

BY-LAWS
OF THE
BRISTOL NORFOLK HOME BUILDERS
ASSOCIATION, INC.



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ARTICLE I

(Name, Location and Affiliation)

- Section 1.1: The name of this Association shall be the “Bristol Norfolk Home Builders Association, Inc.”
- Section 1.2: The principal office of this Association shall be 2 Liberty Street, Suite 1-C Foxborough, Massachusetts 02035-2438, or such other place as the Board of Directors may from time to time designate.
- Section 1.3: This Association is and shall be an Affiliated Association of the National Association of Home Builders of the United States (hereinafter referred to as “NAHB”), and the Home Builders Association of Massachusetts (hereinafter referred to as “HBAM”), and shall abide by their respective By-laws, as amended from time to time.
- Section 1.4: The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National and/or State Association.

ARTICLE II

(Purposes)

- Section 2.1: The purpose of this Association, to the extent permitted by law, shall be:
- (a) To allow home builders and their related industries to collaborate with each other for the purposes of cooperation, fellowship, education, and exchange of information, to accrue to the benefit of each other and to the industry as a whole.
 - (b) To assist in the accomplishment of the mutual objectives of NAHB and HBAM.
 - (c) To foster and encourage the construction and building trades within the Association’s jurisdiction by sponsoring educational programming, individually and in cooperation with all groups involved in the construction, repair and remodeling of residential property, subdivisions, planning of real estate developments (including roads), their construction and landscaping, and installation of utilities for the same.
 - (d) To operate without profit, and no part of the income of the Association shall accrue to the benefit of any individual member.

ARTICLE III

(Membership)

Section 3.1: Class of Members: The association shall have the following classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- (a) *Builder Members*. Any business or individual who is, or has been, employed by a firm or corporation, in the business of building and/or remodeling homes, apartments, schools, light commercial structures, or other structures normally related and appurtenant to a community, or in land development, who subscribes to the Code of Ethics of this Association, attached hereto and made a part of these By-Laws, shall be eligible to be a Builder Member.
- (b) *Associate members*: Any individual who is, or has been, engaged or employed by a firm or corporation engaged in a trade, industry, or profession related to building, and not inconsistent with the objectives of this Association, who subscribes to the Code of Ethics of this Association, attached hereto and made a part of these By-Laws, shall be eligible to be an Associate Member.
- (c) *Affiliated members*: Any individual who is engaged or employed by a member firm or corporation engaged in a trade, industry, or profession related to building, and not inconsistent with the objectives of this Association, who subscribes to the Code of Ethics of this Association, attached hereto and made a part of these By-Laws, shall be eligible to be an Affiliated member.

Section 3.2: Acceptance of Members:

- (a) Applicants for membership shall apply to the Board of Directors, in a form approved by NAHB, which shall contain information showing the Applicant meets the requirements of the preceding Section 3.1. On approval by the Board and upon payment of annual membership dues, an Applicant shall become a member. Prior to approval, the Board may require a hearing on an application if it has reasonable grounds to believe that the reasons set forth in Section 3.3, below, for suspension or revocation of membership may exist. The provisions of Section 3.3 shall apply to such hearing except that a majority vote shall be sufficient for approval of the Applicant.
- (b) Applicants approved and accepted by this association shall, upon payment of annual membership dues, be members of NAHB and HBAM, and while in good standing shall be entitled to the full benefits, services, and privileges of the respective Associations.

Section 3.3: Suspension and Revocation of Membership:

- (a) The full board of Directors may, by a two-thirds (2/3) vote, suspend or revoke the membership of any member for
 - i. Failure to meet financial obligations to the Association; or
 - ii. Conduct detrimental to this Association.

The member shall be given at least (30) days' written notice in advanced 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 (2/3) of the full Board shall be required to reinstate any membership suspended or revoked under this Section. Reinstatement shall be subjected to such terms and conditions as the Board may impose.

