

**The Builders Association of La Porte County, In.**

**BY-LAWS**

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# **BY-LAWS OF THE BUILDERS ASSOCIATION OF LAPORTE COUNTY, INC.**

## **ARTICLE 1 – Name & Location**

- Section 1     **NAME.** The name of this Association shall be the Builders Association of LaPorte County, Inc., hereafter referred to as the “Association”.
- Section 2     **LOCATION.** The principal office of the Association shall be located at the office of the President, or such other place as the Board of Directors may from time to time designate.

## **ARTICLE II – Territorial Jurisdiction**

- Section 1     This Association shall operate for the benefit of builders and those engaged in allied Industries in the County of LaPorte, Indiana.

## **ARTICLE III – Objectives**

- Section 1     This Association shall operate as an affiliated association of the National and State Associations.
- Section 2     The objectives of the Association shall be:
- A) To associate builders and all associated members of the building industry within the above described jurisdiction for the purpose of mutual advantage, cooperation and benefit of the industry as a whole.
  - B) To develop and maintain within the homebuilding industry a high appreciation of the objectives and responsibilities of home builders in fully serving the public.
  - C) To advocate and encourage the constant improvement of home building techniques and practices.
  - D) To promote and protect home ownership among all people.
  - E) To cooperate with other trade associations in all matters related to advancing the home building industry.
  - F) To advocate the standardization of building codes throughout the nation.
  - G) To work for the elimination of governmental orders improperly restricting the home building industry, and to support beneficial directives.
  - H) To promote and enforce a code of ethics for members of this Association.

- I) To collaborate with distributors and manufacturers of building materials and equipment to the end that maximum quality at minimum cost to the consumer is achieved.
- J) To issue such publications as may be necessary to disseminate information of value to its members, the public and the government.
- K) To serve, advance and protect the welfare of the home building industry, in such manner that adequate housing will be made available by private enterprise to all Americans.
- L) To assist the Officers, Board of Directors, and Membership Committee of the National Association of Home Builders of the United States in qualifying members operating within the above described territorial jurisdiction.
- M) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States.
- N) To participate for the purpose of mutual benefit in an interchange of information and experience with all local affiliated associations of the National Association;
- O) And to operate without profit and no part of the income of the Association shall inure to the benefit of any individual member.

#### **ARTICLE IV – Code of Ethics**

The active members of this Association shall subscribe to the following Code of Ethics:

- A) To conduct business affairs with professionalism and skill.
- B) To provide the best housing possible.
- C) To protect the consumer through the use of quality materials and construction practices as well as research and development of new techniques, materials and equipment all backed by integrity and service.
- D) To provide housing with high standards of safety, sanitation, livability and affordability.
- E) To meet all financial obligations in a responsible manner.
- F) To comply with the spirit and letter of business contracts, and manage employees, sub-contractors and suppliers with fairness and honor.
- G) To keep informed regarding public policies and other essential information, which affect our business interests and those of the building industry as a whole.
- H) To comply with the rules and regulations prescribed by law and government agencies for health, safety, and welfare of the community.

- I) To keep honesty as our guiding business policy.
- J) To provide timely response to items covered under warranty.
- K) To seek to resolve controversies through a non-litigation dispute-resolution mechanism.
- L) To support and abide by the decisions of the association in promoting and enforcing this Code of Ethics.

## **ARTICLE V – Membership**

Section 1      Membership in this Association shall be of two classes:

- A) Builder Membership
- B) Associate Membership

Section 2      **Qualifications.** Qualifications for membership in this Association shall be as follows:

- A) Applicants for membership shall apply in a form satisfactory to the Board of Directors, and meet any other membership requirements that may be instituted by the Board of Directors and presented to the membership from time to time.
- B) **Builder Membership.** Builder Membership shall be open to any person, firm, or corporation whose principal business is construction of housing within the territorial jurisdiction of this Association and who shall agree to abide by the provisions of the by-laws and who shall subscribe to the Code of Ethics for the membership.
- C) **Associate Membership.** Associate membership shall be open to any person, firm, or corporation engaged in any allied trade, industry, or profession within the territorial jurisdiction of this Association; and who shall subscribe to the Code of Ethics for the membership; who agrees to abide by the provisions of the by-laws of this Association; who subscribes to the purposes of this Association.

Section 3      **Applications.** Applications for membership in this Association shall be made to the Membership Committee and processed in the following manner:

- A) Candidate shall submit his application in writing on a form supplied by this Association containing an agreement to abide by the Bylaws and observe the Code of Ethics of this Association.
- B) Application shall be endorsed by at least one member in good standing and shall be accompanied by a payment in an amount sufficient to cover the current year's dues in advance.

