

# **Proposed Bylaw Amendments**

*by the recommendation of the*

## **HBA Board of Directors**

The following bylaw amendments are recommended by the HBA of Greater Springfield Board of Directors for approval by the HBA general membership.

The process for bylaw amendments is that, approval is by a two-thirds vote of those Members present and in good standing at any meeting provided that a copy of any proposed amendment shall have been printed in the newsletter prior to the meeting where the vote is to be taken. The HBA of Greater Springfield's newsletter now comes in weekly and quarterly form (weekly electronic and quarterly printed). Based on board actions at the July 10 board of directors meeting, that vote is scheduled for the August general membership meeting, with proper notice being published in *Housing News Weekly* e-newsletter on July 16, 2012.

Following are seven bylaw amendment summaries for your review as a member of the HBA of Greater Springfield.

## **Bylaw Amendment #1: Membership Classifications**

### **RATIONALE:**

In conjunction with the creation of the membership category by NAHB, HBA of Greater Springfield began offering the category of affiliate membership a couple of years ago. This amends our bylaws to accurately reflect the option. The other changes to this section align HBA of Greater Springfield membership categories with those offered in NAHB bylaws. Our NAHB charter requires that we only offer categories of membership offered by NAHB. We don't have to offer ALL the categories of membership they offer (they have eight), but we can't make up any of our own. Nearly all NAHB memberships are either Builder, Associate, or Affiliate members. Other categories include student members, honorary members, international members, academic subscriber, etc. NAHB specifically defines *builder* membership to include builders, remodelers, and developers.

Another general requirement of our charter (apart from the specific requirement above on membership categories) is that our bylaws must be consistent (not conflict) with NAHB bylaws. In the wake of an increasing number of jurisdictional disputes, NAHB counsel has of late strongly encouraged local associations to "clean up" any discrepancies of this type that may reside in their bylaws.

Amended language recommended is consistent with NAHB bylaw language for the membership categories. The "remodeler" membership category (which does not exist as an NAHB category) is now recognized within the definition of builder membership. Membership on the HBA Remodelers Council is not affected by this amendment.

### **RECOMMENDED AMENDMENT:**

## **ARTICLE III** (Membership)

- Section 1. CLASSES OF MEMBERS. Membership in this Association shall be of three classes.
- (a) BUILDER MEMBERSHIP shall be open to ~~only those persons, firms and corporations with offices or places of business located within or doing business within the territorial jurisdiction of this Association, and whose business is construction of residential housing and/or land development.~~ **any individual who is or has been in, or employed by a firm or corporation in the business of building or remodeling of homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or in land development.**
  - (b) ASSOCIATE MEMBERSHIP shall be open to ~~persons, firm, or corporation engaged in any trade, industry or profession that supplies and/or serves the home building industry.~~ **any individual who is or has been in or employed by a firm or corporation engaged in a trade, industry, or profession related to the business of building or remodeling of homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community and is not inconsistent with the objectives of the Association.**
  - ~~(c) REMODELOR MEMBERSHIP shall be open to only those persons, firms and corporations with offices or places of business located within or doing business within the territorial jurisdiction of this Association, and whose business is remodeling.~~
  - (c) AFFILIATE MEMBERSHIP any individual who is an employee of a firm represented by a builder or associate member of the same local association as defined in Sections (1)(A) and (B) of these bylaws shall be eligible to be an affiliate member.**
  - (d) Applicants for membership shall be sponsored by any current member in good standing.
  - (e) Applicants for membership shall apply in a form satisfactory to the Board of Directors, and meet such other requirements as the Board may from time to time prescribe.

**Bylaw Amendment #2: General Membership Meetings**

**RATIONALE:**

Removing the requirement that general membership meetings be held on the third Tuesday of each month gives greater latitude to the Board of Directors to set when and how often general membership meetings should be held.

