

Constitution and Bylaws of the Building Industry Association of Central Ohio

Article I Name

Section 1.

The name of this Association shall be THE BUILDING INDUSTRY ASSOCIATION OF CENTRAL OHIO (the "Association").

Section 2.

The principal office of the Association shall be located at 445 Hutchinson Ave. Ste 280 Columbus, OH 43235, or such other place as the Board of Trustees may from time-to-time designate.

Section 3.

The Association is and shall be affiliated with the National Association of Home Builders of the United States and the Ohio Home Builders Association, and shall abide by their respective Constitution, Code of Regulations and Bylaws as amended from time-to-time.

Article II Purposes

Section 1.

The purpose of the Association shall be:

- A. To unite and promote the single and multi-family residential construction industry in Central Ohio.
- B. To be recognized and respected throughout the community as an association representing professionalism in the building industry.
- C. To be the major force on legislative and regulatory issues facing the housing industry in Central Ohio.
- D. To make membership in the Association an essential part of a successful building related company.
- E. To advocate and encourage improvements of building techniques and practices.
- F. To affirm our belief in, and support of, the American free enterprise system; and to promote the availability and affordability of housing for the American public.
- G. To maintain and enforce a code of ethics for all members.
- H. To collaborate with all entities related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- I. To operate as a not-for-profit organization such that no part of the income of the Association shall inure to the benefit of any individual member.

Article III Membership

Section 1.

Classes of Members.

The Association shall have the following classes of members:

- A. Builders Members. Any individual who is or has been in or employed by a firm or corporation in the business of building or remodeling homes, apartments, schools, commercial, industrial, or other structures normally related and pertinent to a community, or in land development, shall be eligible to be a Builder Member.

- B. Associate Members. Any individual who is or has been engaged or employed by a firm or corporation engaged in a trade, industry, or profession related to the Building Industry shall be eligible to be an Associate Member.
- C. Affiliate Members. Additional individuals who are employed by a builder or associate member. Affiliate members enjoy the full rights and privileges of membership providing they meet all obligations of membership.
- D. Honorary Members. The Board of Trustees may, by a two-thirds (2/3) vote, bestow an honorary membership upon any individual. Such honorary membership shall provide such benefits as determined by the Board of Trustees, provided the same shall not obligate the person so named in any manner.

Section 2.

Application and Acceptance of Members.

- A. Applicants for membership shall apply for membership by following procedures established by the Board of Trustees.
- B. An applicant shall become a member upon majority vote of the Board of Trustees and subject to satisfactory completion of membership application and related material.
- C. In the event the Board of Trustees has reasonable grounds to believe that the information set forth within an application is untrue or that the conduct of the applicant, if admitted to the Association, would violate the standards set forth within Section 3 below, the Board of Trustees may, at its option, conduct a hearing upon such application generally in accordance with the standards set forth within Section 3 below; provided, however, for the initial admission of an applicant as a member of the Association under this Section 2, a majority vote of the board of trustees shall be sufficient.
- D. Applicants approved and accepted for membership within the Association shall, upon payment of dues, become a member of the National Association of Home Builders of the United States, and the Ohio Home Builders Association and while in good standing with the Association shall be entitled to the full benefits, services and privileges of the above listed associations. (Affiliate members are not allowed to hold NAHB Directory, NAHB Alternate Directory or OHBA office positions as outlined in their respective bylaws).

Section 3.

Suspension, Revocation and Reinstatement of Membership.

- A. The Board of Trustees may, by a two-thirds (2/3) vote, suspend or revoke the membership of any member(s) for: (i) failure to meet the required financial obligation owed to the Association or (ii) conduct detrimental to the Association. Any member accused of violating either or both of the standards set forth within the immediately preceding sentence shall be given at least thirty (30) days written notice in advance of the meeting of the Board of Trustees at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard at such a meeting.
- B. Reinstatement of membership shall be subject to such conditions as the Board of Trustees may impose; provided, however, a vote of not less than two-thirds (2/3) of the Board of Trustees shall be required to reinstate any membership suspended or revoked under Section 3-A above.

Article IV Dues & Initiation Fees

The dues of the Association shall be established by the Board of Trustees and shall include those required for membership in the National Association of Home Builders of the United States and the Ohio Home Builders

Association which the Association shall collect and remit in accordance with the requirements of such association.

Article V Meetings

Section 1.

The annual meeting of the members of the Association shall be held at the first general meeting of the calendar year or at such other time as may be determined by the Board of Trustees for the purpose of conducting general business of the Association.

