



since 1960

BROWARD GOLD COAST CHAPTER

AMENDED & RESTATED BYLAWS of FAMP BROWARD-GOLD COAST CHAPTER, INC.

PREAMBLE

By the affirmative vote of the Chapter membership on June 5th, 2024, these Bylaws supersede and replace entirely any and all prior Bylaws of the FAMP Broward-Gold Coast Chapter, Inc.

ARTICLE I

NAME; CHARTER & ORGANIZATION

Section 1. The name of this organization is FAMP Broward-Gold Coast Chapter, Inc. (hereafter known as the "Chapter").

Section 2. The Board of Directors of the Florida Association of Mortgage Professionals (hereafter, "FAMP" or the "Association") has granted a charter to the Chapter and entered into a separate Chapter Affiliation Agreement with the Chapter, under which the Chapter agrees to conduct its affairs and programs in compliance with the strategic plans, policies, procedures, Articles of Incorporation and Bylaws of FAMP, in addition to other terms of and conditions of affiliation.

Section 3. The Chapter is a not for profit corporation organized under the laws of the State of Florida. Although the Chapter is chartered by and affiliated with FAMP, it is a separate entity from FAMP and FAMP is not financially responsible for the Chapter.

ARTICLE II

PLACE OF BUSINESS

Section 1. Offices of the Chapter shall be in the State of Florida as may be determined by the Chapter Board of Directors.

ARTICLE III

PURPOSES

Section 1. The Chapter is organized and shall be operated exclusively for one or more of the purposes specified in section 501(c)(6) of the Internal Revenue Code.

Section 2. The specific objectives and purposes of the Chapter shall be to promote the

common business and professional interests of FAMP members as stated in the FAMP Bylaws, and to further the purposes, vision, mission, goals, core values and Code of Ethics of FAMP in the Chapter's distinct geographic area through nonprofit activities including, but not limited to, education, training, meetings, workshops and publications.

Section 3. The name, funds and influence of the Chapter may be used only in furtherance and support of Sections 1 and 2 above.

ARTICLE IV MEMBERSHIP

Section 1. Membership.

All members of the Chapter must be members of FAMP, in accordance with the Bylaws, Policies and Procedures of FAMP. When applying for or renewing membership in FAMP, individuals may choose to be a member of the Chapter or another chapter of FAMP. FAMP members may only be members of one chapter. FAMP members choosing to be a member of the Chapter will be automatically added to the roster of Chapter membership. Any member who fails to comply with any FAMP requirements for continued membership, including payment of dues, will automatically be dropped from Chapter membership.

Section 2. Classes of Membership.

Membership classes are determined by the FAMP Board of Directors. The FAMP Board of Directors will also establish all criteria and eligibility for membership in each classification, as well as the procedures for application and acceptance of new or renewing members, payment schedules, procedures for notifying delinquent members, the date after which members will be dropped from membership for nonpayment, policies regarding transferability and reinstatement of membership, and the required dues and fees for each membership classification.

Section 3. Voting.

- A. Eligibility. A member is eligible to vote on the affairs of the Chapter if he or she is a member of the Chapter, meets the criteria for voting membership in FAMP, and is in good standing with FAMP. Each member who is eligible to vote on the affairs of the Chapter will be entitled to cast one vote.
- B. Voting. All voting at any meeting of the Chapter membership may be done in person, by official written absentee ballot, or by electronic ballot. Any matter that may properly be brought before the Chapter membership at a meeting of the membership may alternatively be presented to the Chapter membership to be voted on exclusively by electronic ballot at the discretion of the Chapter Board of Directors.

Section 4. Dues.

Members shall pay annual dues to FAMP as determined by the FAMP Board of Directors. Any annual chapter dues, including the amount of any chapter dues, will also be determined exclusively by the FAMP Board of Directors. The Chapter shall not attempt to establish its own dues structure or independently collect membership dues for any reason or purpose whatsoever.

ARTICLE V MEMBERSHIP MEETINGS



Section 1. Regular Meetings.

