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# CONSTITUTION and BYLAWS

## Central Washington Home Builders Association, Inc.

Adopted March 15, 2001  
Revised June 1, 2001  
Revised April 11, 2002  
Revised September 22, 2005  
Revised November 12, 2009  
Revised May, 2016  
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## CONSTITUTION AND BYLAWS

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**CENTRAL WASHINGTON HOME BUILDERS ASSOCIATION - CONSTITUTION****ARTICLE I**

(Name, location and affiliation)

- Sec. 1. The name of the corporation shall be the Central Washington Home Builders Association, Inc.
- Sec. 2. The principal office of this corporation shall be located at 3301 W. Nob Hill Blvd., Yakima Washington; or such other place the Board of Directors may from time to time designate.
- Sec. 3. This Corporation is and shall be an affiliated association of the National Association of Home Builders of the United States and the Building Industry Association of Washington and shall abide by their respective By-Laws as amended from time to time.
- Sec. 4. The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders of the United States.

**ARTICLE II**

(Objectives)

- Sec. 1. The objectives of this Association shall be:
- A. To associate individuals and companies engaged in construction and allied businesses and professions within Central Washington in order to fulfill the purposes, goals and objectives of this Association.
  - B. To better serve the public and our membership by developing and maintaining within the home building industry appropriate standards of excellence.
  - C. To promote civic awareness and activity among its members and the general public.
  - D. To provide for the education of its members and the general public in matters relating to construction and ownership thereof.

B

- E. To cooperate with other trade associations in all matters relating to advancing the building industry.
- F. To encourage participation by its members and the general public in political processes at all levels of government in order to make those processes more responsive to the public, which they are, designed to serve.
- G. To promote a code of ethics for members of this Association
- H. To encourage patriotism and loyalty to the principals of democracy as enunciated in the constitutions and laws applicable to citizens of the State of Washington and the United States of America.
- I. To issue such publications as may be necessary to disseminate information of value to its members, public and the government.
- J. To serve, advance and protect the welfare of the home building industry in advocating for adequate housing resources to be available for all Americans.
- K. To assist in the accomplishments of the mutual objectives of the National Association of Home Builders of the United States and the Building Industry Association of Washington.
- L. This Association shall be a non-profit association as provided in Washington State Laws as it presently exists or may hereafter be amended.
- M. To have and exercise all other powers conferred by the law of the state of Washington.

### ARTICLE III

#### (Code of Ethics)

Sec. 1. The active members of this Association shall be limited to those persons and firms who shall subscribe to the following Code of Ethics:

- A. Members of the Central Washington Home Builders Association believe and affirm that:
  - (1) Home ownership can and should be within reach of every American family.
  - (2) American homes should be well designed, well-constructed and well located in attractive communities, with educational, recreational, religious and shopping facilities accessible to all.
  - (3) American homes should be built under the free enterprise system.

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- B. To achieve these goals, we pledge allegiance to the following principles and policies:
- (1) Our paramount responsibility is to our customer, our community and our country.
  - (2) Honesty is our guiding business policy.
  - (3) High standards of health, safety and sanitation shall be built into every home.
  - (4) Members shall deal fairly with their respective employees, subcontractors and suppliers.
  - (5) As members of a progressive industry, we encourage research to develop new materials, new building techniques, new building equipment and improved methods of home financing, to the end that every home purchaser may get the greatest value possible for every dollar.
  - (6) All sound legislative proposals affecting our industry and the people we serve shall have our informed and vigorous support.
  - (7) We hold inviolate the free enterprise system and the American Way of Life. We pledge our support to our associates, our local, state and national associations and all related industries concerned with the preservation of legitimate rights and freedoms.
- C. We assume these responsibilities freely and solemnly, mindful that they are part of our obligation as members of the Central Washington Home Builders Association.

