limited to, as a Committee, the Officers of the Association. The Executive Committee shall serve as Finance Committee.
 - i. The Committee shall conduct the affairs of the Association in accordance with the Bylaws, policies, and instructions from the Board of Directors.
 - ii. During the interim between Board meetings, the Executive Committee shall have charge of the routine business of the Association.
 - iii. The Committee shall annually review the performance of the Executive Officer.
 - iv. The Committee shall define the powers and duties of all Councils and Committees, subject to Board approval.
 - v. The Committee shall have authority to order disbursements for necessary expenses and may grant to any Council or Committee a reasonable amount of money for special work provided said amount does not exceed the approved budgeted allowance for such work.
 - vi. All activities of the Executive Committee shall be reported to, and ratified by, the Board of Directors at their next regularly scheduled meeting.
 - vii. The Committee shall meet upon the call of the President, or any two (2) voting Members of the Committee. Official Notice of said meetings shall be given to all Members at least four (4) days before the meeting by email or mail.
 - viii. Executive Committee Quorum is four (4) Members in attendance.
 - ix. The President shall chair the Executive Committee.

- b) The Executive Committee will set what will be included on the Board meeting agenda.

Section 5. Succession of Office.

- a) **President.** In the event of the removal, absence, disability, resignation, or death of the President
 - i. The First Vice President (Chair-Elect) shall act as President of the Association until the President returns and or the term expires.
 - ii. Should the First Vice President be unwilling or unable to serve, then the Treasurer shall carry out the duties of the President until such time the President returns and or the term expires.
 - iii. Should it be established by the majority of the Board of Directors that the duly elected President is unable to return to complete term, they shall automatically forfeit the position of President and Director on the Board of Directors, the First Vice President shall become President, the Treasurer will become First Vice President, and the Board of Directors shall elect a new Treasurer from the Board of Directors to fill the unexpired term, consistent with the qualifications and election procedures established in these bylaws.
 - iv. These Officers will fulfill the remaining unexpired term as well as their own one (2) year term.
 - v. Once elected as President, that individual will automatically ascend through the office of Immediate Past President.

- b) **First Vice President.** In the event of the removal, absence, disability, resignation, or death of the First Vice President.
 - i. The Treasurer shall act as First Vice President of the Association until the Officer returns and or the term expires.
 - ii. Should it be established by the majority of the Board of Directors that the duly elected First Vice President is unable to return to complete the term, the Officer shall automatically forfeit the position of First Vice President and Director, the Treasurer may become First Vice President, and the Board of Directors shall elect a new Treasurer from the Directors to fill the unexpired term, consistent with the qualifications and election procedures established in these bylaws.
 - iii. These Officers will fulfill the remaining unexpired term as well as their own one (2) year term.
 - iv. Once elected as First Vice President, that individual will automatically ascend through the office of President and Immediate Past President.

- c) **Treasurer.** In the event of the removal, absence, disability, resignation, or death of the Treasurer.
- i. The Immediate Past President shall serve as Treasurer until the Officer returns and or the term expires.
 - ii. Should it be established by the majority of the Board of Directors that the duly elected Treasurer is unable to return to complete their term, the Officer shall automatically forfeit the position of Treasurer and Director and the Board of Directors shall elect a new Treasurer from the Directors to fill the unexpired term, consistent with the qualifications and election procedures established in these bylaws.
 - iii. These Officers will fulfill the remaining unexpired term as well as their own one (2) year term.
 - iv. Once elected as Treasurer, that individual may ascend through the office of First Vice President, President and Immediate Past President.
- d) **Second Vice President.** In the event of the removal, extended absence, disability, resignation, or death of the Second Vice President.
- i. The Secretary shall act as Second Vice President of the Association until the Officer returns and or the term expires.
 - ii. Should it be established by the majority of the Board of Directors that the duly elected Second Vice President is unable to return to complete their term, the Officer shall automatically forfeit the position of Second Vice President and Director, the Secretary shall become Second Vice President, and the Board of Directors shall elect a new Secretary from the Directors to fill the unexpired term, consistent with the qualifications and election procedures established in these bylaws.
 - iii. These Officers will fulfill the remaining unexpired term as well as their own one (2) year term.
 - iv. Once elected as Second Vice President, that individual will automatically ascend through the office of Immediate Past Second Vice President.
- e) **Secretary.** In the event of the removal, extended absence, disability, resignation, or death of the Secretary.
- i. The Immediate Past Second Vice President shall serve until the Officer returns and or their term expires.
 - ii. Should it be established by the majority of the Board of Directors that the duly elected Secretary is unable to return to complete the term, the Officer shall automatically forfeit the position of Secretary and Director and the Board of Directors shall elect or appoint a new Secretary from the Directors or from the Membership to fill the unexpired term, consistent with the qualifications and election procedures established in these bylaws.
 - iii. These Officers will fulfill the remaining unexpired term as well as their own one (2) year term.
 - iv. Once elected as Secretary, that individual will automatically ascend through the office of Second Vice President and Immediate Second Past President.