- C) The Membership Committee shall have the ability to investigate all applications for membership upon board request.
- D) Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association, the State Association and while in good standing, shall be entitled to the full benefits, services, and privileges of the respective Associations.

Section 4

**Suspension, Censure, Termination, and Reinstatement** in this Association shall be accomplished in the following manner:

- A) Any member whose dues are not paid in full within three (3) months after they become due and payable may be dropped from membership.
- B) Any member may be censured, suspended, or expelled from the Association, if in the opinion of the Board of Directors, as evidenced by a vote of two-thirds (2/3) of the Board present providing those present constitute a quorum at any meeting where such a vote is taken, and where it shall be considered desirable or in the best interests of the Association or its members that the said member shall be given written notice a minimum of thirty (30) days before the meeting of the Board at which a revocation or suspension vote is to be taken. The member shall be afforded a reasonable opportunity to appear before the Board of Directors to be heard before the vote is taken.
- C) A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section, subject to such other terms and conditions as the Board of Directors may impose.

Section 5

**Membership Meetings.** Meetings of the membership shall be held as follows:

- A) An annual meeting of the membership of this Association shall be held the in November of each year at times as may be selected, for the purpose of electing the Board of Directors and reviewing the affairs of the Association for the past year.
- B) Installation of the Officers & Board Members shall be during the General Membership meeting in December
- C) Regular meetings of the membership of this Association will be held as deemed appropriate by the Board of Directors.
- D) Special meetings of the membership of this Association may be called at any time by the President of the Board of Directors.
- E) Notice shall be given of the date, hour, and place of all meetings at least ten (10) days in advance.

## **ARTICLE VI – Fiscal Year**

The fiscal year of this Association shall be the calendar year.

## **ARTICLE VII – Dues**

- Section 1 The dues of this Association shall be payable at a rate to be determined by the Board of Directors. In addition, assessments may be levied by recommendation of the Board of Directors, but a vote of the general membership must be taken requiring a two-third (2/3) vote of the entire membership at any given meeting so long as a quorum is present at such meeting.
- Section 2 The dues structure shall include the current amount assessed by the National Association of Home Builders, and the Home Builders Association of Indiana. This Association shall collect and remit National and State assessments in accordance with the requirements of the respective affiliated associations.

## **ARTICLE VIII – Membership Card and Certificate**

- Section 1 Each member shall receive a membership card and certificate annually upon the payment of dues for the current year in such form as the Board of Directors shall prescribe.
- Section 2 This Association shall use on all its stationary and literature the official emblem of the National Association, the State Association, and the local emblem.
- Section 3 Members of this Association may use on their stationary and literature the official emblem of the National Association, the State Association, and the local emblem.

## **ARTICLE IX – Board of Directors**

- Section 1 A Board of Directors of not more than eight (8) in number, consisting of at least two (2) builder members and associate members that shall be elected from the membership and shall be the governing body of this Association. It shall be elected by the membership at the Association Annual Meeting and shall hold office immediately following election.
- A) Builder Members, one half of the total number of Builders on the Board of Directors shall be elected each year for a two (2) year term.
- B) Associated Members, one half of the total number of Associates on the Board of Directors shall be elected each year for a two (2) year term.
- Section 2 The President, Vice President, Secretary, Treasurer and immediate past President shall be members of the Board of Directors with full voting powers.
- Section 3 The President shall be the Chairman of the Board of Directors.

Section 4 Vacancies on the Board occasioned by death or resignation shall be filled by appointment of the President; the person so appointed shall serve for the remainder of the un-expired term.

Section 5 The incoming President, after taking office, will formally present those individuals he wants as State and National Directors, subject to the approval of the Board of Directors.

A) **National Director.** One builder member shall be approved at the annual meeting of the Board of Directors to represent each fifty (50) builder members (or fractional part thereof) of this Association in accordance with the Bylaws of the National Association, minimum 15 builder members. One Alternate Director shall also be elected as prescribed herein to act as outlined above in the absence of the National Director.

B) **State Director.** One State shall be approved at the annual meeting of the Board of Directors to represent each fifty (50) builder members (or fractional part thereof) of this Association in accordance with the Bylaws of that Association. State Director(s) may be either builder members or associate members. However, in no event shall the number of associate members serving as State Directors exceed builder members.

Section 6 **Meetings of the Board of Directors** shall be as follows:

A) **Annual Meeting.** An Annual Meeting of the Board of Directors of the Association shall be held following the Annual Meeting of the Membership for the purpose of electing officers (if the Membership does not do so) and considering such other matters as may properly come before them.

B) **Regular Meetings.** Regular meetings of the Board of Directors shall be held at such time as the Board may deem appropriate.

C) **Special Meetings.** Special meetings of the Board of Directors may be called by the President or upon formal request in writing by a majority of its members upon reasonable notice to all parties concerned.

