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

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**ARTICLE I
Name, Location and Jurisdiction**

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

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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.

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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.

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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.

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

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**ARTICLE II
Purpose**

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

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- (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.

- 46 (D) To develop and maintain high ethical standards for Association
47 members, thereby encouraging the respect and confidence of the
48 public.
- 49
- 50 (E) To encourage equal opportunities for all people in accordance with
51 federal, state, and local laws.
- 52
- 53 (F) To promote and enforce a Code of Ethics for members of the
54 Association.
- 55
- 56 (G) To operate without profit. No part of the income of the
57 Association shall inure to the benefit of any individual member
58 except as expressly permitted pursuant to Article VI, Section 11.
- 59
- 60 (H) To raise public awareness and understanding of housing issues and
61 of economic, environmental, technical and regulatory
62 developments affecting the industry.
- 63
- 64 (I) To support laws and regulations which would enable members to
65 better serve their customers; to work for the elimination of laws
66 and regulations which impede the industry's ability to serve its
67 customers.
- 68
- 69 (J) To encourage research to develop new materials, new building
70 techniques, new building equipment and improved methods of
71 financing to the end that every purchaser may receive the greatest
72 value possible for every dollar.
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75 **ARTICLE III**
76 **Code of Ethics**
77

78 Section 1. Ethics. The members of the Association shall be limited to those individuals
79 who shall subscribe to the following Code of Ethics:

- 80
- 81 (A) Members of the Home Builders Association believe and affirm
82 that:
 - 83
 - 84 (1) Home ownership can and should be within reach of every
85 American family.
 - 86 (2) American homes should be well-designed, well-
87 constructed, and well located in attractive communities,
88 with education, recreational, religious and shopping
89 facilities accessible to all.

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

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

120

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

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128 **ARTICLE IV**
129 **Membership**

130
131 Section 1. Classes of Members. The Association shall have the following classes of
132 members. The designation of such classes and the qualifications of the members of such
133 classes shall be as follows:

134
135 (A) Builder Member: Any firm which is in the business of
136 building or remodeling homes, apartments, schools, commercial,
137 industry, or other structures normally related and appurtenant to a
138 community, which adheres to the Code of Ethics of the
139 Association, shall be eligible to be a Builder member. Each
140 builder member shall designate one person to be its member of
141 record. The member of record shall act as the Builder member's
142 representative at all SCHBA meetings and functions. Builder
143 members may add additional members and representatives as
144 specified in Sections C and E, below. The member of record shall
145 be a member of the National Association of Home Builders and the
146 Wisconsin Builders Association, and while in good standing shall
147 be entitled to the full benefits, services and privileges of
148 membership in the respective organizations. Builder members
149 must:

- 150
151 (1) Be actively building and/or remodeling housing units;
152 (2) Have been in the building business, or trade, for at least
153 two years immediately prior to the date of application;
154 (3) Have acted as general contractor for at least 5 housing or
155 commercial building units, or as general contractor for at
156 least 5 remodeling projects which must be from excavation
157 to completion and including multiple trades, within the last
158 5 years immediately prior to the date of application: and
159 (4) Provide proof of current contractor certification as required
160 by the State of Wisconsin.
161 (5) Have at all times conducted business in accordance with
162 the Association's Code of Ethics.

163
164 (B) Associate Member. Any firm, who is either engaged in a trade,
165 industry, or profession related to the building industry and not
166 inconsistent with the objectives of the Association or who is
167 interested in the advancement of the building industry, who
168 subscribes to the Code of Ethics of the Association, shall be
169 eligible to be an Associate Member. Each associate member shall
170 designate one person to be its member of record. The member of
171 record shall act as the associate member's representative at all
172 SCHBA meetings and functions. Associate members may add
173 additional members and representatives as specified in Sections C

174 and E, below. The member of record of the associate member
175 shall be a member of the National Association of Home Builders
176 and the Wisconsin Builders Association, and while in good
177 standing shall be entitled to the full benefits, services and
178 privileges of membership in the respective Associations. An
179 associate member shall be registered with the Sheboygan County
180 Home Builders Association, the Wisconsin Builders Association,
181 and the National Association of Home Builders

182
183 (C) Dual Member. A member firm may add a second
184 representative, employed by that same firm, to membership in the
185 local association and that person shall individually hold full local
186 rights and privileges of membership but will not be a member of
187 the Wisconsin Builders Association and the National Association
188 of Home Builders and will be classified as Builder or Associate
189 based on the member firm classification.

