



## **BYLAWS OF THE SOUTH EAST FLORIDA APARTMENT ASSOCIATION, INC.**

### **ARTICLE I - NAME & DEFINED TERRITORY**

The name of the Association shall be the "South East Florida Apartment Association, Inc.", hereafter known as the "Association". The Association may also be referred to as SEFAA in all its publications, correspondence, and collateral materials.

The Association shall encompass the Broward, Palm Beach, Dade, and Monroe County areas, in the State of Florida and is an affiliate of the National Apartment Association and the Florida Apartment Association.

### **ARTICLE II – OBJECTIVE**

The objective of this Association shall be to provide educational services, support services, and gatherings or events for the multi-family housing industry, developers and managers in the area encompassed by the Association and to advance the interests of the Association members on issues relevant to the multi-family housing industry.

### **ARTICLE III – MEMBERSHIP**

Section 1. There shall be two types of membership in the Association as follows

A. Community Member. A community member shall be

- (1) Apartment communities in Broward, Palm Beach, Dade, or Monroe County.
- (2) Owners of one or more rental units not limited to the same location.
- (3) Property management firms and owners of multifamily units that manage or own a development that holds membership in this Association.

B. Associate Member. An associate member shall be a vendor of goods and/or services to the multifamily housing industry.

Section 2. Qualifications. Applicants for membership shall make application as prescribed by the board of directors, shall agree in writing or by electronic agreement that, if elected to membership, they will abide by such bylaws, policies, and shall meet other qualifications for membership as these bylaws or the board may prescribe.

Section 3. Privileges. Members in good standing shall have the right to vote and hold office. Good standing is defined as dues are current and no sanctions are unfulfilled.

Section 4. Membership in the Association is not transferable to any association or entity.

Section 5. Members of the Association automatically become members of the Florida Apartment Association and the National Apartment Association conditioned upon, and subject



to, the rules and regulations of the Florida Apartment Association and the National Apartment Association.

Section 6. Suspension/Revocation of Membership. The board by two-thirds (2/3) vote, may suspend, or revoke the membership of any member for conduct detrimental to the Association. The member shall be given at least thirty (30) days written notice, at the last known address of member, in advance of the meeting of the board at which time the vote is to be taken, and the member shall be afforded reasonable opportunity to be heard. During the period of any suspension (as set by the board) a member may hold no position on the board of directors or on any committee, nor shall they be entitled to vote at any meeting of the membership. A vote of two-thirds (2/3) of the board shall be required to reinstate any membership or to reinstate membership prior to the end of any suspension. Reinstatement may be subject to such terms and conditions as the board may prescribe. The board may prescribe procedures for hearings with respect to suspension, revocation, or reinstatement of membership. Any proceeding challenging expulsion or suspension, including a proceeding in which defective notices alleged, must be commenced within one year after the date of the expulsion or suspension.

#### **ARTICLE IV - DUES AND FINANCES**

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

Section 2. Dues. Dues are due and payable in advance on the first day of January each year. The annual membership period shall be from January 1 through December 31 each year.

Section 3. Non-payment of Dues. Non-payment of dues for a period of 60 days after due date shall be cause for termination of membership. Membership shall be reinstated only after the terminated member has paid the full, current year's dues. A member terminated for more than one year must apply for membership again as a new member.

#### **ARTICLE V- BOARD OF DIRECTORS, OFFICERS, DIRECTORS AND DUTIES**

Section 1. Officers

A. The elected officers of the Association shall be a president, president-elect, associate vice-president, secretary, treasurer and past-president.

B. The term of office for officers shall be for one year or until their successors are elected. No person may be elected to the same office for more than two consecutive terms. The term of office shall begin on January 1 of each calendar year.

C. Only those persons who have been members in good standing for at least two years at the time of election shall serve as an officer. The office of Associate Vice-President shall be held by an Associate member only.

D. Vacancies in Office.

(1) In the event of a vacancy in the office of the president, the president elect shall



succeed to the office of president for the remainder of the term. If neither the president nor the president elect is able to serve as president, then a new president shall be nominated by the board at any annual, regular, or special meeting and shall be approved by the membership.

(2) A vacancy in the office of the president elect shall be filled by appointment of a qualified member by the board of directors to fill the vacancy for the remainder of the term. This individual shall serve only the unexpired term as president elect and shall not automatically succeed to the office of president. In such case, the nominating committee shall nominate both the president and president elect for the next term.

(3) In the event of a vacancy other than in the offices of president or president elect, the president with the approval of the board may appoint a qualified member to fill the vacancy for the remainder of the term.