Section 3.4: Resignation: Any member may, at any time, resign from membership in the Association by filing a written resignation with the Board of Directors together with such monies, if any, for which such resigning members shall have become obligated with respect to the Association.

Section 3.5: Transfer of Membership: Membership in the association is not transferable or assignable.

Section 3.6: Meetings of the Members:

- (a) An annual meeting of the membership of this Association shall be held on the second Saturday in June, each year, or at such other time as the Board may designate, for the express purpose of electing the officers of the Association, a Board of Directors, and taking up such matters as may properly come before the general membership.
- (b) Regular meetings of the membership of this Association shall be held at such time as the Board of directors may designate.
- (c) Special meetings of the membership of this Association may be called by the President, 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 ten (10) days in advanced.

ARTICLE IV

(Annual membership Dues)

- Section 4.1: Annual Membership Dues: The dues of this Association shall be established by the Board of Directors and shall include those required for membership in NAHB and HBAM, which this Association shall collect and remit in accordance with the requirements of the National and State Associations. These dues shall be payable in advanced
- Section 4.2: Initiation Fee: An initiation fee established by the Board is due and payable at time of application in addition to the pre-paid annual dues.
- Section 4.3: Assessment: The Board of Directors shall have the authority to levy an assessment on each member by vote of 2/3 of those directors present to meet unforeseen and/or unexpected expenses.

ARTICLE V

(Board of Directors)

- Section 5.1: Composition and Authority: The Board of Directors shall be the governing body of the Association which is made up of the President, President-Elect, Associate Vice President, Builder Vice President, Treasurer, Clerk and Directors, one of which is to be the past President. The Association, at its Annual Meeting, may elect up to nine Directors as long as the total results in an odd number. A Director so elected shall hold office for one year from the date of election or until a successor is duly elected.
- Section 5.2: Ex-Officio Members: The President, President-Elect, Associate Vice President, Builder Vice President, Treasurer, Clerk shall be ex-officio members of the Board of Directors with full voting privileges.
- Section 5.3: Chairman: The President shall be the Chairman of the Board of Directors.
- Section 5.4: Vacancies: Vacancies on the Board of Directors due to disability, death or resignation shall be filled by appointment by the President, subject to the concurrence of a majority of the Directors. Persons so appointed will serve until the next Annual Meeting of the general membership.
- Section 5.5: Attendance Requirements: Officers' and Board of Directors' must attend Board of Director meetings no less than nine (9) meetings per year.

Section 5.6: National and State Directors: The Board shall prescribe the method of selection of any National or State Director(s) and Alternate Director(s) to which the Association is entitled under the provisions and conditions prescribed in the By-Laws of NAHB and HBAM.

Section 5.7: Meeting: Meetings of the Board of Directors shall be held as follows:

(a) Regular meetings of the Board of Directors shall be held on the third Thursday of each month, or at such other times as the Board may direct.

(b) Special meetings of the Board of Directors may be called by the President or a majority of Directors upon a written request.

Section 5.8: Quorum: The presence of a majority of the Directors at a meeting (not less than 5) shall constitute a quorum.

Section 5.9: Voting: Unless otherwise specifically prescribed herein, a simple majority shall decide an issue provided a quorum is present.

ARTICLE VI (Elected Officers)

Section 6.1 The following Officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of two (2) year from the date of election or until their successors are elected and duly qualified.

(a) President: The President, who shall be a Builder member of this Association, shall be the chief officer of this Association, and shall preside at its meetings and at those of the Board of Directors. The President shall also be the official spokesman of this Association matters of public policy. The President shall appoint all committees and shall be an ex-officio member of same; however, he/she may designate the President-Elect to service in his/her place at any meetings of such committees. The President shall also perform all other duties usual to such office.

