



Bylaws of The Bay Building Industries Association, Inc.

(BBIA)

(A Florida Not-For-Profit Corporation)

BBIA is 501.c.6

As Revised and Amended October 8, 2025

Bylaws of The Bay Building Industries Association, Inc.

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Article I - General

- Section 1. The name of this Association shall be Bay Building Industries Association, Inc., also known as BBIA or hereafter referred to as the Association.
- Section 2. The principal office of the Association shall be located in Bay County, in a county of the Association's territory, or other place as the Board of Directors may, from time to time, designate.
- Section 3. The Association is and shall be an affiliated association of the National Association of Home Builders, hereafter referred to as NAHB, and the Florida Home Builders Association, hereafter referred to as FHBA, and shall abide by their respective bylaws as amended, from time to time.
- Section 4. The operations of the Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by NAHB.

Article II – Objectives

- Section 1. The purposes of this Association to the extent permitted by law shall be:
- A. To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
 - B. To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
 - C. To facilitate and further the relationship between Builder Members and Associate Members.
 - D. To assist in the accomplishment of the mutual objectives of the NAHB and the FHBA.
 - E. To operate as a 501 (c)(6) without profit and no part of the income of the Association shall inure to the benefit of any individual member.

Article III – Membership

Section 1. **Classes of Members**

The Association shall have the following classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

A. **Builder Membership**

Builder membership shall be open to any individual who:

- a. holds a Florida general, building, or residential contractor's license, or is employed by a firm or corporation holding same that is or has been in the business of building or remodeling, or developing buildable sites for, homes, apartments, schools, commercial, industrial, or other structures within the territorial jurisdiction of the Association;
- b. agrees to abide by the bylaws of the Association; and

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- c. subscribes to the purposes of the Association and meets with the approval of the Board of Directors.

B. Associate Membership

Associate membership shall be open to any person, firm, or business entity:

- a. engaged in any allied trade, industry, or profession that conducts documented business within the territorial jurisdiction of the Association;
- b. agrees to abide by the bylaws of the Association; and
- c. who subscribes to the purposes of the Association and meets with the approval of the Board of Directors.

C. Affiliate Membership

Any individual who is employed by a Builder or Associate Member company.

D. Honorary Membership

Honorary membership is a local classification of membership only and shall not be members of FHBA or NAHB. Honorary members shall be entitled to all the rights and privileges as an Association member. Honorary members shall not pay local, state, or national annual dues. Honorary membership shall be open to any individual or business entity:

- a. designated by the Board of Directors of the Association from time to time for distinguished and unique service to the construction industry or to the home-buying public;
- b. elected by a two-thirds majority vote of the Board of Directors; and
- c. retained at each January Board of Directors meeting by a two-thirds majority vote of the Board of Directors; and
- d. cannot serve on any committees or hold office on any boards.

Section 2. Acceptance of Members

- A. Applicants for membership shall apply in a form satisfactory to the Board of Directors, which contains information showing that the Applicant meets the requirements of the preceding Section.
- B. Applicants approved and accepted by the Association (other than Honorary Members), upon payment of dues, shall be members of NAHB and FHBA, and while in good standing shall be entitled to the full benefits, services, and privileges of the respective associations.

Section 3. Suspension, Revocation, and Reinstatement of Membership

- A. The Board of Directors, by a two-thirds vote, may suspend, or revoke the membership of any member
 - a. for failure to meet his or her financial obligations to the Association; or
 - b. for conduct detrimental to the Association.

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The member shall be given at least ten calendar days' notice in advance of the meeting of the Board at which the vote is to be taken and shall be afforded a reasonable opportunity to be heard.

- B. A vote of two-thirds of the Board shall be required to reinstate any membership suspended or revoked under this section. Reinstatement shall be subject to such terms and conditions as the Board may impose.

Article IV – Dues

Section 1. Dues

The dues of the Association shall be payable at a rate:

- A. As established from time to time by the Board of Directors as to local dues. The Board of Directors may establish different dues amounts for different membership classes.
- B. As established from time to time by the NAHB and the FHBA, which the Association shall collect and remit in accordance with the requirements of the NAHB and FHBA associations. Any NAHB or FHBA association dues increase shall be automatically passed on to the local Association membership so to insure the financial stability of the Association.