**RECOMMENDED AMENDMENT:**

**ARTICLE III**  
(Membership)

Section 4. MEETINGS OF MEMBERSHIP.

- (b) Regular meetings of the membership of this Association shall be held ~~on the third Tuesday of each month, or~~ at such ~~other~~ time as the Board of Directors may designate.

### **Bylaw Amendment #3: Ex-Officio Members of the Board**

#### **RATIONALE:**

Language in this section of the bylaws is recommended to more accurately reflect the intent of board leadership. The amendment clarifies that any HBA of Greater Springfield member who is a current and active member of the board of NAHB or HBA of Missouri, also receives a seat on the HBA of Greater Springfield board of directors.

#### **RECOMMENDED AMENDMENT:**

### **ARTICLE V**

(Board of Directors)

Section 2. EX-OFFICIO MEMBERS. The immediate past-president shall be an ex-officio member of the Board of Directors with full voting privileges. ~~The chairman of the Government Affairs committee, if not already a board member, shall be an ex-officio member of the Board of Directors with full voting privileges. The President's selection for Government Affairs committee chairman shall be subject to approval by the Board of Directors before taking office as chairman of that committee.~~ Any active (as defined by NAHB regulations) national director (who represents the HBA of Greater Springfield on the National Association of Home Builders board of directors) having received status as "Life Director" or above from NAHB, shall be an ex-officio member of the Board of Directors with full voting privileges. Any current member of the HBA of Missouri board of directors (who represents the HBA of Greater Springfield on that board) shall be an ex-officio member of the Board of Directors with full voting privileges.

## **Bylaw Amendment #4: Elective Officers**

### **RATIONALE:**

Leadership Development / Nominating Committee recommends the HBA's four-officer "leadership ladder" hierarchy be replaced with a two-rung "ladder" to the HBA Presidency, and an expanded executive committee of officers reflecting the association's advocacy, financial, and leadership development priorities. In this recommendation, no change is made to the offices of President or President-Elect. Vice Presidents of Political Advocacy, Legislative Advocacy, Regulatory Advocacy, and Finance are added, without specifying whether such officers must be builder or associate members (either would be allowable under bylaws). The leadership development / nominating committee would preferentially consider nominating builder members to the advocacy vice presidencies, creating an experienced leadership pool from which to nominate future candidates to serve as President-Elect and President of the HBA. The Immediate Past President is officially added as an officer, as chair of the Leadership Development/Nominating Committee.

### **RECOMMENDED AMENDMENT:**

## **ARTICLE VI** (Elective Officers)

Section 1. The following officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of one (1) year from the date of election or until their successors are elected and duly qualified:

- (a) The President 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. He shall be the official spokesman of this Association in matters of public policy. He shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such offices.
- (b) A President Elect shall be a Builder Member of the Association. He shall perform such duties as are assigned by the President. He shall, in the absence of the President, or upon his direction, perform all of the duties of the President.
- ~~(c) A Treasurer 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. Upon direction of the President he may perform other duties appropriate to this office.~~
- ~~(d) A Secretary shall keep a record of all of the official proceedings of this Association and its Board of Directors including the reports of special committees. Upon direction of the President he may perform other duties appropriate to this office.~~
- (c) A Vice President of Political Advocacy shall be a Member of the Association, who shall serve as chair of the Political Advocacy Committee. He shall perform such duties as are assigned by the President.
- (d) A Vice President of Legislative Advocacy shall be a Member of the Association, who shall serve as chair of the Legislative Advocacy Committee. He shall perform such duties as are assigned by the President.
- (e) A Vice President of Regulatory Advocacy / Secretary shall be a Member of the Association, who shall serve as chair of the Regulatory Advocacy Committee. He shall perform such duties as are assigned by the President.
- (f) A Vice President of Finance / Treasurer shall be a Member of the Association with financial acumen who shall serve as chair of the Budget and Finance Committee.
- (g) The Immediate Past President of the Association shall serve as chair of the Leadership Development / Nominating Committee.
- (h) The elected officers shall serve on the Board of Directors and shall have full voting privileges.

