



BYLAWS OF CHIPPEWA VALLEY HOME BUILDERS ASSOCIATION, INC.

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ARTICLE I – ORGANIZATION, LOCATION AND AFFILIATION

Section 1.1 Organization

Chippewa Valley Home Builders Association, Inc. (the “Association”) is organized under the laws of the State of Wisconsin as a non-stock corporation.

Section 1.2 Principal Office

The principal office of the Association shall be located at 4319 Jeffers Road, Eau Claire, Wisconsin, or such other place as the Board may from time to time designate.

Section 1.3 Area of Operations

The operations of the Association shall be conducted for the benefit of homebuilders and persons, and entities engaged in the businesses and industries or professions allied with the home construction industry in Buffalo, Chippewa, Clark, Dunn, Eau Claire, and Pepin Counties in Wisconsin.

Section 1.4 Affiliations

The Association is and shall be an affiliate of the National Association of Home Builders (“NAHB”) and the Wisconsin Builders Association (“WBA”) and shall abide by their respective bylaws, as amended from time to time.

ARTICLE 2 - PURPOSES

Section 2.1 Purposes

The purposes of the Association shall be:

- (a) To promote unity and integrity by the increased communications between Members.
- (b) To maintain high ideals, high building standards, and professionalism by providing continuing education to Members.
- (c) To provide guidance to local and state governments regarding the Association’s stand on construction industry issues.
- (d) To promote a spirit of professionalism and quality craftsmanship in all phases of the construction industry.
- (e) To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (f) To assist Members in complying with all applicable laws.
- (g) To assist in the accomplishment of the mutual objectives of the NAHB and WBA.
- (h) To operate as a non-profit entity (no part of the income of the Association shall be for the benefit of any Member).
- (i) To provide education as to the residential construction industry.
- (j) To promote and perform community service in the areas served by the Association.

ARTICLE 3 - MEMBERSHIP

Section 3.1 Classes of Members and Eligibility

The Association shall have five (5) classes of membership, as follows:

- (a) Builder Members: Any person or business entity that maintains an active Dwelling Contractor certification issued by the State of Wisconsin Department of Safety and

Professional Services (the “Department”), and which is or has been engaged in: (a) the construction, remodeling, repair, or rebuilding of single family homes, multi-family residential housing units, schools, commercial or industrial buildings, or other structures normally related and appurtenant to a community; or (b) land development, is eligible to apply for membership as a Builder Member. Each Builder Member that is an entity shall designate an individual to be the main contact for the Builder Member. The main contact for a Builder Member must have a Dwelling Contractor Qualifier certification issued by the Department, shall be entitled to cast the vote of the Builder Member, shall be listed in all Association listings of Builder Members, and shall receive all communications from the Association for the Builder Member. The main contact of a Builder Member may be changed by written notice to the Association.

- (b) Associate Members: Any person or business entity which is or has been engaged in a trade, industry, or profession related to construction industry and which is not inconsistent with the purpose of the Association, is eligible to apply for membership as an Associate Member. Each Associate Member that is an entity shall designate an individual to be the main contact for the Associate Member. The main contact for an Associate Member shall be entitled to cast the vote of the Associate Member, shall be listed in all Association listings of Associate Members, and shall receive all communications from the Association for the Associate Member. The main contact may be changed by written notice to the Association.
- (c) Affiliate Members: Any person who is a partner, spouse, current or former employee of a current Member in good standing with the Association shall be eligible to apply for membership as an Affiliate Member. An Affiliate Member shall not have voting rights, but may attend Meeting of Members and may serve on any Association committees.
- (d) Student Members: Any student enrolled in a construction-related technical program or degree institution at a high school, trade school or university located within the Association’s jurisdiction and sponsored by a faculty member is eligible to apply for membership as a Student Member. A Student Member shall not have voting rights, but may attend Meeting of Members and may serve on any Association Committees.
- (e) Honorary Members: Any persons designated by the Board for distinguished and unique service to the construction industry shall be an Honorary Member. An Honorary Member shall not have voting rights, but may attend Meeting of Members and may serve on any Association committees.

