

Florida Home Builders Association Bylaws

Until amended as hereinafter provided, the following Bylaws for and of the Florida Home Builders Association (referred to herein as "FHBA," the "Association" or "Florida Home Builders Association") are adopted and shall remain in full force and effect:

ARTICLE I – NAME AND LOCATION

SEC. 1. The name of this organization, pursuant to its Charter, is the FLORIDA HOME BUILDERS ASSOCIATION.

SEC. 2. The principal office of this Association shall be located in Tallahassee, Leon County, Florida, or at such other place as the Executive Board of Directors (herein referred to as the "Executive Board") may specify.

SEC. 3. The operations of this Association shall be statewide in scope.

ARTICLE II – REGIONS

SEC. 1. For the purpose of the Association, the State of Florida shall be divided into Regions consisting of counties as follows:

Region NO. I

Counties: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, Gulf, Franklin, Liberty, Gadsden, Leon, Wakulla, Jefferson.

Region NO. II

Counties: Hamilton, Suwannee, Lafayette, Dixie, Levy, Gilchrist, Columbia, Baker, Union, Bradford, Alachua, Marion, Putnam, Clay, St. Johns, Duval, Nassau, Taylor, Madison

Region NO. III

Counties: Flagler, Volusia, Seminole, Orange, Osceola, Lake, Sumter.

Region NO. IV

Counties: Brevard, St. Lucie, Martin, Okeechobee.

Region NO. V

Counties: Citrus, Hernando, Pasco, Pinellas, Hillsborough, Polk, Highlands.

Region NO. VI

Counties: Manatee, Hardee, DeSoto, Sarasota, Charlotte, Glades, Lee, Hendry, Collier.

Region NO. VII

Counties: Palm Beach, Broward, Dade, Monroe.

ARTICLE III – OBJECTIVES

SEC. 1. The general nature, purposes, and objectives for which this Association is formed shall be:

- A. To associate with home builders of Florida for the purpose of mutual advantage and cooperation.
- B. To develop and maintain within the home building industry a high appreciation of the objectives and responsibilities of home builders in fully serving the public.
- C. To advocate and encourage the constant improvement of home building techniques and practices.
- D. To promote home ownership.
- E. To cooperate with other trade associations in all matters relating to advancing the home building industry.
- F. To advocate the standardization of building codes through Florida.
- G. To work for the elimination of governmental orders improperly restricting the home building industry and to support beneficial directives.
- H. To issue publications as necessary to disseminate information of value to its members, the public and government.
- I. To serve, advance and protect the welfare of the home building industry in such manner that adequate housing will be made available by private enterprise to all Americans.
- J. To ensure that no Association financial resources shall inure to the direct benefit of any individual member.

ARTICLE IV – MEMBERSHIP

SEC. 1. CLASSES OF MEMBERS

Classes of membership in the Florida Home Builders Association shall be divided as follows:

- A. Builder Membership, which shall be open to any person, firm, or corporation that:

- 1) Has been accepted as a Builder Member in good standing of any Affiliated Local Association of the Florida Home Builders Association; or
- 2) Applies as a direct Builder Member of the Florida Home Builders Association, is acceptable to the Membership Council of the Florida Home Builders Association, and who operates in an area not within the jurisdiction of any Affiliated Local Association.

B. Associate Membership, which shall be open to any person, firm, or corporation that:

- 1) Has been accepted as an Associate Member or a Builder Member of an Affiliated Local Association of the Florida Home Builders Association; or
- 2) Applies as a direct Associate Member of the Florida Home Builders Association and is or has been engaged in a trade, industry or profession related to home building or construction not inconsistent with the objectives of the Florida Home Builders Association, is acceptable to the Membership Council of the Florida Home Builders Association, and who operates in an area not within the jurisdiction of any Affiliated Local Association.

C. Affiliate Membership, which shall be open to any person that:

- 1) Is a secondary member from the same company, firm, or business entity as an Associate Member; and
- 2) Has been accepted as an Affiliate Member in good standing of any Affiliated Local Association.

D. Student Membership, which shall be open to any student of construction or construction-related professions in an accredited school during the current academic year who is sponsored by an Affiliated Local Association or Student Chapter.

E. Honorary Membership shall be designated by the Executive Board of the Florida Home Builders Association for distinguished and unique service to the home-buying public. Honorary Members shall not be required to pay state dues to the Florida Home Builders Association. All Past Presidents or Past Chairs of the National Association of Home Builders (referred to herein as “National Association of Home Builders” or “NAHB”) who are members in good standing of an Affiliated Local Association in Florida shall be designated Honorary Members of the Florida Home Builders Association.

F. Lifetime Members all Past Presidents and Past Chairs and all past Second Vice-Presidents and Past Associate Chairs of the Florida Home Builders Association are hereby designated lifetime members of the Florida Home Builders Association and shall not be required to pay state dues to the Florida Home Builders Association provided they are members in good standing of an Affiliated Local Association in Florida.

SEC. 2. ACCEPTANCE OF MEMBERS

Applicants for direct membership shall sign an application for membership on a form satisfactory to the Membership Council of the Florida Home Builders Association, which shall contain an agreement by the applicant to observe and abide by the Charter and Bylaws of the Florida Home Builders Association. This shall be a part of any application of an Affiliated Local Association.

Applicants approved and accepted by an Affiliated Local Association, or by the Membership Council of the Florida Home Builders Association upon receipt of state dues, shall become members of the Florida Home Builders Association and of the National Association of Home Builders after all requirements for membership in the National Association of Home Builders shall have been met, including receipt of dues payment.

SEC. 3. REVOCATION OF MEMBERSHIP

The Executive Board of the Florida Home Builders Association) may suspend, expel, or revoke the membership of any direct member for failure to conform to these Bylaws.

SEC.4. VOTING, SERVICE AND PRIVILEGES

A. All members in good standing are entitled to the full benefits, services, and privileges of the Florida Home Builders Association and the National Association of Home Builders.

B. Standing within the Florida Home Builders Association shall be determined by the Executive Board

C. Members not in good standing are prohibited from the benefits, services, and privileges of the Florida Home Builders Association.

ARTICLE V – AFFILIATED ASSOCIATIONS

SEC. 1. AFFILIATED LOCAL ASSOCIATIONS

A. Any organized group of home builders in sympathy with the objectives of the Florida Home Builders Association, which is comprised of persons residing in the State of Florida and the members of which are engaged in the home building business or in a related trade, industry or profession, may be accepted as an Affiliated Local Association provided that they have met the qualifications for affiliation outlined in the Bylaws of the National Association of Home Builders.

B. Affiliated Local Associations shall always be governed by the bylaws, rules, policies, and procedures of the National Association of Home Builders.

SEC. 2. AFFILIATED STUDENT CHAPTERS

A. Any organized group of student members, or students eligible for such membership, upon receipt of payment of required dues, may be accepted as an Affiliated Student Chapter (referred to herein as the "Student Chapter") if it submits to the Florida Home Builders Association and the National Association of Home Builders a formal application signed by the Student Chapter's President and approved by the school, which a majority of the group's membership attends. The application shall certify that all members of the group agree to abide by the Charter, Bylaws and Policies and Procedures of the Florida Home Builders Association and the Constitution and Bylaws of the National Association of Home Builders.

B. The Executive Board shall require that a Student Chapter be sponsored for membership by the Affiliated Local Association having jurisdiction over the area in which it is located.

