

BYLAWS OF THE FLORIDA COLLECTORS ASSOCIATION, INC.

ARTICLE ONE NAME AND LOCATION

- 1.1 Name. The name of the Association shall be the Florida Collectors Association, Inc. (Association), and it shall be incorporated as a non-profit corporation under the laws of the State of Florida without capital stock.
- 1.2 Location. The principal office of the Association shall be located at the place of business as designated by the Board of Directors of the Association.

ARTICLE TWO PURPOSE OF THE ASSOCIATION

- 2.1 Purpose. The purpose of this Association shall be to:
 - 2.1.1 Serve as a collective voice of the members on legislative and regulatory issues which impact the members' delivery of credit and collection services;
 - 2.1.2 Provide educational opportunities and services which further and promote the optimum delivery of credit and collection services and the professional development of Association members;
 - 2.1.3 Prescribe and enforce a code of conduct and ethics;
 - 2.1.4 Facilitate member communications and operations among and between the members, the Association and ACA International, and
 - 2.1.5 Assist members in serving their communities and meeting the challenges created by changing markets through leadership, direction, education and service.

ARTICLE THREE MEMBERSHIP

- 3.1 Membership Qualifications. Any person, or entity, operating from an office located in the State of Florida who performs services related to the accounts receivable management industry such as debt collection, asset buying or legal services and who subscribes to and practices the Code of Ethics and Rules of Conduct adopted by the members of this Association may become a member upon satisfaction of the following requirements:
 - 3.1.1 Full compliance with all membership requirements of ACA International;
 - 3.1.2 Full compliance with requirements prescribed under Florida Law and holds a current license and/or registration as a commercial or consumer collection agency as may be required by the State of Florida.

Each application for membership will be approved by the Association's membership Committee. All requirements must be met by each applicant.

- 3.2 Membership Status. Except in the case of Special Membership Categories, membership shall be construed by this Association to mean the company itself holds the membership. The member company must designate its particular representative to act on its behalf in Association affairs. The designee may appoint a proxy to act in behalf of the member company provided the appointment of the proxy is in proper written form. Membership in the Association is not transferable.
- 3.3 Special Membership Categories. This Association shall recognize Special Membership Categories known as: Retired Members, Credit Grantor Members, and Affiliate Members. Membership in these categories shall not confer the right to vote in any matters of business of this Association upon the member.
- 3.3.1 Retired Members. Any person who has retired as owner, partner, corporate officer or manager of a member in good standing at the time of retirement shall be eligible for membership in this category upon letter of intent and payment of an annual fee to be established by the Board of Directors.
- 3.3.2 For credit grantor applicants only: This applicant is a natural person, provides services substantially related to the granting of consumer credit; and agrees to be bound by the Association's Bylaws, Code of Ethics and Rules of Conduct.
- 3.3.3 For affiliate applicants only: This applicant is an entity, is a supplier of goods or services to the credit and collection industry and agrees to be bound by the Association's Bylaws, Code of Ethics and Rules of Conduct.

ARTICLE FOUR MEMBERSHIP APPLICATIONS

- 4.1 Application Requirements. Applications for membership shall be made on a form provided by ACA International. Completed applications shall be submitted to the Chair of the Membership Committee. Each application shall be accompanied by proof of compliance with the Membership requirements as provided in these Bylaws, and by payment of one year's dues and assessments, if any, for the ACA International, and one year's dues and assessments, if any, for the Florida Collectors Association, Inc., plus an additional application processing fee. The application processing fee is not refundable.
- 4.2 Application Processing Requirements. Within forty-five (45) days of receipt of an application for Unit membership, the Association will submit the application to ACA International.
- 4.3 Approval of Membership Application. The procedures to be followed by the Membership Committee shall be determined by the Board of Directors. A majority vote of the Membership Committee shall determine whether an application is approved or declined. Any applicant whose application for membership has been declined by the Membership Committee shall have the right of appeal to the Board of Directors at its next regular meeting or at a special meeting called for this purpose by the President. After due consideration, the Board may sustain or reverse the

decision of the Membership Committee. If membership is denied by the Board of Directors, all funds remitted by the applicant shall be refunded with the exception of the application processing fee. Subsequent applications may be submitted by the applicant without additional payment of any application processing fees.

