

**BYLAWS  
OF  
THE HOME BUILDERS ASSOCIATION OF  
BUCKS AND MONTGOMERY COUNTIES**

**ARTICLE I  
NAME, LOCATION AND AFFILIATION**

- Section 1. The name of this Association shall be the Home Builders Association of Bucks and Montgomery Counties.
- Section 2. The principal office of this Association shall be located in Bucks or Montgomery County 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 Pennsylvania Builders Association and shall abide by their 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 OF THE ASSOCIATION**

- Section 1. The purposes of this Association shall be:
- (A) To associate the builder members and associate members within its jurisdiction for the purpose of mutual benefit and cooperation.
  - (B) To collaborate with others of similar interests who support the residential building industry within the Association's jurisdiction.
  - (C) To comply with all applicable federal, state and local laws, rules and regulations.
  - (D) To represent the industry and the views of the Association at all levels of government and the general public.
  - (E) To operate without profit, and no part of the income of the Association shall enure to the benefit of any individual member.
  - (F) To provide benefits, services and educational opportunities for the betterment of the housing industry.
  - (G) Such other lawful purposes as the Association may choose to pursue.

**ARTICLE III  
MEMBERSHIP PROVISIONS**

Section 1. The Association shall have classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- (A) *Builder Membership* shall be available to any person, firm or entity, engaged in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community; or in land development; and who subscribes to the Code of Ethics of this Association and is of good character and business reputation, provided such person, or the firm or corporation which employs him is in the above described business; and meets with the approval of the Board of Directors. Where a firm or corporation has been accepted as a builder member, the employee designated by that firm for its dealings with the Association, shall be eligible for builder/remodeler membership in the Association. If the representative leaves the firm's employ, the firm or corporation may designate another representative for the balance of the membership year.
  
- (B) *Associate Membership* shall be available to any person, firm or entity engaged in a trade, industry or profession related to home building and not inconsistent with the objectives of the Association; who subscribes to the Code of Ethics of the Association and is of good character and business reputation provided such person, or the firm or corporation which employs him is engaged in a trade, industry or profession described above, and meets with the approval of the Board of Directors. Where a firm or corporation has been accepted as an associate member, the employee designated by that firm for its dealings with the Association, shall be eligible for associate membership in the Association. If the representative leaves the firm's employ, the firm or corporation may designate another representative for the balance of the membership year.

Section 2. Acceptance of Members shall be in accordance with the following:

- (A) Applicants for membership, other than honorary and life membership shall sign an application for membership, which shall contain an agreement by the applicant to observe and abide by the constitution and bylaws of the Association.
  
- (B) 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.
  
- (C) 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 Pennsylvania Builders Association, 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 shall be in accordance with the following:

(A) Any member failing to meet a financial obligation to the Association shall suffer an automatic termination of membership status in accordance with rules and regulations adopted by the Association for such purpose.

(B) The Board of Directors, by a two-thirds (2/3) vote, may suspend or revoke the membership of any member for conduct determined by the Board of Directors to be detrimental to the Association. The member shall be given at least thirty (30) 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.

(C) A vote of two-thirds (2/3) of the Board shall be required to reinstate any membership suspended or revoked for conduct detrimental to the Association. Reinstatement shall be subject to such terms and conditions as the Board may impose.

Section 4. Meetings of the membership shall be in accordance with the following:

(A) An annual meeting of the membership of this Association shall be held each year as designated by the Board, for the express purpose of electing 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 the 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 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 of at least seven (7) days in advance.

#### **ARTICLE IV CODE OF ETHICS**

Section 1. The active members of the Association shall be limited to those persons and firms who shall subscribe to the following code of ethics:

(A) Members of the Association believe and affirm that:

1. Decent housing should be within the reach of every family.

2. Homes and rental dwellings should be properly designed, constructed and located in attractive communities, with education, recreational, religious and shopping facilities readily accessible to all.

3. Homes and rental dwellings should be constructed under the private enterprise system.

(B) To achieve these goals, we pledge allegiance to the following principles and policies:

1. Our paramount responsibility is to our customers, our community and our country.

2. Honesty is our guiding business policy.

3. Members shall not knowingly enter into any contract, the terms of which are designed to imperil the rights of either labor or the suppliers of materials and shall not obtain any business by means of fraudulent statements or by use of implications unwarranted by fact.

4. Members shall perform in a manner that is consistent with standards of quality workmanship and materials in order to promote a favorable image of the industry.

5. Members shall comply with rules and regulations prescribed by law and government agencies for the health, safety and progress of the community.

