**BYLAWS OF**

**CENTRAL FLORIDA CHAPTER,**

**ASSOCIATED BUILDERS AND CONTRACTORS, INC.**

ARTICLE ONE

IDENTIFICATION & PRINCIPLES

Section 1.1. Name. The name of this corporation is “Central Florida Chapter, Associated Builders and Contractors, Inc.”, or, in short form, “Central Florida ABC.”

Section 1.2. Definitions.

 (a) The word “corporation” when used herein shall mean “Central Florida Chapter, Associated Builders and Contractors, Inc.”

 (b) The words “National Association” when used herein “Associated Builders and Contractors, Inc.”

 (c) The words “State Association” when used herein “Associated Builders and Contractors of Florida, Inc.”

 (d) The word “members” shall mean “Regular Members” of the corporation.

 (e) The words “outlying areas” when used herein shall mean a specific geographical area within the corporation’s geographical area, which because of location would preclude the convenient attendance/participation in the functions of the main membership body.

ARTICLE TWO

PURPOSE & OBJECTIVES

Section 2.1. Principal Purpose. The principal purpose the corporation is to operate as a chapter of the National Association.

Section 2.2. Specific Purpose. The specific purpose of the corporation is to foster and perpetuate the principles of the Merit Shop in the construction industry. Toward this end, we restate herewith, the creed of the Merit Shop:

Section 2.3. “We believe that the Merit Shop movement is a movement for the betterment of the individual, the industry and the nation.

We believe in the system of Free Enterprise and Open Competition.

We believe that employees and employers should have the right to determine wages and working conditions, through either individual or collective bargaining, as they choose, within the boundaries of the law.

We believe that the employer must have concern for the general welfare of the employee and that there must be fair compensation for work performed. By the same token, we believe that the employee has an obligation for satisfactory performance of assigned work.

We support sound legislation in the areas of workers' compensation, safety and unemployment compensation. We believe legislation that embraces fair play for both employer and employee is essential to the preservation of our Free Enterprise system. The law should protect the right of employees to work regardless of race, color, creed, age, sex, national origin, membership or non-membership in a labor organization or other protected class.

We oppose violence, coercion, intimidation and the denial of the rights of both employees and management.

We believe that economy is incumbent upon all branches of government and that government should award contracts to the lowest responsible bidder only. We oppose any unjust pressure to violate these principles.

We believe that work opportunities in this nation should be made available to all of our people, regardless of race, color, creed, age, sex, national origin, membership or non-membership in a labor organization, protected veteran status, qualified individuals with disabilities or other protected class, and we support programs towards this end.

We believe that monopolies or any kind of price or wage fixing in either the public or private sector are detrimental to our system of Free Enterprise.

We believe that the destiny of all Americans can best be served by cooperation and following the tenets of Free Enterprise and democratic government. We believe business leaders can best preserve these tenets by becoming active in politics and civic affairs.

ARTICLE THREE

MEMBERSHIP AND DUES

Section 3.1. Members.

 (a) Regular Members.

 (i) Qualifications. A Regular Member is a person, a firm or a corporation paying dues to the Association including any sole proprietorship, partnership, corporation, firm or other business entity which (1) holds a license to do business in the state of Florida, or (2) which is licensed in the State of Florida to sell building and construction materials and supplies (but is not licensed to perform labor), or (3) which is engaged in any business relating to the construction industry (other than the furnishings of materials, labor or both), including the financing of construction. Any person, firm or corporation, etc., which possesses the qualifications listed above is eligible to become a Regular Member of this corporation, except that no labor organization or any officer, employee or agent thereof shall be eligible for membership in the corporation. No one shall be excluded from eligibility solely because of his or her membership in a labor organization.

 (ii) Rights. Each Regular Member shall be entitled to all rights and privileges of membership in the corporation and shall have all rights and privileges bestowed by the National Association upon its Regular Members. Each Regular Member shall be entitled to equal voting rights. Each Regular Member, whether a proprietorship, partnership, corporation, firm or other business entity, shall designate the person or persons entitled to represent it at meetings of the members of the corporation; if more than one such representative is specified, it shall specify which one of its representatives shall be its primary representative.