Section 3.2 Application for Membership

- (a) Applications for membership, other than Honorary Members, shall be made to the Association office and processed as follows:
 - The applicant will submit an application form, supplied by the Association, containing an agreement to abide by the Bylaws and Code of Ethics of the Association if accepted for membership.
 - An application for a Builder Member must include contact information, two references, proof of business insurance, a Dwelling Contractor certification number, a Dwelling Contractor Qualifier certification number, and a written acknowledgement that the applicant will abide by the Code of Ethics upon admission to membership.
 - An application for an Associate Member must include contact information, two references, proof of business insurance and a written acknowledgement that the

applicant will abide by the Code of Ethics upon admission to membership.

- An application for an Affiliate Member must include contact information and a written acknowledgement that the applicant will abide by the Code of Ethics upon admission to membership.
 - Association staff will review all applications for membership to determine if the applicant meets minimum eligibility requirements. And if the requirements are met will advise the applicant, the Membership Committee and the Board that the application is approved.
 - Approved applicants, upon payment of dues, shall be Members.
- (b) Approved applicants, upon payment of dues, shall also be members of the NAHB and WBA and while in good standing shall be entitled to the full benefits, services and privileges of those Associations.
- (c) Any person or entity denied membership has the right to appeal the decision to the Board and shall be afforded a reasonable opportunity to be heard by the Board as to such denial.

Section 3.3 Grounds for Disapproval of Membership

- (a) The decision to accept or deny an application for membership shall be made in the discretion of the Association, which discretion shall be exercised in the best interest of the Association as understood and determined by the Association. Grounds for disapproval include, but are not limited to: (1) failure to meet past or present financial obligations to the Association; (2) past conduct which violates the rules, regulations, Code of Ethics, Bylaws, or policies of the Association; (3) unsatisfactory references; (4) conviction of a crime related to or against a member of the construction industry; and (5) evidence of a lack of good character or an unsatisfactory business reputation.
- (b) The Association may deny an application for grounds other than as set forth above; provided, however that the decision has to be based on facts that support reasons that are in the best interest of the Association, and shall not be based on any prohibited factor.
- (c) Prohibited factors include:
1. **Anticompetitive Practices.** The Association supports the system of free enterprise and open competition. Monopolies or any kind of price or wage fixing, are detrimental to the system of free enterprise. Unfair business practices are practices that are likely to reduce competition and lead to higher prices, reduce quality or levels of service, or less innovation. Anticompetitive practices include activities like price fixing, group boycotts, and exclusive dealing contracts or the application of trade association rules to bar competitors. **THE BOARD SHALL NOT DISAPPROVE ANY APPLICATION ON ANY BASIS THAT WOULD BE AN UNFAIR OR ANTICOMPETITIVE BUSINESS PRACTICE.**
 2. **Equal Opportunity.** In reaching its decision as to any membership application, the Association shall not deny any application on the basis of sex, race, color, creed, disability, sexual orientation, national origin or ancestry.

Section 3.4 Suspension and Revocation of Membership

- (a) The Board may suspend or revoke the membership of any Member upon a vote of not less than two-thirds of Directors at a meeting of the Board at which a quorum exists for failure to (a) for failure to meet financial obligations to the Association, or (b) for failure to maintain compliance

with eligibility requirements for membership. A Member shall be given at least thirty (30) days' notice in advance of the meeting of the Board at which the vote is to be taken as to suspension or revocation and shall be afforded a reasonable opportunity to be heard. Suspension or revocation of membership shall not release the Member from any financial obligations owed to the Association. If a membership is suspended or revoked there will be no reimbursement of membership dues or assessments dues or refund of fees or payments made in advance for Association events or Association related events.

