

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." ("ABC Central Florida"). This corporation is a nonprofit corporation, pursuant to Chapter 617, Florida Statutes.

Section 1.2. Definitions. (a) "Corporation" refers to "Central Florida Chapter, Associated Builders and Contractors, Inc." (b) "National Association" refers to "Associated Builders and Contractors, Inc." (c) "State Association" refers to "Associated Builders and Contractors of Florida, Inc." (d) "Members" refers to "Regular Members" of the Corporation. (e) "Outlying areas" refers to geographical areas within the Corporation's jurisdiction that may have logistical challenges in participation. (e) All notification requirements in these Bylaws may be fulfilled by letter, facsimile or electronic transmission (F) "ABC" refers to Associated Builders and Contractors in totality referring to shared objectives of the National and local Chapter.

Section 1.3 Principles. The Central Florida Chapter, Associated Builders and Contractors, Inc. is the voice of the Merit Shop in the Construction industry in Central Florida. We assume the responsibility of making that voice heard. 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 the 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 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 TWO – PURPOSE & OBJECTIVES

Section 2.1. Purpose. The Corporation operates as a chapter of the National Association to promote the principles of Merit Shop. ABC partners with its members to develop people, win work and perform safely ethically and profitable for the betterment of the community.

Section 2.2. Objectives. The primary objective of this Corporation is to foster and perpetuate the principles of the Merit Shop, Open Competition and Free Enterprise as listed in article one Section 1.3. In addition to this primary objective, this Association shall pursue and promote the following activities:

- (i.) Encourage, develop and protect the construction industry.
- (ii.) Promote confidence and goodwill within the building and construction industry and between this industry and the general public.
- (iii.) Organize builders, general contractors, specialty contractors, suppliers and related groups of all kinds in order to encourage the free interchange of views and techniques and to facilitate the accomplishment of the primary objectives of the Corporation.
- (iv.) Organize and promote meetings, seminars, conferences, publications and other media of all kinds in order to maintain a well-informed industry and general public.
- (v.) Promote and encourage continuing education, apprenticeship and other training programs for management and the crafts within the construction industry.
- (vi.) Promote safety and training within the construction industry.
- (vii.) Promote insurance, pensions, and other programs for the benefit of the general welfare of the employees of the Merit Shop industry.
- (viii.) Promote such other activities or services as may benefit the membership, further the objectives of ABC Central Florida and the National Association.
- (ix.) Perform services for members as they may decide advantageous to their collective needs from time to time and as may be appropriate and directed by the Board of Directors.
- (x.) The Corporation has not been formed for pecuniary profit or financial gain and no part of the assets, income, or profit of the Corporation is distributable to or ensures to the benefit of its members, directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law. In accordance with Section 501(c)(6) of the Internal Revenue Code, or its successor, to promote the common business interest of its

members, but not to engage in a regular business of kind ordinarily carried on for a profit except in an incidental manner as permitted by law.

- (xi.) The Corporation does not have as a purpose, the formation by contract, agreement, arrangement, combination or otherwise of a monopoly in the conduct of its business, whereby competition or the free exercise of any activity in the conduct of any business, trade or commerce or in the furnishing of any service in this state, is or may be restrained.

ARTICLE THREE – MEMBERSHIP & DUES

Section 3.1. Membership Types.

- (i.) Regular Membership. A "Regular member" is a Contractor, Sub-Contractor, Supplier or Associate that:
 - a) Supports the mission, objectives and goals of the ABC Central Florida and the "Merit Shop" philosophy.
 - b) Qualifies under one or more of the "Full Member" categories.
 - c) Pays dues according to the established dues structure.
 - d) Has voting privileges and is eligible for representation on the Board of Directors.
 - e) Is eligible for ABC Central Florida Chapter and National Association benefits.
- (ii.) Life Members. Retired individuals who contributed outstanding service to ABC. A Life Member must be recommended by the ABC Central Florida Chapter Executive Committee or board to the National Association and shall be designated a Life Member via two-thirds (2/3) vote by the National Board of Directors.
- (iii.) Honorary Members. Individuals are recognized for contributions to the Corporation.
- (iv.) Limited Membership. A "Limited member" is a Contributor, Affiliate or other member that:
 - a. Supports the mission, objectives and goals of ABC Central Florida and the "Merit Shop" philosophy.
 - b. Qualifies under one or more of the Limited Member categories.
 - c. Pays dues according to the established dues structure.
 - d. Does not have voting privileges and is not eligible for representation on the Board of Directors.
 - e. Is not eligible for ABC Central Florida benefits insurance, pension, or National benefits programs, or strategic partnership discount programs.

