

AEC Trendsetters of Florida

Official Bylaws

ARTICLE I: NAME

Section A: Name – The name of this organization shall be AEC Trendsetters of Florida.

ARTICLE II: PURPOSE

Section B: Purpose – The purpose of this organization shall be:

1. *Mission:* To create a platform for Architects, Engineers, and Construction professionals to collaborate together to strengthen the industry and better the local community.
2. To form an organization for local professionals to learn about current topics, discuss common concerns among the AEC community, bridge the gap between older proven methods and new innovative methods, and collaborate on best practices and possible solutions to common concerns.
3. To achieve a strong presence in the county over time that can be used to make changes to improve the industry as whole by ensuring Architects, Engineers, and Construction professionals work together.

ARTICLE III: MEMBERSHIP & DUES

Section A: Member Titles and Eligibility –

Official Members: Title- AEC Trendsetter

80% of all Membership shall be open to individuals working for an Architecture, Engineering, Design, or Construction Company, also to include facilities departments and government officials..

20% of all Membership shall be open AEC affiliates defined as individuals working for organizations that support the AEC community directly or indirectly. Examples of Affiliate Members: Building Materials companies, Permitting companies, Surveying Companies, Realtors, Developers, Staffing Agencies, Print Companies, Software vendors, Insurance Companies, Law Firms, etc.

Membership activated upon approval by the Board Directors in adherence to the required membership ratio and upon payment of the dues as outlined in Section B.

Section B: Dues –

All Membership for the year 2015 is free. Beginning January 2016 all dues will be as follows:

Official Members:

Dues shall be \$ 200 per year. Membership includes free entry to all 6 Industry Interaction events and Seminars, with discounted rates for any additional charity events if need be . Dues will be collected in January of every year; failure to pay dues will result in the suspension of membership until such time as dues are paid. First year dues will be **pro-rated on a quarterly basis** from the time you joined.

Company Dues shall be \$ 480 per year. Membership allows up to 3 representative of the company to attend all 6 Industry Interaction Nights and Seminars for free as well as utilize the discounted membership rate for the additional charity events. Dues will be collected in January of every year; failure to pay dues will result in the suspension of membership until such time as dues are paid. First year dues will be pro-rated on a quarterly basis from the time you joined.

AEC Trendsetters of Florida

Official Bylaws

ARTICLE IV: OFFICERS

Section A: Officers – The officers shall be a President, Vice-President, Secretary, and Treasurer.

Section B: Election – Officers will be nominated by members of the Board or self-selected. Nominees that have accepted their nomination will then be voted on by the Board by majority vote.

Section C: Eligibility – Officers must be a member of the Board. Officers must be willing to dedicate their time to the Board, to the planning of events, and to the management of the organization.

Section D: Term of Office– The officers shall hold office for a term of good behavior and until their successors is elected.

Section E: Removal – The Board may remove any Officer for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement clearly explaining the reason or reasons for removal have been mailed and emailed to the Officer proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a hearing notice of the time and place where the Board is to take action on the removal of the Officer. The Officer shall be given an opportunity to address the concerns of the board and the matter will be thoroughly considered by the Board at the hearing mentioned in the notice. Hearing will conclude with the vote for removal, Board must have 2/3 vote to take action. Hearings may take place at any regular or special meeting of the Board as long as notice is provided to the Officer proposed for removal. Once the notice has been mailed and emailed to the Officer proposed for removal, his/her duties will then be suspended until the date of the hearing and the Officer may choose an alternate or forfeit his/her opinion in the matters of the Board during that time.

Section F: Vacancy – If, by reason of death, resignation, or removal from office, there is a vacancy in the office of the President, the Vice-President shall assume the office for a term of good behavior. Vacancies in any other office shall be filled by special election.

Section G: Resignation or Refusal from Office – The only evidence of a refusal to accept, or of a resignation from office, shall be an instrument in writing, declaring the same, and subscribed by the person refusing to accept or resigning, as the case may be, and delivered to the Board of Directors.

Section H: Duties of Officers

President – it shall be the duty of the President to:

- Chief executive officer and leader of the association
- Presides at all meetings of the board and membership
- Executes legal documents on behalf of the association
- Sets meeting agendas and controls all meetings
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.

Vice-President – It shall be the duty of the Vice-President to:

- Performs all of the duties of the president in his/her absence
- Typically shares some of the burden of the president regarding appearances, liaison, public hearings, etc.
- Usually assigned liaison responsibility to specific staff or contractors, and to specific committees
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.