ARTICLE FIVE TERMINATION OF MEMBERSHIP

- 5.1 Change of Ownership. Membership in this Association is not transferable. Upon change of ownership of any member, its membership shall automatically terminate, except as provided in the Association's Standard Operating Procedures. There shall be no refund of dues, fees or payments.
- 5.2 Termination for Cause. Any member may be placed on probation, suspended or expelled for cause, which shall include but not be limited to: violation of any of the Bylaws or Code of Conduct of the Florida Collectors Association, Inc., the rules, regulations or Code of Ethics of ACA International, or for conduct prejudicial to the best interests of the Florida Collectors Association, Inc. or ACA International. In the event that a member is subject to probation, suspension or expulsion for any of the foregoing reasons, the Association shall adhere to the procedures set forth in these Bylaws.

Any member, whose dues or assessments or other monetary obligations owed to this Association remain unpaid for sixty or more days, may be placed on probation, suspended or expelled by the Executive Committee of this Association. Any such decision of the Executive Committee shall be final.

- 5.3 Termination by ACA International. The termination of a member's membership in ACA International shall cause the immediate termination of that member's membership in this Association. The Secretary of this Association or Executive Director shall provide any such member with written notice of termination and the effective date thereof, within 30 days of receipt of this information from ACA International.
- 5.4 Grievance Process. Probation, suspension or expulsion due to a member's violation of any of the Bylaws or Code of Conduct of the Florida Collectors Association, Inc.; the rules, regulations or codes, procedures and rules governing member conduct of ACA International; or for conduct prejudicial to the best interests of the Florida Collectors Association, Inc. or ACA International, shall be the responsibility of the Grievance Committee. Prior to making any determination on a matter, a statement of the charges shall be mailed by certified mail to the member at the member's last recorded address at least 15 days in advance of any meeting of the Grievance Committee at which the matter shall be considered. This statement shall be accompanied by a notice of the time and place of the Grievance Committee meeting at which a decision on the matter shall be made and of the member's right to present a defense at the time and place mentioned in such notice.

A decision of the Grievance Committee may be appealed, in writing, to the Executive committee of this Association. Within forty-five (45) days of receipt of any such notice of appeal, the Executive Committee shall meet to determine whether the decision of the Grievance Committee should be sustained or reversed. Prior to making any decision on the matter appealed, a statement of the charges shall be mailed by certified mail to the member at the member's last recorded

address at least fifteen (15) days in advance of any meeting of the Executive Committee at which the matter shall be considered. This statement shall be accompanied by a notice of the time and place of the Executive Committee meeting at which a decision on the appeal shall be made and of the member's right to present a defense at the time and place mentioned in such notice.

The Executive Committee may sustain or reverse the decision of the Grievance Committee upon the majority vote of the Executive Committee of this Association.

- 5.5 Appeal from the Decision of the Executive Committee. A decision of the Executive Committee may be appealed, in writing, to the Board of Directors of this Association. Within forty-five (45) days of receipt of any such notice of appeal, the Board of Directors shall meet to determine whether the decision of the Executive Committee should be sustained or reversed. Any appeal from a decision of the Executive Committee shall be decided upon a majority vote of the Board of Directors of this Association provided that a statement of the charges was mailed by certified mail to the member at the member's last recorded address at least 15 days before final action is taken thereon. This statement shall be accompanied by a notice of the time and the place of the Board of Directors' meeting at which a decision on the appeal shall be made and of the member's right to present a defense at the time and place mentioned in such notice.
- 5.6 Confidentiality. All information relating to any action involving a member and which is provided to any member of the Grievance Committee, the Executive Committee or Board of Directors in their capacity as a representative of this Association shall be kept strictly confidential except as required by law. Any such member's disclosure of such information to any person not otherwise serving on the same Committee or Board will subject the member to removal from office for cause and sanctions in accordance with these Bylaws.

