



## **BYLAWS OF THE HOME BUILDERS ASSOCIATION OF DAYTON**

### **ARTICLE I – NAME AND LOCATION**

The name of this Association shall be the Home Builders Association of Dayton (aka Home Builders Association of Dayton and the Miami Valley, an Ohio corporation) with its principal office located in Dayton, Ohio.

### **ARTICLE II – MISSION**

The mission of this Association shall be to operate without profit as an Affiliated Association of the National Association of Home Builders (NAHB) and the Ohio Home Builders Association (OHBA) and to help promote the highest standards of construction benefiting members, homeowners, and communities. Our mission is to make the Dayton region more attractive to businesses and residents, providing superior value in home ownership by:

1. Promoting industry standards;
2. Educating our members and the community;
3. Marketing member capabilities; and
4. Advocating responsible development.

### **ARTICLE III – MEMBERSHIP**

#### **A. ELIGIBILITY**

Membership in this Association shall be open to any person, firm or corporation, who shall:

1. Agree to abide by the provisions of these Bylaws;
2. Meet the standards and requirements established by the Board; and
3. Meet with the approval of the Board.

#### **B. CLASSIFICATION**

Membership in the Association shall be classified as follows:

## 1. BUILDERS

a. **BUILDER MEMBERSHIP:** Those entities, whose primary business is the construction of residential living units within the territorial jurisdiction of the Association, who meet the qualifications and standards for Builder Membership including full participation in the Quality Experience Program as established and amended from time to time by the Builder and Remodelor Committee and the Board.

## 2. REMODELORS

a. **REMODELOR MEMBERSHIP:** Those individuals, firms or organizations whose primary business is the rehabilitation or remodeling of residential living units within the territorial jurisdiction of this Association and who meet the qualifications and standards for Remodelor Membership including full participation in the Quality Experience Program as established and amended from time to time by the Builder and Remodelor Committee and the Board.

## 3. DEVELOPER MEMBERSHIP

Those individuals, firms or organizations whose primary business is the development of property for residential housing within the territorial jurisdiction of this Association. Developer members must fully participate in the Quality Experience Program.

## 4. ASSOCIATE MEMBERSHIP

Those individuals, firms, or organizations which support the residential building industry as a supplier, subcontractor, service provider, lender, or other professional service provider. Associate members must fully participate in the Quality Experience Program.

## 5. AFFILIATE MEMBERSHIP

Individuals may qualify for Affiliate Membership under standards and guidelines established by and approved by the Board.

## 6. SPECIAL MEMBERSHIP

This category of membership shall be open to any individual, firm or organization approved by the Board, including the sub-category of Friends of the Industry.

### **C. DETERMINATION OF MEMBERSHIP STATUS**

The Board shall approve each member's classification. A member may hold a secondary classification if a substantial part of their business is devoted to another classification. In case of questions on classification of membership, the decision of the Board shall be final.

### **D. MEMBERSHIP DUES AND ASSESSMENTS**

1. Membership dues and initiation fees shall be at such rates as established by the Board. Association dues are based on a twelve (12) month fiscal year and shall become due and payable on the first day of the member's anniversary month or as determined by the Board.

2. The Board may recommend for passage by the membership such additional assessments as it may consider desirable and necessary to the welfare of the Association. Notice of such proposal shall be publicized and/or sent to the membership (via mail, e-mail, or fax) at least thirty (30) days before the membership meeting where such recommendation shall be considered.

### **E. APPLICATION**

Application for membership must be accompanied by a payment for current annual dues and initiation fees unless waived by the Board. Applications for Builder or Remodeler membership must also be accompanied by a nonrefundable application fee.

### **F. ASSOCIATION FINANCIAL TERMS**

Terms of all Association accounts shall be thirty (30) days net and the Association reserves the right to charge interest at the legal rate.

### **G. DELINQUENT ACCOUNTS**

Any member who fails to pay dues, fees, assessments or other charges within sixty (60) days after the due date thereof, shall be notified of his or her delinquency in writing by the Executive Director. Failure to pay such dues, fees, assessments, and charges within thirty (30) days following the notice shall result in suspension of membership and that member shall be deemed to be not in good standing. Any exception or request for special consideration may be made in writing to the Executive Committee, which shall consider each individual case and make recommendations to the Board.

## **H. RESIGNATION**

The Board may accept the resignation of any member at any time.