## ARTICLE IV

### (Amendments)

Sec. 1. This Constitution can be adopted or amended at any meeting, provided a quorum is present, by a two-thirds vote of the active members present, provided a summary of the substance of the proposed amendments shall have been submitted to the members at least thirty days in advance of their adoption

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CENTRAL WASHINGTON HOME BUILDERS ASSOCIATION - **BYLAWS**

ARTICLE I  
(Membership)

- Sec. 1. CLASSES OF MEMBERS. Membership in this Association shall be of the following classes:
- A. Builder Membership
  - B. Associate Membership
  - C. Student Membership
  - D. Life Membership
  - E. Affiliate Membership
- Sec. 2. QUALIFICATIONS FOR MEMBERSHIP. Membership in this Association shall be determined by the following qualifications:
- A. BUILDER MEMBERSHIP Which shall be open to any person, firm or corporation that is licensed and bonded as an active contractor in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community; and who performs this construction, or resides, within the territorial jurisdiction of this Association; is of good character and business reputation; agrees to abide by the provisions of the bylaws of this Association; subscribes to the purposes of the Association; and meets with the approval of the Board of Directors.
  - B. ASSOCIATE MEMBERSHIP which shall be open to any person, firm or Corporation engaged in any allied trade, industry or profession within the territorial jurisdiction of this Association; who is of good character and business reputation and is properly licensed to conduct business in the State of Washington and agrees to abide by the provisions of the bylaws of this Association; subscribes to the purposes of the Association, and meets with the approval of the Board of Directors.
  - C. STUDENT MEMBERSHIP. Any student of construction related subjects who is a member of an organized group in an accredited school during the current academic year and referred by a faculty advisor shall be eligible to be a Student Member. Student members shall not be eligible to vote.
  - D. LIFE MEMBERSHIP. Any Builder Member and/or Associate Member who is retired and not actively engaged in business, so designated by the Board of

Directors, for dedicated and distinguished service to the industry and this Association shall be a Life Member. Life membership shall entitle such member to an exemption from local membership dues and he/she shall have all privileges consistent with membership in CWHBA.

- E AFFILIATE MEMBER. Any individual who is an employee of a firm represented by a builder or associate member of the local association as defined in Article (1) Section 2 of these bylaws shall be eligible to be an affiliate member if he/she is (resides, works, or lives) within the territorial jurisdiction of this Association; is of good character and business reputation; agrees to abide by the provisions of the bylaws of this Association; subscribes to the purposes of the Association; and meets with the approval of the Board of Directors.

Sec. 3. ACCEPTANCE OF MEMBERS. Applications for membership in this Association shall be made to the Association and processed in the following manner:

- A. Each candidate shall submit an application for membership in writing on a form supplied by this Association containing an agreement to abide by the Constitution and Bylaws and to observe the Code of Ethics of CWHBA and the Constitution and bylaws of NAHB and BIAW.
- B. It is encouraged for applications to be endorsed by at least one member in good standing.<sup>1</sup>
- C. The Board of Directors or its designee shall investigate all applications for membership. The exclusive right to approve for membership shall be vested in the Board of Directors.
- D. When elected to membership in this Association, applicant automatically becomes a member of the National Association of Home Builders and Building Industry Association of Washington.

Sec. 4. SUSPENSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP. Suspension, termination and reinstatement of membership in this Association shall be accomplished in the following manner:

- A. If a member's dues are not paid in full within three (3) months after they become due and payable, membership shall be terminated.

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<sup>1</sup> Revision Article I, Section 3, Paragraph B: "Application be endorsed by at least one member in good standing and be accompanied by a payment in an amount sufficient to cover one year's dues. All payment so made shall be returned in full if membership is not approved."

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- B. Any member may be censured, suspended, or expelled from the Association if, in the opinion of the Board of Directors as evidenced by a vote of two-thirds (2/3) of the entire Board of Directors at any meeting that may vote upon the matter, it shall be considered desirable or for the best interest of the Association or of its members that the said member be censured, suspended, or expelled.
- C. A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended, or to approve transfer of any membership certificate.
- D. Any member so expelled shall not be eligible for reinstatement for a period of not less than one year from the date of expulsion.