## Section 2. Board of Directors

A. Authority. The board of directors shall have full authority to govern and manage the affairs of the Association, to include, but not limited to establishing policies, procedures, guidelines and standards, conducting the financial affairs of the Association, approving contracts, engaging in strategic planning and business planning, and managing the property and other assets of the Association.

B. Composition of the board. The board of directors shall consist of the elected officers plus ten (10) directors as follows:

- (1) Nine directors shall be community members and/or associate members.
- (2) One director shall be chairman of the maintenance council.

C. Qualifications. Members of the Association who are in good standing shall be eligible to serve on the board of directors. Only individuals employed as a property manager, senior property manager, regional property manager or above, or an independent owner, shall be eligible to serve as community members on the board of directors as specified in Section 2(B)(1) of this Article V. Only individuals employed as a maintenance supervisor/coordinator or regional maintenance director shall be eligible to serve as the one director on the board who is to be chairman of the maintenance council as specified in Section 2(B)(2) of this Article V. No more than two (2) members of the same firm or entity shall serve at the same time on the board of directors.

D. Term. The term of a director shall be for one year or until their successor is elected. A director may be re-elected, but shall not serve more than two consecutive terms as a director on the board. However, this provision does not prevent a director from serving as an officer. Additionally, this provision does not prevent the Past President from serving as a director after completing his or her term as the Past President. The term of office shall begin on January 1 of each calendar year.

E. In the event that during the term of any officer or director, such officer or director loses his membership status due to a loss of or change of employment, then such officer or director shall continue to serve until the next election.



Section 3. Removal. Any Director who has more than one unexcused absence from board meetings during a twelve (12) months period may be removed from office by a majority vote of the board of directors.

#### Section 4. Duties of officers.

A. President - The President shall be the chief elected officer of the Association and shall preside at the meetings of the Association and Board of Directors, shall appoint chairmen and members of standing and special committees, and shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors.

B. President-Elect - In the absence of the president, the president-elect shall perform the duties of the president and shall perform other duties as may be assigned by the board of directors or by the president. The president-elect shall automatically succeed to the office of the president in the year following election as president-elect.

C. Associate Vice-President – The Associate Vice-President shall be an associate member of the Association elected by a majority vote of the Board of Directors. The Associate Vice-President shall chair the Associate Members Council.

D. Treasurer - The Treasurer shall, in the absence of the president and president-elect have the power to perform the duties of those offices and shall have such other power that may be prescribed by the president or the board of directors. If the Treasurer cannot serve, the board shall designate a replacement. The Treasurer shall monitor the financial activities of the Association, ensure the preparation of an annual report and the annual budget and shall chair the budget-finance committee.

E. Secretary - The Secretary shall ensure the Association's records, notices, minutes of meetings and other documentation are properly maintained.

F. Past President - The immediate past president will assist the president as needed. If the immediate past president is not able to fill this position, it will be filled by the most recent past president willing to serve.

G. Removal. Any Officer who has more than one unexcused absences from board meetings during a twelve (12) months period may be removed from office by a majority vote of the board of directors.

#### Section 5. Director Emeritus

A. Purpose. The Board may grant Director Emeritus status to individuals who have distinguished themselves through exceptional service and contributions to the Association and whose continued interest in and association with the Association is desirable.



B. Qualifications. The Emeritus designation is reserved for esteemed board members who are moving away from active involvement in the Association. The designation is based on the individual's accumulated body of work, achievements, and service on behalf of the Association.

C. Procedure. Nominations for Director Emeritus status may be submitted to the Directors Emeritus or to the Board of Directors at any time. Nominations can be made by current or past Board Members or any current Directors Emeritus. Nominations must be made to the board by the 1st Quarter Board Meeting. The board will vote on any nominations by no later than the 2nd Quarter Board Meeting. Emeritus status will then begin in January of the following year. The Emeritus designation will not necessarily be awarded annually and will be reserved for those exceptional individuals who have been foundational in the activities of the Association and have influenced its mission.

D. Duties and Responsibilities. A Director Emeritus may:

- (1) Inform and lend his/her expertise to the President, Board of Directors, and Executive Vice President as needed.
- (2) Chair, co-chair, and/or serve on committees as deemed appropriate by the Board of Directors.
- (3) Attend all meetings of the Board of Directors as a non-voting member.
- (4) Have access to all financial documents and reports distributed to the Board of Directors.

## **ARTICLE VI – NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS**

Section 1. The officers and directors shall be elected by majority vote of the board of directors at the annual meeting. There shall be no proxy voting.

Section 2. Nominations.

A. All members desiring to be considered for positions must submit a timely and properly completed nomination form to the nominating committee and must meet the requirements for qualifications as set forth in the Bylaws.

B. Qualified candidates shall be interviewed by the nominating committee. Interviews of previously elected officers and directors being considered for reelection will not be required.

