



AFC BYLAWS

Article I: OFFICES

The principal office of this Corporation shall be in Pinellas County, Florida. The Corporation shall designate a registered office in accordance with Florida law. The Corporation may have offices at such other places within and without the State of Florida as the Board of Directors may determine necessary.

Article II: MEETINGS

Section 1: Annual Meeting

The annual meeting of the members of the Corporation shall be held at the time and place designated by the Board of Directors of the Corporation no later than 13 months after the last preceding annual meeting of the Board of Directors. Business transacted at the annual meeting shall include the election of Directors of the corporation and such other matters as may properly come before the members.

Section 2: Special Meetings

Special meetings of the members shall be held when directed by the President or the Board of Directors or when requested by 25% or more of the voting members. A meeting requested by the members shall be called for either a date not less than 10, or more than 60 days after the request or delivered by the President.

Section 3: Place

Meetings of the members may be held in or out of Florida at a place specified in the notice of the meeting. If no designation is made, the place of the meeting shall be the principal office of the Corporation in the State of Florida.

Section 4: Notice

The call for a meeting shall be issued by the Secretary, unless the President or Board of Directors or members requesting the meeting designate another person to do so. The person designated to issue the call shall mail, fax or e-mail to the address shown in the records of the Corporation or shall deliver written notice of each meeting of the members to each member entitled to vote at the meeting not less than 10, nor more than 60 days before the date set for the meeting. The notice shall state the purpose of the meeting and the time and place it is to be held. Attendance at a meeting by a member constitutes a waiver of notice, unless, at the beginning of the meeting, he objects to it because it is not legally called. Notice may be waived before, at or after a meeting.

Section 5: Record Date

The Board of Directors may fix a date, not more than 60 nor less than 10 days before the date set for a meeting of the members, as the record date on which the members of record who are

entitled to notice of and to vote at the meeting, and any adjournment of it, are determined. If no date is fixed under this section, the date on which notice of the meeting is mailed, or, if no notice to any member is mailed, the date on which notice is delivered shall be the record date for the determination of members.

Section 6: Voting Record

The Secretary shall make a list of the members entitled to vote at each meeting at least 10 days before the meeting containing the name and address of each member. The list shall be kept at the principal office of the Corporation until the meeting. The list shall be taken to and kept open at the meeting. Any member may inspect the list during the 10 day period or at the meeting. When authorized by resolution of the Board of Directors, voting may be conducted by mail in the manner prescribed in the resolution.

Section 7: Business Transacted

No act of the members is valid unless taken at a meeting called with notice given as provided in these bylaws or unless notice is waived by all the members not present at the meeting. No business may be transacted except that specified in the notice or permitted by these bylaws or by Florida law, unless a majority of the members entitled to vote are present, in which case, any business may be transacted.

Section 8: Quorum

A majority of the members entitled to vote constitutes a quorum at a meeting of the members, unless law requires a larger number when the number so required shall constitute a quorum. The act of a majority of the members at a meeting which a quorum is required shall be the act of the members. After a quorum is established, the withdrawal of members that reduces the number below that required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment of it.

Section 9: Adjournment

If a quorum is not present at a called meeting, the presiding officer may adjourn it from time to time without notice, other than by announcement at the meeting of the time and place to which it is adjourned, until a quorum attends. If the members decide to adjourn for any other reason, the meeting shall be adjourned in the same manner. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting originally called. If the Board of Directors fixes a new record date after the adjournment, a new notice shall be sent in accordance with section 4.

Section 10: Proxies

A member entitled to vote at a meeting of the member may be represented and vote by a proxy, appointed in writing and delivered to the Secretary of the meeting. A proxy expires 11 months after its date, unless it provided otherwise. A proxy is not revoked by the death or incompetence of the member unless written notice of the death or the Secretary before the meeting receives incompetence. A proxy can be revoked at any time unless otherwise provided in the proxy and as authorized by law.

Section 11: Resignation

A member may resign by filing a written resignation with the Secretary, but the resignation does not relieve the member of any obligation then due to the Corporation.

Section 12: Termination

The Board of Directors may suspend or expel a member for cause by the affirmative vote of two-thirds of all members of the board. The member shall be notified in writing of the cause for suspension or the expulsion at least 10 days before the meeting at which the Board of Directors will consider the questions. If the member requests a hearing at or before the meeting, the board shall accord him a fair and impartial hearing at the meeting or a subsequent time set by the board. The Board of Directors shall terminate the membership of a member who becomes ineligible for continued membership or who refuses to pay any sum due to the Corporation.

Article III: DIRECTORS

Section 1: Function.

The business and property of the Corporation shall be managed and the Board of Directors shall exercise its corporate powers.

Section 2: Powers.