Regular meetings of the Chapter members shall be held at least quarterly on such dates and at such times and places as the Chapter Board of Directors shall determine. The Chapter shall hold an annual meeting, which may be one of its regular meetings, for purposes of electing Officers and Directors, receiving financial statements, receiving reports from Officers and committees, and such other business as may be determined by the Chapter Board of Directors. Written notice of regular and annual meetings, including the time, place and information concerning the business to be considered must be delivered by U.S. mail, email or another generally accepted form of electronic communication to the last recorded address on file for each member of the Chapter at least fifteen (15) days prior to the meeting.

Section 2. Special Meetings.

Special meetings of the Chapter members may be called by the Chapter Board of Directors, by the President of the Chapter, or upon written request for a special meeting signed by twenty-five percent (25%) of Chapter members eligible to vote. Written notice of special meetings must be delivered by U.S. mail, email or another generally accepted form of electronic communication to the last recorded address on file for each member of the Chapter at least fifteen (15) days prior to the meeting and shall state the time, place and purpose for the special meeting. No business other than that stated in the notice may be considered at any special meeting.

Section 3. Electronic ("Virtual") Meetings.

At the sole discretion of the Chapter Board of Directors, any meeting of the Chapter members may be held partially or entirely by audio and/or video conferencing technology, provided: (1) all participants in the meeting can simultaneously hear each other throughout the meeting and are provided a reasonable opportunity to participate in the meeting; (2) reasonable measures are implemented to verify that each person present is authorized to vote; and (3) an accurate record is maintained of all votes or action(s) taken by Chapter members at any meeting conducted electronically or "virtually" pursuant to this Section.

Section 4. Quorum.

For all meetings of the Chapter, the voting membership present and in good standing will constitute a quorum.

Section 5. Minutes.

The Chapter shall record minutes of each regular and special meeting of Chapter members and shall submit a copy of such minutes to FAMP within thirty (30) days of each meeting.

**ARTICLES VI
CHAPTER OFFICERS****Section 1. Elected Officers.**

The elected Officers of the Chapter shall be a President, Vice President, Secretary and Treasurer. No more than one office may be held by the same person. Not all offices must be filled. All Officers are members of the Chapter Board of Directors, shall serve without compensation, and shall perform the duties prescribed in these Bylaws.

Section 2. Election.

Officers shall be elected at the annual meeting of Chapter members. A Nominating Committee may place in nomination the names of one or more individuals to fill each office and may submit the recommendation to leave one or more offices vacant. Further nominations for each office may be made from the floor of the annual meeting by members of the Chapter eligible to vote and in attendance at the annual meeting. If more than one person is nominated for an office, the election will be by secret



ballot and the individual receiving a majority of votes cast will be elected. Individuals must have voting privileges, in accordance with FAMP's Bylaws, to be eligible for nomination to the offices of President or Vice President. Nominees for the office of President must have completed at least one of the following prior to nomination: one full year service as an Officer of the Chapter, one full year as a Committee Chair appointed by the Chapter President, or two full years serving on a committee. No person is eligible to be elected to the same office for more than three consecutive Terms. The results of an election may be contested or challenged, provided: (1) the challenge is delivered in writing, with confirmation of receipt, to the Chapter President and FAMP President within fifteen (15) days following the election; and (2) the challenge is made by a Chapter member who is eligible to vote and who actually cast a ballot in the election being challenged. Any challenge to the results of an election raised in accordance with these Bylaws shall be reviewed and investigated by a designee of the FAMP Executive Committee, and a final determination of the results of the challenged election shall be made by the FAMP Executive Committee.

Section 3. Term.

Elected Officers shall take office immediately upon election and shall serve for one year or until their successor is duly elected.—

Section 4. Resignations and Removal.

Any Officer may resign at any time by delivering written notice to the President or the Chapter Board of Directors. An Officer's resignation will be effective at the time specified therein or upon receipt by the President or Chapter Board of Directors if no time is specified. An Officer's resignation needs not be accepted for it to become effective. Any Officer may be removed from office at any time and for any reason by majority vote of the entire Chapter Board of Directors. Removal may take place at any regular or special meeting of the Chapter Board of Directors.

Section 5. Vacancies.

