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**BYLAWS OF THE
SHEBOYGAN COUNTY
HOME BUILDERS ASSOCIATION, INC**

**ARTICLE I
Name, Location and Jurisdiction**

Section 1. Name. The name of the Association shall be the Sheboygan County Home Builders Association, Inc.

Section 2. Registered Office. The principal office of the Association shall be located in Sheboygan County at a place the Board of Directors may from time to time designate.

Section 3. Affiliation. The Association is and shall be an affiliated Association of the National Association of Home Builders and the Wisconsin Builders Association and shall abide by their respective Bylaws, as amended from time to time.

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

Section 5. Corporate Structure. The Association shall be operated as a 501(c)(6) corporation.

**ARTICLE II
Purpose**

Section 1. Purpose. The purpose of the Association to the extent permitted by law shall be:

- (A) To associate the members within the Association's jurisdiction for the purpose of mutual advantage and cooperation for the benefit of the building industry.
- (B) To collaborate with other entities related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (C) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Wisconsin Builders Association.

- 47 (D) To develop and maintain high ethical standards for Association
48 members, thereby encouraging the respect and confidence of the
49 public.
- 50
- 51 (E) To encourage equal opportunities for all people in accordance with
52 federal, state, and local laws.
- 53
- 54 (F) To promote and enforce a Code of Ethics for members of the
55 Association.
- 56
- 57 (G) To operate without profit. No part of the income of the
58 Association shall inure to the benefit of any individual member
59 except as expressly permitted pursuant to Article VI, Section 11.
- 60
- 61 (H) To raise public awareness and understanding of housing issues and
62 of economic, environmental, technical and regulatory
63 developments affecting the industry.
- 64
- 65 (I) To support laws and regulations which would enable members to
66 better serve their customers; to work for the elimination of laws
67 and regulations which impede the industry's ability to serve its
68 customers.
- 69
- 70 (J) To encourage research to develop new materials, new building
71 techniques, new building equipment and improved methods of
72 financing to the end that every purchaser may receive the greatest
73 value possible for every dollar.
- 74

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76 **ARTICLE III**
77 **Code of Ethics**
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79 Section 1. Ethics. The members of the Association shall be limited to those individuals
80 who shall subscribe to the following Code of Ethics:

- 81
- 82 (A) Members of the Home Builders Association believe and affirm
83 that:
- 84
- 85 (1) Home ownership can and should be within reach of every
86 American family.
- 87 (2) American homes should be well-designed, well-
88 constructed, and well located in attractive communities,
89 with education, recreational, religious and shopping
90 facilities accessible to all.
- 91

- 92 (3) American Homes should be built under the free enterprise
- 93 system
- 94
- 95 (B) To achieve these goals, we pledge allegiance to the following
- 96 principles and policies:
- 97
- 98 (1) Our paramount responsibility is to our customer, our
- 99 community and our country.
- 100 (2) Honesty is our guiding business policy.
- 101 (3) High standards of health, safety and sanitation shall be built
- 102 into every home.
- 103 (4) Members shall deal fairly with their respective employees,
- 104 subcontractors and suppliers.
- 105 (5) As members of a progressive industry, we encourage
- 106 research to develop new materials, new building
- 107 techniques, new building equipment and improved methods
- 108 of home financing, to the end that every home purchaser
- 109 may get the greatest value possible for every dollar.
- 110 (6) All sound legislative proposals affecting our industry and
- 111 the people we serve shall have our informed and vigorous
- 112 support.
- 113 (7) We hold inviolate the free enterprise system and the
- 114 American way of life. We pledge our support to our
- 115 associates, our local, state and national associations and all
- 116 related industries concerned with the preservation of
- 117 legitimate rights and freedoms.
- 118

119 Members assume the responsibilities of this Code of Ethics freely and solemnly and are
120 mindful that these responsibilities are a part of their obligation as members of the
121 Sheboygan County Home Builders Association.

122

123 Section 2. Enforcement. The Board of Directors shall be responsible for promoting
124 and enforcing the Code of Ethics. There shall be no right to appeal decisions of the
125 Board of Directors under this Article: however, those whose memberships are revoked
126 under this Article may re-apply for membership in accordance with the procedure set
127 forth in Article IV, Section 3(C).