Article V - Board of Directors

Section 1. Composition and Authority

At its annual meeting, the Association shall elect no less than 13 and no more than 17 Voting Members to the Board of Directors, hereafter referred to as the Board of Directors; however no less than fifty-one percent (51%) of the directors must be Builder Members. The Board of Directors (also referred to herein as the "Board") shall be the governing body of the Association. A director so elected shall hold office for two years, commencing on the first day of January following the election and terminating on the last day of December of the following year (two-year period), or until a successor is duly elected.

Section 2. Ex-Officio Members

The Immediate Past President shall be an ex-officio member of the Board with full voting privileges.

Section 3. Vacancies

Vacancies on the Board because of disability, death, or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Board. Persons so appointed will serve until the last day of December of that year, or until a successor is duly elected. Two consecutive absences without being excused by the Board from a duly authorized Board meeting shall constitute resignation; however, the Board has the right to excuse any

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absences.

Section 4. **National and State Directors**

The Board shall prescribe the method of selection of any National or State Director or Alternate Director to which the Association is entitled under the provisions and conditions prescribed in the bylaws of the NAHB and the FHBA. The selection shall be made only from among the builder membership for NAHB and FHBA State Builder Directors and Alternates, and from associate membership for State Associate Directors and Alternates. These directors and alternates shall have full voting privileges.

Section 5. **Life Directors**

The Board may elect from the builder or associate membership a Life Director under the following criteria:

- A. A builder or associate member candidate shall have served on the Board as a director for a qualifying period of ten (10) years, which may or may not be consecutive.
- B. Except as provided in Article V, Section 5.C, a majority of the Board present and voting shall be required to elect a Life Director. Life Directors shall serve as ex-officio members of the Board. Life Directors are eligible to vote only if they attend six (6) of the last twelve Board meetings in a calendar year and provided they maintain membership in good standing and have paid all of their dues. Life Directors shall serve in addition to the number of Directors of which the Association is entitled in accordance with the bylaws.
- C. Any member who serves as President or Vice President of the Association shall become a Life Director of the Board. Any member of the Association who becomes President of FHBA or NAHB shall become a Life Director of the Board. Any Associate Member of the Association who becomes the Vice President of FHBA becomes a Life Director of the Board.
- D. A Life Director who allows his/her membership to lapse loses the Life Director position. Life Directors are eligible for reinstatement after rejoining the Association and serving for one year on the Board.

Section 6. **Meetings**

Meetings of the Board of Directors shall be held as follows:

- A. Regular meetings of the Board shall be held monthly at a time set by the Board.
- B. Special meetings of the Board may be called by the President or upon the written request of a majority of the directors.
- C. Notice of the purpose, date, hour, and place of all meetings shall be given to the directors at least two business days in advance.

Section 7. **Voting**

Except as provided in Article XII, Section 3, and any other provision herein requiring a super majority, a simple majority vote shall decide an issue provided a quorum is present. Votes may be taken in person, by mail, or electronic means, bearing a signature

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(including electronic signature) of each member responding. All votes by electronic means must be unanimous in order to be approved and must be documented in the minutes of the next regular Board meeting. Notwithstanding the foregoing, any votes relating to any purchase and sale transactions specifically for the Scholarship Home may be approved by a simple majority of the Board voting in favor of the purchase or sale transaction.

Section 8. **Quorum**

The presence of more than one-half of the directors, exclusive of Life Directors, at a meeting shall constitute a quorum. However, all Directors present at a meeting of the Board of Directors, including Life Directors, who have met requirements to vote as stated in Article V, Section 5.B. or C., above, shall count toward the achievement of a quorum at that meeting.

