



# **BYLAWS**

**(REVISIONS)**

**July 2007**

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**BYLAWS**  
**OF**  
**ACADEMY OF CONSTRUCTION TECHNOLOGIES , INC.**  
**a Florida Not-For-Profit Corporation**

**ARTICLE I**

Name

The name of the Corporation shall be  
**ACADEMY OF CONSTRUCTION TECHNOLOGIES, INC.**

**ARTICLE II**

Principal Office

The principal office of this Corporation shall be located at a place to be determined by the Board of Trustees.

**ARTICLE III**

Purposes

The purposes for which this Corporation is formed are as follows:

- (a) for the advancement of educational and any other related or corresponding charitable purposes by the distribution of its funds for such purposes;
- (b) to operate and maintain an educational program of study to instruct and train individuals for the purposes of improving or developing their capabilities; and,
- (c) to operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

**ARTICLE IV**

Prohibited Activities

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code).

(d) Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE V**

### **Membership**

Section 1 - Eligibility.

Membership of the Corporation shall be open to the following organizations upon the approval of the Board of Trustees

- a) Orange, Osceola and Seminole County Public Schools.
- b) Construction- Related Industry Organizations.
- c) Owners/Developers

Section 2 - Rights of Members.

The right of a member to vote and all of his or her other rights and interest in the organization shall cease on the termination of his or her membership. No member shall be entitled to share in any distribution of the corporate assets upon the dissolution of the organization's corporate structure.

Section 3 - Resignation.

Any member may resign from the organization by delivering a written resignation to the chairman or secretary of the Corporation, or automatically be removed from membership for failure to pay appropriate fees.

#### Section 4 - Reinstatement

A member who has resigned or has been removed may apply to the Corporation for reinstatement. Upon approval by the Board of Trustees, he or she shall be thereupon reinstated.

#### Section 5 - Supporting Membership

The Board of Trustees has the power and right to establish a Supporting Membership category within the Corporation. Supporting members provide either voluntary service or financial support for the Corporation and have no vote.

### **ARTICLE VI**

#### General Membership Meetings

##### Section 1 - Annual Meeting

The membership shall hold an annual meeting at such time and such place as the Board of Trustees may determine. Notice of such meeting shall be given to all members, officers and trustees at their last known address at least thirty (30) days prior to the date of the meeting. An agenda for such meeting shall be included in such notice. The order of business at the annual meeting shall be as follows;

1. Roll call;
2. Report of the chairman;
3. Report of the treasurer;
4. Report of tellers of elections;
5. Reports of committees;
6. Transaction of other business;
7. Adjournment.

##### Section 2 - Special Meeting

Special meetings of the voting members may be called at any time by the chairman or by any five (5) members of the Board of Trustees. Such meetings must be called by the chairman upon the receipt of the written request of one-third of the voting members. Written notice of such meetings, stating the time, place and purposes thereof, shall be served by mail upon each member of the Corporation not less than ten (10) nor more than thirty (30) days before such meeting, at his or her last known address.

##### Section 3 - Quorum.

At any duly noticed meeting of members, the presence of one-third of the voting members in person or by proxy shall constitute a quorum for all purposes, and the act of a majority of those voting members present in person or by proxy shall be the act of the entire membership, except as otherwise may be provided for by statute or by the Articles of Incorporation of the Corporation. A voting member may designate in

writing another individual from his/her organization as the voting member's proxy for the purpose of acting on the voting member's behalf at the annual or special meeting. If a voting member fails to attend a meeting, and fails to designate in writing a proxy who attends the meeting on behalf of the voting member, the Board of Trustees of the Corporation shall hold and exercise the proxy of that voting member at the given meeting. A meeting may be adjourned by the vote of a simple majority of the voting members present in person or by proxy without notice other than by announcement at the meeting and without further notice to the absent voting members.

#### Section 4 - Voting Rights

At every meeting of members, each voting member shall be entitled to one vote in person, or by proxy duly appointed in writing. The vote, upon the demand of any voting member, on any question before the meeting shall be by ballot sent to all voting members who are members in good standing thirty (30) days prior to the meeting. All meetings shall be by simple majority vote of all members voting in person or by proxy.