190
191 (D) Honorary Member. Any individual who is no longer engaged in
192 the activities of the other membership categories may be elected by
193 a two-thirds vote of the Board of Directors to be an Honorary
194 Member. An Honorary Member shall individually hold full local
195 rights and privileges of membership, with the exception of holding
196 offices or board positions, and shall not be a member of the
197 Wisconsin Builders Association or the National Association of
198 Home Builders.

199
200 (E) Affiliate Member: A member firm may add multiple
201 representatives, employed by the same firm, to the membership in
202 the local association only after the Dual Member position has also
203 been filled. The individual(s) shall not have association voting
204 rights and will not be eligible to hold officer and/or board
205 positions. The individuals shall be members of the local
206 association only and will not be a member of the Wisconsin
207 Builders Association or the National Association of Home Builders
208

209 Section 2. Application and Acceptance of Members.

210
211 (A) Applicants for membership shall apply in a form satisfactory to the
212 Board of Directors which contains information showing that the
213 applicant meets the requirements of the preceding Section 1. The
214 Board of Directors may elect, by majority vote, to deny
215 membership to applicants if the Board of Directors determines that
216 the applicant or its prospective member of record:

- 217
218 (1) Has failed to meet financial obligation to the Association;
219 (2) Is in violation of the bylaws of the Association including

- 220 without limitation the Code of Ethics;
221 (3) Is in violation of the rules, regulations, or policies of the
222 Association; and/or
223 (4) Has an unsatisfactory credit history. Unsatisfactory credit
224 history shall be defined as unsatisfied civil judgments,
225 conduct constituting a violation of Section 779.01(5) of the
226 Wisconsin Statutes, or other delinquent, undisputed
227 monetary obligations related to either the applicant
228 company's business practices or those of the designated
229 member of record.

230
231 (B) The Board of Directors shall review at each meeting the list of
232 members requesting annual renewal of their membership in the
233 Association. The Board of Directors may, by majority vote,
234 decline to renew the membership of any member if the Board
235 determines that the member has failed to meet the membership
236 standards set forth in Section 2(A), above.
237

238 Section 3. Suspension and Revocation of Membership

239
240 (A) Members or applicants who violate these bylaws, including
241 without limitation the code of Ethics; who fail to adhere to any
242 rules, regulations or policies promulgated by the Association, or
243 who have delinquent Association-related obligations, dues or
244 assessments may be prohibited from participating in Association
245 events, renewing their membership, or joining the Association.
246

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

- 249
250 (1) Failure to meet financial obligations to the Association
251 (2) Violating the bylaws of the Association
252 (3) Violating the rules, regulations, or policies of the
253 Association.
254

255 (C) A vote of at least two-thirds of the members of the Board of
256 Directors present shall be required to reinstate any membership
257 suspended or revoked under this Section. Those whose
258 memberships have been revoked may apply for reinstatement of
259 their memberships at any time after the second anniversary of the
260 date the membership was revoked. When considering these
261 applications, the Board of Directors will generally apply the
262 membership standards set forth in Section 2, above; provided,
263 however, that reinstatement of a previously revoked membership
264 shall be solely within the discretion of the Board of Directors.
265

266 Section 4. Meetings of the Membership

267

268 (A) An annual meeting of the membership of the Association shall be
269 held in May of each year for the express purpose of electing
270 members to fill expired terms of the elected members of the Board
271 of Directors. If for any reason the Board of Directors reschedules
272 the annual meeting, elections shall occur at the rescheduled
273 meeting.

