



## BYLAWS OF THE SOUTHWEST FLORIDA APARTMENT ASSOCIATION, INC.

The Southwest Florida Apartment Association, Inc. (hereinafter the "Association") is a membership organization organized and operated for non-profit purposes within the meaning of Section 501[C] (6) of the Internal Revenue Code of 1954 as amended. The Association is created by and for the benefit and education of multifamily housing owners, builders, developers, management companies, suppliers, and their employees. The Association is not a state agency and has no regulatory authority over to investigate or mediate disputes between multifamily housing owners, apartment communities or management companies. The Association does not investigate or mediate disputes between multifamily housing owners, managers, and/or residents.

### ARTICLE 1- PURPOSE

- 1.01 The primary purpose of the Association is to advance the general welfare of the rental and/ or multifamily housing industry through the association and education of those involved in ownership, management, and the provision of products and services to the industry.
- 1.02 The Association will accomplish its purpose through the following and other means:
  - a. Advocating and encouraging the constant improvement of multifamily housing development and management.
  - b. Encouraging education and providing a wide range of educational opportunities concerning the industry.
  - c. Securing cooperative action in advancing the common purposes of its members.
  - d. Functioning as an affiliated association of the Florida Apartment Association, Inc. and the National Apartment Association, Inc.
  - e. Disseminating useful information to members and the public.
  - f. Providing means for members to exhibit their products and services.
  - g. Providing products and services for members including facilitating acquisition of appropriate products and services from third parties.
  - h. Providing information to all members regarding proposed changes to federal, state, and local laws, codes, rules, and regulations that affect the multifamily housing industry.

### ARTICLE 2- MEMBERSHIP

- 2.01 Membership in this Association is open to any person or entity engaged in or interested in the multifamily housing industry. Members are automatically members of the Florida Apartment Association, Inc. if authorized by it and the National Apartment Association, Inc., if authorized by it.
- 2.02 Membership categories are:
  - a. **Property Member:** Any person or entity engaged in the ownership and/or management of rental and/or multifamily housing within Collier, Lee, Hendry and Charlotte counties, Florida, and such other areas as the Board of Directors may determine.
  - b. **Supplier Member:** Any person or entity engaged in the sale of goods and/or services to the multifamily housing industry.
  - c. **Key Member:** Any person or entity interested in the multifamily housing industry who is not a Property or Supplier Member. Within this category, the Board of Directors may designate specific titles or provisions on an individual basis for such purposes as it may deem appropriate (such as for the

purpose of recognizing a person's contributions to multi-family housing)

d. **Developer/ Ownership Group Member:** Any person or entity who actively owns or is a developer for multifamily units. However, those properties are required to retain their own individual memberships.

2.03 Members must abide by these Bylaws which may be established by the Board of Directors.

2.04 The Board of Directors may, by a two-thirds vote, remove any member for any cause when deemed in the best interest of this Association.

### **ARTICLE 3- DUES AND ASSESSMENTS**

3.01 Dues are paid for a calendar year and are due on January 1 of each year. Dues for each membership category are established by the Board of Directors and may be changed from time to time as the Board of Directors deems appropriate.

3.02 The Board of Directors may establish a formula for prorating first year dues of new members who join after July 1.

3.03 Any member who is delinquent in paying dues or other indebtedness to the Association for more than 120 days from the due date automatically forfeits membership unless the Board of Directors grants a waiver.

3.04 Special assessments may be imposed upon members upon two-thirds vote by the Board of Directors.

### **ARTICLE 4- BOARD OF DIRECTORS**

4.01 The Board of Directors is to exercise all powers of this Association and conduct whatever business it deems necessary or advisable for the welfare of the Association and its members.

4.02 The Board of Directors shall consist of no more than fourteen directors. No more than six of the fourteen directors are to be Supplier Members, only one person per Supplier Member company may be elected to the board at one time. All directors and officers including their employers must be members of the Association in good standing.

4.03 The Board, before its first meeting, will nominate and elect officers to serve during that Board year. The officers will be President, Vice President, Secretary and Treasurer. The Board may create additional officer positions if it deems appropriate and necessary from time to time. No Supplier or Key Member may serve as President or Vice President.

4.04 The officers along with the Immediate Past President and Supplier Council Chairperson will comprise the Executive Committee of the Board of Directors.