### ARTICLE VII

#### Board of Trustees

##### Section 1 - Authority and Responsibility.

The Board of Trustees shall be the governing body of the Corporation. It shall determine the policies, fiscal matters, employment of staff and other personnel policies, and in general assume responsibility for the guidance of the affairs of the corporation. Except as otherwise specifically provided herein, the decision of the Board of Trustees on corporation matters shall be final, subject only to an appeal to the Regular Members. Any decision appealed shall be reversed only by a two thirds (2/3) majority vote of the voting members present at a special meeting called for the purpose of voting on such appeal.

The Board of trustees shall have the authority to:

- (a) hold meetings at times and places as may be deemed proper and necessary;
- (b) admit, suspend or expel members;
- (c) appoint committees on particular subjects from members of the Board or from the membership of the Corporation;
- (d) audit bills and disburse the funds of the Corporation;
- (e) print and circulate documents and publish articles;
- (f) carry on correspondence and communicate with other associations with the same interests;
- (g) employ agents;
- (h) devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the Corporation and protect the interests and welfare of the members;

- (i) remove any and all of the officers of the Corporation with due cause prior to the termination date of such office;
- (j) elect substitute trustees in the event any trustee resigns or is removed from office prior to the termination date of such office. The newly elected Trustee will complete the term of the Trustee that resigned or was removed from office.
- (k) terminate the contract of any firm, individual or entity employed by the Corporation to perform any and all nature of services to the Corporation, and;
- (l) employ, retain, or terminate any employee of the Corporation.
- (m) *elect Honorary Board Members for term periods of one year, renewable annually, to promote the interests of the Corporation in the manner it sees fit. Such positions shall be non-paid and non-voting positions, and shall not require membership or associated fees from the respective honoree.*

Section 2 - Composition—Qualifications.

- (a) The Board of Trustees shall consist of the six officers of the Corporation: Chairman,

- First Vice Chairman (Chairman-elect),
  - Second Vice Chairman (First Vice Chairman-elect),
  - Secretary,
  - Treasurer, and
  - Past Chairman.

A representative of each school system, a representative of each trade group participating in A. C. T., and a maximum of five (5) members-at-large.

- (i) First Vice Chairman (Chairman-elect) shall move into the Chairman's position next term. Second Vice Chairman (First Vice Chairman-elect) shall move into the First Vice Chairman's position next term.

- (ii) Each term the Second Vice Chairman position will be open for election.

- (iii) Secretary and Treasurer positions shall serve for a two (2) year term. The Secretary and Treasurer terms shall alternate for election or re-election.

- (iv) Trustees representing their trade group participation (Trade Representatives) shall serve on the Board of Trustees for a two (2) year term.

- (v) Members-at-Large shall serve a two (2) year term.

- (vi) By majority vote, the Board of Trustees may elect Ex-officio members.

- (b) Only persons who have been designated and are serving as the primary representative of a Member are eligible to serve as trustees of the Corporation.



- (c) Members shall have a maximum of two (2) Primary Representatives . Only one (1) Primary Representative shall serve as an Officer on the Executive Board at any one time.
- (d) Officers of the Corporation shall serve for a term of one year and will be eligible to serve for a maximum of two consecutive terms.
- (e) The Officers of the Corporation shall consist of representatives from private industry.

### Section 3 - Election of Trustees and Officers.

The Chairman of the Board of Trustees shall appoint a nominating committee made up of a maximum of five (5) members. The nominating committee shall notify members of A.C.T. of vacancies on the Board of Trustees. The nominating committee shall submit its list of nominees to the Board of Trustees at the October meeting. Election of Trustees will be made by a vote of the Board of Trustees. The Board of Trustees will elect officers. The new slate of Officers and Trustees will be announced at the Annual Meeting and take office in January .