SEC. 3. ISSUANCE OF TERRITORIAL CHARTERS

Upon approval of its application by the Board of Directors of the National Association of Home Builders, a territorial charter shall be issued to an Association declaring its affiliation and conferring its jurisdiction (referred to herein as the "Territorial Charter").

SEC. 4. REVOCATION OF TERRITORIAL CHARTERS

The Territorial Charter may be revoked in accordance with the procedures outlined in the Bylaws of the National Association of Home Builders.

SEC. 5. JURISDICTION OF ASSOCIATIONS

The jurisdiction of an Affiliated Local Association is governed by the Bylaws of the National Association of Home Builders.

SEC. 6. CHANGE OF STATUS

A change in status of an Affiliated Local Association shall be governed in accordance with the procedures outlined in the Bylaws of the National Association of Home Builders.

SEC. 7. CHANGE OF NAME

A change of name of an Affiliated Local Association shall be governed in accordance with the procedures outlined in the Bylaws of the National Association of Home Builders.

Article VI – Dues

SEC. 1. DUES

The dues of the Florida Home Builders Association shall be paid annually in advance as follows:

A. The Membership Board of Directors shall establish the annual allocation of dues at the Membership Board of Directors meeting held at the FHBA Annual Fall Conference.

B. Any allocation of dues to the Florida Home Builders Political Action Committee is optional for members. If a member opts not to contribute this portion of its dues to the Florida Home Builders Political Action Committee, this portion of its dues will be allocated to the FHBA Operating Fund.

SEC. 2. PAYMENT

A. Dues of members shall be paid directly to the Affiliated Local Associations, who shall submit the required portions of dues to both the National Association of Home Builders and the Florida Home Builders Association.

B. Dues of members not affiliated with any Affiliated Local Association shall be paid directly to the Florida Home Builders Association, who shall remit the required portion of dues to the National Association of Home Builders.

SEC. 3. DUES PERIOD

Dues for each member shall be for a 12-month period beginning with the date of enrollment as defined in Sec. 4 of this Article VI and ending on the last day of the 12th month thereafter, unless otherwise authorized by the Executive Board and the Finance Committee of the Florida Home Builders Association.

SEC. 4. DATE OF ENROLLMENT

Date of enrollment shall be the date stipulated in the National Association of Home Builders monthly membership report in which certification to the Florida Home Builders Association is made and all monies due are

remitted to the Florida Home Builders Association in accordance with this Article VI. Service by the Florida Home Builders Association begins with the date of enrollment in the Florida Home Builders Association.

SEC. 5. DISCONTINUANCE OF SERVICE

Members for whom dues have not been paid in accordance with this Article VI shall be deemed not in good standing until all monies due have been paid.

ARTICLE VII – MEMBERSHIP BOARD OF DIRECTORS

SEC. 1. COMPOSITION AND AUTHORITY

The Membership Board of Directors shall be elected from the builder and associate membership of FHBA in accordance with Article XII. The Membership Board of Directors shall:

- A. Elect Senior Officers, Region Chairs, and Life Directors
- B. Approve any increases to annual membership dues and the annual allocation of dues
- C. Approve all changes to FHBA Campaign Rules and Officer Eligibility Criteria
- D. Have the authority to veto amendments to these Bylaws upon a two-third (2/3) vote of directors present to vote at their first meeting following the approval of any Bylaws amendments approved by the Executive Board or at a special Membership Board meeting called for the purpose of reviewing Bylaws amendments. This vote is subject to the quorum requirement in Article x Section 3.
- E. Recommend Legislative Priorities to the Governmental Affairs Committee
- F. Approve all changes to the Hall of Fame Guidelines
- G. Receive reports from the Hall of Fame Board of Governors; Nominating Committee; Local President’s Council and the Executive Board
- H. Approve all real estate transactions recommended by the Executive Board, defined as the purchase, sale or refinancing of real property. This vote requires a two-third (2/3) majority vote of directors present to vote at a special meeting called for the purpose of approving any real estate transaction. Such vote is subject to the quorum requirement in Article X Section 3.
- I. Approve the creation, acquisition, disposition, or dissolution of any subsidiary or affiliated entity recommended by the Executive Board. This vote requires a two-third (2/3) majority vote and is subject to the quorum requirement in Article X Section 3.
- J. Approve resolutions in support of NAHB candidates
- K. Approve any withdrawal from the FHBA reserves account that would reduce its balance to less than the equivalent of six (6) months of the Association’s current annual operating expenses. This vote requires a two-third (2/3) majority vote of directors present to vote at a special meeting called for the purpose of approving any such withdrawal. This vote is subject to the quorum requirement in Article X Section 3.
- L. Make recommendations to the Executive Board, Committees, and Task Forces
- M. Serve as the membership representative body of the Association

SEC. 2. FHBA MEMBERSHIP BOARD OF DIRECTORS FROM AFFILIATED LOCAL ASSOCIATIONS

- A. Each Affiliated Local Association shall be entitled to nominate from its builder membership, Directors and one Alternate Director for each Director, in proportion to its builder membership as follows:

Builder Members	Directors
Up to 50	One (1)
51 to 75	Two (2)
76 to 100	Three (3)
101 to 150	Four (4)
151 to 200	Five (5)
201 and over	Six (6)

- B. Each Affiliated Local Association shall be entitled to nominate from its associate membership, Directors and one Alternate Director for each Director, in proportion to its associate membership as follows:

Associate Members	Directors
Up to 100	One (1)
101 to 200	Two (2)
201 and over	Three (3)

SEC. 3. EX-OFFICIO MEMBERS OF THE MEMBERSHIP BOARD OF DIRECTORS

A. The Chair, Vice-Chair/Treasurer, Associate Chair, Associate Vice Chair, Secretary, Region Builder Chairs, Region Associate Chairs, Life Directors, , Hall of Fame Chair; Nominating Committee Chair; Local Presidents Council Chair; all Past Presidents or Chairs, all Past Second Vice-Presidents or Associate Chairs, and all Local Presidents, shall be ex-officio members of the Membership Board and shall have a vote. The Chair of the Executive Officers Council shall be an ex-officio member of the Membership Board of Directors but shall not have a vote.

B. Ex-officio membership to the Membership Board of Directors shall be credited towards Life Directorship (Sec. 8 of this Article VII).

SEC. 4. TERM OF OFFICE

The term for which a Director is elected shall be one year and shall start immediately upon installation. All Directors shall hold office until their successors are installed A Director who is elected an officer of the Florida Home Builders Association or who otherwise becomes an ex-officio member of the Membership Board of Directors shall resign as a regular Director of the Membership Board of Directors.

SEC. 5. VACANCIES

Vacancies on the Membership Board of Directors, between annual meetings of the membership, shall be filled as follows:

A. If a vacancy is caused by the death, disability or resignation of the Director, the Membership Board of Directors shall elect a successor for the remainder of this term. The Membership Board of Directors shall elect the candidate nominated by the Affiliated Local Association to be represented.

B. To fill a new post or posts on the Membership Board of Directors created by an increase in membership or by the affiliation of a new Affiliated Local Association, the Membership Board of Directors shall consider and elect the candidate(s) nominated by the Affiliated Local Association for the balance of the current term.