 (iii) Admission. Business entities meeting the foregoing qualifications shall apply for membership on a form approved by the National Association and pay the fees and dues prescribed by the corporation (which shall include any dues and fees payable to the State Association and National Association). The membership application of any qualified applicant, together with payment of the proper dues and fees, shall be brought before the Board of Directors at the next regularly scheduled Board Meeting for approval.  Acceptance of any qualified application shall be automatic with payment of the proper dues and fees, provided, however, that a Chapter Board of Directors, by a two-thirds vote of a quorum at a regular meeting, may reject such applicant for just cause. Just cause for rejection shall include but not be limited to a good faith belief that the applicant will not support the objectives, purposes and/or programs of the Association or will not act in the best interest of the Association. A report of such rejection shall be submitted to the National Office of the Association for review by the legal counsel of the Association.

 (b) Life Member. An individual retired from an active role in the industry and who wishes to continue to participate in furthering the objectives, purposes and programs of the corporation. A Life Member must have contributed an outstanding service to the corporation and be recommended to the National Board of Directors for approval as a Life Member by the corporation Board of Directors.

 (c) Sustaining Member. A Regular Member, Life Member, firm, industry, association, foundation, or any other group or individual who agrees to make a voluntary annual contribution to help defray the costs of furthering the objectives, purposes and programs of the corporation.

 (d) Honorary Member. Any person who has contributed to the corporation or has otherwise advanced its objectives and purposes may be designated by the Board of Directors as an Honorary Member of the corporation. Designation as an Honorary Member shall be an honorary title only and shall not confer membership in the National Association nor shall it confer upon such Honorary Member any voting or other membership privileges in this corporation.

Section 3.2. Applications. Applications for membership shall be made on forms supplied by the corporation. Request for designation as an Honorary Member shall be submitted in writing to the CEO of the corporation.

Section 3.3. Dues.

 (a) Regular Members. Each Regular Member shall pay annual dues to the corporation, the State Association and the National Association; the dues payable to the State Association and the National Association shall be collected by the corporation and forwarded to each Association, respectively. The amount of annual dues payable to the corporation shall be determined by the Board of Directors of the corporation; the dues payable to the State Association and National Association shall be determined by their boards of directors. Dues are payable on the first day of January in advance for the entire year. A member is automatically declared delinquent if annual dues are not paid in full by March 31 of the year in which they are due and dropped from the membership rolls.

 (b) Life Members and Sustaining Members. Each Life Member or Sustaining Member shall pay, directly to the State Association and National Association, such dues as may be prescribed. The corporation shall collect no dues from Life Members or Sustaining Members.

 (c) Honorary Members. The corporation shall collect no dues from its Honorary Members.

Section 3.4. Expulsion and Removal from Membership.

 (a) Regular Members.

 (i) A regular member may be expelled from membership by a two-thirds vote of the corporation’s Board of Directors. The Regular Member subject to expulsion must be provided the following due process rights at least thirty days prior to the vote of the corporation’s Board on the proposed expulsion:

 1. Written notification of the reason(s) for the proposed expulsion.

 2. An unbiased hearing before members. Place, time and date must be provided to the member in writing.

 3. The right and opportunity to see and examine all evidence as well as
cross-examine witnesses.

 4. The right to answer and refute all charges.

 5. A notification in writing of the right to appeal to the National Executive Committee.

 (ii) A report of such expulsion (to include verification of the due process rights) shall be forwarded within 48 hours of the corporation’s Board vote to the National Office of the National Association for review by legal counsel with a copy sent to the member by registered mail.

 (iii) The expelled member shall have the right of appeal to the Executive Committee of the National Association. The request for appeal is to be filed in writing to the National Chairman within thirty days of receipt by the member of written notification of expulsion. Such member shall maintain the rights and privileges of membership during such appeal.

 (iv) The Executive Committee of the National Association shall make a recommendation to the National Board of Directors to uphold or override the expulsion. A two-thirds vote of the National Board of Directors (meaning two-thirds of the National Board present and voting but in no case less than one half of the total National Board) is necessary to pass a motion to override the local expulsion vote.

