

**BYLAWS OF
COMMUNITY ASSOCIATIONS INSTITUTE, CENTRAL FLORIDA CHAPTER, INC.
COMMUNITY ASSOCIATIONS INSTITUTE**

**ARTICLE I
NAME AND OFFICE**

SECTION 1. Name.

The name of this organization shall be the Community Associations Institute, “Central Florida Chapter, Inc.” (“Chapter”).

SECTION 2. Incorporation.

The Chapter is a corporation, incorporated in the state of Florida and is a chapter of Community Associations Institute (“CAI”).

**ARTICLE II
DEFINITIONS**

SECTION 1. Definitions.

The following capitalized term(s) shall have the meanings indicated:

- A. “At-Large Member” means a member of Community Associations Institute who falls within one of the classes of membership as defined in Article III, Section 3. In relation to positions on the Board of Directors and committees, at-large members may be from any membership class, and have the same role and responsibilities as all other members of the Board or committee.
- B. “Board of Directors” means the Board of Directors of the Chapter and “Director” means a Member of the Board of Directors.
- C. “Board of Trustees” means the Board of Trustees of CAI and “Trustee” means a Member of CAI’s Board of Trustees
- D. “CAI’s Bylaws” means the Bylaws of CAI as the name may be amended or replaced.
- E. “Community Association” means any incorporated or unincorporated association trust or other entity comprised of the owners of interests in a residential, commercial, or industrial condominium, real estate cooperative, planned unit development or other real estate common interest community.

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- F. "Company" shall mean a business incorporated according to the laws of a state, a limited liability corporation, a partnership, or other relationship of individuals providing service or products to others.
- G. "Member" means a Member of the Community Associations Institute, Central Florida Chapter of CAI.
- H. "Member in Good Standing" means a member whose rights have not been suspended by the Chapter or CAI.

**ARTICLE III
MEMBERSHIP**

SECTION 1. General Requirements.

Applications for membership in CAI and within any class of membership of CAI shall be approved in accordance with the terms of CAI's Bylaws and such rules, procedures and limitations as may be established by the Board of Trustees. CAI shall have the right to determine the appropriate class of membership for any Member. Membership in CAI is as authorized by CAI. Members are automatically assigned to a CAI certified chapter in accordance with established chapter boundaries.

SECTION 2. Conflict of Interest.

All chapter board members and committee members shall comply with the conflict of interest policies adopted by the Board of Trustees and stricter policies as may be established by the Chapter.

SECTION 3. Classes of Members.

The membership of CAI shall consist of the following:

- A. Community Association Volunteers. All individuals residing or owning a unit in a community association are eligible for membership as a Community Association Volunteer, including, without limitation, individuals living in community associations who have a volunteer role within their community association. Volunteer roles include, but are not limited to, being a member or officer of the governing body of the community association, participating on a volunteer committee or committees, acting as the newsletter editor for the community, or any other volunteer function sanctioned by the community association. An individual who meets the aforementioned criteria and also holds a membership as a Community Manager, Management Company CEO or Business Partner may hold an additional membership as a

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Community Association Volunteer, however, he may not serve in a CAI volunteer position under the Community Association Volunteer category. Community Association Volunteers will be considered as individual Members of CAI with voting rights. Community associations paying dues on behalf of a community association volunteer or volunteers shall own each such membership and shall be permitted to transfer each membership to another volunteer in the community association during the term of membership or upon renewal of the membership. Individuals paying dues with their personal funds shall be the only individual entitled to exercise the rights of membership and such membership shall not be transferable.

