

BYLAWS

Southwest Florida Commercial Alliance, Inc.

September 2019

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1 These Bylaws of SOUTHWEST FLORIDA COMMERCIAL ALLIANCE, INC. (hereinafter the "Bylaws") are
2 made and adopted by the Board of Directors of the Royal Palm Coast Realtor® Association, Inc. (hereinafter
3 referred to as "RPCRA") for the SOUTHWEST FLORIDA COMMERCIAL ALLIANCE, INC., a Florida For Profit
4 Corporation and shall set forth the terms and covenants governing the affairs of the Corporation.

5 **Article I - Authority/Name**

6 The name shall be the SOUTHWEST FLORIDA COMMERCIAL ALLIANCE, INC. (hereinafter referred to as
7 "the Corporation"), of the Royal Palm Coast Realtor® Association, Inc., all the shares of stock of which are
8 solely and wholly-owned by the RPCRA. The RPCRA shall maintain for the use of its members the
9 Corporation which shall be a lawful corporation of the state of Florida, all the stock of which shall be owned by
10 this RPCRA.
11

12 **Article II – Offices**

13 The Corporation shall maintain their principal office located at 2840 Winkler Ave., Fort Myers, Florida 33916, as
14 may be amended from time to time. Its Board of Directors may by simple majority with a minimum two-thirds
15 (2/3) quorum, change the location of the principal office. The Corporation may also have other offices at such
16 places as its Board of Directors may deem necessary and appropriate.
17

18 **Article III – Purpose**

19 The Southwest Florida Commercial Alliance was created as a vehicle to facilitate membership in RPCRA by
20 those Commercial Practitioners, who have no need for MLS. In order to achieve that purpose, the Corporation
21 shall:
22

- 23 (a) Manage and promote the use of a Commercial information Exchange(CIE)
- 24 (b) Facilitate educational activities designed to enhance one’s abilities in the practice of Commercial Real
25 Estate

- 26 (a) Engage in Community Outreach as to position RPCRA as a defacto source to the public for
27 guidance and information relating to the practice of Commercial Real Estate
- 28 (b) enlist the participation of Commercial Practitioners by providing access to it’s licensed Commercial
29 Information Exchange (CIE) platform at a discounted rate
30
31

32 **Article IV – Officers and Board of Directors**

33 Section 1. The Governing Authority for the Corporation shall be known as its Board of Directors
34 (hereinafter "the Board") and shall have absolute powers to do all things necessary and proper to
35 operate the Corporation in accordance with the stated purpose, responsibilities, and authorities of the
36 Corporation.
37

- 38 (a) The governing body of the Corporation shall be appointed by the President of the RPCRA and ratified by
39 the Board of Directors of the RPCRA The Board of Directors of the Corporation
40 shall consist of up to 8 members. The officers of the Corporation shall be a President, a Vice
41 President, a Secretary and a Treasurer, Each Officer and Director shall have such duties as
42 described in these Bylaws. All actions and motions of the appointed governing body must be ratified by the
43 Board of Directors of the RPCRA. The Board of Directors of the RPCRA has full control over the removal and
44 replacement of the Officers and Directors of the Corporation.
45

- 46 (b) The appointed President and Vice President shall serve for a two-year term. Directors may be
47 appointed to 1- or 2-year terms by the President of the RPCRA. In no event shall a member of the Corporation
48 Board of Directors be allowed to serve on the RPCRA Board of Directors during the same term. Officers and
49 Directors shall take office upon the effective date of their offices and shall continue until their successors are
50 qualified and appointed. Effective date of Office, January 1 to December 31.

- 51 (c) In no event shall more than two (2) members of the appointed Corporation Board of Directors be
52 from the same company. If, as a result of the merger of two companies or a change of company by
53 the members of the Board of Directors, more than two (2) members of the Board of Directors come
54 to be affiliated with the same company, then one or more members must resign from the Board of
55 Directors immediately.