SEC. 8. LIFE DIRECTOR

A. The Membership Board of Directors may elect from the builder or associate membership a Life Director under the following criteria:

- 1) A Builder member candidate shall have served on the Membership Board of Directors as a Director, as an Alternate Director or as an ex-officio Director for a qualifying period of ten (10) years, of which not more than five (5) years may have been as an Alternate Director; or
An Associate Member shall have served on the Membership Board of Directors as an Associate Director, as an Alternate Associate Director or as an ex-officio Director for a qualifying period of seven (7) years, of which not more than four (4) years may have been as an Alternate Associate Director; and
- 2) Has been nominated by their Affiliated Local Association; and
- 3) Shall have attended at least one meeting of the Membership Board of Directors in each of the years of the qualifying period,
- 4) A majority of the Membership Board of Directors present, and voting shall be required to elect a Life Director, except in the case of Past Presidents or Past Chairs and Past Second Vice-Presidents or Past Associate Chairs who, because of their designation as "Lifetime Members" of the FHBA and their designated positions as ex-officio voting members of the Membership Board of Directors, shall be accorded the title of "Life Director" without the prior requirement of nomination by their Affiliated Local Association.

B. Life Directors shall serve as ex-officio members of the Membership Board of Directors and may vote provided they maintain membership in good standing in an Affiliated Local Association.

C. Life Directors shall serve in addition to the number of Directors of which an Affiliated Local Association is entitled otherwise in accordance with the Bylaws.

D. The process for electing Life Directors is as follows:

1. Life Directors must be nominated by their Affiliated Local Association at least 30 days in advance of the Nominating Committee meeting held at the Southeast Builders Conference (referred to herein as "SEBC").
2. FHBA staff will research the attendance records of the proposed Life Director and share the results of that research with the proposed Life Director and his/her Executive Officer.
3. The Life Director will have the opportunity to supplement the attendance records up to 10 days before the Nominating Committee meeting held at SEBC.
4. Where possible, the supplemental information should be specific in nature, i.e., airline tickets, hotel receipts, cancelled checks, etc. The acceptance or rejection of the supplemental material shall be vested with the Nominating Committee.
5. The Nominating Committee shall qualify Life Directors at the Nominating

Committee meeting held at SEBC and present them for election at the Membership Board of Directors' meeting held at the FHBA Annual Fall Conference.

6. Life Directors shall be elected by the Membership Board of Directors at the Membership Board of Directors' meeting held at the FHBA Annual Fall Conference.

ARTICLE VIII – EXECUTIVE BOARD

SEC. 1. EXECUTIVE BOARD

A. There shall be an Executive Board comprised of the Chair, Vice Chair/Treasurer, Associate Chair, Associate Vice Chair Secretary, Region Builder Chairs, Region Associate Chairs, the Immediate Past Chair, the Immediate Past Associate Chair, one (1) Builder Life Director elected by the Life Directors, one (1) Associate Life Director elected by the Life Directors, one (1) FHBA Builder or Associate member appointed from each affiliated local home builders Association, the Chair of the Governmental Affairs Committee, the Chair of the Bylaws Committee, the Chair of the Non-Dues Revenue Committee, the Chair of the Legal Action Committee, and the Chair of the Audit Committee.

B. The two (2) Life Directors serving on the Executive Board shall be elected annually by a simple majority vote of the Life Directors present at a virtual or in-person meeting called by the FHBA Immediate Past Chair, at least thirty (30) days prior to the annual Fall Conference, for the purpose of electing the two (2) Life Directors on the Executive Board.

C. The Chair of the Executive Officers Council and all other Life Directors including Past Chairs and Presidents and Past Associate Chairs and Second Vice Presidents shall serve on the Executive Board in an advisory capacity without voting privileges and shall not be counted in the quorum.

SEC. 2. DUTIES

The Executive Board shall conduct the affairs of the Association in accordance with these Bylaws, the Charters, Policies and Procedures of the Association subject to the veto powers specifically granted to the Membership Board in Articles VII, Section 1. It shall be the governing body of the Association responsible for:

- a) All matters of governance, policy and public statement except for duties and responsibilities assigned to the Membership Board of Directors in Article VII Section 1 of these Bylaws.
- b) Establishing a budget for the financing of the Association including recommending any dues increases to the Membership Board
- c) Hiring, supervising, and terminating the CEO/Chief Lobbyist, including but not limited to the negotiating terms of his/her employment contract. The Executive Board shall have the authority to delegate the negotiation of employment contract terms to the Senior Officers.
- d) Review of all contracts over \$10,000
- e) Approval of unbudgeted expenditures over \$10,000
- f) Approval of Charter Amendments
- g) Approval of all withdrawals from the Reserves Account pursuant to Article 7, Section 1 of these Bylaws.
- h) Receipt of reports and consideration of recommendations from the Membership Board; Governmental Affairs Committee; Legal Action Committee; Audit Committee; Finance Committee; Non-Dues Revenue Committee; Bylaws Committee; Membership Council; Past Chairs Council and all Task Forces
- i) Recommend any real estate transactions to the Membership Board for approval
- j) Recommend the creation, acquisition, disposition, or dissolution of any subsidiary or affiliated entity to the Membership Board for approval
- k) Approval of amendments to these bylaws pursuant to Article 7, Section 1.
- l) Appointing subsidiary boards

SEC. 3. MEETINGS

The Executive Board shall meet upon the call of the Chair, or any seven voting members of the Executive Board stating the time and place of the meeting. Notice of the meeting called must go to all members of the Executive Board. A majority of voting members shall constitute a quorum, four of whom must be the Chair, Vice Chair/Treasurer, Associate Chair, Associate Vice Chair, Secretary, one Regional Chair, the Immediate Past Chair, or Immediate Past Associate Chair. Votes may be taken by mail, electronic mail, bearing the signature, including electronic signature, of each member responding. Additionally, any meeting of the Executive Board may occur by conference call, or other electronic means, according to the procedures adopted by the Executive Board. The voting threshold for all electronic votes shall be the same as required for in person meetings, and there shall be no requirement for any electronic vote to be unanimous for approval of any action.

SEC. 4. OFFICIAL EMBLEMS

The Executive Board shall adopt all official emblems with the words "Florida Home Builders Association" inscribed above or below for the exclusive use of the Florida Home Builders Association, Affiliated Local Associations, and its members in good standing. The Executive Board shall have the authority to limit or restrict the use of such emblems.

SEC. 5. SEAL

The Executive Board shall adopt an official seal, which shall have inscribed thereon the name "The Florida Home Builders Association" and the words "Corporate Seal, Florida."

ARTICLE IX – MEETINGS OF THE MEMBERSHIP

SEC. 1. ANNUAL MEETING

There shall be an annual meeting of the membership in January of each year, or at such other time and place as it is designated by the Membership Board of Directors. At the annual meeting, the membership shall elect Directors for the ensuing year. Other meetings may be called by the Membership Board of Directors. Any meeting of the members as outlined herein may occur by conference call or other electronic means, according to the procedures adopted by the Executive Board with notice as herein required.

SEC. 2. NOTICE OF MEETINGS

Notice of meetings shall be given at least 30 days in advance.

SEC. 3. QUORUM

A quorum shall consist of a majority of those who attend and vote.

SEC. 4. MAJORITY VOTE

A majority of the votes cast shall be required to determine any action. Votes may be taken by mail, electronic mail, bearing the signature, including electronic signature, of each member voting, according to the procedures adopted by the Executive Board. The voting threshold for all electronic votes shall be the same as required for in-person meetings, and there shall be no recruitment for any electronic vote to be unanimous for approval of any action.

SEC. 5 SUSPENSION/WAIVER OF RULES

A two-thirds (2/3) vote of those present and voting may elect to suspend or waive the rules.