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131 **ARTICLE IV**
132 **Membership**

133
134 Section 1. Classes of Members. The Association shall have the following classes of
135 members. The designation of such classes and the qualifications of the members of such
136 classes shall be as follows:

- 137
138 (A) Builder Member: Any firm which is in the business of
139 building or remodeling homes, apartments, schools, commercial,
140 industry, or other structures normally related and appurtenant to a
141 community, which adheres to the Code of Ethics of the
142 Association, shall be eligible to be a Builder member. Each
143 builder member shall designate one person to be its member of
144 record. The member of record shall act as the Builder member's
145 representative at all SCHBA meetings and functions. Builder
146 members may add additional members and representatives as
147 specified in Section C, below. The member of record shall be a
148 member of the National Association of Home Builders and the
149 Wisconsin Builders Association, and while in good standing shall
150 be entitled to the full benefits, services and privileges of
151 membership in the respective organizations. Builder members
152 must:
- 153 (1) Be actively building and/or remodeling housing units;
 - 154 (2) Have been in the building business, or trade, for at least
155 two years immediately prior to the date of application;
 - 156 (3) Have acted as general contractor for at least 5 housing or
157 commercial building units, or as general contractor for at
158 least 5 remodeling projects which must be from start to
159 completion and including multiple trades, within the last 5
160 years immediately prior to the date of application: and
161 (4) Provide proof of Dwelling Contractor Qualifier (DCQ)
162 requiring continuing education and Dwelling Contractor
163 (DC) certification requiring proof of financial responsibility
164 as well as expiration dates of same as required by the State
165 of Wisconsin Department of Commerce.
 - 166 (5) Have at all times conducted business in accordance with
167 the Association's Code of Ethics.
168
- 169
170 (B) Associate Member. Any firm, who is either engaged in a trade,
171 industry, or profession related to the building industry and not
172 inconsistent with the objectives of the Association or who is
173 interested in the advancement of the building industry, who
174 subscribes to the Code of Ethics of the Association, shall be
175 eligible to be an Associate Member. Each associate member shall
176 designate one person to be its member of record. The member of

177 record shall act as the associate member's representative at all
178 SCHBA meetings and functions. Associate members may add
179 additional members and representatives as specified in Section C,
180 below. The member of record of the associate member shall be a
181 member of the National Association of Home Builders and the
182 Wisconsin Builders Association, and while in good standing shall
183 be entitled to the full benefits, services and privileges of
184 membership in the respective Associations. An associate member
185 shall be registered with the Sheboygan County Home Builders
186 Association, the Wisconsin Builders Association, and the National
187 Association of Home Builders.

- 188
- 189 (C) Affiliate Member: A member firm may add multiple
190 representatives, employed by the same firm, to the membership in
191 the local association. The individual(s) shall not have association
192 voting rights and will not be eligible to hold office and/or board
193 positions. An affiliate member has the ability to serve and /or chair
194 a local association committee. The individuals shall be members of
195 the local association and a member of the Wisconsin Builders
196 Association and the National Association of Home Builders

197

198 Section 2. Application and Acceptance of Members.

- 199
- 200 (A) Applicants for membership shall apply in a form satisfactory to the
201 Board of Directors which contains information showing that the
202 applicant meets the requirements of the preceding Section 1. The
203 Board of Directors may elect, by majority vote, to deny
204 membership to applicants if the Board of Directors determines that
205 the applicant or its prospective member of record:
- 206
- 207 (1) Has failed to meet financial obligation to the Association;
 - 208 (2) Is in violation of the bylaws of the Association including
209 without limitation the Code of Ethics;
 - 210 (3) Is in violation of the rules, regulations, or policies of the
211 Association; and/or
 - 212 (4) Has an unsatisfactory credit history. Unsatisfactory credit
213 history shall be defined as unsatisfied civil judgments,
214 conduct constituting a violation of Section 779.01(5) of the
215 Wisconsin Statutes, or other delinquent, undisputed
216 monetary obligations related to either the applicant
217 company's business practices or those of the designated
218 member of record.
- 219
- 220 (B) The Board of Directors shall review at each meeting the list of
221 members requesting annual renewal of their membership in the
222 Association. The Board of Directors may, by majority vote,

223 decline to renew the membership of any member if the Board
224 determines that the member has failed to meet the membership
225 standards set forth in Section 2(A), above.

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227 Section 3. Suspension and Revocation of Membership

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229 (A) Members or applicants who violate these bylaws, including
230 without limitation the code of Ethics; who fail to adhere to any
231 rules, regulations or policies promulgated by the Association, or
232 who have delinquent Association-related obligations, dues or
233 assessments may be prohibited from participating in Association
234 events, renewing their membership, or joining the Association.

