



FLA BYLAWS UPDATED 2026

ARTICLE I – NAME AND OFFICE

Section 1.01 Name

The name of this organization shall be the Florida Limousine Association (“FLA”), a nonprofit 501c3 corporation organized under the laws of the State of Florida.

Section 1.02 Principal Office

The principal office of the Association shall be located at such location as determined by the Board of Directors.

ARTICLE II - PURPOSE

Section 2.01 Purpose

The purpose of the Association is to protect the limousine and luxury ground transportation industry from over-regulation and abuse of authority by municipal airports, municipalities, the State of Florida, and other governmental agencies. To that end, the Association may retain attorneys, lobbyists, public affairs specialists, or other professional advisors to represent the interests of limousine companies operating within the State of Florida.

The Association shall also provide networking opportunities for operators and trade members and endeavor to offer educational opportunities for its members, including seminars, informational programs, and guidance on industry operations and service standards.

The Association's purpose further includes providing a statewide forum for the exchange of information and views among members, facilitating the collection and dissemination of industry information and statistical data, and advancing the industry's and its members' interests for the benefit of their companies, employees, and the communities they serve.

The Association may also engage in activities that promote the industry and its members through state and local promotional efforts and public awareness initiatives, and may facilitate access to group or individual insurance programs when such programs are determined to be beneficial to the membership.

Notwithstanding the foregoing or any other provision of these bylaws, the Association shall not engage in any activity or transaction that would jeopardize its qualification as an exempt organization under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 3.01 Membership Classes

The Association shall have the following membership classes:

1. Regular Active Members
2. Out-of-State Members
3. Trade Members

Section 3.02 Regular Active Members

Regular Active Members shall be owners, officers, or authorized designees of for-hire ground transportation businesses operating legally within the State of Florida.

Section 3.03 Out-of-State Members

Out-of-State Members shall consist of owners or owner-designated officers of for-hire ground transportation companies located outside the State of Florida that otherwise meet the qualifications of Regular Active Members described in Section 3.02.

Out-of-State Members may participate in Association meetings, programs, and activities, but shall not have voting rights and shall not be eligible to serve on the Board of Directors.

Businesses that provide goods or services to the industry, including vendors, suppliers, manufacturers, software companies, or other service providers, shall be classified as Trade Members pursuant to Section 3.04, regardless of their geographic location.

Out-of-State Members shall be subject to the same dues requirements and membership obligations as determined by the Board of Directors.

Section 3.04 Trade Members

Trade Members include vendors, suppliers, and professionals who provide goods or services to the industry.

Trade Members may serve on the Board of Directors, but:

- may not serve as President
- may not serve on the Executive Committee

Trade Member representatives are not required to hold ownership in the company they represent.

ARTICLE IV – DUES

Membership dues shall be determined by the Board of Directors.

ARTICLE V – MEETINGS AND ELECTIONS

Section 5.01 Annual Meeting

An Annual Meeting of the membership shall be held each year.

Section 5.02 Special Meetings

Special Meetings of the Association may be called by:

- the President
- any three (3) members of the Board of Directors
- ten percent (10%) of the voting membership

A request for a Special Meeting must be submitted in writing, including electronic communication, to the Secretary of the Association and must state the purpose of the meeting.

Upon receipt of a valid request, the Secretary shall schedule the meeting and provide written notice to the Board of Directors and, as applicable, the membership, not less than seven (7) days prior to the meeting, unless an emergency requires a shorter notice period.

The notice of the Special Meeting shall state the date, time, place (or virtual platform), and the specific business to be conducted.

No business other than the matter(s) stated in the notice of the Special Meeting may be considered at that meeting.

A quorum for a Special Meeting shall be the same as required for other meetings under these Bylaws.

Section 5.03 Notice of Meetings

Notice of all meetings of the Association, including meetings of the membership and meetings of the Board of Directors, shall be provided in writing or by electronic communication.

Membership Meetings.

Notice of any meeting of the membership shall be delivered to all voting members not less than seven (7) days prior to the meeting unless otherwise specified in these Bylaws. Notice may be delivered by mail, electronic mail, or other electronic communication approved by the Board.

Board Meetings.

Notice of any meeting of the Board of Directors shall be delivered to all Directors not less than forty-eight (48) hours prior to the meeting unless waived by unanimous consent of the Directors.