- B. Community Managers. This class of Members shall consist of professional managers of all types of association-governed communities including, but not limited to, condominium associations, townhome associations, co-operative associations, homeowners associations, large-scale communities, and planned communities. All managers of association-governed communities fall within this class of Members, regardless of whether they are on-site managers, portfolio managers, large-scale managers, are employed by a management company or have any other employment relationship. Those persons who have previously served in one of the roles in the preceding sentence and serve in a capacity of managing other managers shall be a Member of this class. All community managers shall be treated as individual Members of CAI with voting rights. A management company or employer of a manager paying dues on behalf of a manager or managers shall own each such membership and shall be permitted to transfer each membership to another manager during the membership term, but only in the event the manager originally identified is no longer employed by the management company. Individuals purchasing a membership with their personal funds shall be the only individual entitled to exercise the rights of membership, and such membership shall not be transferable.
- C. Business Partners. This class of Members shall consist of professionals and other providers of products, services, support, and counsel to association-governed communities, including developers of such communities. This class of Members shall not include community association management companies or managers of association-governed communities. The company, partnership, corporation or other business entity shall designate an individual as a primary membership contact who will have voting rights for the entity and may transfer this designation to another individual during the membership term or upon renewal of the membership. All employees of a business partner member shall be Affiliate members and will be permitted to attend classes, functions, conferences, to purchase products and services at membership prices, and be elected or appointed to committees or the Board of Directors.
- D. Management Companies. This class of Members shall consist of community association management companies. Each management company membership shall include an individual manager membership to be held by the CEO or equivalent of the management company. Whenever the term "CEO of a Management Company" is used in these Bylaws, it shall mean the CEO or equivalent of a management company. Management companies shall not transfer

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this manager membership to multiple managers during the course of the membership term for the purpose of obtaining membership pricing for managers who do not hold an individual manager membership. Employees of the management company, who are not employed to manage association-governed communities, may attend selected classes and functions at the membership price.

SECTION 4. Rights and Privileges.

- A. Chapter Rights and Privileges. Each Member in good standing of the Chapter shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such other rights, privileges and responsibilities as the Board of Directors shall determine. Except as otherwise provided in these Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the Chapter Board of Directors and committees.
- B. CAI Rights and Privileges. Each Member in good standing of CAI shall be entitled to cast one vote on any and all matters required to be voted upon by Members and shall have such rights, privileges and responsibilities as the Board of Trustees shall determine. Except as otherwise provided in the CAI Bylaws, and subject to eligibility requirements, each Member in good standing shall be eligible to serve on the CAI Board of Trustees, Membership Representation Groups, and committees.

SECTION 5. Suspension for Nonpayment.

The Chapter may adopt reasonable policies to suspend certain membership rights and privileges resulting from nonpayment of amounts due and owing to the Chapter or CAI.

**ARTICLE IV
ANNUAL DUES**

The Board of Trustees shall determine the amount of annual dues, fees, and other assessments to be paid to CAI by each class of Members. Unless terminated, each membership shall continue automatically from year to year, with annual dues, fees, and other assessments payable by each Member on or before such date as shall be determined by the Board of Trustees. Unless otherwise directed by the Board of Trustees, all annual dues, fees, and other assessments shall be paid to CAI in advance of the 12-month period to which they relate. The Board of Trustees may impose such other fees and charges as it deems proper and may waive or modify the requirement to pay dues, fees or charges for particular Members.

**ARTICLE V
MEETING OF MEMBERS**

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SECTION 1. Annual Meeting.

There shall be an annual meeting of Members of the Chapter for the transaction of such business as may properly come before the meeting or any adjournment thereof. The annual meeting shall be held at such time and place as the Board of Directors may determine subject to the following: The meeting must be held in sufficient time for selection of a President-Elect who can attend the designated national meeting for President-Elect training of CAI. Written notice of such meeting stating the date, time and place of such meeting shall be sent to each Member, at the last address shown on the Chapter's records, at least 15 days before the date of the meeting, or as provided by state law.

SECTION 2. Special Meetings.

Special meetings of the Members may be called only by the Board of Directors or otherwise in accordance with applicable law. A special meeting shall be held at such time and place as the Board of Directors may determine. Written notice of any special meeting stating the date, time, place and purpose of such meeting shall be sent to each Member, at the last address shown on the Chapter's records, at least 15 days before the date of the meeting, or as provided by state law.

