



# BYLAWS

## ARTICLE I NAME

The name or title by which this Association shall be known is the Bay Area Apartment Association, Inc., or in short form, "BAAA".

## ARTICLE II PURPOSE

Section 1. The purpose of the Bay Area Apartment Association, Inc. is to advance the general welfare of the rental housing industry through the association of those involved in ownership, management, and supplying of products and services to the industry.

Section 2. The means of accomplishing this purpose include:

1. Advocating and encouraging the constant improvement of rental housing industry.
2. Encouraging education and providing a wide range of educational opportunities concerning the industry.
3. Promoting and encouraging high professional standards and sound business practices among its members in the best interest of the industry and public.
4. Securing cooperative action in advancing the common purposes of its members.
5. Functioning as an affiliated association of the Florida Apartment Association and the National Apartment Association.
6. Disseminating useful information to members and the public.
7. Providing means for members to exhibit their products and services.
8. Providing products and services for members including facilitating acquisition of appropriate products and services from third parties. The Association is a not for profit corporation.

## ARTICLE III THE FISCAL YEAR

The fiscal year for the Association shall be January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

## ARTICLE IV MEMBERSHIP

Section 1. Conditions of Membership:

The Association shall have categories of memberships as set forth and described in this article. Any such membership shall not be transferred without the prior approval of the Board of Directors. Membership in the Association shall be open to any person, firm, corporation, or business entity who shall:

- a) fulfill the requirements of at least one of the classifications for membership listed below
- b) meet the approval of the Board of Directors of the Association
- c) agree to abide by the provisions of the By-Laws and policies of the Association, and
- d) pay dues and assessments as determined by the Board of Directors

- Section 2. Classification of Membership:
- a. Owner/Manager Member: Any person, firm, corporation, or business entity that owns, develops, builds, operates, or manages rental housing.
  - b. Associate Member: Any person, firm, corporation or business entity engaged in the sale of goods and/or services to the rental housing industry.
- Section 3. Owner/Manager Members of the BAAA must be located, or actively involved with assets located within Hillsborough, Pinellas, Pasco, Polk, Hernando, Sumter, Highlands, and Citrus counties, Florida, and such other areas as the Board of Directors may determine.
- Section 4. Members in good standing of BAAA are automatically members of the Florida Apartment Association and the National Apartment Association. You must be a member of BAAA to be a member of FAA and NAA.
- Section 5. Members must abide by these Bylaws and ethical standards which may be established by the Board of Directors. The Board of Directors may, by a two-thirds vote, remove any member for any cause when deemed in the best interest of the Association.

## ARTICLE V DUES AND ASSESSMENTS

- Section 1. Dues are paid for a calendar year and are due on January 1 of each year.
- Section 2. Dues for each category are established by the Board of Directors, and may be changed as it deems appropriate from time to time. The Board of Directors may establish a formula for prorating first year dues of new members who join after January 1.
- Section 3. Any member who is delinquent in paying dues to the Association automatically forfeits membership. Additionally, any member who is delinquent in paying other, non-dues monies may be subject to forfeiture of membership by Board vote. Delinquent is defined as 90 days from the date of invoice. Delinquent invoices may be subject to a late fee as approved by the Board of Directors. Membership and such rights to Board voting shall be automatically reinstated when the delinquent monies are paid.
- Section 4. Special assessments may be imposed upon members upon two-thirds vote by the Board of Directors.

## ARTICLE VI BOARD OF DIRECTORS

- Section 1. The governing body of BAAA shall be a Board of Directors which shall consist of no more than 20 at large directors and six officer-directors. All directors and officers must be members in good standing of the Association.
- Section 2. The Board of Directors is to exercise all powers of this Association and conduct whatever business it deems necessary or advisable for the welfare of the Association and its members.
- Section 3. Except as otherwise provided in these Bylaws, all matters must be approved at a Board meeting by a vote of members present and constituting a quorum. A quorum is defined as 10 voting board members present at any board meeting.
- Section 4. In the event that an Officer or Director is no longer working in the Industry or affiliated with a Member Company for more than 90 Days consecutively, they may be removed from their position and the President will appoint someone to fill that position for completion of the term. In the event that membership is re-established, they may request to be reinstated to the Board of Directors requiring approval from the Executive Committee.