Vacancies in any office by reason of death, resignation or otherwise may be filled by majority vote of the remaining members of the Chapter Board of Directors for the remainder of the departed Officer's term.

Section 6. President.

The President of the Chapter shall perform the duties commonly incident to the office of the president including, but not limited to, chairing meetings of the Chapter Board of Directors, Executive Committee and membership of the Chapter.

Section 7. Vice President.

The Vice President shall perform such duties as the President and the Chapter Board of Directors may designate from time to time.

Section 8. Secretary.

The Secretary of the Chapter shall perform the duties commonly incident to the office of the secretary and such other duties as the President and the Chapter Board of Directors may designate from time to time. The Secretary shall keep the minutes of all meetings of the Chapter Board of Directors and the Chapter membership, shall be the custodian of the corporate records, and shall ensure all notices required by law, or under the Chapter's Articles of Incorporation or these Bylaws, are properly given.

Section 9. Treasurer



The Treasurer of the Chapter shall perform the duties commonly incident to the office of the treasurer and such other duties as the President or Chapter Board of Directors may designate from time to time. The Treasurer shall be responsible for all records and filings related to the finances of the Chapter.

ARTICLE VII STATE DIRECTORS

Section 1. Representation / Allocation.

The Chapter will be represented on the FAMP Board of Directors by the Chapter President and additional State Directors as determined under the FAMP Bylaws.

Section 2. Duties.

State Directors shall serve as members of both the FAMP and Chapter Boards of Directors.

Section 3. Election.

Except for the Chapter President and Immediate Past President, who shall serve as State Directors by virtue of their positions in the Chapter, State Directors shall be elected at the annual meeting of Chapter members. A Nominating Committee may place in nomination the names of one or more individuals to serve as State Directors. Further nominations may be made from the floor of the annual meeting by members of the Chapter eligible to vote and in attendance at the annual meeting. If the number of individuals nominated as State Directors outnumbers the positions available, an election will be held by secret ballot and the individuals receiving the highest vote totals from ballots cast will be elected. If the Chapter fails to elect its State Director(s), the FAMP Board of Directors may fill the vacancy/vacancies at its discretion. The results of an election may be contested or challenged, provided: (1) the challenge is delivered in writing, with confirmation of receipt, to the Chapter President and FAMP President within fifteen (15) days following the election; and (2) the challenge is made by a Chapter member who is eligible to vote and who actually cast a ballot in the election being challenged. Any challenge to the results of an election raised in accordance with these Bylaws shall be reviewed and investigated by a designee of the FAMP Executive Committee, and a final determination of the results of the challenged election shall be made by the FAMP Executive Committee.

Section 4. Resignations and Removal.

Any State Director may resign at any time by delivering written notice to the President or the Chapter Board of Directors. Upon receiving such notice, the Chapter shall immediately notify FAMP. A State Director's resignation will be effective at the time specified therein or upon receipt by the President or Chapter Board of Directors if no time is specified. A State Director's resignation needs not be accepted for it to become effective. Any State Director may be removed from office at any time and for any reason by majority vote of the entire Chapter Board of Directors or by the FAMP Board of Directors pursuant to the FAMP Bylaws.

Section 5. Vacancies.

State Director vacancies may be filled by majority vote of the Chapter Board of Directors at a regular or special meeting of the Chapter Board of Directors, or by the FAMP Board of Directors in accord with FAMP's Bylaws, for the remainder of the departed State Director's term.

ARTICLE VIII CHAPTER BOARD OF DIRECTORS

Section 1. Power Responsibilities.

The Chapter Board of Directors shall govern, manage, supervise and control the business, property and affairs of the Chapter consistent with the Articles of Incorporation and Bylaws of the Chapter and the strategic plan, policies and procedures, Articles of Incorporation and Bylaws of FAMP, as well as



the Chapter Affiliation Agreement. No action taken by the Chapter Board of Directors may conflict with any action taken or policy established by the FAMP Board of Directors.

Section 2. Composition.