SECTION 3. Notices.

Unless otherwise prohibited in these Bylaws or by state law, all notices and other communications required by these Bylaws or state law shall be in writing and shall be deemed to have been duly given if delivered by:

- A. Personal delivery to the addressee; or
- B. United States mail, first class, postage prepaid; or
- C. Any means permitted by law.

SECTION 4. Quorum.

Ten (10%) Percent of Members of the Chapter present in person or by proxy shall constitute a quorum for the transaction of business at any duly called meeting of the Members. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the Members present in person or by proxy shall be the act of the Members on any matter, except where the act of a greater number of Members is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Members, a majority of the Members present may adjourn the meeting, without further notice, until a quorum is present.

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SECTION 5. Voting and Proxies.

Voting on all matters may be conducted by mail, telephone call, telegram, cablegram, electronic mail, or any other means of electronic or telephonic transmission; provided, that the Member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Member. A Member entitled to vote may authorize, in writing, another person to act for such Member by proxy solely for the purpose of achieving a quorum. The writing may be executed by the Member or the Member's authorized officer, director, employee, or agent signing the writing, or causing the person's signature to be affixed to the writing, by any reasonable means, including a facsimile signature. No proxy shall be valid after 11 months, unless otherwise provided in the proxy.

SECTION 6. Electronic Communications.

Whenever these Bylaws require that a document, record or instrument be "written" or "in writing," the requirement is deemed satisfied by an electronic record if the Board of Directors has affirmatively published regulations permitting an electronic record or document as a substitute for a written item.

Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature satisfies that requirement only if: (a) the Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and (b) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (c) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed.

The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Absent or pending verification, the Board may refuse to accept any electronic signature or electronic record that, in the Board's sole discretion, is not clearly authentic. Neither the Board of Directors nor the Chapter shall be liable to any Member for accepting or acting in reliance upon an electronic signature or electronic record that the Board reasonably believes to be authentic, or rejecting any such item which the Board reasonably believes not to be authentic. Any Member who negligently, recklessly or intentionally submits any falsified electronic record or unauthorized electronic signature shall fully indemnify the Chapter for actual damages, reasonable attorneys' fees actually incurred and expenses incurred as a result of such acts.

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SECTION 7. Order and Conduct of Business.

The President shall establish the agenda for, and preside at, and the Secretary shall keep the minutes of, all membership meetings. The Board of Directors may establish rules of conduct and the order of business for all membership meetings. When not in conflict with these Bylaws, the Articles of Incorporation or meeting procedures adopted by the Board of Directors, Robert's Rules of Order (latest edition) shall govern all membership meetings. The Board may order the removal of anyone attending a membership meeting who, in the opinion of the Board, disrupts the conduct of the business at such a meeting. The use of Roberts Rules of Order may be partially or wholly suspended by majority vote of the Members. In the event of any dispute concerning the meaning of any meeting rules, including Robert's Rules, the decision of the President, who may consult with counsel, shall be final and binding.

**ARTICLE VI
BOARD OF DIRECTORS**

SECTION 1. Powers of the Board of Directors.

The Board of Directors shall have supervision, control, and direction of the affairs and property of the Chapter, shall determine the policies of the Chapter, shall actively pursue the purposes and objectives of the Chapter and CAI, shall ensure that the Chapter and its Bylaws comply with the policies and procedures of CAI, and shall have discretion in the use and disbursement of Chapter funds. The Board of Directors may adopt such rules, regulations and procedures for the conduct of its business, for the execution of its powers, for the implementation of these Bylaws and for the fulfillment of the purposes and objectives of the Chapter and CAI as it shall deem necessary or advisable.

SECTION 2 Composition and Term of the Board of Directors.