 (b) Life Members and Sustaining Members may be expelled from membership in the corporation at any time by a two-thirds vote of the Board of Directors (meaning two-thirds of the Board of Directors present and voting but in no case less than one half of the total Board of Directors) for actions it deems harmful to the best interest of the corporation, its objectives and purposes, or the programs of the corporation. The appeals process listed in 3.4(a) above is applicable to these members.

 (c) Honorary Members. Any Honorary Member who is a Life Member or Sustaining Member of the National Association and who is expelled by the National Association shall, upon such expulsion, cease to be an Honorary Member of the corporation. Any other person who has been designated as an Honorary Member of the corporation may have such designation revoked by a two-thirds vote of the corporation’s Board of Directors for actions it deems inimical to the best interests of the corporation or its objectives, purposes or programs.

 (d) Expulsion for failure to pay dues. Any Member will automatically be removed from membership and will lose all rights and privileges of membership for failure to pay dues prior to the date such dues become delinquent.

Section 3.5. Meetings.
 (a) Special Meetings. Special Meetings of the Members may be held at the call of the Chairman, a majority of the Board of Directors and any six Regular Members.

 (b) Outlying Area Group Meetings. Outlying area groups may be designated (or deactivated) by the Board of Directors for the purpose of providing convenient meetings for members located in designated areas. Outlying area groups shall not be licensed or chartered but rather shall operate only for the convenience of those members located in such designated areas.

 (i) On the advice of the CEO, the corporation’s Board of Directors may select a representative from an outlying area, or a representative may be elected from members with offices primarily physically located in the designated outlying area.

 (ii) The corporation’s CEO or his designee shall be present at all outlying area group meetings.

 (c) Voting. Every Regular Member, acting through its primary representative or through the holder of its written proxy if its primary representative is not present, shall be entitled to one vote upon every proposal properly submitted to a vote at any meeting of the members of the corporation. Voting may be conducted by voice, show-of-hands, or by written ballot, as the officer presiding at the meeting shall elect.

 (d) Representative. Each Regular Member, whether proprietorship, partnership, firm, corporation, or other business entity shall certify in writing unto the CEO of the corporation the name of its primary representative. Its primary representative, if present at any meeting of the members, shall act for and cast votes in behalf of the Regular Member. If a Regular Member’s primary representative is not present, the holder of the Regular Member’s written proxy shall be entitled to act for and cast votes in behalf of such member.

 (e) Conflicts of Interest. No Regular Member may vote on any matter that has the potential of being directly or materially indirectly self-serving to that person, that person’s business, or to other related parties of that person.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 4.1 Authority and Responsibility. The Board of Directors shall be the governing body of the corporation. It shall determine the policies, fiscal matter, employment of staff and other personnel policies, and in general assume responsibility for the guidance of the affairs of this corporation. Except as otherwise specifically provided herein, the decision of the Board on corporation matters shall be final, subject only to an appeal to the Regular Members. Any decision appealed shall be reversed only by a majority vote of the members present at a special meeting called for the purpose of voting on such appeal.

Section 4.2. Composition and Qualifications.

 (a) The Board of Directors shall consist of the five officers of the corporation (Chairman, Chairman-elect, Vice Chairman, Vice Chairman, and Vice Chairman; the immediate past Chairman of the corporation; the Treasurer; and twelve other persons elected at large from general contractor and subcontractor member firms. Up to four additional board members may be elected from the supplier and associate members at large. Additional board members from outlying area groups may be designated as described in section 3.4(c)(iv). Up to two (2) board members may be elected by the Board of Directors to represent construction owners. Only persons who have been designated and are serving as the primary representative of a Regular Member are eligible to serve as directors of the corporation. Only one person per member may serve on the board at the same time. If a current director becomes an employee of the same member company as another director, one of the two directors must resign at year end.

 (b) Officers of the corporation, the immediate past chairman, construction owner representatives and outlying area group board members shall serve for a term of one year. The Treasurer and all other directors shall be elected to serve for a term of three years.