235

236 (B) The Board of Directors by a two-thirds vote may suspend or
237 revoke the membership of any member for:

238

- 239 (1) Failure to meet financial obligations to the Association
- 240 (2) Violating the bylaws of the Association
- 241 (3) Violating the rules, regulations, or policies of the
- 242 Association.

243

244 (C) A vote of at least two-thirds of the members of the Board of
245 Directors present shall be required to reinstate any membership
246 suspended or revoked under this Section. Those whose
247 memberships have been revoked may apply for reinstatement of
248 their memberships at any time after the second anniversary of the
249 date the membership was revoked. When considering these
250 applications, the Board of Directors will generally apply the
251 membership standards set forth in Section 2, above; provided,
252 however, that reinstatement of a previously revoked membership
253 shall be solely within the discretion of the Board of Directors.

254

255 Section 4. Meetings of the Membership

256

257 (A) An annual meeting of the membership of the Association shall be
258 held in May of each year for the express purpose of electing
259 members to fill expired terms of the elected members of the Board
260 of Directors. If for any reason the Board of Directors reschedules
261 the annual meeting, elections shall occur at the rescheduled
262 meeting.

263

264 (B) Regular meetings of the membership of the Association shall be
265 held at a time and place as the Board of Directors may designate.

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267 (C) Special meetings of the membership of the Association may be
268 called by the president, or, if requested in writing, by a majority of

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the members of the Board of Directors.

- (D) Notice shall be given of the date, hour, and place of all membership meetings to each member at least five days in advance.

ARTICLE V
Dues

Section 1. Initiation Fee. The initiation fee for new members and members reinstated after revocation shall be as designated by the Board of Directors.

Section 2. Dues. The dues of the Association shall be established by the Board of Directors and shall include those required for membership in the National Association of Home Builders and the Wisconsin Builders Association that the Association shall collect and remit in accordance with the requirements of the National and State Associations.

The Association shall have no obligation to refund dues or any portion of dues to any member whose membership terminates for any reason.

ARTICLE VI
Board of Directors

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295 Section 1. Composition. The Board of Directors shall be the governing body of the
296 Association. The Board of Directors shall consist of up to thirteen persons, including six
297 officers and up to seven directors.

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299 (A) Voting members. The voting members of the Board of
300 Directors shall be members-of-record in good standing
301 consisting of President, President Elect, First Vice President,
302 Secretary, Treasurer, Immediate Past President, and up to seven
303 members-of-record. Members of record in good standing shall
304 mean members of record representing Builder members or
305 Associate members whose obligations to the Association are
306 current and whose memberships are not suspended or revoked.
307 At its annual meeting, the Association shall elect new Directors
308 to fill the expired terms. Director's terms shall begin on October
309 1 of the year of their election.

310
311 (B) Directors. Members of record representing one Builder and
312 one Associate member shall be elected each year except every
313 third year when only a member of record of a Builder member
314 is elected if an odd number of directors exits. At any time it is
315 required that no less than three builder members sit on the board
316 including the position of First Vice President. The length of the
317 term is for three years unless it is to fill an unexpired term
318 which then will be for the remainder of the specific unexpired
319 term with the director selected to be of the same member
320 classification as the director being replaced.

321
322 Section 2. Chairperson. The Board of Directors member elected as President of the
323 Association per the procedure defined in Article VII. shall be the Chairperson of the
324 Board of Directors. Should the President be unavailable or unable to attend a meeting of
325 the Board of Directors, the President-Elect shall act as Chairperson for the duration of the
326 meeting

327
328 Section 3. Vacancies. Vacancies on the Board because of disability, death,
329 resignation, suspension, or revocation of membership shall be filled by appointment of
330 the Chairperson, subject to the concurrence of a majority of the Directors. Persons so
331 appointed will serve until the beginning of the new term of office following election of
332 new Directors at the next annual meeting of the Association.

333
334 Section 4. Term Limit. No Director may serve longer than three consecutive full
335 terms.

338 Section 5. National and State Directors. The Board of Directors shall nominate and
339 elect National and State Directors and alternate Directors to which the Association is
340 entitled under the provisions and conditions prescribed in the Bylaws of the National and
341 State Associations.