(v.) Limited Member Categories are as follows:

- a. Contributory Member: Any group or individual that makes a minimum voluntary annual contribution of \$100 or more to help defray the costs of furthering the objectives and purposes of the Association.
- b. Affiliate Member: Any group or individual that prescribes to the principals of this Association and is dedicated to furthering the objectives and purposes of the Association.

Section 3.2. Qualifications A Regular Member is a person, a firm or a Corporation paying dues to the Corporation 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 their membership in a labor organization.

Section 3.3. Applications. Application for membership shall be made on a proper form (physical or electronic) supplied by the Corporation. Approval follows automatic acceptance unless rejected by a two-thirds vote of the ABC Central Florida Chapter Board 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 Corporation or will not act in the best interest of the Corporation.

Section 3.4. Dues. Dues for membership in the Association shall be set by the Board of Directors of the Corporation: (a) Regular and Limited Members pay annual dues to ABC Central Florida Chapter, for Chapter, State Association, and National Association as applicable. (b) Life Members pay dues directly to the State and National Associations. (c) Honorary Members are exempt from dues.

Dues are payable on January 1 in advance for the entire calendar year. A member is automatically declared delinquent if dues are not paid by March 31 of the year in which dues are payable and may be dropped from membership. Each New Member must pay the entire annual dues with application for membership, and credit shall be allowed for the next year based on the exact number of months that member received no service during the year of entry, each month being equivalent to one-twelfth of that member's total annual dues, excluding all payments other than Chapter, State and National dues.

Section 3.5. 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.

Section 3.6. 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.

Section 3.7. Expulsion & Removal. Members may be expelled by a two-thirds (2/3) vote of the Board for just cause, including actions contrary to the Corporation's mission. A member subject to expulsion must be provided the following due process rights at least 30 days prior to the vote of the ABC Central Florida Chapter Board on the proposed expulsion:

- (i.) Written notification of the reason(s) for the proposed expulsion.
- (ii.) An unbiased hearing before the Board; place, time and date must be provided in writing to the member.
- (iii.) The right and opportunity to see and examine all evidence.
- (iv.) The right to answer and refute all charges.
- (v.) A notification in writing of the right to appeal to the National Executive Committee. The request for appeal is to be submitted in writing to the Chair within 30 days of receipt by the member of written notification of expulsion. Such member shall maintain the rights and privileges of membership during such appeal. The Executive Committee shall make a recommendation to the Board to uphold or override the expulsion.
- (vi.) Membership may be automatically revoked for unpaid dues beyond March 31 of the applicable year.

ARTICLE FOUR – BOARD OF DIRECTORS

Section 4.1. Authority & Responsibility.

1. The Board of Directors shall be the governing body of the corporation. It shall:
 - (i.) Formulate all policies of the Association.
 - (ii.) Approve all budgets of the Association and provide proper financial oversight.
 - (iii.) Ensure adequate resources.

- (iv.) Ensure legal and ethical integrity and maintain accountability and compliance with all state and federal laws.
- (v.) Ensure that the strategic direction of the Association is consistent with the Principles of the Merit Shop and the Purposes & Objectives as stated above in Articles one (1) and two (2).
- (vi.) Settle all disputes within the Association.

