

HOME BUILDERS ASSOCIATION OF GREATER SPRINGFIELD, MISSOURI BYLAWS

ARTICLE I

(Name, Location and Affiliation)

Section 1. The name of the Association shall be HOME BUILDERS ASSOCIATION OF GREATER SPRINGFIELD, MISSOURI

Section 2. The principal office of the Association shall be located and maintained in Springfield, Missouri, or in such other place or places as the Board of Directors may designate from time to time. At the discretion of the Board of Directors, branch offices of the Association may be established at such place or places and for such period or periods of time as the Board of Directors may determine.

Section 3. This Association is and shall be an Affiliated Association of the National Association of Home Builders of the United States, and the Home Builders Association of Greater Springfield shall abide by their respective By-Laws as amended from time to time.

Section 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.

ARTICLE II

(Purposes)

Section 1. The purposes of this Association shall be:

- (a) To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
- (b) To collaborate with all fields related to the residential building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (c) To comply with all laws, federal, state and local.
- (d) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States, and the Home Builders Association of Greater Springfield, Missouri.
- (e) To operate without profit and no part of the income of the Association shall be used for the personal benefit of any individual member.

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.

Section 2. ACCEPTANCE OF MEMBERS.

- (a) 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, the Home Builders Association of Missouri, and the Home Builders Association of Greater Springfield, Missouri; and while in good standing shall be entitled to the full benefits, services and privileges of the respective associations.

Section 3. SUSPENSION AND REVOCATION OF MEMBERSHIP.

- (a) The Board of Directors by a two-thirds vote may suspend or revoke the membership of any member (1) for failure to meet his financial obligations to the Association, or (2) for conduct detrimental to this Association. The member shall be given at least thirty days' written notice in advance of the 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 of the Board shall be required to reinstate any membership suspended or revoked under this Section. Reinstatement shall be subject to such terms and conditions as the Board may impose.

Section 4. MEETINGS OF MEMBERSHIP.

- (a) An annual meeting of the membership of this Association shall be held on the third Tuesday of November of each year, or at such other time as the Board may designate, for the express purpose of electing the officers of the Association and a Board of Directors.
- (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.
- (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 three (3) days in advance.

ARTICLE IV

(Dues)

Section 1. The dues of this Association shall be payable at rate determined by the Board of Directors.

Section 2. The dues shall include those required for membership in the National Association of Home Builders of the United States, the Home Builders Association of Missouri, and the Home Builders Association of Greater Springfield, Missouri. This Association shall collect and remit said dues in accordance with the requirements of the National and State Associations, as provided for from time to time.

ARTICLE V (Board of Directors)

Section 1. COMPOSITION AND AUTHORITY. The Association at its annual meeting shall elect five (5) Local Directors in one (1) year, five (5) Local Directors in the second year, and six (6) Local Directors every third year, making a total of sixteen (16).

The Board of Directors shall be the governing body of the Association. A Director so elected shall hold office for three (3) years from the date of election or until a successor is duly elected and willing to serve.

- (a) Ten (10) of the sixteen (16) elected members of the Board of Directors shall be elected from the ranks of Builder members. Six (6) of the sixteen (16) elected members of the Board of Directors shall be elected from the ranks of Associate members.
- (b) Members of the Board of Directors shall be limited to serving two consecutive full elected terms.
- (c) Members having reached their term limit as defined in (b) shall again become eligible for election to the board and board service after spending one year off the board.
- (d) The following exceptions to the term limitations outlined in (b) shall be allowed:
 - i. Any period of time served as a board officer (secretary, treasurer, president-elect, president) shall not be counted for the purposes of term limitations.
 - i. Any period of time served as an officer on the HBA of Missouri board of directors shall not be counted for the purposes of term limitations.
 - ii. Any period of time served as an active (as defined by NAHB regulations) NAHB national director shall not be counted for the purposes of term limitations.
 - iii. Partial terms served as a member of the Board of Directors, or terms interrupted by one of the above term limit exceptions shall not be considered "full" terms for the purposes of term limitations. These partial terms shall not be counted for the purposes of term limitations.

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.

Section 3. CHAIRMAN. The President of the Association shall be the Chairman of the Board of Directors.