- A. The Board of Directors shall be composed of the number of Directors as determined by the Members, but in no event shall be fewer than five (5) or more than eleven (11) Directors. No more than one person from any company or association, at the time of election, may serve on the Board at any one time.
- B. Composition: The Board of Directors must represent all membership classes as determined by the Board of Trustees as follows:

If there are Five (5) Directors, they shall include:

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- ♦ One (1) Community Association Volunteer
- ♦ One (1) Community Association Manager
- ♦ One (1) Business Partner
- ♦ Two (2) At-Large Members

If there are Seven (7) Directors, they shall include:

- ♦ One (1) Community Association Volunteer
- ♦ Two (2) Community Association Managers
- ♦ Two (2) Business Partners
- ♦ Two (2) At-Large Members

If there are Nine (9) Directors, they shall include:

- ♦ Two (2) Community Association Volunteers
- ♦ Two (2) Community Association Managers
- ♦ Two (2) Business Partners
- ♦ Three (3) At-Large Members

If there are Eleven (11) Directors, they shall include:

- ♦ Two (2) Community Association Volunteers
- ♦ Two (2) Community Association Managers
- ♦ Two (2) Business Partners
- ♦ Five (5) At-Large Members

The composition of At-Large seats on the Board of Directors shall not provide any one membership class with more than fifty percent (50%) of the seats on the Board of Directors.

In the event that a Director's class of membership changes during his term of service, he shall complete the remainder of the current election year, so long as the makeup of the Board is not compromised, in which case his slot will be automatically forfeited. Any subsequent Board service must be in a position designated for his then class of membership.

SECTION 3. Term of the Board of Directors.

Each Director shall serve for a term of three (3) years or until his successor has been appointed. Board of Directors terms shall be staggered so that the terms of not more than one-third of the Directors expire each year. A Member may serve on the Board of Directors for a total of six (6) years. Those years of service do not have to be consecutive. After a Member has served for six (6) years, they may not serve again for three years. At that time, they begin the process of accumulating their six (6) years again.

SECTION 4. Nomination and Election of Directors.

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A. Except as otherwise provided in these Bylaws, each Member in good standing shall be eligible for nomination to serve as a Director.

B. The Nominating Committee shall solicit candidates for open Director positions by communicating with the membership no later than 75 days prior to the Director Election Date and in such manner and with such frequency as the Nominating Committee deems appropriate and in accordance with these Bylaws and such rules and procedures as may be established by the Board of Directors.

C. Nominations for candidacy shall be received by the Nominating Committee no later than 45 days prior to the Director Election Date and in accordance with these Bylaws and any such rules and procedures as may be established by the Board of Directors.

D. The Nominating Committee shall prepare a ballot of qualified candidates, which shall be distributed to eligible voting members at least 30 days before the Director Election Date. The election may take place via paper ballot, internet election or in any manner allowed by state law. Persons receiving the highest number of votes shall be elected; in the event of a tie, the chapter board will vote to break the tie, and the person(s) receiving the highest number of votes shall be elected.

E. No candidate may campaign for election or cause another individual or individuals to campaign on behalf of the candidate. The definition of “campaign” shall be established by the Board of Directors from time to time. **(Amended on October 5, 2017)**

SECTION 5. Meetings.

The Board of Directors shall hold a minimum of one (1) meeting quarterly at such time and place as the Board of Directors may determine. In addition, special meetings of the Board of Directors may be called by the President or upon the written request of one-third (1/3) of the Directors or upon the written request of the Executive Director, at such time and place as the President, or President-Elect, as the case may be, may designate. Any or all Directors may participate in duly called meetings of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at a meeting. Notice of meetings of the Board of Directors may be given orally or in writing and shall be given to each member of the Board of Directors at least 72 hours before the time appointed for the meeting, except in an emergency, when notice should be given at least twenty-four (24) hours, where practicable, before the time appointed for the meeting. Such notice may be waived in accordance with applicable law. All Board meetings held in person shall be open to all Chapter members, but members other than Directors may not participate in any discussion or deliberation unless

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expressly authorized by the Board of Directors. Notwithstanding the above, the Board of Directors may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which CAI is or may become involved, contract negotiations, matters that, in the exercise of the Board's reasonable discretion, require personal privacy, or other matters that require confidentiality. The nature of any and all business to be considered in executive session shall first be announced in open session.