## **I. CENSURE, SUSPENSION, OR EXPULSION**

A request to the Board for censure, suspension, or expulsion of any other member may originate from any member in good standing. Upon such a request, the Board may authorize the President to appoint a Disciplinary Committee, composed of not less than three current Board Members, to initiate an investigation of the request. A copy of the request shall be presented to the identified member with proof of service who shall be given fifteen (15) days in which to respond in writing. If necessary, the Disciplinary Committee may hold a meeting to gather more information which may also require one or both parties to appear. Following the investigation, the Disciplinary Committee shall make a recommendation to the Board regarding the identified member's status with the Association. The Board may accept or not accept the Disciplinary Committee's recommendation.

## **J. SERVICES**

The Association will endeavor to provide educational and business related services to its members that are consistent with the overall objectives of the organization. Competitively significant industry services shall be made available to non-members on a non-discriminatory basis. The Board reserves the right to charge non-members higher rates for access to such services, provided that such rates are fair and reasonable.

## **K. USE OF ASSOCIATION TRADEMARK AND SYMBOLS**

The Association may adopt a logo to be used to identify its products, services and members. All members are also licensed to use this logo for any business activities that are directly related to their classification. Associate Members are strictly prohibited from using the Association logo to promote the Associate Member's services to the public for the construction of a residential dwelling unit.

## **L. PRIMARY CONTACT**

Each Member shall designate, in writing, a Primary Contact within the Member's organization who shall serve as the Member's designee for purposes of the Notice requirements set forth in these By-Laws.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **A. COMPOSITION OF THE BOARD OF DIRECTORS**

The Board of Directors (“Board”) shall be the governing body of the Association and shall consist of nineteen (19) members (“Directors”). The Directors shall consist of:

1. Nine (9) members elected by the membership:
  - a. Vice President
  - b. Treasurer
  - c. Secretary
  - d. Three (3) At-Large Builder Directors
  - e. Three (3) At-Large Associate Directors.
2. Two (2) members, the President and the Immediate Past President, who shall serve as *ex officio* voting members.
3. Six (6) members designated by the Councils pursuant to Article IX, Section B (5).
4. Two (2) members appointed by the President to serve concurrently with the term of the appointing President.

Membership on the Board shall commence on the first day of the calendar year following election by the membership, designation by a Council, or appointment by the President.

## **ARTICLE V – NOMINATION AND ELECTION OF DIRECTORS**

### **A. NOMINATING PROCESS**

Nomination of candidates for Directors to be elected by the membership shall be made by the Nominating Committee pursuant to the provisions of Article IX, Section A (4) of these Bylaws. A list of candidates nominated, stating generally the qualifications of each, shall be publicized to the general membership at least thirty (30) days prior to the Annual Meeting.

### **B. ELIGIBILITY**

1. Any member in good standing shall be eligible to serve as a Director.
2. Only Builder, Remodeler, Associate, and Developer members shall be eligible for nomination and election as Vice President, Secretary, or Treasurer.

3. Only Builder, Remodeler, and Developer members shall be eligible for nomination and election as an At-Large Builder Director.

4. Only Associate members shall be eligible for nomination and election as an At-Large Associate Director.

### **C. NOMINATIONS FOR AT-LARGE DIRECTORS**

For each annual election, the Nominating Committee shall name at least one (1) nominee in excess of the At-Large Builder and At-Large Associate directorships to be filled at such forthcoming Annual Meeting.

### **D. ADDITIONAL NOMINATIONS**

Additional nominations for Director may be made by written petition of any ten (10) members in good standing filed at the office of this Association at least twenty (20) days prior to the Annual Meeting. Notice of additional nominations, if any, shall be publicized and/or sent to the general membership at least fifteen (15) days prior to said Annual Meeting.

### **E. ELECTION**

1. The election of Directors, scheduled pursuant to Article XI Section A of these Bylaws, shall be conducted by at least three Inspectors of Election appointed by the President. Each member in good standing shall have one (1) vote for each directorship to be filled at such annual election, but each member may cast only one (1) vote for any one (1) nominee. A plurality of all votes cast shall be sufficient to elect a Director, and in the case of a tie between candidates, the matter shall be resolved by the toss of a coin.

2. Beginning in 2008 and every year thereafter, the Vice President shall be elected by the membership for a term of one year.

3. Beginning in 2008 and every alternate year thereafter, four (4) members of the Board shall be elected by the membership for a term of two (2) years:

- a. Treasurer
- b. Two (2) At-Large Builder Members
- c. One (1) At-Large Associate Member

4. In 2008 only, four (4) members of the Board shall be elected by the membership for a term of one (1) year.

- a. Secretary
- b. One (1) At-Large Builder Member
- c. Two (2) At-Large Associate Members

5. Beginning in 2009 and every alternate year thereafter, four (4) members of the Board shall be elected by the membership for a term of two (2) years.