ARTICLE X – MEETINGS OF THE MEMBERSHIP BOARD OF DIRECTORS

SEC. 1. REGULAR MEETINGS

Members of good standing of the Membership Board of Directors shall meet at least two times during each calendar year. The Membership Board of Directors shall meet immediately following the annual meeting of the general membership and at the annual FHBA Fall Conference. The time and place of each meeting will be designated by the Executive Board. At least 30 days' advance notice shall be given to each member of the Membership Board of Directors as to the time and place of the meetings. Any regular meeting of the Membership Board of Directors as outlined herein may occur by conference call or other electronic means, according to the procedures adopted by the Executive Board with notice as required herein.

SEC. 2. SPECIAL MEETINGS

Special Meetings of the Membership Board of Directors may be called by the Chair or the Executive Board upon 10 days' notice to each member of the Membership Board of Directors as to the time, date, place, and special purpose of the meeting. The agenda of any special meeting shall be limited to the business specified in the notice.

SEC. 3. QUORUM

The calculation of a quorum requirement shall be no less than one-third (1/3) of the Directors authorized to vote at a meeting of the Membership Board of Directors, exclusive of any Life Directors and Local Presidents. However, all Directors present at a meeting of the Membership Board of Directors shall count toward the achievement of a quorum.

SEC. 4. VOTING

Each member of the Membership Board of Directors present at a meeting shall be entitled to one vote. In the absence of a Director, an Alternate Director elected from the same Affiliated Local Association and present at the meeting may cast one vote in their place. In the case of the session of the Membership Board of Directors for the purpose of electing officers, each Affiliated Local Association through a document signed by its President and Executive Officer, must designate Directors and Alternates for voting purposes ten (10) days prior to the election session. If no Directors or Alternates are designated, the Directors and Alternates currently listed from that Affiliated Local Association will be the only ones entitled to vote. If those Directors and Alternates previously listed are not present to vote or if the newly designated Directors and Alternates are not present, the vote (or votes) is lost.

Other than a session of the Membership Board of Directors for the purpose of electing officers as outlined herein, with ten (10) days prior notice, votes may be taken by mail, electronic mail, or facsimile, bearing the signature, including electronic signature, of each member voting, according to the procedures adopted by the Membership Board of Directors. The voting threshold for all electronic votes shall be the same as required for in-person meetings, and there shall be no requirement for any electronic vote to be unanimous for approval of any action.

5. ATTENDANCE

The office of any Director absent from two consecutive regular meetings of the Membership Board of Directors and not represented by an Alternate Director at either meeting, may be declared vacant by the Membership Board of Directors.

ARTICLE XI – ELECTED OFFICERS

SEC. 1. ELECTED OFFICERS

Elected Officers of the Florida Home Builders Association shall be as follows:

- Chair
- Vice Chair/Treasurer
- Associate Chair
- Associate Vice Chair
- Secretary
- Region Builder Chairs
- Region Associate Chairs

SEC. 2. ELIGIBILITY

A. Any builder member in good standing, recommended to the electorate by the Nominating Committee, is eligible to be Chair, Vice Chair/Treasurer, Secretary, or Region Builder Chair.

B. Any associate member in good standing, recommended to the electorate by the Nominating Committee, is eligible to be S Associate Chair, Associate Vice Chair, or Region Associate Chair.

C. All Region Chairs must be actively engaged in appropriate construction or related industry business within the jurisdiction from which they are elected. Eligibility shall be determined by the Bylaws of the Florida Home Builders Association and/or the Nominating Committee's "Campaign Rules and Practices," which have been approved by the Membership Board of Directors.

SEC. 3. TERM OF OFFICE

A. The Membership Board of Directors shall meet and shall elect the Elected Officers of the Florida Home Builders Association at the FHBA annual Fall Conference.

B. The terms of all Elected Officers, including the Region Chairs, shall commence upon installation at the FHBA annual Fall Conference

C. All Elected Officers shall serve for one year or until their successors are installed.

D. Elected Officers must stand for election each year for the successive Senior Officer positions except for the Chair-Elect who shall automatically assume the office of Chair at the end of the Chair's term.

E. The Chair may not succeed himself/herself to a term for which he/she was duly elected.

F. All other Elected Officers may only succeed themselves in the same office one term for a total of not more than two (2) terms.

SEC. 4. SENIOR OFFICER GUIDELINES

A. The Senior Officers shall be as follows:

- Chair
- Vice Chair/Treasurer
- Associate Chair

- Associate Vice Chair
- Secretary
- Immediate Past Chair
- Immediate Past Associate Chair

B. The Senior Officers shall be responsible for implementing the policies and procedures established by the Executive Board. The conduct, behavior and decorum of the Senior Officers shall be governed by the Policies and Procedures of the Florida Home Builders Association.

C. Chair Powers – The Chair is the Chief Elected Officer of the FHBA and shall have the following duties and responsibilities:

- 1) Execute the policies established by the Executive Board and the Membership Board of Directors.
- 2) Serve as the principal spokesperson of the Association, both within and outside the Association.
- 3) Preside at meetings of the members, Membership Board of Directors, and Executive Board.
- 4) Recommend objectives and policies to Committees, Councils and Task Forces.
- 5) Appoint the Chair and members of Committees, Councils and Task Forces (except as otherwise specified in the Bylaws) and direct and coordinate their functions towards the accomplishment of the goals outlined in the 3-year Business Plan.
- 6) Direct and coordinate the professional staff through the office of the CEO/Chief Lobbyist.
- 7) Delegate the duties but not the responsibilities to other Elected Officers.

D. Senior Officers (acting collectively) shall have the following duties and responsibilities:

- 1) All Senior Officers must receive timely notice of all Senior Officer meetings and conference calls, preferably a minimum of seven (7) days in advance.
- 2) The Chair should preside over all Senior Officer meetings and conference calls.
- 3) A quorum at Senior Officer meetings shall be five (5) Senior Officers. No binding decisions can be made at a Senior Officers' meeting in which there is not a quorum present.
- 4) A meeting/conference call must be held at the written request of at least four (4) Senior Officers.
- 5) For items on the pre-circulated agenda, Senior Officers may vote by proxy through a written correspondence (including e-mail) to the CEO/Chief Lobbyist.
- 6) Senior Officers are required to disclose any potential conflicts of interest in their dealings on behalf of the Association.
- 7) The CEO/Chief Lobbyist should be included in all Senior Officer meetings and conferences except for specific discussions of the CEO/Chief Lobbyist's performance or compensation.

E. Senior Officer Individual Responsibilities

- 1) Chair
 - Serves as liaison to the CEO/Chief Lobbyist
 - Serves as liaison to Local Presidents and Executive Officers of Affiliated Local Associations
 - Serves as NAHB Director for FHBA
 - Perform all other duties delegated to the Chair by these Bylaws or the Executive Board
- 2) Vice Chair/Treasurer
 - Serves as NAHB Alternate Director for FHBA
 - Liaison to Region Builder Chairs
 - May be designated Chair-Elect by the Membership Board of Directors' if so designated, shall automatically assume office of the Chair at the end of the current Chair's term
 - Serves as Chair of Finance Committee (monitors finances)
 - Monitor investments
 - Monitors (or signs) checks (Chairs or Vice- Chair/Treasurer's option)
 - Works with Secretary to develop the following year's budget
 - Liaison to Non-Dues-Revenue Committee
 - Performs all other duties delegated to the Vice Chair/Treasurer by these Bylaws or the Executive Board
- 3) Associate Chair
 - Serves as chief spokesperson for associate members on the Senior Officer team
 - Maintains close liaison with the Chair
 - Monitors membership development and retention
 - Liaison to Region Associate Chairs
 - Liaison to Florida Home Builders Foundation
 - Serves as NAHB Associate Director for FHBA
- 4) Secretary
 - Works with Vice Chair/Treasurer on following year's budget
 - Monitors the Association's Bylaws, Policies, and other key documents