SECTION 6. Waiver of Notice.

Whenever notice is required to be given to any Director under these Bylaws, a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

SECTION 7. Action by Written Consent in Lieu of a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent shall have the same force and effect as a vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. All such action shall be reported at the next duly called meeting of the Board of Directors.

SECTION 8. Quorum; Acts of the Board.

A majority or more of the Directors shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting, without further notice, until a quorum is present.

SECTION 9. Votes on Matters Related to Public Policy.

All matters involving a public policy position of the Chapter must be adopted by a two-thirds (2/3) vote of those Directors present and voting at a duly called meeting of the Board of Directors, a quorum being present, and must not be inconsistent with the policies, goals and objectives of CAI.

SECTION 10. Resignation or Removal.

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Any Director may resign by presenting a written resignation to the President or Secretary, and such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof by the President. Any Director unable to attend a duly called meeting of the Board of Directors shall advise the President as to the reason for the absence. If a Director has three consecutive absences from duly called meetings of the Board of Directors without the Board excusing such absences, such Director shall be deemed to have resigned as a Director; provided, however, that the Board of Directors, in its discretion, may waive this provision. A Director may be removed from office, with or without cause, by a majority vote of the Board; provided, however, that such Director shall be afforded an opportunity to be heard, either orally or in writing, prior to any such action.

SECTION 11. Vacancies.

Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then members of the Board of Directors, including if the remaining Directors constitute fewer members than required to achieve a quorum. Any Director elected to fill a vacancy shall serve the remainder of the unexpired term of his predecessor in office.

An individual who has served more than one-half of a full term shall be deemed to have served a full term. In the event an individual serves less than a full year on the Board, it shall be considered one full year of service.

SECTION 12. Reimbursement of Expenses.

No Director shall be compensated for serving as a Director; provided, however, that the Board of Directors may reimburse any Director for reasonable out-of-pocket expenses incurred as budgeted and authorized by the Board of Directors.

**ARTICLE VII
OFFICERS**

SECTION 1. Officers.

The elected officers of the Chapter shall be a President, a President-Elect, a Treasurer and a Secretary. The Board of Directors may appoint such other officers as the Board may deem necessary or advisable. Options may include a Vice President and Immediate Past President.

SECTION 2. Qualifications, Election and Term of Office.

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The officers of the Chapter, with the exception of the President, shall be elected from among the Directors each year by the Board of Directors by a majority vote of the Board. Each officer shall serve for a term of one year or until a successor has taken office. The President-Elect shall serve for one (1) year and directly following the conclusion of that year of service shall serve as President for one (1) year.

In the event a member of the Board is elected to serve as President-Elect during the last year of his term on the Board, that individual will automatically be granted one (1) additional year to serve as President. The partial term remaining shall be filled by the successor Director receiving the least number of votes. In the case of a person who serves as President-Elect in his sixth year on the Board, he will be permitted to serve seven (7) years to complete his term as President.

No more than two individuals from the same membership class, may serve as officers of the Chapter at the same time.

SECTION 3. Removal.

Any officer may be removed by a two-thirds (2/3) affirmative vote, or as allowed by state law, of the entire Board of Directors if, in the judgment of the Board, the best interests of the Chapter would be served by such removal; provided, however, that such officer shall be afforded an opportunity to be heard, either in person or in writing, prior to such action.

SECTION 4. Vacancies.