56 **Section 2. Duties of Officers and Directors**

57 The duties and responsibilities of all officers and directors shall be

- 58 (a) To be a primary REALTOR® member in good standing.
59 (b) Support the policies and programs adopted by the ROYAL PALM COAST
60 REALTOR®ASSOCIATION, INC.
61 (c) Represent this Corporation at all functions, meetings and programs

62 **President.** The President is the appointed officer of the Corporation and presides at its meetings
63 and those of the Board of Directors. The President is the sole spokesperson for the Corporation and
64 has primary responsibility for maintaining cooperative relationships with other organizations. Except
65 as otherwise provided in the Bylaws, the President is responsible for calling and conducting meetings of the
66 Board as well as establishing the agendas. The responsibilities of the President are to:

- 67
68
69
70
71 b. Support and direct implementation of policies and programs adopted by the Board of Directors
72 c. Communicate to the Board the progress in achieving the goals and objectives of the Organization

73 **Vice President:** The Vice President will assist the President with the duties as assigned from time to
74 time. In absence of the President, this position will perform the duties of the President. In the case of
75 a vacancy in the presidency the Vice President will assume the duties of the President. The
76 responsibilities of the Vice President are to:

- 77 a. Assume the duties of the President in the event of his or her absence or disability
78 b. Attend meetings and conferences as requested
79 c. Assume responsibilities delegated or assigned by the President

80 **Treasurer:** Duties are to oversee the financials of the Corporation and perform other such duties as
81 may be required within these Bylaws.

82 **Secretary:** The Secretary maintains current
83 records of agendas and minutes.

84 **Director:** The Board of Directors shall be the governing body and shall have control of all the affairs of the
85 Corporation and shall authorize all expenditures of funds. The Board of Directors shall approve a budget for the
86 next fiscal year reflecting projected costs and expenses of the Corporation and indicating projected income
87 from all sources subject to approval of the RPCRA Board of Directors.

88 **Duties of those serving on the Board of Directors:**

- 89 a. Support the mission statement.
90 b. Support all decisions of the Board of Directors
91 c. Read and understand the financial statements and otherwise assist the Board in fulfilling its fiduciary
92 responsibility.
93 d. Attend board meetings and actively participate in decision-making.
94 e. Fulfill the duties of care, obedience and loyalty to the organization.
95 f. Participate in regular assessments to improve board performance.
96 g. Avoid even the appearance of conflict of interest

97 **Section 3. Vacancies** - Vacancies on the Board caused by the death, resignation, removal of a member,
98 or a newly created position may be filled by appointment by the President of the RPCRA.

99 **Article V – Removal of an Officer or Director**

100 **Section 1:** In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for
101 which appointed, or has conducted him or herself in an unprofessional manner, but will not resign from
102 office voluntarily, the Officer or Director may be removed from their position by the Board of Directors of
103 the RPCRA under the following procedure:

- 104 (a) The Board of the Corporation, as well as the Officer or Director sought to be removed, shall be

105 provided ten (10) days' notice of the RPCRA Board meeting to consider the removal.

106 (b) The Officer or Director sought to be removed shall have the right to address the Board of Directors of the
107 RPCRA at the next regular RPCRA Board meeting and prior to the vote on removal.

108 (c) Removal shall only occur if a vote of the majority of the Board of Directors of the RPCRA finds in favor of
109 the removal.

110 **Article VI – Meetings**

111 **Section 1: Annual Meeting**

112 The Board of Directors for the Corporation shall provide, by resolution, the time and place for the annual
113 meeting of the Board, and any other meetings of the Board. The annual meeting shall be in accordance
114 with Bylaws of the RPCRA.

115 **Section 2. Meetings of Directors**

116 The Board of Directors shall designate a time and place of meetings. A Directors absence from three (3)
117 regular meetings may be subject to removal from their position by the President. The Board of Directors may
118 meet at any time it deems advisable on the call of the President or any three members of the Board of
119 Directors. A quorum for the transaction of business shall be a majority of the board of directors, except as may
120 otherwise be required by state law. A majority vote by the Directors present and voting at a meeting attended
121 by a quorum shall be required for passage of motions.