The Board of Directors has the power to:

- (a) Make contracts for the conduct of business of the Corporation.
- (b) Conduct business in this or any other state, territory, possession or dependency of the United States.
- (c) Purchase assets of other Corporations.
- (d) Acquire, use and dispose of patents, trademarks, copyrights, licenses or rights or interests in them.
- (e) Sue and be sued in the corporation name.
- (f) Make gifts for charitable, educational and scientific or industry related purposes.
- (g) Exercise all other powers conferred by statute, the common law or these bylaws on Corporations not for profit or directors.
- (h) Set dues and initiation fees payable by members.

Section 3: Number.

This Corporation shall have a minimum of five Directors.

Section 4: Qualifications.

Each director shall be at least 18 years of age. Directors shall be members.

Section 5: Election and Term.

Each director shall be chosen at the annual meeting of the members by a plurality of the votes cast at the election and hold office until the next annual meeting of the members or until the election and qualification of the successor or until his earlier resignation, removal or death. Directors may be removed with or without cause by a majority vote of the members at a meeting called for that purpose.

Section 6: Vacancies.

Vacancies in the Board of Directors shall be filled until the next annual meeting of the members by a majority vote of the directors remaining in office, even though the remaining directors do not constitute a quorum.

Section 7: Meetings.

The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the members without notice. Regular meetings may be scheduled by resolution and held thereafter without notice. Other meetings may be held at the times and places the Board of Directors fixed or on the call of the Chairman of the board, President or any two Directors. The Secretary shall give notice of each special meeting to each director not less than two days before the meeting, unless a director waives notice at, before or after the meeting. Notice shall be given by personal delivery, mail, cable or telegram. Attendance at a meeting by a director constitutes a waiver of notice, unless at the beginning of the meeting, he objects to it because it is not legally called. Any business may be transacted at a meeting where a majority of directors are present, even though, without notice, but otherwise only the business specified in the notice shall be transacted. Members of the Board of Directors or an executive committee may participate in a meeting by telephone or similar communications equipment, if all persons participating can hear each other.

Section 9: Voting.

A director is presumed to assent to the actions taken at a board meeting, unless he votes against the action or abstains from voting because of an asserted conflict of interest.

Section 10: Action Without Meeting.

The Board of Directors or executive committee may act without a meeting without prior notice or without a vote, if a written consent to the action is signed by a majority of the directors or committee chairman. The consent shall be filed in the minutes and given to non-participants within 30-days.

Section 11: Place.

Meetings of the Board of Directors may be held in or out of Florida.

Section 12: Executive Committee.

By resolution adopted by a majority of the Board of Directors, the board may designate two or more of their number to constitute an executive committee that has and may exercise the

powers of the Board of Directors to the extent provided in the resolution and except as prohibited by law.

Section 13: Other Committees.

The Board of Directors or the President may establish temporary committees. The President shall appoint and may remove at any time the chairman, vice chairman and members of the committee, all of whom shall be members of the Corporation. A majority of a committee constitutes a quorum and the act of a majority of the members of the committee present at a meeting at which a quorum is present shall be the act of the committee.

Section 14: Termination of Directors.

The Board of Directors with the President may terminate a director for missing two consecutive meetings unexcused. The President may appoint the Secretary to write a letter asking the Director to appear before the Board and explain his absence. Upon review, the Director may be terminated.

Article IV: Officers

Section 1: Officers.

The Corporation shall have a chairman of the board when chosen by the Board of Directors, a President, one or more Vice Presidents, a Secretary and a Treasurer. The chairman of the board and President shall be directors. Other officers need not be directors. Each shall be elected by the Board of Directors at the annual meeting of the directors and shall hold office until the next annual meeting of directors or until his or her successor is elected and qualifies or his or her earlier death, removal or resignation. All other officers, assistant officers and agents shall be chosen, serve the terms and have the duties prescribed by the Board of Directors. A person may hold more than one office.

Section2: Chairman of the Board.

When chosen by the Board of Directors, the chairman of the board is the chief executive officer of the Corporation, has general supervision over the Corporation, shall preside at meetings of the members and the Board of Directors and shall perform the other duties prescribed by the Board of Directors.

Section 3: President.

The President is the chief executive officer of the Corporation when there is no chairman of the board or in his absence or inability to serve, has general and active management of the business and affairs of the Corporation, subject to the directors of the Board of Directors and the chairman of the board and shall preside at meetings of members and the Board of Directors, unless a chairman of the board has been elected. When a chairman of the board has been elected, the President shall be the second executive officer of the Corporation, have general management of the business and affairs of the Corporation under the chairman and shall perform the other duties prescribe by the Board of Directors.

Section 4: Vice Presidents.