- (b) A vote of not less than two-thirds of the Directors at a meeting of the Board at which a quorum exists is required to reinstate a membership suspended or revoked under this Section. Reinstatement shall be subject to such terms and conditions as the Board may impose.
- (c) Resignations of Members for any reason, shall take effect at the end of the membership term, or immediately if the Member is in default on any financial obligations to the Association or if the Member requests that the resignation take effect immediately. Upon resignation, membership dues or assessments, or fees or payments made in advance for Association events or Association related events shall be non-refundable. Resignation as a Member shall not release the Member from any financial obligations owed to the Association. If a Member resigns there will be no reimbursement of membership dues or assessments dues or refund of fees or payments made in advanced for Association events or Association related events.

Section 3.5 Obligations of Members

All Members shall abide by the Code of Ethics and the policies and Bylaws of the Association as the same by be modified from time to time. The Code of Ethics and the Bylaws of the Association shall be periodically updated on the Association's website (www.cvhomebuilders.com).

Section 3.6 Meeting of Members

- (a) An annual meeting of Members of Association ("Annual Meeting") shall be held each year at such a time as the Board may designate. The agenda for the Annual Meeting shall include elections of officers and such other matters as may properly come before the meeting.
- (b) Regular meetings of Members shall be held monthly or such other times as the Board may designate.
- (c) Special meetings of Members may be called by the President, or, if requested in writing by a Member, by a majority of the members of the Board.
- (d) Notice shall be given of the date, hour, and place of all meetings to each Member at least five days in advance.
- (e) All Builder Members and Associate Members in good standing shall be entitled to vote at any Meeting of Members. A simple majority of votes cast at any Meeting of Members shall decide an issue.

ARTICLE 4 - DUES

Section 4.1 Dues

The dues of the Association shall be payable at rates determined from time to time by the Board.

- (a) The Board shall set the annual dues for Builder Members and Associate Members after a 60-day notice and upon a vote of not less than two-thirds of the Directors at a meeting of the Board at which a quorum exists.

- (b) All dues shall be payable to the Association simultaneously with the membership paid and reported to the NAHB and WBA.

ARTICLE 5 – BOARD OF DIRECTORS

Section 5.1 Duties and Composition of Board of Directors

The governing body of the Association shall be a board of directors (the “Board”). The Board is responsible for the business and affairs of the Association. The Board shall control, direct, and preserve the assets of the Association; exercise the legal powers of the Association; approve policies, objectives, programs, annual budgets, and other basic controls governing the administration of the Association; review financial statements and summary reports of Association activities for conformity with established policies, objectives, and programs; and initiate and effect remedial action through the President as required. The Board shall consist of:

- (a) Thirteen (13) Directors elected by the Members, six (6) of which each shall be a Builder Director, (6) of which each shall be an Associate Director, and one (1) of which shall be an Affiliate Member. Each year two (2) Builder Directors and two (2) Associate Directors shall be elected for a three (3) year term and an Affiliate Director shall be elected for a (1) year term. Each Director shall have voting privileges. Any Director vacancy may be filled by the Board.
- (b) Each member of the Executive Committee of the Association, all of whom shall have voting privileges. When a Builder Director or an Associate Director is elected to the Executive Committee, he or she shall be deemed to have resigned as a Director, with the resulting vacancy to be filled by the Board.
- (c) The Executive Officer of the Association, who shall be an ex-officio member of the Board. The Executive Officer shall not have voting privileges.
- (d) Each Director or Delegate and Life Director or Delegate of the NAHB who is also a member, each of whom shall have voting privileges during his or her term in accordance with the Association attendance and membership policies.
- (e) Each Director of the WBA who is also a Member, each of whom shall have voting privileges during his or her term, in accordance with Association attendance and membership policies.

Section 5.2 Annual and Regular Meetings

The annual meeting of the Board shall be held without other notice than this bylaw on the fourth Tuesday of September of each year, or on such other date and time as set by the Board. Regular meetings of the Board shall be held without other notice than this bylaw on the fourth Tuesday of January, March, May, July, September, and November of each year, or on such other date and time as set by the Board. The Board may hold such additional meetings as it deems appropriate from time to time. Any meeting may be adjourned to reconvene at any place designated by vote of a majority of the Directors in attendance at the meeting.