Sec. 5. MEETINGS OF THE MEMBERSHIP.

- A. There shall be no fewer than three (3) regular meetings of the membership of this Association per calendar year, at such times as the Board of Directors may designate.
- B. The annual meeting of the membership of this association shall be held each year at such time as the Board of Directors may designate, for the express purpose of electing new Directors, and taking up such other matters as may properly come before the general membership.<sup>2</sup>
- C. Special meetings of the membership of this Association may be held upon call, with fourteen (14) days notice, of the President or of the Board of Directors.
- D. Notice of the annual meeting shall be given to each member, at least fourteen (14) days in advance by publishing in the organization's newsletter and by email to the address members have provided to the organization.<sup>3</sup>

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ARTICLE II

(Dues)

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<sup>2</sup> Revision Article I, Section 5, Paragraph B: "The annual meeting of the membership of this association shall be held in September of each year, at such time as the Board of Directors may designate, for the express purpose of electing new Directors, and taking up such other matters as may properly come before the general membership."

<sup>3</sup> Revision Article I, Section 5, Paragraph D: "Notice of the annual, regular or any special meetings, shall be given of the date, hour and place of all meetings to each member, in writing, at least fourteen (14) days in advance. Notice of the regular meetings other than the annual meetings shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year (in writing) at, or prior to the first regular general membership meeting of the calendar year."

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- Sec. 1. DUES. The membership dues of this Association shall be “payable annually” when due in such amount as determined by the Board of Directors.<sup>4</sup>
- Sec. 2. NAHB DUES AND BIAW DUES. Dues for membership in the Central Washington Home Builders Association, Inc. shall include those dues required for membership in the National Association of Home Builders of the United States and the Building Industry Association of Washington. Dues to NAHB and BIAW shall be paid by this Association from its Treasury at the rate fixed and under the terms stated in the By-Laws of those Associations and amendments thereto currently in effect.

### ARTICLE III

#### (Membership Card, Emblems and Logos)

- Sec. 1. This Association may use on all its stationery and its literature the official emblem of the Central Washington Home Builders, Building Industry Association of Washington and National Association of Home Builders of the United States.
- Sec.2. Only members in good standing of this Association may use on their stationery and literature the official emblem of the Central Washington Home Builders Association or any chapter thereof, the Building Industry Association of Washington, and the National Association of Home Builders of the United States.

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### ARTICLE IV (Board of Directors)

- Sec. 1. GENERAL POWERS. The Board of Directors shall be the governing body of CWHBA and shall direct its affairs in such manner as is customary and according to law.

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<sup>4</sup> Revision Article II, Section 1: “DUES: The membership dues of this Association shall be “payable annually” in advance in such amount as determined by the Board of Directors. No benefits of membership until fully paid.”

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- Sec. 2. ELECTION. The election of CWHBA directors shall take place by mail, email or at the annual membership meeting. If by mail or email, ballots shall be returned to CWHBA and tallied immediately prior to the annual meeting of the membership. If ballots are not necessary due to number of candidates versus number of positions, the candidates may be affirmed at the annual meeting.<sup>5</sup>
- Sec. 3. COMPOSITION. The Board shall be composed of 16 positions, of which at least 10 shall be builder members of CWHBA, and no more than 6 shall be associate members elected of CWHBA of which 7 will be elected at large positions, 9 ex-officio voting members consisting of 2 positions for Yakima area, 2 positions for Kittitas and 2 positions for North Central, 1 position for BIAW Director, 1 position for NAHB Director, 1 Immediate Past President.<sup>6</sup>
- Sec. 4. TENURE. Unless removed in accordance with these bylaws, each director shall hold office for a three year term and until his successor has been elected and qualified. Non officer-directors may not serve more than two consecutive three-year terms on the board of directors. When a director is elected or appointed by the Board of Directors as an officer, his position as director is deemed vacant and his unexpired term shall be filled at the next annual meeting in accordance with Article IV, Section 2.
- Sec. 5. VACANCIES. Any vacancy occurring on the Board of Directors may be filled by a majority vote of the Board of Directors. Persons so appointed will serve until the next annual meeting of the membership.
- Sec. 6. NATIONAL AND STATE DIRECTORS. NAHB and BIAW directors shall be elected by the membership of CWHBA at the September membership meeting. The number and election of such directors shall be in accordance with bylaws of each respective association. To be eligible for election to the position of either NAHB or BIAW director, a nominee must have been an