4.05 The Board of Directors shall conduct meetings not less 5 Board meetings per year. Board meetings shall only be conducted when a quorum is present. A quorum is defined as at least fifty percent of the current board members at the time of the meeting. Minutes of all Board meetings shall be available for review by the members upon request.

4.06 Except as otherwise provided in these Bylaws, all matters to come before the Board must be approved at a Board meeting or by a majority vote of Board members present.

4.07 Board members are to be elected for a term of three years. No Director may serve for more than nine consecutive years, unless approved by a Board of Director's vote that it is in the best interest of the Association.

4.08 Any Board member who is absent from two Board meetings during a calendar year is automatically removed from office. Reinstatement requires a two-thirds vote by the Board. Any Director or Officer may be removed by cause by a two-thirds vote of the Board of Directors. Leave of absences may be requested by a director and require approval by a two-thirds vote of the Board of Directors.

- 4.09 Any Past President of the Southwest Florida Apartment Association, Inc. who is a member of this Association is a member of the Past Presidents Council. Members of the Past Presidents Council are invited to attend any Board meetings but will have no voting power on any matter except the Immediate Past President. All members of the Past Presidents Council are to be given notice of Board meetings in the manner that the Board members are notified. Members of the Past Presidents Council are not to be included in quorum calculations.
- 4.10 In case of emergency, when it is not feasible to all, a special Board of Directors meeting, the President and any other two Officers and any other three Directors are empowered to act for the Board or an electronic vote may be taken. A full report of such action must be made by the President at the next Board meeting and must be ratified or rescinded.
- 4.11 Officers and directors serve without compensation. Terms of officers and directors begin on January 1, except for those filling unfulfilled terms. Persons applying for unfulfilled terms must submit a letter of intent with qualifications and complete an interview process as determined by the Nominating committee. Such member may then be elected to the Board upon a positive vote by a majority of the Board of Directors. Any member so elected will be elected to fill the remaining term of the open Board seat.
- 4.12 In the event that a Director shall terminate their position with a property or supplier association member company, they shall have ninety days to resume employment with a property or supplier association member company that is in good standing within the Association. If they do not resume employment within the 90-day period, they will no longer be permitted to maintain their position as a Director.

#### **ARTICLE 5- OFFICERS**

Each officer is a member of the Board of Directors and has one vote except that the President may not vote except to break a tie. The primary duties of each officer shall include but are not limited to the following:

**5.01 President**

- a. Presides at all meetings of the Association and of the Board of Directors and is chairperson of the Board of Directors.
- b. Appoints all committees provided for herein or by the Board.
- c. Designates the chairman of each committee.
- d. Is an ex-officio member of each committee.
- e. Fills any committee vacancies which may occur.
- f. Fills any Board or Officer vacancies which may occur subject to confirmation by the Board.
- g. May call special meetings of the Board.
- h. Executes documents and correspondence on behalf of the Association.

**5.02 1<sup>st</sup> Vice President**

Performs the duties of the President in the absence of the President.

**5.02 2<sup>nd</sup> Vice President**

Performs the duties of the President in the absence of the 1<sup>st</sup> Vice President.

**5.03 Secretary**

- a. Insures that proper notice is given for all general membership and Board meetings.
- b. Insures that appropriate minutes are taken and maintained for all general membership business meetings and Board meetings.
- c. Insures that appropriate membership lists are kept for the Association.
- d. Insures that correspondence on behalf of the Association is appropriate and properly maintained.
- e. Insures any other records required by the Board are maintained.

**5.05 Treasurer**

- a. Insures that membership dues and other sums due to the Association are properly collected and deposited into the bank as directed by the Board.
- b. Insures that the Association's obligations are paid as directed by the Board.
- c. Insures that accurate and appropriate accounting records are maintained.
- d. Insures preparation of proposed budgets as may be required by the Board.
- e. Insures preparation of reports concerning fiscal matters of the Association as may be required by the Board.

**5.06 Immediate Past President**

Spends one year as a member of the Executive Committee with the other five Officers. The immediate past president shall vote on any Executive committee or Board matter.