Section 6. Officer Term Limits.

- a) Officers shall hold office for a term of two (2) years from the date of election or until their successors are elected and duly installed.
- b) After serving as the Immediate Past President, a Director shall not serve on the Board of Directors in an elected capacity for at least one (1) year.

Section 7. Officer Limitations.

No Officer of the Association, other than the President shall represent the Association in favor of, or in opposition to, any project or policy without specific authorization of the Board of Directors.

Section 8. Emergency Powers.

During the continuation of an emergency, the Executive Committee will be authorized with all powers of the Board of Directors. In the event that there is no quorum for the Executive Committee, those from the Board who remain will serve, along with the remaining Executive Committee Members as an Emergency Management Committee with all the powers of the Board during the continuation of an emergency.

Section 9. Meetings of the Executive Committee

- a) Executive Committee Meeting: The Executive Committee shall meet as called upon by the President or a majority vote of the Executive Committee.
- b) Official Notice of the date, hour, and place of all meetings of the Executive Committee shall be given to the Officers at least seven (7) days in advance by email or mail.
- c) Any member in good standing may attend Executive Committee meetings, but have no vote, unless the meeting, or any portion thereof, is deemed closed by the President. The President will determine if it is appropriate for individual Members to address the Executive Committee, and set time limits and rules for such addresses, if applicable.

Section 10. Executive Committee Quorum.

- a) A simple majority vote of those Officers present, who are in good standing, shall decide an issue, unless otherwise provided for in these By-Laws.
- b) The Association's legal counsel shall interpret and rule on parliamentary procedure or in absence, the President may appoint a Parliamentarian to interpret and rule on parliamentary procedure.

Section 11. Executive Committee Meeting Attendance.

Attendance at all properly noticed Executive Committee meetings is mandatory for all Members of the Executive Committee unless excused by the President. Absence at two (2) consecutive meetings, without being excused by the President or a vote of the Executive Committee, or a total of four (4) absences of any kind in one fiscal year, shall be grounds for removal from the Executive Committee and the Board of Directors.

V. Committees and Councils

Section 1. Composition and Authority.

- a) The President, by and with the approval of the Board of Directors, shall establish all Special Committees and Task Forces, and appoint their Chairs. The President may appoint such Task Forces and their Chairs, as they deem necessary to carry out the programs of the Association. Special Committees and Task Forces may be established or continued by the President, with concurrence of the Board, which will survive until the end of the President's term unless continued or re-established by a subsequent President. Unless listed specifically herein as a Standing Committee, all Councils, Committees, and Task Forces are subject to this provision.
- b) Unless otherwise stipulated herein or by Board Policy, all Councils, Standing Committees, Special Committees, and Task Forces are open and therefore may be populated by any Member in good standing of the Association. Each body may limit the number of positions to its body, in which case the Board of Directors shall appoint candidates to serve in those positions.
- c) The President shall be ex-officio Members with full speaking and voting privileges of all Boards, Committees, Councils, Task Forces, and Sub-Chapters of the Association.
- d) No Council, Committee, Task Force or Sub Chapter shall maintain its own depository accounts or make governing decisions for the Association.
- e) The President may, with the concurrence of a majority vote of the Board of Directors, remove the Chair of any Council, Committee, or Task Force previously appointed by the President.
- f) The Executive Officer shall be an ex-officio Member of all Boards, Committees, Councils, Task Forces, and Sub Chapters of the Association, without voting privileges.