342
343 Section 6. Resignation and Removal. A Director may resign by written notice to
344 the Board of Directors, which resignation shall be effective upon its receipt by the
345 Executive Director or at such subsequent time as may be set forth in the notice. The
346 Board of Directors shall have the power but not the obligation to declare vacant the
347 position of any Director of the SCHBA Association who (a) has three or more unexcused
348 absences from the meetings of the Board of Directors in any fiscal year; Or (b) engages in
349 conduct which could result in revocation of membership pursuant to Article IV, Section 3
350 of these Bylaws. For purposes of this Section and Section 2 of Article VII, absences are
351 unexcused unless the Executive Director or the President has been notified of the absence
352 prior to the scheduled meeting. The President must notify the Executive Director and the
353 President-Elect.

354
355 Section 7. Authority. The Board of Directors shall have the power and authority
356 to conduct the business and affairs of the Association, adopt policies of the Association,
357 and adopt an annual budget following receipt and consideration of recommendations
358 from the Finance Committee. Any action of the Board of Directors within its powers
359 granted by the Bylaws of this Association and articles of incorporation shall be final and
360 shall not require the approval of the members of this Association in order to be valid.

361
362 Section 8. Meetings. Meetings of the Board of Directors shall be held as follows:

- 363
364 (A) Regular meetings of the Board of Directors shall be held monthly
365 at such date and time as the Board of Directors may designate.
366
367 (B) Special meetings of the Board of Directors may be called by the
368 President or upon the written request to the President by a majority
369 of the voting members of the Board of Directors.
370
371 (C) Notice of the date, hour and location of all regular Board of
372 Directors meeting shall be given to the Directors at least three days
373 in advance. Special meetings of the Board of Directors, may be
374 held without prior notice provided that (i) all members receive
375 actual notice of the meeting; (ii) a quorum is achieved, and (iii)
376 communication at the meeting:
377
378 (1) Is transmitted to each participating director and each
379 participating director is able to send messages to all other
380 participating directors, or
381
382

383 (2) Allows all participating directors may simultaneously hear
384 or otherwise communicate with each other during the
385 meeting.

386
387 (D) The presence of a majority of the Directors at a meeting shall
388 constitute a quorum. If a quorum is not achieved, the members
389 participating may adjourn the meeting to another place and time,
390 with notice to all directors, until a quorum is attained.

391
392 (E) A majority vote shall decide an issue provided a quorum is
393 attained.

394
395 (F) Robert's Rules of Order current edition shall govern the
396 parliamentary procedure of the meetings of the Board of Directors
397 in all cases in which they are not inconsistent with these bylaws.

398

399 Section 9. Minutes. The Secretary or Chairpersons' designee shall take and
400 keep the minutes of all Board of Directors' meetings.

401

402 Section 10. Conflict of Interest. The Board of Directors may approve a contract or
403 other transaction between the Association and one or more of its Directors (or any other
404 corporation, firm, association, or entity in which one or more of its directors are directors
405 or officers or has a material financial interest), if:

406

407 (A) The fact of such relationship or interest is disclosed or known to
408 the Board of Directors or committee which authorizes, approves or
409 ratifies the contract or transaction by a vote or consent sufficient
410 for the purpose without counting the votes or consents of such
411 interested directors; and

412

413 (B) The contract or transition is fair and reasonable to the Association.

414

415 Common or interested directors may be counted in determining the presence of a quorum
416 at a meeting of the Board of Directors or a committee thereof which authorizes, approves
417 or ratifies such contract or transaction.

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ARTICLE VII
Officers

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425 Section 1. Officers of the Association. The following Officers shall be
426 elected by and from the members of record present at the annual meeting of the
427 Membership and shall hold office as designated below from assumption of office on
428 October 1, following their election or until their successors are elected and duly
429 qualified.

430
431 (A) **PRESIDENT:** The President shall be a Builder or Associate
432 member-of-record of the Association. The President shall be the
433 chief officer of the Association and shall preside at its meetings
434 and those of the Board of Directors. The President shall be the
435 official spokesperson of the Association in matters of public
436 policy. The President shall appoint all committees and shall be an
437 ex-officio member of all entities of the Association, including but
438 not limited to committees, task forces, councils, subcommittees,
439 etc., and shall perform all other duties usual to such office. A
440 member-of-record of a Builder or Associate member may serve as
441 President for more than one term, but these terms may not be
442 consecutive. No more than three associate members may serve
443 consecutively. Each fourth year, at a minimum, the president shall
444 be a Builder member of record. The President shall succeed to the
445 office of Immediate Past President.

