

CONSTITUTION
AND
BYLAWS
OF THE
HAYWOOD HOME BUILDERS ASSOCIATION, INC.
Revised 09/2010

CONSTITUTION

Article I
(Name and Location)

Sec. 1. The name of this Association shall be the Haywood Home Builders Association, Inc. (Name Changed in September 2010)

Sec. 2. The principal office of this Association shall be located in Haywood County, North Carolina or such other place as the Board of Directors may from time to time designate.

Article II
(Territorial Jurisdiction)

Sec. 1. This Association shall operate for the benefit of home builders and those engaged in allied industries in the principle county of Haywood.

Article III
(Objectives)

Sec. 1. This Association shall operate as an affiliated association of the National Association of Home Builders.

Sec. 2. The objectives of this Association shall be:

- (a). To associate home builders within the above described jurisdiction for the purpose of mutual advantage and cooperation.
- (b). To cooperate with all branches of the home building industry including manufacturers, dealers, and financial institutions within said jurisdiction for the purpose of mutual advantage and for the benefit of the industry as a whole.
- (c). To maintain high professional standards and sound business methods among members through the enforcement of its Code of Ethics.
- (d). To secure cooperative action in advancing the common purpose of it's members; and proper consideration of opinion upon questions affecting the home building industry within the jurisdiction of this Association.
- (e). To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States.

- (f). To assist the officers, Board of Directors, and Membership Committee of the National Association of Home Builders of the United States in qualifying members operating within the above-described territorial jurisdiction.
- (g). To participate for the purpose of mutual benefit in an interchange of information and experience with all other affiliated associations of the National Association of Home Builders of the United States.
- (h). To operate without profit and no part of the income of the Association shall ensure to the benefit of any individual member.

Article IV
(Code of Ethics for Members)

Sec. 1. The 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 Association believe and affirm that:
 - (1). Home ownership can and should be within the reach of every 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 American enterprise system.
- (b). To achieve these goals, we pledge allegiance to the following principles and policies:
 - (1). Our paramount responsibility is to our customers, 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 American way of life. We pledge our support to our Associates, our local, state and national Associates 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 Association.

Article V (Amendments)

Sec. 1. This Constitution may be adopted or amended at the first meeting of the general membership that such a measure is brought up for a vote by approval of a quorum of the represented general membership and at the second meeting for the general membership that such a measure is brought up for a vote by two-thirds (2/3) of a quorum of the represented general membership, provided in either case that a copy of the proposed amendments shall have been mailed to each member of the Association no less than five days prior to the meeting at which action is to be taken thereon.

BY-LAWS

Article I (Membership)

Sec. 1. Membership in this Association shall be of the following classes:

- (a). Builder membership
- (b). Associate membership

Sec. 2. Qualifications for membership in this Association shall be as follows:

- (a). Builder membership shall be open to any person, firm or corporation duly licensed as a General Contractor by the State of North Carolina whose principal business is the construction of housing within the territorial jurisdiction of this Association and who shall agree to abide by the provisions of the Constitution and Bylaws (and amendments thereof), who shall subscribe to the foregoing Code of Ethics contained in Article IV for the Constitution and who shall meet with the approval of the Membership Committee and the Board of Directors.

- (b). Associate membership shall be open to any person, firm or corporation engaged in any trade, industry or profession related to the home building industry within the territorial jurisdiction of this Association who shall meet with the approval of the Membership Committee and the Board of Directors.

Sec. 3. Applications for membership in this Association shall be made to the Membership Committee and be processed in the following manner:

- (a). The candidate shall submit his application in writing on a form supplied by this Association, along with a copy of his current license, containing an agreement to abide by the Bylaws and observe the Code of Ethics of this Association.
- (b). Application shall be endorsed by at least one member in good standing and shall be accompanied by a payment in an amount sufficient to cover the current year's dues in advance. All payments so made shall be returned in full if membership *is not* approved.
- (c). The Membership Committee shall investigate all applications for membership and make their recommendations to the Board of Directors in whom shall be vested the exclusive right to pass final approval on the membership application.
- (d). When elected to membership in this Association, Builder and Associate members become a member of the National Association of Home Builders and the North Carolina Association of Home Builders.

Sec. 4. Terminations will be handled the following way:

- (a). Any member whose dues are not paid in full within ninety days after the date of invoice automatically will be dropped from the rolls and roster of the local, state and national associations.
- (b). A vote of two-thirds (2/3) majority of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this section.

Amendment to By-Laws Section 4(b) August 2004

Addition as subparagraph (b) with following paragraphs to be renumbered accordingly.