Section 5.3 Meetings by Electronic means of Communication

The Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any annual, regular, or special meeting by the use of any electronic means of communication, provided that (1) all participating Directors may simultaneously hear each other during the meeting; or (2) all communication during the meeting is immediately transmitted to each participating Director, and that each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all

participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 5.4 Notice of Meetings, Waiver of Notice

Notice of Board meetings, if required, shall be provided to each Director. Notice may be given orally or communicated in person, by telephone, by electronic mail or by other form of wire or wireless communication, by mail, by private carrier, or by any other manner provided by chapter 181 of the Wisconsin Statutes. Notice shall be given not less than three (3) days before the meeting being noticed. Notice by telephone, electronic mail, other form of wire or wireless communication, or by facsimile shall be deemed to be given when sent; notice by mail or by private carrier shall be deemed to be given three days after it is deposited with postage prepaid in the United States mail or delivered to the private carrier; and notice by any other means shall be deemed to be given upon receipt. A Director may waive notice required under this section or these Bylaws at any time, whether before or after the time of the meeting. The waiver must be in writing and signed by the Director; provided that a Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board meeting need be specified in the notice or waiver of notice of the meeting.

Section 5.5 Quorum Requirement

Except as otherwise provided by chapter 181 of the Wisconsin Statutes, the articles of incorporation of the Association, or these Bylaws, a majority of the elected number of Directors shall constitute a quorum for the transaction of business at any Board meeting.

Section 5.6 Voting Requirement

The affirmative vote of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. This provision shall not, however, apply in the event the affirmative vote of a greater number of Directors is required by chapter 181, the Articles of Incorporation, or any other provision of these Bylaws.

Section 5.7 Conduct of Meetings

The President shall call Board meetings to order and shall preside over meetings. In the President's absence, a vice-president, or in a vice-president's absence, any other officer, shall call the Board meeting to order and preside meetings. The Secretary shall act as secretary of all Board meetings, but in the Secretary's absence, the presiding officer may appoint any assistant secretary, Director, or other person present to act as secretary of the meeting. The presiding officer of the meeting shall determine whether minutes of the meeting are to be prepared and, if minutes are to be prepared, shall assign a person to do so.

Section 5.8 Directors' Assent

A Director who is present and is announced as present at a meeting of the Board at which meeting action on any Association matter is taken, shall be deemed to have assented to the action taken unless (1) the Director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding the meeting or transacting business at the meeting; (2) the Director dissents or abstains from an action taken and minutes of the meeting are prepared that show such dissent or abstention; (3) the Director delivers written notice that complies with the provisions of chapter 181 of his or her dissent or abstention to the presiding officer of the meeting before the meeting's adjournment or to the Association immediately after the adjournment; or (4) the Director dissents or abstains from an action taken, minutes of the meeting are prepared that fail to show the Director's dissent or abstention, and the Director delivers to

the Association a written notice of that failure that complies with the provisions of chapter 181 of the Wisconsin Statutes promptly after receiving the minutes. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 5.9 Action without a Meeting

Any action required or permitted by the articles of incorporation of the Association, these Bylaws, or any provision of chapter 181 of the Wisconsin Statutes to be taken by the Board at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent, either in counter-parts or otherwise. For this purpose, a Director shall be deemed to have joined in the written consent if the Director has evidenced his or her vote in writing (for example, by e-mail, using an electronic signature), even if said Director does not affix his or her original handwritten signature to said consent.

Section 5.10 Attendance

Any Director who does not attend in person or participate in by the use of any electronic means communication, as allowed by these Bylaws, any two consecutive meetings of the Board, other than special meetings, shall not be allowed to vote at any meeting of the Board until the Director has attended in person or participated in by the use of any electronic means communication, as allowed by these Bylaws, attends any two consecutive meetings of the Board, other than special meetings.

Section 5.11 Removal

A Director may be removed from the Board for Cause by a majority vote of the Board. Examples of Cause include, but are not limited to: (1) failure to meet past or present financial obligations of the Association; (2) conduct which violates the rules, regulations, Code of Ethics, Bylaws, or policies of the Association; (3) conviction of a crime related to or against a member of the construction industry; or (4) failure to attend meetings. A Director may be removed from the Board at any meeting of the Board, provided that notice of the intention to consider the Director's removal has been given to the Director in advance of the meeting.

