

# By-Laws of the Home Builders Association of Berks County

## Article I- Membership

### Sec. 1. VOTING CLASSES OF MEMBERS.

The association shall have the following classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

(A) BUILDER MEMBERS. Any Business Entity who is or has been in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or in land development, who subscribes to the Code of Ethics of this Association shall be eligible to be a builder member.

(B) ASSOCIATE MEMBERS. Any Business Entity who is or has been engaged in a trade, industry (supplies or services), or profession related to building and not inconsistent with the objectives of this Association, who subscribes to the Code of Ethics of this Association, shall be eligible to be an associate member.

### (C) AFFILIATE MEMBERS

Any individual employed by either a Builder member or Associate Member that pays the full local dues of a Voting Member and any affiliate dues to the National Association of Home Builders and the Pennsylvania Builders Association, and who subscribes to the Code of Ethics of this Association, shall be eligible to be a voting affiliate member. Voting Affiliates may also hold Board Seats, but shall not be eligible to hold any of the Executive Offices.

(D) Any change in business entity will require a new membership.

### Sec 2. NON-VOTING CLASS OF MEMBERS

#### ( A) RETIRED MEMBERS

Any past Builder or Associate Member who has been a member in good standing for at least five consecutive years may, upon retirement from active business, qualify for the Retired Membership category for an annual dues amount of \$50.00 in addition to the dues payment for the Pennsylvania Builders Association and the National Association of Home Builders. The Retired Member will not be listed in the Directory and Buyer's Guide as an active Builder or Associate Member, but will receive a Copy of the HBA Newsletter.

#### (B) HONONARY MEMBERS

An Honorary Member must be approved by the Board of Directors. An honorary member must not be able to qualify in any other way as a member, and be someone that has routinely assisted the HBA of Berks County in achieving its Mission. Members would be listed in our web-site, and directory.

### (C) AFFILIATE MEMBERS

Any employee of a member company that wishes to be more involved in the Association by serving on Committees and Task Forces and recognized by the State and National Organizations and pays the dues of a standard Affiliate Member.

### Sec. 3. ACCEPTANCE OF MEMBERS.

(A) Applicants for membership shall apply in a form satisfactory to the Board of Directors which contains information showing that the Applicant meets the requirements of the preceding Sec. 1. On Approval by the Board an Applicant shall become a member for a probation period of one year. Prior to approval, the Board may require a hearing on an application if it has reasonable grounds to believe that the reasons set forth in Section 4 below, for suspension or revocation of membership may exist. The provisions of section 4 shall apply to such hearing except that a majority vote shall be sufficient for approval of the Applicant.

(B) Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association of Home Builders of the United States and the Pennsylvania Builders Association, and while in good standing shall be entitled to the full benefits, services and privileges of the respective Associations.

### Sec. 4. SUSPENSION AND REVOCATION OF MEMBERSHIP.

(A) The Board of Directors by a two-thirds (2/3) vote may suspend or revoke the membership of any member (a) for failure to meet financial obligations to the Association or, (b) for conduct detrimental to this Association. The member shall be given at least thirty (30) days written notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.

(B) A vote of two-thirds (2/3) of the Board shall be required to reinstate any membership that has been suspended or revoked under this Section. Reinstatement shall be subject to such conditions as the Board may impose.

### Sec. 5. MEETINGS OF THE MEMBERS.

(A) An annual meeting of the membership of this Association shall be held on each November, for the express purpose of electing the officers of the Association, a Board of Directors and taking up such matters as may properly come before the general membership.

(B) Regular meetings of the membership of this Association shall be held at such time as the Board of Directors may designate.

(C) Special meetings of the membership of this Association may be called by the President, or, if requested in writing, by a majority of the members of the Board of Directors.

(D) Notice shall be given of the date, hour, and place of all meetings to each member at least five (5) days in advance.

## ARTICLE II

### Sec. 1. DUES.

The dues of this Association shall be established by the Board of Directors and shall include those required for membership in the National Association of Home Builders and the Pennsylvania Builders Association which this Association shall collect and remit in accordance with the requirements of those National and State Associations.

## ARTICLE III Board of Directors

### Sec. 1. COMPOSITION AND AUTHORITY.

The Board of Directors shall be the governing body of the Association. The Association at its Annual Meeting, shall elect to fill expired terms of the Members of the Board of Directors. A Director so elected shall hold office for three years from the date of installation. There shall be five (5) Builder Directors and three (3) Associate Directors. Voting Affiliate Members of Builder and Associate Entities may occupy either of these seats depending on the Affiliate Member's actual affiliation.

### Sec. 2. EX-OFFICIO MEMBERS.

The President, Vice Presidents, Immediate Past President, Secretary, and Treasurer shall be ex-officio members of the Board of Directors with full voting privileges.

### Sec. 3. CHAIRMAN.

The President shall be the Chairman of the Board of Directors.

### Sec. 4. VACANCIES.

Vacancies on the Board because of disability, death, or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will serve out the remainder of the Term that they are filling.