- (b) Any member who has his/her/its professional license revoked or suspended shall be suspended/dropped from the rolls. At the time when the member's licensing reinstated and the individual or company is again in good standing with its licensing board, that individual or company may apply to the Board of Directors for reinstatement as pursuant to 4(c)
- (c). Transfer of membership within a company (name of individual qualified to vote for that company on Association matters) shall be requested in writing and

approved by the Board of Directors by a two-thirds (2/3) vote of those present at any meeting of the Board of Directors that such a request is presented.

- (d). Transfer of membership from this Association to any other affiliated association of the National Association of Home Builders shall be granted by the Board of Directors by a simple majority vote, provided no transfer of funds accompanies transfer of membership and further provided that the other affiliated association will accept the new member and his dues in full for balance of calendar year.
- (e). Change of classification of membership from Associate to Builder membership must be approved by the Board of Directors by a two-thirds (2/3) vote of those present at any meeting of the Board of Directors that such a request is presented.
- (f). Members shall furnish the Executive Officer with their official address and the mailing of any notice of such address shall be deemed service of such notice or notices upon them as of the date of mailing of same.

Article II (Fiscal Year)

Sec. 1. The fiscal year of this Association shall be the year commencing on the first day of January and terminating the last day of December.

Article III (Initiation Fees and Dues)

Sec. 1. The initiation fee of this Association shall be as decided upon by the Board of Directors from time to time and the time or times for payment thereof shall be fixed and determined by the Board of Directors.

Sec. 2. The dues of this Association shall be fixed and determined annually or semiannually by the Board of Directors and the time or times for the payment thereof shall be fixed and determined by said Board.

Sec. 3. Dues for membership in the National Association of Home Builders Association shall be paid by this Association from its treasury at the rate fixed and under the terms stated in the Bylaws of these associations (or amendments thereof currently in effect).

Article IV (Emblems)

Sec. 1. This Association shall use on all its stationery and literature the official emblem of the National Association of Home Builders.

Article V (Directors)

Sec. 1. A Board of Directors shall govern the body of this Association and consist of 12 members. The Board shall be comprised of 7 Builder members and 5 Associate members. Directors shall be elected by the Membership at the annual Association meeting and shall hold office a term of 2 years. Directors shall not serve more than 2 consecutive terms. The past President, by nature of the office, shall automatically serve on the Board for 1 additional year. The past President's directorship may be in addition to the 2 consecutive terms. If a Director is elected to the office of President or Builder Vice President, their term shall be extended by the term of their office.

Sec. 2. Any Director may be removed from the Board without cause by a majority vote of the members in good standing of the Association or majority of the Board. In the event of death, resignation, or removal of a Director, the Board shall appoint a member in good standing to fill the unexpired term.

Sec. 3. Deleted, but reserved for future use..

Sec. 4. Delete, but reserve for future use.

Sec. 5. National Director - one National Director per fifty Builder members (or fractional part thereof) of this Association shall be elected from the Builder members of the Board of Directors at their annual meeting, as deemed by the Board of Directors, to represent this Association on the Board of Directors of the National Association of Home Builders, in accordance with the Bylaws of that association. One or more alternate National Directors shall be elected as prescribed herein to act as outlined above in the absence of the National Director.

Sec 6. State Directors – One State Director who shall be the local association president, who shall be a builder member, and also one State Director shall be elected and alternate State Directors in proportion to its builder membership as follows (based on builder membership on August 31 of each year):

<u>Builder Membership</u>	<u>Elected Directors</u>	<u>Alternate Directors</u>	<u>Total Voting Directors</u>
1. up to 25	One (1)	One (1)	Two (2)
2. 26 to 75	Two (2)	Two (2)	Three (3)
3. 76 or more	Three (3)	Three (3)	Four (4)

State Directors - Tenure of Office – Directors shall be elected by local associations for a term of one year. Such term is to commence January 1 of each year. The NCHBA Secretary/Treasurer must be notified by November 1 of each year of the Directors for the upcoming year. If no notification is received, the current Directors will be carried forward for a period not to exceed twelve (12) months. In the event there are no new Directors elected and reported as set forth in this section, the local association will be represented only by their President. The Secretary/Treasurer must be notified thirty (30) days prior to a Board of Directors meeting of any changes or additions in Directors.