446
447 (B) **PRESIDENT-ELECT:** The President-Elect shall be a Builder or
448 Associate member-of-record of the Association. The President-
449 Elect shall perform such duties as are assigned by the President
450 and in the absence of the President, or upon direction of the
451 majority of the Board of Directors, shall perform all the duties of
452 the President. The President-Elect shall succeed to the office of
453 President, unless unwilling or unable to serve.

454
455 (C) **FIRST VICE PRESIDENT:** The First Vice President shall be a
456 Builder member-of-record of the association. The First Vice
457 President shall perform such duties as are assigned by the President
458 and in the absence of the President and President Elect or upon the
459 direction of the majority of the Board of Directors, shall perform
460 all the duties of the President. The First Vice President shall serve
461 a three year term and shall be elected on alternating years with the
462 Treasurer and Secretary.

463
464 (C) **TREASURER:** The Treasurer may be either a Builder member-of-
465 record or an Associate member-of-record. The Treasurer shall be
466 responsible to the Association for an accounting of all money
467 collected and disbursed by the Association, shall render a monthly

468 report to the Board of Directors, shall make available the annual
469 report to any member-of-record upon request, and, upon direction
470 of the President, may perform other duties appropriate to this
471 office. The Treasurer shall serve a three year term and shall be
472 elected alternating years with the First Vice President and the
473 Secretary.
474

475 (D) SECRETARY: The Secretary may be either a Builder member of
476 record or Associate member of record. The Secretary shall ensure
477 that the Association keep at its registered office, correct and
478 complete copies of its articles and bylaws, accounting records and
479 minutes of meetings of the membership, of committees, and the
480 Board of Directors, which shall be available for review by any
481 member-of-record during the Association's regular business hours.
482 Upon direction of the President, the Secretary may perform other
483 duties appropriate to this office. The Secretary shall serve a three
484 year term and shall be elected alternating years with the First Vice
485 President and Treasurer.
486

487 (E) IMMEDIATE PAST PRESIDENT: The President shall remain on
488 the board and serve as an officer of the association for one year
489 immediately following his/her term in the capacity of Past
490 President. The Immediate Past President may perform other duties
491 as directed by the President or are appropriate for this office.
492

493 Section 2. Meeting Attendance: The President, President-Elect, Secretary and
494 Treasurer, will attend the monthly meetings of the Board of Directors and the monthly
495 meetings of the SCHBA. The Board of Directors shall have the power but not the
496 obligation to remove from office any Officer of the Association who: (a) has three or
497 more unexcused absences per fiscal year from the meetings of the Executive Committee
498 or the Board of Directors; or (b) has two or more unexcused absences per year from the
499 general meetings of the Association; or (c) engages in conduct which could result in
500 suspension or revocation of membership pursuant to Article VII, Section 3 of these
501 Bylaws, regardless of whether the membership of such Officer is in fact suspended or
502 revoked.
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504 Section 3. Succession of Office. In the event of the absence, disability, resignation,
505 removal from office, suspension, or revocation of membership or death of the President,
506 the President-Elect shall act as President of the Association. Should neither the President
507 nor the president-elect be able to serve for any of the foregoing reasons, then the First
508 Vice President shall act as President. If the First Vice President should be unable to serve
509 for any foregoing reasons, the Treasurer shall act as President. If the Treasurer should be
510 unable to serve for any of the foregoing reasons, then the Secretary shall serve as
511 President. Succession in the event of the absence, disability, resignation, removal from
512 office, suspension, or revocation of membership or death of the President shall be
513 effective only until such time as the Board of Directors designates from among the voting

514 members of the Board of Directors a President to fill the unexpired term. In the event of
515 a vacancy in any office other than in the office of the President, the Board of Directors
516 shall name from among its voting members a successor to fill the unexpired term.

517

518 Section 4. Resignation. An officer of the Association may resign by written notice
519 to the Board of Directors, which resignation shall be effective upon its receipt by the
520 Executive Director or at a subsequent time as set forth in the notice.

521

522 Section 5. Term Limit. No First Vice President, Treasurer, or Secretary may serve
523 longer than three consecutive full terms.

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525 Section 6. Officer Endorsement: No officer of the Association shall sign or endorse
526 any note, contract, or obligation without express approval of the Board of Directors.