Notice shall include the date, time, location (or virtual meeting platform), and, when applicable, the purpose of the meeting.

Section 5.04 Voting by Association Members

Each Regular Active Member company shall be entitled to one (1) vote in elections for the Board of Directors.

Voting rights of the membership are limited solely to the election of Directors, unless otherwise specifically provided in these Bylaws.

Except for such elections, all governance decisions, policies, and actions of the Association shall be determined by the Board of Directors.

Only members in good standing whose dues are current shall be eligible to vote in elections.

Section 5.05 Election Administration

Elections for the Board of Directors shall be administered using a secure voting process verified by an independent third-party election vendor approved by the Board of Directors.

The election vendor shall be responsible for distributing ballots, collecting votes, and tabulating the results in a manner that preserves the confidentiality and integrity of the voting process.

Only Regular Active Members in good standing whose dues are current at the time ballots are distributed shall be eligible to vote.

Election results shall be provided to the Secretary of the Association and reported to the Board of Directors. The results shall be certified and entered into the Association's official minutes.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.01 Authority and Responsibility

The Board of Directors shall have the supervision, control, and direction of the affairs of the Association and shall determine its policies within the limits of these Bylaws. The Board shall actively pursue the objectives of the Association and shall have discretion in the disbursement of its funds.

The Board may adopt such rules and regulations for the conduct of its business as it deems advisable and may appoint such persons as necessary to carry out the purposes of the Association.

Section 6.02 (a) Composition of the Board

The Board of Directors shall consist of nineteen (19) voting Directors as follows:

- Thirteen (13) Regional Directors
- Three (3) At-Large Directors
- Three (3) Trade Member Directors

In addition, the Board may appoint one (1) Member at Counsel who shall serve in a non-voting advisory capacity.

The composition of the Board is intended to maintain an odd number of voting Directors to reduce the possibility of tie votes.

Section 6.02 (b) Board Representation by Company

There shall be only one voting Board seat per company or common ownership group.

For purposes of these Bylaws, a common ownership group shall mean companies that are owned or partially owned by the same individual, ownership entity, or controlling interest.

This provision is intended to promote fair representation on the Board of Directors and to prevent any single company or ownership group from controlling multiple Board seats.

Grandfather Clause

In order to preserve continuity of leadership and institutional knowledge, any Director serving on the Board as of the effective date of these Bylaws whose company or common ownership group currently holds more than one Board seat shall be permitted to complete his or her elected term with full Board privileges.

Upon the expiration of those terms, future elections shall be conducted in accordance with the one-vote-per-company or common ownership group rule established in this section.

Nothing in this section shall be interpreted to shorten or otherwise affect the duly elected term of any current Director.

Section 6.03 Regional Representation

Regional Director seats shall be allocated geographically as follows:

South Region – four (4) Directors

West Region – three (3) Directors

Southeast Region – two (2) Directors

Central Region – two (2) Directors

North Region – two (2) Directors

Regional eligibility shall be determined by the member company's principal place of business.

Section 6.04 Eligibility for Directors

Any candidate seeking election or appointment to the Board of Directors must:

- be a member in good standing of the Association;
- have a minimum of five (5) years of experience in the ground transportation industry; and
- be an owner, officer, or authorized representative of a member company.

Trade Member Directors are not required to hold an ownership interest in their company, but must be an authorized representative of the Trade Member business they represent.

Section 6.05 Terms of Office

Directors shall serve a term of two (2) years beginning upon confirmation of the election results.

Directors may be reelected to additional terms provided they continue to meet the eligibility requirements of these Bylaws.

Section 6.06 Vacancies

If a vacancy occurs on the Board of Directors due to resignation, death, removal, or other cause, the remaining Directors may fill the vacancy by a majority vote of the Directors then in office.

The Board may also determine to leave the seat vacant until the next regular election.

Any Director appointed to fill a vacancy shall serve the remainder of the unexpired term.

Section 6.07 Change of Ownership

If a Director sells or transfers ownership of the member company that qualified them for election and is no longer affiliated with that company, the Director shall relinquish their seat on the Board.

Upon the Board of Directors' approval, the seat may be transferred to the new owner of the member company, provided the new owner meets the eligibility requirements of these Bylaws and agrees to accept the position.

If the new owner does not accept the position or does not meet the eligibility requirements, the seat shall be deemed vacant and filled in accordance with Section 6.06.