Vacancies in any office, with the exception of President, may be filled for the balance of the unexpired term by the Board of Directors at any meeting of the Board in accordance with such rules and procedures as may be established by the Board. In the event of a vacancy in the office of President, the President-Elect shall act as President for the remainder of the unexpired term of office of his predecessor in such office and shall succeed to such office upon the expiration of such term. In the event the President-Elect cannot or will not agree to serve the unexpired term of his predecessor in office, the Board of Directors shall elect from its members a person to serve as President for the unexpired term.

SECTION 5. President.

The President shall be the chief elected officer of the Chapter, shall be a Member of the Executive Committee and shall preside at all meetings of the Members, the Board of Directors and the Executive Committee. Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President, subject to the approval of the Board, shall appoint all committees. The President shall have the authority to represent the Chapter and act in its name in

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accordance with declared policies of the Chapter and CAI. The President shall communicate to the Members of the Chapter and to the Board of Directors such matters and make suggestions as may tend to promote and further the purposes and objectives of the Chapter and CAI, and the President shall perform such other duties as are necessary or incident to the office of President or as may be assigned by the Board of Directors or required by law. The President shall be responsible for satisfying the directives of the Board of Directors.

SECTION 6. President-Elect.

The President-Elect shall perform the duties of the President in his absence or in the event of resignation, removal or inability or refusal to act. The President-Elect, when so acting, shall have all the powers and responsibilities of the position of President. The President-Elect shall also perform such other duties as may be assigned by the President or the Board of Directors, or required by law.

SECTION 7. Vice President.

The Vice President shall perform the duties of the President-Elect in the President-Elect's absence or in the event of resignation, removal or inability or refusal to act of the President-Elect. The Vice President, when so acting, shall have all the power and responsibility of the President-Elect. The Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors. The Vice President shall not succeed to the presidency unless so determined by a majority vote of the Board.

SECTION 8. Treasurer.

The Treasurer shall be the custodian of Chapter funds and securities, shall oversee the establishment of proper accounting procedures for the handling of the Chapter's funds, shall be the disbursing officer for the Chapter and shall report on the financial condition of the Chapter at all meetings of the Board of Directors and at other times as called upon by the President of the Chapter. The Treasurer shall perform all other duties incident to the office of Treasurer.

SECTION 9. Secretary.

The duties and authority of the Secretary shall include, but not be limited to, accountability for the accuracy of Board documents such as minutes of all meetings and all notices given in accordance with these Bylaws.

SECTION 10. Immediate Past President.

The Immediate Past President supports and advises the President, President-Elect and Board of Directors and shall perform such other duties as may be assigned to him by the President or the

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Board of Directors, the Bylaws or as required by law. The Immediate Past President shall be a non-voting member of the Board.

SECTION 11. Chapter Staff.

The Board of Directors may appoint an Executive Director to manage the operations of the Chapter within the authority delegated by the Board of Directors.

SECTION 12. Salaries; Reimbursement of Expenses.

No elected Officer of the Chapter shall be compensated for serving as an Officer. Officers may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as Officers, as budgeted and authorized by the Board of Directors.

**ARTICLE VIII
COMMITTEES**

SECTION 1. Executive Committee.

- A. Unless otherwise directed by the Board of Directors, the Executive Committee of the Board of Directors shall be composed of the President, the President-Elect, the Vice President, the Treasurer and the Secretary. No more than fifty percent (50%) of the Executive Committee may be from any single membership class. The Executive Committee shall have and exercise all of the authority of the Board of Directors, including all actions specified in these Bylaws as actions to be taken by the Board of Directors where it is necessary or desirable to do so between meetings of the Board of Directors, except that the Executive Committee shall not have the authority to: (1) amend, alter or repeal these Bylaws, (2) elect, appoint or remove any Director or Officer of the Chapter, (3) adopt a resolution proposing an amendment to the Articles of Incorporation, (4) adopt a plan of merger or consolidation with another corporation, (5) acquire or authorize the sale, lease, exchange or mortgage of any real property of the Chapter, (6) authorize the sale, lease, exchange or mortgage of all or substantially all of the personal property and assets of the Chapter, (7) authorize or institute proceedings for the voluntary dissolution of the Chapter, (8) adopt a plan for the distribution of the assets of the Chapter or (9) amend, alter or repeal any resolution of the Board of Directors. The Executive Committee shall act by vote of a simple majority of the Executive Committee on any matter. The Executive Committee shall provide a report of its actions to the Board of Directors whenever so required. The President shall serve as the chairperson of the Executive Committee.
- B. The Executive Committee is authorized to receive, hold, invest, manage, allocate and apply on behalf of the Chapter and in the furtherance of its purposes and objectives, all income received by the Chapter and all real and personal property received or owned by the Chapter.