Section 5.12 Compensation

No compensation shall be paid to any Director; however, the Association may, but is not required to, reimburse a Director for any expenses reasonably incurred by the Director in connection with the Director's Association duties.

Section 5.13 Executive Committee

The Association may have an executive committee of the Board (the "Executive Committee"). The members of the Executive Committee shall be the officers of the Association and the immediate Past-President of the Association. Generally, the Executive Committee shall meet and conduct the affairs of the Association as needed between meetings of the Board, as directed by the Board, and in accordance with these Bylaws and any policies adopted by the Board. The Executive Committee shall meet upon the call of the President, the Board, or any Director. A majority of members of the Executive Committee shall constitute a quorum.

Section 5.14 National and State Directors

The Board shall prescribe the method of selection of any national and state directors and alternate directors to which the Association is entitled under the provisions and conditions prescribed in the governing documents of the national and state associations to which the Association belongs or is affiliated with. The term of all such directors shall commence on the dates that coincide with the designated term of each such position as set forth in the governing documents of such associations.

ARTICLE 6 – OFFICERS

Section 6.1 Officers

The officers of the Association shall consist of a President, First Vice President, Second Vice President, Past President, Secretary, and Treasurer, and such other officers and assistant officers as may be determined by the Board. No two or more offices may be held by the same person. An otherwise qualified officer may be reelected to the same or to a different office. When a Builder Director or an Associate Director is elected to serve as an officer, he or she shall be deemed to have resigned as a Director, with the resulting vacancy to be filled by the Board.

Section 6.2 Election of Officers and Succession

The Board shall elect officers at its annual meeting. The following line of succession shall be followed for the election of officers, except in the case of extenuating circumstances as determined by the Board:

- a) The then-acting President shall automatically succeed to the office of Past President;
- b) The then-acting First Vice President shall automatically succeed to the office of President;
- c) The then-acting Second Vice President shall automatically succeed to the office of First Vice President; and
- d) A Second Vice President, Secretary and Treasurer shall be elected.

Section 6.3 Terms

The term of each officer shall be one year, with the terms of officers elected at the September meeting of the Board to commence at the December Meeting of the Members, to continue until their successors are elected and qualified. The Treasurer may serve any number of terms. The Secretary may serve for no more than three consecutive terms. The President, First Vice President and Second Vice President shall serve for one term, except in the case of extenuating circumstances as determined by the Board.

Section 6.4 Eligibility for Election

- a) Secretary and Treasurer. Only Builder Members and Associate Members are eligible for election to the offices of Secretary and Treasurer.
- b) Second Vice President. Only Builder Members and Associate Members are eligible for election to the office of Second Vice President; provided, however, that at no time shall Associate Members be elected as Second Vice President in consecutive years. In clarification of the foregoing, if in Year 1 an Associate Member is elected as Second Vice President, in Year 2 only a Builder Member may be elected as Second Vice President. The intent of this subsection is that because of the succession of officers as provided in Section 6.2, at no time will the office of President be held by Associate Members in consecutive years.

Section 6.5 Duties

The duties of the officers shall be as follows:

- a) President. The President shall preside at all meetings of the Board, shall be responsible for the general administration of all of the Association's affairs, subject to the direction of the Directors (and the Executive Committee, between meetings of the Directors), and shall perform such other duties as may be required by the Directors (or the Executive Committee). The President shall be the official spokesperson of the Association in matters of public policy. The President 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 have general authority to execute on behalf of the Association any contracts, notes, deeds, and other papers not requiring specific approval of the Directors or

another officer. The execution of such documents shall be done in consultation with the Board.