**5.07 Supplier Vice President**

The Supplier Vice President is the primary Board member representing all Supplier Members. In this position, it will be his/her responsibility to communicate to the Board and to the supplier membership all issues that affect the Board, the Supplier Members or the full Association. The Supplier Vice President will be a member of the Executive committee along with the other 5 officers and the Immediate Past President. The Supplier Vice President will be elected by the supplier members elected to the Board. The Supplier Past President shall serve a term of one year unless elected to subsequent terms by the Supplier Council.

**ARTICLE 6- STAFF AND PROFESSIONAL SERVICES**

- 6.01 The Board of Directors may, at its option, employ an Executive Director, Association Executive, or other management entity whose title, duties and compensation are to be determined by the Board. The Board may also engage and authorize payment for all other necessary or desirable professional services for conduct of the Association's business.

**ARTICLE 7- MEETINGS AND ELECTIONS**

- 7.01 General Membership Meetings of the Association for the transaction of routine business are to be held as directed by the Board of Directors. The Board of Directors and the General Membership are to meet in person not less than four times each year on dates selected by it.
- 7.02 Special meetings of the Association or the Board of Directors may be called by the President or three members of the Board of Directors, or by written request of ten percent of the members of the Association. These meetings may be held in person or via video conferencing.
- 7.03 Directors are to be elected at a general membership meeting or electronic vote in the year preceding the start of their terms. The Board of Directors will determine the date of the election meeting, and members must be notified of the election at least one month before the meeting. Election for each position will be by a majority of votes cast for that position. Each Property Member present at the election meeting or notified via electronic vote instructions may cast one vote for each position.
- 7.04 The vote of any member for any election or other business may be cast by any person regularly employed by the member but may not be cast by any other person or other proxy. The Board will determine who may cast a member's vote if there is a dispute. Electronic votes via email or video conferencing stand valid.

A nominating committee of at least three members is to be appointed by the President at the first meeting of the year but, in any case, never later than August and must make its report at a meeting not later than

September. It must nominate at least one candidate for each directorship vacancy for the following year. In addition to the nominations of the nominating committee, any Property Member or person authorized to cast a Property Member's vote may make nominations from the floor at the general membership election meeting. To be a nominee, a person must agree before the election to serve if elected.

7.01 Elections are to be held no later than the October general membership meeting of each calendar year.

#### **ARTICLE 8 – PARLIAMENTARY PRACTICE**

8.01 Roberts Rules of Order, Revised, are to be observed and followed at all general meetings of this Association and/or meetings of the Board of Directors for all matters of procedures not specifically covered by these Bylaws.

8.02 Any dispute involving the interpretations or intent of these Bylaws must be finally determined by a two-thirds vote of the Board of Directors.

#### **ARTICLE 9 – AMENDMENTS**

9.01 These Bylaws may be amended by a majority vote of the Property Members present at any regular general membership meeting provided the proposed amendment was distributed to all members before the meeting.

9.02 The Bylaws of the Southwest Florida Apartment Association shall not be in conflict with the Articles of Incorporation or the Bylaws of either the Florida Apartment Association or the National Apartment Association.

#### **ARTICLE 10 – SUPPLIER COUNCIL**

10.01 Collectively, all Supplier Members of the Association may be called the Supplier Council if they choose to organize. If so, they may elect officers, have meetings and conduct such business within the Association, which may be uniquely beneficial to Supplier Members so long as the Supplier Council does not detract from the purpose of the Association.

10.02 The Supplier Council may elect a current Supplier Board Member as Supplier Vice President. The Supplier Vice President shall bring to the Board whatever matters the Supplier Council shall deem relevant for the Board.

#### **ARTICLE 11 – NON-LIABILITY AND INDEMNIFICATION OF OFFICERS, DIRECTORS AND AGENTS**

11.01 The Officers, Directors and agents of the Association are immune from civil liability pursuant to Florida law. The Association shall indemnify all Officers, Directors and employees, past and present, if the person acted in good faith and in a manner reasonably 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 conduct was unlawful. This indemnification shall be to the full extent allowed by Florida Statutes section 607.0850 and any other pertinent provisions of Florida law now and as they may be amended.