Section 4.3. Election of Officers and Directors. Officers and directors shall be elected annually by mail ballot to the Regular Members. The ballot will list the nominees as approved by the Board of Directors and contain space for write-in candidates. More than one member can be nominated to fill an office or Board vacancy, with the vacancy filled by the person receiving the most votes, the vacancies with the longest terms shall be filled by the persons receiving the most votes, in descending order. In the event of a tie vote, the final decision shall be made by a flip of a coin by the Chairman in the presence of the candidates or tellers of the election. The ballot will be mailed to the Regular Members on or before September 15th of each year following the regular September Board of Directors meeting. All ballots must be returned to the ABC office by September 30 of each year. Two past chairmen of the Chapter will serve as tellers of election and tabulate the results. The new slate of officers will be announced at the regular meeting of the Board of Directors in October.

Section 4.4. Quorum. A majority of the members of the Board, at any meeting of the Board, shall constitute a quorum to transact business. The act of a majority of directors present at a meeting shall be the act of the Board of Directors.

Section 4.5. Meetings. The Board of Directors of the corporation will meet at least 6 times per year and at least once quarterly. The meeting day, time and place shall be established by the Board of Directors. If a regular meeting is to be held other than on the regular scheduled day at the regularly scheduled time and place, it must have the approval of two-thirds of the Board of Directors and the notice thereof must specify the date, time and place. Special meetings of the Board may be called by the Chairman or any seven members of the Board of Directors. Special meetings of the Board may be held upon seven days’ notice given in writing or given orally and immediately thereafter confirmed in writing. Directors may waive notice of any meeting by signing a waiver of notice thereof before, at or after the meeting. A written agenda shall be prepared for all meetings of the Board.

Section 4.6. Vacancies. Vacancies on the Board of Directors shall be filled by the Board of Directors. Each person elected to fill a vacancy shall serve as a director for the unexpired portion of the term of office of his predecessor in office.

Section 4.7. CEO, Staff. The Board of Directors shall appoint a full time President & CEO (CEO) and such other staff employees as the Board may deem necessary to carry out the day to day activities of the corporation. Such CEO shall be directly responsible to the Chairman of the corporation for all of his activities and shall serve at the discretion of the Board of Directors. The CEO may employ those persons and/or organizations deemed necessary for the good of the corporation.

Section 4.8. Removal of Directors. Any director may be removed by vote of two thirds of the Board of Directors for good cause, or for failure (without good cause) to attend three regular meetings of the Board in any twelve-month period. Any director may be removed from office without cause by majority vote of the Regular Members at a special meeting called for that purpose.

ARTICLE FIVE

OFFICERS

Section 5.1. Officers. The officers of the corporation shall consist of a Chairman, a Chairman-elect, a Vice Chairman and Secretary, a Vice Chairman, a Vice Chairman and the Treasurer, all of whom shall be ex officio members of the Board of Directors. Each officer must be designated as the primary representative of a Regular Member and shall be elected according to Article IV, Section 4.3 to hold office for a term of one year. No single member shall hold two offices simultaneously. Any officer may succeed himself at the discretion of the Regular Members.

Section 5.2. Vacancies. Except as provided in Section 5.3 hereof, if any office shall become vacant, the vacancy shall be filled by the Board of Directors.

Section 5.3. Duties of Officers.

 (a) The Chairman shall serve as Chairman of the Board of Directors of the corporation, Chairman of the Executive Committee, and shall be the presiding officer at all meetings held for the general membership. He/she shall carry out policies as approved by the Board of Directors of the corporation. He/she shall have a vote on any issue in the event of a tie vote.

 (b) The Chairman-elect shall succeed to the office of the Chairman in the event that office becomes vacant and shall succeed the Chairman upon the Chairman’s tenure in office for a period of one year. He/she shall assume the duties of the Chairman in the absence of the Chairman, perform those duties assigned to him/her by the Chairman, by these Bylaws or at the direction of the Board of Directors of the corporation.

 (c) There shall be three Vice Chairman and any one of whom may be elected by the Board of Directors to the office of Chairman or Chairman-elect in the event that office becomes vacant. Each Vice Chairman shall perform such other duties as are assigned to him/her by the Chairman, by these Bylaws or at the discretion of the Board of Directors of the corporation. One Vice Chairman will also serve as Secretary.