- b) First Vice President. The First Vice President, in the absence, death, disability, inability to act, or refusal to act of the President, or when for any reason it is impracticable for the President to act personally, shall perform the duties of the President, together with such other duties as the Directors may prescribe.
- c) Second Vice President. The Second Vice President, in the absence, death, disability, inability to act, or refusal to act of the First Vice President, or when for any reason it is impracticable for the First Vice President to act personally, shall perform the duties of the First Vice President, together with such other duties as the Directors may prescribe.
- d) Secretary. The Secretary or designee shall be responsible for review and preparation of the minutes of Meetings of the Board and the reporting of accuracy of such minutes to the Board in coordination with the Executive Officer. The Secretary shall perform other duties as may be required by the Board.
- e) Treasurer. The Treasurer, or such person designated by the Board, shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render in coordination with Association staff monthly financials statements and membership reports. The Treasurer or such person designated by the Boards shall review the financial statements and the annual tax return of the Association with an accounting firm retained by the Association.
- f) Past President. The Past President shall perform duties as may be required by the President or by the Board and shall serve in this capacity.

Section 6.6 Removals

An officer may be removed from office for Cause by a majority vote of the Board. Examples of Cause include, but are not limited to: (1) failure to meet past or present financial obligations of the Association; (2) conduct which violates the rules, regulations, Code of Ethics, Bylaws, or policies of the Association; (3) conviction of a crime related to or against a member of the construction industry; or (4) failure to attend meetings. An officer may be removed from office at any meeting of the Board, provided that notice of the intention to consider the officer's removal has been given to the officer in advance of the meeting.

Section 6.7 Resignations

Any officer may resign at any time by giving written notice to the Association, the Board, the President, or the Secretary. Any such resignation shall take effect when the notice of resignation is delivered, unless the notice specifies a later effective date and the Association accepts the later effective date. Unless otherwise specified in the notice of resignation, the acceptance of the resignation shall not be necessary to make it effective.

Section 6.8 Vacancies

- a) Appointment. A vacancy in the office of President for any reason shall be filled by appointment by a majority of the Directors. A vacancy in any office other than President shall be filled by appointment of the President, subject to concurrence of the a majority of the Directors.
- b) Exception. Notwithstanding subsection (a), above, no appointment to fill a vacancy in the office of President, First Vice President, or Second Vice President can be made that would result in a violation of the intent stated in Subsection 6.4(b) that at no time will the office of President be held by Associate Members in consecutive years.

Section 6.9 Executive Officer

The Association shall have an Executive Officer. The Executive Officer shall be an employee of the Association, shall be hired with the approval of the Board, and shall be responsible to and be overseen by the Board. In addition to overseeing the day to day administration of the Board, the Executive Officer shall perform the duties of the position as set forth in a job description approved by the Board and shall strive to see that the Association fulfills its mission and achieves its goals and objectives. The Executive Officer may employ an appropriate staff and may obtain the services of non-employee contractors, all pursuant to budget approved by the Board that accounts for compensation, benefits, and associated taxes.

The Executive Officer may be removed by the Board.

The Executive Committee shall conduct an annual performance review of the Executive Officer and shall determine appropriate adjustments to the compensation and benefits of the Executive Officer.

Section 6.10 Meetings of the Executive Committee

The Executive Committee shall meet upon the call of the President, the Board, or any Director. A simple majority shall constitute a quorum.

ARTICLE 7 – ELECTION OF DIRECTORS

Section 7.1 Selection of Candidates

Subject to the requirements of Section 6.4(b), the Nominating Committee shall submit to the Board at least one candidate for each director position which is up for election.

Section 7.2 Nominations

The Nominating Committee may solicit and receive nominations from Members. Annually, and not later than seven (7) days prior to the date of the annual meeting of the Board, the Nominating Committee shall forward to the Board a list of candidates for each open director position and officer position.

Section 7.3 Notice to Members

At least thirty days prior to the November meeting of Members, the Board shall cause notice of the list of candidates for each open director position and officer position to be sent to each Member.

Section 7.4 Elections

Elections for each open director position shall be held annually during the Annual Meeting, and all voting Members are eligible to vote at such meeting. At the meeting, any Member may nominate a candidate or candidates from the floor, but no person shall be eligible for election unless the proposed candidate is eligible for the position and agrees to serve.

