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5 **BYLAWS OF THE**
6 **HOME BUILDERS ASSOCIATION OF DAYTON**
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8 **ARTICLE I – NAME AND LOCATION**
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10 The name of this Association shall be the Home Builders Association of Dayton
11 (aka Home Builders Association of Dayton and the Miami Valley, an Ohio
12 corporation) with its principal office located in Dayton, Ohio.
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14 **ARTICLE II – MISSION**
15

16 The mission of this Association shall be to operate without profit as an Affiliated
17 Association of the National Association of Home Builders (NAHB) and the Ohio
18 Home Builders Association (OHBA) and to help promote the highest standards of
19 construction benefiting members, homeowners, and communities. Our mission
20 is to make the Dayton region more attractive to businesses and residents,
21 providing superior value in home ownership by:
22

- 23 1. Promoting industry standards;
- 24 2. Educating our members and the community;
- 25 3. Marketing member capabilities; and
- 26 4. Advocating responsible development.
27

28 **ARTICLE III – MEMBERSHIP**
29

30 **A. ELIGIBILITY**
31

32 Membership in this Association shall be open to any person, firm or
33 corporation, who shall:
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- 35 1. Agree to abide by the provisions of these Bylaws;
- 36 ~~2. Subscribe to the Member Ethics, Article XVI of these Bylaws;~~
- 37 ~~3.2.~~ Meet the standards and requirements established by
38 the Board; and
- 39 ~~4.3.~~ Meet with the approval of the Board.
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41 **B. CLASSIFICATION**
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43 Membership in the Association shall be classified as follows:
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1. BUILDERS

a. ~~REGISTERED~~-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 ~~Registered~~ Builder Membership including full participation in the Quality Experience Program as established and amended from time to time by the ~~Registered~~ Builder and Remodelor Committee and the Board.

~~b. NON-REGISTERED BUILDER MEMBERSHIP: Those entities, whose primary business is construction of residential living units within the territorial jurisdiction of the Association, but who are not otherwise qualified for Registered Builder Membership, may qualify for Non-Registered Builder Membership under qualifications and standards established by the Registered Builder and Remodelor Committee and the Board.~~

2. REMODELORS

a. ~~REGISTERED~~-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 ~~Registered~~ Remodelor Membership including full participation in the Quality Experience Program as established and amended from time to time by the ~~Registered~~ Builder and Remodelor Committee and the Board.

~~b. NON-REGISTERED 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 but who are not otherwise qualified for Registered Remodelor Membership, may qualify for Non-Registered Remodeling Membership under qualifications and standards established by the Board of Directors.~~

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

91 | other professional service provider. Associate members must fully participate
92 | in the Quality Experience Program.

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95 | **5. AFFILIATE MEMBERSHIP**

96
97 | Individuals may qualify for Affiliate Membership under standards and
98 | guidelines established by and approved by the Board.

99
100 | **6. SPECIAL MEMBERSHIP**

101
102 | This category of membership shall be open to any individual, firm or
103 | organization approved by the Board, including the sub-category of Friends of
104 | the Industry.

105
106 | **C. DETERMINATION OF MEMBERSHIP STATUS**

107
108 | The Board shall approve each member's classification. A member may hold a
109 | secondary classification if a substantial part of their business is devoted to
110 | another classification. In case of questions on classification of membership,
111 | the decision of the Board shall be final.

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114 | **D. MEMBERSHIP DUES AND ASSESSMENTS**

115
116 | 1. Membership dues and initiation fees shall be at such rates as
117 | established by the Board. Association dues are based on a twelve (12)
118 | month fiscal year and shall become due and payable on the first day of the
119 | member's anniversary month or as determined by the Board.

120
121 | 2. The Board may recommend for passage by the membership such
122 | additional assessments as it may consider desirable and
123 | necessary to the welfare of the Association. Notice of such proposal shall
124 | be publicized and/or sent to the membership (via mail, e-mail, or fax) at
125 | least thirty (30) days before the membership meeting where such
126 | recommendation shall be considered.

127
128 | **E. APPLICATION**

129
130 | Application for membership must be accompanied by a payment for
131 | current annual dues and initiation fees unless waived by the Board.
132 | Applications for ~~Registered~~-Builder or ~~Registered~~-Remodelor membership
133 | must also be accompanied by a nonrefundable application fee.

