

SPACE COAST APARTMENT ASSOCIATION

BYLAWS

ARTICLE I NAME AND AFFILIATION

The name of this Association shall be the “Space Coast Apartment Association, Incorporated,” hereafter known as the Association, a Florida non-profit corporation exempt from federal taxation under Code Section 501c (6). The Association is an affiliate of the Florida Apartment Association, referred to as FAA, and the National Apartment Association, referred to as NAA, and will from time to time, in a manner consistent in all respects with NAA bylaws, policies and procedures establish appropriate geographic boundaries defining the service area to be covered by the Association.

ARTICLE II OBJECTIVES

- A. To advance the general welfare of the multi-housing industry in the Space Coast area.
- B. To promote cooperation, disseminate information, and encourage education.
- C. To promote the enactment and enforcement of local, state, and federal laws.
- D. To work for the repeal of harmful legislation, ordinances, assessments, and codes which now or may in the future adversely affect the general welfare of the apartment industry.
- E. To participate for the purpose of mutual benefit with state and local affiliates of the National Apartment Association.

ARTICLE III MEMBERSHIP

A. Classifications

- 1. Associate Members – Suppliers of goods and services to the multi-housing industry holding current licenses to conduct business.
- 2. Management Members – Multi-housing communities in the Brevard, Indian River, Martin, Okeechobee and St. Lucie counties, as approved by charter with the National Apartment Association.

Multifamily development companies whose primary business is the development of apartment communities in markets that include SCAA's chartered territory, and who have an ownership interest (in whole or in part) in a current or proposed project. Dues structure for developer members shall be established by the SCAA Board of Directors.**

- Section 2. **Review** – New memberships must be reviewed at a meeting of the Membership Committee. Accurate and complete new member applications, meeting the requirements of membership, with dues paid in full shall be automatically approved.**
- Section 3. **Rights** – All members shall have one vote, and all members shall have the same rights and privileges unless specified herein.
- Section 4. **Suspension and Appeal** –A member may be suspended or expelled for cause after an appropriate hearing by a quorum and majority vote of the Board of Directors. It is within the discretion of the Board of Directors by majority vote to define what constitutes adequate cause for the suspension or expulsion of a member or members. It is within the discretion of the Board of Directors by majority vote to define the composition of an appropriate hearing in any situation involving the potential suspension or expulsion of a member or members. This shall include, but not be limited to, defining the parameters and process of the hearing and notice of same, whether there shall be any witness testimony, whether the subject member or members shall have any opportunity to be heard, or whether there shall be any appeal process.
- Section 5. **Transfers** – Membership in the SCAA is transferable at the time of sale of a business or multi-housing community to the successor interest.
- Section 6. **State and National Affiliations** –Members of the SCAA automatically become members of the Florida Apartment Association (FAA) and the National Apartment Association (NAA) with which the SCAA is affiliated.

ARTICLE IV DUES AND FINANCES

A. Membership Dues

Dues fees for all classes of membership shall be determined by the Board of Directors and voted on prior to the beginning of each fiscal year.

B. Non-Payment

Upon failure to pay all appropriate dues, educational fees or other sums due the SCAA within sixty (60) days, all member services and privileges shall, upon written notice, be suspended. Failure to remit dues, educational fees, and other sums due the SCAA, within ninety (90) days will result in membership cancellation upon written notice.

C. Fiscal Year

The fiscal year of the Association shall be January 1 to December 31, inclusive of each calendar year.

D. Deposits

All monies received by the SCAA for any purpose shall be deposited to the credit of the SCAA in a federally insured financial institution or firm selected by resolution of the Board of Directors. Any funds deposited in a non-federally insured institution must be approved by resolution of the Board of Directors.

ARTICLE V OFFICERS AND DIRECTORS

A. Officers

1. Composition

The elected officers (6) of this Association shall be the President, Vice President, Treasurer, Secretary, Associates Vice President also called AVP and Immediate Past President.

2. Elections

- a) A slate of officers shall be selected by a nominating committee appointed by the President by September 30th of the given year. Consent to serve forms are to be filed for each candidate. The nominated candidates will be published in October via mass membership email and ratified at an SCAA event/meeting with a quorum. Members present and voting shall constitute a quorum for election.