Section 2. Committee Purpose.

It shall be the function of each Committee in their area of focus to make investigations, conduct studies, do research, monitor, debate, present ideas & solutions, and to make recommendations to the Board of Directors. Committees also carry on such activities as may be delegated to them by the Board.

Each Committee shall be assigned a staff liaison by the Executive Officer to assist in conducting the business of the Committee.

Section 3. Council Purpose.

When groups of Members of the Association, formed within the Association to focus on a particular niche of Membership to which those Members believe aligns them with other similar Members, and those members are growing in number, the President, with approval of the Board may create a Council. As the Council shrinks in Members, the Board may disband the Council. Each Council shall have a niche and a name reflective of that niche.

Each Council shall be assigned a staff liaison by the Executive Officer to assist in conducting business and holding the meetings and events of the Council.

Section 4. Committee and Council Meetings Quorum.

A vote of the majority of the members of a committee or council in attendance shall constitute a quorum for any vote of any said committee or council.

Section 5. Standing Committees.

- a) The following Committees and Councils and Committees shall be considered Standing in the Association. Neither the Chair nor the Board of Directors shall establish, alter, or disband Standing Councils or Standing Committees unless doing so by undergoing the Bylaws amendment process.
 - i. Standing Committees:
 - Executive Committee
 - Finance Committee
 - Membership Committee
 - Government Affairs Committee
 - ii. Standing Councils:
 - Sales and Marketing Council

- b) **FINANCE COMMITTEE** is composed of the members of the Executive Committee, tasked with the following responsibilities:
 - i. Review and recommend the annual budget to the Board of Directors for approval;
 - ii. Monitor and report on the financial status of the Association regularly to the Board of Directors;
 - iii. Review and make recommendations to the Board of Directors on expenditures outside the budget;
 - iv. Review proposals and make recommendations to the Board of Directors on the selection of banking institutions and financial reviewers/auditors to be used by the Association;
 - v. Review and make recommendations to the Board of Directors for approving financial review/audit reports;
 - vi. Review and recommend all financial policies to the Board of Directors;

- c) **MEMBERSHIP COMMITTEE** is composed of no less than seven (7) active Members in good standing with the Chairman being appointed by the President and ratified by the Board of Directors at the January meeting of the Board or at meeting so chosen by the President . This Committee is dedicated to the recruitment and retention of members while advising the Board of Directors on Association on Membership trends, retention & renewal rates, and recruitment programs. This Committee has no governing authority. It may only make recommendations to the Board of Directors.

- d) **GOVERNMENT AFFAIRS COMMITTEE** shall be an open Committee consisting of those Members dedicated to promoting and defending Association positions on political and governmental issues. The Committee has no governing authority and shall only make recommendations to the Executive Committee regarding the Association's potential position on political issues and candidates for elected office. In making recommendations to the Executive Committee, the Government Affairs Committee shall give special consideration to any position taken by the FHBA and NAHB and shall make those positions known to the Executive Committee. Only the President, or their designee, shall represent the Association on issues or political endorsements.

Article VI – Executive Officer and Professional Staff

Section 1. Employment of Executive Officer.

The Board of Directors shall employ an Executive Officer and shall determine the compensation and conditions of their employment. The President, the Past President, and the First Vice President (Chair-Elect) shall negotiate with the Executive Officer and execute said agreement with concurrence of the Executive Committee.

Section 2. Executive Officer Duties.