134
135 | **F. ASSOCIATION FINANCIAL TERMS**

137 Terms of all Association accounts shall be thirty (30) days net and the
138 Association reserves the right to charge interest at the legal rate.
139

140 **G. DELINQUENT ACCOUNTS**
141

142 Any member who fails to pay dues, fees, assessments or other charges
143 within sixty (60) days after the due date thereof, shall be notified of his or
144 her delinquency in writing by the Executive Director. Failure to pay such
145 dues, fees, assessments, and charges within thirty (30) days following the
146 notice shall result in suspension of membership and that member shall be
147 deemed to be not in good standing. Any exception or request for special
148 consideration may be made in writing to the Executive Committee, which
149 shall consider each individual case and make recommendations to the
150 Board.
151

152 **H. RESIGNATION**
153

154 The Board may accept the resignation of any member at any time.
155

156 **I. CENSURE, SUSPENSION, OR EXPULSION**
157

158 A request to the Board for censure, suspension, or expulsion of any other
159 member may originate from any member in good standing. Upon such a
160 request, the Board may authorize the President to appoint a Disciplinary
161 Committee, composed of not less than three current Board Members, to
162 initiate an investigation of the request. A copy of the request shall be
163 presented to the identified member with proof of service who shall be
164 given fifteen (15) days in which to respond in writing. If necessary, the
165 Disciplinary Committee may hold a meeting to gather more information
166 which may also require one or both parties to appear. Following the
167 investigation, the Disciplinary Committee shall make a recommendation to
168 the Board regarding the identified member's status with the Association.
169 The Board may accept or not accept the Disciplinary Committee's
170 recommendation.
171

172 **J. SERVICES**
173

174 The Association will endeavor to provide educational and business related
175 services to its members that are consistent with the overall objectives of
176 the organization. Competitively significant industry services shall be made
177 available to non-members on a non-discriminatory basis. The Board
178 reserves the right to charge non-members higher rates for access to such
179 services, provided that such rates are fair and reasonable.
180

181 **K. USE OF ASSOCIATION TRADEMARK AND SYMBOLS**
182

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

189

190 **L. PRIMARY CONTACT**

191

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

195

196 **ARTICLE IV – BOARD OF DIRECTORS**

197

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

199

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

203

204 1. Nine (9) members elected by the membership:

205

a. Vice President

206

b. Treasurer

207

c. Secretary

208

d. Three (3) At-Large Builder Directors

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e. Three (3) At-Large Associate Directors.

210

211 2. Two (2) members, the President and the Immediate Past President, who
212 shall serve as *ex officio* voting members.

213

214 3. Six (6) members designated by the Councils pursuant to Article IX, Section
215 B (5).

216

217 4. Two (2) members appointed by the President to serve concurrently with the
218 term of the appointing President.

219

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

223

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

225

226 **A. NOMINATING PROCESS**

227

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

233
234 **B. ELIGIBILITY**

- 235
236 1. Any member in good standing shall be eligible to serve as a Director.
237
238 | 2. Only ~~Registered~~ Builder, ~~Registered~~ Remodeler, Associate, and Developer
239 members shall be eligible for nomination and election as Vice President,
240 Secretary, or Treasurer.
241
242 | 3. Only ~~Registered~~ Builder, ~~Non-Registered Builder~~, ~~Registered~~ Remodeler,
243 ~~Non-Registered Remodeler~~, and Developer members shall be eligible for
244 nomination and election as an At-Large Builder Director.
245
246 4. Only Associate members shall be eligible for nomination and election as an
247 At-Large Associate Director.
248

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

250
251 For each annual election, the Nominating Committee shall name at least one
252 (1) nominee in excess of the At-Large Builder and At-Large Associate
253 directorships to be filled at such forthcoming Annual Meeting.
254

255 **D. ADDITIONAL NOMINATIONS**

256
257 Additional nominations for Director may be made by written petition of any ten
258 (10) members in good standing filed at the office of this Association at least
259 twenty (20) days prior to the Annual Meeting. Notice of additional
260 nominations, if any, shall be publicized and/or sent to the general
261 membership at least fifteen (15) days prior to said Annual Meeting.
262

