



REVISED  
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# BYLAWS

## ARTICLE I - NAME

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

## ARTICLE II - DEFINITIONS

- a. The terms "Affiliated Local Association" and "Local Association" as used in these bylaws shall mean a local association affiliated with FAA pursuant to Article VII.
- b. The terms "Florida Apartment Association" and "FAA" as used in these bylaws shall mean the Florida Apartment Association, Inc.
- c. The term "FAA Office" as used in these bylaws shall mean FAA's corporate office, which must be located within the State of Florida.
- d. The terms "Board of Directors" and "Board" as used in these bylaws shall mean the Board of Directors of FAA referred to in Article IX.
- e. The term "Director" as used in these bylaws shall mean a Voting or Alternate member of the Board of Directors of FAA as referred to in Article IX.
- f. The term "Executive Committee" as used in these bylaws shall mean the executive committee of FAA as referred to in Article XV, Section 1.
- g. The terms "Member," "Members," and "Membership" as used in these bylaws shall mean the member or members of FAA as defined in Article VI.
- h. The term "Officer" as used in these bylaws shall mean an officer of FAA as referred to in Article X, Section 1.
- i. The term "Multi-housing" as used in these bylaws shall mean any residential rental housing.

## **ARTICLE III - EMBLEM AND SEAL**

- Section 1.** The Board of Directors shall adopt an official emblem to be used on the stationery and letters of this Association.
- Section 2.** The corporate seal of this Association shall consist of a circular metal disc and shall have inscribed thereon the following: "Florida Apartment Association, Inc., a Florida non-profit corporation" "Seal."

## **ARTICLE IV – PURPOSE AND OBJECTIVES OF THESE BYLAWS**

- Section 1.** These bylaws are for the governance of the Florida Apartment Association, Inc. and its members, and for accomplishing the purposes as set forth in the Corporate Charter; and for achieving the objectives set forth herein.
- Section 2.** The objectives of this Association shall be:
- a. To associate multi-housing owners, builders, developers, management, suppliers/associate members, local associations and NAA affiliate members operating within the state of Florida for the purpose of mutual advantage and cooperation.
  - b. To develop and maintain professional integrity among multi-housing industry owners, operators, managers and supplier/associates while serving the public.
  - c. To advocate and encourage the constant improvement of multi-housing ownership and management techniques and operating practices.
  - d. To promote and encourage high professional standards and sound business methods among its members for the best interest of the industry and public.
  - e. To secure cooperative action in advancing the common purposes of its members; uniformity and equity in business usages and laws.
  - f. To promote and assist in the enactment and enforcement of beneficial Local, State, and Federal laws pertaining to the multi-housing industry and to otherwise promote and encourage better methods and practices in the industry.
  - g. To function as an affiliated State Association of the National Apartment Association.

- h. To serve, advance, and protect the welfare of the multi-housing industry, in such a manner that it promotes adequate and/or affordable housing in Florida.
- i. To disseminate useful information and inspire members to further educate themselves in all aspects of the multi-housing business.
- j. To hold, when practicable, in connection with its annual meetings or otherwise, as an educational feature, an exhibition of equipment, supplies, and other items which may be beneficial in conducting the multi-housing business.

## **ARTICLE V - THE FISCAL YEAR**

The fiscal year for this Association shall be January 1st to December 31st of each year.

## **ARTICLE VI - MEMBERSHIP**

**Section 1.** Definition of Member

Members of FAA shall be any rental community, owner, developer, builder, operator or manager of rental housing, or supplier/associate who provides services or products to such rental housing providers, and is a member in good standing of any Affiliated Local Association as set forth in Article VII.

**Section 2.** Contingent Federation.

FAA is a contingent federation in which: 1. members of the Affiliated Local Association are automatically members of FAA, and 2. individuals, firms, and corporations must be a member of the Affiliated Local Association to be a member of FAA.

**Section 3.** Designated Representative.

Each member of FAA shall designate one individual to cast such member's vote at FAA general membership meetings. The designated individual of each member shall be eligible to serve as a Director and Officer of FAA where authorized in these bylaws.

