

BY-LAWS

of the

New River Valley Home Builders Association

ARTICLE I
(Name, Location and Affiliation)

Section 1: The name of this Association shall be the New River Valley Home Builders Association.

Section 2: The principal office of this Association shall be located at such place as the Board of Directors may from time to time designate.

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

Section 4: The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders.

ARTICLE II
(Purposes)

Section 1: The purpose of this Association shall be:

- (a) To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
- (b) To collaborate with all fields related to the residential building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (c) To comply with all laws, federal, state and local.
- (d) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Home Builders Association of Virginia.

- (e) To operate without profit and no part of the income of the Association shall inure to the benefit of any individual member.

ARTICLE III

(Membership)

Section 1: Classes of Members: Membership in this Association shall be of three classes:

- (a) **Builder Membership:** which shall be open to any person, firm or corporation that is, or has been in the business of rebuilding homes, apartments, schools, commercial, industrial or other structures normally related and appurtenant to a community; or in land development; and who transacts such business, or resides within the territorial jurisdiction of this Association; is of good character and business reputation; agrees to abide by the provisions of the By-Laws for this Association; subscribes to the purposes of this Association, and meets with the approval of the Board of Directors.
- (b) **Associate Membership:** which shall be open to any person, firm or corporation engaged in any allied trade, industry or profession within the territorial jurisdiction of this Association; who is of good character and business reputation; agrees to abide by the provisions of the By-Laws of this Association; subscribes to the purposes of this Association, and meets with the approval of the Board of Directors.
- (c) **Affiliate Membership:** which shall be open to any individual who is an employee of a firm represented by a builder or associate member of the same local association as defined in Sections (1)(A) and (B) of these bylaws shall be eligible to be an affiliate member if he has been accepted as an affiliate member in good standing by an Affiliated Association of this Association.
- (d) **Student Membership:** which shall be open to any student of light construction or related subjects who is a member of an organized group in an accredited school during the current academic year and sponsored by a faculty advisor.

Section 2: Acceptance of Members:

- (a) Applicants for membership shall apply in a form satisfactory to the Board of Directors and meet such other requirements as the Board may from time to time prescribe.
- (b) Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association of Home Builders of the United States and the Home Builders Association of Virginia, and while in good standing shall be entitled to the full benefits, services and privileges of the respective Associations.

Section 3: Suspension and Revocation of Membership:

- (a) The Board of Directors by a two-thirds vote may suspend or revoke the membership of any member for (a) failure to meet its financial obligations to the Association or (b) for conduct detrimental to this Association. The member shall be given at least thirty days notice in advance of the meeting of the Board at which the vote is to be taken and shall be afforded a reasonable opportunity to be heard.
- (b) A vote of two-thirds of the Board shall be required to reinstate any membership suspended or revoked under this Section. Reinstatement shall be subject to such terms and conditions as the Board may impose.

Section 4: Meeting of the Membership:

- (a) An annual meeting of the membership of this Association shall be held on the third Thursday of each November, or at such other times as the Board may designate, for the express purpose of electing the officers of the Association, a Board of Directors and taking up such other matters as may properly come before the general membership.
- (b) Regular meetings of the membership of this Association shall be held on the third Thursday of each month, or at such other time as the Board of Directors may designate.
- (c) Special meetings of the membership of this Association may be called by the Presidents or, if requested in writing, by a majority of the members of the Board of Directors.
- (d) Notice shall be given of the date, hour and place of all meetings to each member at least four days in advance.

ARTICLE IV

(Dues)

Section 1: Dues – The dues of this Association shall be payable at the rate of that as set from time to time by the Board of Directors.

These dues shall include those required for membership in the National Association of Home Builders of the United States and the Home Builders Association of Virginia, which this association shall collect and remit in accordance with the requirements of the National and Virginia Associations, as provided for from time to time.

ARTICLE V

(Board of Directors)

Section 1: Composition and Authority: The Association at its Annual Meeting shall elect a minimum of five (5) Local Directors, the majority of which shall be Builder Members. The Board of Directors shall be the governing body of the Association. A

Director so elected shall hold office for two years from the date of the installation, with the option to renew for one additional two-year term, or until a successor is duly elected.

Section 2: EX-Officio Members: The President, Vice President, Secretary, Treasurer and Immediate Past President shall be ex-officio members of the Board of Directors with full voting privileges. Any Board of Directors member wishing to resign before their term expires must do so in writing. This resignation is to be acknowledged by the Board of Directors at the next monthly meeting. Record of resignation is to be made in the minutes.

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

Section 4: Vacancies: Vacancies on the Board because of disability, death or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will serve until the next Annual meeting of the membership.

Section 5: Nation 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 By-Laws of the National and State Associations. The selection shall be made only from among the Builder membership.

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

- (a) Regular meeting of the Board of Directors shall be held on the fourth Thursday of each month or such other time as the Board may direct.
- (b) Special meetings of the Board of Directors may be called by the President or upon the request in writing of a majority of the Directors.
- (c) Notice of the date, hour and place of all meetings shall be given to the Directors at least four days in advance.

Section 6: Participation and Attendance: Each Director will remain in active participation on the board and agree to miss no more than 3 consecutive board meetings and/or a total of 4 meetings in a calendar year.

- (a) If determined to be in violation of this by-law, a Director is subject to removal from the Board of Directors. The Director will be automatically notified that they are pending termination and that they have 15 days to appeal to the Executive Board should they wish to remain. The appeal will be reviewed and voted on by the Executive Board at the subsequent Executive Board meeting.