Section 6.08 Resignation or Removal

A Director may resign at any time by submitting written notice to the President or Secretary of the Association.

A Director may be removed for cause by a majority vote of the Board following review and recommendation by the Ombudsman Committee.

Removal without cause shall require a two-thirds (2/3) vote of the Board of Directors.

Section 6.09 Committees

The Board of Directors may establish standing and ad hoc committees to assist in carrying out the Association's work.

Committees shall operate under the authority of the Board and shall report regularly to the Board of Directors.

Committees may conduct inquiries and make recommendations, but may not bind the Association or take official action unless specifically authorized by the Board.

Committee chairs must be members of the Board of Directors.

Section 6.10 Action Without a Meeting

The Board of Directors may take action without a meeting through written or electronic voting procedures in accordance with these Bylaws.

Any such action shall be recorded by the Secretary and entered into the minutes of the next Board meeting.

ARTICLE VII – OFFICERS

Section 7.01 Officers

The officers of the Association shall be:

President

First Vice President

Second Vice President

Treasurer

Secretary

The officers of the Association shall consist of a President, First Vice President, Second Vice President, Treasurer, and Secretary. These officers shall be elected by the Board of Directors and shall serve on the Association's Executive Committee.

Section 7.02 President

ARTICLE VII – OFFICERS

Section 7.02 President

The President shall be the principal executive officer of the Association and shall preside at all meetings of the Board of Directors and the membership.

The President shall oversee the affairs of the Association and ensure that the policies and directives of the Board of Directors are carried into effect.

The President shall serve as an ex officio member of all committees and shall have the authority to appoint committee members and committee chairs, subject to confirmation by the Board of Directors when required.

The President shall supervise the Association's general activities, keep the Board informed of Association matters, and represent the Association in official capacities when appropriate.

The President shall serve a one-year term and may not serve more than three (3) consecutive terms.

The President may authorize expenditures of up to five hundred dollars (\$500.00) per month on behalf of the Association for routine operational matters without prior approval of the Board of Directors.

Any expenditure exceeding five hundred dollars (\$500.00) shall require the approval and signature of an additional officer of the Association in the following order of priority: Treasurer, First Vice President, or Second Vice President.

All expenditures shall be supported by a valid invoice, receipt, or financial statement documenting the expense and shall be recorded in the Association's financial records. All such expenditures shall be reported to the Board of Directors.

Section 7.03 First Vice President

The First Vice President shall assist the President in carrying out the duties of the office and shall perform such duties as may be assigned by the President or the Board of Directors.

In the absence, resignation, or inability of the President to perform the duties of the office, the First Vice President shall perform the duties of the President until such time as the President resumes those duties or the Board of Directors takes further action.

The First Vice President may also assist in coordinating committees or programs as directed by the Board.

Section 7.04 Second Vice President

The Second Vice President shall assist the President and First Vice President in the performance of their duties and shall perform such duties as may be assigned by the President or the Board of Directors.

In the absence of both the President and First Vice President, the Second Vice President may perform the duties of the President as directed by the Board.

The Second Vice President may also assist with special projects, membership initiatives, or committee coordination as assigned.

Section 7.05 Treasurer

The Treasurer shall oversee the Association's financial affairs and ensure that proper financial records are maintained.

The Treasurer shall provide financial reports to the Board of Directors at regular meetings and shall present a financial summary to the membership at the annual meeting.

The Treasurer shall monitor the collection of dues, oversee the deposit and disbursement of Association funds, and ensure that financial controls and procedures established by the Board are followed.

The Treasurer shall work with any management staff, accountant, or financial advisor engaged by the Association to ensure the accurate preparation of financial statements and tax filings.

Section 7.06 Secretary

The Secretary shall maintain the official records of the Association and shall record the minutes of all meetings of the Board of Directors and membership meetings.

The Secretary shall ensure that meeting notices are issued as required by these Bylaws and that the Association's official records, documents, and correspondence are properly maintained.

The Secretary shall also certify the official actions of the Board and ensure that approved minutes are retained as part of the Association's permanent records.

Section 7.07 Executive Committee

The officers of the Association shall constitute the Executive Committee.

The Executive Committee may act on behalf of the Board of Directors between Board meetings on matters requiring timely action, provided that such actions are within the authority granted by the Board.