Secretary – It shall be the duty of the Secretary to:

- Prepare and distribute board and membership meeting agendas, minutes, and materials referred to in minutes
- Maintains minutes and book on all meetings

AEC Trendsetters of Florida

Official Bylaws

- Maintains all official records, including official correspondence, contracts, membership roster, etc.
- Issue notices of meetings and conduct the general correspondence of the club
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.

Treasurer – It shall be the duty of the Treasurer to:

- Receive all funds and process Requests for Payment from members and sponsors, Deposit Slips, and Officer Signature forms.
- Develops and submits annual operating budget for approval
- Maintains adequate records of all association financial transactions
- Prepares period financial reports
- Arranges, subject to board approval, an independent audit of financial affairs
- And such other duties applicable to the office as prescribed by the parliamentary authority adopted by the organization.

Section I: Salaries – The officers shall receive no compensation for services as officers, but may receive reimbursement for reasonable and necessary expenditures incurred on behalf of the Organization. As an officer, membership is automatically established and Officers no longer have to pay dues.

ARTICLE V: MEETINGS

Section A: Meetings – Meetings are held bi-monthly, and alternate between Industry Interaction Nights and Seminars for Education. Meetings are scheduled for the Wednesday or Thursday during the last two weeks in March, May, July, September, and November. The Annual Meeting is held in January of each year. Community Outreach events are scheduled in partnership with the Board's chosen charity organizations.

Section B: Regular Board Meetings – The Board shall meet at least six (6) times per year, not to include the annual meeting, held in January of each year. Notice shall be given to each Director at least five (5) days prior to the date of every regular meeting of the Board.

Section C: Quorum – Fifteen (15) bodies of the membership shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors when discussing matters of amendments or changes conflicting with the bylaws of this organization. For all other regular or special meetings, the majority of the number of Directors of the Board present at any meeting shall constitute a quorum, and the act of the majority shall be the act of the organization.

Section D: Special Meetings – Special meetings of the Board of Directors may be called by the President to discuss matters of business with the organization. Directors may call a Special Meeting by a majority of the Board filing a written or electronic request for such a meeting with the President and stating the object, date, and hour therefore. Due notice of special meetings shall be given seven (7) days prior to such a meeting. Members are also allowed to call to Special Meetings with Board providing a petition to the President stating the object of the meeting and bearing the signature of 25 supporting members.

Section E: Meeting Format – The Board shall select its own meeting format in any method allowed by the laws of the state of Florida. Meeting formats may include meetings by email, video conferencing, phone, or in-person. Any such meeting, whether regular or special, complying with Sections B, or D, shall constitute a meeting of the Board of Directors and shall subscribe to the policies, procedures, and rules adopted by the Board.

Section F: Action – Any action required by the Board of Directors may be taken without a meeting, if all Directors receive notice of said proposed action in writing or by email, and a majority of Directors consent thereto in writing or by email. Response to the information shall constitute a waiver of notice requirements.

AEC Trendsetters of Florida

Official Bylaws

The writing(s) or email(s) shall be filed with the minutes of proceedings of the Board and maintained in the official files. The quorum requirement for any such action shall be as stated in Section C.

Section G: Proxy and Alternates – Voting by Directors by proxies shall be permitted.

An absentee Board member may designate an alternate to represent him or her at a Board meeting provided they introduce the designated proxy in person at a prior Board meeting and provide a statement that this alternate shall have the authority to speak for the Director in case of absence regarding all matters of the Board and the authority to vote by proxy. No Director may have more than one alternate and no proxy will be permitted if the requirements are not met. Voting by Proxy is not permitted for any Officers.

Section H: Parliamentary Authority – Robert's Rules of Orders, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE VI: BOARD OF DIRECTORS

Section A: Board Composition – Board is composed of four (4) Officers and seven (7) Directors. Officers are elected by the Board of Directors. The Board of Directors has been established to incorporate a broad spectrum of the disciplines this organization serves. Each member shall serve for a term of good behavior and until a successor is elected.

Section B: Responsibility – Management of this organization shall be vested in the Board of Directors responsible to the entire membership to uphold these bylaws. Directors has the authority to spend money, enter contracts, borrow money, and represent the membership in dealing with the public, government agencies, and other organizations. The Board of Directors has the authority to make organization rules as long as they do not conflict with or contradict the bylaws or principles of the organization.