263 **E. ELECTION**

- 264
265 1. The election of Directors, scheduled pursuant to Article XI Section A of
266 these Bylaws, shall be conducted by at least three Inspectors of Election
267 appointed by the President. Each member in good standing shall have one
268 (1) vote for each directorship to be filled at such annual election, but each
269 member may cast only one (1) vote for any one (1) nominee. A plurality of all
270 votes cast shall be sufficient to elect a Director, and in the case of a tie
271 between candidates, the matter shall be resolved by the toss of a coin.
272

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

275
276 3. Beginning in 2008 and every alternate year thereafter, four (4) members of
277 the Board shall be elected by the membership for a term of two (2) years:

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

281
282 4. In 2008 only, four (4) members of the Board shall be elected by the
283 membership for a term of one (1) year.

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

287
288 5. Beginning in 2009 and every alternate year thereafter, four (4) members of
289 the Board shall be elected by the membership for a term of two (2) years.

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

293
294 6. A Treasurer, Secretary, At-Large Builder Director, or At-Large Associate
295 Director who has served four (4) consecutive years on the Board is ineligible
296 for re-election to the same position on the Board until one (1) election has
297 elapsed.

298 **F. VACANCIES**

299
300
301 Vacancies on the Board shall be filled by appointment by the Board and the
302 member appointed shall serve the remainder of the unexpired term, or until
303 their successors have been duly elected and installed. Unless re-elected by
304 the Board, the directorship shall be deemed vacant if the Director is absent
305 for three (3) consecutive meetings.

306 **ARTICLE VI – OFFICERS**

307
308
309 | An officer shall be a ~~Registered~~ Builder, ~~Registered~~ Remodeler, Developer, or
310 Associate Member.

311 **A. PRESIDENT**

312
313
314 The President shall be the presiding officer of the Board and shall preside at
315 all meetings of the Association and shall discharge all duties usually
316 pertaining to such office, including that of official spokesperson for the
317 Association. He or she shall be an *ex-officio* member of all committees.
318

319 The President shall automatically become Immediate Past President for the
320 succeeding year after serving as President. If the President should cease to
321 be a member in good standing, or be incapacitated, or if he or she should
322 resign the office, then the Board shall elect a Director or Past President to
323 fulfill the responsibilities of this position.
324

325 **B. VICE PRESIDENT**

326
327 The Vice President shall serve as President-Elect, and in the absence of the
328 President or upon his or her direction, shall perform all the duties of the
329 President. The Vice-President shall automatically become President for the
330 succeeding year after serving as Vice-President. If the Vice-President should
331 cease to be a member in good standing, or be incapacitated, or if he or she
332 should resign the office, then the Board shall elect a Director or Past
333 President as Vice President.
334

335 **C. TREASURER**

336
337 The Treasurer shall be elected by the membership and shall be responsible
338 for the accounting of all monies collected and disbursed. He or she shall
339 render a monthly statement to the Board and an annual statement to the
340 membership upon request.
341

342 **D. SECRETARY**

343
344 The Secretary shall be elected by the membership and shall be responsible
345 for the records of the Association and its Directors, including the minutes of all
346 Board meetings.
347

348 **E. IMMEDIATE PAST PRESIDENT**

349
350 The Immediate Past President shall carryout such duties as may be
351 prescribed by the Board.
352

353 **ARTICLE VII – EXECUTIVE DIRECTOR**

354
355 The Board may employ an Executive Director who shall serve as the chief
356 administrative officer of the Association, and shall be empowered to employ
357 all staff adequate to carry on the business of the Association as instructed by
358 the Board, at such rates of compensation as many be established within the
359 limitations of the annual budget. He or she shall keep accurate records and
360 accounts of all Association functions and shall be directly responsible to the
361 Board in the discharge of all his or her duties. He or she shall be responsible
362 to work with the Executive Committee in carrying out the policy of the
363 Association and in recommending policy to the Board.
364

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

366
367 **A. FIDELITY BOND**

368
369 The Board shall obtain fidelity bonds on the Association’s officers, Executive
370 Director, and office personnel in such amounts as the Board shall deem
371 necessary and appropriate.