Any action taken by the Executive Committee shall be reported to the Board of Directors and presented for ratification at the next regular meeting of the Board.

The Executive Committee shall not adopt policies, approve major expenditures, or take actions that materially affect the governance of the Association without subsequent approval by the Board of Directors.

ARTICLE VIII - EXECUTIVE DIRECTOR

Section 8.01 Appointment

The Board of Directors may retain an Executive Director or a management firm to administer the Association's operations. The Executive Director shall serve at the pleasure of the Board and shall report to the Board of Directors through the President or such officer as the Board may designate.

Section 8.02 Duties and Responsibilities

The Executive Director shall be responsible for the day-to-day administration of the Association and for implementing the policies and directives established by the Board of Directors.

The Executive Director may perform duties including, but not limited to:

- administering the programs, services, and activities of the Association
- coordinating meetings, conferences, and events of the Association
- maintaining membership records and communicating with members
- assisting the Board and its committees in carrying out their responsibilities
- maintaining official records and administrative documents of the Association
- managing vendors, contractors, and service providers engaged by the Association
- preparing reports and information for the Board of Directors as requested

Section 8.03 Authority

The Executive Director may act on behalf of the Association in administrative matters consistent with the policies and directives established by the Board of Directors.

Section 8.04 Employment or Contract

The terms of employment or engagement of the Executive Director shall be determined by the Board of Directors and may be set forth in an employment agreement, management contract, or other written arrangement approved by the Board.

ARTICLE IX - FINANCE

Section 9.01 Fiscal Year

The fiscal year of the Association shall begin on March 1 and end on the last day of February of the following year unless otherwise determined by the Board of Directors.

Section 9.02 Bank Accounts

The funds of the Association shall be deposited in the name of the Association in such banks or financial institutions as may be designated by the Board of Directors.

The Board of Directors may authorize one or more officers, employees, or agents of the Association to deposit funds, sign checks, or otherwise access the Association's accounts under such conditions and limitations as the Board may determine.

Section 9.03 Budget

The Board of Directors shall adopt an annual operating budget for the Association covering the anticipated revenues and expenditures for the fiscal year.

Section 9.04 Financial Reports

The Treasurer shall provide financial reports to the Board of Directors at regular meetings and shall present a financial summary to the membership at the annual meeting.

Section 9.05 Contracts and Financial Obligations

No contract, agreement, or financial obligation exceeding five thousand dollars (\$5,000) may be entered into on behalf of the Association unless the agreement bears the signatures of both the President and the Treasurer.

The Board of Directors may authorize other officers or agents of the Association to execute contracts or financial instruments within limits established by the Board.

Section 9.06 Tax Filings and Financial Review

The Association shall file all required federal and state tax returns. Such filings may be prepared by an independent Certified Public Accountant or other qualified professional retained by the Association.

The Board of Directors may authorize an independent financial review or audit of the Association's accounts at any time.

Section 9.06 Tax Filings and Financial Review

The Association shall file all required federal and state tax returns. Such filings shall be prepared by a Certified Public Accountant (CPA) or a qualified accounting firm retained by the Association.

The Treasurer shall have primary oversight of the Association's accounting and tax professionals, including any CPA engaged to prepare tax filings, financial statements, or financial reviews.

The selection, retention, or replacement of the Association's CPA or accounting firm shall require approval of the Board of Directors, and the CPA shall report to the Treasurer on financial matters.

All invoices for accounting, tax preparation, and financial services shall be reviewed and approved by the Treasurer prior to payment.

The Board of Directors may authorize an independent financial review or audit of the Association's accounts at any time.

The fiscal year shall run from March 1 through the last day of February.

ARTICLE X - LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 10.01 Limitation of Liability

Nothing contained in these Bylaws shall be construed to make the members of the Association partners for any purpose.

No Director, officer, employee, or agent of the Association shall be personally liable for the debts, liabilities, or obligations of the Association solely by reason of holding such position.

Directors and officers shall not be personally liable for actions taken in good faith within the scope of their duties on behalf of the Association, except in cases of willful misconduct, gross negligence, or unlawful acts.

Section 10.02 Indemnification

To the fullest extent permitted by Florida law, the Association shall indemnify any person who serves or has served as a Director, officer, employee, or authorized agent of the Association against expenses, judgments, fines, settlements, and other liabilities reasonably incurred in connection with any proceeding arising from their service to the Association.