#### **ARTICLE 12 – POLICY MANUAL**

12.01 The Officers and Directors shall adopt a policy manual with annual review. Within this policy manual it will state the following information at a minimum:

a. Execution of Documents

- b. Books and Records
- c. Inspection of Books and Records

d. Non-Profit Operation **ARTICLE 13 – NON-DISCRIMINATORY POLICY**

13.01 The Southwest Florida Apartment Association (SWFAA) will not discriminate in any of its schools, seminars, classes, lectures or other educational forums and activities nor by implementation or practice in any policies or procedures. SWFAA admits members of any race, color, religion, sex, national origin, political affiliation, sexual orientation, gender identity, marital status, disability and genetic information, age, membership in an employee organization, or other non-merit factor to all of its rights, privileges, programs and activities generally accorded or made available to its members. Employees and personnel of SWFAA will not discriminate in employment on the basis of race, color, religion, sex, national origin, political affiliation, sexual orientation, gender identity, marital status, disability and genetic information, age, membership in an employee organization, or other non-merit factor.

**ARTICLE 14 – COMMITTEES**

14.01 The Board of Directors shall appoint and maintain the following standing committees:

- a. Education Committee
- b. Legislative Committee
- c. Finance Committee
- d. Nominating Committee
- e. Membership Committee

14.02 Other committees may be created and disbanded from time to time as deemed necessary by a majority vote of the Board of Directors. Committee chairpersons for non-standing committees may be from any Property or Supplier Member company in good standing with the Association.

**ARTICLE 15 – CAMPAIGN ALLOCATION POLICY**

15.01 The Southwest Florida Apartment Association (SWFAA) authorizes the Legislative Committee with the responsibility to review, choose, and support a candidate with the Apartment Political Action Committee's (APAC) local allocation funds. SWFAA may use the local allocation funds pursuant to the Florida Apartment Association's bylaws relating to the APAC Local Campaign Contribution Policy. All campaign contributions will be made in compliance with current state campaign laws. All campaign contributions will be made to local campaigns within the SWFAA chartered area.

**15.02 APAC Accounting**

The SWFAA Board of Directors will determine the individual(s) responsible for accounting to APAC. The individual(s) will be responsible for cataloging the APAC requests, funds, and checks.

**15.03 Candidate Selection**

The legislative Committee will formalize a process to vet or determine the goals and agenda of the prospective candidates. The candidate, if not an incumbent, must present his or herself as a supporter of the multifamily housing industry. To determine if the association should support a candidate, members of SWFAA, at the discretion of the Legislative Committee, must screen the candidate via telephone, a personal meeting or another forum as the legislative committee deems fit. The legislative committee will establish criteria for the candidate screening process. This criteria must include questions including, but not limited to "why should multifamily housing owners, operators, and

developers support your campaign?” The screening or meeting must be conducted after the local election qualifying period. All qualified candidates must be notified of the screening/meeting via email or in writing. However, all candidates do not need to participate in the screening/meetings.

If SWFAA is seeking to support an incumbent, the Legislative Committee may request funding for the incumbent without screening if a prior positive political relationship has been established, or if the candidate has been involved in an issue directly affecting the multifamily industry.

#### **15.04 Contribution Requests**

The Legislative Committee will determine who is authorized to make the request of APAC funds. Per the FAA APAC Local Campaign Contributions Policy, SWFAA must first host an APAC fundraiser event in the calendar year that the contribution request will be made.

In order to receive APAC funding, the individual determined to make requests may submit a local funding request to the FAA Government Affairs Director. All funding requests will be subject to the APAC Board for approval. Each funding request must include information regarding SWFAA’s annual APAC fundraiser date, the candidate and his or her policy goals, and why SWFAA believes it is important to support his/her campaign. If approved, SWFAA may allocate up to thirty percent (30%) of its funds raised in the current calendar year to local campaigns.

#### **15.05 Additional APAC Funding**

Per FAA APAC Local Campaign Contributions Policy, if all shared funds are used, SWFAA will no longer be eligible to receive APAC contributions for local campaigns. SWFAA must raise additional funds for APAC to be distributed or, in special circumstances or hardships, can make a formal written request to the APAC Board for a distribution of additional funds.

### **ARTICLE 16 – ANTITRUST STATEMENT**

16.01 Officers, directors, and invited guests are reminded that various state and federal laws prohibit the exchange of information amongst competitors regarding matters pertaining to price, refusals to deal, market division, tying relationships, and other topics which might infringe upon antitrust regulations. No such exchange or discussion will be tolerated during this meeting. These guidelines apply not only to formal meeting sessions, but to informal discussions during breaks, and meals or social gatherings.

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