 (d) The CEO shall be responsible for the recording and safekeeping of minutes of all Board of Director’s meetings, Executive Committee meetings and membership meetings when business of the corporation is conducted.

Section 5.4. The Executive Committee.

 (a) The Executive Committee shall consist of the elected officers of the corporation as listed in Section 5.3 of these Bylaws, plus the immediate past chairman of the corporation.

 (b) The Executive Committee shall meet at the direction of the Chairman and shall perform the following functions and duties:

 (i) act as an advisory group to the Chairman;

 (ii) assist the Chairman in decisions of a current or urgent nature not requiring action of the Board of Directors of the corporation;

 (iii) assist in the preparation of agendas for meetings of the Board of Directors;

 (iv) assist the Chairman in carrying mandates of the Board of Directors and the membership corporation; and

 (v) act as a Ways and Means Committee for corporation.

 (c) Minutes shall be kept of all meetings of Executive Committee.

Section 5.5. Committees.

 (a) Standing committees.

 (i) It shall be the duty of the Chairman to appoint chairmen and members of the following standing committees:

 A. Finance and Budget

 B. Workforce

 C. Membership

 D. Legislative

 E. Audit

 (ii) The purposes and membership of the Standing Committees shall be as follows:

 A. The Finance and Budget Committee shall consist of a chairman, who shall be the Chairman of the corporation, and such additional members as determined by the chairman. It shall be the responsibility of this committee to provide an analysis of the expenditures of the previous fiscal period, prepare the budget for the succeeding fiscal period and make recommendations to the Board of Directors in updating the current budget.

 B. The Workforce Committee

 • The objective of the Workforce Committee is to lead the ABC effort to support groups of merit shop construction trade employers, non-joint apprenticeship organizations and schools which provide workforce training efforts to increase the number of qualified construction workers gaining employment in the construction industry.

 •Shall ensure funding of the Workforce Enhancement Fund.

 • The Workforce Committee will develop strategic plan to accomplish the objective of the Board of Directors and review it annually.

 • The Workforce Committee will include at least one general contractor and one subcontractor.

 • The membership of the committee shall include:

 ▪ The Board Chair-elect shall be the Committee Chair,

 ▪ Two members of the Board of Directors and

 ▪ From two to four Regular Members.

 C. Membership Committee – the membership committee will address issues of membership recruitment and retention.

 D. Legislative Committee – the state legislative matters of the chapter will be delegated to the state association where appropriate.

 E. Audit Committee - The Audit Committee has sole responsibility for appointing, compensating and supervising auditors, set up internal procedures for receiving and reacting to complaints concerning accounting, internal control, or auditing matters, including establishing a mechanism for handling confidential, anonymous concerns of employees. The Audit Committee will be comprised of members from the current board and will include a "financial expert" specifically to sit on the Audit Committee and help guide its work. It will be unlawful for any officer or director to fraudulently influence an auditor in the performance of an audit, for rendering the financial statements in any misleading way.

 (iii) When a committee is appointed, the CEO shall assign a staff member to work with the committee, to maintain the records of the committee and to handle the correspondence and other administrative support of the committee.

 (iv) It is intended that active communications be maintained between the various committees of the corporation and the corresponding committee of the National Association.

 (b) Special committees.

 (i) Nominations Committee.

 (A) At the July Board meeting each year the Chairman shall appoint a Nominations Committee which shall consist of the Chairman-elect who shall act as the chairman of the Nominations Committee and other members from the current Board or past Chairmen. The Nominations Committee’s slate of proposed Board nominees must be approved by the Board of Directors at the September Board meeting.

 (B) Nominations for officers and directors shall be solicited in writing from the Regular Members for receipt by August 31of each year. These Nominations will be considered by the Nominations Committee.

 (C) After approval of the Nominations Committee’s nominees by the Board of Directors, the Nominations Committee shall submit to the membership the slate of candidates for the offices listed in Section 5.3 of these Bylaws and for positions on the Board of Directors following the regularly scheduled September Board meeting.