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. (a) An Officer or Director of the Board must be an authorized representative of a member in good standing of the Association. (b) The Board of Directors shall consist of the following officers of the corporation (Chair, Chair-elect, up to three (3) Vice Chairs, Treasurer, Secretary; and the immediate past Chair); and twelve (12) other persons elected at large from general contractor and subcontractor member firms. Up to four (4) 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 4.6. Up to two (2) board members may be elected by the Board of Directors to represent construction owners. (c) Only one person per member company 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.

Section 4.3. Elections. Nominations Committee solicits nominations for directors from the Regular Members each year. The Nominations Committee presents a slate of candidates, approved by the Board, to the membership and contains 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. Elections occur by electronic means pursuant to Florida statutes.

The ballot will be distributed to the Regular Members no later than the regular September Board of Directors meeting. All ballots must be submitted to the ABC office by September 30 of each year. A minimum of two past chairs of the ABC Central Florida Chapter will serve as tellers of election and certify the results. In the event of a tie vote, majority vote of the Nominations Committee will determine the outcome. The new slate of officers will be announced following the regular meeting of the Board of Directors.

Officers of the Corporation, the immediate past Chair, construction owner representatives and outlying area group board members shall serve for a term of one year and may be reappointed. All other directors shall be elected to serve for a maximum term of three years. The terms of the Board are staggered.

Section 4.4 Committee Chairs. All committee chairs are appointed by the Chair as deemed necessary. The Board of Directors may direct the Chair to appoint additional committees for the purpose of carrying out specific duties.

Section 4.5. 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 or officer for the unexpired portion of the term of office of their predecessor in office.

Section 4.6. Meetings. (a) The Board meets at least six (6) times per year and ensures that it meets at least once quarterly. (b) Special meetings may be called by the Chair or a simple majority of the Board of Directors and any six Regular Members. (c) For the transaction of business, a quorum of the Board must be present at a meeting. A quorum consists of 50 percent plus one Director of the Board. The Directors shall act by a majority of votes cast at a meeting at which a quorum is present except as otherwise noted in these Bylaws. (d) The Board or any committee of the Board may participate in a meeting by means of a conference telephone, or other communications equipment, if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting. (e) Nothing in the written agenda shall prevent the Board from considering any item of business presented by any Director, Officer, or President/CEO.

Section 4.7. Outlying Area Council. Outlying Area Councils may be established and/or deactivated by the Board of Directors for the purpose of providing representation 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 or Chair, the corporation's Board of Directors may select a representative from an outlying area, or a representative may be elected from members with operations primarily physically located in the designated outlying area.
- (ii) The corporation's CEO or their designee shall be present for outlying area group meetings.

Section 4.8. 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 4.9. Removal of Directors. Any director may be removed by vote of two thirds of the Board of Directors for good cause, including failure to attend three regular meetings of the Board in any twelve-month period, and/or failure to comply/fulfill board member annual agreements. 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. Positions. (a) Chair, Chair-elect, up to three Vice Chairs, Treasurer, Secretary, and the immediate past Chair. Each officer must be designated as a Regular Member and shall be elected to hold office for a term of one year and may be re-elected. No single member shall hold two offices simultaneously. Any officer may succeed themselves at the discretion of the Regular Members (b) To maintain their position of counsel to the ABC Central Florida Chapter, the ABC Central Florida Chapter attorney, nor anyone from their firms, may serve as an elected officer. (c) Neither the ABC Central Florida Chapter Treasurer, nor members of their firm, shall provide bookkeeping services to the ABC Central Florida Chapter.

