

**Revised 5.2.2025**

## **ARTICLE I – NAME**

**Section 1.** The name of this Association shall be the “First Coast Apartment Association,” hereafter known as “the Association.”

## **ARTICLE II – PURPOSE AND OBJECTIVES**

**Section 1.** To advance the general welfare of the multi-family housing industry through the association of those involved in ownership, management, or provision of products and services to the industry.

**Section 2.** To promote and encourage high professional standards, sound business practices, and professional integrity among its members.

**Section 3.** To advocate and encourage the constant improvement of multifamily housing management through educational programming, communications, and legislative advocacy.

**Section 4.** To function as an affiliated association of the Florida Apartment Association and the National Apartment Association.

**Section 5.** To participate with local affiliates, the Florida Apartment Association, the National Apartment Association and other organizations sharing common interests.

## **ARTICLE III – MEMBERSHIP**

**Section 1. Membership and Approval.** Membership in the Association shall be open to any person, corporation, partnership, or other entity engaged in the apartment industry. The Board may reject any application for membership for any lawful reason. Members of the Association shall automatically become members of the Florida Apartment Association and the National Apartment Association.

## **Section 2. Classifications of Membership**

**Community Membership** shall be open to any multifamily rental community in the Association's service area. Management companies shall automatically become members when they report units under their management.

**Associate Membership** shall be open to suppliers of goods and services to the multifamily housing industry.

**Section 3. Suspension and Revocation of Membership.** Except for Section 3 below, the Board, by a two-thirds vote, may suspend or revoke a membership for conduct detrimental to the Association. The member shall be given 30 days' written notice in advance of the meeting of the Board at which time the vote is to be taken, and the member shall be afforded a reasonable opportunity to be heard. During the period of suspension, as set by the Board, the member may hold no office or position on any committee and shall not be entitled to vote at any meeting. A vote of two-thirds of the Board shall be required for reinstatement. Reinstatement shall be subject to such terms and conditions as the Board may prescribe.

## **ARTICLE IV – DUES & AND ASSESSMENTS**

**Section 1. Membership Dues.** Dues for all classes of membership will be set by the Board prior to the beginning of each fiscal year. The membership period will extend from January 1 through December 31. Renewal dues will be due and payable on January 1 of each year.

**Section 2. Transfer of Membership.** Membership dues are non-refundable. In the event of an ownership change, the membership shall be transferred to the new owner.

**Section 3. Non-Payment.** Upon failure to pay membership dues, educational fees, or other indebtedness within 90 days, all member services and privileges may be cancelled, and membership revoked. Membership shall be reinstated upon payment of past-due amounts.

**Section 4. Assessments.** The Association shall have the right to charge interest, late charges, or both for late payment of dues and/or other charges. The Board, upon a two-thirds vote, shall also have the right to make special assessments from members to further the purpose of the Association.

## ARTICLE V – GENERAL MEMBERSHIP MEETINGS

**Section 1.** Annual Meeting. The annual meeting of the membership shall be held in quarter 4 of each year.

**Section 2. Monthly Meetings.** General membership meetings, including dinner meetings and special events, may be held monthly.

**Section 3. Quorum.** The quorum for conducting business at the membership meetings shall consist of those members present and voting. Each member in good standing shall be entitled to one vote.

**Section 4. Notice of Meeting.** Written notice stating the place, day, and hour of meetings shall be delivered, faxed, e-mailed, or mailed to each member no fewer than ten (10) days prior to such meeting.

## ARTICLE VI – GOVERNING BODY

**Section 1. Authority.** The governing body of the Association shall be the Board of Directors. Subject to the limitations of the Articles of Incorporation and these Bylaws, the Board shall exercise all corporate powers and shall direct and control the business and affairs of the Association.

**Section 2. Board of Directors – Number and Term.** Exclusive of the Executive Committee (Section VIII), the number of directors shall be no more than eight (8) or fewer than five (5) Community Members and no more than eight (8) or fewer than five (5) Associate Members. Associate Members represented on the board may not be from the same company. Each Director shall be elected for a term of two (2) years and shall be eligible for re-election. Directors are eligible for re-election for four (4) consecutive terms (8 years). After serving four (4) consecutive terms, Directors will term out of service. A Director can become re-eligible for election to the board of directors two (2) calendar years after leaving the board. Term limits are allowed to be extended if such Director is holding an Officer position at the time the term limit is reached, in which case, term limits would be recognized upon ending service as an Officer. In addition, a non-voting Maintenance Liaison shall be appointed by the Interviewing Committee and shall serve as Maintenance Committee Chair. The Committee chair of the Next Gen committee shall also have a non-voting seat on the board.

