

BY- LAWS



CAPE CORAL CONSTRUCTION INDUSTRY ASSOCIATION, INC.

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BY-LAWS
CAPE CORAL CONSTRUCTION INDUSTRY ASSOCIATION, INC.

ARTICLE I
NAME & LOCATION

Section 1. The principal office of the Association shall be located in Cape Coral, Florida, or such other place as the Board of Directors may, from time to time designate.

ARTICLE II
TERRITORIAL JURISDICTION

Section 1. This Association shall operate for the benefit of those engaged in construction and allied industries in the City of Cape Coral, County of Lee, State of Florida.

ARTICLE III
OBJECTIVES

- Section 1. The objectives of this Association shall be:
- A. For the Association to voice its unified opinions in legislative matters relating to the construction industry through our elected legislative officials.
 - B. To associate the building industries within the above described jurisdiction, for the purpose of mutual advantage and cooperation.
 - C. To comply with all laws, Federal, State and local, and to promulgate and abide by a CODE OF ETHICS.
 - D. To operate without profit and no part of the income of the Association shall inure to the benefit of any individual member.

ARTICLE IV
MEMBERSHIP

Section 1. Membership in this Association shall be limited to persons, firms, or corporations, who are qualified in accordance with Section 2. Each Member, regardless of the number individuals, partners, officers, shareholders or directors of a member, participate in the Association, shall be eligible to no more than one (1) vote. A Member shall have no more than one (1) voting Board Member.

Section 2. A. Membership of the Association shall be classified by the following Sections:

1. GENERAL CONTRACTOR
2. SUB CONTRACTOR
3. SUPPLIER
4. AFFILIATE
5. HONORARY
6. ASSOCIATE

B. Upon being approved for membership in the Association, a member, who has qualified under section 3, hereof, as either a General Contractor, Subcontractor, Supplier, Affiliate, Honorary, Associate shall be entitled to membership in the appropriate Section as described above.

Section 3. Qualifications for membership in this Association shall be in accordance with the following classifications.

- A. **GENERAL CONTRACTOR:** Any person, firm, or corporation actively engaged in the construction of buildings and licensed to do so in the City of Cape Coral.
- B. **SUBCONTRACTOR:** Any person, firm, or corporation actively engaged in the construction industry, whose principal business is a part of the construction of buildings, or the activities of a general contractor and, who is licensed to do so in the City of Cape Coral.
- C. **SUPPLIER:** Any person, firm, or corporation, whose principal business is the supply of raw materials used by a general, or subcontractor and, who is licensed to do so.

- D. **AFFILIATE:** Any person, firm, or corporation, engaged in any industry, or profession, of which, a portion of their business is connected to the construction industry and are authorized to do business in the City of Cape Coral.
- E. **HONORARY:** Bestowed to all Past Presidents and at the discretion of the Board of Directors and subject to annual review. Honorary memberships bestowed to Past Presidents are individual memberships, not affiliated with any business.
- F. **ASSOCIATE:** Any person, firm, or Corporation, which does not fall under General Contractor, Subcontractor, Supplier, or Affiliate.

Section 4. Application for membership in this Association shall be made in the following manner:

- A. Candidate shall submit his application, in writing, on a form supplied by the Association, containing an agreement to abide by the Articles of Incorporation and By-Laws and so serve the CODE OF ETHICS of this Association.
- B. The Board of Directors shall be vested the exclusive right to accept the membership, and such authority can be delegated to the Executive Director/CEO.

Section 5. Suspension, Termination and Reinstatement shall be accomplished in the following manner:

- A. Any member, whose dues are not paid in full within three (3) months after they become due and payable, may be dropped from membership by a majority vote of the Board of Directors, based on quorum at a monthly Board meeting.
- B. Any member may be censured, suspended, or expelled from this Association upon a vote of two-thirds (2/3) of the board of directors present at any meeting that may vote upon the matter, if it shall be considered desirable, or in the best interest of the Association and its members that the said member be censured, suspended, or expelled.

- C. A vote of two-thirds (2/3) of the Board of Directors present at any meeting shall be required to reinstate any member, who has been expelled, or suspended pursuant to the provisions of Section 5B.

Section 6.