## **ARTICLE VII - AFFILIATED LOCAL ASSOCIATIONS**

**Section 1.** Definition.

FAA may accept as an Affiliated Local Association any organized group of multi-housing owners and operators in the state of Florida working for the same purposes and objectives as FAA and which shall meet the conditions and requirements set forth in this Article and who shall otherwise qualify.

**Section 2.** Territorial Jurisdiction.

Territorial jurisdiction of each Affiliated Local Association shall be defined by cities, counties, or parts thereof and submitted to FAA's Board for approval.

- a. A Local Association shall have the sole right to secure members doing business within the confines of the territory assigned to it. Other Local Associations shall not have the authority to secure such members from a Local Association's assigned territory.
- b. The territory assigned to any Local Association may be reviewed by the FAA Board at any time. A decision by a two-thirds majority of the Board votes present to increase or decrease the territory assigned to a Local Association shall be binding upon the Local Association provided 60 days notice of the proposed change has been given the Local Association with an opportunity, if it so desires, to appear before the FAA Board to protest pending action. There shall be a quorum of at least 66% of the total Board votes for such vote.

**Section 3.** Member Updates.

It shall be the responsibility of the Local Association to provide FAA with information regarding additions, deletions, or changes in names and addresses of the Local Association's members in conjunction with NAA reporting dates.

**Section 4.** Local Association Bylaws.

The bylaws of the Local Association shall not conflict with the charter and bylaws of FAA and shall be submitted to FAA for review if significant changes are made, no later than 60 days after the passage of those changes. In the event of conflict the FAA bylaws shall prevail.

**Section 5.** Rescinding Charter

Upon 30-day notice to the Board prior to voting, the FAA Board may review, and by a two-thirds majority of the Board votes present, rescind the charter of a Local Association. There shall be a quorum of at least 66% of the total Board votes for such vote. The Local Association impacted by such vote shall be ineligible to vote; and the total Board votes of the impacted Local Association shall not be considered in fulfilling the 50% quorum requirement or two-thirds majority Board vote requirement as specified above.

**Section 6.** Division of Existing Local Associations.

In the event members in a local area desire to form a new local association in territory assigned to an existing Affiliated Local Association, a charter may be applied for through the NAA.

**Section 7.** National Apartment Association Affiliation

- a. The National Apartment Association bylaws require the Local Association in Florida to be affiliated with the National Apartment Association and all requirements must be satisfied by the Local Association.

**Section 8.** Reporting and Remitting.

The FAA Board may take disciplinary action against a Local Association which willfully furnishes incorrect information to FAA or willfully withholds information or funds due FAA.

**Section 9.** Forms.

Forms officially published by FAA and made available for use by the members must be approved by the FAA Board of Directors after reasonable notice to all Directors and Local Associations and after reasonable opportunity for review by the Local Association boards of directors prior to FAA Board approval.

**Section 10.** Sales to Members.

With the exception of the NAA/FAA approved lease, FAA may not sell lease forms and other similar publications directly to the members, and the Local Association shall have the exclusive right to sell same. Such exclusive right to sell may be withdrawn by the FAA Board from a Local Association for good cause by a two-thirds majority of the Board votes present, with at least 30 days' written notice prior to voting. There shall be a quorum of at least 66% of the total Board votes for such vote. The Local Association impacted by such vote shall be ineligible to vote; and the total Board votes of the impacted Local Association shall not be considered in fulfilling the 50% quorum requirement or two-thirds majority Board vote requirement as specified above. If such exclusive right to sell is so withdrawn or if the Local Association publishes and sells its own lease forms or equivalent, then FAA may sell direct to the members in such area and the Local Association may no longer sell such FAA lease forms or equivalent.

## **ARTICLE VIII - MEETINGS OF MEMBERSHIP**

**Section 1.** Annual Meeting.

An Annual Meeting of the members of FAA shall be held at such time and place as designated by the Board of Directors. Special meetings of the membership of FAA may be called by the President or Executive Committee at such times and places as may be designated. It shall be mandatory for the President or Executive Committee to call such special meetings within 45 days after presentation to the President of a petition signed by not less than 10% of the members representing not less than one-third of the Local Associations in Florida.

**Section 2.** Notice of Meetings.

Notice of annual and special meetings of the membership shall be given to each member showing the date, hour, and place of meeting at least 30 days in advance.