## ARTICLE VII

## RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- Section 2. Regular Meetings. General membership meetings of the Association for the transaction of routine business are to be held as directed by the Board of Directors.
- Section 1. The Board of Directors is to meet not less than six (6) times each year on dates selected by it.
- Section 3. Special Meetings. Special meetings of the Association or the Board of Directors may be called by the President or three (3) members of the Board of Directors, or by written request of ten percent (10%) of the members of the Association.
- Section 4. In case of emergency, when it is not feasible to call a special Board of Directors meeting, the President and any other two (2) Officers and any other three (3) Directors are empowered to act for the Board. A full report of such action must be made by the President at the next regular Board meeting and must be ratified or rescinded thereat.
- Section 5. Notice of meetings. Notice of regular and special meetings shall be given in writing to each director showing the date, hour, and place of meeting at least thirty (30) days in advance of such meeting.
- Section 6. Any Board member who is absent from more than three consecutive Board meetings or more than fifty percent (50%) of Board meetings during a calendar year may be subject to removal from office pending review from the Executive Committee.
- Section 7. All board members will be required to sign and abide by the Board Commitment Agreement, which may be revised at any time by the Executive Committee.

## ARTICLE VIII

## NOMINATING PROCEDURES

- Section 1. Nominating Committee
- a) A Nominating Committee of five (5) Members shall be appointed by the President no later than September. The committee shall include at least one BAAA Past President, if available and must make its report at a meeting no later than October to be approved by the Board of Directors.
  - b) The nominating committee must publish a call for nominations to the general membership no later than September.
  - c) The nominating committee shall review the nominations and must nominate at least one candidate for each officer and directorship role for the following year. For Executive Officer positions, the committee shall be required to conduct in-person interviews.
  - d) No committee member may serve more than three (3) consecutive years.

## ARTICLE IX ELECTION

- Section 1. Officers and Directors are to be elected at a general membership meeting in the year preceding the start of their terms. The date of the election meeting will be determined by the Board of Directors, and members must be notified of the election at least thirty (30) days before the meeting. Election for each position will be by a majority of votes cast for that position. One vote may be cast for each position by each Regular Member present at the election meeting.
- Section 2. Any Regular Member or person authorized to cast a Regular Member's vote may make nominations from the floor at the general membership election meeting. To be a nominee, a person must agree before the election to serve before the election

## ARTICLE X DIRECTORS

- Section 1. The Directors at large shall be defined as:
- a. Director at large is any member as defined in Article IV, section 2
  - b. A senior director is a director at large as an Owner/Manager Member as defined in Article IV, section 2a. The Executive Committee may select at any time up to 6 directors at large to serve as senior directors.
  - c. No more than 4 directors at large may be Associate Members as defined in Article IV, section 2b.
- Section 2. Board members at large are to be elected each year for a term of one year. No at large Director may serve for more than eight consecutive years.
- Section 3. Each board member at large must be active and serve on a committee appointed by the President annually.

## ARTICLE XI OFFICERS

- Section 1. The Officers of BAAA shall consist of a President, a Vice President, a Treasurer, a Secretary, the immediate Past President and the Associates Council President. All of the Officers shall be Owner/Manager Members as defined in Article IV, Section 2a, except for the aforementioned Associates Council President.
- Section 2. Term of Office. The term of office shall begin on the first day of January following the annual meeting at which the Officer has been elected. The office shall serve one (1) year or until a successor is duly chosen and has assumed office. In no event, shall an Officer serve more than two (2) consecutive terms in the same office. Should the immediate Past President be unable to fulfill its duties, the Past President's Council shall decide by two-thirds vote a Past President to complete the duties for the remainder of the term.
- Section 3. Any vacancy in an Officer's position created by the death, resignation, or removal of the Officer, or appointment to another Officer's position shall be appointed by the BAAA President, subject to the approval of the Executive Committee, by naming an individual to serve in the vacant position for the remainder of calendar year.