Meetings of the Membership shall be held as follows:

- A. The meeting for the election of officers and directors shall take place at the Annual Meeting during the month of November.
- B. Regular meetings of the membership of this Association may be held on the second (2nd) Thursday of each month, or on such other date as may be selected.
- C. Special Meetings of the membership of this Association shall be called at any time by the president, or by the Board of Directors, or by petition of at least ten percent (10%) of the membership.
- D. Notice shall be given of the date, hour and place of all meetings in writing to each member at least five (5) days in advance. No regular meeting, however, shall have its proceedings invalidated for lack of this notice, if a quorum is present at such meeting.

Section 7.

The conduct of meetings in this Association shall be governed by the rules set forth in, "Robert's Rules Of Order", revised, latest edition.

ARTICLE V
FISCAL YEAR

Section 1.

The fiscal year of this Association shall be the calendar year.

ARTICLE VI
DUES AND MEMBERSHIP CERTIFICATE

- Section 1. Dues and initiation fees shall be determined by the Board of Directors.
- Section 2. Each member shall receive a membership certificate upon membership to the Association.

ARTICLE VII
BOARD OF DIRECTORS

- Section 1. The governing body of this Association shall be its Board of Directors. The Board of Directors shall consist of the President, Vice President, Treasurer, seven (7) Directors-at Large, the four (4) representatives of the General Contractor, Sub, Supplier, and Affiliate/Associate sections and the Immediate Past President. The Officers/Directors shall be elected from and by the membership, as hereinafter prescribed at the Annual Meeting. Ex-officio Board Members may serve as the representatives to outside organizations at the direction of the Board of Directors per Section 7. Chairman Emeritus positions may be held on the Board of Directors per Section 8. The Executive Director shall be a non-voting member of the Board of Directors.
- Section 2. Two (2) directors-at-Large shall be elected to serve for a period of two (2) years and five (5) Directors-at-Large shall be elected to serve for a period of one (1) year. Each of the two-year Directors shall be elected bi-annually and in alternating years.
- Section 3. Any Director can be removed with cause by a two-thirds (2/3) vote of the Board.
- Section 4. The president shall be Chairman of the Board of Directors.
- Section 5. Vacancies on the Board of Directors occasioned by death, resignation, or other cause, shall be filled by appointment by the Board. The member, so appointed, shall serve until the next Annual Meeting of the Membership.
- Section 6. Meetings of the Board of Directors shall be held as follows.
- A. An Annual Meeting of the Membership shall follow the Annual Meeting of the Board of Directors.

- B. Regular Meetings of the Board of Directors shall be held on the second (2nd) Thursday of each month, or on such other date as the Board may direct.
- C. Special Meeting of the Board of Directors may be called by the president, or upon formal request, in writing, of three (3) of its voting Board Members.

Section 7. Ex-Officio
The Board of Directors may appoint Ex-Officio members to the Board, who are in good standing with the Association. Ex-Officio's are non-voting members of the Board of Directors. The Board of Directors can remove/replace Ex-Officio positions at any given time by majority vote, based on quorum. One Ex-Officio position shall serve as General Counsel.

Section 8. Chairman Emeritus
The Board of Directors may appoint up to (5) Chairman Emeritus, which shall be non-voting members of the Board of Directors. The Chairman Emeritus position may be held by any Past President, who's in good standing with the Association. The Board of Directors can remove/replace Chairman Emeritus positions at any given time by majority vote, based on quorum.

Section 9. Staff
The Board of Directors shall employ an Executive Director and shall fix the salary and other considerations of employment. Immediately following the fiscal year end, the Executive Committee shall evaluate the Executive Director/CEO and make a recommendation to the Board of Directors for appropriate action within the parameters of the annual budget and employment contract, or at their discretion

ARTICLE VIII **OFFICERS**

Section 1. The following officers shall be elected from and by the membership at its Annual Meeting and shall hold office for a term of one (1) year, or until their respective successors shall have been elected and duly qualified.

- A. A President, who shall be the Chief Officer of this Association, shall preside at its meetings and those of the Board of Directors and the Executive Committee. The President shall appoint all committees and shall perform all other duties usual to such office.

- B. A Vice President, who shall, in the absence of the President, or upon his direction perform all of the duties of the President, The Vice President shall also serve on the Executive Committee.
- C. A Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall also serve on the Executive Committee.
- D. The term of each officer shall be for a period of one (1) year, such period being from January 1 to December 31 inclusive, of each year. If no successor is elected and qualified, by the time an officer's term has expired, such officer shall remain in office until such time as his successor shall be elected and qualified.
- E. The offices of the President and Vice President shall be limited to members of the General Contractor, Sub Contractor or Supplier section. Two additional Director At Large position may be held by an Affiliate or Associate section.