Article VI - Executive Officer

Section 1. The Board of Directors shall employ an Executive Officer who shall serve as the chief administrative officer of the Association. The Executive Officer shall be a non-voting ex-officio member of the Board of Directors at a compensation deemed fair and proper and will report directly to the President. The Executive Officer shall have administration and staff duties assigned by the Board and shall be empowered to:

- A. Employ an adequate staff to carry on the business of the Association within the consent of the Board and at rates of pay within limits prescribed by the Board;
- B. Supervise the staff of the Association;
- C. Perform all duties delegated by the Board;
- D. Prepare for and coordinate all Board meetings and general membership meetings of the Association;
- E. Represent the Association at government and community functions as directed by the Board; and
- F. All other tasks normally performed by local association executive officers, as assigned from time to time by the President or Board.

Article VII – Officers

Section 1. The following officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of one year commencing on the first day of January following the election and terminating on the last day of December of that year, or until a successor is appointed; however, no person may be elected to be an officer position without first serving on the Board of Directors for at least one (1) year as a director. He or she must be a member in good standing.

- A. **President**, A. President, who shall be either (i) a builder member of the Association or (ii) an associate member of the Association, contingent upon nomination approval by a three-

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fourths majority vote of the Board of Directors. He or she shall preside at its meetings and those of the Board of Directors. He or she shall be the official spokesperson of the Association in matters of public policy. He or she shall serve as Chair of the Executive Committee and Chair of the Nominating Committee. He or she shall be an ex-officio member of all committees, and shall perform all other duties usual to such office, including but not limited to entering into commitments as necessary to further the Association business interests.

- B. **First Vice President**, who shall be either (i) a builder member of the Association or (ii) an associate member of the Association, contingent upon nomination approval by a three-fourths majority vote of the Board of Directors. He or she must serve as Chair or Co-Chair of a committee of the Association and shall perform such other duties as are assigned by the President. He or she shall, in the absence of the President, or upon his or her direction, perform all the duties of the President.
- C. **Second Vice President**, who shall be either (i) a builder member of the Association or (ii) an associate member of the Association, contingent upon nomination approval by a three-fourths majority vote of the Board of Directors. He or she must serve as Chair or Co-Chair of a committee of the Association and shall perform such other duties as are assigned by the President.
- D. **Secretary**, who shall be either (i) a builder member of the Association or (ii) an associate member of the Association, contingent upon nomination approval by a three-fourths majority vote of the Board of Directors. He or she shall keep a record of all the official proceedings of the association and its Board of Directors meetings, including the reports of special committees. He or she must serve as Chair or Co-Chair of a committee of the Association. Upon direction of the President, he or she may perform other duties appropriate to this office.
- E. **Treasurer**, who shall be either (i) a builder member of the Association or (ii) an associate member of the Association, contingent upon nomination approval by a three-fourths majority vote of the Board of Directors. He or she shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly report to the Board and an annual report to the membership. He or she must serve as Chair of the Finance Committee of the Association. Upon direction of the President, he or she may perform other duties appropriate to this office. The Treasurer shall not serve on the Audit Committee.
- F. **Immediate Past President**. The Immediate Past President shall not be elected but shall hold this position due to his or her service as President of the Association for the preceding year. He or she may serve as Chair or Co-Chair of a committee of the Association, and shall perform such other duties as are assigned by the President.

Section 2. Executive Directors Committee

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- A. There shall be an Executive Committee of the Association, composed of the President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, and Executive Officer. The President may also appoint one additional at large member from the Board of Directors, who shall serve a single one-year term. The Executive Officer shall be a non-voting *ex-officio* member of the Executive Committee of the Association. The Executive Committee shall not exceed seven (7) voting members in total.
- B. This Committee shall conduct the affairs of the Association in accordance with the bylaws, policies, and instruments of the Board.
- C. This Committee shall be the policy and steering committee of the Association and shall be responsible for establishing a budget for financing the Association, and for all matters of policy and public statements, subject to the approval of the Board.
- D. This Committee shall meet upon the call of the President, the Board of Directors, or any four of the Executive Board members, of which four members shall constitute a quorum.

Section 3. Succession of Office

- A. In the event of the absence, disability, resignation, or death of the President, then the First Vice President shall act as President of the Association. Should neither the President nor the First Vice President be able to serve for any of the foregoing reasons, then the Treasurer shall act as President. The officer so designated to act as President shall serve until the Board of Directors names from among its Board members a President to fill out the unexpired term.
- B. In the event of a vacancy, other than in the office of the President, the Board shall name from among its members a successor to fill out the unexpired term.