6. High standards of health, safety and sanitation should be built into every home and rental dwelling unit.

7. Members shall deal fairly with their respective employees, subcontractors and suppliers.

8. As members of a progressive industry, we encourage research to develop new materials, building techniques, building equipment and improved methods of single-family and multi-family financing, to this end that every homeowner and resident of a rental dwelling unit, may achieve the greatest economic value.

9. All sound legislative proposals affecting our industry and the people we serve, shall have our informed and

vigorous support.

10. We hold inviolate the private enterprise system and the American way of life. We pledge our support to our associates, our local, state and national associations and all related industries concerned with the preservation of legitimate rights and freedoms

## **ARTICLE V MEMBERSHIP DUES**

- Section 1. The dues of this Association shall be paid annually at a rate to be determined by the Board of Directors prior to the beginning of the next fiscal year.
- (A) Membership dues shall be for a twelve (12) month period commencing the 1st day of the month following Board approval of membership. No dues shall be refunded if a membership is suspended or revoked.
- Section 2. Dues for membership in the National Association of Home Builders and the Pennsylvania Builders Association shall be paid by this Association from its treasury at the rate fixed and under the terms stated in the By-Laws of those associations.
- Section 3. The Association, at the direction of the Board of Directors, has the right to impose special assessments to members, at any time it deems necessary.

## **ARTICLE VI BOARD OF DIRECTORS**

- Section 1. The Board of Directors shall be the governing body of the Association.
- (A) The Association at its Annual Meeting shall elect a minimum of seven (7) or maximum of twenty-one (21) Directors (exclusive of the immediate past president), the majority of which shall be Builder Members. The term of all Directors shall be for two (2) years with staggered terms to allow one half of the Board to be elected each year. The term limit for Builder Directors shall be two (2) successive terms of two (2) years each, unless such Builder Director elects to serve on the Association Executive Committee. If such Builder Director chooses not to serve on the Executive Committee, said Director shall be ineligible to serve on the Board for one (1) year, but is thereafter eligible for re-election.
- (B) Members of the Board of Directors, including Life Directors, must be in good standing of the Association. Any Board member, including a Life Director, who is ninety (90) days past due on annual dues renewal shall be automatically removed from the Board of Directors. Payment of dues after

the ninety (90) day period shall not result in automatic reinstatement to the Board. If a late dues payment is made after the ninety (90) day past-due period, an application in writing may be submitted to the Board requesting reinstatement. The Board of Directors has final discretion to consider the request. In the case of a Life Director, payment of all delinquent dues shall result in automatic reinstatement to the Board.

(C) Life Directors shall consist of those Members in good standing of the Association who:

(1) Have served at least ten (10) years on the Board of Directors (not necessarily consecutive); or

(2) Have served at least eight (8) years on the Board of Directors (not necessarily consecutive) and have received approval from at least two-thirds (2/3) of the Board of Directors;

(3) Have served as Association President; or

(4) Are Associate members who have served at least six (6) years on the Board of Directors (not necessarily consecutive) including service as (i) Council Chair; (ii) Associate Vice President; or (iii) Association Secretary and have received approval from at least two-thirds (2/3) of the Board of Directors.

(D) All elected Board members with less than four (4) years of service who are absent from three (3) Board meetings in a calendar year must submit reasons for the absences to the Board. If the reasons are not accepted by the Board, that year will not count in fulfilling the requirements for Life Director status. Said Director shall be deemed to have resigned from the Board after four (4) absences in any one calendar year. Any Life Director absent from three (3) Board meetings during a calendar year without reason shall be ineligible to vote for the remainder of that year.

Section 2. The President shall be the Chairperson of the Board of Directors.

Section 3. The Board shall elect 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.

Section 4. Meetings of the Board of Directors shall be held as follows:

(i) Regular meetings of the Board of Directors shall be held on the

third (3rd) Thursday of each month or such other time as the Board may direct.

- (ii) 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.
- (iii) Notice of the date, hour and place of all meetings shall be given to the Directors at least seven (7) days in advance.

Section 5. A simple majority vote shall decide an issue provided a quorum is present.

Section 6. The presence of ten (10) directors at a meeting shall constitute a quorum.

Section 7. In the event of a Board vacancy, the President may appoint a replacement to serve until the next schedule election.