- a. Secretary
- b. One (1) At-Large Builder Member
- c. Two (2) At-Large Associate Members

6. A Treasurer, Secretary, At-Large Builder Director, or At-Large Associate Director who has served four (4) consecutive years on the Board is ineligible for re-election to the same position on the Board until one (1) election has elapsed.

## **F. VACANCIES**

Vacancies on the Board shall be filled by appointment by the Board and the member appointed shall serve the remainder of the unexpired term, or until their successors have been duly elected and installed. Unless re-elected by the Board, the directorship shall be deemed vacant if the Director is absent for three (3) consecutive meetings.

## **ARTICLE VI – OFFICERS**

An officer shall be a Builder, Remodeler, Developer, or Associate Member.

### **A. PRESIDENT**

The President shall be the presiding officer of the Board and shall preside at all meetings of the Association and shall discharge all duties usually pertaining to such office, including that of official spokesperson for the Association. He or she shall be an *ex-officio* member of all committees.

The President shall automatically become Immediate Past President for the succeeding year after serving as President. If the President should cease to be a member in good standing, or be incapacitated, or if he or she should resign the office, then the Board shall elect a Director or Past President to fulfill the responsibilities of this position.

### **B. VICE PRESIDENT**

The Vice President shall serve as President-Elect, and in the absence of the President or upon his or her direction, shall perform all the duties of the President. The Vice-President shall automatically become President for the succeeding year after serving as Vice-President. If the Vice-President should cease to be a member in good standing, or be incapacitated, or if he or she should resign the office, then the Board shall elect a Director or Past President as Vice President.

### **C. TREASURER**

The Treasurer shall be elected by the membership and shall be responsible for the accounting of all monies collected and disbursed. He or she shall render a monthly statement to the Board and an annual statement to the membership upon request.

### **D. SECRETARY**

The Secretary shall be elected by the membership and shall be responsible for the records of the Association and its Directors, including the minutes of all Board meetings.

### **E. IMMEDIATE PAST PRESIDENT**

The Immediate Past President shall carryout such duties as may be prescribed by the Board.

## **ARTICLE VII – EXECUTIVE DIRECTOR**

The Board may employ an Executive Director who shall serve as the chief administrative officer of the Association, and shall be empowered to employ all staff adequate to carry on the business of the Association as instructed by the Board, at such rates of compensation as may be established within the limitations of the annual budget. He or she shall keep accurate records and accounts of all Association functions and shall be directly responsible to the Board in the discharge of all his or her duties. He or she shall be responsible to work with the Executive Committee in carrying out the policy of the Association and in recommending policy to the Board.

## **ARTICLE VIII – BONDING, LEGAL COUNSEL AND ACCOUNTING SERVICE**

### **A. FIDELITY BOND**

The Board shall obtain fidelity bonds on the Association's officers, Executive Director, and office personnel in such amounts as the Board shall deem necessary and appropriate.

### **B. LEGAL COUNSEL**

The Board shall have the authority to retain a legal counsel, who shall be an attorney-at-large and licensed to practice in the State of Ohio, who shall advise the Association, Officers, and Directors on legal matters.

### **C. ACCOUNTANT**

The Association shall retain the services of an independent accountant who shall review the records and finances annually. He or she shall submit financial reports to the Treasurer for the review and approval of the Board.

## **ARTICLE IX – COMMITTEES AND COUNCILS**

The President shall appoint the standing committees hereinafter designated and such other committees as from time to time may be required, and shall designate the Chairperson and Vice Chairperson of each committee and shall have the power to make changes in any committee.

### **A. COMMITTEES**

#### **1. EXECUTIVE COMMITTEE**

This Committee shall consist of the President, Vice President, Treasurer, Secretary, Immediate Past President, and two (2) Directors appointed by the President, one (1) of whom shall be an At-Large Builder Director and one (1) of whom shall be an At-Large Associate Director. Both At-Large Directors shall serve on the Executive Committee for one (1) year concurrently with the term of the appointing President.

It shall be the duty of this committee to recommend the administrative policies of the Association, to recommend policies to the Board, and to advise, assist and direct the Executive Director in carrying out his or her duties of the Association. This committee shall meet at least once a month prior to the Regular Meeting of the Board.

#### **2. MEMBERSHIP COMMITTEE**

This committee shall consist of at least three (3) members. With the cooperation of other committees, it shall be the responsibility of this committee to promote and maintain membership.