3. Terms

The Executive Board is a one-year term allowing them to succeed their current position with the approval of the nominating committee. The President has the option to serve a second term without the approval of the nominating committee. The AVP is a one-year term and has the option to serve a second term with the approval of the nominating committee.

4. Duties

- a)** President – The President shall preside at all meetings of the Association and Board of Directors. He/she shall also serve as an ex-officio member on all committees. He/she shall make all required appointments of standing committee chairpersons. A management member must fill this position.
- b)** Vice President – The Vice President shall perform all the duties of the President during his absence or disability and such other duties as the President assigns. This office shall also oversee those committees as determined by the Executive Committee and approved by the Board of Directors. A management member must fill this position.
- c)** Treasurer – The Treasurer shall be responsible for all the Association’s funds and financial records. The Treasurer shall prepare a quarterly report and present to the Board of Directors at each quarterly Board meeting. Such duties of the Treasurer as may be specified by the Board of Directors may be delegated to the Executive Vice President/Executive Director. A management member must fill the Treasurer position.
- d)** Secretary – The Secretary shall be responsible for the proper and legal mailing of notices to members. He/she shall maintain the properly recorded minutes of official meetings of the Association. He/she shall see that accurate records are kept of all meetings. Such duties of the Secretary as may be specified by the Board of Directors, may be delegated to the Executive Vice President/Executive Director or designated member of the Association Staff. A management member must fill the Secretary position.

- e) Associates Vice President – The Associates Vice President shall be an associate member; shall serve as a liaison to the associate membership and shall perform duties as assigned by the President. The Associates President may not ascend to any other Executive Committee position. An Associate Member must fill the Associates Vice President position.

- f) Immediate Past President – The Immediate Past President shall serve on the Executive Committee for a term not to exceed two (2) years.

- g) Executive Vice President/Association Executive- The board of directors shall employ a salaried Executive Vice President/Association Executive whose terms and conditions of employment shall be specified by the board of directors. The Executive Committee shall be responsible for implementing the Executive Vice President/Association Executive’s employment contract. Said contract shall be available for the Board review and comment. The Executive Vice President/Association Executive shall serve as the Registered Agent for the corporation. The EVP/AE is an ex officio and non-voting.

B. Officer Vacancies

1. **President-** In the event of the resignation, retirement, removal or disqualification of the President, the Vice President shall succeed to the office of the President for the remainder of the term. If neither the President nor Vice President is able to serve as President, a Nominating Committee shall be established to nominate from among the Board a new President. The nominee shall be presented to the Board for approval at any regular or special meeting.

2. **Officers Other Than President-** In the event a vacancy occurs in office by death, resignation, succession or default, the position may remain vacant or the President shall, at his or her discretion, appoint a Nominating Committee to recommend a candidate(s) for election. If the President exercises his or her right to fill a vacant officer position, the current Officers shall succeed to the next Officer level.

B. Directors

1. Directors shall serve a maximum of two (2) consecutive year terms or until their successors are qualified, elected or appointed by the President. If a director has a change in employment during his/her tenure, that director may complete the term to which he/she was elected at the discretion of the Board as long as employment in the multifamily industry has been re-established in no longer than 90-days. In the event a director has a change in membership classification during his/her tenure that will constitute an immediate resignation of their position.
2. Directors are elected by the membership if they continue to remain members in good standing of the SCAA. Four (4) of the ten (4) directors of the board shall be Associate members. These Associate members shall have voting rights and may not ascend or attain higher office other than the Associate Vice President.

C. Duties and Responsibilities

1. The Executive Vice President/Executive Director shall control and manage the property of the Association, the appropriation of funds, and shall authorize all contracts and expenditures of the Association with the Boards approval.
2. **Meetings**
The Board of Directors shall designate a regular time and place to hold its meetings on a quarterly basis. Additional meetings may be called at the discretion of the President. Meeting of the Executive Committee, Board of Directors or any committee/task force may be held by means of a conference telephone call or video conference live calls so that all Persons participating in the meeting can hear each other. Participation in a meeting held by conference calls shall constitute presence of the Person at the meeting. The existing quorum rules apply unless otherwise changed by the Board of Directors in separate bylaws review.
3. **Quorum**
A quorum for a board meeting shall consist of fifty percent (50%) of both the Executive Committee and Directors.