The Corporation shall have a 1st Vice President and a 2nd Vice President. The 1st Vice President shall act as the President in the absence or inability to service of the President. If the President and 1st Vice President are not present, the 2nd Vice President is in charge. All Vice Presidents shall perform the duties prescribed by the Board of Directors.

Section 5: Secretary

The Secretary has custody of and shall maintain the corporate records, except the financial records, shall record the minutes of meetings of the Board of Directors, executive committee and members, shall send notices of meetings and shall perform the other duties prescribed by the Board of Directors.

Section 6: Treasurer.

The Treasurer has custody of all corporate funds and financial records, shall keep full and accurate accounts of receipts and disbursements and render account of them when required by the chairman of the board, President or Board of Directors and at the annual meeting of the members and shall perform the other duties prescribed by the Board of Directors.

Section 7: Removal.

An officer may be removed with or without cause, by a majority vote of the directors at any meeting of the executive committee or the Board of Directors.

Section 8: Duties.

The chairman of the board or the President, if there is no chairman of the board, shall preside at all meetings of the Board of Directors and of the members. The President shall be the chief executive officer of the Corporation. Subject to the foregoing, the officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Information, by these Bylaws or as may be assigned to them from time to time by the Board of Directors.

Section 9: Designation of Duties.

In the absence or disability of any officer of the Corporation or for any other reason deemed sufficient by the Board of Directors, the board may delegate his powers or duties to any other officer or director.

Article V: Executive and Other Committees

Section 1: Standing Committees.

The following standing committees, with the exception of the nominating committee, shall be appointed by the President at or following the annual installation of the President, to serve for one year or until their successors are appointed:

(a) Budget

(b) Education

(c) Government

(d) Engineering & Fenestration

(e) Membership & Ethics

Section 2: Nominating Committee.

The President shall appoint a nominating committee of not less than three directors by the first day of June each year and shall designate one of them as chairman. The nominating committee shall nominate candidates for election as officers and directors at the September meeting of the members.

Section 3: Creation of Additional Committees.

The Board of Directors may, by resolution passed by a majority of the whole board, designate an executive committee and one or more other committees.

Section 4: Executive Committee.

The executive committee, if there is one, shall consult with and advise the officers of the Corporation in the management of its affairs and shall have and may exercise to the extent provided in the resolution of the Board of Directors creating each executive committee, such powers of the Board of Directors as can be lawfully designated by the board.

Section 5: Other Committees.

Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully designated and to the extent provided in the resolution of resolutions creating such committee or committees.

Section 6: Committee Chairman.

The President shall appoint all committee chairman. The President may, with or without cause, revoke any such appointment at will and make new appointments.

Section 7: Ex Officio Member.

The President shall be an ex officio member of all committees.

Section 8: Meetings

Regular meetings of the committees may be held without notice at such time and at such place as shall from time to time be determined by the committees and special meetings of them committees may be called by the chairman of any two members thereof upon three days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these bylaws pertaining to notice for directors" meetings. All meetings shall be open to any member who wishes t attend.

Section 9: Vacancies

The President at any regular or special meeting of the Board of Directors shall fill vacancies on the committee.

Section 10: Quorum

At all meetings of the committees, one-third (1/3) of the committee's members shall constitute a quorum for the transaction of business.

Section 11: Manner of Acting

The acts of the majority of the members of a committee present at a meeting at which there is a quorum shall be the act of such committee.

ARTICLE VI: Certificates & Requirements of Membership

Section 1: Form and Issuance

Members of the Corporation may be issued certificates signed by the President or Vice President, and by the Secretary or an assistant Secretary. Each membership certificate shall state the following:

- (a) The name of the Corporation.
- (b) That the Corporation is organized under the laws of the state of Florida.
- (c) The name of the person to whom issued.
- (d) The class of membership. The membership certificate itself shall convey no rights or privileges, but shall only be for identification

Section 2: Lost, Stolen or Destroyed Certificates

The Corporation may issue a new membership certificate in the place of any certificate previously issued if the member named in the certificate:

- (a) Requests the issuance of a new certificate.
- (b) Satisfies any other reasonable requirements imposed by the Corporation.

Section 3: Qualifications

Any person who has an interest in the construction industry may file an application for membership into the Association of Florida Contractors (AFC) and meet the following requirements:

- (a) A prospective member shall be at least 18 years of age at the time of acceptance.
- (b) The prospective member must be in good standing within the industry.

(c) A prospective member who's field of endeavor requires a state or local license, must have a current license in good standing.

(d) A Qualifier form must be filed for any person who represents the license holder as a member of this corporation. The qualifier only, has the membership and able to vote at AFC meetings.

Section 4: Membership Processing.

The Corporation will make an application form available for membership.

(a) The prospective member must fill out an application and submit. A check for the current dues must be attached. It must be submitted to the AFC's office in Pinellas County (Headquarters).