Section 2. Any officer may be removed, with cause by a two-thirds (2/3) vote of the entire Board of Directors. Once an officer is removed, they will no longer retain a Board seat.

Section 3. Vacancies in offices occasioned by death, resignation, or other caused, may be filled by appointment by the Board until the next Annual Membership Meeting.

Section 4. Executive Director/CEO
The Executive Director/CEO shall be the Chief Administrative and Executive Officer. The Executive Director/CEO shall serve as Secretary to the Board of Directors and cause to be prepared notices, agendas and minutes of meetings of the Board and Committees.

Section 5. General Duties of Executive Director/CEO
The Executive Director/CEO shall serve as advisor to the President of the Board and Business Plan Committee on program planning and shall assemble information and data and cause to be prepared special reports as directed by the Business Plan of the CCCIA.

Section. 6 Status of Executive Director/CEO
The Executive Director/CEO shall be a non-voting member of the Board of Directors, the Executive Committee, the Finance Committee and all committees.

Section 7. Business Plan Duties of the Executive Director/CEO
With the assistance of the Committee Chairman, the Executive Director/CEO shall be responsible for administration of the Business Plan in accordance with the policies and regulations of the Board of Directors.

Section 8. Supervision of Employees
The Executive Director/CEO shall be responsible for hiring discharging, directing and supervising all employees in accordance with the procedures and policies established by the Board of Directors. All employees shall report directly to the Executive Director/CEO.

ARTICLE IX **BY-LAWS**

Section 1. These By-laws may be amended by a majority vote of the membership at any General Membership meeting, if a quorum is present.

Section 2. Each member shall receive a copy of the By-laws of the Association.

ARTICLE X **VOTING QUORUM**

Section 1. The voting privileges shall be limited as follows:

A. At meetings of the membership, only members in good standing shall have the right to vote. Firms, Corporations, or Partnerships holding membership shall be entitled to only one (1) vote, to be cast by a duly designated representative.

B. At Meetings of the Board of Directors, only members of the Board, excluding ex-officio members and Chairman Emeritus, shall have the right to vote.

Section 2. A. No vote of the Membership or Board of Directors shall be accepted by proxy.

Section 3. A majority vote on any measure will be determined as follows:

A. A vote of the majority of the quorum present at any meeting of the Membership, or at any Meeting of the Board of Directors shall determine any measure, unless otherwise provided herein.

Section 4. A quorum of the Membership, at any meeting, shall be determined as follows:

- A. A quorum of the Membership shall consist of not less than ten percent (10%) of the members of this Association.
- B. A quorum of the Board of Directors shall consist of not less than fifty percent (50%) plus one (1).

ARTICLE XI **ELECTIONS**

Section 1. The Nomination Committee shall:

- A. Throughout the year, as needed, members of the Nomination Committee shall meet to discuss potential candidates to fill vacant Director Seats.
- B. Solicit and consider the recommendations of the membership, as individuals, as to candidates for each office to be filled.
- C. At least thirty days prior to the September board meeting the Executive Director shall announce at the General Membership meeting and publish in the CCCIA publications, the number of vacancies for Directors, the method for obtaining and submitting applications, and the Nomination Committee deadline for accepting applications. An applicant is qualified to submit an application if that person, or the member company which that person represents, is a member in good standing of the CCCIA. Submission of an application is the applicant's agreement to serve if elected.
- D. Prior to the October Board of Directors meeting, the Nomination Committee shall present to the Executive Director a recommended ballot containing the names of all qualified candidates who have applied for election. The Nomination Committee shall indicate by a mark next to a candidate's name whether it recommends that candidate for election. The Nomination Committee may also summarize each candidate's qualifications and accomplishments on the ballot. The Executive Director shall include a copy of each candidate's application in the information packet for each member of the Board of Directors prior to the October Board of Directors meeting.