Section 7.5 Method of Voting

All voting for Director positions shall be by written ballot. If no candidate receives a majority of the votes, a second vote shall be taken upon the leading candidates.

Section 7.6 Installation of Directors

The terms of Directors elected at the Annual Meeting shall commence at the Annual Meeting, and shall continue until their successors are elected and qualified.

ARTICLE 8 – COMMITTEES

Section 8.1 Nominating Committee

A Nominating Committee, chaired by the President, and consisting only of Members, shall be established each year for the purpose of nominating individuals to fill open Director positions on the Board and to recommend officers for Board approval. The size and composition of the committee shall be determined by the President. All nominations shall be made and notice thereof given to Members at least 30 days in advance of an election. The President shall chair the meetings of the committee. In the event the President is unable or unwilling to act as provided in this Section, the President shall appoint a Member to act.

Section 8.2 Membership Committee

There shall be a Membership Committee whose charge shall be to recruit and retain Members. The size, composition, and chair of the committee shall determined by the Board, but all members for the Committee shall be Members.

Section 8.3 Grievance Committee

The Association shall designate and maintain a standing Grievance Committee to address grievances brought forth by the customers of Members or the public. The size, composition, and chair of the committee shall be determined by the Board, but all Members of the Committee shall be Members. The Grievance Committee will maintain and manage a trained core of mediators to conduct mediations for grievances.

Section 8.4 Other Committees

The President, with the advice and consent of the Board, may create such other committees as the President deems appropriate from time to time, and the size, composition and chair of each committee shall be determined by the President. Such committees, shall have and may exercise such powers as may be authorized by the President, as amended or supplemented from time to time.

Section 8.5 Governance

Except as otherwise provided in these Bylaws, each committee shall fix its own rules governing the conduct of its activities, and shall make such reports to the Board of its activities as the Board may request. The President may, with the advice and consent of the Board, remove the chairman or any members of any committee appointed pursuant to this Article. Meetings of all committees shall be upon the call of the chair with the approval of the President. The presence of a majority of the committee members at a meeting shall constitute a quorum. A simple majority vote of committee members shall decide an issue provided a quorum is present.

ARTICLE 9 – BUDGET AND FINANCE

Section 9.1 Fiscal Year

The fiscal year of the Association shall commence on January 1 and shall end on December 31.

Section 9.2 Budget

The Board shall adopt a budget for each fiscal year, and the Association shall function within the total of such budget. The Board must authorize any expenditure in excess of an approved budget.

Section 9.3 Accounts and Payments

Dues and other monies collected by the Association shall be governed by a financial management policy approved by the Board from time to time.

Section 9.4 Financial Oversight

A financial management policy that addresses internal controls will be maintained and reviewed semi-annually by the Finance Committee. The Finance Committee will ensure compliance with the policy by the Association. An audit or review of financial records or a review of controls of the Association may be ordered by the Board at any time.

Section 9.5 Overdue Accounts

The Board may establish a late payment policy for dues and other amounts owed to the Association by Members that are not timely paid. The policy may provide for a flat late fee or allow for the accrual of interest on overdue amounts and may allow for the recovery of costs of collection, including attorney's fees. The policy may also allow for the suspension of membership rights of a Member until overdue amounts are paid or for expulsion of the Member.

Section 9.6 Member Participation

No Member having dues and other amounts owed to the Association that are not timely paid is not entitled to participate in Association events or activities.

ARTICLE 10 – RULES OF PROCEDURE

Section 10.1 Rules of Procedure

Roberts' Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

ARTICLE 11 – AMENDMENTS

Section 11.1 Bylaw Amendment

These Bylaws may be amended by the vote of two thirds of the Directors at a meeting of the Board at which a quorum is present, provided that no such amendment may be made unless a copy of the proposed amendment is provided to each Director at least thirty days in advance of the vote.

Section 11.2 Notice of Amendments

Any amendments to the Bylaws shall be communicated in writing to all Members.