## ARTICLE XII DUTIES OF OFFICERS

- Section 1. The President shall preside at all meetings of BAAA and the Board of Directors and shall perform all duties usual to that office. The President may cast the deciding vote in case of a tie. The President shall appoint, with the approval of the Executive Committee, all committees in accordance of Article XIII of these Bylaws. The President shall be an ex-officio member of all committees and shall perform all other duties usual to such office.
- Section 2. The Vice President shall perform the duties of President in the absence or inability to serve by the President, and shall perform all other duties usual to such office or as directed by the President. The Vice President will serve as the Chairperson for the Government Affairs Committee.
- Section 3. The Treasurer shall have charge of all funds of BAAA and their disbursement subject to the policies established by the Board of Directors. The Treasurer shall render an audited statement annually, if requested by the Board of Directors, of all monies collected and disbursed for the account of BAAA. Written copies of such statement shall be available to any active member of BAAA upon request in writing directed to the Treasurer. The Treasurer shall serve as Chairperson of the Budget and Finance Committee.
- Section 4. The Secretary shall be responsible for the minutes of all business meetings of the general membership and of the Board of Directors and/or the Executive Committee, and shall be responsible for the safekeeping of other records of BAAA. After each meeting of the membership and of the Board of Directors, the Secretary will attest to the minutes thereof and shall distribute one copy of such minutes to each member of the Executive Committee, and to any other member of BAAA particularly and directly concerned with the

proceedings set out in such minutes or to any member upon request of such member. The Secretary will serve as the Chairperson for the Membership Committee.

Section 5. The Associates Council President will serve as the Chairperson for the Associates Council and a Co-chair of the Awards Committee. They will also be the liaison between the Associate Members and the Board of Directors.

Section 6. The Immediate Past President will serve as the Chairperson for the Past Presidents Council and will be the liaison between the current Board of Directors and former leaders providing history, direction and assistance as requested by the President.

## ARTICLE XIII STAFF AND PROFESSIONAL SERVICES

Section 1. The Board of Directors may, at its option, employ an executive director and staff or other management entity whose title, duties, and compensation are to be determined by the Board. The Board may also engage and pay for all other necessary or desirable professional services for conduct of the Association's business.

## ARTICLE XIV NON-LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS, AND AGENTS

Section 1. Every Officer, Director, and agent of the Association shall be indemnified by BAAA against all expenses and liabilities including counsel fees reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved by reason of being or having been in such position, or any settlement thereof whether the person is in such position at the time such expenses are incurred. Such indemnification shall apply except in such cases wherein the Officer, Director, or agent commits a breach of duty of loyalty to the Association or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which is received an improper benefit, whether or not the benefit resulted from an action taken within the scope of their office or position; an act or omission for which liability is expressly provided for by statute; or an act related to an unlawful payment of a dividend; or as finally adjudged liable, by due legal process, of malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such position may be entitled.

Section 2. The BAAA shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, or agent of BAAA, against any liability asserted against that person because of an affiliation with BAAA.

## ARTICLE XV COMMITTEES AND COUNCILS

Section 1. Executive Committee.