**Section 3. Qualifications for Election and Service.** Board members must cumulatively: (1) reside in the Association's Service Area, (2) primarily work in or have a base of operations in the Service Area, and (3) be employed by a member of the Association. If any one of these requirements is no longer met, the Board member will have ninety (90) days to rectify the situation, including employment in the same membership category. If requirements are not met within ninety (90) days, the Officer or Director will be removed from the Board. "Service Area" is defined as the following counties (as noted by FAA): Clay, Duval, Flagler, Nassau, Putnam, St. Johns.

**Section 4. Election of Directors.** The Interviewing Committee shall present a slate of candidates to the Board for approval. Election shall be by voice, show of hands, or ballot. If not approved, all candidates submitted to the Interviewing Committee shall be listed on a slate and presented to the Board for approval. The final slate of candidates shall be presented to the General Membership at the Q4 Membership Meeting for approval.

**Section 5. Removal.** Directors may be removed from office with cause by the majority vote of the Board at any annual, regular, or special meeting of the Board at which a quorum is present.

**Section 6. Vacancies.** Vacancies on the Board shall be referred to the Interviewing Committee. The Interviewing Committee will recommend one candidate per vacancy for approval by the Board.

**Section 7. Director Emeritus.** The Association may grant the status of Director Emeritus to Directors who have distinguished themselves in service to the Association. Directors Emeritus are non-voting members of the board, and shall be nominated based on their accumulated body of work, achievements, and service on behalf of the Association, as outlined in the Policies and Procedures of the Association.

## **SECTION VII – MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1. Regular Meetings.** The Board shall meet at least quarterly at the time and location designated by the President.

**Section 2. Special Meetings.** Special Meetings of the Board may be called at the request of the President or any two (2) Directors. Such meetings must be held within the State of Florida.

**Section 3. Notice of Meetings.** Written notice stating the place, day, and hour of meetings shall be delivered, faxed, e-mailed, or mailed to each member no fewer than ten (10) days prior to such meeting.

**Section 4. Quorum.** A majority of the Board shall constitute a quorum, except as otherwise provided in the Bylaws.

**Section 5. Organization.** The President shall preside over each meeting of the Board. In the absence of the President, the meeting will be chaired by the President Elect, or Treasurer/Secretary, in that order. In the absence of all four, the meeting shall be presided over by any Director elected to preside by a majority vote of the Directors present.

**Section 6. Electronic Voting.** When the Executive Committee deems it inexpedient to call an in-person emergency and/or special meeting it may present such matter to the Directors in writing by electronic mail or in a virtual meeting. Unless otherwise required in these bylaws, the proposition may be voted on electronically. Any action pursuant to such majority electronic mail or virtual meeting vote shall be binding on the Association and each member thereof.

## SECTION VIII – OFFICERS

**Section 1. Number and Classification.** The Officers of the Association shall consist of a President, President Elect, Associate Vice President, Treasurer/Secretary, and Immediate Past President. All Officers shall be Community Members with the exception of the Associate Vice President. These Officers shall constitute the Executive Committee.

**Section 2. Election and Term.** Officers are elected by the membership of the Association. The President Elect shall automatically succeed to the Presidency without election. Officers shall serve a term of one (1) year and may succeed themselves if duly re-elected. Each elected Officer shall serve concurrently as a member of the Board of Directors.

**Section 3. Vacancies.** In the event of the resignation, retirement, removal, or disqualification of the President, the President Elect shall succeed to the office of President for the remainder of the term. If neither the President nor President Elect is able to serve as President, the Interviewing Committee shall nominate from among the Board a new President subject to the approval of the Board of Directors. The nominee shall be presented to the Board for approval at any regular or special meeting. In the event of a vacancy other than in the office of President, the Interviewing Committee shall name from among the Board members a successor.