The Executive Officer shall serve as the chief executive officer of the Association and shall perform the duties and responsibilities delegated by the Board of Directors and Executive Committee and all other functions usual to such office which shall include, but are not limited to:

- a) Conduct the official correspondence of the Association.
- b) Manage all of the properties of the Association.
- c) Assist the Treasurer in the preparation of annual budget and financial reports.
- d) Preserve all books, documents, and communications.
- e) Keep records of accounts and maintain an accurate record of the proceedings of the Association, the Board of Directors, Chapters and all Task Forces, Councils & Committees.
- f) Execute all contracts entered by the Association as necessary to carry out the decision and Policies adopted by the Board of Directors.
- g) Solicit the Association's legal counsel before entering into any long-term contract that obligates the Association to a period of twelve months or greater.
- h) Approve all expenditures after ascertaining that funds were budgeted or approved for special appropriation by the Executive Committee or Board of Directors with any expenditure in excess of \$1000.00, not previously approved in the fiscal year budget, requiring approval from the Board of Directors.
- i) Be an ex-officio, non-voting member of all Boards, Committees, Councils, of the Association.

The Executive Officer shall not be eligible for Membership in the Association, while employed by the Association.

Section 3. Professional Staff.

The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of the Association as directed by the Board of Directors and / or Executive Committee within the limitations of the budget. The Executive Officer shall have management supervision, including hiring and dismissal, of all employees and contractors of the Association. Unless circumstances preclude, the Executive Officer shall make the Board of Directors aware in advance of all pending employee terminations.

No employee of the Association shall represent the Association in favor of, or in opposition to, any project or policy without specific authorization of the President, Executive Committee or the Board of Directors.

Article VII – Finances

Section 1. Fiscal Year.

The Association's budget year shall be the calendar year.

Section 2. Accounting Method and Records.

The Association shall operate based on the tax basis accounting method, keeping all bookkeeping records electronically using a recognized accounting software program as determined by the Board of Directors.

Section 3. Annual Budget.

The Executive Officer shall present to the President or when applicable, the Chair-Elect, with concurrence of the current Treasurer, a budget, based on the needs and allocations of the Association. The President or Chair-Elect shall present said budget, with the assistance of the Executive Officer and Treasurer, to the Executive Committee for review, no later than the November meeting.

- a) It shall include all divisions, income, expenses, projected programs / events and operational costs.
- b) It shall be approved as soon as possible by the Board, but no later than at the December meeting of the Board of Directors for implementation the following year.

When approved with or without necessary modifications, the budget shall become the appropriation measure of the Association. Recommendations for expenditures outside the budget shall be submitted to the Executive Committee whose recommendations shall be submitted to the Board.

Section 4. Signatory Authorization.

- a) Only the Executive Officer, the President, First Vice President, Treasurer, and Immediate Past President, shall have the authority to sign checks, drafts, and / or other orders for the payment of money on behalf of the Association.
- b) In the absence or unavailability of the Executive Officer, two of the following officers of the Association are required to sign checks, drafts, and / or other orders for the payment of money, and on behalf of, the Association: President, First Vice President, Treasurer, and / or Immediate Past President.

Section 5. Disbursements.

All disbursements will be made by debit card or draft. The Board of Directors may authorize a petty cash fund, not to exceed two hundred dollars (\$200.00).

- a) Checks or debit charges less than \$1,000.00 for goods or services, for amounts already contained within the approved fiscal year's budget, may be signed and or transacted by the Executive Officer.
- b) All disbursements \$1,000.00 or greater, shall be paid by check and shall carry dual signatures, unless otherwise authorized by the Board of Directors.
- c) A petty cash fund may be authorized by the Board of Directors, not to exceed \$200.00. All petty cash expenditures must be accounted for by written receipt.
- d) The Executive Officer shall ensure that all expenditures must be accounted for and when appropriate, supported by receipt.
- e) Any expenditure in excess of \$1000.00, not previously approved in the fiscal year budget requires approval from the Board of Directors.

Section 6. Audit.

Independent audit of the finances of the Association shall be at the discretion of the Executive Committee.

Section 7. Surety Bonds.

The Executive Officer and any employee designated to handle Association funds shall be covered under the Association's commercial liability insurance policy or be bonded by sufficient fidelity bond in such amounts as deemed necessary by the Board of Directors.

Section 8. Financing and Related Powers.

