

By-Laws of Hood County Builders Association

Adopted May 18, 1988 - Amended July 1990 - Amended February 1992 -
Amended January 2001

ARTICLE I - Name and Location

- Sec. 1. The name of the association shall be the Hood County Builders Association.
- Sec. 2. The principal location of the office of the association shall be located at Granbury, Texas, or such other place as the Board of Directors may from time to time name.

ARTICLE II - Territorial Jurisdiction

- Sec. 1. The association shall operate for the benefit of builders, sub-contractors, and persons or firms and corporations engaged in allied trades, industries, businesses and professions in the county of Hood, of the State of Texas.

ARTICLE III - Objectives

- Sec. 1. The objectives of this association shall be:
 - (A) To associate building tradesmen operating within Hood County for the purpose of providing those living in the Lake Granbury area or surrounding counties with adequate shelter of high quality and sound construction.
 - (B) To work for the advancement of all branches of the building industry including manufacturers, dealers, retailers, suppliers, and financial institutions doing business in Hood County in the manner beneficial to the individuals, builders, sub-contractors, manufacturers, distributors, and other businesses associated with the building industry in this area.
 - (C) To make and enforce a Code of Ethics to maintain high professional standards and sound business methods among its members.
 - (D) To promote the common purpose of its members; equity in law; and proper consideration of opinions on questions affecting the building industries in the jurisdiction of this association.
 - (E) To operate without profit.
 - (F) Actively promote trade between members of the association wherever possible.

ARTICLE IV - Code of Ethics

- Sec. 1. All members of this association shall agree to observe and be bound by the following Code of Ethics:
 - (A) Be honest and fair in all of my business dealings. Use sound business practices in both construction techniques and financial matters.
 - (B) Strive to improve the craftsmanship, safety, and working conditions of my industry through education and training.
 - (C) Serve the general public to the best of my ability in my line of endeavor.
 - (D) Work constantly for constructive industry legislation.
 - (E) Promote a constructive program for the betterment & availability of housing for all economic levels.

ARTICLE V - Membership

- Sec. 1. Membership in this association shall be of three classes:
 - (A) Builder Membership
 - (B) Associate Membership
 - (C) Honorary Membership
- Sec. 2. Qualifications for membership in this association shall be as follows:
 - (A) Builder Membership shall be open to any person, or executive of a firm or

corporation, whose principal business is the construction of commercial building, housing and/or remodeling, within the jurisdiction of this association, who shall

- (1) have been in business for one (1) year
- (2) agree to abide by the provisions of the By-Laws
- (3) subscribe to the foregoing Code of Ethics
- (4) meet with the approval of the Membership Committee and Board of Directors.

(B) Associate Membership shall be open to any person or executive of a firm, partnership or corporation engaged in any allied trade, industry or profession within the jurisdiction of this association who shall

- (1) have been in business for one (1) year
- (2) agree to abide by the provisions of the By-Laws
- (3) subscribe to the foregoing Code of Ethics
- (4) meet with the approval of the Membership Committee and Board of Directors.

And being such firms or business and professions as Attorneys, Bankers, Title Companies, Suppliers of Material, Land Developers, Surveyors, and Sub-contractors, but not limited to only the type of business or professions named.

(C) Honorary Membership shall be open at the discretion of the Board of Directors to any person who has distinguished himself or herself by meritorious service to the building industry. Such Honorary members shall be exempt from the payment of any and all fees and dues and shall have no interest in any property of the association and shall have no vote.

Sec. 3. A member of any classification shall be considered in good standing if dues have been paid current and shall have no unanswered complaints properly registered with the Secretary of the association. The association will only record complaints and refer them to the member for response. It will be member's responsibility to respond and notify the association of response.

Sec. 4. Application for membership in this association shall be made in the following manner to the Membership Committee:

- (A) The candidate shall submit his application in writing on a form supplied by this association containing an agreement to abide by the By-Laws and to observe the Code of Ethics of this association.
- (B) Application shall be endorsed by at least one (1) member in good standing and applicant shall remit payment in full for the current dues in advance. All payments so made shall be returned in full if membership is not approved.

Sec. 5. The Membership Committee shall investigate all applications for membership and make their recommendations to the Board of Directors who shall have the exclusive right to elect to membership.