Section 5.2. Duties. (a) The Chair is the chief elected Officer of the Association and shall serve as Chair of the Board and Chair of the Executive Committee. The Chair shall appoint Committees and Committee members of the Association except as provided for in these Bylaws and shall carry out those policies as approved by the Board. The Chair presides over the Board and Executive Committee ensuring compliance with bylaws and other regulatory factors. They shall have a vote on any issue in the event of a tie vote. (b) The Chair-elect succeeds the Chair in the event of a vacancy. They shall assume the duties of the Chair in the absence of the Chair, perform those duties assigned to them by the Chair, by these Bylaws or at the direction of the Board of Directors. (c) There may be up to three Vice Chairs and any one of whom may be elected by the Board of Directors to the office of Chair or Chair-elect in the event that office becomes vacant. Each Vice Chair shall perform such other duties as are assigned to them by the Chair, by these Bylaws or at the discretion of the Board of Directors of the corporation. (d) The Secretary is responsible for the recording and safekeeping of all minutes. (e) The Treasurer shall be responsible for the proper keeping of the fiscal records of the Association and shall report on the financial condition of the Association at all regular meetings of the Board. The Treasurer shall advise the Chair, the Board and committees of financial matters when requested, and shall perform such additional duties as are assigned by the Chair, these Bylaws or by the Board. The Treasurer shall serve as the Chair of the Budget & Finance Committee, and should possess a financial background, but need not be a Certified Public Accountant.

Section 5.3. Executive Committee. (a) The Executive Committee shall consist of the elected officers of the corporation as listed in Section 5.1 of these Bylaws as well as the President and CEO. (b) The Executive Committee shall meet at the direction of the Chair and shall perform the following functions and duties:

- (i) Act as an advisory group to the Chair and President / CEO;
- (ii) Assist the Chair 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 Chair in carrying mandates of the Board of Directors and the membership corporation; and
- (v) Act as a Ways and Means Committee for the corporation.

Nothing in these Bylaws shall prevent the Chair, with the consent of the Executive Committee, from engaging advisers or consultants to assist in special matters.

Section 5.4. Chief Executive Officer (CEO), Staff. (a) The ABC Central Florida Chapter Board shall employ a President and CEO competent to carry out the day-to-day activities of the ABC Central Florida Chapter, as well as capable of providing the leadership necessary to fulfill the strategic vision, mission and goals of the Chapter and the Association. (b) The Board of Directors shall be empowered to employ and to terminate the President & Chief Executive Officer, with a two-thirds vote. (c) The President & Chief Executive Officer shall be responsible for implementation of policy as directed by the Executive Committee and Board. (d) The President & Chief Executive Officer shall determine all hiring, termination, duties, titles and compensation within the guidelines of the annual budget of staff personnel.

Section 5.5. Committees. (a) Committees can be created at the discretion of the Board of Directors as needed to carry out the organization's strategic plans and objectives. The following standing committees are required. (b) It shall be the duty of the Chair to appoint committee members to the following standing committees:

- (i.) **Audit Committee** - The Audit Committee has sole responsibility for appointing, compensating and supervising auditors. The Audit Committee is responsible for setting 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 the purpose of rendering the financial statements in any misleading way.
- (ii.) **Budget & Finance** – This committee shall consist, at minimum, of the Treasurer and such additional members as determined by the Chair. It shall be the responsibility of this committee to provide an analysis of the expenditure of the previous fiscal period, review the budget for the succeeding fiscal period and make recommendations to the Board of Directors on updating the current budget. It shall also propose proper bonding, investments, and banking policies to the Board of Directors. This committee also serves as the Audit Committee which includes oversight of independent audit/review processes.
- (iii.) **Workforce Council** - The objective of the Workforce Council is to lead the ABC effort to support the merit shop construction industry, unilateral apprenticeship

organizations and schools which provide workforce training efforts to increase the number of qualified construction professionals gaining employment in the construction industry. As well as provide input and guidance for training programs in professional development, construction industry skills, soft skills, leadership skills and others as appropriate. The Council also oversees the Chapter's Workforce Enhancement Fund requests.