274

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

277

278 (C) Special meetings of the membership of the Association may be
279 called by the president, or, if requested in writing, by a majority of
280 the members of the Board of Directors.

281

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

285

286

287 **ARTICLE V**

288 **Dues**

289

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

292

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

297

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

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ARTICLE VI
Board of Directors

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304
305 Section 1. Composition. The Board of Directors shall be the governing body of the
306 Association. The Board of Directors shall consist of up to thirteen persons, including five
307 officers and up to eight directors.

308
309 (A) Voting members. The voting members of the Board of
310 Directors shall be members-of-record in good standing
311 consisting of President, President Elect, Secretary, Treasurer,
312 Immediate Past President, and up to eight members-of-record.
313 Members of record in good standing shall mean members of
314 record representing Builder members or Associate members
315 whose obligations to the Association are current and whose
316 memberships are not suspended or revoked. At its annual
317 meeting, the Association shall elect new Directors to fill the
318 expired terms. Director's terms shall begin on October 1 of the
319 year of their election.

320
321 (B) Directors. Members of record representing one Builder and
322 one Associate member shall be elected each year except every
323 third year when only a member of record of a Builder member
324 is elected if an odd number of directors exits. The length of the
325 term is for three years unless it is to fill an unexpired term
326 which then will be for the remainder of the specific unexpired
327 term with the director selected to be of the same member
328 classification as the director being replaced.

329
330 Section 2. Chairperson. The Board of Directors member elected as President of the
331 Association per the procedure defined in Article VII. shall be the Chairperson of the
332 Board of Directors. Should the President be unavailable or unable to attend a meeting of
333 the Board of Directors, the President-Elect shall act as Chairperson for the duration of the
334 meeting

335
336 Section 3. Vacancies. Vacancies on the Board because of disability, death,
337 resignation, suspension, or revocation of membership shall be filled by appointment of
338 the Chairperson, subject to the concurrence of a majority of the Directors. Persons so
339 appointed will serve until the beginning of the new term of office following election of
340 new Directors at the next annual meeting of the Association.

341
342 Section 4. Term Limit. No Director may serve longer than three consecutive full
343 terms.

345 Section 5. National and State Directors. The Board of Directors shall nominate and
346 elect National and State Directors and alternate Directors to which the Association is
347 entitled under the provisions and conditions prescribed in the Bylaws of the National and
348 State Associations.

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

361
362 Section 7. Authority. The Board of Directors shall have the power and authority
363 to conduct the business and affairs of the Association, adopt policies of the Association,
364 and adopt an annual budget following receipt and consideration of recommendations
365 from the Finance Committee. Any action of the Board of Directors within its powers
366 granted by the Bylaws of this Association and articles of incorporation shall be final and
367 shall not require the approval of the members of this Association in order to be valid.

368
369 Section 8. Meetings. Meetings of the Board of Directors shall be held as follows:

- 370
371 (A) Regular meetings of the Board of Directors shall be held monthly
372 at such date and time as the Board of Directors may designate.
373
374 (B) Special meetings of the Board of Directors may be called by the
375 President or upon the written request to the President by a majority
376 of the voting members of the Board of Directors.
377
378 (C) Notice of the date, hour and location of all regular Board of
379 Directors meeting shall be given to the Directors at least three days
380 in advance. Special meetings of the Board of Directors, may be
381 held without prior notice provided that (i) all members receive
382 actual notice of the meeting; (ii) a quorum is achieved, and (iii)
383 communication at the meeting:
384
385 (1) Is transmitted to each participating director and each
386 participating director is able to send messages to all other
387 participating directors, or
388

389 (2) Allows all participating directors may simultaneously hear
390 or otherwise communicate with each other during the
391 meeting.

392
393 (D) The presence of a majority of the Directors at a meeting shall
394 constitute a quorum. If a quorum is not achieved, the members
395 participating may adjourn the meeting to another place and time,
396 with notice to all directors, until a quorum is attained.

397
398 (E) A majority vote shall decide an issue provided a quorum is
399 attained.