372
373 **B. LEGAL COUNSEL**

374
375 The Board shall have the authority to retain a legal counsel, who shall be an
376 attorney-at-large and licensed to practice in the State of Ohio, who shall
377 advise the Association, Officers, and Directors on legal matters.

378
379 **C. ACCOUNTANT**

380
381 The Association shall retain the services of an independent accountant who
382 shall review the records and finances annually. He or she shall submit
383 financial reports to the Treasurer for the review and approval of the Board.
384

385 **ARTICLE IX – COMMITTEES AND COUNCILS**

386
387 The President shall appoint the standing committees hereinafter designated
388 and such other committees as from time to time may be required, and shall
389 designate the Chairperson and Vice Chairperson of each committee and shall
390 have the power to make changes in any committee.

391
392 **A. COMMITTEES**

393
394 **1. EXECUTIVE COMMITTEE**

395
396 This Committee shall consist of the President, Vice President, Treasurer,
397 Secretary, Immediate Past President, and two (2) Directors appointed by the
398 President, one (1) of whom shall be an At-Large Builder Director and one (1)
399 of whom shall be an At-Large Associate Director. Both At-Large Directors
400 shall serve on the Executive Committee for one (1) year concurrently with the
401 term of the appointing President.

402
403 It shall be the duty of this committee to recommend the administrative policies
404 of the Association, to recommend policies to the Board, and to advise, assist
405 and direct the Executive Director in carrying out his or her duties of the
406 Association. This committee shall meet at least once a month prior to the
407 Regular Meeting of the Board.

408
409 **2. MEMBERSHIP COMMITTEE**

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

415 3. BUDGET AND FINANCE COMMITTEE

416
417 The Committee shall consist of the President, Vice President, Treasurer, and
418 four (4) members appointed by the President. It shall be this committee's
419 function to keep abreast of all financial matters of this Association and to
420 make recommendations to the Board. It shall be the responsibility of this
421 committee to prepare the annual budget. The Chairman of this committee
422 shall be the Treasurer.

424 4. NOMINATING COMMITTEE

425
426 This Committee shall consist of the Immediate Past President, President,
427 Vice President, and four (4) members appointed by the President, at least
428 one (1) of whom shall be a Past President. The Committee membership, as it
429 is finally constituted, shall include no fewer than four (4) members who are
430 ~~Registered~~-Builder, ~~Registered~~-Remodelor, or Developer members. The Vice
431 President shall serve as Chairperson of the Nominating Committee.

433 5. ~~REGISTERED~~-BUILDER AND REMODELOR COMMITTEE

434
435 The ~~Registered~~-Builder and Remodelor Committee shall consist of no fewer
436 than nine (9) active members, of which at least five (5), including the
437 appointed Chairman, shall be ~~Registered~~-Builder or ~~Registered~~-Remodelor
438 Members. ~~Non-Registered Builders or Non-Registered Remodelors are not~~
439 ~~permitted to serve on the Committee.~~ It shall be the responsibility of this
440 committee to make recommendations to the Board on all facets of the
441 ~~Registered~~-Builder and ~~Registered~~-Remodelor Programs, including the
442 eligibility of those new members and any existing member qualifications.

444 B. COUNCILS

446 1. PURPOSE AND SCOPE

447
448 In order to strengthen communication and involvement with and among
449 members and to provide the Directors and Executive Director with
450 recommendations concerning the welfare and activities of the Association, the
451 following councils are authorized:

- 452
- 453 a. Past Presidents Council.
- 454 b. Small/Custom Builders Council.
- 455 c. Large Volume Builders/Developers Council
- 456 d. Remodelers Council

- 457 e. Associates Council
- 458 f. Sales and Marketing Council

459
460 2. MEMBERSHIP

461
462 Members of all Councils shall be members in good standing of the
463 Association. Members of the Past Presidents Council shall be Past
464 Presidents of the Association.

465
466 3. MEETINGS

467
468 Each Council shall meet at such time and place as is established by the
469 Council membership.