This indemnification shall apply provided that the individual acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

Section 10.03 Insurance

The Association may purchase and maintain Directors and Officers Liability Insurance (D&O Insurance) and such other insurance coverage as the Board of Directors deems appropriate to protect the Association and its leadership from liability arising from their official duties.

The adequacy of such insurance coverage may be reviewed periodically by the Board of Directors.

ARTICLE XII – CONSTRUCTION

If conflict exists between these bylaws and the Articles of Incorporation, the Articles shall govern.

ARTICLE XIII – DISSOLUTION

No part of the net earnings, property, or assets of the Association shall inure to the benefit of any private individual or member. Upon dissolution of the Association, any remaining assets, after payment of all debts and obligations, shall be distributed to a fund, foundation, or nonprofit organization organized and operated for educational or charitable purposes that qualifies as a tax-exempt organization under Section 501(c) of the Internal Revenue Code, as determined by the Board of Directors.

ARTICLE XIV - AMENDMENTS

Section 14.01 Authority to Amend

These Bylaws may be amended by a majority vote of the Board of Directors, provided that a quorum of the Board is present.

Section 14.02 Notice of Proposed Amendments

Proposed amendments to these Bylaws shall be provided to the Board of Directors not less than seventy-two (72) hours prior to the meeting or vote at which the amendment will be considered.

Notice may be delivered in writing or by electronic communication.

Section 14.03 Method of Vote

Amendments to these Bylaws may be approved by a vote of the Board of Directors at a duly called meeting of the Board or through a proxy or electronic vote of the Directors conducted in accordance with these Bylaws.

Section 14.04 Effective Date

Unless otherwise specified in the amendment, any amendment to these Bylaws shall take effect immediately upon approval by the Board of Directors.

Certification

Approved by vote of the Florida Limousine Association Board of Directors on March 10, 2026.

Florida Limousine Association: **Larry Janowitz; FLA Secretary**

**ARTICLE XV – EXHIBITS**

Exhibit A – Regional Map

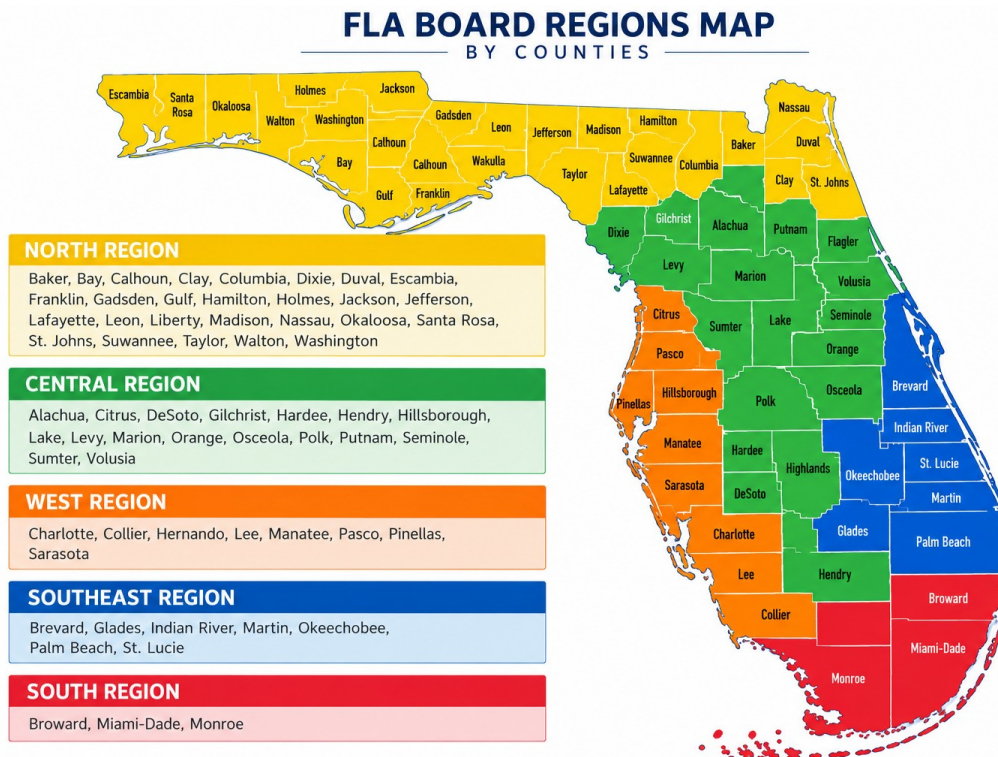


Exhibit B – Election Timeline

Elections for the Board of Directors shall be conducted annually according to the following schedule unless otherwise adjusted by the Board of Directors for administrative reasons.