Article VIII – Elections

Section 1. Nominating Committee

- A. There shall be a Nominating Committee comprised of the President, Immediate Past President and three members appointed by the Executive Committee. The Nominating Committee shall meet each October to nominate a slate of officers and directors for the following year and the list shall be submitted to the Board in time for approval prior to the annual general membership meeting.
- B. The approved list of nominees shall be presented to the membership for a vote. Members may nominate additional qualified candidates at the annual meeting via motion. Whenever only one nomination for an elective office is presented to the membership, election shall be by voice vote.
- C. Whenever more than one nomination for an elective office is presented, the vote shall be by secret ballot. If more than two candidates are named for an elective office, a majority of the members voting shall be necessary to elect. If no candidate receives a majority on the first ballot, a second vote shall be taken upon the two leading candidates.

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Article IX – Meetings of the Membership

Section 1. **Annual Meeting**

An Annual Meeting of the membership of the Association shall be held each year, for the express purpose of electing officers and directors of the Association and taking up such other matters as may properly come before the general membership.

Section 2. **Monthly Meetings**

Regular meetings of the membership of the Association shall be held monthly, or at such other time as the Board may designate.

Section 3. **Special Meetings**

Special meetings of the membership of the Association may be called by the President or, if requested in writing, by a majority of the members of the Board of Directors. The purpose of the meeting is to be stated.

Section 4. **Notice of Meeting**

Notice shall be given of the purpose, date, hour, and place of all meetings to each member at least five business days in advance.

Section 5. **Voting Qualifications**

All members of the Association in good standing shall be entitled to vote at meetings of the membership except as may be provided in other sections of these bylaws. Firms, corporations, or partnerships holding membership in the Association shall be entitled to one vote which shall be cast by its duly designated representative.

Section 6. **Quorum**

A quorum at the Annual Meeting shall consist of one-fifth of the active total membership.

Section 7. **Voting**

A simple majority vote shall decide an issue provided a quorum is present.

Article X - Committees, Councils, and Taskforces

Section 1. The President or the Executive Officer, along with the advice and consent of the Board, shall establish Standing Committees, Councils and Taskforces for the Association except as may otherwise be specifically provided for in these bylaws.

Section 2. The Chair and members of all committees, councils and taskforces of the Association shall be appointed by the President or the Executive Officer except as otherwise specifically provided in these bylaws.

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- Section 3. The President or the Executive Officer may, with the advice and consent of the Board, remove the Chair or member(s) of any committee, council or taskforce appointed pursuant to this Article.
- Section 4. The President may appoint special committees, councils and taskforces as he or she from time to time deems advisable.
- Section 5. Meetings of all committees, councils and taskforces shall be upon the call of the Chair.
- Section 6. A simple majority vote in the committee, council or taskforce shall decide an issue, provided a quorum is present.
- Section 7. The presence of one-half of the committee, council or taskforce members at a meeting shall constitute a quorum.
- Section 8. **Policies**
Committees, councils, and taskforces of the Association may recommend new policies or changes to existing policies related to their respective areas of responsibility. Such new policies or changes to existing policies shall not take effect until approved by the Board of Directors. All such policies shall remain subject to review, amendment, or repeal by the Board of Directors at any time. In the event of a conflict between a committee, council, or taskforce policy and these bylaws, the bylaws shall govern. In the event of a conflict between two such policies, the Board of Directors resolve the conflict.

