

**Florida Association of Building Inspectors, Inc.**  
**Bylaws**

**ARTICLE I**  
**Name and Place of Business**

**Section 1.1 Name.** This Association shall be known as the Florida Association of Building Inspectors, Inc. and its acronym shall be FABI.

**Section 1.2 Place of Business.** The principal office of the Association shall be in Florida as designated by the Board of Directors.

**ARTICLE II**  
**Scope**

**Section 2.1 Scope.** The scope of the Association shall be to provide services to members of the Private Building and Home Inspection Profession. In these Bylaws, the terms Building and Home Inspection Profession or Profession is understood to include any services performed in the private and public sector regarding building and home inspection services provided by Private Building and Home Inspection Professionals.

**ARTICLE III**  
**Purposes**

**Section 3.1 Purposes.** The general nature and purposes for which this Association is organized are as follows:

A. To unite those engaged in the reorganized branches of the Home and Building Inspection Profession in this state for the purpose of exerting a beneficial influence upon the profession and related interests.

B. To promote and maintain high standards of conduct in the Home and Building Inspection Profession.

C. To further the interest in building inspections, and to provide a unified medium for real estate owners and those engaged in the Home and Building Inspection Profession whereby their interests may be safeguarded and advanced.

D. To encourage and promote, and to sponsor or establish, educational standards and courses for those in the Home and Building Inspection Profession as necessary to ensure maintaining high educational standards of the Association's Members and others engaged in performing Home and Building Inspections.

E. To foster, promote and protect the interest and welfare of its Members, the Home and Building Inspection Profession and the public which it serves.

F. To promote and support local, state and federal legislation which will be mutually beneficial to Home and Building Inspectors and consumers; to examine any and all proposed legislation which may affect interests of Home and Building Inspectors and the general public; to use every reasonable effort to be sure that the interests of Home and Building Inspectors and the general public are given proper consideration in the drafting, enactment and enforcement of all laws and regulations which may affect them.

G. To use all reasonable precaution in an endeavor to protect the general public against the performance of unqualified inspectors and to eliminate misleading information.

H. To accumulate and distribute trade information, encourage better business methods and generally, to advance the interest of Home and Building Inspectors, to cooperate with schools and colleges in expansion of courses of education training specifically designed for the Inspection Profession; to encourage the cooperation of various state agencies in the sponsorship of safety education programs for Florida's Home and Building Inspection Profession as well as in other programs which are aids to more effective, efficient and safe operation of business in Florida.

I. To use every reasonable means to establish a closer and more friendly relationship and a better understanding among those engaged in and associated with the Home and Building Inspection Profession.

J. Through survey, study, research and statistical analysis to acquire, assemble and interpret information and data concerning the Home and Building Inspection Profession and to make such data freely available for the benefit of individual inspectors, and the Profession in general.

K. To serve as a statewide clearinghouse for the accumulation, exchange and dissemination of information and data, ideas and suggestions and services of all types which may be helpful and beneficial to individual Home and Building Inspectors.

L. To perfect and execute statewide programs of education for the purpose of reinforcing membership and acquainting the general public concerning the importance of the professional service rendered by the Home and Building Inspection Profession, and the contributions which these Professionals make towards the protection of real estate investments.

M. To foster and encourage a closer relationship and understanding between the Home and Building Inspection Profession and other professional groups, trade groups, governmental agencies, and public officials.

N. To discourage and oppose, on a state level, all fraudulent, fake, illegitimate of illegal solicitations schemes, together with all unsound, worthless and misleading advertising promotions and to cooperate with local and national associations in opposing all such unethical practices throughout the counties and the state.

## **ARTICLE IV Membership**

**Section 4.1 Composition.** The Association shall consist of the following: Professional Inspector (Master and Registered), Associate, Retired, Honorary and Affiliate.

**Section 4.2 Requirements.** The requirements for each category shall be specified in the Membership Policy Manual.

**Section 4.3 Rights.** Only Professional Inspectors may vote or hold the position of board officer or director. Only Professional Inspectors may be deemed Voting Members in good standing. All members may become committee persons or committee chairpersons.

**Section 4.4 Termination.** The specific reasons for membership termination shall be as described in the Membership Policy Manual.