**Section 3.** Quorum and Voting Requirements.

A quorum shall consist of the membership present at any annual or special meeting convened in accordance with this Article. A majority vote of the members present at any annual or special meeting shall govern any action.

**Section 4. Meeting Rules.**

Robert's Rules of Order shall be followed at all meetings of FAA and its committees and councils.

## **ARTICLE IX - DIRECTORS**

**Section 1. Board of Directors.**

The governing body of FAA shall be a Board of Directors chosen as follows:

- a. Voting Directors for each Local Association and alternate delegates shall be apportioned in the following manner:

Affiliate's Percentage of FAA's Total Membership (Unit Count)	Total Voting Directors	Alternate Delegates
Less than 3%	1	1
3% - 9.99%	2	1
10% - 14.99%	3	2
More than 15%	5	2

- b. These Directors and Alternate apportionments shall be based upon the final yearly community membership unit counts of the Local Association as required in Article VII, Section 3. There shall be a maximum of 5 voting directors from each local association. Such Directors shall take office in accordance with Section 2 below.
  
- c. All Directors and Alternates must be members in good standing of the Local Association, and 50% of the Directors and Alternates selected from each Local Association must qualify as owners, operators or managers engaged in multihousing and a member in good standing as defined in Article VI, Section 1. Local Association executives and staff shall be ineligible to serve in such positions unless they are owner or owner representative members in good standing of the Local Association. The president of the Local Association shall certify that the above requirements have been satisfied at the time FAA is notified of the Local Association's Directors selections for FAA.
  
- d. If during their time in office, the member employing the Director is no longer in good standing, or the Director is not employed by a member in good standing, the Director will be automatically terminated from Board of Directors unless, within one hundred and twenty (120) days, such

Director becomes employed by a member of the same membership classification held by the Director at the time the Director was elected.

- e. Local Associations shall submit, by December 1, the list of Directors and Alternates selected to serve on the FAA Board.
- f. Commencing on January 1, such Director and Alternates selectees automatically become Directors or Alternates without election by or approval of the FAA membership or Board of Directors, provided the language in Article IX, Section 1b and 1c. of owner, operators, managers, or suppliers engaged in multihousing are met.
- g. Officers, members of the Executive Committee, Florida's NAA Region IX Vice President(s), and Representative(s) to the Florida Department of Business and Professional Regulation, Division of Hotels and Restaurants Advisory Council, representing the multi-housing industry, shall serve as members of the Board of Directors during their terms. Such membership shall be in addition to the Directors authorized in accordance with other provisions of these Bylaws.
- h. Officers and Directors must abide by these Bylaws. The Board of Directors may, by a two-thirds vote, remove any Director for misconduct or their inability to perform their duties when deemed in the best interest of the Association.

**Section 2.** Tenure of Office.

Directors and Alternates will initially serve for a term of one year, commencing on January 1. All Directors shall hold office until their successors are qualified.

**Section 3.** Vacancies.

Vacancies on the Board due to death, resignation or unemployment shall be filled by the affected Local Association in the following manner:

A person to fill such vacancy shall be selected by the Local Association of the former Director and such name shall be submitted in writing by the president of the Local Association to the FAA Office 30 or more days before the next regular FAA Board meeting. Such person shall automatically become a Director upon 1. submission of the Director's name in accordance with the above procedure, and 2. certification by the Local Association that the requirements of Section 1b. of the Article are met.

**Section 4.** Voting Rights.

On all issues, the Directors shall be free to cast their votes according to what they personally believe is in the best interest of the multi-housing industry in Florida after due consideration for local, state, and national concerns.

**Section 5.** Roll Call Votes.

At the request of at least three eligible Directors, a roll call vote may be required on any issue and shall be handled by calling all eligible Directors' names alphabetically. Each eligible Director shall cast their own vote.

**Section 6.** Alternate Delegates

In the absence of a Director at a Board of Directors Meeting, other than for those reasons noted in Section 3 above, the Local Association may have their Alternate Delegate assume the voting rights for the absent Director at the current Board Meeting.