- (iv.) **Membership** – Develops innovative ways to attract members as well as retain current members.
- (v.) **Government Affairs** – Engaging with local, county, and state candidates to education on issues facing members and the industry at large and to be able to offer recommendations to the Political Action Committee (PAC). Responsibilities include advocacy issues for the association, support Legislative Conference and Capital Visits, and develop grassroots support for key legislative initiatives. Oversee local and regional legislative matters and assist as needed with state legislative matters where appropriate.
- (vi.) **Nominating** - (a) The Chair shall appoint a Nominations Committee which shall consist of the Chair-elect, who shall act as the Chair of the Nominations Committee, and other members from the current Board or past Chairs. (b) The Nominations Committee's creates a slate of proposed nominees to be ratified by the Board of Directors.
- (vii.) **Safety** - Encourages and promotes a culture of health and safety for the betterment of the construction community. Plans and organizes the annual safety programs, group meetings for construction safety professionals, and encourages member companies to participate in the National Association Safety Management Programing.

All other committees and / or task forces are appointed by the Chair as the Chair deems necessary. The Board of Directors of the Corporation may direct the Chair to appoint additional committees for the purpose of carrying out specific duties.

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

(c) The Chair shall be a member ex-officio of all standing and special committees and task forces and shall have the power to remove committee members for cause and to appoint replacements in the event of vacancies. (d) The President & Chief Executive Officer, in consultation with the Chair, shall assign a staff member to serve as staff liaison to each committee. Each staff member so assigned shall be responsible for assisting the Committee chairs in maintaining records of the committee, preparing agendas and assisting the committee as directed by its Chair.

ARTICLE SIX – NATIONAL & STATE DIRECTORS

Section 6.1. Election. The Board of Directors elects and may re-appoint representatives for one-year terms to serve as National and State Directors.

ARTICLE SEVEN – COMPLIANCE WITH NONPROFIT STATUTES

Section 7.1. Legal Compliance. (a) The corporation shall comply with all federal, Florida state, and local nonprofit laws, including IRS regulations governing 501(c)(6) organizations. (b) The corporation shall adhere to the Florida Not-For-Profit Corporation Act, ensuring proper governance, record-keeping, and reporting in compliance with Florida Statutes, Chapter 617.

Section 7.2. Conflict of Interest Policy. (a) All Board members must disclose any financial interest that may conflict with their fiduciary duties in advance of discussion or voting. (b) No Board member shall vote on any matter where a conflict of interest exists.

Section 7.3. Whistleblower Protection. No Officer, Director, Staff, or agent of ABC Central Florida shall take any harmful action with the intent to retaliate against any person, including interference with employment or livelihood, for providing to a law enforcement officer any truthful information relating to the commission or possible commission of any offense. Nor will any Officer, Director, Staff, or agent of the Corporation take any harmful action with intent to retaliate against any Staff or member of Association for reporting to an appropriate senior management or elected official the suspected misuse, misallocation, or theft of any Corporation resources.

Section 7.4. Annual Reporting. (a) The corporation must file its annual report with the Florida Department of State to maintain good standing. (b) The Board shall ensure compliance with Florida's charitable solicitation registration and renewal requirements where applicable.

Section 7.7. Records Retention and Destruction of Documents. No officer, director, employee, or agent of ABC shall knowingly destroy a document with the intent to obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any government department or agency or in relation to or contemplation of any such matter or case. All Staff, volunteers, Board members and outsiders responsible for maintaining ABC records shall comply with record retention guidelines established by the President & CEO (or their designee) for the maintenance, storage and destruction of the Association's documents and records in accordance with applicable law.

ARTICLE EIGHT – FINANCIAL OVERSIGHT

Section 8.1. Fiscal Year. The fiscal year shall be January 1 – December 31.

Section 8.2. Financial Reports. (a) Monthly financial statements must be reviewed by the Board. (b) An independent audit must be conducted every three years unless otherwise required. (c) The corporation must comply with all IRS requirements for tax-exempt status,

including the timely filing of Form 990. (d) The Board must ensure that funds are used exclusively for the corporation's mission, comply with the IRS non-profit 501(c)(6) status, and are not used to benefit any private individual. Annual financial statements shall be made available to members upon written request, in accordance with Florida law.