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ARTICLE VIII Executive Committee

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532 Section 1. Composition. There shall be an Executive Committee of the Association
533 whose voting members shall be composed of the President, who shall be the Chairperson,
534 President-Elect, First Vice President, Secretary, Treasurer, and immediate Past President.
535 The Executive Director shall serve as a nonvoting member of the Executive Committee
536 as defined in Article XV.

537

538 Section 2. Authority. As deemed necessary by the President, The Executive
539 Committee shall, between meetings of the Board of Directors, conduct the affairs of the
540 Association in accordance with these bylaws and the policies adopted by the Board of
541 Directors.

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543 Section 3. Meetings and Quorum. This Executive Committee shall meet upon
544 the call of the President, the Board of Directors, or at least three of the Executive
545 Committee members. Four voting members shall constitute a quorum.

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ARTICLE IX Election of the Board of Directors

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551 Section 1. Election of Board of Directors.

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(A) Nominating Committee.

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(1) Structure. There shall be a Nominating Committee
whose task shall be to make recommendation to the
Board of Directors for candidates to be included on
the ballot for elected Board of Director positions.

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The Nominating Committee shall consist of

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members as follows: President Elect, a voting member of the Board of Directors, a Past President not currently sitting on the Board, and a member-at-large. The President shall appoint the member-at-large. All appointees shall be the member-of-record. The President-Elect shall be the Chairperson of the Nominating Committee.

(2) **Function.** The Nominating Committee shall nominate candidates for each elected Directorship to be filled. Names of candidates selected by the Nominating Committee shall be submitted as recommendations to the Board of Directors at the April Board meeting. Members-of-record shall be notified of the nominees prior to the election.

(B) **Eligible candidates.** Eligible candidates for elected positions on the Board of Directors are limited to members-of-record selected by the Nominating Committee and approved by the Board of Directors and members-of-record whose nominations and acceptance of nominations take place at the annual meeting of the membership at which the election is held.

(C) **Time of election.** Officers and Directors shall be elected at the annual meeting of the membership of the Association provided the meeting achieves the quorum requirements set forth in this Section.

(D) **Quorum.** A quorum is necessary for the election of members of the Board of Directors'. Such quorum shall consist of at least ten percent the members-of-record. A member-of-record may authorize a proxy to vote on his behalf. A proxy must bring with him a written document signed by the member-of-record indicating authorization to cast a proxy vote.

(E) **Tellers.** The president shall appoint members-of-record of the Association to serve as tellers to count ballots cast.

(F) **Voting.** Each individual member-of-record or his proxy is allowed to cast one ballot. Nominees receiving the highest number of votes for the vacancies existing shall be declared elected. In the case of a tie vote between or among candidate and when breaking the tie would impact the outcome of the election, there shall immediately be a run-off vote by secret ballot, with the candidate(s) obtaining the highest number of the votes being declared elected.

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ARTICLE X
Committees

Section 1. Committees.

- (A) The President, with the advice and consent of the Board of Directors, shall, prior to taking office, appoint Chairpersons to the following Standing Committees of the Association except as may otherwise be specifically provided for in these Bylaws: Awards Education, Finance, Government Affairs, Home Expo, Membership/ Member Services, Nominating, Parade of Homes, Public Relations, Special Events, Strategic Planning.
- (B) The Chairperson of each Standing Committee noted in Item A above must be a member-of-record. The Chairperson of each committee of the Association shall be appointed by the President except as otherwise specifically provided in these Bylaws. A Vice-Chair of any committees of the Association may be appointed by the President-Elect.
- (C) The President may, with the advice and consent of the Board of Directors, remove and replace the Chairperson of any committee appointed pursuant to this Article.
- (D) Ad-hoc entities, such as committees, task forces, special subcommittees, etc., may be appointed by the President as may from time to time be deemed advisable.
- (E) Persons who are not members-of-record may be appointed to serve as members of committees, task forces, subcommittees, etc.
- (F) Meetings of all committees shall be upon the call of the Chairperson with the approval of the President.
- (G) The presence of one-half of the committee members at a meeting shall constitute a quorum.
- (H) A simple majority vote in the committee shall decide an issue provided a quorum is present. If a quorum is not present, the meeting may proceed; however, any items which are approved by consensus at the meeting must be approved by the President prior to their implementation.