Sec. 6. Suspension, Termination, and Reinstatement of membership in the association shall be accomplished in the following manner:

- (A) Any member may be censured, suspended, or expelled from the association if, in the opinion of the Board of Directors, as evidenced by two-thirds (2/3) entire Board vote of such members of the Board at any meeting that may vote upon this matter, it shall be considered desirable for the best interest of the association or its members that the said member be censured, suspended or expelled. If a member of the Board of Directors is to be considered for censure, suspension, or to be expelled, the entire board may be deemed complete to vote in the absence of the subject Director.
- (B) Vote of two-thirds (2/3) of the entire Board of Directors shall be required

to re-instate any member who has been suspended or terminated pursuant to the provisions of this section.

- (C) Any member in good standing may request consideration of the Board to censure, suspend or expel another member.
- (D) Honorary Membership may be censured, suspended or terminated at the discretion of the Board of Directors.

Sec. 7. Meeting of the membership shall be held as follows:

- (A) An annual meeting of the membership of this association shall be held each year in the month of November for the purpose of reviewing the affairs of the association for the past year.
- (B) Regular or Special meetings of the membership of this association shall be held at such times and places designated by the Board of Directors.
- (C) Regular meetings of the entire membership shall generally be on the third Thursday of each month at a time and place to be determined by the Board of Directors. Members agree to pay the designated cost of any meals consumed at monthly meetings unless provided for in another manner such as sponsorship of a meal but not restricted to this.

Sec. 8. Dispute Resolution -The Association and its Board of Directors shall not make any attempt to intervene in any disputes between members and their customers or prospective customers and shall not act in any way other than to forward any complaints or responses to either a member or their customer. The association Directors shall offer no opinion on behalf of the association in regards to any dispute other than to acknowledge they have either been received, responded to, and resolved, or any combination of the above. Members would be expected to report any resolutions or responses to complaints not resulting in resolutions to the association Secretary within two (2) weeks of notification. Not responded from the member on complaints within 2 weeks of notice would make members subject to expulsion from the association.

ARTICLE VI - Fiscal Year

Sec. 1. The Fiscal Year of this association shall be January 1st thru December 31st.

ARTICLE VII - Dues

Sec. 1. The dues of this association shall be paid annually, in advance, no later than January 15th of each fiscal year at the rates to be determined by the Board of Directors. Dues for new members joining during the year may be prorated on a quarterly basis for the remaining portion of the fiscal year. Pro-ratio will be one-fourth (1/4) of full years dues for each full quarter remaining in fiscal year, except that payments during first month of any quarter are applied to that quarter. (Applies to New Members.)

Sec. 2. Fees and assessments may be charged by the association for special services and functions (such as Showcase of Homes). The amount of said fees to be set by the Board of Directors.

ARTICLE VIII - Membership Certificate

Sec. 1. Each Member shall receive a membership certificate annually upon payment of dues for the current year.

ARTICLE IX - Board of Directors

Sec. 1. The Board of Directors shall consist of ten (10) members, and each shall hold office for two (2) years or until successors are elected and qualified. Five (5) members will be elected each year in order to have continuity and shall be the guiding body of the association and shall direct its affairs in a manner as is customary and according to law.

Sec. 2. Membership of the Board of Directors shall consist of the following:

- (A) Five (5) Builder members and five (5) Associate members.
- (B) Members to be elected by the general membership annually.
- (C) The immediate past President shall be a voting member of the Board of Directors only in the case of a tie. This shall not apply if immediate past President shall continue to serve, through election on the Board.

Sec. 3. Vacancies on the Board caused by death, resignation or for cause shall be filled by election of the Board. The person so elected shall serve until the next annual meeting of the membership.

Sec. 4. Meeting of the Board of Directors shall be held as follows:

- (A) Regular meeting of the Board of Directors shall be held monthly at a time and place to be set by the President of the Board.
- (B) Special meeting of the Board of Directors may be called by the President or upon formal request in writing of three (3) Board members.
- (C) Attendance. If a member of the Board of Directors misses three (3) consecutive meetings without a valid excuse in the opinion of the Board, he/she will be notified that he/she is terminated unless absences shall be caused by illness, or if Board member has notified either the President or Secretary of their designee of their inability to attend meeting within two (2) hours of such meeting, in which case they still may be subject to termination.