ARTICLE SIX RE-INSTATEMENT

- 6.1 Conditions of Reinstatement. Any member sanctioned for non-payment of dues, assessments or monies owed to this Association or for cause may be reinstated by the Executive Committee provided all dues and assessments and monies owed the Association due at the time the member was expelled, together with all dues, assessments and monies that became due subsequent to the date the member was expelled, up to the date of reinstatement, are paid to the Association.

ARTICLE SEVEN DUES

- 7.1 Membership Year. The membership year of this Association shall run from January 1 to December 31.
- 7.2 Power to Establish Dues. The annual dues for all membership categories shall be determined by the Board of Directors.
- 7.3 Payment of Dues. Dues shall be payable annually in advance. Any member whose dues remain unpaid for sixty (60) days after the membership year begins may be placed on probation, suspended or expelled from this Association by the Executive Committee.

- 7.4 Dues Non-refundable. Dues shall not be refundable to any member whose membership is terminated for any reason.
- 7.5 Power to Establish Assessments. The Board of Directors may, by a two-thirds majority vote of all members of the Board of Directors, establish special assessments. Upon approval, all members shall pay the assessment. Failure to do so shall be cause for expulsion.

ARTICLE EIGHT GOVERNANCE AND ORGANIZATION

- 8.1 Board of Directors. The affairs of this Association shall be governed by a Board of Directors, which shall consist of the President, who shall serve as Chair, the President-Elect, the Vice President, Secretary/Treasurer, the immediate Past President, one or more National Directors, and at least three members of the Association.
- 8.2 Annual Meeting of the Board of Directors. The Board of Directors shall meet at least once each year prior to the annual Meeting of the Membership. It may hold additional meetings at the call of the President or at the call of a majority of the Board Members, should the President fail to act.
- 8.3 Meetings of the Board of Directors. Notice of Board Meetings shall be sent by the Secretary or Executive Director to each Board member at least fifteen days in advance of each meeting. This provision can be waived only by the consent of the majority of the Board members prior to the meeting. A quorum must be present for the Board of Directors to conduct Association business. A majority of the members of the Board shall constitute a quorum.

Unless otherwise prohibited by law, the Board of Directors shall be permitted to conduct any and all business, in any manner, that shall arise between scheduled meetings, and to vote by like manner on such matters as are presented to it for a vote. In such cases, the majority vote of all Directors on record at such time shall be required to approve such measure. A period of thirty (30) days shall be afforded each Director to return his or her vote to the Secretary or Executive Director. The action of the Board between Annual Meetings of the Association shall be final and binding unless and until modified by the general membership at the Annual Meeting of the Membership.

- 8.4 Responsibilities of the Board of Directors. The Board of Directors shall be responsible to:
- 8.4.1 Establish the policies of the Association;
 - 8.4.2 Fix the amount of bond required of the Treasurer, if any;
 - 8.4.3 Fix the compensation, if any, of the Association officers and employees;
 - 8.4.4 Hear appeals from membership applicants whose applications for membership are declined by the Membership Committee;
 - 8.4.5 Hear and determine appeals from grievance decisions made by the Executive Committee;
 - 8.4.6 Suspend or expel any member for due cause;

- 8.4.7 Remove any officer or committee member for cause;
 - 8.4.8 Meet as a Committee of the Whole once each year prior to the Annual Meeting of the Membership for the purpose of nominating officers and directors for the ensuing year;
 - 8.4.9 Fill any officer or director vacancies, should these occur between annual Meetings of the Association, by a majority vote of the Directors; and
 - 8.4.10 Conduct such other business that shall be necessary and proper.
 - 8.4.11 Establish Dues for all Membership Categories.
 - 8.4.12 Establish Assessments, if any.
- 8.5 Indemnification. Every Director, Officer or employee of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Director, Officer, or employee of the Association at the time such expenses are incurred, except in such instances wherein the Director, Officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer or employee may be entitled.
- 8.6 Insurance. The Association shall maintain a policy of Director and Officer Liability and Corporate Reimbursement Insurance sufficient to insure the Association for reasonable risks associated with this exposure.