400
401 (F) Robert's Rules of Order current edition shall govern the
402 parliamentary procedure of the meetings of the Board of Directors
403 in all cases in which they are not inconsistent with these bylaws.
404

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

407
408 Section 10. Conflict of Interest. The Board of Directors may approve a contract or
409 other transaction between the Association and one or more of its Directors (or any other
410 corporation, firm, association, or entity in which one or more of its directors are directors
411 or officers or has a material financial interest), if:

412
413 (A) The fact of such relationship or interest is disclosed or known to
414 the Board of Directors or committee which authorizes, approves or
415 ratifies the contract or transaction by a vote or consent sufficient
416 for the purpose without counting the votes or consents of such
417 interested directors; and

418
419 (B) The contract or transition is fair and reasonable to the Association.
420

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

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ARTICLE VII
Officers

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Section 1. Officers of the Association. The following Officers shall be elected by and from the members of record present at the annual meeting of the Membership and shall hold office for a term of one year from assumption of office on October 1, following their election or until their successors are elected and duly qualified.

- (A) **PRESIDENT:** The President shall be a Builder or Associate member-of-record of the Association. The President shall be the chief officer of the Association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesperson of the Association in matters of public policy. The President shall appoint all committees and shall be an ex-officio member of all entities of the Association, including but not limited to committees, task forces, councils, subcommittees, etc., and shall perform all other duties usual to such office. A member-of-record of a Builder or Associate member may serve as President for more than one term, but these terms may not be consecutive. An Associate member-of-record may become President only if the President Elect is a Builder member.
- (B) **PRESIDENT-ELECT:** The President-Elect shall be a Builder or Associate member-of-record of the Association. The President-Elect shall perform such duties as are assigned by the President and in the absence of the President, or upon direction of the majority of the Board of Directors, shall perform all the duties of the President. The President-Elect shall succeed to the office of President, unless unwilling or unable to serve.
- (C) **TREASURER:** The Treasurer may be either a Builder member-of-record or an Associate member-of-record. The Treasurer shall be responsible to the Association for an accounting of all money collected and disbursed by the Association, shall render a monthly report to the Board of Directors, shall make available the annual report to any member-of-record upon request, and, upon direction of the President, may perform other duties appropriate to this office.
- (D) **SECRETARY:** The Secretary may be either a Builder member of record or Associate member of record. The Secretary shall ensure that the Association keep at its registered office, correct and complete copies of its articles and bylaws, accounting records and minutes of meetings of the membership, of committees, and the Board of Directors, which shall be available for review by any

473 member-of-record during the Association's regular business hours.
474 Upon direction of the President, the Secretary may perform other
475 duties appropriate to this office.
476

477 Section 2. Meeting Attendance: The President, President-Elect, Secretary and
478 Treasurer, will attend the monthly meetings of the Board of Directors and the monthly
479 meetings of the SCHBA. The Board of Directors shall have the power but not the
480 obligation to remove from office any Officer of the Association who: (a) has three or
481 more unexcused absences per fiscal year from the meetings of the Executive Committee
482 or the Board of Directors; or (b) has two or more unexcused absences per year from the
483 general meetings of the Association; or (c) engages in conduct which could result in
484 suspension or revocation of membership pursuant to Article VII, Section 3 of these
485 Bylaws, regardless of whether the membership of such Officer is in fact suspended or
486 revoked.
487

488 Section 3. Succession of Office. In the event of the absence, disability, resignation,
489 removal from office, suspension, or revocation of membership or death of the President,
490 the President-Elect shall act as President of the Association. Should neither the President
491 nor the president-elect be able to serve for any of the foregoing reasons, then the
492 Treasurer shall act as President. If the Treasurer should be unable to serve for any of the
493 foregoing reasons, then the Secretary shall serve as President. Succession in the event of
494 the absence, disability, resignation, removal from office, suspension, or revocation of
495 membership or death of the President shall be effective only until such time as the Board
496 of Directors designates from among the voting members of the Board of Directors a
497 President to fill the unexpired term. In the event of a vacancy in any office other than in
498 the office of the President, the Board of Directors shall name from among its voting
499 members a successor to fill the unexpired term.
500