Section 8.3. Source of Income. It shall be the duty of the Board of Directors to ensure adequate funds for the operation of the corporation. The corporation's sources of funds shall include but are not limited to fees, dues, contributions from members, administrative and service fees, donations, funds received from fundraising activities, membership related events and training, and income derived from the investment of its funds pending the use thereof for advancement of the purposes and objectives of the corporation. Nothing in these Bylaws shall prohibit the Board from acquiring additional income from assessments and other sources consistent with the Association's tax-exempt status. The Board shall not approve any activity that would jeopardize the tax-exempt status of the Corporation, the State Association or National Association.

Section 8.4. Accounting.

- (i.) All income of the corporation shall be entered in the books under its proper account and shall become part of the general fund of the Association. The Board may designate certain income to be set aside for a special purpose or fund. Separate records will be kept on such designated funds, and such funds shall be presented individually on the Association's financial statements.
- (ii.) All proper expenditures, as designated by the Board of Directors of the corporation, shall be paid from the general funds of the corporation.
- (iii.) An Association financial report shall be submitted to the Board of Directors prior to each of their scheduled meetings. Financial information for the Association shall be maintained to conform to the budget and to produce proper records for government reports and allow for an expeditious review.
- (iv.) 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.

Section 8.5. Banking. Checking, Savings, Reserve, Restricted Funds and Investment accounts in the name of the Corporation shall be opened with such financial institutions as the Board of Directors may determine as needed for the operations of the Corporation. All Association cash shall be maintained in federally insured institutions.

Section 8.6 Investments. The Board of Directors has the authority as needed to select an investment manager to advise on investing surplus general funds, as well as segregated

designated or restricted funds of the Corporation. The Executive Committee shall approve the selection of the investment manager and shall approve the investment and reserves policies of the Association.

ARTICLE NINE - INDEMNIFICATION

Section 9.1. Indemnification. The Board shall determine the policies regarding the indemnification of persons acting on behalf of the Association and shall purchase and maintain the insurance necessary to cover such indemnification. The Board shall determine the policies regarding the indemnification of the Association and its members from undue exposure due to any activities offered by any unit of the Association.

ARTICLE TEN - REPORTS

Section 10.1. Organizational Reports. The Chair, Executive Committee, or the Board may, from time to time, require the reporting of certain information. It is the duty of the Chair of the Board and staff officers, or other units of the Corporation, to ensure the proper preparation and submission of such information shall be completed in a timely fashion.

Section 10.2. National Association Reporting. 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 ELEVEN – PROCEDURES

Section 11.1. 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 TWELVE – DISSOLUTION CLAUSE

Section 12.1. Dissolution Authority. The Corporation may be dissolved in accordance with the procedures set forth under Chapter 617, Florida Statutes, as amended from time to time. Dissolution shall require approval by a two-thirds (2/3) vote of the Board of Directors and, where applicable, a majority vote of the Regular Members entitled to vote.

Section 12.2. Distribution of Assets. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively as trade associations, business leagues, or chambers of commerce under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provision of any future federal tax code), as the Board of Directors shall determine.

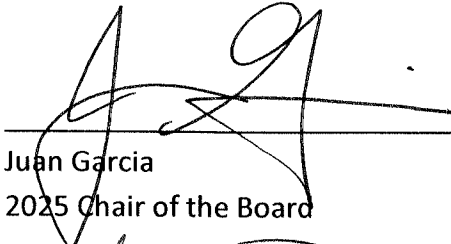
Section 12.3. Prohibition of Private Inurement. No part of the assets of the Corporation shall be distributed to or otherwise inure to the benefit of any member, director, officer, or other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

ARTICLE THIRTEEN – AMENDMENTS

Section 13.1 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 (2/3) 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 or other standard electronic communications at least ten, but not more than thirty, days prior thereto. Bylaws may also be amended by a majority vote of members who have properly noticed a petition to the Board of its intention to call of vote of members to amend these bylaws, no less than 30 days before any such vote will take place.

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 March 10, 2025:



Juan Garcia
2025 Chair of the Board

10-20-25
Date



Michele Daugherty
President & CEO

10-20-2025
Date