Section 2. SUCCESSION OF OFFICE.

- (a) In the event of the absence, disability, resignation or death of the President, the President Elect shall act as President of the Association. Should the President Elect be unable to serve for any of the foregoing reasons, the succession order shall be the Treasurer and Secretary, in that order proceed to the next eligible and qualified officer of the board, according to the order of officers outlined in section 1 above. The officer so designated to act, as President shall serve until such time as the Board of Directors appoints from among its builder members a President to fill out that unexpired term.

## **Bylaw Amendment #5: Elections**

### **RATIONALE:**

This amendment updates the section to accurately reflect the full name of the committee charged with making nominations. It also adds flexibility should the board wish to hold nominations in a general membership meeting earlier than October. The bylaws state that elections will be held at a November general membership meeting, so when an October general membership meeting is held, that would be the natural one at which to present nominations. However, if there is no October general membership meeting scheduled, this amendment allows those nominations to take place at an earlier meeting.

### **RECOMMENDED AMENDMENT:**

## **ARTICLE VIII** (Elections)

### Section 1.

- (a) There shall be a **leadership development /** nominating committee chaired by the immediate past president and five (5) other members, two of which shall be the association President and the association President Elect. The remaining three (3) members of the nominating committee shall be appointed by the committee chair annually. Nominations shall be made and notice given to the membership at least ten (10) days in advance of the October **(or earlier) general membership meeting** and the slate of candidates shall be presented at the **October same** meeting. Nominations may also be made from the floor at the **October same** meeting.

## **Bylaw Amendment #6: Title Changes**

### **RATIONALE:**

This series of amendments cleans up bylaws to allow for accurate reference to offices by the titles currently in place (or in place pending approval of earlier bylaw amendments). Those title changes that are the result of an earlier bylaw amendment (officers, above) would revert to current language should said bylaw amendment not receive the necessary votes to be approved.

### **RECOMMENDED AMENDMENTS:**

#### **ARTICLE IX**

(Committees)

Section 7. Each Committee Chairman shall be responsible for providing a written summary of the committee to the administrative staff for inclusion with the **Secretary's** required reports.

#### **ARTICLE X**

(Finances)

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 **Treasurer** **Vice President of Finance** and/or other persons so authorized by the Board of Directors.

#### **ARTICLE XII**

(Administrative Offices)

Section 1. ~~An Executive~~ **A Chief Executive** Officer may be employed by the Board of Directors at such rate of compensation as it deems fair and proper.

Section 2. The **Chief** Executive Officer shall serve as the chief administrative officer of this Association. The Executive Officer shall perform the duties and responsibilities delegated to him by the Board of Directors and all other functions usual to such office.

Section 3. The **Chief** Executive Officer 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. The rates of compensation shall be those that the Board may deem fair and proper, within the limitations of the fiscal budget.

#### **ARTICLE XIII**

(Executive Committee)

Section 1. There shall be an executive committee of this Association which shall be composed of the President, who shall be the Chairman, the President Elect, **Secretary, Treasurer**, **the Vice President of Political Advocacy**, **the Vice President of Legislative Advocacy**, **the Vice President of Regulatory Advocacy**, **the Vice President of Finance**, and **the** Immediate Past President.

**Bylaw Amendment #7: Electronic Communications**

**RATIONALE:**

This article is amended to allow for routine mail notices and communications to be provided by e-mail, and to properly identify title, per earlier amendment.

**RECOMMENDED AMENDMENTS:**

**ARTICLE XV**

(Notices)

Section 1. Members shall furnish the Chief Executive Officer with their official address and e-mail address. The mailing or e-mail of any notice to the last known official address or e-mail address shall be deemed service of such notice or notices upon them as of the date of the mailing or e-mail.