The Board shall have the power to purchase, hold, sell, or lease real estate and to mortgage same, incur debts and borrow money, giving notes of the corporation thereof, signed by an official duly authorized by the Board of Directors and to enter into contracts of any kind furthering the objective of this organization.

Section 9. Transfer of Finances.

Any moneys earmarked for purposes designated in the budget may be transferred for other purposes only by a majority vote of the Board of Directors.

Section 10. Gifts.

The Board of Directors may accept, on behalf of the Association, without further authorization, any contribution, gift, bequest, devise, or device, except any such gift made with limitations or conditions imposed by the donor may not be accepted without the express approval of the Board of Directors by majority vote.

Section 11. Dissolution.

The Association may be dissolved by the affirmative vote of seventy five percent (75%) of the Association's total Membership and shall be effectuated in compliance with the applicable laws of the State of Florida and the pertinent laws and regulations of any other governmental authority. The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the Members of the Association. On dissolution of the Association, after paying, or making provision for payment, of the liabilities of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations as defined in Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future Federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation 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.

Section 12. Financial Restrictions.

Notwithstanding the foregoing or any other provision of the Articles of Incorporation or these Bylaws:

- a) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributed to its incorporators, Directors, Officers, or other private persons having a personal or private interest in the Association, other than reimbursement of reasonable expenses incurred or reasonable compensation for services rendered any person employed by the Association and incurred in carrying out the purposes set forth herein.
- b) The Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article VIII – Indemnification

Section 1. Indemnification: Directors.

A Director of the Association shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

- a) The Director has breached or failed to perform the duties of his or her office; and
- b) The breach or failure to perform by a Director constitutes self-dealing, willful misconduct, or recklessness by the Director.

The provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any applicable criminal statute or for payment of taxes pursuant to local, state, or federal law.

Section 2. Indemnification: General.

The Association shall indemnify a Director or Officer of the Association for any action taken, or any failure to take any action, to the full extent permitted by applicable law, and extending without limitation to third party actions, derivative actions, and mandatory indemnification. The obligation of indemnification under this Section shall apply to actions taken, or any failure to take any action, by a Director or Officer in his or her official capacity and as to any action taken or any failure to take action while holding that office, and shall extend to any contract, instrument, or transaction authorized by the Board of Directors. The indemnification provided by this Article or these Bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any statute, or any agreement, vote of disinterested Directors or otherwise.

Section 3. Right to Indemnification.

The indemnification and advancement of expenses provided by, or granted pursuant to, Sections 2, 3 and 4 of this Article, unless otherwise provided when authorized or ratified, shall continue as to any action taken by one entitled to indemnification for acts taken during his or her term, agency or employment to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article IX – Official Notices

Section 1. Members' Duty to Provide Contact Information.

Members shall furnish to the Association staff their official address and email account for use in providing official notices.

Section 2. One or More Official Notices.

Members shall be given official notice by one (1) or more methods to include, but not limited to: mail or email.

Article X – Rules of Procedure

All Membership, Board of Directors, Council, Committee, and Task Force meetings will be conducted in an orderly and business-like manner. *Robert's Rule of Order*, the most current published by Perseus Book Group, including small group rules, shall govern the meetings of the Association in all cases in which it is not inconsistent with statute, regulations, or Association Bylaws or Policies.

Article XI – Amendments

Section 1. Process of Amending.

These Bylaws may be amended or altered by a majority vote of the Board of Directors, ratified by a majority of the Members at any special or general meeting of the Membership:

- a) Director or Member attendance, respectively, at such meeting constitutes a quorum as defined herein, and
- b) Directors or Members, respectively, shall have been given official notice of the proposed amendments and the opportunity to respond, either verbally or in writing, at least ten (10) days in advance of a vote.

The amendments shall take effect immediately following the meeting acted upon unless explicitly stated otherwise.

Section 2. Amendment Restrictions.

Notwithstanding the foregoing authority in Section 1 of this Article, the Association shall not, in any event or for any purpose, adopt any amendment to these Bylaws inconsistent with any then applicable state or federal laws.