#### **3. BUDGET AND FINANCE COMMITTEE**

The Committee shall consist of the President, Vice President, Treasurer, and four (4) members appointed by the President. It shall be this committee's function to keep abreast of all financial matters of this Association and to make recommendations to the Board. It shall be the responsibility of this committee to prepare the annual budget. The Chairman of this committee shall be the Treasurer.

#### **4. NOMINATING COMMITTEE**

This Committee shall consist of the Immediate Past President, President, Vice President, and four (4) members appointed by the President, at least one (1) of whom shall be a Past President. The Committee membership, as it is finally constituted, shall include no fewer than four (4) members who are Builder, Remodelor, or Developer members. The Vice President shall serve as Chairperson of the Nominating Committee.

## 5. BUILDER AND REMODELOR COMMITTEE

The Builder and Remodelor Committee shall consist of no fewer than nine (9) active members, of which at least five (5), including the appointed Chairman, shall be Builder or Remodelor Members. It shall be the responsibility of this committee to make recommendations to the Board on all facets of the Builder and Remodelor Programs, including the eligibility of those new members and any existing member qualifications.

## **B. COUNCILS**

### 1. PURPOSE AND SCOPE

In order to strengthen communication and involvement with and among members and to provide the Directors and Executive Director with recommendations concerning the welfare and activities of the Association, the following councils are authorized:

- a. Past Presidents Council.
- b. Small/Custom Builders Council.
- c. Large Volume Builders/Developers Council
- d. Remodelers Council
- e. Associates Council
- f. Sales and Marketing Council

### 2. MEMBERSHIP

Members of all Councils shall be members in good standing of the Association. Members of the Past Presidents Council shall be Past Presidents of the Association.

### 3. MEETINGS

Each Council shall meet at such time and place as is established by the Council membership.

### 4. COUNCIL OFFICERS

Each Council shall elect a Chair and Vice Chair to two year terms that shall commence on the first day of the calendar year following election. Vacancies shall be filled by members of the Council according to such policies and procedures that they adopt.

## 5. BOARD REPRESENTATION

Each Council shall designate, on or before December 1 of each year, one (1) Council member who shall represent the Council as a Director. In addition to the membership requirements set out in Paragraph B.2. of this Article, such Council representatives shall meet the following Association membership requirements:

- a. The representative of the Small/Custom Builders Council shall be a Builder or Member.
- b. The representative of the Large Volume Builders/Developers Council shall be a Builder, or Developer Member.
- c. The representative of the Remodelers Council shall be a Remodelor Member.
- d. The representative of the Associates Council shall be an Associate Member.

A Council representative who has served four (4) consecutive years on the Board is ineligible for designation by any Council until an intervening period of at least one (1) year has elapsed.

## 6. OTHER COUNCILS

The Board of Directors has the authority to approve the creation, organization and operation of Councils within the structure of the Home Builders Association of Dayton. The purpose of such Councils will be to serve members and communities specifically by geographical area and/or particular facets of the industry.

# ARTICLE X– MEETINGS OF THE BOARD OF DIRECTORS

## A. REGULAR

Regular meetings of the Board shall be held at such time as the Board may designate.

## B. SPECIAL

Special meetings of the Board may be called by the President or upon formal request in writing by a majority of the Board.

### **C. MEETING NOTICE**

Notice of the time and place of all meetings shall be published and/or sent to the Board and Past Presidents at least five (5) days in advance thereof.

### **D. QUORUM**

A quorum for a Regular or Special meeting of the Board shall consist of not less than a majority of the Directors.

### **E. VOTING**

1. Each Director shall have one (1) vote on all matters brought before the Board.
2. A Past President shall have one (1) vote on all matters brought before the Board provided he or she has established eligibility by:
  - a. Attending three (3) consecutive Regular Board meetings, and
  - b. Be actively involved in the building industry and/or participation in Association activities at the local, state or national levels.

A Past President eligible to vote under this provision will lose this privilege if he or she is absent for three (3) consecutive regularly scheduled Board meetings.

3. A vote of the majority of the Directors and Past Presidents, present and voting, shall be required to adopt any measure or resolution.

### **F. MINUTES**

Minutes shall be kept and maintained by the Secretary or Executive Director of all meetings of the Board and copies sent in a timely manner to all Directors. Minutes shall also be sent to Past Presidents who were in attendance and any member in good standing who has so requested.

## **ARTICLE XI – MEMBERSHIP MEETINGS**

### **A. ANNUAL**

The Annual Meeting shall be held on the third Wednesday of October in each year, or at such other time as may be determined or designated by the Board,

for the purpose of electing Directors and considering any other business appropriately brought before such membership meeting.