Section 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. Person so appointed shall serve the unexpired term of the individual whom they are replacing, or until a successor is duly elected.

Section 5. MEETINGS. Meetings of the Board of Directors shall be held as follows:

- (a) Regular meetings of the Board of Directors shall be held the second Tuesday of each month or at such other times as the Board may direct.

- (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 three (3) days in advance.

Section 6. VOTING. A simple majority vote shall decide an issue, unless otherwise established by the Board of Directors, provided a quorum is present.

Section 7. QUORUM. The presence of a majority of the Directors shall constitute a quorum.

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 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 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.

- (b) 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.

ARTICLE VII

(Voting)

Section 1. All members of the Association in good standing shall be entitled to vote at the annual meeting of the Membership except as may be provided in other Sections of these By-Laws. Firms, corporations or partnerships holding membership in the Association shall be entitled to only one (1) vote which shall be cast by the duly designated representative.

Section 2. A simple majority vote shall decide an issue. This section shall not apply to voting on amendments to these By-Laws.

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.
- (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 also 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.

Section 2.

- (a) The Association officers and directors shall be elected at the Annual Meeting of the Membership.
- (b) Whenever only one nomination for an elective office is presented to the Membership, election shall be by voice vote; provided, however, any member in good standing upon recognition by the Chairman may call for secret ballot. Whenever more than one nomination is presented, 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.

Section 3.

- (a) An officer, member of the Board of Directors, committee member or chair, or task force member or chair may be removed from office in the event of such acts of dishonesty, fraud, misrepresentation, or other reasonable cause as would prevent the effective performance of his/her duties.
- (b) No elected officer or board member, or appointed committee member or chair, or appointed task force member or chair may be removed from office without a three-fourths (3/4) vote of the Board of Directors at any regular or special meeting at which a quorum is present.
- (c) The process for removal shall be; Notice of removal must be sent by registered mail to the affected individual advising him/her of the action taken or about to be taken. Removal by due process requires notification prior to the vote for removal from office. The Board of Directors and/or twenty-five percent (25%) of this Association's

membership can initiate removal recall. Removal Recall can only be achieved by a three-fourths (3/4) vote of the Board of Directors.

- (d) Failure to achieve the required vote for removal will cause the immediate reinstatement of the recalled individual to office. Any appointee replacing the recalled officer shall also immediately be discharged.
- (e) Any individual member of this Association shall lose all rights and privileges of office under this Association if his/her license to sell insurance is revoked or if he/she is convicted of a felony or gross misdemeanor.

ARTICLE IX

(Committees)

Section 1. 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 By-Laws.

Section 2. The Chairman and members of all Committees of the Association shall be appointed by the President except as otherwise specifically provided in these By-Laws.

Section 3. 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.

Section 4. Special Committees may be appointed by the President, as he may from time to time deem advisable.

Section 5. Meetings of all committees shall be upon the call of the Chairman with approval of the President.

Section 6. A simple majority vote in the committee shall decide an issue provided a quorum is present; and one-half of the committee members at the meeting shall constitute a quorum.

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

Section 2. The Board of Directors shall adopt a budget for each fiscal year. This Association shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors.

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 XI

(Amendments)

Section 1. These By-Laws may be amended 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.

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.

Section 2. This Committee shall conduct the affairs of the Association in accordance with the By-Laws and the policies and instructions of the Board of Directors. It shall be the policy and steering committee of this Association, and shall be responsible for establishing a budget for financing the Association, and for all matters of policy and public statement, subject to the approval of the Board of Directors.

Section 3. This Committee shall meet upon the call of the President, the Board of Directors, or any one of its members. A majority constitutes a quorum.

ARTICLE XIV

(Membership Card and Emblem)

Section 1. Each member shall receive a membership card annually upon the payment of dues for the current year in such form, as the Board of Directors shall prescribe.

Section 2. This Association shall use on all its stationary and literature the Official Emblem of the National Association of Home Builders and/or the official current logo of the Home Builders Association of Greater Springfield, Missouri.

Section 3. Members of this Association may use on their stationary and literature the Official Emblem of the National Association of Home Builders and/or the official current logo of the Home Builders Association of Greater Springfield, Missouri.

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**.