**ARTICLE V**  
**Dues and Assessments**

**Section 5.1 Dues and Assessments.** All dues will be payable on the membership anniversary date, as specified in the Membership Policy Manual, in the amounts as set by the Board of Directors. Any assessments shall be determined by the Board.

**ARTICLE VI**  
**Board of Directors**

**Section 6.1 Authority.** The management of affairs and funds of this Association shall be vested in a Board of Directors, elected or appointed as hereinafter provided, and shall have the authority to act in all matters, subject to such instructions as may be given by resolution or motion passed by a majority vote of the Members in Good Standing present at any meeting of the Association.

**Section 6.2 Composition.** The Board of Directors shall consist of not more than eleven (11) members, all of whom shall be voting Members in good standing and shall remain in good standing during their term of office. No two members from the same company may serve on the Board at one time. Four (4) of the members of the Board of Directors shall be the Officers consisting of President, Vice President or President Elect, Secretary and Treasurer, all of whom shall be elected from among the Voting Members in good standing of the Association as hereinafter provided for in the Bylaws. A simple majority vote (50% plus one) shall be necessary to elect the Officers and Directors. Elected and appointed Directors shall serve until their successors have been elected and/or appointed. The Immediate Past President shall also serve as Director. Officers and Directors are to be elected in accordance with Article XIV.

**Section 6.3 Term of Office.** The Officers shall be elected or appointed to serve for a period of one (1) year. The Directors shall be elected or appointed to serve for a period of two (2) years. Officers and Directors shall be eligible for two (2) consecutive elections. Officers and Directors shall have two conference fees waived each year after paying to attend two conferences in the same year while serving in office. Elections for Directors are to be staggered with half of the Directors being elected each year.

**Section 6.4 Vacancies.** Vacancies on the Board of Directors shall be filled by appointment made by the remaining Officers and Directors. Each person so elected to fill a vacancy shall remain an Officer and Director until their successor has been elected by the Voting Members in good standing at the next annual meeting.

**Section 6.5 Quorum.** A majority of the Directors, at least one of whom must be an Officer of the Association, shall constitute a quorum at all meetings for the transaction of business.

**Section 6.6 Board Meeting Attendance.** Should any Director or Officer be absent from three (3) consecutive meetings, or fail to perform duties of his/her office, his/her office may be deemed vacant by simple majority vote of the other Directors and Officers and the vacancy filled according to Section 6.4.

**Section 6.7 Meeting.** The Board of Directors shall meet at least once in each quarter of the calendar year, at a time and place determined by the President and shall be subject to the call of the President for special meetings at any time, or by a simple majority of Officers and Directors, provided due notice is given. Notice of each quarterly or special Board meeting shall be given by U.S. mail or email, not less than twenty (20) days preceding the date of the meeting, a notice thereof in writing addressed to each Officer and Director at his/her last known email address or address as shown on the books and records of the Association. The minutes of each Board Meeting shall be recorded manually, electronically or otherwise.

**Section 6.8 Proxy Voting.** Directors may vote by written proxy. However, proxies may not be counted for quorum purposes.

## **ARTICLE VII Officers**

**Section 7.1 Officers and Term of Office.** The Executive Officers of the Association shall be President, Vice President or President Elect, Secretary and Treasurer, all of whom shall be elected from among its voting Members in good standing and shall serve for a term of one (1) year unless terminated or until their successors are chosen and duly qualified.

**Section 7.2 Removal; Vacancies.** Any elected Officer may be removed, with or without cause, at any time by two-thirds (2/3) supermajority vote of the Board of Directors. Such removal shall not prejudice the contract rights, if any, of the person so removed. Any vacancy in the Office of President, Vice President or President Elect, Secretary or Treasurer that may occur through resignation or otherwise, shall be filled by the Board of Directors from among the voting Members in good standing for the expired portion of the term.

**Section 7.3 Return of and Access to Association Property.** Within fifteen (15) days of any Board member or committee member's resignation or termination from his/her position, he/she will transfer: (1) access to all systems, return all property and control of all systems of the Association; to their replacement, President or Executive Director or as directed by a majority of the Board; and (2) all documents and passwords directly related to the serving in the position.

## **ARTICLE VIII Meetings**

**Section 8.1 Regular Meetings.** Regular meetings, their time and place shall be determined by the Board of Directors.

**Section 8.2 Special Meetings.** Special meetings shall be called by the President or at the request of a majority of the members of the Board of Directors. Such request shall state the purpose or purposes of the proposed special meeting.