4. Vacancies

Any vacancy in office or on the Board of Directors by death, resignation or default caused by absence from more than one-half (1/2) of the scheduled meetings or absence from more than (2) consecutive meetings each calendar year. The President may fill the vacancy, with the approval of the Board of Directors, by appointment until the next annual elections.

ARTICLE VI MEETINGS

A. Annual

The SCAA annual business meeting shall be held no later than November of the given year. A thirty (30) day written notice to members is required to conduct business of the SCAA. The quorum for conducting business at the annual meeting shall consist of those members present and voting.

B. General Membership Meetings

A membership meeting including program activities may be held monthly or as directed by the Board of Directors. The quorum for conducting business at a general membership meeting shall consist of those members present and voting.

ARTICLE VII COMMITTEES

A. Organization

All committees shall be of such size and shall have such duties, functions, and powers as may be assigned by the Board of Directors, except as otherwise provided in these Bylaws.

B. Standing Committees

1. Appointment

Standing Committees shall be appointed by the President subject to confirmation by the Board of Directors.

2. Committees of the Association

The Standing Committees of the Association are the following:

Membership

Events

Legislative

Executive

Nominating

Young Professionals

Special Committees/Task Forces

3. Duties and Responsibilities

- a) **Executive** – Shall consist of the President, Vice President, , Treasurer, Secretary, Immediate Past President, Associates Vice President and the Executive Vice President/Executive Director. The EVP is non-voting.

The Executive Committee shall manage the day to day affairs of the Association through delegation to the Executive Vice President/Executive Director. Minutes of the Executive Committee shall be kept electronically.

- b) **Membership** – Shall be ambassadors and promote membership in the SCAA. Outreach event to be scheduled and promoted at least one (1) time per year. The committee shall also review all new members in accordance with the Bylaws at their regularly held meetings.
- c) **Events** – Shall be responsible for organizing and planning all SCAA functions and presenting to the Board of Directors for approval.
- d) **Legislative** – Shall review and make accommodations concerning relevant matters concerning any governmental authority. In the event of working with FAA’s Government Affairs Director(s), this committee will report any/all legislative priorities and issues that may arise. Encouraged to attend FAA Legislative Days with the financial support of SCAA.
- e) **Young Professionals-** Shall be responsible for one (1) event per year, maintain YP social media pages, host after hours events with direction of Executive Vice President/Executive Director.
- f) **Special Committees/Task Forces** – May be appointed for a specified duration by the President as deemed necessary and are subject to the Board of Directors confirmation.

ARTICLE VIII EXECUTIVE OFFICE AND STAFF

A. Appointment

The Board of Directors shall employ either a salaried staff, Independent Contractor or an association management company who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Executive Committee and ratified by the Board of Directors.

B. Authority and Responsibility

The Executive Director shall be the Chief Executive Officer of the Association responsible for all management functions at the discretion of the Board of Directors and shall manage and direct all activities of the Association as presented by the Board of Directors; shall be responsible for the employment of staff necessary and to establish their compensation within approved budgets. The Executive Director shall delegate and supervise the staff performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association.

C. Salary and Performance Review

The President shall cause the Executive Committee to meet for the purpose of conducting a performance evaluation of the Executive Director.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

In the manner and to the extent provided by Section 607.14, Florida Statutes, the Association shall indemnify any person who was or is a director, officer, employee, agent of the Association serving at the request of the directors, or as an officer, or contractual employees of the Association, and the Association hereby adopts the provision of the said Section 607.14, Florida Statute, except that wherever in said section the words “shareholder” and “shareholders” appear, they shall, for the purpose of these Bylaws, be deemed to read “member” and “members” respectively.

ARTICLE X ASSOCIATION HEADQUARTERS

The Association headquarters office shall be designated by the Board of Directors.

ARTICLE XI BYLAWS

A. Conflict

The Bylaws of the Space Coast Apartment Association shall not be in conflict with the Charter, or the Bylaws of either the National Apartment Association or the Florida Apartment Association.

B. Amendments

These Bylaws may be amended by majority vote of the Board of Directors.

The undersigned, being all the Directors of Space Coast Apartment Association, Incorporated, have adopted these Bylaws as the Bylaws of the Association, on April 8th, 2020.

Bylaws amended: April 8th, 2020
Space Coast Apartment Association, Incorporated