ARTICLE X - Officers

Sec. 1. The following officers shall be elected by the Board of Directors, and shall hold office for a term of one (1) year from the date of the election, or until their successors are elected and duly installed.

- (A) President who shall be Chief Officer of this association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesman of this association in matters of public policy, subject to the approval of the Board of Directors. The President shall appoint committees, and shall be a member of all committees, and shall perform all other duties assigned to him/her by the Board of Directors, and such other duties usual to such office.
- (B) Vice President who shall, in the absence of the President, or upon the President's direction, perform all the duties of the President.
- (C) Associate Vice President who shall in the absence of the President and Vice President, or upon the President's direction, perform all the duties of the President. The Associate Vice President shall also represent the associates in the association.
- (D) Treasurer who shall be responsible to the association for the accounting of all moneys collected and disbursed by the association and shall render a monthly statement to the Board of Directors plus an annual operating statement and balance sheet.
- (E) Secretary or his/her designee who shall keep a record of all the official proceedings of this association and its Board of Directors including all committee reports submitted. The Secretary or his/her designee shall be responsible for the annual membership directory and the monthly correspondence including the membership newsletter.

ARTICLE XI - Voting, Proxies, and Quorum

Sec. 1. The voting privilege shall be exercised as follows:

- (A) At meetings of the membership, only Builder and Associate members in good standing shall have the right to vote. (See Article V, Sec. 3.)
- (B) At meetings of the Board of Directors, only the members of the Board and the immediate Past President shall have the right to vote.

Sec. 2. Voting by proxy will not be allowed by this Association.

Sec. 3. A majority vote on any measure will be determined as follows:

- (A) A simple majority of the Builder and Associate members present at any general membership meeting shall carry any measure provided there is a quorum present. A quorum shall consist of 25% of the membership of the Association in good standing. A simple majority vote of the Directors shall carry a measure at a Board of Directors meeting, provided a simple majority of the Board is present representing a quorum. A quorum shall be five (5) Directors.

ARTICLE XII - Elections

- Sec. 1. The Nominating Committee shall: A. Prepare an official ballot showing at least five (5) Builders names plus spaces for write-in candidates and five (5) Associate names plus spaces for write-in candidates before October Board meeting. Because of any changes that may occur from time to time, the number of candidates should be twice the number of open positions in each class of membership. Numbered ballots shall be mailed to all members in good standing thirty (30) days prior to the Annual meeting of this Association, and election shall be by secret mail ballot.
- Sec. 2. The newly elected board of Directors shall meet with the President presiding immediately before the Annual meeting of this Association for the purpose of nominating and electing the officers for the coming year. The Nominating Committee shall submit a list of Officers for consideration to the new Board of Directors.
- Sec. 3. Elections for Officers will take place prior to November 30th of each year. An attempt will be made to present the slate of candidates at the regular October monthly meeting.

ARTICLE XIII - Committees

- Sec. 1. There shall be the following standing committees:
 - (A) The Nominating Committee shall be composed of three (3) Builder members and two (2) Associate member from the general membership appointed by the President. The President shall be one of the five- (5) Committee members.
 - (B) Other Committees. There shall be such other Committees as may be designated by the Board of Directors, the members of which shall be appointed by the President.
- Sec. 2. When the President does not appoint complete Committee personnel, then each Committee Chairman shall appoint the members of his/her Committee. These appointments may come from either Builder or Associate members, and will not be limited only to members of the Board of Directors.

ARTICLE XIV - Finances

- Sec. 1. Dues and other moneys collected by the Association shall be placed in a depository selected by the Board of Directors, and payments approved by the Board of Directors of payment. Treasurer shall be authorized to sign withdrawals on items approved by the Board with the signatures of two (2) of the following, The President, the Vice President, the Associate Vice President, the Treasurer, and the Secretary. In the event that the two (2) signatures are not available, withdrawals will be approved by the Board.

ARTICLE XV - Notices

- Sec. 1. Members shall furnish the Secretary with their official address. The mailing of any notice to such address shall be deemed service of such notice to them as of the date of mailing the same. If members have an e-mail address, he/she shall be

encouraged to provide that to the Association.

ARTICLE XVI - Amendments

Sec. 1. The By-Laws of this Association may be amended by the recommendation of the Board of Directors and subject to their approval of a simple majority of Builder and Associate members present at any general membership meeting provided a quorum is present.