- 5) Associate Vice Chair
 - Serves as NAHB Alternate Associate Director for FHBA
 - Coordinates the activities of the Associate Member Council and its Chair
 - Coordinates the work of the Region Associate Chairs
- 6) Immediate Past Chair
 - Chairs the Past FHBA Chair's Council
 - Assists the Chair when asked
- 7) Immediate Past Associate Chair
 - Chair the Past FHBA Associate Chair's Council
 - Assists the Associate Chair when asked

SEC. 5. REGION BUILDER AND ASSOCIATE CHAIRS

A. Region Chairs (Builder and Associate) shall be nominated by their respective Region Caucus. Each person nominated for Region Chair, along with the corresponding Executive Officer of the nominee's Affiliated Local Association, must execute an acceptance of duties and responsibilities form indicating familiarity with, and acceptance of, the requirements and obligations of the position. The executed acceptance form must be provided to the FHBA CEO/Chief Lobbyist prior to election of the Region Chair. Region Chairs will be elected at the Membership Board of Directors' meeting held at the FHBA Annual Fall Conference. They shall begin service immediately following the FHBA Annual Fall Conference.

B. Region Chairs will serve staggered two-year terms with the Builder Region Chair elected in odd years and the Associate Region Chair elected in even years.

C. To be eligible to seek the office of Region Chair, a Builder or Associate must have served on his or her Affiliated Local Association Board of Directors for at least one full term; or been a past officer of his or her Affiliated Local Association.

D. Builder and Associate Region Chairs serving from the same Area at the same time do not have to be members of the same Affiliated Local Association.

E. Region Chairs shall comprise the Region Chair Council. Members of the Region Chair Council shall annually elect their own chair, which shall be a builder member; and their Vice-Chair, which shall be an associate member. Chair and Vice-Chair terms will be for one year.

F. If a Region Builder Chair is unable to complete his or her term, the relevant Region Caucus will recommend a replacement to the FHBA Chair, who will appoint a qualified builder member to fill the unexpired term. Region Associate Chair is unable to complete his or her term, the relevant Region Caucus will recommend a replacement to the Chair, who will appoint a qualified associate member to fill the unexpired term.

SEC. 6. INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS

Each person who at any time is or shall have been a director, officer, employee or agent of FHBA, or is or was serving at the request of FHBA as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and their heirs, executors and administrators, shall be indemnified by the corporation in accordance with and to the full extent permitted by Florida law as in effect at the time of the adoption of this Bylaw, or as such law may be amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of other rights to which any such director, officer, employee, agent or other person may be entitled in any capacity as a matter of law, or under any Bylaw, agreement, vote of stockholders or Directors, or otherwise. If authorized by the Executive Board, FHBA may purchase and maintain insurance on behalf of any person to the full extent permitted by Florida law as in effect at the time of the adoption of this Bylaw, or as such law may be amended from time to time.

SEC. 7. VACANCIES

A. In the event of a vacancy in the elective offices caused by lack of good standing, deposing, disability, ineligibility, resignation or death of any officer, the following procedure will be followed:

- 1) If the office of Chair is vacated, the Vice Chair/Treasurer will serve as Chair for the remainder of the vacated term.
- 2) If the office of Vice Chair/ Treasurer is vacated, the Secretary will serve as Vice Chair/Treasurer for the remainder of the vacated term.
- 3) If the office of Secretary is vacated, the Vice Chair/Treasurer shall assume the Secretary's duties for the remainder of the vacated term.
- 4) If the office of Associate Chair is vacated, the Associate Vice Chair will serve as the Associate Chair for the remainder of the vacated term.
- 5) If the office of Associate Vice Chair is vacated, the Associate Chair will assume the Associate Vice Chair's duties for the remainder of the vacated term.

B. The officer so promoted will also retain the duties of the office to which they were elected until the next regular, or special, Membership Board of Directors meeting. At this next Membership Board of Directors meeting, at least one nomination for the vacant office or offices shall be submitted to the Membership Board of Directors by the Nominating Committee. Eligibility having been established, additional nominations may be made from the floor. The procedure for elections is otherwise the same as the election of regular officers.

C. In the event of the vacancy of a Builder or Associate Region Chair, the appropriate Region shall caucus as soon as possible; and having established eligibility, nominate one or more persons as Region Chair to be submitted to the next (regular or Special) meeting of the Membership Board of Directors for election.

SEC. 8. DEPOSED FROM OFFICE FOR CAUSE (MISCONDUCT OR NEGLECT OF DUTY IN OFFICE)

A. The Executive Board, after hearing the facts, may recommend to the Membership Board of Directors that an Elected Officer be removed from office.

B. A quorum having been established pursuant to Article X Section 3 a two-thirds (2/3) majority vote of the Membership Board of Directors present and voting may rescind the election of the officer in question, and a successor can thereafter be elected for the remainder of the vacant term as set forth in Sec. 7 of this Article XI.

ARTICLE XII – ELECTION OF OFFICERS

A. Elected Officers shall be elected at the FHBA Annual Fall Conference.

B. Region Builder and Associate Chairs shall be nominated by their respective Region Caucuses at least 30 days in advance of SEBC, and they shall be elected at the Membership Board of Directors meeting held at the FHBA Annual Fall Conference. Service will begin immediately following the FHBA Annual Fall Conference where they are installed. (Refer to Article XI, Sec. 5.)

C. The order of election shall be as follows: Secretary, Associate Vice Chair, Associate Chair, Vice Chair/Treasurer, and Chair.

D. The Nominating Committee shall submit its report to the Membership Board of Directors on the day set for the election of officers. Eligibility having been established, additional nominations may be made from the Membership Board floor by any member of the Membership Board of Directors.

F. Whenever only one nomination for an elective office is presented to the Membership Board of Directors, election shall be by voice vote. Whenever more than one nomination is presented, vote shall be by ballot.

G. If more than two candidates are nominated for an office, a majority of the Directors voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates that received the most votes in the first round of voting.

ARTICLE XIII – ADMINISTRATIVE OFFICERS AND STAFF

SEC. 1. CEO/CHIEF LOBBYIST

A. The chief executive and administrative officer of the Florida Home Builders Association is the CEO/Chief Lobbyist, who shall be employed or discharged by the Executive Board at whatever rate of compensation it may determine.

B. The CEO/Chief Lobbyist shall be an ex-officio member (nonvoting) of all committees.

C. The Executive Board may delegate the detailed contractual negotiations of employment of the CEO/Chief Lobbyist to the Senior Officers.

D. The CEO/Chief Lobbyist shall, employ, discharge, supervise and direct the entire staff of the Florida Home Builders Association, and shall perform all duties usual to the office in accordance with the policies and procedures of the Florida Home Builders Association. The CEO/Chief Lobbyist may perform other duties appropriate to the office that are delegated by the Executive Board through the Chair

ARTICLE XIV – COMMITTEES, COUNCILS, TASK FORCES, AND SUBSIDIARIES

SEC. 1. GENERAL PROVISIONS

Except as these Bylaws may provide otherwise, the following general provisions shall govern all committees and councils of the Association.

A. LIMITATION OF AUTHORITY – No committee or council shall have or exercise any authority other than the authority expressly granted to it by these bylaws or the Executive Board. At all times, committees and councils remain accountable to the Executive Board for their actions.