**Section 8.3 Annual Meeting.** The Association shall hold an annual meeting at a time and place determined by the Board of Directors.

**Section 8.4 Quorum.** A majority of the Board of Directors, at least one of whom must be an Officer of the Association, and any number of Voting Members in good standing, present at a duly noticed meeting, shall constitute a quorum at all Association meetings, or, at least two Directors (one of whom must be an Officer of the Association) and at least twenty-five percent (25%) of the Members in good standing, present at a duly noticed meeting, shall constitute a quorum for the transaction of business. The minutes of all meetings of membership shall be recorded manually, electronically or otherwise.

**Section 8.5 Meeting Notices.** Notices of any regular meeting shall be sent by U.S. mail or email to all Voting Members in good standing at least twenty (20) days prior to such meetings, unless otherwise specified elsewhere in these Bylaws.

**ARTICLE IX**  
**Order of Business**

**Section 9.1 Order of Business.** After any meeting of the Association has been called to order by the Presiding Officer, the following order of business shall be observed:

1. Call of the meeting to order.
2. Presentation of proof of mailing of the notice of the meeting and, if the meeting is a special meeting, the call thereof.
3. Presentation of proxies.
4. Announcement that a quorum is present.
5. Reading and approval of the minutes of the previous meeting.
6. Reports, if any, of Officers, Directors, and Committee Chairs.
7. Election of directors, if the meeting is an annual meeting or a special meeting called for that purpose.
8. Consideration of the specific purpose or purposes for which the meeting has been called (other than the election of directors) if the meeting is a special meeting.
9. Transaction of such other business as may properly come before the meeting.
10. Adjournment.

The proceedings of the meeting shall be conducted in accordance with Roberts Rules of Orders, latest version as maintained by the Association, when not in conflict with these Bylaws. The order to business may be altered or suspended by a majority vote of the Voting Members in good standing present.

**ARTICLE X**  
**Officers and Their Duties**

**Section 10.1 President.** The President shall have general supervision over all the affairs of the Association, and shall be presiding Officer of all conventions subject to the Bylaws of this Association. He/she shall be ex officio member of all Committees. As principal spokesperson, he/she shall represent the Association at meetings of affiliated associations and other groups.

The President shall communicate to the membership and make such suggestions as may, in his/her opinion, benefit the Association and then promote the objectives of this Association as prescribed by the Board of Directors. He/she may countersign all checks prepared by the Treasurer for payment of bills, providing such bills have been approved for payment of the Board of Directors as per Section 10.4. The President shall have the authority to restrict any meeting or portion thereof to Active Voting Members in good standing only.

**Section 10.2 Vice President and/or President Elect.** Vice President and/or President Elect shall be responsible for coordinating and integrating the activities and programs of the Association. In the

event of a vacancy existing in the Office of President, he/she shall assume and execute all of the duties of the President.

**Section 10.3 Secretary.** The Secretary shall be responsible for, in addition to the duties hereinafter set forth, such other duties as the Board of Directors may require of him/her. In the absence of the Executive Director, he/she shall:

1. Record the minutes of all meetings of the Association and Board of Directors.
2. Handle all correspondence.
3. See that all Members are notified of all meetings.
4. Be responsible for the routine of his/her Office, and the employment of such stenographic and other assistance as the Board of Directors may authorize.

He/she shall promote and make effective the objectives for which this Association is formed as set forth in the Constitution and Bylaws.

He/she may be approved to countersign all checks, notes, and other legal documents, after such checks or documents have been approved by the Board of Directors.

**Section 10.4 Treasurer.** The Treasurer shall be custodian of all the funds and other property of the Association. He/she shall cause all funds to be kept on deposit to the credit of the Association in such a depository as the Board of Directors shall designate. He/she shall see that a true and accurate record is kept of all receipts and disbursements. He/she shall cause all the books and records to be kept at all times, subject to inspection by the Officers, and may countersign all checks for payment of bills, after such bills have been approved for payment by the Board of Directors, excepting disbursements below a limit established by the Board of Directors, under which he/she does not need prior approval from the Board of Directors; he/she may delegate these disbursements to the Executive Director with Board approval. He/she shall keep the books of the Association. He/she shall submit to the Board of Directors, a reasonable time prior to the annual meeting, or whenever requested to do so by the Board of Directors, a suggested budget for the Association. He/she shall be the financial agent of the Association and shall disburse the funds of the Association in accordance with instructions of the Board of Directors.