## **ARTICLE X - OFFICERS**

**Section 1.** Officers.

The Officers of FAA shall consist of a President, a Vice President, a Treasurer and a Secretary, and will consist of an Associates Vice President and Association Executives Council Chairman. All of the aforementioned Officers shall be selected from members who own or are owners' representatives of multi-housing or property management companies engaged in multi-housing except for the aforementioned Associates Vice President and AEC Chairman.

**Section 2.** Election of Officers.

The Officers shall be elected by majority vote of the Board of Directors at the annual meeting of the Board of Directors. There shall be no proxy voting.

- a. Officers shall be elected for a term of one year and may succeed themselves in office for one additional year if duly re-elected. The term of the elective Officers shall begin immediately following their installation at the Annual Meeting of the membership; they shall serve until their duly elected and installed successors' terms begin, or until their successors are named in accordance with Section 3 below.
- b. Recommendations for Officers may be made by any FAA member, in writing or in person, to the Nominating Committee prior to the nomination deadline.
- c. Consideration shall be given to the diversity and geographic distribution of the executive committee. The Nominating Committee Chairman may extend the courtesy of consulting with the Local Association Executive or Executive Committee regarding intended nominees from such Local Association's area. Approval of the Local Association's president, board of directors, or staff shall not be required for such nominations.

**Section 3.** Filling Vacant Officer Positions.

Any vacancy in an Officer's position created by the death, or resignation of the Officer, appointment to another Officer's position shall be filled by the FAA President, subject to the approval of the Executive Committee, by naming an individual to serve in the vacant position for the remainder of the FAA fiscal year.



If during their time in office, the member employing the Officer is no longer in good standing, or the Officer is not employed by a member in good standing, the Officer will be automatically terminated from such office unless, within one hundred and twenty (120) days, such Officer becomes employed by a member of the same membership classification held by the Officer at the time the Officer was elected.

## **ARTICLE XI - DUTIES OF OFFICERS**

### **Section 1. President.**

The President shall preside at all meetings of FAA and of 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 with Article XV 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 3. Vice President.**

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 of the Government Affairs Council and the Legislative Committee.

### **Section 4. Treasurer.**

The Treasurer shall have charge of all funds of FAA and of 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 FAA. Written copies of such statement shall be available to any active member upon request in writing directed to the Treasurer. The Treasurer shall serve as Chairperson of the Budget & Finance Committee.

### **Section 5. Secretary.**

The Secretary shall be responsible for the minutes of all business meetings of the membership and of the Board of Directors and/or the Executive Committee and shall be responsible for other official FAA records and for establishing a quorum at Association meetings.. After each meeting of the membership and of the Board of Directors, the Secretary will attest to the minutes thereof and ensure the availability of meeting minutes to the Board of Directors, and to any other member of FAA 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 or Co-Chairperson of the Annual Conference.

### **Section 6. Executive Vice President.**

The administration and management of FAA shall be carried out by an Executive Vice President who shall be directed by the Executive Committee. Such person shall be the chief executive and operating officer of FAA with responsibility for the management and direction of all operations, programs, activities, and affairs of FAA

functioning within the policies authorized by the Executive Committee, and as set forth in the written job description for such office adopted by the Executive Committee.

## **ARTICLE XII - AUTHORITY AND RESPONSIBILITIES OF DIRECTORS**

### **Section 1. Governing Power.**

The Board of Directors shall be the governing body of FAA and shall have general supervision of its activities and business affairs provided such general powers shall be exercised to further the declared objectives and purposes of FAA.

### **Section 2. Dues and Lawful Claims.**

The Board of Directors shall have the power to collect through the Treasurer or Executive Vice President, dues and lawful claims of FAA. All monies due FAA from the Local Association or the members shall be payable at the FAA Office. In any lawsuit between FAA, an Affiliated Local Association, and/or a member regarding the collection of money or other matters, the prevailing party shall recover reasonable attorney's fees and costs of litigation from the nonprevailing party.

### **Section 3. Administrative Powers.**

The Executive Committee shall have all administrative powers of the Board in the governance of FAA in the periods between Board meetings.