B. QUALIFICATIONS – Except as these Bylaws may provide otherwise, all committee members and council trustees shall be Builder or Associate Members of the Association.

C. TERMS – Unless otherwise noted, each committee member, council trustee and each chair of a committee or council shall serve from the first day following the FHBA annual Fall Conference until the conclusion of the following year's FHBA annual Fall Conference.

D. TERMINATION – The appointing officer may remove any committee member, council trustee or committee and council chair appointed by that officer, provided he or she finds that such removal is in the best interest of the Association. Any other committee member, council trustee, committee, or council chair may be removed by the Executive Board for cause after an appropriate hearing. Any such removal from a committee shall not prejudice the rights of such person as a member of the FHBA or any other position such person may have in the Association.

E. RESIGNATION – Any committee member, council trustee, committee, or council chair may resign such position by filing a written resignation with the FHBA Chair.

F. VACANCIES – Any vacancy occurring in a committee or council may be filled by the officer who appointed the predecessor in that position. Any committee membership or council trusteeship to be filled because of an increase in the number of committee members or council trustees may be filled in accordance with such procedures as may be established by the Executive Board in approving such an increase. Unless otherwise provided for in these Bylaws, a committee member, council trustee, committee or council chairman, appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in that position.

G. REGULAR MEETINGS – Regular meetings of all committees or councils may be held with notice, immediately before, and at the same place as, the regular meetings of the Executive Board. The schedule for committee or council meetings shall be established by the Executive Board at the FHBA Annual Fall Conference, upon consideration of the budget for the following year.

H. SPECIAL MEETINGS – Special meetings of a committee or council may be called by the committee or council chair or the FHBA Chair. One-fourth (1/4) of the committee members or council trustees may call a meeting with the approval of the FHBA Chair.

I. NOTICE – Notice of any special meeting of a committee or council shall be given at least 10 days previously thereto by written notice delivered personally or sent by mail, transmitted by facsimile or electronic notice where evidence of delivery is available, to each committee member or council trustee at the address shown on the records of the Association. Notice shall be deemed to be delivered when deposited in the United States mail. Any committee member or council trustee may waive notice of any meeting. Attendance of any committee member or council trustee at any meeting shall constitute waiver of notice. Neither the business to be transacted, nor the purpose of any regular or special meetings of the committee or council need be specified in the notice or waiver of notice of such meeting, unless specifically required by these Bylaws

J. QUORUM – A majority of the committee members or council trustees, or their alternates, where applicable, shall constitute a quorum for the transaction of business at any meeting of the committee or council; but if less than a majority of the committee members or council trustees are present at said meeting, a majority of the committee members or council trustees present may adjourn the meeting from time to time without further notice.

K. MANNER OF ACTING – The act of a majority of the committee members or council trustees present at a meeting at which a quorum is present shall be the act of the committee, unless the act of a greater number is required by these Bylaws. Every member of the FHBA shall be entitled and encouraged to participate in a meeting of any committee, except for meetings of the Nominating Committee. Only committee members, however, shall be entitled to vote.

L. REPORTS – All committee and council reports shall be retained by staff and may be submitted by the chair to the Executive Board except for reports from the Nominating Committee, Hall of Fame Board and the Local Presidents Council which shall be submitted by the appropriate chair to the Membership Board of Directors. The acceptance or approval of reports by the Membership Board shall not constitute policy or authorize the expenditure of funds by the Association, unless specific funding is approved by the Executive Board.

M. COMPENSATION – Neither committee members nor council trustees, nor the chair of a committee or council, as such, shall receive any stated salaries for their services. But, by written authorization of the FHBA Chair, subject to terms and conditions as shall be imposed by the Executive Board, may be allowed expense of attendance, if any, for attendance at a special meeting of a committee or council called or approved by the FHBA Chair or the Executive Board. Such authorization may be limited by the FHBA Chair to less than the entire committee membership or council trusteeship at the sole discretion of the FHBA Chair. Acting in an advisory capacity, committee members are not liable for the actions of the Association.

N. STRUCTURE – Unless otherwise indicated, voting members of committees and councils will consist of a Chair appointed by the FHBA Chair and a Vice-Chair, appointed by the Vice Chair/Treasurer. Each year, the FHBA Chair, Vice Chair/Treasurer and Associate Chair have the option of replacing committee or council members who fail to attend two of the three regular FHBA conferences, unless an excused absence is granted by the FHBA Chair.

SEC. 2. COMMITTEES

A. Committees shall investigate, study, and make recommendations to the Executive Board and when appropriate, to the Membership Board of Directors concerning new, continuing, or recurring matters relating to the

purposes or business of the Association. Committees responsible for the governance of FHBA and the fulfillment of FHBA's core mission are established by Bylaws and all other committees are established by Executive Board policy.

B. The designation, jurisdiction, and special tenures of committees are as follows:

- **Audit** - There shall be an Audit Committee to assist the Executive Board in fulfilling its financial oversight responsibilities. It shall be comprised of five members of the Membership Board of Directors. The FHBA Chair shall appoint one member for a one-year term. The Region Chairs' Council shall appoint one member to a two-year term. The Past FHBA Chairs' Council shall appoint one member for a three-year term. The Past FHBA Associate Chairs' Council shall appoint one member to a three-year term. The Membership Board of Directors shall appoint one member to a two-year term. A majority of the Audit Committee members shall be non-Senior Officers. The FHBA Chair is not eligible to serve on the Audit Committee. Any member of the Audit Committee who at any point during his/her term ceases to be a member of the Membership Board of Directors shall be ineligible to complete his/her term. Vacancies shall be appointed to complete the term in the same manner as the position was originally filled. However, the Membership Board of Directors may remove a member for non-participation and appoint a replacement to finish the unexpired term. Each member of the Audit Committee shall be free from any relationship that, in the opinion of the Membership Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee. No member of the Audit Committee can provide paid services of any kind to the FHBA or any of its subsidiaries. Terms shall begin on the first day following the conclusion of the Annual Fall Leadership Conference. The Audit Committee shall meet at least twice a year or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee should meet in person at least annually with management and the independent auditor in separate executive sessions to discuss any matters that the Audit Committee or each of these groups believe should be discussed privately.
- **Bylaws/Resolutions** – The Bylaws/Resolution Committee is responsible for keeping the Bylaws current; reviewing all proposed Bylaws changes, resolutions, and recommendations; and making recommendations on all Bylaws-related issues to the Executive Board. The Bylaws/Resolution Committee assures that all proposed Bylaws changes, resolutions, and recommendations are clearly worded, properly structured, and not in violation of FHBA policies prior to consideration by the Executive Board and the Membership Board of Directors. The Bylaws/Resolutions Committee does not concern itself with the merits of the proposals presented within proposed Bylaws change, recommendations or resolutions. The Committee consists of a Chair appointed by the FHBA Chair, a Vice-Chair appointed by FHBA Chair on the recommendation of the Vice Chair/Treasurer, and six members serving two-year terms. Three of the members are appointed by the FHBA Chair and three by the FHBA Vice Chair/Treasurer.
- **Finance** – The Finance Committee is responsible for studying the finances of the Florida Home Builders Association, making recommendations of financial policy to the Executive Board, and assisting in the preparation of the annual budget, including the budgets of wholly-owned subsidiaries. It shall meet at the three regularly scheduled FHBA conferences or at the call of the Vice Chair/Treasurer (who shall function as its Chair), the FHBA Chair, the Executive Board, or any five of its members. The Finance Committee shall be comprised of the Vice Chair/Treasurer, Associate Vice Chair, Secretary, Non-Dues Revenue Committee Chair and six additional members with three appointed by the FHBA Chair and three appointed by the Vice Chair/ Treasurer Thereafter, the FHBA Chair and Vice Chair/Treasurer shall each appoint one new member for a three-year term. At least one member appointed by either the FHBA Chair or Vice Chair/Treasurer shall be an Associate member.
- **Governmental Affairs** – The Governmental Affairs Committee is responsible for developing, recommending (to the Executive Board), and implementing the Association's legislative policies. The FHBA Chair shall appoint the Committee Chair and shall appoint the Vice Chair on a recommendation from the FHBA Vice Chair/Treasurer. The Chair of the Legal Action Committee, and the Chair of the Political Action Committee shall be members. Each Affiliated Local Association shall select, and the Local President shall register, one member and one alternate member. The Committee Chair may appoint up to a total of eight nonvoting members, as needed, to the committee to serve as task force chair, subcommittee chair, technical advisors, etc. All council chairs shall serve as non-voting members. The Executive Board shall be solely responsible for setting the Legislative policy of the Association. The Committee is responsible for administering the Governmental Affairs budget of the Association.
- **Hall of Fame Board of Governors** - The Florida Housing Hall of Fame Board of Governors oversees all aspects of the Florida Housing Hall of Fame. The Board of Governor's shall exist of nine Hall of Fame Members. Six Governors shall be builder members and three associate members. Nominations

