

# Home Builders & Remodelers Association of Cape Cod

## Bylaws

Rev. June, 2006

### **ARTICLE I - NAME, LOCATION, AND CORPORATION SEAL**

- Section 1.** The name of this Association shall be the HOME BUILDERS & REMODELERS ASSOCIATION OF CAPE COD, INC., a non-profit Massachusetts Corporation here and after referred to as an Association.
- Section 2.** The principal office of this Association shall be located at such place in Barnstable County and Dukes County as the Board of Directors from time to time designate.
- Section 3.** The Corporate Seal shall consist of a circular die, bearing the words "HOME BUILDERS & REMODELERS ASSOCIATION OF CAPE COD, INC., MASSACHUSETTS, INCORPORATED 1950" and such other devices or inscription as the Board of Directors may determine. The form of the seal may be changed by the Board of Directors whenever they shall order.
- Section 4.** This Association shall be affiliated with the NATIONAL ASSOCIATION OF HOME BUILDERS and the HOME BUILDERS ASSOCIATION OF MASSACHUSETTS, INC.

### **ARTICLE II - TERRITORIAL JURISDICTION**

- Section 1.** The Association shall operate for the benefit of the builders and those engaged in allied industries in Counties of Barnstable and Dukes, in the Commonwealth of Massachusetts.

### **ARTICLE III - CODE OF ETHICS**

- Section 1.** The Builder Members, Associate Members, and Honorary Members, of this Association shall be limited to those persons and firms who shall subscribe to the following Code of Ethics:
- A. Members of the HOME BUILDERS & REMODELERS ASSOCIATION OF CAPE COD, INC., affiliated with the NATIONAL ASSOCIATION OF HOME BUILDERS, believe and affirm that:
    - 1. Home ownership can and should be within the reach of every American family.
    - 2. American homes should be well designed, well constructed, and well located in attractive communities with educational, recreational, religious and shopping facilities accessible to all.
    - 3. American homes should be built under the free American enterprise system.
  - B. To achieve these goals. we pledge allegiance to the following principles and policies:
    - 1. Our paramount responsibility is to our customer, our community, and our country.
    - 2. Honesty is our guiding business policy.
    - 3. High standards of health, safety, and sanitation shall be built into every home.
    - 4. Members shall deal fairly with their respective employees, sub-contractors, and suppliers.

5. As members of a progressive industry, we encourage research to develop new materials, new building techniques, new building equipment and improved methods of home financing; to the end that every home purchaser may get the greatest value possible for every dollar.
  6. All sound legislative proposals affecting our industry and the people we serve shall have our informed and vigorous support.
  7. We hold inviolate the free 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.
- C. We assume these responsibilities freely and solemnly. Mindful that they are part of our obligation as members of the HOME BUILDERS & REMODELERS ASSOCIATION OF CAPE COD, INC., affiliated with the NATIONAL ASSOCIATION OF HOME BUILDERS.

#### **ARTICLE IV – OBJECTIVES**

The objectives of this Association shall be:

- Section 1.** To create closer fellowship and greater unity among builders in our jurisdiction, Cape Cod and the Islands. In our jurisdiction, to produce affordable housing for all our citizens.
- Section 2.** To engage in the planning and consulting for the building industry.
- Section 3.** To create an interchange of information regarding the building industry and for that purpose to acquire, preserve and disseminate information and statistics among its members.
- Section 4.** To monitor federal, State, and local government legislation which might affect the industry or the public, and to afford presentation of the Association's opinion before government bodies, commissions, and administrative agencies.
- Section 5.** To promote ethical practices among its members.
- Section 6.** To promote goodwill between the public and the members of this Association; to provide educational exhibits and to disseminate information with regard to the building industry.-
- Section 7.** To rent, build, lease, and own real and personal property and to manage, use and dispose of the same as it appears to be in the best interest of the members.
- Section 8.** To do any and all things necessary or proper to accomplish such purposes permissible with Chapter 180, of the Massachusetts General Law.

#### **ARTICLE V – MEMBERSHIP**

- Section 1.** Categories of Members. The Association shall have the following categories of members; the designation of such categories and the qualifications of the members of such categories shall be as follows:
- A. **BUILDER MEMBER:** Any individual who is or has been in, or employed by a firm or corporation 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, shall be eligible to be a BUILDER MEMBER.
  - B. **ASSOCIATE MEMBER:** Any individual who is or has been engaged in a firm or corporation engaged in a trade, industry, or profession related to the building industry and not inconsistent with the objectives of the Association and who subscribe to the Code of Ethics and is of good character and business reputation shall be eligible to be an ASSOCIATE MEMBER.