The Association shall maintain a policy of general business liability insurance sufficient to insure the Association for reasonable risks associated with its operation.

ARTICLE NINE OFFICERS

- 9.1 Description. The Officers of this Association shall be President, President-Elect, Vice President, and Secretary/Treasurer. The Officers shall constitute an Executive Committee of the Association which will advise and aid the Board of Directors on all matters concerning the interest and management of the business of the Association.

ARTICLE TEN ELECTIONS

- 10.1 Nominations of Unit Officers. The President, President-Elect, Vice President and Secretary/Treasurer of the Association shall be elected during the annual Meeting of the Membership. The Board of Directors, acting as a Committee of the Whole, shall nominate the

officers herein provided for at the Board of Director's meeting prior to the Annual Meeting of the Membership. Nominations may also be made from the floor.

- 10.2 Election of Unit Officers. During the annual Meeting of the Membership, voting for officers so nominated shall be conducted by secret ballot, provided however, that such secret ballot shall be waived where any given nominee is not opposed. All officers shall take office immediately upon their election and shall serve in office until the next annual Meeting of the Membership and until their successors are elected. The Secretary or Executive Director shall provide ACA International with at least fourteen (14) days prior notice of an election or appointment of Unit Officers and with the results of such election within thirty (30) days thereof.
- 10.3 Nominations of Unit Directors. The Unit Directors shall be elected during the annual Meeting of the Membership. The Board of Directors, acting as a Committee of the Whole, shall nominate the Directors herein provided for at the Board of Director's meeting prior to the Annual Meeting of the Membership. Nominations may also be made from the floor. During the annual Meeting of the Membership, voting for Directors so nominated shall be conducted by secret ballot, provided however that such secret ballot shall be waived where any given nominee is not opposed. The Secretary or Executive Director shall provide ACA International with at least fourteen (14) days prior notice of an election or appointment of Unit Directors and with the results of such election within thirty (30) days thereof. The term of service of a Unit Director shall be three years.
- 10.4 National Delegate Qualifications. Delegates who shall be qualified to serve on the ACA International Council of Delegates shall be limited to those persons whose business or any portion thereof, is related to the accounts receivable management industry, and who have served the Association in the office of President for at least a full term. The term of service for a Delegate to the ACA International Council of Delegates shall be three years.
- 10.5 Nominations of National Delegates. The National Delegates shall be elected during the annual Meeting of the Membership. The Board of Directors, acting as a Committee of the Whole, shall nominate the Delegates herein provided for at the Board of Director's meeting prior to the Annual Meeting of the Membership. Nominations may also be made from the floor. During the annual Meeting of the Membership, voting for National Delegate candidates so nominated shall be conducted by secret ballot, provided however that such secret ballot shall be waived where any given nominee is not opposed.

Nominations for the National Delegate positions shall be limited to those persons who meet the qualifications as outlined in 10.4 above. The Secretary or Executive Director shall provide ACA International with at least fourteen (14) days prior notice of an election or appointment of National Directors and with the results of such election within thirty (30) days thereof.

- 10.6 Balloting. In all elections conducted by secret ballot, the Secretary or Executive Director shall determine the eligibility of each member's designee to cast ballots. In the event his or her decision is contested, the final authority shall rest with the Executive Committee whose majority decision of those voting on the Committee shall prevail.

**ARTICLE ELEVEN
COMMITTEES**

- 11.1 Committees. Immediately after being elected to office, the President shall appoint the following committees to serve for one year: Membership, Grievance, Convention, Publications, Education, Audit and Legislative. The President may appoint such other committees as he or she may deem necessary and appropriate.