C. Notice. The nominating committee shall request nominations from the membership prior to the annual meeting by sending written notification or by notification published in any regular publication of the Association. This notification shall advise the membership how to obtain and submit a nomination form and shall advise of the deadline for submitting such form.

D. At least fourteen (14) days prior to the annual meeting, the nominating committee shall select and present for approval by a majority vote of the board of directors a recommended slate of candidates. The slate shall contain one candidate for each office. The board of directors may amend the proposed slate of the nominating committee. If there is no qualified candidate for any position subject to election, the board shall be authorized to fill the office by appointment at the close of elections.



## **ARTICLE VII - MEETINGS**

### **Section 1. Annual Meetings**

Officers and directors elected by the board of directors shall be installed at the annual meeting of the Association. Officers and directors shall take office and assume their duties at the conclusion of the annual meeting.

### **Section 2. Special Meetings**

Special meetings of the Association may be called by the president, the board of directors, or by written petition signed by 5% of the members in good standing.

### **Section 3. Meetings of Directors**

A. The board of directors shall designate a regular time and place to hold their meetings quarterly and may hold other meetings at the call of the president.

### **Section 4. Notice.**

A. Notice for all meetings may be given in person, in writing or electronically stating the place, day and hour of the meeting. Such notice shall state the person or persons calling the meeting.

B. Notice for the annual meeting shall state that the meeting is being called for the election of officers and directors and for transaction of such other business as may properly come before the meeting.

C. Notices of special meetings shall state the purposes for which the meeting is called. At any special meeting, only the business stated in the notice may be transacted.

D. Notice of meeting shall be provided at least 10 days and no more than 50 days before the date of the meeting.

Section 5. Electronic Meetings. Meetings of the board of directors may be conducted by telephone or web conference or other electronic means as long as all members are able to hear each other simultaneously.

### **Section 6. Quorum**

A. A quorum of the board of directors shall consist of six (6) members of the board.

B. A quorum at any membership meeting shall consist of 10% of the membership.

## **ARTICLE VIII – COMMITTEES**

### **Section 1. Standing Committees**

The President may appoint, subject to confirmation by the Board of Directors, the following standing committees:



EXECUTIVE	NOMINATING	AWARDS CEREMONY
BUSINESS EXCHANGE	COMMUNITY SERVICE	CULTURE & UNITY COUNCIL
EDUCATION	EMERGING LEADERS	LEGISLATIVE
MAINTENANCE COUNCIL	MANAGEMENT EXECUTIVE	MEMBERSHIP
MULTI-HOUSING TRADE SHOW	SUPPLIER COUNCIL	VOLLEYBALL

## Section 2. Duties of Committees

A. Executive – Shall formulate the policies of the Association and conduct the affairs of the Association between meetings of the board of directors. The Executive Committee shall be responsible for the employment, direction and replacement of the Executive Director. The Executive Committee shall consist of the President, who shall be Chairman, the president-elect, the Secretary, the Treasurer, the Associate Vice President, and the Past President. Five members shall constitute a quorum.

B. Nominating – Shall solicit nominations from the membership for the positions of officers and directors and shall qualify all such nominees. The Committee shall then select a slate of proposed officers and directors from the qualified nominees, and shall present the slate to the Board of Directors for approval. The President shall appoint the President Elect to serve as Chairman of the Committee. A minimum of three (3) and a maximum of seven (7) community members shall be appointed by the President not later than one hundred and sixty days prior to the annual meeting.

C. Awards Ceremony – Responsible for planning all aspects of SEFAA's Circle of Excellence Awards Ceremony.

D. Business Exchange – Reverse style trade show. The goal of this event is for suppliers to meet with potential clients and reconnect with current ones to offer and promote their products and services.

E. Community Service – Advocates and supports local charities.

F. Culture & Unity Council – Develops strategies that reinforce the importance of fostering and celebrating a cultured and unified environment for all.

G. Education and Career – Plans and facilitates training programs and the career center.



H. Emerging Leaders Committee – Offers the opportunity to leaders who are “young in the industry” to network and develop skills by teaming up with tenured industry professionals.

I. Legislative – Advocates legislation benefiting the apartment industry.

J. Maintenance Council – Provides a forum for maintenance technicians. The Maintenance Director shall serve as chairman.

K. Management Executive Committee – Provides a forum for executive-level and owner members.

L. Membership – Actively recruits, retains and welcomes new members to the Association.

M. Multi-Housing Trade Show – Ensures success of SEFAA's Trade Show.

N. Supplier Council – Provides a forum and business opportunities for associate members. The Associate Members Council shall also submit the names of three (3) Associate Members each year to the Nominating Committee for consideration in order for the Nominating Committee to then select the Associate Vice President to be named on the proposed slate to be presented to the Board of Directors for approval.