(b) President-Elect: The President-Elect, who shall be a Builder member of this Association and has risen to position from Builder Vice President shall perform such duties as are assigned by the President, and in the absence of the President, or upon direction, shall perform all of the duties of the President. Unless the President-Elect declines, the Nominations Committee shall automatically place his/her name in nomination for the office of President for the following year.

- (c) Builder Vice-President: The Builder Vice-President must be a Builder member of the Association. The Builder Vice-President serves on the Board of Directors and possesses voting powers. Unless the Builder Vice-President declines, the Nominations Committee shall automatically place his/her name in nomination for the office of President-Elect.

- (d) Associate Vice-President: The associate Vice-President must be an Associate member of the Association. The Associate Vice-President serves on the Board of Directors and possesses voting powers.

- (e) Treasurer: The Treasurer shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association. The treasurer shall also preside as Chairman at all meetings of the Finance Committee, render monthly reports to the Board of Directors and regular reports to the general membership regarding the fiscal condition of the Association. Upon direction of the President, the treasurer may perform other duties appropriate to this office.

- (f) Clerk: The Clerk shall oversee the records of all of the official proceedings of the Association and its Board of Directors, including the reports of committees. Upon direction of the President, the Clerk may perform other duties appropriate to this office.

Section 6.2: Succession of Office:

- (a) In the event of the absence, disability, resignation or death of the President, then the President-Elect shall act as the President of the Association. Should neither the President or the President-Elect be able to serve for any of the foregoing reasons, then the next in line shall act as President. The officer so designated to act as President shall serve until such time as the Board of directors names a President to fill the unexpired term.

- (b) In the event of a vacancy in the office of President-elect or Treasurer or Clerk, the Board of Directors shall name, from among its members, a successor to fill the unexpired term.

ARTICLE VII (Voting Quorums)

Section 7.1: Voting Rights:

(a) Builders and Associates Members: All members of the Association in good standing shall be entitled to vote at meetings of the general membership except as may be provided in other Sections of these By-Laws. Each member firm shall be entitled to one (1) vote on each matter submitted to a vote of the membership. In the case of a member which is itself a corporation, the vote of such member may be cast by one authorized representative of that member corporation, which representative may be the president, any vice-president, or such officer or representative to whom the member corporation has delegated such right. In the case of a member which is either a partnership or a sole proprietorship, the vote of such member may be cast by one authorized representative of that member firm, which representative may be a partner or the sole proprietor, as the case may be, or by such representative of the member firm to whom the firm has delegated such right.

(b) Affiliated Members: Affiliated members do not have voting rights.

Section 7.2: Quorum: At any meeting of the general membership, the attendance of not less than 15 member firms or corporations, or duly authorized representatives of same (either in person or by proxy), shall constitute a quorum at such meeting. If a quorum is not present at any duly called meeting of the general membership. The President may adjourn the meeting, from time to time, without further notice, for the purpose of acquiring a majority.

Section 7.3: Votes on General Issues: A simple majority vote shall decide an issue and be the act of the general membership, provided a quorum, as defined in section 7.2, is present. This section shall specifically not apply to voting on amendments to these By-Laws.

Section 7.4: Votes on Amendments to these By-Laws: A copy of any proposed amendment to these By-Laws must be published in the Association's monthly newsletter prior to the general membership meeting at which the vote will take place, provided such newsletter is mailed to each member of the Association at least ten (10) days in advance, or in the alternative, a copy of the proposed amendment may be mailed to each member of the Association at least ten (10) days in advance. A quorum, as defined in Section 7.2, must be present in order to bring proposed By-Law amendments to the floor for voting. A two-thirds (2/3) majority shall decide any proposed amendment to these By-Laws.