The Chapter Board of Directors shall consist of: (a) the elected Officers; (b) the Chapter Committee Chairs; (c) the elected State Directors; (d) the Immediate Past President of the Chapter installed as part of the current year's Board of Directors, and (e) any other Past Presidents of the Chapter who remain active in the Chapter, and wish to serve. Minimum three (3) Chapter Directors are required.

Section 3. Term of Office.

All members of the Chapter Board of Directors shall take office upon their election at the annual meeting of the Chapter, or when appointed, and shall serve until their successor is duly elected at the next annual meeting.

Section 4. Election.

All members of the Board of Directors shall serve by virtue of their respective elected or appointed position.

Section 5. Meetings.

The Board of Directors shall meet monthly at such times and places as the President may designate and shall hold such additional meetings as the President or the Chapter Board of Directors deems necessary. One meeting of the Chapter Board of Directors may be held in conjunction with the annual meeting. Notice of all meetings of the Board of Directors must be delivered by U.S. mail, email or another generally accepted form of electronic communication to the last recorded address on file for member of the Board of Directors at least five (5) days in advance of any meeting.

Section 6. Electronic ("Virtual") Meetings.

Any meeting of the Chapter Board of Directors may, at the discretion of the Board of Directors, be held partially or entirely by audio and/or video conferencing technology, provided the means of electronic communication utilized allows all Directors in attendance to simultaneously hear each other and participate in discussion throughout the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 7. Quorum.

A majority of the entire Board of Directors including active Past President members, will constitute a quorum at any meeting of the Board of Directors. Any less number may adjourn from time to time until a quorum is present.

Section 8. Absence.

Any member of the Board of Directors absent from a meeting shall, in a writing addressed to the President, state the reason for his/her absence. If a Director is absent from two (2) consecutive meetings for reasons which the Board of Directors deems insufficient, the Director may be removed from office by the Board of Directors by a majority vote.

Section 9. Resignation and Removal.

Any member of the Chapter Board of Directors may resign at any time by giving written notice to the President, Secretary, or to the Board of Directors. Such resignation will be effective at the time specified therein or upon receipt by the President if no time is specified. The resignation of a member of the Board of Directors need not be accepted for it to become effective. Any member of the Chapter Board of Directors may be removed from office at any time and for any reason by majority vote of the entire Chapter Board of Directors.



Section 10. Vacancies.

Any vacancies that may occur on the Board of Directors, other than for Past President members, may be filled by majority vote of the remaining members of the Board of Directors. The Chapter Board of Directors shall submit the name or names of individuals to be considered by the FAMP Board of Directors to fill the unexpired term of office of a State Director who has resigned or been removed from office.

Section 11. Voting.

Unless otherwise prescribed in these Bylaws, all decisions of the Chapter Board of Directors will be made by majority vote of those Directors present, constituting a quorum and voting at a duly called meeting.

Section 12. Action without Meeting.

Any action required or permitted to be taken by the Chapter Board of Directors may be taken without a meeting if all members of the Chapter Board individually or collectively consent in writing to such action. Such action by written consent will have the same force and effect as a unanimous vote of the Chapter Board of Directors. Such written consent or consents must be recorded and kept with the minutes of the Chapter.

ARTICLE IX COMMITTEES

Section 1. Standing Committees.

The Chapter shall have the following Standing Committees and the Chapter Board of Directors may establish special committees in accordance with policies and procedures adopted by the Board of Directors. The President of the Chapter shall appoint a member of the board to chair each standing or special committee, except otherwise provided in these bylaws.

A. Executive Committee. The Executive Committee shall be composed the President, Vice President, Secretary, Treasurer, and Immediate Past President of the Chapter. The Executive Committee may exercise the powers of the Board of Directors necessary to conduct the business of the Chapter between meetings of the Board of Directors. The Executive Committee must report to the Chapter Board of Directors, at its next meeting, on all actions taken by the Executive Committee. The Executive Committee may not fill vacancies on the Chapter Board of Directors, remove any Officer or member of the Chapter Board of Directors, or adopt, amend, or repeal any bylaws of the Chapter. Meetings may be called by the President or upon the demand of three Executive Committee members.