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active member of CWHBA for at least one year. National and State Directors shall annually elect one representative to serve a one-year term as an ex-

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<sup>5</sup> Revision Article IV, Section 2: "ELECTION. The election of CWHBA directors shall take place by mail. Ballots shall be returned to CWHBA and tallied immediately prior to the annual meeting of the membership."

<sup>6</sup> Revision Article IV, Section 3: "COMPOSITION. The Board shall be composed of 16 directors, of which at least 10 shall be builder members of CWHBA, and no more than 6 shall be associate members of CWHBA. Of the 16 directors, 12 shall be elected directly by the membership. One shall be an ex-officio position held as a representative of the NAHB delegation; one shall be an ex-officio position held as a representative of the BIAW delegation; one shall be an ex-officio position held as the Immediate Past President; and one shall be an ex-officio position held as the President of the Kittitas County Chapter."

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officio member of the Central Washington Home Builders Association Board of Directors.<sup>7</sup>

- Sec. 7. ELECTIONS. The nominees receiving the largest plurality of the votes of the membership in accordance with ARTICLE VII shall be declared duly elected.
- Sec. 8. MEETINGS. Meetings of the Board of Directors of this corporation shall be held as follows:
- A. An annual meeting of the Board of Directors of the corporations shall be held following the Annual Meeting of the Membership, at such time and place as the Board President may direct.
  - B. Regular meetings of the Board of Directors shall be held each month at such time and place as the Board may direct from time to time.
  - C. Special meetings of the Board of Directors may be called by the President or by formal request in writing signed by at least five (5) members of the Board.
  - D. Notices of both regular and special meetings, save when held by unanimous consent or participation, shall be given by telephone, fax, or email to each member of the Board not less than one day before any such meeting. No failure of any member to receive such notice shall invalidate such meeting, or any proceeding thereat.
- Sec. 9. VOTING. A simple majority shall decide an issue provided a quorum is present except in those instances where these Bylaws or duly established governing policies of the Board of Directors require a two-thirds (2/3) majority. In the event of a tie, the President shall cast the deciding vote.
- Sec. 10. COMPENSATION. Officers of the corporation, and members of the Board of Directors, shall serve without compensation, unless allowed compensation by the Board of Directors.

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<sup>7</sup> Revision: Article IV, Section 6: "NATIONAL AND STATE DIRECTORS. NAHB and BIAW directors shall be elected by the membership of CWHBA at the November membership meeting. The number and election of such directors shall be in accordance with bylaws of each respective association. To be eligible for election to the position of either NAHB or BIAW director, a nominee must have been an active member of CWHBA for at least one year. National and State Directors shall annually (in December) elect one representative to serve a one-year term as an ex-officio member of the Central Washington Home Builders Association Board of Directors."