- C. HONORARY MEMBER: Any person so designated by the Board of Directors, from time to time, for distinguished and unique service to the building industry shall be an HONORARY MEMBER.  
(See Article XIV - HALL OF FAME)

**Section 2.** Acceptance of members.

1. Applicants for membership shall file and sign an application for membership with the Board of Directors, which shall contain an agreement by the applicant to observe and abide by the BY-LAWS of this Association.
2. An applicant for membership shall pay the annual dues at the time of filing the application. All dues shall be refunded if the applicant fails to qualify for membership.
3. The Board of Directors may recommend the acceptance of this application by a majority vote of its members present at any meeting.
4. Each applicant recommended by the Board of Directors will be submitted to the general membership in writing, allowing fifteen (15) days for members to express their disapproval in writing, giving their reasons, therefore.
5. Each member expressing disapproval within the fifteen (15) day period will be counted as a "NO" vote for membership
6. Members not expressing disapproval within the fifteen (15) day period will be counted as a "YES" vote for membership.
7. A majority of "YES" votes will qualify the applicant for membership.

**Section 3.** Duly accredited representatives of all members shall be privileged to participate at regular meetings and discussions.

1. Each member shall be entitled to only one vote, to be cast by the member or his or her duly accredited representative who shall be officers, co-partners or employees of the member; designated in writing of the member and on file at the office of the Association.
2. Each member may have not more than three (3) accredited representatives.

**ARTICLE VI - SUSPENSION, EXPULSION, RESIGNATION of a MEMBER**

**Section 1.** The Board of Directors by a two-thirds (2/3) vote of its membership may recommend suspension of any member for violation of these BY-LAWS, gross misconduct or unethical practices. Complaints against members shall first be made to the Board of Directors for its investigation and findings of fact and its recommendations shall be referred to the Association for final actions.

- A. A member or officer may be suspended or expelled for cause by a majority vote of the members present and voting, provided said member and all members shall have received at least seven (7) days notice of the charges and the impending action to be taken.
  1. The accused member or officer shall be permitted to address the membership and examine and cross-examine witnesses.
- B. Resignation or expulsion from the membership shall sever all connections of such member with the Association and act as a relinquishment of any and all claims against the Association or its property, records, privileges, and benefits thereof and all property issued by the Association.

**Section 2.** Only members in good standing shall be eligible to hold office and use the Association's name and seal.

## **ARTICLE VII – OFFICERS**

- Section 1.** The Executive Officers of this Association shall be a President, First Vice-President/Treasurer, Second Vice-President/Secretary, and immediate Past President.
- Section 2.** The Board of Directors shall include the President, First Vice-President/Treasurer, Second Vice-President/Secretary, immediate Past President and from seven (7) and up to nine (9) additional members in good standing. Each Past President of this Association can serve in an advisory capacity as an ex-officio member of the Board of Directors.
- Section 3.** The term of office of the seven (7) to nine (9) additional members shall be from one (1) to three(3) years.
- Section 4.** The Executive Officers shall hold office for one (1) year or until their successors are chosen and qualified.
- Section 5.** The Board of Directors term of office shall begin at the close of the annual meeting at the time that they were elected.
- Section 6.** Vacancies in any office shall be filled by the President.
- Section 7.** All Executive Officers can be BUILDER MEMBERS or ASSOCIATE MEMBERS. Preference will be given to a BUILDER MEMBER for the office of President.
- Section 8.** Any member of the Board of Directors failing, to attend two (2) consecutive meetings, unexcused, may by vote of the remaining members of the Board of Directors be considered as having vacated his office.
- Section 9.** An Administrative Officer to be designated "Executive Officer", Staff, or Agent may be employed by the Board of Directors at such rate of compensation as it may deem fair and proper.

## **ARTICLE VIII - NOMINATIONS and ELECTIONS**

- Section 1.** The President of the Association shall appoint a Nominating committee composed of at least three (3) members. Those members being one member of the Board of Directors and an immediate Past President.
- Section 2.** The Nominating Committee shall select the slate of Officers for the coming year.
- A. The list of candidates so selected shall be reported at the meeting prior to the annual meeting and if no meeting is held, then said list of candidates shall be sent to all members not less than twenty (20) days prior to the annual meeting.
- B. Any member may offer further nominations from the floor at the annual meeting of the Association.
- Section 3.** Election shall be by ballot, one per membership, or the Secretary shall cast one ballot for the slate of officers. Those candidates receiving a majority shall be declared elected.
- Section 4.** Duly accredited representatives of all members shall be privileged to participate at regular meetings and discussions.
1. Each member shall be entitled to only one (1) vote, to be cast by the member of his or her duly accredited representative who shall be officers, co-partners. or employees of the member, designated in writing on the stationery of the member and on file at the office of the Association.
  2. Each member may have not more than three (3) accredited representatives.