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653 **ARTICLE XI**
654 **Finance**

655
656 Section 1. Fiscal Year. The fiscal year of the Association shall be the year
657 commencing on the first day of October and terminating on the last day of September.

658
659 Section 2. Audit. There shall be an annual audit of the finances of this
660 Association by the Finance Committee, and this audit shall be submitted to the Board of
661 Directors.

662
663 Section 3. Finance Committee. The Finance Committee shall consist of the
664 Treasurer serving as the chairperson, President-Elect, the Executive Director, and
665 member at large as appointed by the President.

666
667 Section 4. Budget. Each committee shall be given the opportunity to submit a
668 proposed committee budget to the Finance Committee for consideration each fiscal year;
669 in turn, the Finance Committee shall make a recommendation to the Board of Directors
670 regarding the budget. The Board of Directors shall adopt a budget for each fiscal year,
671 and the Association shall function within the guidelines of such budget. All committees
672 must submit a budget, subject to the approval of the Board of Directors, if any income or
673 expenditures are to occur within the committee. Any expenditure in excess of an
674 approved budget must be authorized by the Board of Directors.

675
676 Section 5. Depository. Dues and other moneys collected by the Association
677 shall be placed in a depository selected by the Board of Directors.

678
679 Section 6. Checks. The following persons, and any others as may from
680 time to time be authorized by resolution of the Board of Directors, shall individually have
681 authority to sign all checks for and on behalf of the Association an its committees;
682 President, Treasurer, Executive Director.

683
684 Section 7. Execution of Contracts. The President, the Executive Director, or
685 any officer of the Association duly authorized by resolution of the board of directors to
686 act for it in a specific instance, may execute contracts on behalf of the Association. The
687 Board of Directors may also by resolution authorize any officer or agent of the
688 Association, in addition to the persons authorized by these bylaws, to enter into any
689 contract or execute and deliver any instrument in the name of and on behalf of the
690 Association, and such authority may be general or limited to specific instances.

691
692 Section 8. Reserve Funds. The Board of Directors may by a two-thirds vote
693 authorize the creation of reserve funds for the future operation of the Association. Such
694 funds may be used for such purposes as may be authorized by a two-thirds vote of the
695 Board of Directors.

698 Section 9. Bonding/Insurance. By a two-thirds majority vote the Board of
699 Directors may furnish a bond of insurance at the expense of the Association in such
700 amount as the Board of Directors shall determine for the Treasurer and other officers or
701 members of the staff authorized by the Board of Directors to handle the funds of the
702 Association.

703

704 Section 10. Dissolution. In the event of the dissolution of the Association, the assets
705 of the Association shall, after appropriate provision for debts and liabilities of the
706 Association be distributed in any liquidation proceeding to a corporation, trust or
707 Association which is not organized for profit and is exempt from federal income taxation
708 under the Internal Revenue laws applicable at the time of such dissolution.

709

710

711

ARTICLE XII Policies & Procedures

712

713

714 Section 1. All committee rules, operations and expenditures shall be subject to the
715 approval of the Board of Directors.

716

717 Section 2. Unless provided for elsewhere in these Bylaws, the Board of Directors
718 shall establish a policies and procedures governing the standard operations of the
719 Association. The Executive Director shall maintain and update a policy and procedure
720 manual on a regular basis.

721

722

723

ARTICLE XIII Rules of Procedure

724

725

726 Roberts' Rules of Order current edition shall govern the parliamentary procedure of all
727 meetings of the Association provided for in these bylaws in all cases in which they are
728 not inconsistent with these bylaws.

729

730

731

ARTICLE XIV Amendments

732

733

734 Section 1. Proposal Initiation. An amendment to the Bylaws may be initiated by
735 the Board of Directors or by any member-of-record. Any member-of-record wishing to
736 introduce an amendment to these bylaws shall prepare and deliver the specific language
737 of the proposed amendment to the Executive Director along with a petition for
738 consideration of the amendment signed by at least ten percent of the members-of-record.
739 The Executive Director will refer the issue to the Board of Directors for review.
740 Following review by the Board of Directors, the proposed amendment shall be scheduled
741 for a membership vote as defined in Section 2, below. If an amendment is proposed by
742 the Board of Directors, the petition requirement shall be waived.

743

744 Section 2. Voting. Amendments must be approved by a vote of the
745 membership at a meeting noticed to the members-of-record not less than ten days prior to
746 the scheduled vote. At a meeting at which a bylaws amendment vote is to be taken, a
747 quorum of ten percent to the members-of-record is necessary. Provided a quorum is
748 present, the proposed bylaw amendment(s) may be accepted or rejected with a majority
749 vote of members-of-record present.