470
471 4. COUNCIL OFFICERS

472
473 Each Council shall elect a Chair and Vice Chair to two year terms that shall
474 commence on the first day of the calendar year following election. Vacancies
475 shall be filled by members of the Council according to such policies and
476 procedures that they adopt.

477
478 5. BOARD REPRESENTATION

479
480 Each Council shall designate, on or before December 1 of each year, one (1)
481 Council member who shall represent the Council as a Director. In addition to
482 the membership requirements set out in Paragraph B.2. of this Article, such
483 Council representatives shall meet the following Association membership
484 requirements:

485
486 a. The representative of the Small/Custom Builders Council shall be a
487 ~~Registered Builder or Non-Registered Builder~~ Member.

488
489 b. The representative of the Large Volume Builders/Developers Council
490 shall be a ~~Registered Builder, Non-Registered Builder,~~ or Developer
491 Member.

492
493 c. The representative of the Remodelers Council shall be a ~~Registered~~
494 ~~Remodeler or Non-Registered~~ Remodeler Member.

495
496 d. The representative of the Associates Council shall be an Associate
497 Member.

498
499 A Council representative who has served four (4) consecutive years on the
500 Board is ineligible for designation by any Council until an intervening period of
501 at least one (1) year has elapsed.
502

503 6. OTHER COUNCILS

504
505 The Board of Directors has the authority to approve the creation, organization
506 and operation of Councils within the structure of the Home Builders
507 Association of Dayton. The purpose of such Councils will be to serve
508 members and communities specifically by geographical area and/or particular
509 facets of the industry.

510
511 **ARTICLE X- MEETINGS OF THE BOARD OF DIRECTORS**

512
513 **A. REGULAR**

514
515 Regular meetings of the Board shall be held at such time as the Board may
516 designate.

517
518 **B. SPECIAL**

519
520 Special meetings of the Board may be called by the President or upon formal
521 request in writing by a majority of the Board.

522
523 **C. MEETING NOTICE**

524
525 Notice of the time and place of all meetings shall be published and/or sent to
526 the Board and Past Presidents at least five (5) days in advance thereof.

527
528 **D. QUORUM**

529
530 A quorum for a Regular or Special meeting of the Board shall consist of not
531 less than a majority of the Directors.

532
533 **E. VOTING**

534
535 1. Each Director shall have one (1) vote on all matters brought before
536 the Board.

537
538 2. A Past President shall have one (1) vote on all matters brought before
539 the Board provided he or she has established eligibility by:

540
541 a. Attending three (3) consecutive Regular Board meetings, and

542
543 b. Be actively involved in the building industry and/or participation
544 in Association activities at the local, state or national levels.

545
546 A Past President eligible to vote under this provision will lose this privilege
547 if he or she is absent for three (3) consecutive regularly scheduled Board
548 meetings.

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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

593 Except for an affiliate or special member, each member in good standing shall
594 be entitled to one (1) vote in all elections and membership meetings and upon
595 all matters before the Association.
596

597 **G. ABSENTEE BALLOT**

598
599 Members may vote by absentee ballot provided that the request for the
600 absentee ballot is made in writing and the vote is cast:
601

- 602 1. By the Member's Primary Contact;
- 603 2. At the Association Office during regular business hours;
- 604 3. No later than the close of business of the day preceding the day of the
605 meeting when the vote will be held; and
- 606 4. On a specially numbered absentee ballot supplied by the Association.
607

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

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

610
611 National Directors and their Alternates shall be appointed by the Vice
612 President and confirmed by the Board, in the number specified by the
613 National Association of Home Builders, for representation of this Association
614 upon the Board of the said National Association of Home Builders for the
615 ensuing year. Whenever practical, such appointment shall be made and
616 confirmed at the first Board meeting following the annual election meeting.
617
618

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

620
621 Directors and their Alternates shall be appointed by the Vice President from
622 the membership and confirmed by the Board in the number specified by the
623 Ohio Home Builders Association to represent this Association for the ensuing
624 year. Whenever practical, such appointment shall be made and confirmed at
625 the first Board meeting following the Annual Meeting.
626

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

628 **A. NATIONAL AND STATE**

629
630 It shall be the duty of this Association to discharge promptly and fully all
631 obligations imposed by the Constitution and Bylaws of the National
632 Association of Home Builders and the Ohio Home Builders Association. In the
633 case of discrepancies between these bylaws and those of the National and
634 State Associations, those of the National and State Associations shall govern
635 unless contrary to the Articles of Incorporation of this Association. In the event
636 National and State Bylaws should conflict, the National shall take precedence
637 over State. Dues for membership in the National Association of Home
638

639 Builders and the Ohio Home Builders Association shall be collected and paid
640 by the Association at the rate fixed under the terms stated in the Bylaws of
641 these Associations.