- E. Upon receipt of the Nomination Committee’s recommended ballot at the October Board of Directors meeting, the Board of Directors shall ratify the ballot and make a report of its nominations at the Regular Meeting, one (1) month prior to the Annual Meeting.
 - F. Additional nominations may be made from the floor at this meeting.
 - G. Nominations shall be closed at this meeting.
- Section 2. Votes will be taken and the officers elected based upon results of a secret ballot held at the Annual Meeting (November).
- Section 3. Whenever there shall be more than one (1) nomination for an elective office, votes shall be taken by secret ballot prepared and printed under the direction of the Executive Director of the Association.
- Section 4. In the event that more than two (2) candidates are named, a plurality of those voting shall be necessary to elect. In the event of a tie vote, a second vote shall be taken upon the two- (2) leading candidates.
- Section 5. In the Annual Election of seven (7) Directors-at-Large, the candidate with the highest number of votes shall serve a two- (2) year term and the candidates with the second, third and fourth highest number of votes shall serve a one- (1) year term. In the event of any tie vote between candidates receiving the first, second, third, or fourth highest number of votes, a second vote shall be taken, between such candidates (beginning with the highest tie vote and preceding in descending order): the candidate losing the second vote shall be deemed to be the next highest vote candidate and shall automatically be elected to the office determined by the above stated priority. Following a tie-breaking second vote, all other non-tied candidates shall be automatically elected to the office determined by the above stated priority.
- Section 6. In the event an election is not completed at the November Meeting, or at a Special Meeting, or meetings thereafter, the elections shall be resumed at the next regular meeting and continue from regular meeting to regular meeting until it is concluded.

ARTICLE XII
COMMITTEES

- Section 1. There shall be the following committees:

- A. The Executive Committee shall consist of President, who shall serve as Chairman, Vice President, Treasurer, Immediate Past President and one (1) member of the Board of Directors, appointed by the President, from the membership. This Committee shall conduct the affairs of the Association in accordance with the By-laws, Policies and instructions of the Board of Directors. It 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 of Directors. This Committee shall meet upon the call of the President, the Board of Directors, or any four (4) of its members, stating the time, date and place of such meeting. Four (4) members shall constitute a quorum.

- B. The Nomination Committee shall be composed of the Executive Committee (5) and one (1) more representative appointed from the membership by the President, with the approval of the Board of Directors, at the first annual meeting of the Board of Directors. The Vice-President shall head this committee.

- C. The AIM Committee shall be composed of four (4) or more members and shall meet upon the call of the Chairman of the committee. One-half (1/2) of the members shall constitute a quorum. In addition to building membership, the AIM Committee will look at projects for the Association to take on to foster good will in the Community.

- D. The Business Plan Committee shall be composed of the President, Immediate Past President, Vice-President and (2) members at-large of the Board of Directors. The Business Plan Committee shall appoint a Chairman to the Committee. The Business Plan Committee shall coordinate the Business Plan presentation at the annual Board Retreat and oversee the implementation of the approved Business Plan by the Board of Directors.

- E. The Board of Directors may appoint other committees as needed.

Section 2. Where the President does not appoint committees completely, then the chairman of such committees may appoint members to fill any vacancies. Where the President does not designate a chairman, the members of the committee are hereby empowered to elect one of their members as chairman

ARTICLE XIII
FINANCE

Section 1. Dues and other moneys collected by this Association shall be placed in a depository selected by the Board of Directors and payments from the funds of this Association shall be made on the signature of the Treasurer, President, or Executive Director and any other person so authorized by the Board of Directors, with (2) signatures required.

Section 2. The Board of Directors shall adopt a budget for each calendar year at the last Board meeting of the fiscal year and this Association shall function within the limits of such a budget; unless an expenditure, not included in the budget, is authorized by a majority vote of the Board of Directors, at which, a quorum is present.

ARTICLE XIV **NOTICES**

Section 1. Members shall furnish the Secretary with their official physical and e-mail address and fax number. Wherever these By-laws require the sending of notice, the mailing of notice to such address shall be deemed service of such notice, as of the date of mailing.

Section 2. Service or delivery of any documents required or permitted under these by-laws can be accomplished by fax, e-mail, hand delivery, or United States mail.

LEGAL NOTICE

In the event of the liquidation, or dissolution of this corporation, remaining assets shall be distributed to an organization or organizations qualifying under Section 501 (C) (3) of the U.S. Internal Revenue Code of 1954, as amended.

ARTICLE XV **CODE OF ETHICS** **PREAMBLE**

The Construction Industry is a cornerstone of the American free enterprise system. Members of this Association should recognize that the creation of adequate housing, in a healthy and safe environment, is essential to the best interests of Cape Coral and its citizens.