He/she shall submit a general financial statement to the Board of Directors at each regular meeting. He/she may call upon the Executive Director for assistance in performing the above duties.

## **ARTICLE XI**

### **Executive Director**

**Section 11.1 Executive Director.** The Executive Director shall be appointed by the Board of Directors and shall have such corporate power as may, from time to time, be designated by the Board of Directors. He/she shall pursue coverage by an approved surety company's bond in such sum as the Board of Directors shall require, premium to be paid by the Association and his/her compensation shall be set by the Board of Directors.

A. The Executive Director shall have charge of the books and papers and correspondence of the Association. He/she shall send out all bills, collect all monies due the Association and immediately deposit same.

B. Executive Director shall be the business representative of the Association, subject to and under the immediate control of the Board of Directors. He/she shall supervise and shall also select

any assistance that may be required to properly conduct the business of his/her Office, subject to the direction of the Board of Directors.

C. At meetings of the Board of Directors and general sessions of the membership, he/she shall participate, but not vote, in the development of policy, formulation of plans and the financial management of the Association.

D. The Executive Director shall handle all of the correspondence of the Association; record the minutes of all meetings and notify all Members of the times, dates and places of all meetings.

E. He/she shall cooperate with and be an ex officio member of all committees.

F. The Executive Director shall manage the activities of the Association under the supervision of the Board of Directors.

G. The Executive Director may sign all checks for the payment of bills, after such bills have been approved by the Board of Directors, or President, or other designated Board Members. The Board of Directors may establish a limit under which the Executive Director may sign checks without prior Board approval.

H. In general, the Executive Director shall assist and cooperate with the Secretary and Treasurer of the Association in all matters affecting the proper conducting of business including, but not limited to, fiscal accounting, budgets, recording of minutes of all meetings, collecting of dues and assessments, handling of correspondence and other duties related to the Officers of the Secretary and Treasurer of the Association.

## **ARTICLE XII Committees**

**Section 12.1 Standing Committees.** It shall be the duty of the President at the first meeting after elections in each year to select from the Membership of the Association individuals to serve as Chairperson or the Standing Committees in charge of the following matters as he/she deems essential:

1. Membership
2. Finance
3. Education
4. Ethics
5. Industry Relations
6. Legislation
7. Testing

**Section 12.2 Special Committees.** The Board of Directors may also appoint, from time to time, such Special Committees as they see fit, and discharge same when the need for them no longer exists.

**Section 12.3 Vacancies; Changes; Discharge.** The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

**Section 12.4 Action by Consent.** Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all Members of the committee and such written consent is filed with the minutes of its proceedings.

**Section 12.5 Finance Committee.** The Finance Committee will include: the Treasurer, President, Immediate Past President, Executive Director, or their assistant. All of which shall be permitted access to all financial documents and accounts as requested.

**Section 12.6 Testing Committee.** The Testing committee shall be responsible for the Florida Home Inspector Exam. Care should be taken, and all Members should keep all testing questions confidential. Any Members should not be involved in or plan to teach a required state license class at any time. The President should be excluded from possession or discussion of questions administered in the exam if he/she plans to teach the required home inspection licensing class.

### **ARTICLE XIII Policy Manuals**

**Section 13.1 Policies and Procedures.** The policies and procedures of the Association shall be directed by the Board of Directors through various policy manuals. These shall be created for each Standing Committee and the date of each revision and the latest revision shall be prominent.

**Section 13.2 Revisions.** Revisions to policy manuals can be made by the Board of Directors at Board Meetings, provided that notice of such proposed action shall have been given to each Board Member at least seven (7) days prior to the date of said meeting, by a two-thirds (2/3) vote unless in conflict with the Bylaws. It is the responsibility of the appropriate Committee Chairperson to disseminate revised updates to all Board Members before the next scheduled meeting.

### **ARTICLE XIV Nominations and Election of Officers and Directors**

**Section 14.1 Election.** The annual election to fill vacancies caused by the expiring terms of Officers and Members of the Board of Directors shall be held by ballot in each year at such time and place as the Board of Directors shall determine. Voting procedures are described in the Nominating Committee Policy Manual.