Section C: Membership – This Board shall consist of a total of 11 members chosen to represent Architects, MEP Engineers, Structural or Civil Engineers, Architectural designers, Interior Designers, Virtual Design and Construction, and General Contractors. There must be at least one member of the Board to represent each of these specific disciplines and there may be at most only three members on the board that represent supporting industries such as law, accounting, insurance, staffing, etc.

Section D: Regular Board Meetings - This Board shall meet at least once between regular meetings of the organization to schedule and plan future activities. This means the Board shall meet at least six (6) times per year, not to include the annual meeting, held in January of each year. Notice, written or by email, shall be given to each Director at least five (5) days prior to the date of every regular meeting of the Board.

Section E: Term of Office– Directors shall hold office for a term of good behavior and until their successors is elected.

Section F: Removal – The Board may remove any Director for cause by two-thirds (2/3) vote of all Directors then in office, at any regular or special meeting of the Board, provided that a statement clearly explaining the reason or reasons for removal have been mailed and emailed to the Director proposed for removal at least thirty (30) days before any final action is taken by the Board. This statement shall be accompanied by a hearing notice of the time and place where the Board is to take action on the removal of the Director. The Director shall be given an opportunity to address the concerns of the board and the matter will be thoroughly considered by the Board at the hearing mentioned in the notice. Hearing will conclude with the vote for removal, Board must have 2/3 vote to take action. Hearings may take place at any regular or special meeting of the Board as long as notice is provided to the Director proposed for removal. Once the notice has been mailed and emailed to the Director proposed for removal, his/her duties will then be suspended until the date of the hearing and the Director may choose an alternate or forfeit his opinion in the matters of the Board during that time.

AEC Trendsetters of Florida

Official Bylaws

Section G: Vacancy – If, by reason of death, resignation, or removal from office, there is a vacancy in the Board the seat shall be filled by special election respecting the requirements for the disciplines that must be represented in the Board. Upon acknowledgement of the death, resignation, or removal of a Director, the remaining Directors then in service will make nominations. Once nominations have been accepted by the candidates, ballots will be made for majority vote by the Board.

Section H: Resignation or Refusal from Office – The only evidence of a refusal to accept, or of a resignation from office, shall be an instrument in writing or email, declaring the same, and signed by the person refusing to accept or resigning, as the case may be, and delivered to the Board of Directors.

Section I: Salaries – The Directors shall receive no compensation for services as members of the Board, but may receive reimbursement for reasonable and necessary expenditures incurred on behalf of the Organization provided approval from the Treasurer. As a Director, membership is automatically established and Directors no longer have to pay dues.

ARTICLE VII: COMMITTEES

Section A: Committees – The Board has the right to establish temporary or permanent committees to enact or support the responsibilities of the Board, if they deem such a committee is necessary to ensure that the daily functions of the organization continue to operate effectively.

ARTICLE VIII: AMENDMENTS

Section A: Selection – these bylaws may be amended by a two-thirds (2/3) majority vote of the Board and the quorum.

Section B: Notice – All members shall receive advance notice of the proposed amendment at least five (5) days before the meeting. The time may be extended to the following meeting if there are not enough members in attendance for the quorum. All members should receive a copy of the new revision and a letter explaining the major changes between the current bylaws and the proposed revision.

Section C: Amendment Procedure – Amendments can be made by the Board and presented at a special meeting of the Board, provided a copy of the amendments have been sent to the membership along with a five (5) day notice of the special meeting. If there is much debate about the Amendments, the Board reserves the right to establish a review committee to work through disagreements at the committee level not during regular Board Meetings.

The Committee, if established, should ask the entire membership to submit suggestions about any changes to the bylaws and the committee should consider all suggestions carefully. When the committee is done with creating a proposed revision, it needs to present the revision to the membership at the next special meeting of the Board providing notice and bylaw procedures are met.

Although not voted upon in this manner, the bylaw revision will be considered, presented, discussed, and amended article by article during the special meeting or series of special meetings as needed. After an article is read, the article will be open to the membership to discuss, ask questions, or propose further amending. Once each article has been read, discussed, opened to the membership, any amendments to the revised article will be finalized and a final special meeting will be called to conduct the two-thirds (2/3) vote on the adoption of the Revised Bylaws.