750

751

752

ARTICLE XV
Administrative Office

753

754

755 Section 1. Executive Director. An Executive Director may be employed by the
756 Association at such rate of compensation and other terms of employment as the
757 Executive Committee deem fair and proper, with final approval by the Board of
758 Directors.

759

760 Section 2. Duties. The Executive Director shall serve as the Chief
761 Administrative Officer of the Association. The Executive Director shall perform the
762 duties and responsibilities delegated by the Board of Directors and all other such
763 functions usual to such office. The Executive Director or his or her designated staff
764 member is authorized to attend all meetings of standing or ad-hoc committees, task
765 forces, subcommittees, councils, or other bodies of the Association, as well as meetings
766 of the Board of Directors except when the Board of Directors convenes in Executive
767 Session. In addition, the Executive Director shall serve as a nonvoting member of the
768 Executive Committee, except when the Executive Committee convenes in Executive
769 Session.

770

771 Section 3. Staffing. The Executive Director shall be empowered to employ and
772 supervise an adequate staff to carry on the business of the Association as instructed by
773 the Board of Directors, at such rates of compensation and other terms of employment as
774 the Executive Committee may deem fair and proper, within the limitations of the fiscal
775 budget.

776

777 Section 4. Evaluation. An annual written evaluation of the Executive Director
778 shall be performed by the Executive Committee.

779

780

781

782 **ARTICLE XVI**
783 **Membership Identification**

784
785 Section 1. Membership Verification. Subject to the provisions of Article IV,
786 Section 2(c), regarding membership renewal, Each member shall receive a verification of
787 membership annually upon the payment of dues for the current year in such form as the
788 Board of Directors shall prescribe.

789
790 Section 2. Use of Logos. The Association and members of the Association may use
791 the official logo of the National Association of Home Builders, the Wisconsin Builders
792 Association and the Sheboygan County Home Builders Association.

793
794
795 **ARTICLE XVII**
796 **Notices**

797
798 Section 1. Notices. Members-of-record of the Association shall furnish the
799 Executive Director with their official business, telephone and facsimile number, and
800 electronic mail address, if any. Notice to the last known official address, telephone,
801 facsimile number or electronic mail address shall be deemed service of such notice or
802 notices upon them as of the date of the notice. No failure of any member to receive such
803 notice shall invalidate such meetings, or any proceedings thereat.

804
805
806
807 **ARTICLE XVIII**
808 **Indemnification**

809
810 Section 1. Scope. In addition to any other rights to which any such person
811 may be entitled by contract or otherwise under law, the Association shall indemnify,
812 defend and save harmless any person, his heirs, executors and administrators, against any
813 cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty,
814 judgment and liability reasonably incurred by or imposed upon such person in connection
815 with any action, suit or proceeding, civil or criminal, to which such person may be made
816 a party or with which such a person shall be threatened, by reason of such person's being
817 or having been a Director, Officer, Employee of the Association, unless with respect to
818 any matter such person shall have been adjudicated in any proceeding to be liable for
819 gross negligence or willful misconduct in the performance of such person's duties as
820 such.

821
822 Section 2. Directors and Officers Insurance. The Association shall maintain
823 Directors and Officers insurance in an amount as determined annually by the Board of
824 Directors.

828 **An excused absence is acquired by either calling or sending a letter to the Executive*
829 *Director or President prior to the scheduled meeting. In the case of the President, they*
830 *must notify the President Elect.*

831

832 ***If the masculine gender is used it shall be interpreted to include the feminine gender*

833

834 *SCHBA Bylaws*

835 *Original Approved* *May 1977*

836 *Original Amended* *September 1993*

837 *Original Amended* *September 1994*

838 *Current Approved* *May 1996 - effective July 1, 1996*

839 *Reprint & Renumber Lines* *April 2000*

840 *Affiliate Member Amendment* *March 2001*

841 *Rewritten Bylaws presented* *June 2003*

842 *Rewritten Bylaw approved by Board* *July 2003- effective August 1, 2003*

843 *Amendments approved by Board* *May 2008*

844 *Member class changes approved by board* *April 2010*

845 *President & Director member class changed* *January 2014*

846 *Builder Member Requirements changed* *May 2014*

847

848

849