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- Sec. 11. REMOVAL. Any director may be removed for cause by a two-thirds (2/3) majority of the remainder of the Board of Directors. Cause shall be defined as failure to fulfill the qualifications or requirements of board participation, as defined in these Bylaws or the Board of Directors' current Governing Policies Manual.
- Sec. 12. MANNER OF ACTING. Meetings of the Board of Directors may be held by means of a conference telephone or electronic communications equipment by which all persons participating in the meeting can either hear or communicate in real time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE V  
(Elective Officers)

- Sec. 1. The officers of CWHBA shall be a President, President Elect, Vice-President and Secretary/Treasurer, each of whom shall be elected by and from the Board of Directors.
- Sec. 2. Election and term of office. The officers of CWHBA to be elected by the Board of Directors shall be elected to a one year term. Officers of CWHBA shall be elected annually by the Board of Directors at their **September** meeting. Each officer shall hold office until his successor has been duly elected and qualified regardless of his term of office, except in the event of his prior death or resignation or his removal in the manner hereinafter provided.
- A. A President, who shall be a builder member of CWHBA and in current status, shall serve as Chair of the Board of Directors and shall preside at its meetings and those of the membership. He shall be the official spokesperson of this association in matters of policy. He shall be an ex-officio member of all board committees, and shall perform all other duties as established by the Board of Directors.
  - B. A President Elect, who shall be a Builder member of CWHBA and shall perform such duties as are assigned by the Board of Directors, and in the absence of the President shall perform all of the duties of the President.
  - C. A Vice President, who shall be either a Builder or Associate member of CWHBA and shall perform such duties as are assigned by the Board of Directors, and in the absence of the President and President Elect, shall perform all of the duties of the President.
  - D. A Secretary/Treasurer, or their designee, who shall be a Builder or Associate member of CWHBA and shall keep or cause to be kept a record of all official proceedings of CWHBA and its Board of Directors, including the reports of special committees. They shall also serve as chairman of the Investment (Budget & Finance) Committee.<sup>8</sup>

Sec. 2. SUCCESSION OF THE OFFICE

- A. In the event of the absence, disability, resignation or death of the President, then the President Elect shall act as President of CWHBA.

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<sup>8</sup> Revision Article V, Section 2, Paragraph E: "A Secretary/Treasurer, or his designee, who shall be a Associate member of CWHBA, and shall keep or cause to be kept a record of all official proceedings of CWHBA and its Board of Directors, including the reports of special committees. He shall also serve as chairman of the Investment (Budget & Finance) Committee." Changed to Article V, Section 2, Paragraph D

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Should neither the President or President Elect be able to serve for any of the foregoing reasons, then the Vice President shall act as President. Should neither the President, President Elect or Vice President be able to serve for any of the foregoing reasons, then the Secretary/Treasurer shall act as President. The officer so designated to act as President shall serve until such time as the Board of Directors names from among its members, a President to fill out the unexpired term.

In the event of a vacancy, other than in the office of the President, the Board of Directors shall name from among its members a successor to fill out the unexpired term.

- B. Removal. Any officer elected or appointed by the Board of Directors may be removed from their officer position by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of CWHBA would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

## ARTICLE VI

### (Actions Against Officers, Directors and Employees)

#### Sec. 1. INDEMNIFICATION.

- A. In all circumstances and to the full extent permitted by law, CWHBA may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an agent of CWHBA, against expenses, judgments, fines and amounts paid in settlement and incurred by him in connection with such action, suit or proceeding.
- B. In all circumstances and to the full extent permitted by law, CWHBA shall indemnify any person who is or was a director or officer of CWHBA and who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was an agent of CWHBA, against expenses judgments, fines, and amounts paid in settlement and incurred by him in connection with such action, suit or proceeding.
- C. For the purposes of this section, “agent” includes any person who is or was a director, trustee, officer, employee or other agent of CWHBA or is or was serving at the request of CWHBA as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. “Expenses” includes attorney fees and any expense of establishing a right to indemnification under these bylaws and applicable law.