D) **Notice.** Notice of the date, hour and place of all meetings must be given to the Board of Directors at least five (5) days in advance.

## **ARTICLE X – Officers**

Section 1 The following officers shall be elected by the Membership at its Annual Meeting and shall hold office for a term of two (2) years from the date of election or until their successors are elected and duly qualified.

A) **President.** The President (**a builder member or associate member who is knowledgeable about construction and the construction industry**) shall be the chief officer of this Association and shall preside at its meetings and those of the Board of Directors and Executive Committee. He/She shall be the Official Spokesman of this Association and in



matters of public policy. They shall appoint all committees, shall be an ex-officio member of all committees and shall perform all other duties usual to such office.

- C) **Vice-President.** Vice-President (**a builder member or associate member who is knowledgeable about construction and the construction industry**) shall in the absence of the President, or upon his/her direction, perform all duties of the President. They may also serve on the Executive Committee.
- D) **Treasurer.** A Treasurer shall be responsible to the Association for an accounting of all moneys collected and disbursed by the Association and may render a semi-annual report to the Board of Directors and an annual report to the membership. They may serve on the Executive Committee and may serve as the Chairman of the Finance Committee. A qualified CPA chosen by the Board of Directors shall do an annual review.
- E) **Secretary.** A Secretary shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of Special Committees. They may serve on the Executive Committee.

F)

Section 2

**Vacancies and Successors in Office.** In the event of the absence, disability, resignation or death of the President, then the Vice-President shall act as President of the Association. Should neither the President or Vice-President are able to serve for any of the foregoing reasons, then the treasurer shall act as President. If They should be unable to serve for any of the foregoing reasons, then the Board of Directors as a whole shall preside. The officer so designated to act as President shall serve until such time as the Board of Directors name from among its membership a President to fill out the unexpired term.

Section 3

**Administrative Officers and Staff.** The following Administrative Officers and staff may be employed by the Board of Directors at such rate of compensation as they deem proper and fair.

- A) **Executive Officer.** An Executive Officer shall serve as the Chief Administrative Head of this Association. It shall be the duty of the Executive Officer to supervise the entire staff and perform such other duties as may be delegated to them by the Board of Directors, the Executive Committee or the President, and all other duties usual to such office. The Executive Officer shall be empowered to employ an adequate staff to carry on the business of this Association as instructed by the Board of Directors at such rates of compensation as the Executive Committee may deem fair and proper, within the limitations of the annual budget.
- B) **General Counsel.** A General Counsel shall be an attorney-at-law, licensed to practice within the territorial jurisdiction of this Association and who shall advise Officers, Directors and Committees of this Association.

#### **ARTICLE XI – Voting, Proxies and Quorums**

Section 1

**General Membership.** The voting privilege shall be limited as follows:

- A) At meetings of the Membership only members in good standing shall have the right to vote. Firms, corporations or partnerships holding a membership shall be entitled to one (1) vote per member.
- B) **Majority Vote.** A vote of two-thirds (2/3) of the members present at any meeting shall carry any measure provided the number of members in attendance at the meeting constitutes a quorum.
- C) **Quorum.** A Quorum of the Membership shall consist of not less than one-third (1/3) of the members of this Association.

Section 2 **Board of Directors.** The voting privilege of the Board of Directors shall be as follows:

- A) **Meetings.** At meetings of the Board of Directors only members of the Board, including ex-officio members, shall have the right to vote.
- B) **Majority Vote.** A vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors shall carry any measure provided the number of Directors in attendance at the meeting constitutes a quorum.
- C) **Quorum.** A Quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members.
- D) **Proxy.** Any member entitled to vote may, by an instrument in writing bearing a date not more than thirty (30) days in advance of the meeting, designate another Director to vote for him in his place and stand at any meeting of the Board of Directors.

## **ARTICLE XII – Election**

Section 1 **Nominating Committee.** The Nominating Committee may be comprised of seven (7) members appointed from the Membership of this Association by the President with the approval of the Board of Directors this appointment may be on or before the **first Wednesday of September.** The immediate Past-President and the current President shall be two (2) of the seven (7) members of this committee.

Section 2 **Function of Nominating Committee.**

- A) Solicit and consider the recommendations of the membership, both builder and associate as to candidates for each office and directorship to be filled.
- B) Prepare and send to all members at least five (5) days prior to the Annual Meeting of the Membership, a report recommending at least one (1) nomination for each office and directorship to be filled, having previously obtained consent of nominees to become candidates for the position.

C) Present their final report on nominations of the Directors and Officers at the Annual Meeting of the Membership, by placing their selections into nomination.

Section 3 **Additional Nominations.** Additional nominations may be made from the floor upon a motion carried by majority vote. Otherwise the nominations shall be considered closed.