(b) Upon receipt of the prospective member's application and check, the board of Directors will vote on it at the next meeting. Approval by a majority of the Directors present is required.

Section 5: Membership Jurisdiction.

AFC individual members can be located throughout the state as members at large. Members in a common area of the state may want to form a local Council of the AFC.

(a) A Council will consist of a minimum of three members in close proximity and with common interests within out industry.

(b) The proposed Council must apply to the AFC headquarters of approval.

(c) The Council will operate within the area of its members (maximum of one Council per county) and conduct business consistent with the positions of the AFC.

(d) The Council may request the Board of Directors to add additional counties to a Council's area for geographic or populous reasons.

(e) A portion. 25 percent of each Council member's dues will be allocated for that Council's needs. The Council may turn in the receipts for reimbursement during that year of their membership. Any Council money not used will be place into the general fund at year-end.

(f) The Council will report to the headquarters if help is needed. The Council will report all meetings and subject discussed to Headquarters.

(g) The Council will select a designate(s) to attend the AFC statewide meetings as posted on our website, e-mail or fax:

(1) A Council may select one delegate to attend state meetings if the total membership is from 3 to 10 members.

(2) A Council may select two delegates to attend state meetings if the total membership is 11 or more.

Section 6: Ex officio Membership

Building Officials or their duly appointed representative will be accepted as ex officio members of the AFC in their area.

(a) Ex officio members have all the rights as any other member.

(b) Annual dues are waived for ex officio members.

Article VII: Books, Records and Reports.

Section 1: Minutes, Books and Records.

The Corporation shall keep correct and complete minutes of the proceedings of the member Board of Directors and committees of directors, shall keep correct and complete books and records of account and shall keep a membership containing the name and address of each member.

Section 2: Report to Members.

The Corporation shall send or post annual reports to the members of the Corporation not later than four months after the close of each fiscal year of the Corporation. Such report shall include a balance sheet as of the close of the fiscal year of the Corporation and a revenue disbursement statement for the year ending on such closing date. Such financial statements shall be prepared from and in accordance with the books for the Corporation, in conformity with generally accepted accounting principles applied on a consistent basis.

Section 3: Inspection of Corporate Records.

Any person who is a voting member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes and records of members of the Corporation. Upon the written request of any voting member, the Corporation shall mail to such member a copy of the most recent balance sheet and revenue and disbursement statement. If the Corporation receives such request before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally, balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation in Florida, shall be kept for at least five years and shall be subject to inspection during business hours by any voting member, in person or by agent.

Article VIII: Not For Profit Operation.

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its members, directors or officers without full consideration. No member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its members, directors and officers without violating this provision.

Article IX: Fiscal Year

The fiscal year of the Corporation shall be from January 1st through December 31st. The Board of Directors may elect a different period as the taxable year of the Corporation for federal income tax purposes.

Article X: Seal

The Corporation seal shall bear the name of the Corporation between two concentric circles and in the inner circle shall be the year of the incorporation. The corporate seal may be an engraved, painted, stamped or impression seal.

Article XI: Indemnification

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not-For-Profit Corporation Act.

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Article XII: Amendments

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any meeting, provided however, that notice of the proposed action shall have been given to all directors as if the meeting was a special meeting of the Board of Directors and that the proposed action has been approved by AFC, a Florida Corporation. Nevertheless, any bylaws or amendments thereto, as adopted by the Board of Directors, may be altered, amended or repealed by the members or a new bylaw in lieu thereof may be adopted by the members, provided however, that notice of the proposed action shall have been given to the members as if the meeting was a special meeting of the members and that the proposed action has been approved by AFC, a Florida Corporation.

Article XIII: Dues

Section 1: Establishment of Dues.

The Board of Directors shall establish membership dues and administrative fees, if any, for all classes of membership. Dues and administrative fees, if any, shall be amended by a standing order of the Board of Directors warrants such action and is passed by a majority of the Board of Directors at such time as action is brought forth. The Board of Directors may access funds from the membership in addition to annual dues, if it determines the assessment is in the best interests of the Corporation and it is carried out in accordance with these bylaws.

Section 2: Payment of Dues.

Membership dues and administrative fees, if any, shall be paid to the Corporation prior to acceptance of new members or, in the case of renewal of membership, be paid by December 31st, prior to the new year of membership.

Section 3: Termination of Member.

The Board of Directors may terminate the membership of any member if dues are not paid within thirty days after they are due. The Corporation shall attempt to notify such member of the termination by sending a notice of termination to his address, as it appears in the membership records of the Corporation.

Article XIX: Parliamentary Procedure

The current edition of Robert's Rules of Order (Latest Edition) shall apply to meetings of voting members to the extent that such rules are consistent with these bylaws and with the rules and policies of the Board of Directors.