By accepting membership in the Cape Coral Construction Industry Association, a member should agree these interests impose an obligation and a responsibility to maintain and improve a high standard of honor and integrity within their profession.

He should therefore, pledge himself to conduct his business in accordance with this CODE OF ETHICS:

1. A member should keep informed on matters affecting the construction industry in their community; state and nation so that they may be better able to contribute responsibly to public thinking on such matters and to advise their clients properly.
2. A member should protect the public against fraud, misrepresentation and unethical practices. They should endeavor to eliminate such practices, which could be damaging to the public, or bring discredit upon their profession.
3. They should seek no unfair advantage over other members and conduct their business so as to avoid controversies.
4. They should be willing to share with other members the lessons of their experience.
5. A member should avoid exaggeration, misrepresentation and concealment of pertinent facts in his or her business dealings.
6. A member should not accept commission, rebates, kickbacks, or extra profits, without their client's full knowledge and consent.
7. A member shall not publicly disparage the business practice of a competitor, or volunteer an opinion of a competitor's abilities, or methods.
8. A member shall not directly, or indirectly solicit the services or affiliation of another member's employee without prior notice to said member.
9. A member should always be ready to assist a governmental agency in formulating regulations for the construction industry and to help avert the abuse of such power.

ARTICLE XVI
**INDEMNIFICATION OF DIRECTORS,
OFFICERS, AND OTHERS**

Action against Party Because of Corporate Position

Section 1. The corporation shall indemnify any person who was or is a party or is threatened to be made a party of any proceeding. Whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation. Or is or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Indemnification shall include expenses (not including attorneys' fees); judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the claim, action, suit, or proceeding. If he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation.

Indemnification with respect to any criminal action or proceeding may be had only if he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, or settlement, shall not, of itself, create a presumption, that he person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the corporation, with respect to any interests of the corporation. With respect to any criminal action or proceeding, any conviction, plea of nolo contendere or the equivalent, shall not, of itself, create any presumption that the individual had reasonable cause to believe that his or her conduct was unlawful.

Action by or in the Right of Corporation

Section 2. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification shall include expenses (including attorneys' fees) actually and reasonable incurred by him or her in connection with the defense or settlement of the claim, action, or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. No indemnification shall be made in respect to any claim, issue, or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, except to the extent that the court in which the claim, action, or suit was brought shall otherwise determine. Upon application the court may determine that, despite the adjudication of liability, in view of all the circumstances of the case, the person is fairly and

reasonably entitled to indemnity for expenses that the court shall deem proper.

Reimbursement if Successful

Section 3. To the extent that a director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in Paragraph 1 and 2, or in defense of any claim, issue, or matter in any such proceeding, he or she shall be indemnified. Indemnification shall be made for expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense, notwithstanding that he or she has not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit or proceeding.

Authorization

Section 4. Any indemnification under Paragraphs 1 and 2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he or she met the applicable standard of conduct set forth in Paragraphs 1 and 2. The determination shall be made (a) by the board of directors who were not parties to the action, suit, or proceeding or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion or (c) by the shareholders.

Advanced Reimbursement

Section 5. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the board of directors in the specific case. The expenses may be paid upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay the amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this bylaw.

Indemnification Not Exclusive

Section 6. The indemnification provided by this bylaw shall not be deemed exclusive of any other right to which those indemnified may be entitled under any statute, rule of law, provision of certificate of incorporation, bylaw,

agreement, vote or shareholders or disinterest directors, or otherwise. Indemnification under this bylaw shall be applicable both as to action in his or her official capacity, while holding the office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where the other provision provides broader rights of indemnification than these bylaws, the other provision shall control.

Subsidiaries

Section 7. All references in this bylaw to a director, officer, employee, or agent of the corporation shall be deemed to include any director, officer, employee, or agent of a corporation that is a majority-owned subsidiary of this corporation.

Insurance

Section 8. The corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or was serving at the request of the corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Insurance shall be purchased against any liability asserted against him or her and incurred by him or her in that relationship to the corporation, whether or not the individual against the liability under the provisions of this bylaw.

Invalidity

Section 9. The invalidity or unenforceability of any provision of those bylaws shall not in any way affect the remaining provisions, which shall continue in full force and effect.