ARTICLE VIII

(Elections)

Section 8.1:

- (a) In March of each year, a Nomination Committee shall be formed, composed of the President, the President-Elect or Vice-President and one additional member appointed by this committee.
- (b) The committee shall solicit the membership, consider recommendations, and shall nominate one candidate each for the President-Elect, Builder Vice-President, Associate Vice-President, Treasurer, Clerk, and all Directors' positions to be filled for the following year. 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 8.2:

- (a) The Nominations Committee shall submit its proposed slate of Officers and Directors to the Board of Directors at its meeting next preceding the month when the elections shall take place, and shall submit its report to the general membership at the Annual Meeting of the general membership. Prior to the election of Officers and Directors, additional nominations may be made from the floor.
- (b) Whenever only one nomination for an elective office is presented to the membership, election shall be by voice vote. Whenever more than one nomination is presented, vote shall be by secret ballot, and a majority of the members voting shall be necessary to elect. If more than two candidates are named for an office, a majority of the members voting shall be necessary to elect; if no candidate receives a majority, a second vote shall be taken upon the two leading candidates.

ARTICLE IX

(Committees)

Section 9.1: Committees:

- (a) 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.
- (b) 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.
- (c) A President may, with the advice and consent of the Board of Directors, remove the Chairman or any member(s) of any committee appointed pursuant to this Article.
- (d) The Standing Committees of the Association shall make recommendations to the Board of Directors with regard to new, continuing, or recurring matters relating to the goals, objectives and business of the Association.
- (e) Special committees may be appointed by the President, as he may from time to time deem advisable.
- (f) Meetings of all committees shall be upon the call of the Chairman with the approval of the President.
- (g) A simple majority vote in the committee shall decide an issue provided a quorum is present.
- (h) The presence of a majority of the committee members at a meeting shall constitute a quorum.

- (i) The Standing Committees and a description of their responsibilities shall be as follows:

(1) Finance Committee

The Finance Committee shall prepare and submit to the Board of Directors, prior to the beginning of each fiscal year, a budget for same. The Committee shall meet on call of the President or of the Treasurer or Clerk, as Chairman, from time to time as may be deemed necessary or appropriate for the financial welfare of the Association.

(2) Legislative Committee

The Legislative Committee shall be responsible for reviewing pending legislation and regulation, adopting positions on issues which may result in or relate to legislation or regulations in order to determine their effect on the membership and the industry, and taking appropriate action thereon which is consistent with the policies and programs of the Association. The Committee shall meet on a regular and consistent basis, and is responsible for reporting results of their meetings to the Board of Directors and to the general membership as the President or the Board of Directors may direct.

(3) Nominations Committee

The Nomination Committee shall be responsible for submitting a proposed slate of officers and directors to the Board of Directors and to the general membership at the Annual Meeting of the general membership for election to terms for the following year. Specific guidelines for this Committee shall be as described above in Section 8.

(4) Program Committee

The Program Committee shall be responsible for assigning program topics and speakers for each meeting of the general membership throughout the year. Said programs topics and speakers should be of broad interest, information, educational value, or social value, so as to attract a good cross-section of the general membership at any meeting. The Committee shall meet from time to time, as may be deemed necessary or appropriate.

(5) Membership Committee

The Membership Committee shall be responsible for setting goals for and devising methods of increasing the Association's membership base and retaining the present membership base. The Membership Committee may spearhead membership campaigns, and may wish to coordinate with state and national efforts as may be appropriate, and shall coordinate with the Executive Officer with respect to lists, membership materials, and other pertinent items. The Committee shall meet upon call of the President or its Chairman, on a regular basis, and shall make regular reports to the Board of Directors with respect to its progress therein.

ARTICLE X

(Finance)

- Section 10.1: The fiscal year of the Association shall be the year commencing on the first day of July and terminating on the last day of June.
- Section 10.2: The Board of Directors shall adopt a budget for the next fiscal year at the March Board of Directors meeting, 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 at its next immediate monthly meeting. The Treasurer shall, from time to time, report to the Board of directors as to the status of the approved budget.
- Section 10.3: Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors.
- Section 10.4: The following officers of the Association, and any others as may from time to time be authorized by resolution of the Board of Directors, shall have authority to sign checks and enter the safety deposit box for and on behalf of the Association: (a) The President and Treasurer have the authority to sign checks. In the event the President and Treasurer are the same individual, and in the event that this same individual is absent, due to illness, disability, death, resignation or expulsion, then the President-Elect with the majority vote of the Board of Directors in accordance with Section 6.2(a), shall have the authority to sign checks. (b) The Treasurer/Clerk or Treasurer / Executive Officer or the Clerk / Executive Officer have the authority to enter the safety deposit box.