501 Section 4. Resignation. An officer of the Association may resign by written notice
502 to the Board of Directors, which resignation shall be effective upon its receipt by the
503 Executive Officer or at a subsequent time as set forth in the notice.
504

505 Section 5. Officer Endorsement: No officer of the Association shall sign or endorse
506 any note, contract, or obligation without express approval of the Board of Directors.
507

508
509 **ARTICLE VIII**
510 **Executive Committee**
511

512 Section 1. Composition. There shall be an Executive Committee of the Association
513 whose voting members shall be composed of the President, who shall be the Chairperson,
514 President-Elect, Secretary, Treasurer, and immediate Past President. The Executive
515 Officer shall serve as a nonvoting member of the Executive Committee as defined in
516 Article XV.
517

518 Section 2. Authority. As deemed necessary by the President, The Executive
519 Committee shall, between meetings of the Board of Directors, conduct the affairs of the
520 Association in accordance with these bylaws and the policies adopted by the Board of
521 Directors.

522
523 Section 3. Meetings and Quorum. This Executive Committee shall meet upon
524 the call of the President, the Board of Directors, or at least three of the Executive
525 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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531 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. The Nominating Committee shall consist of 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 membr-at-large.. All appointees shall be the member-of-record. The President-Elect shall be the Chairperson of the Nominating Committee.

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(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.

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(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.

- 563 (C) Time of election. Officers and Directors shall be elected at the
564 annual meeting of the membership of the Association provided the
565 meeting achieves the quorum requirements set forth in this Section.
566
- 567 (D) Quorum. A quorum is necessary for the election of members
568 of the Board of Directors'. Such quorum shall consist of at least
569 ten percent the members-of-record. A member-of-record may
570 authorize a proxy to vote on his behalf. A proxy must bring with
571 him a written document signed by the member-of-record indicating
572 authorization to cast a proxy vote.
573
- 574 (E) Tellers. The president shall appoint members-of-record of
575 the Association to serve as tellers to count ballots cast.
576
- 577 (F) Voting. Each individual member-of-record or his proxy is
578 allowed to cast one ballot. Nominees receiving the highest number
579 of votes for the vacancies existing shall be declared elected. In the
580 case of a tie vote between or among candidate and when breaking
581 the tie would impact the outcome of the election, there shall
582 immediately be a run-off vote by secret ballot, with the
583 candidate(s) obtaining the highest number of the votes being
584 declared elected.
585

586
587 **ARTICLE X**
588 **Committees**
589

590 Section 1. Committees.
591

- 592 (A) The President, with the advice and consent of the Board of
593 Directors, shall, prior to taking office, appoint Chairpersons to the
594 following Standing Committees of the Association except as may
595 otherwise be specifically provided for in these Bylaws: Awards
596 Education, Finance, Government Affairs, Home Expo,
597 Membership/ Member Services, Nominating, Parade of Homes,
598 Public Relations, Special Events, Strategic Planning.
599
- 600 (B) The Chairperson of each Standing Committee noted in Item A
601 above must be a member-of-record. The Chairperson of each
602 committee of the Association shall be appointed by the President
603 except as otherwise specifically provided in these Bylaws. A
604 Vice-Chair of any committees of the Association may be appointed
605 by the President-Elect.
606

- 607 (C) The President may, with the advice and consent of the Board of
608 Directors, remove and replace the Chairperson of any committee
609 appointed pursuant to this Article.
610
611 (D) Ad-hoc entities, such as committees, task forces, special
612 subcommittees, etc., may be appointed by the President as may
613 from time to time be deemed advisable.
614
615 (E) Persons who are not members-of-record may be appointed to serve
616 as members of committees, task forces, subcommittees, etc.
617
618 (F) Meetings of all committees shall be upon the call of the
619 Chairperson with the approval of the President.
620
621 (G) The presence of one-half of the committee members at a meeting
622 shall constitute a quorum.
623
624 (H) A simple majority vote in the committee shall decide an issue
625 provided a quorum is present. If a quorum is not present, the
626 meeting may proceed; however, any items which are approved by
627 consensus at the meeting must be approved by the President prior
628 to their implementation.
629