1. Notice of Board Seats Up for Election

Notice of Board seats scheduled for election shall be distributed to the membership no later than the second Tuesday of September.

2. Distribution of Candidate Applications

Applications for Board candidates shall be distributed to the membership no later than the last Tuesday of September.

3. Candidate Application Deadline

Completed applications must be submitted to the Association no later than the second Tuesday of October.

4. Distribution of Ballots

Election ballots shall be distributed to eligible voting members no later than the last Tuesday of October.

5. Voting Period

Members shall have twenty-one 14 days to submit their ballots.

6. Ballot Deadline

All ballots must be received by the Association 14 days after voting and no later than the last Tuesday of November.

7. Election Verification

Election results shall be verified and tabulated by an independent election vendor approved by the Board of Directors.

8. Announcement of Election Results

Election results shall be announced at the December meeting of the Board of Directors, and successful candidates shall be notified by telephone and electronic mail.

9. Onboarding of Newly Elected Directors

Newly elected Directors shall participate in an onboarding meeting conducted by the Association's management team prior to assuming their seats.

10. Seating of New Directors

Newly elected Directors shall formally assume their positions at the January meeting of the Board of Directors, following confirmation of the election results.

Exhibit C – Code of Ethics

Florida Limousine Association Code of Ethics

This Code of Ethics is established in accordance with the objectives of the Florida Limousine Association (FLA) to protect and advance the interests of the luxury ground transportation industry and to provide guidelines for responsible ownership, ethical business practices, and professional conduct.

All Members Shall:

- Maintain the highest possible standards of honesty, cleanliness, safety, and professionalism in all operations.
- Take reasonable and appropriate measures to assist fellow members in times of need or distress.
- Demonstrate good character and professional conduct at all times—whether at home, industry events, meetings, or in public venues—in a manner that reflects positively on themselves, their companies, and the Florida Limousine Association.
- Make every reasonable effort to attend FLA meetings, events, and functions in support of the association and its mission.

- Ensure the accuracy and truthfulness of all information, documents, and photographs submitted to the association or used in association-related communications.

Members Shall Also:

- Operate vehicles that are properly licensed, adequately insured, and maintained in safe and structurally sound condition.
- Maintain familiarity with all applicable local, state, and federal laws and regulations governing the industry and operate in full compliance with them.
- Remain informed about industry developments, regulatory changes, and best practices.
- Refrain from utilizing non-member operators for farm-out work whenever a qualified FLA member is available.
- Not utilize any unregistered or unlicensed company, vehicle, or driver.
- Provide the Florida Limousine Association with a current Certificate of Insurance naming the FLA as an additional insured when required by the association.
- Honor all contracts and agreements related to reservations, sales, services, compensation, and completed rides.
- Conduct business in a manner that reflects positively on their company, the Florida Limousine Association, and the luxury ground transportation industry as a whole.

Members of the Florida Limousine Association are expected to adhere to this Code of Ethics at all times. Any member who believes another member has violated this Code may file a formal grievance with the Association.

All grievances must be submitted in writing to the FLA Board of Directors and should include sufficient detail and supporting documentation to allow for a fair review.

Upon receipt of a grievance, the Board of Directors, or a designated committee appointed by the Board, will review the matter and may request additional information from the parties involved. The Board will evaluate the complaint in accordance with the Association's policies and procedures.

If a violation of the Code of Ethics is determined to have occurred, the Board may take appropriate action, which may include, but is not limited to:

- Issuing a written warning
- Requiring corrective action
- Suspension of membership privileges
- Termination of membership

All decisions of the Board regarding ethics complaints will be made in the best interests of the Association and the integrity of the luxury ground transportation industry.

Certified By:

Larry Janowitz; FLA Secretary

A handwritten signature in black ink, appearing to be 'L. Janowitz', with a stylized, flowing script.

(March 10, 2026)