Sec. 7. Meetings of the Board of Directors shall be held as follows:

- (a). An annual meeting of the Board of Directors of the Association shall be held immediately following the annual meeting of the membership, or at such other time as the Board may direct, for the purpose of electing officers and considering such matters as may properly come before it.
- (b). Regular meetings of the Board of Directors shall be held monthly or such other times as the Board may direct.
- (c). Special meetings of the Board may be called by the President or any 4 Board members.
- (d). Notice of the date, hour, and place of all meetings, must be given to the directors at least five days in advance.
- (e). Any Board member being absent three meetings in succession without valid reason will be removed and notified by a letter from the president and the Association.

Sec. 8. Board appointment of Alternate Directors

(a) The Board shall appoint from the membership, 1 Builder member and 1 Associate member as Alternate Directors. Both shall have Board voting privileges when a regular Board quorum is not available. The term for this appointment is 2 years.

(b) The Board shall appoint from the membership, a Treasurer and a Secretary. This appointment is indefinite and at the discretion of the Board.

Article VI
(Officers)

Sec. 1. The following officers shall be elected from the Board at its annual meeting as prescribed under Article 5, Section 7(a) hereunder and serve until the end of the following fiscal year. In the event of vacancy, the Board shall appoint a replacement to fill out the term. The office of Treasurer and Secretary is a non voting alternate Director appointment made by the Board.

- (a). President: who shall be the Chief Officer of this Association and shall preside at its meetings and those of the Board of Directors and Executive Committee. He or she shall be the official spokesperson of this Association in matters of public policy. He or she shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office. The president shall be a Builder member.
- (b). Vice president: who shall in the absence of the president, or upon his or her direction, perform all of the duties of the president. He or she shall also serve on the Executive Committee. This vice president shall be a Builder member.

- (c). Vice President/Associate Member: shall be an Associate member and will serve on the Executive Committee. The president will assign other duties.
- (d). Treasurer: who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly report to the Board of Directors and an annual report to the membership. He or she shall also serve on the Executive Committee and serve as chairperson of the Finance Committee.
- (e). Secretary: who shall keep a record of all the official proceedings of this Association and its Board of Directors, including reports of special committees. He or she shall serve on the Executive Committee.

Sec. 2. The Board of Directors at such rate of compensation as they deem fair and proper may employ the following administrative officers and staff.

- (a). Executive Officer: who shall serve as the chief administrative head of the Association. Duties: It shall be the duty of the Executive Officer to supervise the entire staff and perform such other duties as may be delegated to him or her by the Board of Directors, the Executive Committee or the President, and all other duties usual to such office. The Executive Officer shall be empowered to employ an adequate staff to carry on the business of this Association, as instructed by the Board of Directors, at such rates of compensation as the Executive Committee may deem fair and proper, within the limitations of the annual budget.
- (b). General Counsel: who shall be an attorney-at-law, licensed to practice within the territorial jurisdiction of this Association and shall advise the officers, directors, and committees of this Association in legal matters.

Article VII

(Voting, Proxies and Quorums)

Sec. 1. The voting privilege shall be limited as follows:

- (a). At the meetings of the membership, only Builder and Associate members in good standing shall have the right to vote. Firms, corporations, or partnerships holding a membership shall be entitled to only one vote to be cast by duly designated representatives.
- (b). At meetings of the Board of Directors, only members of the Board, including the immediate past president, but excluding the National Directors who shall be ex-officio members, shall have the right to vote.

Sec. 2. Votes may be cast by proxy in the following manner:

- (a). Any director entitled to vote, may, by an instrument in writing, bearing a date not more than five days in advance of the meeting, designate another director to vote for him or her in his or her place and stead at any meeting of the Board of Directors. Any member entitled to vote, may, by an instrument in writing, bearing a date not more than five days in advance of the meeting, designate another member to vote for him or her in his or her place and stead at any meeting of the general membership.
- (b). Unless specifically provided by the contrary herein, at the first meeting of the general membership that a measure is brought up for a vote, the measure must be approved by a vote of the quorum of the represented general membership. At the second meeting of the general membership that a measure is brought up for a vote, the measure must be approved by a vote of two-thirds (2/3) of a quorum of the represented general membership.
- (c). A quorum of the Board of Directors shall consist of not less than two-thirds (2/3) of its members.
- (d). A quorum of the represented general membership shall consist of not less than two-thirds (2/3) of its members.

Article VIII
(Elections)

Sec. 1. The nominating committee shall:

- (a). No later than 60 days prior to an election, solicit recommendations from the membership, both Builder and Associate as candidates for Directors.
- (b). Prepare and present to the Board no later than 30 days prior to an election, a list recommending nominations for Directors after receiving approval from the nominee. The Board will then present an approved election ballot to the membership for consideration no later than 2 weeks prior to an election.
- (c). Additional nominations may be made from the floor at the general meeting so purposed for the election of Board members.