B. Nominating Committee. The Nominating Committee shall consist of the current Chapter President and all active Chapter Past Presidents who have attended the majority of the Chapter Board of Directors Meetings and/or other Chapter activities during the current Chapter year. -The Nominating Committee chair shall be the Immediate Past President of the Chapter. Individuals are not eligible to serve on the Nominating Committee if a family member, spouse or business partner or associate is seeking nomination. The Nominating Committee may nominate one or more persons for each of the offices of President, Vice-President, Secretary, and Treasurer, as well as for State Director and Chapter Director positions. The Nominating Committee may also include in its ballot a recommendation to keep a position vacant. A report of the Nominating Committee must be given to the Chapter Board of Directors no later than the last meeting of the Board before the annual meeting, and must be delivered to each voting member of the Chapter at his/her last recorded address on file in accordance with these bylaws at least fifteen (15) days prior to the annual meeting.

- C. Finance Committee. The Finance Committee shall be composed of the Executive Committee. The Treasurer shall serve as Chair of the Committee. The Committee shall make recommendations to the Board of Directors as to the source and programs for securing the monies necessary for operation of the Association, recommend a budget for the operation of the Association, oversee the budget and make recommendation to amend it when needed.
- D. Awards Committee. The Awards Committee shall maintain the awards book in a fashion consistent with the FAMP Awards program. The Chair of the Committee is responsible for delivering a current awards book at each FAMP Board of Directors meeting for judging based on current criteria outlined by the FAMP Awards Committee.
- E. Bylaws Committee. The Committee on Bylaws shall consist of not less than one (1) member and shall have referred to it all motions and resolutions involving changes in or amendments to the Bylaws. Following approval by the Board of Directors, the Committee shall make a report to the membership at the next general membership meeting on recommended changes or amendments to the Bylaws.
- F. Tradeshow Committee. The Tradeshow Committee shall consist of not less than two (2) members and shall seek the advice and counsel of the President and Chapter Board of Directors. The committee shall recommend to the Chapter's Board of Directors various themes, speakers, programs, activities, and other events for presentation at the annual convention and chapter's tradeshow exhibition. All contracts and expenditures must be approved in advance by the Chapter Board of Directors.

Section 2. Establishment of Additional Committees.

The Board of Directors may adopt a resolution establishing additional committees, including qualifications for membership on such committees. The Board may delegate specified authority to such committee(s) and may appoint or remove members of such committee(s). The Board of Directors may additionally or alternatively delegate to the President or the Executive Committee its power to appoint and remove members of a committee.

Section 3. Decision-Making Authority.

The Executive Committee shall have the independent decision-making authority granted by these Bylaws. Any other committee or committees will have only the limited authority granted to them by resolution of the Chapter Board of Directors, and all committee reports, recommendations and decisions are subject to review and approval by the Chapter Board of Directors.

Section 4. Committee Reports.

No committee may make a recommendation or report to the Chapter membership without first presenting such recommendation or report to the Chapter Board of Directors.

ARTICLE X PARLIMENTARY PROCEDURE

Section 1. Rules of Order.

All Chapter meetings shall be conducted under the rules contained in Robert's Rules of Order, as revised, unless those rules are in conflict with these bylaws or the bylaws, policies or procedures of FAMP, in which case these bylaws or the bylaws, policies and procedures of FAMP, as applicable, take precedence.

ARTICLE XI AMENDMENT AND INTERPRETATION

Section 1. Amendments.

These bylaws may be amended, repealed or altered, in whole or in part by a majority vote at any duly called meeting of the Chapter membership, provided a copy of any proposed amendment(s) is sent by U.S. mail, email or another generally accepted form of electronic communication to the last recorded address on file for each member of the Chapter at least fifteen (15) days prior to the Chapter membership meeting where such amendments will be brought for a vote. No amendment to these bylaws will be valid if such amendment conflicts with the FAMP bylaws, as determined by FAMP in its sole but reasonable discretion. Additionally, the Chapter may be required to amend these bylaws from time to time to ensure continued conformity with the FAMP articles of incorporation, bylaws, policies, and procedures.

Section 2. Conflict with FAMP Bylaws.