Section 2.

Regular meetings of the membership of the Association shall be held at such a time as the Board of Trustees may designate.

Section 3.

Special meetings of the membership of the Association may be called by the President, or, if requested in writing, by a majority of the members of the Board of Trustees.

Section 4.

Notice shall be given of the date, hour and place of all meetings to each member at least five (5) days in advance; provided, however, no failure or irregularity of any notice shall invalidate the same or any proceedings taken at the meeting which was the subject of notice.

Section 5.

At all general meetings of the membership, a quorum shall consist of twenty-five (25) members and if such number of members shall not be present or represented, no business shall be transacted except to adjourn until a future time. If a quorum is present, the members shall have the power to act upon all matters properly before the meeting and shall also have power to adjourn the meeting to any subsequent time or times provided notice of the adjourned meeting shall be given to all members. A majority vote of members present at any such meeting shall be required to adopt any proposed measure. At any meeting of the members of the Association, each member shall

be entitled to one vote, either in person or by written proxy, provided, however, no written proxy shall be eligible for use for a period of more than thirty (30) days from the date such proxy was executed and delivered. Proxies shall be counted for purposes of a quorum.

Section 6.

'Robert's Rule of Order' shall govern the proceeding at all meetings of the Association if not in conflict with specific provisions of these Bylaws.

Article VI Board of Trustees

Section 1.

A Board of Trustees shall be the governing body of the Association and shall direct its affairs in such a manner as is customary and according to Law.

Section 2.

The Board of Trustees shall consist of seventeen (17) members as follows:

- A. Eight (8) voting Builder Members elected for three (3) year terms [maximum of four (4) to be elected each year]. There will be a two year transition to get all elected members on three year terms.
- B. The immediate Past President.
- C. Four (4) voting Associate Members elected for three (3) year terms [two (2) to be elected each year]. There will be a two year transition to get all elected members on three year terms.

- D. Four (4) voting members, two (2) Associate Member and two (2) Builder Member appointed by the President for one (1) year terms.
- E.
- F. All other Past-Presidents and Past Associate Vice-Presidents shall be ex-officio members without vote as long as they are members of the Association in good standing.

In the event the membership status of a member of the Board of Trustees were to change during the tenure of such person's position on the Board of Trustees (i.e. a person's membership status changes from Builder Member to Associate Member or from Associate Member to Builder Member), such person shall be automatically removed from the Board of Trustees and the Board of Trustees shall fill such vacancy in accordance with Section 5 herein.

Section 3.

In conducting the affairs of the Board of Trustees, and except as limited with respect to ex-officio members as set forth within Section 2 above, all members of the Board of Trustees shall have a vote except the President, who shall only vote if: (i) the vote is by secret ballot; or (ii) in all other cases whenever his vote will affect the results – that is, he can vote either to break or to cause a tie; or in the case where two-thirds (2/3) veto is required, he can vote either to cause or to block the attainment of the necessary two-thirds (2/3).

Section 4.

Once elected to the position of Senior Vice-President, such person's term shall be automatically extended as needed to encompass two (2) additional years to the Board of Trustees as if elected to the same. The additional two (2) years shall permit such person to act as President and Immediate Past President without the requirement of being reelected or appointed to the Board as otherwise required. In the event such person should, for whatever reason, not complete his/her term as President and/or Immediate Past President, such person's position on the Board shall also be vacated.

Section 5.

Vacancies on the Board of Trustees shall be filled by appointment by the remaining members of the Board of Trustees, and the appointment shall be for the unexpired term of such position. A position on the Board of Trustees may be deemed vacant by the Board of Trustees if the Trustee is absent from three (3) consecutive meetings; otherwise, all Trustees shall hold office until their successors are elected and qualified.

Section 6.

- A. The annual organization meeting of the Board of Trustees shall be called by the President after the annual election of the new Trustees. Such meeting shall be held before the end of the calendar year in which the election takes place.
- B. Regular meetings of the Board of Trustees shall be held no less than quarterly
- C. Special meetings of the Board of Trustees shall be held either: (i) at the request of the President, made at his/her option; or (ii) at the request of the President made pursuant to the written request of a majority of the members of the Board of Trustees. There must be 24-hour notice provided via phone or email to hold a Special meeting.

Section 7.