death, the Board of Governors are submitted by the Board of Governors to the FHBA Chair who will appoint three (3) new Board members every even year at the fall conference or when necessary, due to illness, death or resignation, striving for geographic representation, when possible. The three longest serving will be replaced beginning at the 2016 Fall Conference and each even year thereafter. The Chair and Vice-Chair of the Board of Governors shall be elected by the Board of Governors at the Annual Fall Conference and serve a one-year term, which begins immediately following the Annual Fall Conference at which he/she was elected.

- **Nominating** – The Nominating Committee is comprised of six (6) members with no more than three (3) being associate members. The Chair shall be a builder member, and the Vice-Chair shall be an associate member, each elected by the members of the committee for a period of one year. The election shall take place by ballot at the FHBA Annual Fall Leadership Conference.
 - 1) The FHBA Chair shall appoint two (2) members each year for a three-year term.
 - 2) To achieve staggered terms, the initial appointments shall be: Two (2) members for a one-year term; Two (2) members for a two-year term; and two (2) members for a three-year term.
 - 3) Three (3) members of the committee shall constitute a quorum.
 - 4) In the event of a vacancy, the FHBA Chair shall appoint a successor to fill the unexpired term.
 - 5) After the elections to the committee are held, the composition of the committee shall be noticed to the membership.
 - 6) The Nominating Committee shall meet prior to each Membership Board of Directors meeting to review nominations.
 - 7) The Nominating Committee shall only submit to the Membership Board of Directors the names of candidates who have complied with the "Campaign Rules and Practices" approved by the Membership Board of Directors.
 - 8) "Campaign Rules and Practices" shall contain a definition of eligibility section specific to each elective office of the Florida Home Builders Association.
 - 9) The Nominating Committee shall canvass the membership, shall solicit and consider recommendations, and shall nominate at least one candidate for each office to be filled unless otherwise set forth in these Bylaws.
 - 10) The Nominating Committee may resolve questions relating to the nomination of candidates, suggest rules of procedure for the elections to the Executive Board, and upon direction of the FHBA Chair, perform other appropriate duties.
 - 11) Nominating Committee meetings are not open, except with the permission of the Chair.
- C. All Committees may take on additional duties as approved by the Executive Board.

SEC. 3. BUSINESS PLAN

- A. A 3-year Business Plan (referred to herein as the "Business Plan"), prepared by Staff, shall set out the goals and priorities to be followed by the Association.

SEC. 4. SUBSIDIARIES

From time to time, the Florida Home Builders Association may create wholly owned subsidiaries. All shares of stock of subsidiaries will be owned by the Florida Home Builders Association. The governance structure of such subsidiaries shall be specifically defined in Article XIV, SEC. 4 in the FHBA Bylaws. The Bylaws and corporate documents of all subsidiaries must be consistent with the FHBA Bylaws at all times.

- A. FHB Building Entity, Inc. – The FHB Building Entity, Inc. (referred to herein as the "Building Entity") is a wholly-owned subsidiary of the Florida Home Builders Association. The Building Entity is the successor by name change to the Florida Home Builders Insurance, Inc. The Building Entity shall be governed by a Board of Directors of not less than three (3) voting Directors.
- B. The Board of Directors of the Building Entity shall include the Immediate Past Chair of FHBA, the Immediate Past Associate Chair of FHBA, and the Chair of FHBA. The Executive Board of FHBA may appoint additional members to the Board of Directors of the Building Entity so long as the number of directors is always odd. The Board of Directors of the Building Entity shall elect a President, Vice-President/Treasurer and Secretary. Board of Directors of the Building Entity will serve without compensation. This provision may not be amended or modified except as provided in Article XVIII of the FHBA Bylaws. The CEO/Chief Lobbyist of FHBA shall also be the CEO of the Building Entity. The CFO of FHBA shall also be the CFO of the Building Entity. Meetings of the Board of Directors of the Building Entity may be called by the Chair of FHBA on not less than five (5) days prior notice. Meetings of the Board of Directors of the Building Entity may be held in person, telephonically, by any other electronic means available, or by written consent in lieu of a meeting.

B. The Florida Home Builders Foundation – The Florida Home Builders Foundation is a 501 C3 entity, (referred to herein as “FHBF”) and shall be governed by a Board of Trustees of not less than seven (7) voting Trustees appointed by the FHBA Executive Board based upon the recommendation of the FHBF Executive Committee. Each Trustee shall be appointed for a three (3) year term. The terms of the Trustees will be staggered such that the terms of no more than one-third of the Trustees shall expire in any year.

1) Any person for whom it would be a conflict of interest to serve as a Trustee on the FHBF Board of Trustees, as solely determined by the FHBA Executive Board after recommendation from the FHBF Executive Committee, shall not be appointed to the FHBF Board of Trustees, or if the conflict of interest arises after appointment, shall be removed from the FHBF Board of Trustees. In such case, the FHBA Executive Board shall appoint a replacement member to the FHBF Board of Trustees to serve, or complete, the term that would have been served by that Board member. The FHBA Executive Board may, by majority vote, remove any member of the FHBF Board of Trustees at any meeting of the FHBA Executive Board.

2) The CEO/Chief Lobbyist of the Florida Home Builders Association and the Executive Committee of FHBF shall employ and discharge the Executive Director of FHBF or any other staff person, consultant or independent contractor hired to staff FHBF. The FHBF President and the CEO/Chief Lobbyist of FHBA jointly shall be responsible for holding the Executive Director of FHBF or any other staff person, consultant or independent contractor hired to staff FHBF accountable for carrying out the goals and objectives established by the FHBF Board of Directors.