## **ARTICLE IX – PRESIDENT**

**Section 1.** The President shall have the power and duties usual to his office, subject to any provisions contained elsewhere in these BY-LAWS, concerning his powers and duties and shall have further powers and duties as the Board of Directors from time to time delegate to him or her. He or she shall, when resent, preside at all meetings of the members, and the Board of Directors. He or she shall be an Ex-Officio member of all committees, shall appoint all standing and special committees, shall decide all points of order, subject to appeal, and may cast a vote to decide a tie.

## **ARTICLE X - VICE-PRESIDENTS**

**Section 1.** The First and Second Vice-Presidents shall be vested with all the powers and shall perform all the duties of the President during the absence or disability of the President.

**Section 2.** In the event of death or resignation of the President, the First Vice-President shall succeed to the office of the President for the unexpired term of such office and assume the duties thereof.

**Section 3.** The First Vice President will be designated as President-Elect and will prepare to assume the office of President the next term.

## **ARTICLE XI - SECRETARY**

**Section 1.** The Secretary shall attend all the meetings of the Association and the Board of Directors and shall record the proceedings thereof, and attend to all correspondence of the Association.

A. The Secretary shall notify the members and the Board of Directors of their respective meetings in accordance with the BY-LAWS of the Association and shall perform such other duties as the Board of Directors may from time to time prescribe.

B. The Secretary shall execute all documents required by the law to be executed in the name of the Association in order to carry on the business of the Association and shall have charge of the Seal, the books, the papers, and the files of the Association. Upon his or her retirement from office, he or she shall deliver all such books, papers and other property of the Association to his or her successor in office.

**Section 2.** In the event of his or her absence from a meeting of the Board of Directors, the board may select a Secretary Pro-Tempore in his or her absence. In the event of his or her absence from a meeting of the Association, the President or Presiding Officer may appoint a Secretary Pro-Tempore in his or her place.

## **ARTICLE XII – TREASURER**

**Section 1.** The Treasurer shall have the powers and the duties usual to his or her office, subject to such condition and restrictions as may be made by the Board of Directors and to any provisions contained elsewhere in these BY-LAWS concerning his or her powers.

A. He or she shall keep accurate books of account, which shall always be open to inspection by the Board of Directors at his or her office during business hours and shall render them at the annual meetings of the Board of Directors or whenever the board may require a brief statement of the financial condition of the Association.

*[Article XII, Section 1, cont'd)*

B. He or she shall also present to the annual meeting of the membership a report giving the receipts and disbursements of the preceding fiscal year and then the financial condition of the Association.

**Section 2.** He or she shall direct all bills of the Association be paid by the Executive Officer, which are approved by the Board of Directors

A. Non-line item bills amounting to one hundred dollars (\$100.00) or more may be paid by the Executive Officer with the approval of the President or Treasurer.

B. He or she shall assist and co-operate with the auditing committee.

### **ARTICLE XIII - BOARD OF DIRECTORS**

**Section 1.** The Board of Directors will meet as often as the need of the Association may require. They may fix the time and manner of giving notice of the meeting and may determine the form and contents of the notice to be given.

A. Any meetings of the Board of Directors shall be a legal meeting if each member, by a writing which is filed with the records of the meeting, waives such notice. Unless otherwise specified, in notice, any and all business may be transacted at any meeting of the Board.

**Section 2.** The Board of Directors shall have control and management of the business and property of the Association and also shall have and exercise all the powers conferred upon them or set forth in the charter of the Association any general laws or these BY- LAWS

**Section 3.** Vacancies occurring on the Board of Directors, for any reason other than expiration of term, shall be filled by appointment of the President, subject to the concurrence of the majority of the Directors. Persons appointed shall serve until the next annual meeting of the Association.

### **ARTICLE XIV - HALL OF FAME**

**Section 1.** The "HALL OF FAME" AS ESTABLISHED BY THE Association shall be for the express purpose of honoring those members or former members who have made significant contributions to the Association.