Section 7: Voting: A simple majority vote shall decide an issue provided a quorum is present.

Section 8: Quorum: The presence of a majority of the Directors at a meeting shall constitute a quorum.

ARTICLE VI

(Elective Officers)

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

- (a) A President, who may be an Associate or Builder Member of the Association. The President shall be the chief officer of this association and shall preside at its meetings and those of the Board of Directors. He shall be the official spokesman of this Association in matters of public policy. He shall appoint all committees, shall be an ex-officio member of all committees and shall perform all other duties usual to such office.
- (b) A Vice President, who may be an Associate or Builder Member of the Association. He shall perform such duties as are assigned to him by the President. He shall, in the absence of the President, or upon his direction, perform all of the duties of the President.
- (c) A Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly report to the Board of Directors and an annual report to the membership. Upon direction of the President, he may perform other duties appropriate to this office.
- (d) A Secretary, who shall keep a record of all of the official proceedings of this Association, and its Board of Directors, including the reports of special committees. Upon direction of the President, he may perform other duties appropriate to this office.

Section 2: Succession of Office:

- (a) 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 be able to serve for any of the foregoing reasons, the Treasurer shall act as President. If the Treasurer should be unable to serve for any of the foregoing reasons, then the Secretary shall act as President. The officer so designated to act as President shall serve until such time as the Board of Directors names from among its members a President to fill the unexpired term.
- (b) In the event of a vacancy other than in the office of the President, the Board of Directors shall name from among its members a successor to fill the unexpired term.

ARTICLE VII

(Voting, Quorums)

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

Section 2: A simple majority vote shall decide an issue provided a quorum is present. This section shall not apply to voting on amendments of these By-Laws.

Section 3: The presence of a majority of the members in good standing at a meeting of the Membership shall constitute a quorum.

ARTICLE VIII

(Elections)

Section 1: Elections:

- (a) There shall be a Nominating Committee composed of the Immediate Past President and (4) four members appointed by the President.
- (b) Appointment shall be made and notice given to the membership at least (30) thirty days in advance of an election. The President shall designate the Chairman of the Committee.
- (c) The Committee shall solicit the membership, consider recommendations and shall nominate at least (1) one candidate for each office to be filled unless otherwise set forth in this Article. The Committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections, and upon direction of the President, perform other appropriate duties.

Section 2: Elections:

- (a) The Association Officers and Directors shall be elected at the Annual Meeting of the Membership. The Nominating committee shall submit its report at such meetings. Additional nominations may be made from the floor.
- (b) Whenever only (1) one nomination for an elective office is presented to the Membership, election shall be by voice vote. Whenever more than (1) one nomination is presented, votes shall be by secret ballot. If more than (2) two candidates are named for an office, a majority of the Members voting shall be necessary to elect. If no candidate

received a majority, a second vote shall be taken upon the two leading candidates.

ARTICLE IX

(Committees)

Section 1: The President with the advice and consent of the Board of Directors shall upon taking office establish Standing Committees for the Association except as may otherwise be specifically provided for in these By-Laws.

Section 2: The Chairman and members of all committees of the Association shall be appointed by the President, except as otherwise specifically provided in these By-Laws. Chairpersons of any and all committees shall be a member of the Board of Directors. This is to facilitate the verbal report required at each monthly board meeting.

Section 3: A President may with the advice and consent of the Board of Directors, remove the Chairman or members of any committee appointed pursuant to this Article.

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

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

Section 6: A simple majority vote in the committee shall decide an issue provided a quorum is present.

Section 7: The presence of a simple majority of the committee members at a meeting shall constitute a quorum.

ARTICLE X

(Finances)

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

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

Section 3: Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of the

Association shall be made on the signature of the Treasurer and/or any other person so authorized by the Board of Directors.

ARTICLE XI

(Rule of Procedure)

Section 1: Roberts Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these By-Laws.

ARTICLE XII

(Amendments)

Section 1: These By-Laws may be amended by a simple majority vote of the Board of Directors at any meeting provided:

- (a) the attendance at such meeting constitutes a quorum and,
- (b) that a copy of any proposed amendment shall have been mailed to each member of the Board at least thirty (30) days in advance , and
- (c) that the amendment is ratified by a simple majority vote of the members in good standing.

ARTICLE XIII

(Administrative Offices)

Section 1: An Executive Officer may be employed by the Board of Directors at such rate of compensation as it deems fair and proper.

Section 2: The Executive Officer shall serve as the chief administrative officer of the Association. The Executive Officer shall perform the duties and responsibilities delegated to him by the Board of Directors and all other functions usual to such office.

Section 3: The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors. The rates of compensation shall be those that the board may deem fair and proper, within the limitations of the fiscal budget.

ARTICLE XIV

(Executive Committee)

Section 1: There shall be an Executive Committee of this Association which shall be composed of the President, who shall be the Chairman, the Vice President, Secretary, Treasurer and Immediate Past President.

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

Section 3: This Committee shall meet upon the call of the President, the Board of Directors, or any three of its members. Four members shall constitute a quorum.

ARTICLE XV

(Membership Card and Emblem)

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 may prescribe.

Section 2: This Association shall use on all its stationary and literature the official emblem of the National Association of Home Builders of the United States.

Section 3: Members of this Association may use on their stationary and literature the official emblem of the National Association of Home Builders of the United States.

ARTICLE XVI

(Notices)

Section 1: Members shall furnish the Secretary and / or Executive Officer with their official addresses. The mailing of any notice to the last known official address shall be deemed service of such notice or notices upon them as of the date of the mailing.

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