## ARTICLE VIII

### Duties of the Officers, Executive Committee

#### Section 1 - Board of Trustees

- (a) The Chairman shall be the Chief Executive Officer of the Corporation. He or she shall serve as Chairman of the Board of Trustees of the Corporation, Chairman of the Executive Committee, and shall be the presiding officer at all meetings held for the general membership. He or she shall carry out duties approved by the Board of Trustees of the Corporation. He or she shall have a vote on any issue in the event of a tie vote.
- (b) The First Vice Chairman (Chairman elect) shall succeed to the office of the Chairman in the event that office becomes vacant, and shall succeed the Chairman upon the Chairman's tenure in office. He or she shall assume the duties of the Chairman in the absence of the Chairman, perform those duties assigned to him or her by the Chairman, or at the direction of the Board of Trustees of the corporation.
- (c) The Second Vice Chairman shall succeed to the office of the First Vice Chairman in the event that office becomes vacant. He or she shall perform the duties of the Chairman in the absence of the Chairman and First Vice Chairman. He or she shall perform such other duties as are assigned to him or her by the Chairman, or at the discretion of the Board of Trustees of the Corporation.
- (d) The Secretary shall be responsible for the recording and safe keeping of minutes of all Board of Director meetings, Executive Committee meetings and Membership meetings when business of the Corporation is conducted. He or she shall perform the duties of the Chairman in the absence of the Chairman, First Vice Chairman and Second Vice Chairman. He or she shall perform all those duties assigned to him or her by the Chairman, or at the direction of the Board of Trustees of the Corporation.

(e) The Treasurer shall be the chief fiscal officer of the Corporation. He or she shall be responsible for the proper keeping of the fiscal records of the Corporation and make a report of the fiscal condition of the Corporation at all regular meetings of the Board of Trustees. He or she shall advise the Chairman, the Board of Trustees and the various committees on financial matters when requested. He or she shall perform such additional duties as are assigned to him or her by the Chairman, or at the direction of the Board of Trustees of the Corporation.

#### Section 2 - The Executive Committee

(a) The Executive Committee shall consist of the elected officers of the Corporation as listed in Article VIII Section 1. of these bylaws and a representative from each participating school district.

(b) The Executive Committee shall meet at the direction of the Chairman and shall perform the following functions and duties:

(i) act as an advisory group to the Chairman;

(ii) assist the Chairman in decisions of a current or urgent nature not requiring the Board of Trustees of the Corporation;

(iii) assist in the preparation of agendas for meetings of the Board of Trustees;

(iv) assist the Chairman in carrying out the directives of the Board of Trustees and the membership of the Corporation; and

(v) act as a Ways and Means Committee for the Corporation.

(c) Minutes shall be kept of all meetings of the Executive Committee.

### **ARTICLE IX**

#### Board of Trustees

##### Section 1 - Meetings

(a) The annual meeting of the Board of Trustees shall be held once each year preceding an annual general membership meeting. The time and place of the meeting shall be specified in the notice thereof.

(b) Special meetings of the Board of Trustees may be called by the Chairman or by any five (5) members of the Board of Trustees, for any specific purpose. Written

notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Trustees or mailed to the last known address of such Trustee at least five (5) days prior to the meeting date.

(c) Regular meetings of the Board of Trustees shall be held on at least a quarterly basis, and may hold meetings on a more frequent basis. The date, time and place shall be set by the Chairman. Reasonable notice of such meetings shall be communicated to each

member of the Board at his or her last known address. An agenda of the activities to be conducted at such meetings shall be included with and attached to such notice.

## Section 2 - Quorum, Voting

The majority of the members of the Board of Trustees present shall constitute a quorum for the transaction of business. The affirmative vote of a simple majority of the trustees present shall be considered the act of the Board of Trustees at any annual, special or regular meeting.

## Section 3 - Absence

Should any member of the Board of Trustees absent himself or herself unreasonably from three (3) consecutive meetings of the Board without notifying the Chairman or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the Board, his or her seat on the Board may be declared vacant.

## Section 4 - Resignation.

Any trustee may resign at any time by giving written notice of such resignation to the Board of Trustees.

## Section 5 - Removal, Termination of Office.

Any one or more of the Trustees may be removed at any time by vote of a simple majority of the Board of Trustees for good cause, or for failure (without good cause) to attend three (3) regular meetings of the Board.