- a) The Executive Committee shall consist of the elected Officers of BAAA. The President shall serve as Chairperson of the Executive Committee. A majority of the foregoing shall constitute a quorum. The Past Presidents Council shall be granted one vote at any Executive Committee meeting. If one member of the Past Presidents Council is in attendance, their vote shall count. If more than one is in attendance, then the one vote shall be cast by collective decision of the Past Presidents.
- b) The Executive Committee shall conduct the affairs of BAAA in accordance with the Bylaws, policies, and instructions of the Board of Directors and shall be authorized to act for BAAA during the times when the Board is not in session, except where these Bylaws expressly, or implied, require action to be taken by the Board. It shall be responsible for the employment and direction of Executive Vice President or Management Company. The Executive Committee shall have the authority to approve and execute any and all contracts, with the exception of the Executive Vice President/Management

Company. The committee shall submit an annual budget for approval by the newly elected Board of Directors by no later than April.

Section 2. Past Presidents Council

- a) The Past Presidents Council shall consist of any Past President still an active member with the BAAA. The Past Presidents Council shall perform any tasks or duties as assigned by the President of the Board of Directors.
- b) The Past Presidents Council may cast a maximum of three votes at any meeting of the Board of Directors. If three (3) or fewer Past Presidents are present at a Board Meeting, each may cast individual votes. If more than three (3) are present, all three (3) votes must be cast based upon the majority decision of the council members present. All members of the Past Presidents Council are to be given notice of Board Meetings in the manner that Board Members are notified.
- c) Members of the Past Presidents Council are not to be included in quorum calculations.

Section 3. Associates Council

Collectively, all Associate Members of the Association are called the Associates Council and shall have meetings, and conduct such business within the Association which may be uniquely beneficial to associate members so long as the Associates Council does not detract from the purpose of the Association. Activities of the Associates Council may be limited by the Board of Directors. Associate Council Members will represent the Council and fill no more than 1 Officer and 4 Directors at Large Positions on the Board of Directors. The positions are as follows: Associates Council President, Associates Council Vice President and Associates Council Immediate Past President and 2 Directors.

Section 3. Other Committees

There may be additional standing and/or ad-hoc committees as appointed by the President and approved by the Board of Directors.

## ARTICLE XVI MEETINGS OF COMMITTEES AND COUNCILS

Section 1. Call of Meetings. Meetings of all committee and councils shall be upon call of the committee or council chairperson or BAAA President. Each committee or council chairperson shall designate a secretary who shall keep the minutes of the meeting.

Section 2. Quorum. A quorum for committee and council meetings shall consist of a majority of the members of such committee or council, except as otherwise specifically provided in these Bylaws.

Section 3. Voting. A majority vote at any committee or council meeting where a quorum is present shall determine any issue presented. If a Directors right to vote at a BAAA Board meeting is suspended by virtue of Article V, Section 4, such director may not vote as a committee or council member.

Section 4. Telephone Conference. Subject to the provisions of these Bylaws regarding notice and quorum, members of all committees and councils may participate in and hold a meeting of such committee or council by means of conference telephone or other electronic equipment by means of which all persons participating in the meeting can hear or communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the expressed purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. A copy of the minutes of such meeting shall be provided to the members of the committee or council, as is the case for any other committee or council meeting.

## ARTICLE XVII AMENDMENTS TO BYLAWS

Section 1. The BAAA Bylaws may be amended, repealed, or altered by a two-thirds majority of the Board votes cast at any regular or special meeting of the Directors, provided a 30-day prior written notice of the proposed changes has been given to all Directors. Questions relating to amendment, repeal, or alteration of the Bylaws may be referred to a Bylaws Committee to be appointed by the President, which shall make recommendations to the Board regarding such amendments, or the Board may act at its own discretion.

## ARTICLE XVIII DISSOLUTION

Section 1. By two-thirds vote of the Board of Directors, BAAA may be dissolved. In such event, the assets of BAAA shall be applied by the Board of Directors, or if not the Board of Directors, by an order of the proper court, after payment of all obligations to any organization or organizations whose purposes and objectives are as near as possible to those of BAAA as stated in the Bylaws. In no event shall assets of BAAA be distributed to or inure to the benefit of any affiliate.

### Revisions:

December 1989

July 1994

November 2000

October 2010

April 2011

May 2015

Oct 2016

May 2017