### Sec. 5. NATIONAL AND STATE DIRECTORS.

National and State Directors shall be selected by the Executive Committee, with Board approval and shall serve successive annual terms of office under the terms and conditions established by the by-laws of the NAHB and the PBA.

### Sec. 6. MEETINGS.

Meetings of the Board of Directors shall be held as follows:

(A) Regular Meetings of the Board of Directors shall be held on the fourth Tuesday of each month.

(B) Special meetings of the Board of Directors may be called by the President or upon the request in writing of a majority of the Directors.

(C) Notice of the date, hour and place of all meetings shall be given to the Directors at least 5 days in advance.

### Sec. 7. VOTING.

A simple majority vote shall decide an issue provided a quorum is present.

Sec. 8. QUORUM.

The presence of six (6) Members of the Board of Directors at a meeting shall constitute a quorum.

Sec 9. PERFORMANCE.

Directors must attend a minimum of eight (8) of the regularly scheduled Board meetings in a calendar year. They must notify the Home Builders Association Offices no later than 12:00 PM of the Board Meeting Day of their intended absence. Missing four (4) meetings in a year may subject the board member to dismissal from the Board of Directors by a majority vote of the Board.

Sec 10. REIMBURSEMENT

Compensation for all Board of Directors and members shall be allowed when attending any official function in official capacity recognized by the Board of Directors. National Directors will be allowed reimbursement for meetings only if they attend the spring board meeting. The Association's Official Travel Policy shall determine travel re-imbusement amounts and terms.

Sec.11. BOARD COMPOSITION

Two Members from the same company may not serve on the Board at the same time, regardless of Membership Classification.

The Board position belongs to the individual. In the event that the seated member losses or changes employment with a member company, the Board Member has 30 days to be associated with another member company.

ARTICLE IV Officers

Sec. 1. The following Officers shall be elected by the membership at its Annual Meeting and shall hold the appropriate terms of office for that position:

(A) A PRESIDENT, who shall be a Builder Member of the Association. The President shall be the chief officer of this association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesperson of this Association in matters of public policy. The President shall appoint all members to committees, shall sanction Task Forces, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office. The President shall serve a Term of office for one year, unless with Board consent, wishes to serve for an additional year.

(B) A First Vice President, who shall be a Builder Member of the Association, shall perform such duties as are assigned by the President and in the absence of the President, or upon direction, shall perform all of the duties of the President.

(C) A Second Vice President, who shall be a Builder Member of the Association, shall perform such duties as are assigned by the President.

(D) A Treasurer, an associate member who shall render a monthly report to the Board of Directors and an annual report to the membership, and upon direction of the President, may perform other duties appropriate to this office. The Term of Office is three (3) years.

(E) A Secretary, an associate member who shall perform the duties appropriate to this office. They shall include presiding over the annual elections. The term of office shall be three (3) years.

## Sec. 2. SUCCESSION OF OFFICE.

(A) In the event of the absence, disability, resignation, or death of the President, then the First Vice President shall act as President of the Association. Should neither the President nor the First Vice President be able to serve for any of the foregoing reasons, then the Second Vice President shall act as President. The officer so designated to act as President shall be a builder member and shall serve until such time as the Board of Directors names from among its builder members a President to fill the unexpired term.

(B) In the event of a vacancy, other than in the office of the President, The President shall appoint a replacement, with Board approval, to fill the unexpired term.

(C) Once elected as Second Vice President, that individual will automatically ascend through the offices of First Vice President and President, unless removed by a two-thirds secret ballot of the Members of the Board, should the Board determine that the individual is not fit for either position due to violations of the Code of Ethics, or dereliction of duty.

(D) Unless a Board Member has been appointed to an open seat, or decides to seek an Officers Position, the Board Member must wait one year after their expired term in order to be eligible for another term on the Board.

(E) When deemed necessary, the Board of Directors may also extend a serving board member's term for a maximum of an additional one year period in the event that the Board determines there is a pending shortage of nominees available for election or other circumstances that may threaten the existence of a full and effective Board of Directors of the association.

## ARTICLE V Administrative Offices

Sec. 1. An Executive Director may be employed by the Board of Directors at such rate of compensation as it deems fair and proper. The Executive Director shall serve as the chief administrative officer of this Association and shall perform the duties and responsibilities delegated by the Board of Directors and/or Executive Committee and all other functions usual to such office.

The Executive Director shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors and/or Executive Committee within the limitations of the budget.

## ARTICLE VI Voting, Quorums

Sec. 1. All members of the Voting Class of the Association in good standing shall be entitled to vote at meetings of the Membership except as may be provided in other Sections of these Bylaws.

Sec. 2. A simple majority vote shall decide an issue provided a quorum is present. This section shall not apply to voting on amendments to these Bylaws.

Sec. 3. The presence of twenty-five of the voting members in good standing at a meeting of the Membership shall constitute a quorum.

## ARTICLE VII Elections

### Sec. 1. Nominating Committee

(A) There shall be a Nominations Committee chaired by the immediate Past President and members appointed by the President. Nominations shall be presented to the Board at the September Board Meeting and the election notice given to the membership in the November Newsletter.