## **B. GENERAL**

General Meetings shall be held at such time or times as may be determined by the Board.

## **C. SPECIAL**

Special Meetings may be called at any time by the President, the Board, or by a written request signed by at least twenty-five (25) members.

## **D. NOTICE**

Notice of the time and place of all meetings of the membership shall be publicized and/or sent to the membership at least five (5) days prior to the date of such meeting.

## **E. QUORUM**

All members in good standing present at any membership meeting shall constitute a quorum. It shall require a majority vote of the members present to adopt or approve a proposed measure or resolution.

## **F. VOTING**

Except for an affiliate or special member, each member in good standing shall be entitled to one (1) vote in all elections and membership meetings and upon all matters before the Association.

## **G. ABSENTEE BALLOT**

Members may vote by absentee ballot provided that the request for the absentee ballot is made in writing and the vote is cast:

1. By the Member's Primary Contact;
2. At the Association Office during regular business hours;
3. No later than the close of business of the day preceding the day of the meeting when the vote will be held; and
4. On a specially numbered absentee ballot supplied by the Association.

## **ARTICLE XII – NATIONAL AND STATE OFFICERS**

### **A. NATIONAL (NAHB) DIRECTORS**

National Directors and their Alternates shall be appointed by the Vice President and confirmed by the Board, in the number specified by the National Association of Home Builders, for representation of this Association upon the Board of the said National Association of Home Builders for the ensuing year. Whenever practical, such appointment shall be made and confirmed at the first Board meeting following the annual election meeting.

## **B. STATE (OHBA) DIRECTORS**

Directors and their Alternates shall be appointed by the Vice President from the membership and confirmed by the Board in the number specified by the Ohio Home Builders Association to represent this Association for the ensuing year. Whenever practical, such appointment shall be made and confirmed at the first Board meeting following the Annual Meeting.

## **ARTICLE XIII – NATIONAL AND STATE OBLIGATIONS**

### **A. NATIONAL AND STATE**

It shall be the duty of this Association to discharge promptly and fully all obligations imposed by the Constitution and Bylaws of the National Association of Home Builders and the Ohio Home Builders Association. In the case of discrepancies between these bylaws and those of the National and State Associations, those of the National and State Associations shall govern unless contrary to the Articles of Incorporation of this Association. In the event National and State Bylaws should conflict, the National shall take precedence over State. Dues for membership in the National Association of Home Builders and the Ohio Home Builders Association shall be collected and paid by the Association at the rate fixed under the terms stated in the Bylaws of these Associations.

### **B. FISCAL YEAR**

The fiscal year shall be the calendar year. New Association Directors and Officers shall be installed in office before the January meeting of the Board. The Association's officers, directors and chairpersons will officially take up their respective elected or appointed positions and responsibilities on the first day of the calendar year.

## **ARTICLE XIV – RULES OF PROCEDURE**

A. Robert's Rules of Order shall govern the procedure of all meetings.

## **ARTICLE XV – INDEMNIFICATION**

The Board shall indemnify its directors, officers, employees, agents and volunteers against any and all liabilities including, without limitation, attorney fees and courts costs, arising out of performance of their respected duties on behalf of the Board if that performance has been carried out in good faith and in a manner reasonably believed to be in the best interests of the Board, and in criminal matters, if the person has a reasonable cause to believe the conduct was not criminal, all in accordance with Section 1702.12 (E) of the Ohio Revised Code.

## **ARTICLE XVII – AMENDMENTS**

These bylaws may be altered and amended at any membership meeting by a vote of two-thirds (2/3) of the members present, provided that a copy of the proposed change shall have been publicized or sent to the membership not less than fifteen (15) days prior to the meeting at which action is to be taken thereon.

### **EFFECTIVE DATE:**

These Bylaws shall supersede all existing Constitutions and Bylaws of the Home Builders Association of Dayton and the Miami Valley and shall become effective upon passage.

*Approved April 20, 1960*  
*Amended September 16, 1964*  
*Amended July 21, 1965*  
*Amended March 19, 1969*  
*Amended May 17, 1972*  
*Amended September 18, 1974*  
*Amended September 15, 1976*  
*Amended May 20, 1987*  
*Amended September 20, 1989*  
*Amended September 19, 1990*  
*Amended September 18, 1991*  
*Amended May 20, 1992*  
*Amended October 20, 1993*  
*Amended February 21, 1996*  
*Amended May 14, 2002*  
*Amended September 12, 2007*  
*Amended March 19, 2008*  
*Ammended September 15, 2010*