### **Section 4. Association Funds.**

The Board of Directors shall have responsibility for the funds and property of FAA, as outlined in the Financial Policies and Procedures

## **ARTICLE XIII - INDEMNIFICATION AND INSURANCE OF OFFICERS, DIRECTORS, AND EMPLOYEES**

**Section 1.** Every Officer, Director, and employee of FAA shall be indemnified by FAA 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 employee 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 is 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 FAA shall have the power and duty to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of FAA, against any liability asserted against that person because of an affiliation with FAA.

## **ARTICLE XIV - MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1.** Regular Meetings.

Regular meetings of the Board of Directors shall be held at least 3 times each year, one of which shall be in conjunction with the regular annual meeting of the membership which shall be scheduled at the same time as the Annual Conference.

**Section 2.** Special Meetings.

Special meetings of the Board of Directors may be called by the President or Executive Committee. Should a petition signed by a majority of the Board of Directors, be presented to the President or Executive Committee, a special meeting must take place within 30 days after presentation of said petition.

**Section 3.** Voting by Mail.

When the Executive Committee deems it inexpedient to call a special meeting it may submit such matter to the Directors in writing by electronic mail or certified mail return receipt requested. Unless otherwise required in these bylaws, the proposition thus presented shall be determined according to a two-thirds majority of the total Board votes received by the President or Executive Vice President, 20 business days from date of mailing to the Directors, provided that in each case at least 66% of the total Board votes must be received. Any action pursuant to such majority mail vote shall be binding on FAA and each member thereof.

**Section 4.** 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 30 days in advance of such meeting.

**Section 5.** Quorum.

A Quorum of the Board of Directors at any regular or special meeting of which proper notice has been given shall consist of eligible Directors and Alternates representing at least 66% of the total Board votes. Voting by proxy shall not be permitted.

**Section 6.** Board Voting.

At any regular or special Board meeting, a Delegate's right to vote may be automatically suspended if Delegate's Local Association is at that time delinquent in:

1.) sending membership roster updates in accordance with Article VII, Section 3; 2.) certifying a membership count as required by Article XVII; Section 2 3.) payment of dues or monies owed for forms to FAA in accordance with Article XVII, Section 5. Delinquent shall be defined as 60 days from the date of billing by FAA or 60 days from the date information is required to be provided to FAA. Prior to the commencement of any Board meeting, the President and Secretary shall be informed by the FAA Executive Vice President of any suspensions of voting rights and the reasons therefore.

**Section 7.** Majority Vote.

A simple majority of the Board votes cast by eligible Directors at any meeting or through any mail ballot shall control any action taken except where otherwise provided in these bylaws. Unless otherwise stated, a majority vote of the Board shall mean a simple majority of the total board votes cast.

## **ARTICLE XV - COMMITTEES AND COUNCILS**

**Section 1.** Executive Committee.

- a. Composition. The Executive Committee shall consist of the elected Officers of FAA, the AEC Chairman, the Associates' Vice President and the immediate past president. The President shall serve as chairperson of the Executive Committee. A majority of the foregoing shall constitute a quorum.
- b. Duties. The Executive Committee shall conduct the affairs of FAA in accordance with the Bylaws, policies, and instructions of the Board of Directors and shall be authorized to act for FAA 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 the policy and steering committee of FAA and it shall be responsible for the employment and direction of the Executive Vice President and Lobbyist. The Executive Committee shall have the authority to approve and execute independent contractor contracts, with the exception of the Executive Vice President and Lobbyist. The Committee shall submit an annual budget for approval by the Board of Directors by no later than 20 days prior to the start of the following fiscal year.

**Section 2.** Nominating Committee.

- a. Composition. A Nominating Committee of five members shall be appointed by the President no later than 30 days following the annual conference. All Committee members must be owners of multihousing or the designated representatives of property management companies who operate multihousing. One Committee member will automatically be the immediate past president of FAA, if available. Any past president may serve provided that they are active in the multihousing industry. The Chairman of the committee shall be an FAA past president who is still active in FAA and/or a Florida local association. Every effort will be

made to ensure geographic distribution of the committee members. No Committee member may serve more than three consecutive years.

- b. Duties. The Committee shall submit nominations for the election of all officers of the Association for the ensuing year to the Board of Directors at its annual meeting, pursuant to nomination procedures set forth in these bylaws.