630
631 **ARTICLE XI**
632 **Finance**
633

634 Section 1. Fiscal Year. The fiscal year of the Association shall be the year
635 commencing on the first day of October and terminating on the last day of September.
636

637 Section 2. Audit. There shall be an annual audit of the finances of this
638 Association by the Finance Committee, and this audit shall be submitted to the Board of
639 Directors.
640

641 Section 3. Finance Committee. The Finance Committee shall consist of the
642 Treasurer, President-Elect, the Executive Officer, and such other members as may be
643 appointed by the President.
644

645 Section 4. Budget. Each committee shall be given the opportunity to submit a
646 proposed committee budget to the Finance Committee for consideration each fiscal year;
647 in turn, the Finance Committee shall make a recommendation to the Board of Directors
648 regarding the budget. The Board of Directors shall adopt a budget for each fiscal year,
649 and the Association shall function within the guidelines of such budget. All committees
650 must submit a budget, subject to the approval of the Board of Directors, if any income or
651 expenditures are to occur within the committee. Any expenditure in excess of an
652 approved budget must be authorized by the Board of Directors.

653

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

656

657 Section 6. Checks. The following persons, and any others as may from
658 time to time be authorized by resolution of the Board of Directors, shall individually have
659 authority to sign all checks for and on behalf of the Association an its committees;
660 President, Treasurer, Executive Officer.

661

662 Section 7. Execution of Contracts. The President, the Executive Officer, or any
663 officer of the Association duly authorized by resolution of the board of directors to act for
664 it in a specific instance, may execute contracts on behalf of the Association. The Board
665 of Directors may also by resolution authorize any officer or agent of the Association, in
666 addition to the persons authorized by these bylaws, to enter into any contract or execute
667 and deliver any instrument in the name of and on behalf of the Association, and such
668 authority may be general or limited to specific instances.

669

670 Section 8. Reserve Funds. _____ The Board of Directors may by a two-thirds vote
671 authorize the creation of reserve funds for the future operation of the Association. Such
672 funds may be used for such purposes as may be authorized by a two-thirds vote of the
673 Board of Directors.

674

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

680

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

686

687

688 **ARTICLE XII**
689 **Policies & Procedures**

690
691 Section 1. All committee rules, operations and expenditures shall be subject to the
692 approval of the Board of Directors.

693
694 Section 2. Unless provided for elsewhere in these Bylaws, the Board of Directors
695 shall establish a policies and procedures governing the standard operations of the
696 Association. The Executive Officer shall maintain and update a policy and procedure
697 manual on a regular basis.

698
699
700 **ARTICLE XIII**
701 **Rules of Procedure**

702
703 Roberts' Rules of Order current edition shall govern the parliamentary procedure of all
704 meetings of the Association provided for in these bylaws in all cases in which they are
705 not inconsistent with these bylaws.

706
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708 **ARTICLE XIV**
709 **Amendments**

710
711 Section 1. Proposal Initiation. An amendment to the Bylaws may be initiated by
712 the Board of Directors or by any member-of-record. Any member-of-record wishing to
713 introduce an amendment to these bylaws shall prepare and deliver the specific language
714 of the proposed amendment to the Executive Officer along with a petition for
715 consideration of the amendment signed by at least ten percent of the members-of-record.
716 The Executive Officer will refer the issue to the Board of Directors for review.
717 Following review by the Board of Directors, the proposed amendment shall be scheduled
718 for a membership vote as defined in Section 2, below. If an amendment is proposed by
719 the Board of Directors, the petition requirement shall be waived.