(B) The Committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each office to be filled unless otherwise set forth in this Article. The Committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections and upon direction of the President perform other appropriate duties.

### Sec. 2. Elections

(A) The Association officers and directors shall be elected at the Annual Meeting of Membership. The Nominations Committee shall submit its report at such meeting. Additional nominations may be made from the floor, with the exception of the office of Second Vice President.

(B) Whenever only one nomination for an elective office is presented to the membership, election shall be by voice vote. Whenever more than one nomination is presented, the vote shall be by secret ballot. If more than two candidates are named for an office, a majority of the members voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates.

(C) The Secretary shall preside over these proceedings.

## ARTICLE VIII Committees and Councils

### Sec. 1. COMMITTEES

(A) The President with the advice and consent of the Board of Directors shall upon taking office establish Standing Committees for the Association except as may otherwise be specifically provided for in these Bylaws.

#### Standing Committees and Councils:

Executive Committee  
Governmental Affairs  
Education Committee  
Ethics Committee

Membership Committee  
Finance Committee  
Remodelers Council

(B) The FINANCE COMMITTEE, shall be composed of the Executive Committee, Executive Director and any other member as so appointed by the President. The Committee shall meet upon the call of the chairman and shall be responsible for the preparation of a budget, raising adequate funds for the operating of the Association, and offer such services that have been approved within the guidelines of the By-Laws along with handling the general supervision of all Association financial matters.

1)- The fiscal year of this Association shall be the calendar year January 1<sup>st</sup> through December 31<sup>st</sup>.

2) – The BOARD OF DIRECTORS shall adopt a budget for each fiscal year, and this Association shall function within the total budget. Any expenditure in excess of an approved budget must be authorized by the BOARD OF DIRECTORS.

3) – Dues and other monies collected by the Association shall be placed in a depository selected by the BOARD OF DIRECTORS. Payments from the funds of the Association shall be made on the signature of two (2) of the following: President, First Vice President, Treasurer, and the Executive Director.

4)– Any person so authorized by the Board of Directors, handling the funds of this Association shall furnish a bond at the expense of the Association in such amount as the Board of Directors shall determine.

5) – There shall be an audit of the finances of this Association by an independent accounting firm whose responsibilities will be to perform a cash base audit of the Association.

#### (C ) ETHICS COMMITTEE

The Ethics Committee shall be made up of builder members selected by the Second Vice President of the Association with the approval of the Board of Directors. The committee will be responsible for establishing rules and regulations for the purpose of reviewing complaints filed against members of the Association. The committee shall have the responsibility to determine if any complaints filed are in violation of the Association's Code of Ethics. The Ethics Committee shall also have the right to exclude from any matters it may attempt to resolve it believes are already covered by a Home Warranty Program provided by the Association member.

(D) The Chairman and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided in these Bylaws.

(E) A President may, with the advice and consent of the Board of Directors, remove the Chairman or members of any committee appointed pursuant to this Article.

(F) Special committees and Task Forces may be appointed by the President as deemed advisable.

(G) Meetings of all committees shall be upon the call of the Chairman with the approval of the President.

(H) A simple majority vote in the committee shall decide an issue.

Sec. 3. Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors.

Sec. 4. The following officers of the Association, shall have authority to sign checks for and on behalf of the Association: President, First Vice President, Treasurer, and Executive Officer. Two signatures shall be required

Sec. 5. In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for its debts and liabilities, be distributed in any liquidation proceeding to a corporation, trust, or association which is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution.

#### D. EXECUTIVE COMMITTEE

The Executive Committee shall be made up of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Immediate Past President. The Committee shall also include the Executive Director as a non-voting member of the committee. The Committee shall conduct the affairs of the Association in accordance with the Constitution and By-Laws, policies and instructions from the Board of Directors. It shall be the policy and Steering Committee of the Association, and shall be responsible for establishing a budget for financing the Association, and for all matters of policy and public statement, subject to approval of the Board of Directors. The Committee shall meet upon the call of the President or any two members of the Committee with a minimum of four members to qualify as a majority and notice of said meetings shall be given to all members at least four (4) days before the meeting.

#### ARTICLE IX Amendments

Sec. 1. These Bylaws may be amended by a two-thirds vote of the Board of Directors at any meeting provided (a) the attendance at such meeting constitutes a quorum, and (b) that a copy of any proposed amendment shall have been mailed to each member of the Association at least ten 10 days in advance.

#### Article X Indemnification

Sec.1 – In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Association shall within the terms and limits of the Association's Errors and Omissions Insurance Contract, defend, and save harmless any person, his heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such a person shall be threatened, by reason of such person's being or having been a member, Director, Officer, Committee Member, or Employee of the Association or serving or having served in any capacity in any other organization at the request of the Association, unless with respect to any matter such person shall have adjudicated in any proceeding to be liable for gross negligence, willful misconduct or to be guilty of criminal behavior in the performance of such person's duties.