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[Where there is no Finance Committee:] The Executive Committee shall, in accordance with such procedures as may be established by the Board of Directors, recommend a budget to the Board of Directors for each fiscal year.

SECTION 2. Nominating Committee.

Each year the Executive Committee shall designate a Nominating Committee that shall consist of the Immediate Past President of the Chapter, the President-Elect and at least three other Members of the Chapter who are not elected officers of the Chapter and who are not running for election. In the event the Immediate Past President is running for re-election, he shall not serve on the Nominating Committee, and the Executive Committee shall appoint a Member of the Chapter to serve in his place. At least one member of the Nominating Committee shall be a Community Association Volunteer and no more than two (2) members of the Nominating Committee may be from the same membership class. Unless otherwise directed by the Executive Committee, the Immediate Past President of the Chapter shall serve as chairman of the Nominating Committee.

SECTION 3. Legislative Action Committees.

The Board of Directors shall appoint delegates to the Florida Legislative Action Committee in accordance with the Legislative Action Committee Operational Guidelines approved by the CAI Board of Trustees. The appointed delegates shall provide a report to the Chapter Board of Directors regularly.

SECTION 4. Finance Committee.

The Board of Directors shall appoint a Finance Committee, which shall be composed of the Treasurer and four (4) other Members, one of whom shall be the President-Elect of the Board and one of whom shall be the Immediate Past President of the Board, and two (2) additional Members appointed by the President. This Committee shall, in accordance with such procedures as may be established by the Board of Directors, recommend a budget to the Board of Directors for each fiscal year.

The Finance Committee shall examine the accounts and books of the Chapter and make interim reports to the Board and further, shall oversee any audit, review or compilation of chapter financial statements by a certified public accountant and report results of the audit, review or compilation to the Board of Directors.

SECTION 5. Other Committees.

Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President shall appoint Members to serve on such other standing or special committees, subcommittees,

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task forces or boards as may be required by these Bylaws or as may be deemed necessary or appropriate by the President.

SECTION 6. Reimbursement of Expenses.

Members of the Executive Committee may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as members of the Executive Committee, as budgeted and authorized by the Board of Directors.

**ARTICLE IX
LIMITATIONS OF LIABILITY; INDEMNIFICATION**

SECTION 1. Limitations of Liability.

Any person who serves as an officer, director, trustee, or other person who performs services for the corporation and who does not receive compensation, other than reimbursement of expenses, for those services shall be immune from civil liability except where the injury or damage was a result of:

- A. Gross negligence or willful misconduct;
- B. A crime, unless the person had reasonable cause to believe that the act was lawful;
- C. A transaction that resulted in an improper personal benefit of money, property, or service to the person; or
- D. An act or omission that is not in good faith and is beyond the scope of authority of the corporation pursuant to law or the corporate charter.

SECTION 2. Indemnification.

The directors, officers, committee members, employees, and other volunteers of the Chapter shall be indemnified and held harmless by the Chapter from and against any and all expenses (including attorneys' fees and disbursements) and claims for liability arising in connection with their positions or activities on behalf of the Chapter to the full extent permitted by law.

**ARTICLE X
MISCELLANEOUS**

SECTION 1. Fiscal Year.

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The fiscal year of the Chapter shall be determined by the Board of Directors.