## Section 6 - Vacancies.

Vacancies on the Board of Trustees shall be filled by the Board of Trustees. Each person elected to fill a vacancy shall serve as a Trustee for the unexpired portion of the term of office of his predecessor in office.

## Section 7 - Delegation of Authority.

The Board of Trustees may delegate authority to any committee for the purpose of conducting the business of the Corporation in accordance with the policies prescribed by the Board of Trustees from time to time.

#### Section 8 - Installation of Trustees.

The installation in office of those Trustees who have been elected in any particular year shall be held at a time and place designated by the Board of Trustees.

#### Section 9 - Voting of Trustees.

Each member of the Board of Trustees shall be entitled to one vote. In the event the duly authorized Trustee cannot attend the Board meeting, he or she may designate a proxy. The person carrying the proxy must be a member of A.C.T. in good standing. A proxy must be presented in writing to the Secretary of A.C.T. prior to the Board meeting.

#### Section 10 - Compensation of Trustees.

Trustees shall receive no compensation for their services.

#### Section 11 - Liability.

The trustees of the Corporation shall not be personally liable for its debts, liabilities, or other obligations. Pursuant to 617.0834 FL Statue, the Trustees, Officers, and Executive Committee members shall have immunity from civil liability as provided therein.

### **ARTICLE X**

#### Committees

The Corporation may have such committees as shall be necessary for the conduct of the Corporation's business and to carry out its objectives and purposes. All committees shall serve at the discretion of the Board of Trustees.

### **ARTICLE XI**

#### Administration

The Board of Trustees, by a two thirds (2/3) majority vote, at their discretion may hire an administrator or management firm to handle the day-to-day operation of A.C.T.

### **ARTICLE XII**

#### Bylaw or Charter Amendment

The bylaws of this Corporation may be amended, repealed or altered in whole or in part by the affirmative vote of two-thirds of the members of the Board of Trustees at any duly organized meeting of the members of the Board of Trustees. Notice of the proposed change(s) shall be mailed to each Trustee at his or her last known address at least ten (10) days prior to the time and date of the meeting which is to consider and vote on such change or amendment; provided, however, that this written notice may be waived in

writing by at least two-thirds of the members of the Board of Trustees. Upon approval and ratification of such amendment to the bylaws of the Corporation as above set forth, the Board of Trustees shall thereupon proceed to prepare such amendment and see to the filing of any document with the required agencies, if applicable. Copies of such revised and amended bylaws shall be given to any member upon request.

### **ARTICLE XIII**

#### **Parliamentary Authority**

The rules contained in Robert's Rules of Order as revised shall govern the Board of Trustees, Officers, Chairman of various committees, and the members in all cases to which they are applicable, provided, however, that they do not conflict with the bylaws of the Corporation or Florida law.

### **ARTICLE XIV**

#### **Fiscal Year**

The fiscal year of the Corporation shall commence on the 1st day of January and terminate on the 31st day of December.

### **ARTICLE XV**

#### **Seal**

The Corporation shall have a seal of such design as may be approved by the Board of Trustees.

### **ARTICLE XVI**

#### **Distribution of Assets**

Upon dissolution, and liquidation of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes, as shall at the time qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 as amended as the Board of Trustees may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as such court shall determine.

## ARTICLE XVII

### Contracts, Checks, Deposits

#### Section 1 - Contracts.

The Board of Trustees may authorize, by a two thirds (2/3) majority vote, any officer or agent of the Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of the Corporation, which authority may be general or specific.

#### Section 2 - Deposits.

All funds received by the Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the trustees.

#### Section 3 - Checks

Checks or drafts shall be signed by a person or persons authorized by the Board of Trustees. The persons authorized to sign checks shall be the elected Officers of the organization and the Executive Director. . . An amount in excess of \$2,500.00 shall require two authorized signatures.

## ARTICLE XVIII

### Records

The Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Board of Trustees, at the principal office of the Corporation. All such records may be inspected by any trustee, member, or the agent or attorney of either, or any proper person, at any reasonable time.