Notice of the time and place of all meetings of the Board of Trustees shall be given to each trustee either by mail, email, electronic calendar invitation or telephone at least five (5) days prior to such meeting and the notice of a special meeting of the Board of Trustees shall state the general object of such meeting. A quorum of the Board of Trustees shall consist of a majority of voting Trustees, five (5) of whom be Builder Members. Once a quorum has

been determined to be present, a majority vote of the trustees present shall be required to adopt any measure or to act upon any matter.

Section 8.

The Board of Trustees shall have the authority to employ an Executive Director to promote the objectives of the Association, which employment shall be governed by the following criteria:

- A. The Executive Director shall be employed at a rate of compensation as the Board of Trustees deems fair and proper.
- B. The Executive Director shall serve as the Chief Administrative Officer of the Association and shall perform the duties and responsibilities delegated to the Executive Director by the Board of Trustees and all other functions which are normal and customary to such office.
- C. The Executive Director shall be empowered to employ and supervise an adequate staff to carry on the business of the Association as instructed by the Board of Trustees.
- D. The incoming Executive Committee will, prior to the end of January, meet and set the goals of the Executive Director for the current year, including establishing guidelines for judging the success in meeting the attainment of such goals.
- E. The outgoing Executive Committee shall, prior to the December meeting of the Board of Trustees, conduct a formal employment review of the Executive Director. The purpose of the review shall be to evaluate the attainment of the goals set for the concluding year, the overall effectiveness of the staff, and the guidelines which were set for judging the success of the Executive Director in the attainment of such goals. Based upon such evaluation, the Executive Committee shall present to the Board of Trustees for their approval its recommendations relating to contract terms for the Executive Director for the following year.

Section 9.

The Board of Trustees shall employ an external Certified Public Accountant to perform an annual review of the Association's financial records. Every third year, the Association shall undergo a full audit. A full audit may be requested and mandated anytime by a majority vote of the Board of Trustees

Section 10.

The Board of Trustees shall approve, no later than December 31, an annual budget for the Association for the ensuing calendar year.

Section 11.

Election of Trustees shall be by electronic or paper ballot. A ballot shall be prepared containing names of nominees and sent to each member in good standing along with instructions for voting and date for returning the same to the Association.. Results shall be reported to the members.

Section 12.

The Board of Trustees shall provide, at Association expense, trustees and officers liability insurance covering the officers, trustees, committee chairmen and staff.

Section 13.

The Board of Trustees at its annual organizational meeting as its first order of business shall elect officers for the ensuing calendar year as hereafter more particularly set forth in Article VII, Section D.

Article VII Officers, Executive Committee

Section 1.

A. Officers - Membership Requirement

1. President - Builder
2. Senior Vice President - Builder
3. Builder Vice President - Builder
4. Associate Vice President - Associate
5. Secretary - Builder or Associate
6. Treasurer - Builder or Associate
7. Immediate Past President - Builder

B. Term. Each office shall have a one (1) year

term. C. Duties.

1. The President shall preside at all meetings of the membership and all meetings of the Board of Trustees, chair the Executive Committee, and perform such other duties as may be delegated to him/her by the Board of Trustees.
2. The Secretary shall be responsible for providing written records of the meetings of the membership, the Board of Trustees and the Executive Committee.
3. The Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association, , and upon direction of the President, may perform such other duties as are appropriate to this office.

D. Election and Installation of Officers.

1. The Board of Trustees shall at its annual organizational meeting hold the election of all other officers for the following year. Each person elected shall be installed in office at the annual meeting of the membership whenever scheduled and shall assume the official duties of their offices consistent with the date herein established.
2. Unless by a two-thirds (2/3) negative vote of the Board of Trustees indicating it would be in the best interests of the Association to do otherwise, the Board of Trustees by separate resolutions shall declare the Senior Vice-President to be President-Elect, and the Builder Vice-President who shall be serving an elective term to be Senior Vice-President Elect.

E. Absence or Disability.

1. When an elective office of the Association is vacated such as by death or resignation, then a special meeting of the Board of Trustees shall convene, and the vacancy created shall be filled at that time by election of the Board of Trustees for the remaining term.
2. In the case of the absence or disability of the President to serve, the Senior Vice-President shall serve as Interim President with full authority granted the President in this Section. In the event the Senior Vice-President is unable to serve, the Builder Vice-President shall serve as Interim Acting President if the President cannot do so. In the event the Builder Vice-President is unable to serve, the Associate Vice-President shall serve as Interim Acting President. In all instances described above, the party acting as the Interim President shall do so with full authority granted the President in this Section until such time as a special meeting of the Board of Trustees is convened and the vacancy by the death, disability or resignation of the President is filled in accordance with Paragraph 1 above. All elected or appointed officers, trustees and committee chairmen must be members in good standing with the Association and the state and national associations at all times after such election or appointment and during their

tenure of office. All elected or appointed officers, trustees and committee chairmen shall hold office until their successors are elected or appointed and qualified.