SECTION 2. Contracts, Checks, Drafts, etc.

Except as otherwise provided in these Bylaws, all contracts and all checks, drafts, notes, acceptances, endorsements and other evidences of indebtedness may be executed on behalf of the Chapter only by the President, the Executive Director or such other officers and agents of the Chapter as the Board of Directors or the Executive Committee may authorize.

SECTION 3. Loans.

No loans shall be made or obtained on behalf of the Chapter, and no negotiable instruments other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

SECTION 4. Deposits.

Unless otherwise directed by the Board of Directors, all funds of the Chapter shall be deposited in such depositories as the Executive Committee or the President may select, or as may be selected by another officer or agent authorized by the Board of Directors.

SECTION 5. Surety Bond.

The President, the Treasurer, the executive director and such other officers and agents of the Chapter as may be determined by the Board of Directors, shall give and file with the Secretary surety bonds for the faithful performance of their duties in such sums as may be fixed by the Board of Directors or as required by law. The cost of such bonds shall be paid by the Chapter.

SECTION 6. Procedures.

All meetings of the Members, the Board of Directors and the Executive Committee shall be governed by the rules set forth in the latest edition of Robert's Rules of Order, Newly Revised, as long as such rules are not in conflict with these Bylaws or with rules and procedures established by the Board or the Executive Committee. By majority vote, the Board of Directors may vote to suspend Robert's Rules of Order.

SECTION 7. Seal.

The Chapter shall have a seal of such design as the Board of Directors may adopt, and it may be used by the Secretary in accordance with such rules and procedures as may be adopted by the Board of Directors.

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SECTION 8. Use of Funds and Dissolution.

The Chapter shall use its funds only to accomplish its stated purpose and objectives. Upon dissolution of the Chapter, all of its assets shall be distributed to CAI, or its successor.

SECTION 9. Loss of Charter.

This chapter may be decertified by a vote of the Board of Trustees, as provided in the policies and procedures of CAI. In such event, the Chapter agrees to be bound by the CAI policies.

SECTION 10. Waiver of Notice.

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed the equivalent of the giving of such notice.

SECTION 11. Transitional Procedures.

Any and all actions taken pursuant to the Bylaws of the Chapter in effect prior to the date of adoption hereof shall remain in full force and effect unless and until expressly changed or revoked pursuant hereto.

SECTION 12. Rules of Construction.

The following rules of construction shall apply to the interpretation of these Bylaws:

- A. The use of the masculine gender in these Bylaws shall be deemed to refer to the feminine gender and the use of the singular shall be deemed to refer to the plural, and vice versa, whenever the context so requires. The captions and headings contained in these Bylaws are for convenience of reference only and shall not be construed as a limitation on the scope of any particular article, section or subsection of these Bylaws. The captions may not be used in interpreting the meaning of any article, section or subsection of these Bylaws.
- B. Wherever these Bylaws grant the authority to act or exercise any right or privilege by the Board of Directors, its officers, the Chapter Executive Director or any person referred to in these Bylaws (the "Authorized Party"), there shall be no limitation on the number of times the Authorized Party may exercise the authority, right or privilege granted, unless these Bylaws expressly provide otherwise.
- C. Wherever these Bylaws use the word "including," it shall be deemed to be followed by the

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words “without limitation,” unless expressly stated to the contrary.

- D. If any time period or deadline stated in these Bylaws falls on a Saturday, Sunday or legal holiday, the time period or deadline shall be extended until the next business day.

ARTICLE XI AMENDMENTS

These Bylaws may be amended, repealed or altered, in whole or in part, by the affirmative vote of two-thirds (2/3) of the Members of the entire Board of Directors at a duly called meeting of the Board at which a quorum is present; provided, however, that the notice of such meeting must be in writing, must describe, generally, the scope and nature of the amendment, revision or alteration to the Bylaws, and must state that a purpose of the meeting is to vote on such proposed amendment, revision or alteration to the Bylaws.

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