**Section 3.** Florida Suppliers Council

- a. Definition. The Florida Suppliers Council (FSC) shall be composed of individuals who service, supply, or otherwise deal with multi-housing and other businesses or institutions who are interested in the promotion of the multi-housing industry. Members of the FSC shall be members in good standing of a local association.
- b. Officers. The FSC officers shall include the Council Chairperson whose title shall be Associates' Vice-President, Vice-Chairperson, and Secretary. The officers shall be elected at the annual meeting of the FAA FSC and shall serve a term of one year or until election of Officers at the next Annual Meeting. The Associates' Vice-President may establish FSC committees for the purpose of membership recruitment or other such activities and may appoint FSC members to serve on these committees with the approval of the FAA President. The Associates' Vice-President shall serve as the Co-Chair of the Annual Conference.
- c. Member Benefits. Subject to the approval of the Board of Directors, it shall be the responsibility of the FSC officers to determine the member benefits of FSC.
- d. Duties. The Council shall assist FAA in matters pertaining to products and/or services; shall assist FAA's Annual Conference Committee in the production, promotion, and execution of the annual trade show; and shall help Local Associations by advising on product/service matters.
- e. Nominating Committee. The Florida Suppliers Council Nominating Committee shall be composed of the current Florida Suppliers Council Associates' Vice-President, FAA Vice President, and one FSC member appointed by the current FAA President. This Committee shall meet in advance of the annual meeting of FSC and develop a slate of Council Officer nominees.
- f. Election of Council Officers. The Council Officers shall be elected by majority vote of the FSC members present at the annual meeting of the FSC. Only FSC members shall be eligible to cast a vote in the election of Council Officers. Nominations from the floor will be accepted providing the individual nominated is present and consents to the nomination, and if the individual is a member in good standing of the FSC.

- g. The Associates' Vice-President shall appoint a FSC member to each of FAA's active committees.
- h. Local Affiliate Representatives. Each local affiliate may appoint a member of the FSC to serve as the Local Affiliate Representative. At the direction of the Council Officers, the Local Affiliate Representatives shall promote FSC membership and other interests of the Council to their respective local affiliate.

**Section 4. Other Committees and Councils.**

FAA shall have standing committees and councils titled Legislative Committee, Annual Conference Committee, Budget & Finance Committee, Editorial Advisory Committee, Lyceum Committee, APAC, Government Affairs Council, Past Presidents Council, and Association Executives Council. The President may designate other committees or councils. The President shall appoint all committee chairpersons and may appoint committee members or delegate this authority to the committee chairperson. Consideration shall be given to diversity and geographic distribution of committee chairpersons and committee members. The officers of the Product/Service Council shall be elected in the fashion prescribed in Section 3f. in this Article.

- a. Legislative Committee. This committee will oversee and review legislative, regulatory and legal issues impacting the multi-housing industry in the state and make recommendations for needed action. The committee will work closely with the FAA contract lobbyist and governmental affairs director and Executive Committee. Each Local Affiliate Legislative Chairperson or designated appointee shall be a member of the Legislative Committee. The FAA Vice President shall serve as the Chairman of the Legislative Committee.
- b. Annual Conference Committee. This committee will work jointly with FAA staff and Florida Suppliers Council to coordinate and produce the annual conference. The FAA Secretary and Associates' Vice President shall serve as Co-Chairs of the Annual Conference Committee.
- c. Budget & Finance Committee. The members of the Executive Committee will serve as the members of this committee. The President may appoint additional committee members. This committee will oversee the finances of the association and carry out the policies as defined in the association Financial Policy. The FAA Treasurer shall serve as the Chairman of the Budget & Finance Committee.
- d. Editorial Advisory Committee. This committee will work with FAA staff to develop internal and external association marketing and promotion programs and materials.
- e. Lyceum Committee. This committee will work jointly with FAA staff to coordinate and produce FAA's Leadership Lyceum program. The

President shall appoint committee co-chairs, one of whom must be an associate member.