**Section 14.2 Nominating Committee Composition.** At least sixty (60) days before the Annual Meeting, the President shall nominate a Nominating Committee of no less than five(5) voting Members in good standing, and to appoint each such nominated Member to the Nominating Committee shall require a simple majority vote of the Board of Directors.

**Section 14.3 Nominating Committee Duties.** The Nominating Committee shall then nominate a slate of candidates for President, Vice President, Secretary, Treasurer and for the Board of Directors. Other nominations will be accepted from the floor at the general meeting preceding the annual meeting, nominations cannot be closed until all nominations from the floor have been accepted, or until nominations have been called for three (3) times and none have been given. The Nominating Committee shall then qualify all nominations according to the Nominating Committee Policy Manual.

**Section 14.4 Nominating Committee Report.** The report of the Nominating Committee shall be distributed to the membership one (1) month prior to the Annual Meeting.



**ARTICLE XV**  
**Administration of Funds**

**Section 15.1 Control.** The Board of Directors, except as herein otherwise provided, shall have the control of the affairs of the Association including all matters related to the acquisition, holding, management control, investment and disposition of the funds and other property of the Association.

**ARTICLE XVI**  
**Assessments**

**Section 16.1 Assessments.** No assessments shall be levied on Members, except in accordance with the following provisions:

A. No assessment shall be levied unless the same is recommended by the Board of Directors and approved by the majority of the Voting Members in Good standing present at a regular meeting, or a special meeting, designated for such action, provided that notice of such proposed action shall have been given to each Member of the Association at least five (5) days prior to the date of said meeting.

B. Every resolution for the levy of an assessment shall specify the date on or before which the same is due and payable.

**ARTICLE XVII**  
**Fiscal Year**

**Section 17.1 Fiscal Year.** The fiscal year of the Association shall be from January 1 through December 31.

**ARTICLE XVIII**  
**Amendments**

**Section 18.1 Amendments.** Proposed amendments to the Bylaws shall first be submitted to the Board of Directors for approval and approved by a simple majority of the Board of Directors. The approved proposed changed shall then be presented to the Membership at the next General Membership meeting or at a Special Meeting called for the purpose. The Bylaws of the Association may be revised or amended by a two-thirds (2/3) affirmative vote of the Voting Members in good standing present, at the time of voting, (proxies may not be counted) at a meeting designated for such action, provided that notice of such proposed action shall have been given to each Member of the Association at least ten (10) days prior to the date of said meeting.

**ARTICLE XIX**  
**Dissolution**

**Section 19.1 Dissolution.** In the case of dissolution, the assets of this Association are to be used as follows:

1. To pay all indebtedness of the Association.
2. To pay all expenses of liquidation.
3. The remainder, at the direction of the Board of Directors, to be donated to a nationally recognized charitable association or an association recognized as promoting the aims of this Association.

**ARTICLE XX**  
**Indemnification of Directors, Officers, Employees and Agents**

Reference is made to Section 607.0850 (and any other relevant provisions) of the Florida Business Corporation Act of the State of Florida. Particular reference is made to the class of persons (hereinafter called “Indemnitees”) who may be indemnified by a Florida corporation pursuant to the provisions of Section 607.0850, namely, any person (or the heirs, executors or administrators of such person) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall (and is hereby obligated to) indemnify the Indemnitees, and each of them, in each and every situation where the Corporation is obligated to make such indemnification pursuant to the aforesaid statutory provisions. The Corporation shall indemnify the Indemnitees, and each of them, in each and every situation where, under the aforesaid statutory provisions, the Corporation is not obligated, but is nevertheless permitted or empowered, to make such indemnification, it being understood, that, before making such indemnification with respect to any situation covered under this sentence, the Corporation shall promptly make or cause to be made, by any of the methods referred to in subsection (d) of such Section 145, a determination as to whether each Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that such Indemnitee’s conduct was unlawful. No such indemnification shall be made (where not required by statute) unless it is determined that such Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Corporation, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that such Indemnitee’s conduct was unlawful.

Approved by the Board of Directors 12/01/90  
Accepted by the Membership 12/02/90  
Amended February 1992  
Amended October 1994  
Amended December 2002  
Amended September 2006  
Amended December 2015  
Amended September 2022