Article XI - Finances

- Section 1. **Fiscal Year**
The fiscal year of the Association shall be the year commencing on the first day of January and terminating on the last day of December.
- Section 2. **Budget**
The Board of Directors shall adopt a budget for each fiscal year, and the Association shall function within the total of such budget. The Association must operate on a planned annual budget that does not require deficit financings.
- Section 3. **Non-Budgeted Expenditures**
Any non-budgeted expenditure up to \$2,500 must be authorized and approved by the Board of Directors by a simple majority vote. Non-budgeted expenditures over \$2,500 must meet the following requirements:
- A. A vote on any non-budgeted expenditure over \$2,500 requires approval of more than two-thirds of the voting directors present at the meeting.
 - B. Any non-budgeted expenditure over \$5,000 shall be presented to two consecutive Board

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meetings, with a final vote being taken at the second meeting, with the following exception: If a vote is called for at the first Board meeting and passes unanimously, i.e. one hundred percent of the voting directors present at the meeting voting favorably on the motion, then no second Board meeting consideration/vote is required. If the motion fails to pass unanimously at the first Board meeting, it may be reconsidered at the next scheduled meeting. The vote at the second Board meeting requires approval of more than two-thirds of the voting directors present for passage.

- C. **Protective Clause.** In the event of an unforeseen emergency or legal obligation that threatens the Association's ability to operate, the Board of Directors may authorize a non-budgeted expenditure in excess of \$5,000 without the two-meeting requirement, provided the expenditure is approved at a properly noticed regular or special meeting (not a vote by electronic means) by at least two-thirds of the entire Board of Directors and fully recorded in the official minutes.

Section 4. **Dues/Other Monies**

Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of the Association shall be made on the signatures of the Executive Officer plus one other authorized member of the Board.

Section 5. **Audit**

There shall be an annual review of the finances of the Association by an internal Audit Committee consisting of at least three persons who are not eligible to sign checks; and this, together with a report from the Treasurer, shall be submitted to the Board of Directors for approval.

Section 6. **Dissolution**

Upon the dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (6) of the Internal Revenue Code, or corresponding section of any future federal tax code; or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XII – Scholarship Program

Section 1. **Purpose.**

The Association may establish scholarship programs and fundraising projects, including but not limited to the construction of a Scholarship Home, to provide educational opportunities consistent with the purposes of the Association.

Section 2. **Policies.**

Policies governing the Scholarship Program shall be proposed by the Scholarship Committee and approved by the Board of Directors. Such policies shall include, but not be limited to,

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financial guidelines, builder selection, donation tracking, and reporting requirements.

Section 3. **Construction Cost Cap.**

The cost to construct the Scholarship Home, including lot, labor and materials, shall not exceed sixty-five percent (65%) of the current conforming loan limit established by Fannie Mae and Freddie Mac.

Article XIII – Bylaws: Review & Amendments

Section 1. At the beginning of each calendar year the Executive Committee will review the Bylaws to determine if any revisions are required. If required, the Executive Committee will follow the procedures outlined in Section 2 below. Annually, if no revisions are required; the incoming President will initial and sign the Bylaws. If revisions are required; the incoming President will initial and sign the revised Bylaws.

Section 2. The Executive Committee shall act as the Bylaws committee to recommend changes to the Board of Directors. These bylaws may be amended by a two-thirds majority vote of the Board of Directors at a regularly scheduled Board of Directors meeting or other special meeting of the Board of Directors as provided for in Article VI, Section 6 of these bylaws. All members of the Board of Directors will be notified of any proposed changes to the bylaws not less than seven days prior to said meeting. The amendment shall become effective immediately upon its passage.

Section 3. All versions of Bylaws prior to this version are hereby revoked.

Article XIV – Rules of Procedure

Section 1. The most current version of the Roberts' Rules of Order shall govern the parliamentary procedure for meetings of the Association Board of Directors and the Executive Committee.

Section 2. The most current version of the Robert's Rules of Order shall govern the conduct of meetings required by the Bylaws and for the conduct of committee meetings.

Article XV – Indemnification


Section 1. In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Association shall indemnify, defend and save harmless any person, his heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such a person shall be threatened, by




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reason of such person's being or having been a Member, Director, Officer, Committee Member, Employee or Agent of the Association or serving or having served in any capacity in any other organization at the request of the Association unless with respect to any matter such person to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.

Adopted this 25th Day of November 2025, by the Board of Directors of the Bay Building Industries Association, Inc.

Signed: 

Cosheene Timson, President

Signed: 

Stacy Roberts, Executive Officer