720
721 Section 2. Voting. Amendments must be approved by a vote of the
722 membership at a meeting noticed to the members-of-record not less than ten days prior to
723 the scheduled vote. At a meeting at which a bylaws amendment vote is to be taken, a
724 quorum of ten percent to the members-of-record is necessary. Provided a quorum is
725 present, the proposed bylaw amendment(s) may be accepted or rejected with a majority
726 vote of members-of-record present.

729 **ARTICLE XV**
730 **Administrative Office**

731
732 Section 1. Executive Officer. An Executive Officer may be employed by the
733 Association at such rate of compensation and other terms of employment as the
734 Executive Committee deem fair and proper, with final approval by the Board of
735 Directors.

736
737 Section 2. Duties. The Executive Officer shall serve as the Chief
738 Administrative Officer of the Association. The Executive Officer shall perform the
739 duties and responsibilities delegated by the Board of Directors and all other such
740 functions usual to such office. The Executive Officer or his or her designated staff
741 member is authorized to attend all meetings of standing or ad-hoc committees, task
742 forces, subcommittees, councils, or other bodies of the Association, as well as meetings
743 of the Board of Directors except when the Board of Directors convenes in Executive
744 Session. In addition, the Executive Officer shall serve as a nonvoting member of the
745 Executive Committee, except when the Executive Committee convenes in Executive
746 Session.

747
748 Section 3. Staffing. The Executive Officer shall be empowered to employ and
749 supervise an adequate staff to carry on the business of the Association as instructed by
750 the Board of Directors, at such rates of compensation and other terms of employment as
751 the Executive Committee may deem fair and proper, within the limitations of the fiscal
752 budget.

753
754 Section 4. Evaluation. An annual written evaluation of the Executive Officer shall
755 be performed by the Executive Committee.

756
757
758 **ARTICLE XVI**
759 **Membership Identification**

760
761 Section 1. Membership Verification. Subject to the provisions of Article IV,
762 Section 2(c), regarding membership renewal, Each member shall receive a verification of
763 membership annually upon the payment of dues for the current year in such form as the
764 Board of Directors shall prescribe.

765
766 Section 2. Use of Logos. The Association and members of the Association may use
767 the official logo of the National Association of Home Builders, the Wisconsin Builders
768 Association and the Sheboygan County Home Builders Association.

771 **ARTICLE XVII**
772 **Notices**

773
774 Section 1. Notices. Members-of-record of the Association shall furnish the
775 Executive Officer with their official business, telephone and facsimile number, and
776 electronic mail address, if any. Notice to the last known official address, telephone,
777 facsimile number or electronic mail address shall be deemed service of such notice or
778 notices upon them as of the date of the notice. No failure of any member to receive such
779 notice shall invalidate such meetings, or any proceedings thereat.
780

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783 **ARTICLE XVIII**
784 **Indemnification**

785
786 Section 1. Scope. In addition to any other rights to which any such person
787 may be entitled by contract or otherwise under law, the Association shall indemnify,
788 defend and save harmless any person, his heirs, executors and administrators, against any
789 cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty,
790 judgment and liability reasonably incurred by or imposed upon such person in connection
791 with any action, suit or proceeding, civil or criminal, to which such person may be made
792 a party or with which such a person shall be threatened, by reason of such person's being
793 or having been a Director, Officer, Employee of the Association, unless with respect to
794 any matter such person shall have been adjudicated in any proceeding to be liable for
795 gross negligence or willfull misconduct in the performance of such person's duties as
796 such.
797

798 Section 2. Directors and Officers Insurance. The Association shall maintain
799 Directors and Officers insurance in an amount as determined annually by the Board of
800 Directors.
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808 **An excused absence is acquired by either calling or sending a letter to the Executive*
809 *Officer or President prior to the scheduled meeting. In the case of the President, they*
810 *must notify the President Elect.*

811

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

813

814 *SCHBA Bylaws*

815 *Original Approved* *May 1977*

816 *Original Amended* *September 1993*

817 *Original Amended* *September 1994*

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

819 *Reprint & Renumber Lines* *April 2000*

820 *Affiliate Member Amendment* *March 2001*

821 *Rewritten Bylaws presented* *June 2003*

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

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