 (ii) All other committees are appointed by the Chairman as he/she deems necessary.

 (iii) The Board of Directors of the corporation may direct the Chairman to appoint additional committees for the purpose of carrying out specific duties.

 (c) The Chairman of the corporation shall be a member ex officio of all standing and special committees.

ARTICLE SIX

NATIONAL DIRECTORS

Section 6.1. Election. On or before September 30 of each year the Board of Directors of the corporation shall elect representatives to serve as Directors of the National Association for a one-year term, commencing on the following January 1.

Section 6.2. Alternate. If a person elected as a National Director is unable to attend any meeting of the National Associations Board of Directors the Chairman of the Board may designate an alternate to act in his/her behalf. Such designation shall be in writing, shall be signed by such National Director and shall be co-signed by the Chairman of the corporation. Such written designation shall be presented to the Secretary of the National Association prior to voting on any actions of that Board.

ARTICLE SEVEN

STATE DIRECTORS

Section 7.1 Election. Same as for National Directors. Refer to section 6.1.

Section 7.2 Alternate. Same procedure as for National Directors, refer to section 6.2. (Also refer to section 5.5(a)(ii) A.)

ARTICLE EIGHT

FISCAL MATTERS

Section 8.1. Source of Income. It shall be the duty of the Board of Directors to insure adequate funds for the operation of the corporation. The corporation’s sources of funds shall be fees, dues, and contributions from members, donations, funds received from fund raising activities, and income derived from the investment of its funds pending the use thereof for advancement of the objects and purposes of the corporation. No fund-raising activity shall be carried out without prior Board approval. The Board shall not approve any activity that would jeopardize the tax-exempt status of the corporation, the State Association or National Association.

Section 8.2. Expenditures. The corporation shall expend its funds only in furtherance of the objectives and purposes of the corporation.

Section 8.3. Fiscal Year. The corporation’s fiscal year shall commence on January 1 and end on December 31 of each calendar year.

Section 8.4. Accounting.

 (a) All income of the corporation shall be entered on the books under its proper account and shall become part of the general fund of the corporation. All proper expenditures, as designated by the Board of Directors of the corporation, shall be paid from the general funds of the corporation.

 (b) Books of the corporation shall be setup in a style to conform with the method of accounting employed by the National Association.

 (c) Income and expenditures statement shall be available to the Executive Committee and the Board of Directors monthly. Such reports shall include the budget for each budget item, income applied to and expenditures charged against such budgeted item for the year to date, and the anticipated income and expenditures referable to each budgeted item for the remainder of the year.

 (d) A complete review of the income, expenditures, assets and liabilities of the corporation by an independent certified public accountant shall be made at the end of the fiscal year unless an independent audit is performed. An audit shall be made by an independent certified public accountant each third year unless more frequently requested by the Board of Directors. The accountant’s report on such reviews and audits, including any management letter consents, shall be submitted to the Executive Committee and the Board of Directors of the Corporation within ninety (90) days following the end of the fiscal year.

ARTICLE NINE

REPORTS

The corporation shall prepare and file with the National Association such reports as the National Association shall from time to time require. It is the duty of the President to insure the proper preparation and submission of such reports.

ARTICLE TEN

PROCEDURES

The parliamentary procedures to be used in the activities of the corporation shall be in accordance with Robert’s Rules of Order, newly revised, except where modified by these Bylaws.

ARTICLE ELEVEN

AMENDMENTS

The initial Bylaws of the corporation shall be adopted by the Board of Directors named in the Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, modified or repealed, and new bylaws may be adopted by two-thirds vote of a quorum of the Board of Directors of the corporation who are represented at a meeting for which notice, setting forth the proposed amendment, shall have been given by mail, email, fax or other standard electronic communications at least ten, but not more than thirty, days prior thereto.

Adopted:

These Bylaws, as originally drafted for the corporation in 1973 and later amended, were adopted as amended and written above by a duly called meeting of the Members and Board of Directors on November 5, 2018:

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John Bartkovich Date

2018 Chairman of the Board



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Mark P. Wylie Date

President & CEO