Sec. 2. Election process

- (a) The election of Directors shall be held no earlier than 1 October and no later than the 14th December.

- (b) The Ballot shall consist of the names to be considered for the Board of Directors. The selection options for each candidate shall be “Approved” or “Disapproved”. The quantity of required Board members shall be listed on the ballot.
- (c) Additional candidates may be written in at the bottom of the Ballot but the total number of selections can not exceed the required quantity.
- (d) The candidate(s) receiving a majority of “Approved” votes, both cast and in proxy shall be considered elected.
- (e) The names of elected Board members shall be available to the membership within the 14 days after the election.
- (f) In the event that the required number of Board members did not receive a majority of “Approved” votes, a special election shall be held no later than 30 days in accordance with Article VIII, Sec. 1(b) except that at least 2 candidates for each vacant Directorship shall be presented.
- (g) In the event that the special election does not produce a majority “Approved” candidate(s), the Board shall appoint from the membership a candidate(s) for a 1 year term.

Article IX
(Committees)

Sec. 1. There shall be the following committees:

- (a) Executive Committee: shall be composed of the following officers: President, who shall be Chairperson, Vice President, Vice President/Associate member, Treasurer and immediate past president. This committee shall be the Policy and Steering Committee of the Association and shall be responsible for reporting all matters brought before it to the Board of Directors.
- (b) Nominating Committee: shall be composed of three members appointed from the membership of this Association by the president. The immediate past president shall be on this committee.
- (c) Membership Committee: shall be composed of any number of members, both Builder and Associate, and shall meet upon call of the chairperson, who shall be appointed by the president. Two-thirds (2/3) of the members shall constitute a quorum. This committee shall have the responsibility of building the membership and of investigating all applications for membership and recommending action to the Board of Directors.
- (d) Finance Committee: shall be composed of any number of members, both Builder and Associate, and shall meet upon call of the chairperson, who shall be appointed by the president. Two-thirds (2/3) of the members shall constitute a quorum.

This committee, in cooperation with the Executive Committee, shall be charged with raising adequate funds to insure the proper functioning of the Association's staff and activities. The treasurer of the Association shall be the chairperson of the committee.

Sec. 2. Other committees: there shall be such other committees as may be designated by the Board of Directors, or the Executive Committee, the members of which shall be appointed by the president.

Sec. 3. Where the president does not appoint complete committee personnel, then, subject to approval by the Board of Directors, each committee chairperson shall appoint the members of his or her committee.

Article X (Finance)

Sec. 1. Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors, and payments from the funds of this Association shall be made on the signature of the treasurer and/or any other person so authorized by the Board of Directors.

Sec. 2. The Board of Directors shall adopt a budget for each calendar year, and this Association shall function within the totals of such a budget. The Board of Directors must authorize any expenditure in excess of such budget.

Sec. 3. The treasurer, and other officers and members of the staff handling the funds of this Association shall be furnished with a bond at the expense of the Association in such an amount as the Board of Directors shall determine.

Sec. 4. There shall be an annual review of the finances of this Association by an independent certified public accountant, and this, together with a report from the treasurer, shall be submitted to the Board of Directors.

Article XI (Notices)

Sec. 1. Members shall furnish the secretary or executive officer with their official address and mailing of any notice to such address shall be deemed service of such notice or notices upon them as of the date of mailing of the same.

Article XII

(Rules of Procedures)

Sec. 1. Roberts' Rules of Order shall govern the procedures of all meetings of the Association.

Article XIII

(Amendments)

Sec. 1. These Bylaws may be adopted or amended at the first meeting of the represented general membership that such a measure is brought up for a vote by approval of a quorum of the represented general membership, and at the second meeting of the represented general membership. That such a measure is brought up for a vote by two-thirds (2/3) of a quorum of the represented general membership, provided in either case that a copy of the proposed amendments shall have been mailed to each member of the Association no less than five days prior to the meeting at which action is to be taken thereon.

(a) An amendment may be placed on the annual Ballot by written petition from 25% of the membership.

Revision Section 4 (b) August 2004

Following Revisions October 2009

Revisions: Article V, Sec. 1, Sec. 2, Sec. 3, Sec. 4, Sec. 7(a) (c), added Sec. 8 (a) (b)

Article VI, Sec. 1

Article VIII, Sec. 1(a)(b)(c), Sec. 2 (a)(b)(c), added (d) (e)(f)(g)

Article XIII, Sec. 1, added (a)

Revision: Name Change from Home Builders Association of Haywood County, Inc. to Haywood Home Builders Association, Inc. September 2010