**ARTICLE TWELVE
MEETINGS OF THE GENERAL MEMBERSHIP**

- 12.1 Annual Meeting of the Membership. The annual Meeting of the Membership shall be held at a time and place to be fixed by the Board of Directors. It shall be held at approximately the same time each year. Special meetings of the Membership may be called at such time and place as may be fixed by the Board of Directors. Unless otherwise stated in these Bylaws, notice of all meetings shall be sent to each member at least fifteen (15) days before the date of the meeting.

**ARTICLE THIRTEEN
AMENDMENTS**

- 13.1 Amendments. These Bylaws may be amended, repealed, or altered in whole or in part by a majority vote of the general membership at any duly organized meeting of the membership, or by a majority vote of the general membership taken in any such manner permitted by law as determined by a majority vote of the Board of Directors. Notice of any such proposed change in these Bylaws shall be provided by the Secretary or Executive Director, in any manner authorized by law, at least sixty (60) days prior to the vote.

**ARTICLE FOURTEEN
EXECUTIVE COMMITTEE POWERS**

- 14.1 President. The President shall preside at all meetings, serve as the Executive Officer of the Association, serve as Chair of the Board of Directors, sign all official documents, appoint all committees and generally supervise the affairs of the Association.
- 14.2 President-Elect. The President-Elect shall advise and assist the President and perform all the duties of the President when the latter is absent or in any manner unable to serve. He or she shall be the President in the event the President's office is vacated by death, resignation or any event which makes it impossible for the President to carry out the duties and responsibilities of his or her office. Upon completion of his or her term of office, the President-Elect shall be nominated for the office of President by the Board of Directors unless he or she declines to accept such nomination or unless the Board fails to reach a majority vote for such nomination.
- 14.3 Vice President. The Vice President shall advise with and assist the President and President-Elect in the affairs of the Association.

- 14.4 Secretary/Treasurer. The Secretary/Treasurer, and/or Executive Director if applicable, shall have charge of the records and correspondence of the Association and perform the following duties as required:
- 14.4.1 Sign all orders for payment of money for the expenses of the Association;
 - 14.4.2 Keep the records of the proceedings of the meetings of the Association and the Board of Directors;
 - 14.4.3 Affix the corporate seal to all documents so required;
 - 14.4.4 Keep the membership records showing the names and addresses of each member together with the name of each members designee;
 - 14.4.5 Keep the records of all other matters of the Association and comply with all requirements otherwise imposed upon the Unit pursuant to the ACA International Bylaws and Standard Operating Procedures;
 - 14.4.6 Comply with all notice requirements as provided for in these Bylaws. Notices may be made in any manner reasonably calculated to provide advance notice of the time, date, place and purpose;
 - 14.4.7 Send copies of the Minutes of all Board meetings to each member of the Board;
 - 14.4.8 Distribute the Unit Membership Certificates upon payment of dues;
 - 14.4.9 Prepare a list of all members and their membership designee, at the end of the first quarter of each membership year;
 - 14.4.10 Have custody of and be responsible for all funds and securities of the Association and deposit all such funds of the Association in accordance with the resolution of the Board;
 - 14.4.11 Have charge and control of all disbursements of funds, record and account for all receipts and disbursements and make a report of same once each year to the Board of Directors and the annual meeting of the Board of Directors and to the general assembly at the annual Meeting of the Membership;
 - 14.4.12 Set up and keep the books of the Association in such a manner that the books will show at all times the amount of money collected, the purpose for which same was collected, amount of money disbursed, the purpose for which same was disbursed and the balance in the Treasury;
 - 14.4.13 Prepare the non-profit tax return for the Association and file it with the Internal Revenue Service; and
 - 14.4.14 Be responsible for the billing and collection of each member's dues and assessments and other monetary obligations owed to this Association and ACA International.

ARTICLE FIFTEEN
PARLIAMENTARY PROCEDURES

- 15.1 Parliamentary Procedure. In all questions of order and parliamentary procedure not covered by these Bylaws or State law, Robert's Rules of Order shall govern. The President may appoint any person as Parliamentarian who is well versed in recognized Parliamentary Law to advise the presiding officer at any given meeting.