C. Florida Certified Master Builder, Inc. - The Florida Certified Master Builder, Inc. (referred to herein as “FCMB”), shall be governed by a Board of Directors of not less than seven (7) voting Directors, of which the FHBA Chair, the FHBA Vice Chair/-Treasurer and the FHBA Secretary shall be voting Directors and the remaining four (4) voting Directors shall appointed by the FHBA Executive Board. The initial terms of the voting Directors that are not either the FHBA Chair, the FHBA Vice Chair/Treasurer or the FHBA Secretary will be staggered in the following manner, with all subsequent appointments for up to three (3) year terms or until their successors are appointed: two (2) Directors, shall be appointed for an initial term of three (3) years; one (1) Director shall be appointed for an initial term of two (2) years; and one (1) Director shall be appointed for an initial term of one (1) year. Any person for whom it would be a conflict of interest to serve as a Director on the Board of Directors of FCMB, as solely determined by the FHBA Executive Board, shall not be appointed to the Board of Directors of FCMB, or if the conflict of interest arises after appointment, shall be removed from the Board of Directors of FCMB. In such a case, the FHBA Executive Board shall appoint a replacement member to the Board of Directors of FCMB to serve, or complete, the term that would have been served by that board member. The FHBA Executive Board may, by majority vote, remove any member of the Board of Directors of FCMB at any meeting of the FHBA Executive Board. The CEO/Chief Lobbyist of FHBA shall also serve as the CEO of FCMB. The CFO of FHBA shall also serve as the CFO of the FCMB.

ARTICLE XV – FINANCE

SEC. 1. GENERAL FUNDS

Dues and other monies collected by the Florida Home Builders Association shall be placed in a depository selected by the Finance Committee and shall be disbursed in such a manner as the Executive Board may direct in accordance with FHBA Financial Policies.

SEC. 2. APPROVED BUDGET

The Executive Board shall adopt a budget for the FHBA and each of its subsidiaries each fiscal year. The Florida Home Builders Association shall function within the totals of such a budget. Any motion or resolution requiring the expenditure of funds in excess of the approved budget, whether contained in a committee report or initiated from the floor, shall be referred to the Finance Committee for a recommendation before consideration by the Executive Board.

SEC. 3. BIENNIAL AUDIT

There shall be a biannual (i.e. every other year) audit or other outside financial review of the Florida Home Builders Association and its subsidiaries by an independent Certified Public Accountant that, together with the report from the Vice Chair/Treasurer, shall be submitted to the Membership Board of Directors. A written copy of the report with a copy of the Vice Chair/Treasurer's written report will be on display and available for examination by any member upon request. These reports shall be available within the Florida Home Builders Association building in Tallahassee. Copies of the Vice Chair/Treasurer's report shall be made available to all members of the Finance Committee prior to the Vice Chair/Treasurer's report to the Executive Board.

SEC. 4. RESERVE FUNDS

The Florida Home Builders Association should maintain an operating reserve consisting of cash, cash equivalents, and short-term investments in accordance with FHBA's Investment Policies, equal to the actual expenses of the FHBA in the previous fiscal year.

SEC.5. FISCAL YEAR

The fiscal year of the Florida Home Builders Association and its subsidiaries shall be from January 1 to December 31.

SEC. 6. FHBA FINANCIAL POLICIES

The finances of the Florida Home Builders Association shall be governed in accordance with the Financial Policies and Procedures enacted by the Executive Board.

ARTICLE XVI – POLICIES AND PROCEDURES

The Executive Board shall establish an FHBA Policy Manual encompassing all policies and procedures adopted by the Executive Board and Membership Board of Directors.

A. Each policy and procedure shall automatically terminate five (5) years after it is initially adopted or subsequently renewed, unless otherwise specified by either the Executive Board or Membership Board of Directors when such policy or procedure is adopted or renewed.

B. At the FHBA Conference immediately preceding the automatic termination of a policy; the committee, council or task force who recommended the policy or procedure, shall review such policies or procedures, and make a recommendation to the Executive Board or Membership Board of Directors who approved the initial policy or procedure, whether such policy or procedure shall be renewed, modified or terminated.

C. Notwithstanding the foregoing to the contrary, any committee, council or task force may make a recommendation to the Executive Board or Membership Board of Directors who approved the initial policy or procedure that any policy or procedure be modified or terminated at any time prior to the automatic termination date of such policy or procedure. At the discretion of the Executive Board, the recommendation may be forwarded to other committees for review prior to consideration for approval.

D. Any recommendations relating to policies and procedures from committees, council or task forces shall be made in writing to the Executive Board for their review and approval.

ARTICLE XVII – AMENDMENTS

SEC. 1.

A. A quorum having been established, these Bylaws may be amended by a two-thirds (2/3) majority vote of the members of the Executive Board present and voting at a duly noticed meeting of the Executive Board provided the substance of the proposed amendment shall have been notified to all Executive Board at least thirty (30) days in advance; or

B. Absent prior circulation of the substance of the proposed amendment, a three-fourths (3/4) majority vote of the members of the Executive Board present and voting.

C. Notice distribution shall be the same as in Article X, Section 1 of these Bylaws.

D. The Amendment shall become effective after consideration by the Membership Board of Directors at their next regular meeting or a special meeting called for the purpose of reviewing amendment.

SEC. 2. All Bylaws and parts of Bylaws in conflict herewith are hereby revoked and repealed.

SEC.3.

A. At any time prior to December 31, 2030, the Membership Board may vote to sunset ALL the amendments to these Bylaws that were ratified on October 17, 2025, such that the Bylaws that were in effect as of October 16, 2025, shall be reinstated and shall, once again, be effective. Such "vote to sunset" shall only occur either at a regular meeting of the Membership Board or a special meeting of the Membership Board called for the purpose of considering the "vote to sunset" and must be approved in accordance with Article XVII, Section 3. B-D. It is the intent that such "vote to sunset" shall apply to ALL amendments to these Bylaws that were ratified on October 17, 2025.

B. A quorum having been established, a "vote to sunset" pursuant to Article XVII, Section 3.A, must be passed by a two-thirds (2/3) majority vote of the members of the Membership Board present and voting at a duly noticed meeting of the Membership Board provided that the "vote to sunset" was noticed to all members of the Membership Board at least thirty (30) days in advance of such meeting.

C. Absent thirty (30) day prior notice of such meeting, a "vote to sunset" pursuant to Article XVII, Section 3.A., must be passed by a three-fourths (3/4) majority vote of the members of the Membership Board present and voting at such meeting.

- D. Notice distribution and quorum requirements for a “vote to sunset” meeting shall be the same as in Article X of these Bylaws.
- E. On January 1, 2029, Article XVII, Section 3 shall automatically sunset, shall be of no further force or effect and shall be removed from these Bylaws.

ARTICLE XVIII – TAX EXEMPT STATUS AND DISSOLUTION

SEC. 1. The Florida Home Builders Association is organized as a non-stock, not-for-profit corporation under the laws of the State of Florida and is intended to operate as a tax-exempt business league pursuant to Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any subsequent Internal Revenue law). No part of the net earnings of the Florida Home Builders Association shall inure to the benefit of any member or individual.

SEC. 2. In the event of dissolution of the Florida Home Builders Association, the assets of the Florida Home Builders Association shall, after appropriate provision for the debts and liabilities of the Florida Home Builders Association, be distributed in any liquidation proceeding to a corporation, trust or association that is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution. Upon dissolution of the Florida Home Builders Association, no assets of the FHBA shall inure to the benefit of any individual member.

ARTICLE XIX - RULES OF ORDER

The rules of order contained in the most recent edition of *Roberts Rules of Order, Revised*, shall govern the Florida Home Builders Association in all cases to which they are applicable, including meetings of the membership, Membership Board of Directors, Executive Board, Councils, Committees, Task Force and Senior Officer meetings if not inconsistent with the Bylaws or other special rules that may be adopted by the Florida Home Builders Association from time to time.

Effective as of October 17, 2025