642
643 **B. FISCAL YEAR**

644
645 The fiscal year shall be the calendar year. New Association Directors and
646 Officers shall be installed in office before the January meeting of the Board.
647 The Association's officers, directors and chairpersons will officially take up
648 their respective elected or appointed positions and responsibilities on the first
649 day of the calendar year.

650
651 **ARTICLE XIV – RULES OF PROCEDURE**

652
653 A. Robert's Rules of Order shall govern the procedure of all meetings.

654
655 **ARTICLE XV – INDEMNIFICATION**

656
657 The Board shall indemnify its directors, officers, employees, agents and
658 volunteers against any and all liabilities including, without limitation, attorney
659 fees and courts costs, arising out of performance of their respected duties on
660 behalf of the Board if that performance has been carried out in good faith and
661 in a manner reasonably believed to be in the best interests of the Board, and
662 in criminal matters, if the person has a reasonable cause to believe the
663 conduct was not criminal, all in accordance with Section 1702.12 (E) of the
664 Ohio Revised Code.

665
666 **ARTICLE XVI – MEMBER ETHICS**

667
668 ~~Members of the Association pledge to:~~

- 669
670 ~~1. Conduct business affairs with professionalism and skill.~~
671
672 ~~2. Provide the best product and service value possible.~~
673
674 ~~3. Protect fellow members and consumers through the use of high quality~~
675 ~~materials backed by integrity and service.~~
676
677 ~~4. Meet all financial obligations in a responsible manner.~~
678
679 ~~5. Comply with the spirit and letter of my business contracts, and manage all~~
680 ~~of employees with fairness and honor.~~
681
682 ~~6. Keep informed regarding public policies and other essential information~~
683 ~~which affect business interests and those of the building industry as a whole.~~
684

685 ~~7. Comply with the rules and regulations prescribed by law and government~~
686 ~~agencies for the health, safety, and welfare of the community.~~

687
688 ~~8. Provide timely response to items covered under warranty.~~

689
690 ~~9. Seek to resolve any controversy through non-litigation dispute resolution~~
691 ~~mechanisms whenever possible.~~

692
693 ~~10. Not attempt to injure, with malicious intent, either directly or indirectly, the~~
694 ~~professional reputation, prospects, practice, or employment of another~~
695 ~~member.~~

696
697 ~~11. Support and abide by the decisions of the association in promoting and~~
698 ~~enforcing this Code of Ethics.~~

699
700 **ARTICLE XVII – AMENDMENTS**

701
702 These bylaws may be altered and amended at any membership meeting by a
703 vote of two-thirds (2/3) of the members present, provided that a copy of the
704 proposed change shall have been publicized or sent to the membership not
705 less than fifteen (15) days prior to the meeting at which action is to be taken
706 thereon.

707
708
709 **EFFECTIVE DATE:**

710
711 These Bylaws shall supersede all existing Constitutions and Bylaws of the Home
712 Builders Association of Dayton and the Miami Valley and shall become effective
713 upon passage.

714
715 *Approved April 20, 1960*

716 *Amended September 16, 1964*

717 *Amended July 21, 1965*

718 *Amended March 19, 1969*

719 *Amended May 17, 1972*

720 *Amended September 18, 1974*

721 *Amended September 15, 1976*

722 *Amended May 20, 1987*

723 *Amended September 20, 1989*

724 *Amended September 19, 1990*

725 *Amended September 18, 1991*

726 *Amended May 20, 1992*

727 *Amended October 20, 1993*

728 *Amended February 21, 1996*

729 *Amended May 14, 2002*

730 *Amended September 12, 2007*

731 *Amended March 19, 2008*