**Section 4. President.** The President shall be the principal elected Officer of the Association. The President shall preside at all general membership meetings and meetings of the Board of Directors and shall perform all duties incident to the Office. The President shall have served on the Board a minimum of thirty-six (36) months, with the last twelve (12) months having served as an Officer. The President shall serve as an ex officio member of all committees with the exception of the Interviewing Committee.

**Section 5. President Elect.** The President Elect shall perform all duties of the President in the President's absence or inability to serve. The President Elect shall have served on the Board for a minimum of twenty-four (24) months. The President Elect shall serve as Chair of the Interviewing Committee.

**Section 6. Associate Vice President.** The Associate Vice President shall serve as Chair of the Tradeshow Committee and perform any duties as assigned by the President. The Associate Vice President may not ascend to any other Office and shall have served on the Board for a minimum of twelve (12) months.

**Section 7. Treasurer.** The Treasurer shall be responsible for oversight of the Association's funds, accounting practices, financial records, and annual budget. The Treasurer shall also report the financial status of the Association to the Board of Directors. The Treasurer shall have served on the Board for a minimum of twelve (12) months.

**Section 8. Secretary.** The Secretary shall ensure the recording and preservation of accurate minutes of the Board of Directors meetings, and oversee the annual review of the Association's Bylaws, and Policies and Procedures.

**Section 8. Immediate Past President.** The Immediate Past President will assist the President in any and all matters.

## SECTION IX – COMMITTEES

**Section 1. Executive Committee.** The Executive Committee shall be the policy and leadership committee of the Association. The Executive Committee shall have all the powers of the Board of Directors in the management of the business affairs of the Association when the Board is not in session. All actions of the Executive Committee must be ratified by the Board of Directors.

**Section 2. Standing and Ad Hoc Committees.** The Board shall establish such standing and ad hoc committees as required to carry out the work of the Association and as described in the Committee Policies and Procedures.

**Section 3. Committee Chairs.** The Interviewing Committee shall appoint committee chairs who shall be responsible for reporting to the Board of Directors, as noted under the "Terms of Committee Chair Qualifications."

**Section 4. Interviewing Committee.** The Interviewing Committee shall be composed of three (3) Community Members. The President Elect shall serve as Chair and appoint two Officers, Directors, or Past Presidents to the Committee, subject to the approval of the Board. It shall be the duty of the Interviewing Committee to solicit and interview potential Directors and submit a slate of candidates to the Board.

## **ARTICLE X – COMPENSATION AND INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 1. Compensation.** Elected Officers and Directors shall serve without compensation. Certain expenses incurred while carrying out the Association's business may be reimbursed.

**Section 2. Indemnification.** The Association shall indemnify Officers, Directors, and Employees if the representative acted in good faith and in a manner believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe the representative's conduct unlawful.

**Section 3. Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of Directors, Officers, or Employees of the Association against any liability asserted against that person because of an affiliation with the Association.

## **ARTICLE XI – EXECUTIVE OFFICER AND STAFF**

**Section 1. Employment.** The Board of Directors shall employ a salaried staff as chief executive and operating officer of the corporation who shall have the title of Executive Vice President (EVP) and whose terms and conditions of employment shall be specified by the Board.

**Section 2. Authority and Responsibility.** The Executive Vice President shall manage and direct all activities of the Association as defined by the Board of Directors and described in the EVP's Job Description. The EVP shall be responsible for the employment of staff necessary to carry out the day-to-day activities of the Association, establish compensation within the approved budget, supervise staff performance, and delegate responsibility as needed.

## ARTICLE XII – GENERAL

**Section 1. Contracts.** The Board of Directors may authorize any officer(s) or employee(s) of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness issued in its name unless authorized by resolution of the Board.

**Section 3. Rules of Procedure.** Robert's Rules of Order shall govern the procedure and order of the meetings of the Board of Directors or General Membership.

**Section 4. Fiscal Year.** The fiscal year of the Association shall be the calendar year.

**Section 5. Amendments.** The Bylaws will be reviewed on an annual basis and may be amended by action of the Board or the Membership.

**Section 6. Distribution of Assets.** Should the Association be dissolved for any reason, all assets shall be permanently distributed to the Florida Apartment Association.

**(Revisions:** October 11, 2007; April 29, 2008; June 8, 2008; January 15, 2010; October 15, 2010; July 13, 2012; November 6, 2015; October 25, 2017; August 2, 2019; April 17, 2020; May 2, 2025.