



# 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 development, 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 the 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 supplier members to showcase their products and services.
8. Providing products and services for members including facilitating acquisition of appropriate products and services from third parties.

## ARTICLE III THE FISCAL YEAR & TAX STATUS

The fiscal year for the Association shall be January 1<sup>st</sup> to December 31<sup>st</sup> of each year. The Association is a not for profit corporation. The BAAA financial policy and investment policy are available to all members by request.

## 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 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. Apartment Community Member: Apartment Community Members are the local apartment community's physical site and must be located within the boundaries of the twelve county BAAA territory.
- b. Property Management Company Member: Any person, firm, corporation, or business entity that owns, develops, builds, operates, or manages rental housing.
- c. Supplier Partner Member: Any person, firm, corporation or business entity engaged in the sale of goods and/or services to the rental housing industry.
- d. Student Member: Any individual that is a full time student looking to begin a career in the multifamily housing industry

Section 3. Owner/Manager Members (Community/Prop Mgmt Co) of the BAAA must be located, or actively involved with assets located within Hillsborough, Pinellas, Pasco, Polk (West of U.S. 27 and those East U.S. 27 who want to be Owner/Manager and Supplier Members of the BAAA instead of the Apartment Association of Greater Orlando), Hernando, Sumter, Highlands, DeSoto, Hardee, Manatee, Sarasota and Citrus counties, Florida, and such other areas as the Board of Directors may determine and approved through the Florida Apartment Association.

Section 4. Members of the above classifications in good standing of BAAA are automatically members of the Florida Apartment Association (FAA) and the National Apartment Association (NAA). You must be a member of BAAA to be a member of FAA and NAA if your company is located in BAAA territory.

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.

Section 6. New membership types may be added at any time with a two-thirds approval by the Board of Directors.

## 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. Dues for new members will be prorated in year two of membership.

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 shall be subject to forfeiture of membership. 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 rights shall be automatically reinstated when the delinquent monies are paid, unless the membership has lapsed which will result in the company needing to rejoin the organization and gain board approval.

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 18 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 12 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 and the open seat has not been filled, 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 1. 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. These meetings may be held in person or electronically and the most current edition of Robert's Rules of Order shall be used to conduct all meetings. Attendance at in-person meetings is required unless otherwise waived by the Executive Committee for the purpose of health, safety or impossibility.
- Section 2. The Board of Directors will meet five (5) times each year
- Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the President or six (6) 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 six (6) 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 thereafter.
- Section 5. Notice of meetings. Notice of regular and special meetings of the Board of Directors will be delivered to each director showing the date, hour, and place of meeting. In the event of a board or committee meeting cancellation becomes necessary an attempt will be made to notify all registered to attend.
- Section 6. Any Board member who is absent from more than three Board meetings during a calendar year may be subject to removal from office pending review from the Executive Committee and approval of the Board of Directors.
- 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 and approval of the Board of Directors.

## ARTICLE VIII NOMINATING PROCEDURES

- Section 1. Nominating Committee
- a) A Nominating Committee of no more than six (6) Members shall be appointed by the President each year. The committee shall include, (if possible) 4 Community/Property Management Members, 2 Associates/Supplier Members and be Chaired by a Past President of BAAA. The Nominating Committee will make its report and submit a slate for approval by the Board of Directors.
  - b) The nominating committee must publish a call for nominations to the general membership no later than August on an annual basis.

- 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 for new candidates and if possible, candidates must have at least (1) one year of committee leadership or proven leadership ability that would benefit BAAA. Interviews shall be conducted for all new Director positions if needed.
- d) No committee member may serve more than three (3) consecutive years, if possible.

## ARTICLE IX ELECTION/APPROVAL OF OFFICERS & DIRECTORS

- Section 1. Officers and Directors slate will be presented to the Board of Directors by the Nominating Committee for ratification before the end of the calendar year for the following year. The Board members in attendance will be asked to confirm the current slate as presented by the nominating committee and present to the membership at a meeting to be determined by the President. .
- Section 2. Any Community, Property Management Company and Supplier Member in good standing may make nominations to the Nominating Committee. To be a nominee, a person must agree to serve before the nominating committee meets. A quorum is met with those that are in attendance.

## 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. No more than 4 directors at large may be Supplier Members as defined in Article IV, section 2c.
- Section 2. Board members at large are to be elected each year for a term of one year. No Director may serve for more than eight years.
- Section 3. Each board member at large must be active and serve on a committee appointed by the President/Executive Director annually.
- Section 4. The Immediate Past Supplier’s Council Chair and BAAA’s APAC Ambassador shall serve as non-voting Board members. Their attendance at meetings is not mandatory, nor do they count towards quorum.

## 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 Suppliers Council Chair. All of the Officers shall be Community or Property Management Members as defined in Article IV, Section 2a & b, except for the aforementioned Suppliers Council Chair who serves in an advisory capacity to the Executive Committee.
- 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 the President or any Officer serve more than two (2) consecutive terms in the same office. The President shall have the option to run for a second consecutive term. Should the immediate Past President be unable to fulfill their duties, the Past President’s Council (either Owner/Manager or Supplier’s Council as the case may be) 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 (Owner/Manager or Suppliers Council) created by the death, resignation, or removal of the Officer, or appointment to another Officer’s position shall be filled by appointment by the BAAA President subject to the approval of the Executive Committee, and approval by a majority of the Board of Directors.

## 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. The President shall be encouraged to attend all BAAA major events and meetings and will be registered by the BAAA staff for each on a complimentary basis. This excludes certification and designation classes.
- 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.
- 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 statements 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.
- Section 5. The Suppliers Council Chair will serve as the Chairperson for the Suppliers Council and act as the liaison between the Supplier 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 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.
- 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 the Executive Director or Management Company. The Executive Committee shall have the authority to approve and execute any and all contracts, with the exception of the Executive Director/Management Company.

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.

Section 3. Suppliers Council

Collectively, all Supplier Members of the Association are called the Suppliers Council and shall have meetings, and conduct such business within the Association which may be uniquely beneficial to members so long as the Suppliers Council does not detract from the purpose of the Association. Activities of the Suppliers Council may be limited by the Board of Directors. Supplier Council Members will represent the Council and fill no more than 1 Officer and 4 Directors at Large Positions on the Board of Directors.

Section 4. Other Committees

There may be additional standing and/or ad-hoc committees/task forces 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 committees and councils shall be upon call of the committee or council chairperson or BAAA President. Each committee or council will have a BAAA staff liaison.

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. Electronic Meetings: 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, video conferencing 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.

Section 5. The most current edition of Robert's Rules of Order shall be used to conduct all meetings.

## 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

June 2019

September 2020

October 2022

April 2023