- f. Government Affairs Council. This group will serve as the government affairs arm of the association for the purpose of communication both internally and externally regarding legislative and political issues important to the association and the multi-housing industry in the state of Florida. The Vice President shall serve as the chairman.
- g. Past Presidents Council. This committee will be comprised of all active past presidents of FAA. They may be called upon to complete special projects as requested by the President. The immediate past president, if active, shall serve as the Chairman of the Past Presidents Council. If the immediate past president is no longer active, the Council's Chairman shall be appointed by the FAA President.
- h. Association Executives Council. The Council will be comprised of the association executives from each local association and the FAA EVP. The council will work to advance the interests of the multihousing industry, FAA, and the local affiliates.

**Section 5.** Committee and Council Actions.

All committee and council recommendations for action, position statements, and expenditures beyond the approved budget are subject to the review and approval of the Executive Committee and/or Board of Directors before implementation.

## **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 FAA President.

**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 Director's right to vote at a FAA Board meeting is suspended by virtue of Article XVII, Section 5, such Director may not vote as a committee or council member.

**Section 4.** Other Committee or Council Action.

Committee or council action may also be determined by the affirmative vote of a majority of any committee or council counting all members of the committee or council, when polled by mail or by telephone.

**Section 6.** 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 express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## **ARTICLE XVII - DUES**

**Section 1.** Annual Dues.

Annual dues based upon the number of units and supplier/associates of each Local Association shall be fixed and determined by the FAA Board of Directors each year. The Local Association shall be responsible for the collection and payment of FAA dues of the members in accordance with Section 3 below and shall report and remit such dues to the FAA Office as provided in this Article.

**Section 2.** Member Rosters.

Each Local Association shall certify to FAA, in conjunction with NAA reporting dates a count and list of members on the Local Association's roster and shall be responsible for payment of dues for each of such members based upon the rate per unit or supplier/associate as established by the FAA Board. The number of Directors and Alternates and the votes they represent from each Local Association, as contemplated in Article IX, Section 1 and Article IX, Section 2, shall be based upon the final reporting counts for the year. Every member based on Article IX, Section 1b., who pays dues to the Local Association shall be reported to FAA for the purpose of assessing FAA dues.

**Section 3.** Remittance of Dues.

FAA dues shall be due in advance at FAA's Office on January 1 of each year based on the number of members certified as provided in the preceding Section 2. The amount of FAA dues may be remitted monthly, quarterly or biannually by the Local Association, so long as the Local Association's dues payment remains less than 60 days delinquent.

**Section 4.** Dues Adjustment.

As stated in Section 2, the Local Association shall send to the FAA Office a certified count and list of the members of the Local Association's roster, in conjunction with NAA reporting dates. FAA shall thereupon adjust the annual dues for the remainder



of the FAA fiscal year based upon the number of Local Association members thus certified as FAA members based upon the first reporting count of the year.

**Section 5.** Delinquent Dues, Member Counts, and Member Rosters.

Any Local Association which becomes delinquent in the remittance of member's FAA dues to the FAA Office; and/or in the payment of money owed FAA for the any other member benefit; and/or which fails to provide member counts and member rosters as required in Article VII, Section 3 and Sections 2 and 4 of this Article, may lose the right to member benefits, and the voting rights of Directors and Alternates for that Local Association shall automatically be suspended as specified in Article XIV, Section 6 and 7. Delinquent shall be defined as 60 days from the date of billing by FAA or 60 days from the date information is required by FAA. Such right to Board voting and member benefits shall be automatically reinstated when the delinquent monies are paid and/or when the necessary counts or rosters are provided to FAA, unless a reasonable payment or alternative plan has been requested by the Local Association and approved by the FAA Executive Committee before the date of delinquency.

## **ARTICLE XVIII - AMENDMENTS TO BYLAWS**

The FAA 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 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 the Bylaws Committee appointed by the President, which shall make recommendations to the Board regarding such amendments, or the Board may act at its own discretion.

## **ARTICLE XIX - DISSOLUTION**

By two-thirds vote of the Board of Directors, FAA may be dissolved. In such event, the assets of FAA 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 FAA as stated in these bylaws. In no event shall assets of FAA be distributed to or inure to the benefit of any affiliate.

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### **Revisions**

1/26/06 - 5/20/08 - 2/5/09 - 8/26/09 - 4/29/11 - 10/10/12 - 5/6/16 - 7/6/18 - 5/23/19

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