122 **Section 3: Notice.**

123 Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need
124 be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by
125 these Bylaws. Any Director may waive notice of any meeting. The attendance of a Director at any
126 meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting
127 for the express purpose of objecting to the transaction of any business because the meeting is not
128 lawfully called or convened.

129 **Section 4: Quorum.**

130 The presence, in person, of a majority of the Board of Directors shall constitute a quorum for the transaction of
131 business at any meeting of the Board; but, if less than a majority of the Directors are present in person at a
132 meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

133 **Section 5: Manner of Acting.**

134 The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the
135 Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may
136 attend a meeting telephonically, or by a similar means, but, all persons participating in the meeting must be
137 able to hear each other.

138 **Section 6: Voting Ineligibility/Conflict of Interest.**

139 If an individual on a Committee or on the Board of Directors has a personal or professional involvement on an
140 issue, the individual shall disclose the potential for conflict of interest and shall not vote on the issue but may
141 participate in discussion.

142 **Section 7: Actions without a Meeting / Informal Action.**

143 Meetings can be conducted either in a physical setting or electronically.

144 **Section 8: Compensation.**

145 Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of
146 Directors, expenses may be allowed, with required documentation.

147 **Section 9: Electronic Transaction of Business.**

148 To the fullest extent permitted by law, all meetings, including the Board of Directors or membership, may
149 conduct business by electronic means.

150 **Section 10. Indemnification of Directors and Officers.**

151 Each present or future Director and Officer of the Board, whether or not then in office, shall be held
152 harmless and indemnified by the Corporation and the RPCRA against all claims and liabilities, and all
153 expenses actually and reasonably incurred or imposed upon him in connection with or resulting from any
154 action, suit, or proceeding, or any settlement or compromise thereof approved by the Board of Directors, to
155 which he may be made a party by reason of any action or alleged action, either of omission or commission,

156 performed by him while acting as such officer or director in good faith, except in relation to matters as to which
157 recovery shall
158 be had against him, by reason of his being finally adjudged in such action, suit or proceeding, derelict
159 in the performance of his duties as such director or officer; and the foregoing right of indemnification
160 shall not be exclusive of other rights to which he may be entitled as a matter of law. Each such director
161 or officer shall be likewise indemnified against any judgment, decree or fine which may be imposed upon
162 him in any such proceeding, suit, action or prosecution.

163 **Article VII – Financials**

164 The Corporation will provide oversight on budget, expenses and income. Financial Reports will be
165 presented to the Board of Directors of the RPCRA at each meeting and upon request. Generally accepted
166 accounting practices are applied. The Corporation will review financial statements monthly and will submit all
167 proposals that require a long-term commitment of the Corporation's or Association resources to the Board of
168 Directors of the RPCRA relevant to the adoption of such matters and policies.

169 **Article VIII – Books and Records**

170 The Corporation shall keep correct and complete books and records of account and shall also keep minutes
171 of the proceedings of its Board of Directors and committees having any of the authority of the Board of
172 Directors.

173 **Article IX – Procedure**

174 The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of
175 procedure for the Corporation where they are not inconsistent with the provisions of the Articles of
176 Incorporation or these Bylaws.

177
178 **Article X – Amendments to Bylaws**

179 These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the
180 Directors present at any meeting, if at least seven days' written notice is given of intention to alter, amend,
181 repeal, or to adopt new Bylaws at such meeting. However, no alteration, amendment, repeal, or new Bylaws,
182 shall be effective unless and until it has been approved in writing by the Board of Directors of the RPCRA.

183 **Article XI – Dissolution**

184 Upon the dissolution of this Corporation, the Board of Directors, after providing for the payment of all
185 obligations, shall distribute any remaining assets to the RPCRA.