The signature of any one (1) of the aforementioned officers shall be necessary on all checks drawn on any account of the Association for any “Home Building” project(s) and for day-to-day operations.

- Section 10.5: The President, or any other officer of the Association duly authorized to act for them in a specific instance, may execute contracts. The Board of Directors may also authorize the Executive officer of any other officer or agent of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. A separate and distinct vote must be taken, reduced to writing and signed by a majority of the Board members.
- Section 10.6: The Board of Directors may, by majority vote, authorize the creation of reserve funds for the future operation of the Association. Such funds may be used for such purposes as may be authorized by a two-third (2/3) vote of the Board of Directors.
- Section 10.7: In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for debts and liabilities of the Association, be distributed in any liquidation proceeding to a corporation, trust or Association which is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution.
- Section 10.8: The Board must maintain Directors/Officers Errors and omissions insurance coverage and any other insurance deemed necessary to operate in a safe and sound manner.

ARTICLE XI

(Rules of Procedure)

- Section 11.1: “Roberts’ Rule of Order” shall govern the parliamentary procedure of the meetings of the Association provided for in these By-Laws.

ARTICLE XII

(Administrative Officers)

- Section 12.1: An Executive Officer may be employed by the Board of Directors at such rate of compensation as it deems fair and proper.
- Section 12.2: The Executive Officer shall serve as the chief administrative officer of this Association. The Executive Officer shall perform the duties and responsibilities delegated by the Board of Directors in accordance with the job description approved by the Board of Directors, and all other functions as may be requested by the Board or as may be usual to such office.
- Section 12.3: The Executive Officer shall report to the Board of Directors with respect to general duties and responsibilities. The Executive Officer may report to the President, President-Elect, Builder Vice-President, Associate Vice-President, Treasurer or Clerk with respect to certain specific duties as may be assigned.
- Section 12.4: the Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as authorized by the Board of Directors and as may be within the limitation of the fiscal budget.

ARTICLE XIII

(Membership Certificate and Official Logo)

- Section 13.1: Each member shall receive a membership certificate annually upon payment of dues for the current year in such form, as the Board of Directors shall proscribe.
- Section 13.2: This Association and members of this Association may use on their stationery and literature the official logo of NAHB.

ARTICLE XIV

(Indemnification)

Section 14.1: The Association shall, to the extent legally permissible and only to the extent that the status of the Association as an organization exempt under the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, compromise or as fines and penalties, and counsel fees reasonably incurred by him or her in regard to the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or he or she maybe threatened, while in office or thereafter, by reason of his or her being or having been such a director, officer, employee or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expense shall be provided unless such compromise shall be approved as in the best interest of the Association, after notice that it involves such indemnification, by a disinterested majority of the directors then in office.

Expenses, including counsel fees reasonably incurred by any such director, officer, employee or proceeding may be paid from time to time by the Association in advanced of the final disposition thereof upon a receipt of an undertaking by such individual to repay such expenses to the Association if he or she shall be adjudicated to not be entitled to indemnification under the Massachusetts General Laws, Chapter 180, Section 6. the right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which Association personnel may be entitled by contract or otherwise under law.

As used in this paragraph, the terms “directors”, “officers”, “employees”, and “agents” shall include their respective heirs, executors, and administrators, and an “interested” director shall be one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

These By-Laws Adopted by the General Membership of the Bristol
Norfolk Homebuilders Association this

_____ day of _____, 2002.

CLERK