Section 4 **Acceptance.** Acceptance of the report of the Nominating Committee by the Membership shall constitute election of the Directors and Officers so nominated.

Section 5 **Vote.** If additional nominations are made from the floor, vote shall be taken by secret ballot and the candidate receiving the most votes for one office shall be considered elected.

Section 6 In the event that more than two (2) candidates are nominated for any one (1) office, a majority of the membership voting shall be necessary to elect. In the event that such majority is not obtained, then a second vote shall be taken between the two (2) leading candidates.

### **ARTICLE XIII – Committees**

Section 1 There may be the following Committees:

- A) **Executive Committee.** The Executive Committee shall consist of the eight members of the Board of Directors. This Committee shall conduct the affairs of the Association in accordance with the Articles of Incorporation and Bylaws, policies and instructions of the Board of Directors. It shall be the Policy and Steering Committee of this Association and shall be responsible for establishing a budget for financing the Association and for all matters of policy and public statement, subject to approval of the Board of Directors. This Committee shall meet upon the call of the President, the Board of Directors or any four (4) of its members stating time and place of meeting. Four (4) members shall constitute a quorum.
- B) **Nominating Committee.** The Nominating Committee shall be comprised of seven (7) members appointed from the Membership of this Association by the President, with the approval of the Board of Directors on or before the 1<sup>st</sup> Wed. in September. The immediate Past President and the current President shall be two (2) of the members of this Committee.
- C) **Membership Committee.** The Membership Committee shall be comprised of five (5) or more members, both builder and associate, and shall meet upon call of the Chairman. One-half (1/2) of the members shall constitute a quorum. In addition to building the membership, it shall have the responsibility of investigating all applications for membership and recommending action to the Board of Directors.
- D) **Finance Committee.** The Finance Committee shall be comprised of five (5) members and shall meet upon the call of the Chairman. Three (3) members shall constitute a quorum. This Committee, in cooperation with the Executive Committee, shall be charged with raising adequate funds to insure the proper functioning of the Association's staff and activities. The Treasurer shall be Chairman of this Committee.

- E) **Parade of Homes Committee.** The Parade of Homes Committee membership, chairmanship and function shall be determined by the President and the Executive Committee.
- F) **Past President Council.** The Past Presidents Council shall be comprised of all current Past Presidents and shall meet upon call of the Chairman. Their role shall be advisory to the Board of Directors, as to needed changes and recommending short and long range goals. They shall meet not less than two (2) times annually or as deemed necessary.
- G) **Other Committees.** There shall be such other committees as may be designated by the Board of Directors or the Executive Committee, the members thereof shall be appointed by the President.

Section 2 Where the President does not appoint complete committees personally, then, each Committee Chairman shall appoint the Members of his Committee.

Section 3 A simple majority vote in the committee shall decide an issue, provided a quorum is present. A presence of one-half (1/2) of the committees members at a meeting shall constitute a quorum.

#### **ARTICLE XIV – Finance**

Section 1 **Income and Disbursements.** Dues and other moneys collected by this Association shall be placed in a depository selected by the Board of Directors and payments from funds of this Association shall be made on the signatures of any two (2) of the following three (3) officers: President, Vice-President(s) and Secretary.

Section 2 **Budget.** The Board of Directors shall adopt a budget for each calendar year, and this Association shall function within the totals of such a budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.

Section 3 The Association will furnish, at the expense of the Association, an insurance policy covering “financial dishonestly” in an amount as the Board of Directors shall determine, that will cover the Treasurer and other Officers and members of the staff handling the funds of the Association.

Section 4 **Accountability.** There may be an annual compiled financial review of the Association by an independent Certified Public Accountant and this, together with a report from the Treasurer, shall be submitted to the Board of Directors. These reports may be presented at the first Board of Directors meeting within 60 days of the end of the fiscal year.

### **ARTICLE XV – Notices**

Members shall furnish the Association with an office address and the mailing of any notice from the Association to such address shall be deemed service of such notice or notices upon them as of the date of mailing of the same.

### **ARTICLE XVI – Rules of Procedure**

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

### **ARTICLE XVII – Amendments**

These Bylaws may be adopted or amended by a vote of two-thirds (2/3) of the entire Board of Directors at any meeting provided the number of Directors in attendance at such meetings constitutes a quorum and provided further that a copy of the proposed amendments shall have been posted to each member of the Association not less than fifteen (15) days prior to the meeting at which action is to be taken thereon.

### **ARTICLE XVIII – Dissolution of Corporation**

In the event of dissolution of this Association, all assets are to be marshaled and converted into cash. All outstanding debts are to be paid and any remaining assets are to be transferred to a worthy, charitable organization that qualifies as a tax exempt, not-for-profit corporation. Such charity shall be chosen by the President.

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