ARTICLE 12 – LOGOS

Section 12.1 Logos

The Association and all Members may use on their business-related stationery and literature the official logos of the Association, the WBA, and the NAHB. No other use of such logos may be made without the written consent of the Board as to Association logos or the written consent of WBA or NAHB, as applicable, as to their logos.

ARTICLE 13 – NOTICES

Section 13.1 Member Mailing Addresses

Members shall furnish the Executive Officer with their mailing addresses and shall provide updated address as necessary. The timely mailing of any notice to the last known mailing address of a Member shall be deemed service of such notice upon the Member as of the date of the mailing.

ARTICLE 14 – COUNCILS

Section 14.1 Councils

The Association may establish such councils as the Board or the Executive may from time to time find necessary to serve adequately the needs of the Association and its Members.

Section 14.2 Management and Oversight

The activities of such councils shall be managed and overseen by the Board and the Executive Committee.

ARTICLE 15 – CODE OF ETHICS

Section 15.1 Code of Ethics

As a condition of membership, each Member shall be deemed to subscribe to the following Code of Ethics:

- a) Members shall conduct business affairs with professionalism and skill.
- b) Honesty is a guiding policy of the Association.
- c) All housing shall be built to meet or exceed the minimum standards of the industry as defined by state and local codes.
- d) Members shall comply with both the spirit and letter of business contracts, meet all financial obligations in good faith, and manage employees with fairness and honor.
- e) Members shall not obtain any business through fraudulent means, knowing acts of omission, or by use of implications unwarranted by fact or reasonable probability.
- f) Members shall not perform, or cause to be performed, any act which could reflect discredit or disrepute on any part of the building industry or the Association.
- g) Members obtaining construction payouts shall promptly pay creditors and not use the funds for other purposes.
- h) Members shall abide by all federal, state, and local laws.
- i) Members shall seek to resolve controversies through a non-litigation dispute resolution mechanism.
- j) Members shall support and abide by the decisions of the Board in promoting and enforcing this Code of Ethics.

Members assume the responsibilities of this Code of Ethics freely and solemnly and are mindful that these responsibilities are part of their obligation as Members.

Section 15.2 Violation of the Code of Ethics

Violation of the Association's Code of Ethics may result in suspension or revocation of membership as provided in these Bylaws.

ARTICLE 16 – GRIEVANCES

Section 16.1 Grievances

A grievance may only be considered by the Grievance Committee if it complies with the following requirements:

- (a) It must be submitted in writing on an Association-provided form. It must include all the parties involved (including names, entity names, addresses, and other pertinent information) and details of the grievance;
- (b) It must be signed by the party initiating the grievance;
- (c) It must be filed within the following timelines:
 1. Grievances brought by a member of the public against a Member – within one year of the closing the transaction or occupancy of the construction in question.
 2. Grievances brought by a non-member contractor, non-member sub-contractor, or a non-member supplier against a Member - within one year of the date the last materials were furnished to the job site or the services or labor were furnished or performed.
 3. Grievances brought by a Member against another Member - within one year of the date the last materials were furnished to the job site or the services or labor were furnished or performed.
- (d) It must directly relate to the construction process or to the supply of construction services or materials. A chronological timeline of the events, parties and issue to be resolved should be outlined or explained.

Section 16.2 Addressing Grievances

The Executive Committee will review all grievances and ensure all Members that are involved in the grievance notified of the grievance. The Executive Committee will then take appropriate action as per policy.

Section 16.3 Mediation

The Association may offer mediation services as to any grievance. No non-member of the Association is obligated to engage in any such mediation services. The Association reserves the right to refuse to conduct mediation of any grievance.

Section 16.4 Agreeing to Engage in Mediation

All Members are deemed to have agreed, by becoming a Member, to submit any grievance as to which they are involved to mediation conducted by the Association. Any Member who refuses to participate in any such mediation shall be referred to the Board. If the Board finds that a refusal to participate in mediation was unreasonable, the Board may suspend the membership rights of the Member until the Member participates, may expel the Member, or may take other action deemed necessary.

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