## **ARTICLE VII ELECTIVE OFFICERS**

Section 1. The following Officers shall be elected by the Board and shall hold office for a term of one (1) year from the date of election or until their successors are elected and duly qualified. The elected officers shall consist of three Builders and two Associates as provided below:

- (A) A President, who shall be the chief elected officer of this Association and shall preside at its meetings and those of the Board of Directors and Executive Committee. The President shall appoint all committee members and shall perform all other duties usual to such office. The President shall be a Builder Member.
- (B) A Vice President, who shall act in all cases for and as the President in the latter's absence or incapacity, and shall perform such other duties as may be required to do from time to time. The Vice President shall be a Builder Member.
- (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 an annual report to the Board of Directors, which shall be available for inspection by all Association members, at the Association's main office. The Treasurer shall also serve as Chairperson of the Finance Committee. The Treasurer may be a Builder or Associate Member.
- (D) A Secretary, who shall be responsible for maintaining the Association's official record, including proceedings of the Board of Directors and Executive committee. The Secretary may be a Builder or an Associate Member.
- (E) An Associate Vice President, who shall be responsible for insuring that the needs

of Associate members are recognized and met by the Board of Directors. The Associate Vice President shall be an associate member.

- (F) The President and Executive Vice President shall act as spokespersons for the Association and shall be responsible for all public relations concerning the industry within Bucks and Montgomery Counties, although the president shall have the final decision in all matters related thereto. No other Member shall act as official spokesperson for the Association unless authorized by the President with the knowledge of the Executive Vice President.

Section 2. The following Administrative Officers and staff may be employed by the Board of Directors at such rate of compensation as it may deem fair and proper.

- (A) An Executive Vice President who shall serve as chief administrative officer of this Association. It shall be the duty of the Executive Vice President to keep a record of all the official proceedings of this Association and its Board of Directors, including the reports of special committees, to supervise the entire staff and perform such other duties as may be delegated by the Board of Directors. The rates of compensation shall be those that the Board may deem fair and proper, within the limit of the fiscal budget.
- (B) A General Counsel, who shall be an attorney-at-law, licensed to practice within the territorial jurisdiction of this Association and who shall advise the Officers, Directors, Executive Vice President and committees of this Association in legal matters.

Section 3. Vacancy procedure shall be as follows:

- (A) In the event of absence, disability, resignation, or death of the President, then the Vice President shall act as President of the Association. Should neither the President nor the Vice President be able to serve for any of the foregoing reasons, then the Treasurer 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 out 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 out the unexpired term.

## **ARTICLE VIII EXECUTIVE COMMITTEE**

Section 1. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Associate Vice President and Immediate Past President. The Executive Committee shall conduct the affairs of the Association in accordance with the constitution and By-Laws, policies and instructions from the Board of Directors. Said Committee shall be responsible for recommending for approval by

the Board, a budget for financing the Association and all matters of policy and public statement. The Committee shall meet upon the call of the President.

## **ARTICLE IX 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 one (1) 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 to these By-Laws.
- Section 3. The presence of twenty percent (20%) of the builder members in good standing at a meeting of the membership shall constitute a quorum.

## **ARTICLE X ELECTIONS**

- Section 1. Election procedure shall be as follows:
- (A) There shall be a Nominating Committee composed of the President, immediate Past President and three (3) members appointed by the President. Appointment shall be made and notice given to the Membership at least seven (7) days in advance of an election. The President shall designate the Chairperson of the Committee.
  - (B) The Committee shall solicit the Membership, consider recommendations, interview candidates and nominate at least one (1) candidate for each Director position vacated and 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.
  - (C) The Directors shall be elected at the Annual Meeting of the Membership. The Nominating Committee shall submit its report at such meeting. Additional nominations may be made from the floor.
  - (D) 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. If more than 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.

- (E) Immediately after the Directors are elected or within thirty (30) days thereafter the Directors shall elect the President, Vice President, Treasurer, Secretary and Associate Vice President from the among the elected Directors.

## **ARTICLE XI 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 Chairperson, Vice chairperson (if any) and members of all Committees of the Association shall be appointed by the President.
- Section 3. A President may, with the advice and consent of the Board of Directors, remove the Chairperson or members of any committee appointed pursuant to this Article.
- Section 4. Special committees may be appointed by the President, as the President may from time to time deem advisable.
- Section 5. Meetings of all committees shall be upon the call of the Chairperson 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 one-half (1/2) of the committee members at a meeting shall constitute a quorum.

## **ARTICLE XII FINANCES**

- Section 1. The fiscal year of this Association shall be the year commencing on the first day of January and terminating on the 31st 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 XIII  
RULES OF PROCEDURE**

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

**ARTICLE XIV  
AMENDMENTS**

Section 1. These By-Laws may be amended by a two-thirds (2/3) 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 be mailed to each member of the Board at least thirty (30) days in advance.