**Section 2.** Nominees shall be elected by a two-thirds (2/3) vote of the Executive Board and no more than two nominees a year shall be enrolled.

**Section 3.** In order to be considered for nomination, a candidate must have a minimum of ten years membership in the Association with at least four (4) years service on the Board of Directors; either with the local, state, or national.

**Section 4.** Any Builder or Associate member is eligible to nominate a candidate for the "HALL OF FAME", in writing, to the Executive Board.

### **ARTICLE XV – DUES**

**Section 1.** The annual dues of this Association shall be from time to time determined by vote of the Board of Directors at any regular or special meeting, after notice.

**Section 2.** The dues of this Association shall be payable annually in advance on the first day of the month following each anniversary of election to the membership.

**Section 3.** Any member three (3) months in arrears in the payment of any dues shall be suspended unless otherwise ordered by the Board of Directors.

**Section 4.** Members suspended for non-payment of dues may re-instate only by a vote of the Board of Directors after payment of the sums due at the time of suspension.

**Section 5.** Members shall be notified by the Treasurer thirty (30) days in advance of the due date.

## **ARTICLE XVI – MEETINGS**

- Section 1.** The annual meeting of the Association shall be held on the second (2nd) Tuesday in June of each year at such time and in such place as the Secretary by order of the Board of Directors may designate in the notice thereof, for the reception of annual reports, the election of officers and the transaction of such other business as may come before the members for action.
- Section 2.** The annual meeting of the Association shall be called by writing or printed notice stating the place, date, hour and purpose thereof, which notice shall be given by the Secretary at least seven (7) days before such meeting to each member by leaving such notice with him or her or at his or her residence or usual place of business or by mailing it, postage pre-paid and addressed to each member at his or her address as it appears on the books of the Association.
- Section 3.** Special meetings of the members may be called by the President or by a majority of the Board of Directors and shall be called by the Secretary and or the Executive Officer upon the written application of six (6) or more members who are entitled to vote stating the time place, hour and purpose of the meeting.
- Section 4.** Notice of the time, place, and purpose of any regular or special meeting of the members shall not be required, if every member or his or her duly authorized representative there unto authorized in writing, which is filed with the records of the meeting, waive such notice.
- Section 5.** Six (6) members present shall constitute a quorum for the transaction of any business.

## **ARTICLE XVII - ORDER OF BUSINESS**

- Section 1.** The following shall be the order of business, which shall be subject to change at any meeting.
- A. Roll Call.
  - B. Reading, correction, adoption of minutes of previous meeting.
  - C. Treasurers Report.
  - D. Speakers, if any.
  - E. Reports on Proceedings of Executive Board.
  - F. Reports of Officers and Committees.
  - G. Unfinished Business.
  - H. New Business.
  - I. Adjournments.

## **ARTICLE XVIII – AMENDMENTS**

- Section 1.** These BY-LAWS may be altered, amended, or repealed by a majority vote of a quorum as herein before defined at any annual or special meeting of the members, provided the notice of such proposed alternate amendment or repeal is given in the call of the meeting.

## **ARTICLE XIX – COMMITTEES**

- Section 1.** There shall be the following committees:
- A. There shall be a Nominating Committee as defined in Article VIII, Section 1.
  - B. Any other committees as appointed by the President.

## **ARTICLE XX - RULES OF PROCEDURE**

**Section 1.** Robert's Rules of Order shall govern the procedure of all meetings of this Association, unless otherwise provided for in these BY-LAWS.

BY-LAW revision and approval, June 1987

BY-LAW amended, June 1988: addition of Hall of Fame

BY-LAW amended, June 1989: addition of Third Vice-President

BY-LAW amended, Jan. 1990: changed Board members from 15 to 12

BY-LAW amended, May. 1990: Changed Executive Committee; BUILDER MEMBER or ASSOCIATE MEMBER

BY-LAW amended. June 1992: Added two (2) alternate directors

BY-LAW amended, April 1996: Changed quorum from 10 to 8.

BY-LAW amended, April 1997: Added Article x, Section 3.

BY-LAW amended, May 2003: Changed Article VII, Section 2 & 3 to 9 members from 12.

BY-LAW amended, June 2004: Changed ARTICLE VII, Section 1, Section 2, Section 3; ARTICLE XII Section 1.A. (strike), Section 2.A.; ARTICLE XVI, Section 3, Section 5.

BY-LAW amended, June 2006; Changed ARTICLE VII, Section 2, Section 3.