#### Sec. 2. INSURANCE

CWHBA may purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of CWHBA or is or was serving at the request of CWHBA as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against them and incurred by them in such capacity or arising out of their status as such, whether or not the corporation, partnership, joint venture, trust or other enterprise would have had the power to indemnify them against such liability under the provisions of this bylaw and applicable law.<sup>9</sup>

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<sup>9</sup> Revision: Article VI, Section 2: “CWHBA may purchase and maintain insurance on behalf of any person who is or was a director, trustee, officer, employee or agent of CWHBA or is or was serving at the request of CWHBA as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in such a capacity or arising out of his status as such, whether or not the corporation, partnership, joint venture, trust or other enterprise would have had the power to indemnify him against such liability under the provisions of this bylaw and applicable law.”

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## ARTICLE VII

## (Administrative Offices)

Sec. 1. The Board of Directors may employ a professional manager/ executive officer who will be known as the EO, with such duties, for such length of time, and at such compensation as determined by the Board of Directors. The EO shall administer the affairs of the corporation in accordance with these Bylaws, the Board of Directors' Governing Policies Manual, and an employment contract as may be approved by the Board of Directors. The EO shall be a non-voting, ex-officio member of the Board of Directors. The EO shall also be responsible for the employment of all additional staff in a manner consistent with the Board of Directors' Governing Policies.<sup>10</sup>

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<sup>10</sup> Revision: Article VII, Section 1: "The Board of Directors may employ a professional manager/chief executive officer who will be known as the EO with such duties, for such length of time, and at such compensation as determined by the Board of Directors. The EO shall administer the affairs of the corporation in accordance with these Bylaws, the Board of Directors' Governing Policies Manual, and an employment contract as may be approved by the Board of Directors. The EO shall be a non-voting, ex-officio member of the Board of Directors. The EO shall also be responsible for the employment of all additional staff in a manner consistent with the Board of Directors' Governing Policies."

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## ARTICLE VIII

## (Voting Rights and Privileges, Quorums)

- Sec. 1. Voting rights and privileges shall be as follows:
- A. At meetings of the membership, only members in good standing shall have the right to vote. Firms, corporations or partnerships holding membership shall be entitled to only one (1) vote to be cast by a duly designated representative.
- Sec. 2. Votes may not be cast by proxy.
- Sec. 3. A majority vote on any measure will be determined as follows:
- A. A simple majority vote of the members responding to the call for vote by mail-in ballot, email, or attending meeting shall carry any measure.<sup>11</sup>
- Sec. 4. A Quorum of the Membership shall consist of those members responding to the call for vote.
- Sec. 5. A Quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members.

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<sup>11</sup> Revision: Article VIII, Section 3: "A simple majority vote of the members responding to the call for vote by mail-in ballot or attending meeting shall carry any measure."

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## ARTICLE IX

### (Elections)

- Sec. 1. There shall be a Nominations Committee composed of the President, President Elect and three (3) members to be appointed annually by the Board of Directors. Appointment shall be made and notice given to the membership at least ninety (90) days in advance of an election. The President Elect shall serve as chairman of the Nominating Committee.<sup>12</sup>
- A. The Committee shall solicit and consider the recommendations of the membership, both Builder and Associate, as to candidates for each directorship to be filled.
- B. Prepare and send to all members at least thirty (30) days prior to the annual meeting of the membership a report recommending at least one nomination for each directorship to be filled, having previously obtained consent of nominees to become candidates for such positions.
- Sec. 2. The election of Directors shall be open to all eligible members and shall be conducted according to Article IV Section 2. If the ballots were mailed or emailed, they will be counted by the Nominations Committee immediately prior to the annual meeting of the membership, to be held annually of each year.<sup>13</sup>
- A. For an emailed or mailed ballot election, a date will be set by the Board of Directors at least forty five (45) days prior to the annual meeting of the membership to freeze member records for purposes of determining member eligibility to vote.<sup>14</sup>
- Sec. 3. If there are more candidates nominated than there are open positions on the Board of Directors, members will be entitled to vote for no more than the number of directors positions currently open. The candidates receiving the most votes shall be considered elected. In the case of a tie, the election will be decided by a majority vote of the members present at the annual meeting.