O. Volleyball Committee – Dedicated to planning SEFAA's Annual Volleyball Tournament.

### Section 3. Accountability

All Committees shall provide quarterly activity reports to the Board of Directors and shall obtain approval from the Board for all projects, budget items and events. SEFAA is not responsible for agreements entered into by or on behalf of the committees without prior Board approval.

### Section 4. Special Committees

The President or the board of directors may appoint special committees and task forces as deemed necessary.

### Section 5. Organization

All committees shall be of such size and shall have such duties, functions and powers as assigned to them by the president or the board of directors, except as otherwise provided in the Bylaws. The quorum for all committees shall be a majority of its members. Membership is required to serve on a committee. Any committee chairperson or member thereof may be discharged or removed by action of the Board.

## **ARTICLE IX - EXECUTIVE AND STAFF**

### Section 1. Appointment

The Board of Directors may employ either a salaried staff head 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 Board.

### Section 2. Authority and Responsibility

A. The Executive Director shall be the chief executive of the Association responsible for all





management functions. He/She shall manage and direct all activities of the Association as authorized by the Board of Directors and shall be responsible for the employment of the staff and to establish staff compensation within the guidelines of the approved budget. As Executive Director, he/she shall define the duties of the staff, supervise their performance, establish the performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association.

B. The Board of Directors shall request an annual non-certified audit of books and records as acquitting Directors of Liability for misfeasance or nonfeasance of officers and agents handling funds.

#### **ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each person who at any time shall serve, or shall have served, as a director, officer, employee, or agent of the Association and such other persons as specified from time to time by the board of directors, shall be entitled to indemnification as and to the fullest extent permitted by Chapter 617 of the Florida Corporations Not for Profit Act or any successor statutory provision, as from time to time amended, if said person acted in good faith and in a manner reasonably believed to be in the best interests of the Association and with respect to any criminal action or proceedings had no reasonable cause to believe the conduct was unlawful. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which those indemnified may be entitled.

#### **ARTICLE XI – PARLIAMENTARY AUTHORITY**

*Robert's Rules of Order Newly Revised*, latest edition, shall be adopted as the parliamentary authority.

#### **ARTICLE XII- BY-LAW CONFLICT**

The By-laws of the South East Florida Apartment Association, Inc., shall not conflict with the charter in by-laws of the Florida Apartment Association or the National Apartment Association.

#### **ARTICLE XIII – AMENDMENTS**

The Bylaws may be amended by affirmative vote of two-thirds of the board of directors present at any regular quarterly meeting of the board of directors, provided that such amendment shall have been published in writing and delivered by mail or electronically to the board of directors at least ten (10) days prior to the meeting in which such proposed amendment is to be considered.

Adopted by the Board of Directors this 4th day of April, 1988.

Amended by the Board of Directors the 19th day of September 1989 and ratified by the General Membership on the 17th day of October 1989.

Amended by the Board of Directors the 20th day of October, 1990 and ratified by the General Membership on the 18th day of December, 1990.



Amended by the Board of Directors the 21st day of September 1993 and ratified by the General Membership on the 16th day of November, 1993.

Amended by the Board of Directors the 5th day of May 1994 and ratified by the General Membership on the 17th day of May, 1994.

Amended by the Board of Directors the 1st day of April 1996 and ratified by the general membership on the 17th day of April, 1996.

Amended by the Board of Directors the 19th day of January 2000 and ratified by the general membership on the 16th day of February, 2000.

Amended by the Board of Directors the 18th day of April 2001. Action (position title revision) did not require ratification by the membership.

Amended by the Board of Directors the 16th day of January 2002 and ratified by the general membership on the 1st day of February 2002.

Amended by the Board of Directors the 1st day of November 2002 and ratified by the general membership on the 15th day of January 2003.

Amended by the Board of Directors the 22nd day of September 2004 and ratified by the general membership on the 20th day of October 2004.

Amended by the Board of Directors the 16th day of April 2006 and ratified by the general membership on the 18th day of October 2006.

Amended by the Board of Directors the 18th day of November 2010 and ratified by the general membership on the 19th day of November 2010.

Amended by the Board of Directors the 16th day of October 2015 ARTICLE XIII – AMENDMENTS and ratified by the general membership on the 13th day of November 2015.

Amended and ratified by the Board of Directors the 27th day of April 2016.

Amended and ratified by the Board of Directors the 12th day of July 2016.

Amended and ratified by the Board of Directors the 16th day of August 2018.

Amended and ratified by the Board of Directors the 23rd day of January 2019.

Amended and ratified by the Board of Directors the 24th day of April 2025.

Amended and ratified by the Board of Directors the 28th day of May 2025.