These Chapter bylaws may not conflict with the bylaws of FAMP. Notwithstanding the foregoing, it is understood that no conflict will be deemed to exist merely by way of the Chapter Treasurer, Chapter Secretary or a Chapter Director having status other than that of a Professional Member of the Association.

Section 3. Effective Date(s).

These Bylaws and any subsequent changes or amendments hereto will be effective on the date they are adopted by majority vote of the Chapter membership.

Section 4. Interpretation.

In case of any doubt or ambiguity in the interpretation of these bylaws, the Chapter Board of Directors shall make the determination and its decision will be final.

ARTICLE XII NO PRIVATE BENEFIT

Section 1. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws. No part of the Chapter's net earnings, gains or assets may inure to the benefit of or be distributable to any of the Chapter's Officers, Directors or any other private individual(s), or companies or organizations operating for-profit, except that the Chapter may pay reasonable fees for products and services consistent with any limitations set forth in the bylaws, policies and procedures of the Chapter and FAMP. Upon dissolution of the Chapter, any Chapter funds remaining after all debts and other obligations have been fully satisfied shall be distributed to FAMP to use and/or invest in continued service and for the benefit of FAMP members in the Chapter's geographic area.

ARTICLE XIII INDEMNIFICATION OF OFFICERS & DIRECTORS

Section 1. The Chapter shall indemnify and defend, to the fullest extent permissible under the laws of the State of Florida, each person who serves and who has served at any time as a Director, Officer, committee chairperson, volunteer, employee or agent of the Chapter who is made or is threatened to be made a party to any legal action (other than an action by or in the name of the Chapter or FAMP) against any and all expenses and liabilities, including reasonable attorneys' fees and payment of any sums in settlement of a claim, actually incurred by or imposed on such person because the person is or was a Director, Officer, committee chairperson, volunteer, employee or agent of the Chapter. The Chapter will have no obligation to indemnify any person for such person's own negligence or

misconduct, or for any expenses or liabilities suffered as a result of such person exceeding or otherwise acting outside the scope of their authority under these bylaws and applicable law. The indemnification provided for under this section is in addition to and not exclusive of any other rights or remedies that may be available to any current or former Director, Officer, committee chairperson, volunteer, employee or agent of the Chapter.

ARTICLE XIV FISCAL YEAR

Section 1. The fiscal year of the Chapter shall be as determined by the Chapter Board of Directors.

ARTICLE XV CODE OF ETHICS / STANDARDS OF PROFESSIONAL PRACTICE

Section 1. The Chapter shall always comply with the FAMP Code of Ethics and Grievance Procedures as adopted, modified, and enforced by FAMP.

Section 2. Ethics & Grievance Committee.

The Chapter will not have a standing Ethics and Grievance Committee. The Chapter's Board of Directors shall forward all Chapter complaints received in writing via certified mail or email, with delivery confirmation, to the FAMP Ethics and Grievance Committee. All complaints will be handled in accordance with current FAMP Ethics and Grievance standards.

ARTICLE XVI SUSPENSION, TERMINATION AND DISSOLUTION

Section 1. Provisions for suspension and termination of the Chapter's charter will be as provided for in the FAMP bylaws and such policies and procedures as the FAMP Board of Directors may adopt in support of its bylaws.

Section 2. Dissolution.

- A. The Chapter shall wind-up its affairs and dissolve within thirty (30) days following revocation of the Chapter's charter by FAMP.
- B. If the Chapter lacks an Officer or other qualified person to wind-up its affairs and dissolve and liquidate its assets, the President of FAMP shall be empowered as the Chapter's representative for the limited and exclusive purpose of performing such acts as may be necessary or useful in accomplishing the dissolution of the Chapter and the liquidation of its assets.
- C. After payment or the making of provision for payment of all lawful debts and liabilities of the Chapter, any remaining assets of the Chapter shall be distributed to FAMP.
- D. Upon dissolution, after all outstanding debts and other obligations of the Chapter are satisfied, any remaining Chapter funds must be transferred to FAMP, to be used by FAMP in service of and for the benefit of the terminated Chapter's members in accordance with the FAMP Bylaws.