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<sup>12</sup> Revision: Article IX, Section 1: "There shall be a Nominations Committee composed of the President, President Elect and three (3) members to be appointed annually by the Board of Directors. Appointment shall be made and notice in writing given to the membership at least ninety (90) days in advance of an election. The President Elect shall serve as chairman of the Nominating Committee."

<sup>13</sup> Revision: Article IX, Section 2: "The election of Directors shall be open to all eligible members and shall be conducted by secret mailed ballot. The ballots will be counted by the Nominations Committee – immediately prior to the annual meeting of the membership, to be held in September of each year."

<sup>14</sup> Revision: Article IX, Section 2, Paragraph A: "On a date set by the Board of Directors at least forty five (45) days prior to the annual meeting of the membership, member records will be frozen for purposes of determining member eligibility to vote."

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## ARTICLE X

### (Board Committees)

- Sec. 1. In addition to the Nominations committee, the Finance (Investment & Budget) Committee, Governmental Affairs Committee, Membership Committee, Education and Events Committee the Board of Directors may establish other committees from time to time in order to assist it in the fulfillment in its governance role. Committees established by the Board of Directors may be established by a majority vote, with specific purposes, authority, and timelines to be included in the resolution establishing such committees. When these Bylaws or the resolution of the Board does not specify the composition of a given committee, the President is empowered to appoint personnel to the committee.

## ARTICLE XI

### (Finances)

- Sec. 1. The fiscal year of this Association shall be the year commencing on the first day of (January) and ending on the last day of (December).
- Sec. 2. The Board of Directors shall govern the finances of the organization. Such governance shall include the establishment of strict standards for the budgetary planning and actual financial management of the Association, and assurance that standards are met.
- Sec. 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 the EO and / or the officers of the Board of Directors.<sup>15</sup>
- Sec. 4. The Board of Directors may, at the expense of this Association, require officers and staff handling funds to furnish a bond. The Board of Directors shall determine whether a bond will be required and the amount thereof.
- Sec. 5. There shall be an annual financial review of the finances of this Association by an independent Certified Public Accountant. No less than every three years, there shall be an audit of the finances of this Association by a Certified Public Accountant.

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<sup>15</sup> Revision: Article XI, Section 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 the CEO and other officers as approved by the Board of Directors."

Revised November 12, 2009

Revised October 11, 2016

Revised October 28, 2019/Approved October 27, 2020

## ARTICLE XII

### (Notices)

- Sec. 1. Members shall furnish the EO or Secretary/Treasurer their official address, electronic address and mailing address, and the transfer of any notices to such address shall be deemed service of such notice or notices upon them as of the date of mailing the same.<sup>16</sup>

## ARTICLE XIII

### (References to gender)

- Sec. 1. In the wording of these Bylaws, the use of either gender shall refer to and be inclusive of both genders.

## ARTICLE XIV

### (Roberts Rules of Order)

- Sec. 1. Roberts Rules of Order, current edition, shall govern the procedure of all meetings of the membership of this Association. At meetings of the Board of Directors, Robert's Rules of Order may be invoked by the President or a vote of the majority of those attending.

## ARTICLE XV

### (Amendments)

- Sec. 1. These Bylaws may be amended by a vote of two-thirds (2/3) of the membership at any regular meeting: PROVIDED, that the number of members in attendance at such meeting constitutes a quorum; and provided further, that a notice of the proposed amendments shall have been sent out to each member of the Association not less than ten (10) days prior to the meeting at which action is to be taken thereon.

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<sup>16</sup> Revision: Article XII, Section 1: "Members shall furnish the EO or Secretary/Treasurer their official address and mailing address, and the mailing of any notices to such mailing address shall be deemed service of such notice or notices upon them as of the date of mailing the same.

Revised November 12, 2009

Revised October 11, 2016

Revised October 28, 2019/Approved October 27, 2020