Article VIII Committees and Councils

COMMITTEES

Section 1. Committees.

The Board of Trustees (or the President of the Board, as applicable) may, at its option, form and establish certain Committees of the Corporation. The Committees may be designated as Ad Hoc Committees or Standing Committees. The President shall name the Chairperson of the Committee, and at the Presidents option, the persons composing the Committee. Should the President elect not to designate the persons comprising the Committee, the Chairperson shall do so.

Section 2. Ad Hoc Committees.

Ad Hoc Committees are special Committees, established by the Board President for a specific short-range purpose. The President designates the Chairperson of each Ad Hoc Committee.

Section 3. Standing Committees.

Standing Committees are permanent Committees, established by the Board to fulfill long term continual purposes. The President designates the Chairperson of each Standing Committee. The following Standing Committees shall exist: (i) Executive; (ii) Investment; (iii) Nominating; (iv) Professional Standards

Section 4. Quorums of Committees.

The quorum required for Committee action is a majority of the Members of that Committee.

Section 5. Appointment to Committees.

Unless otherwise designated by Resolution of the Board of Trustees, all committee appointments shall be made by the chairman of the particular committee.

Section 6. Executive Committee.

This committee shall consist of seven (7) members made up of the President, three (3) Vice- Presidents, Secretary, Treasurer and Immediate Past President. The Executive Director shall serve as an ex-officio, nonvoting member of the committee. This committee shall establish the administrative policies of the Association and advise and assist the President in carrying out the duties and objectives of the Association. This committee shall also prepare the annual budget for the Association, which shall be prepared no later than November of the preceding year for which the budget shall be applicable and submitted to the Board of Trustees for its approval in December of the preceding year for which the budget shall be applicable.

Section 2. Councils.

- A. There shall be within the Association such Councils as the Board of Trustees may, from time-to-time, find necessary to adequately serve the needs of respective members of the Association.
- B. A member of the Association may, at such member's option, become a member of such Council(s) as are related to such member's interests and/or profession.
- C. The members of a Council shall vote to elect the Chairman of each Council.
- D. Each Council shall prepare and submit to the Executive Committee a program and budget for such council for each calendar year. Upon approval of the same by the Executive Committee, each Council shall operate within the scope of the program and/or budget as so approved, until ultimately submitted to, and approved by the Board of Trustees.
- E. The Council(s) shall operate subject to Rules of Procedure, which shall be adopted and may be amended by the respective council membership, subject to approval by the Board of Trustees. If no specific Rules of Procedure are adopted by a respective Council, then: (i) meetings of all Council(s) shall be conducted

upon the call of the Chairman; (ii) a presence of the majority of the members of the Policy Board of such Council shall constitute a quorum; and (iii) actions of the Council(s) shall be determined by a majority vote of the members of the Policy Board of such Council(s) present at the meeting (provided a quorum has been established).

All actions undertaken by the Council(s) shall be submitted to the Board of Trustees for review and approval.

Article IX Indemnification

The Association shall indemnify any trustee, officer, committee member or employee of the Association who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a trustee, officer, committee member or employee of the Association against expenses (including, without limitation, attorney's fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her. In connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Article shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of not guilty or its equivalent, shall not, of itself, rebut such presumption.

The Board of Trustees may, in their discretion, extend the indemnification obligations of the Association as set forth. In this Article to Trustees, officers, committee members, employees and/or members of any entity affiliated with the Association by ownership and/or sponsorship (i.e. The Building Industry Association of Central Ohio Foundation, Inc.).

Article X National and State Obligations

It shall be the duty of this Association to discharge promptly and fully all obligations imposed by the Constitution and Bylaws of the National Association of Home Builders and the Ohio Home Builders Association.

Article XI Amendments

Section 1.

These Bylaws may be altered or amended by the approval of the Board of Trustees and the approval of the membership at a meeting of the Association by a vote of a majority of the members present, provided that a copy of the proposed change shall have been mailed, e-mailed to each member of the Association, or posted to the Association's website. not less than five (5) days prior to the meeting at which action is to be taken thereon.

Section 2.

These Bylaws may also be altered and amended by the approval of the Board of Trustees and by the approval of the membership by a mail or electronic ballot, provided a copy of the proposed amendments shall be mailed, e-mailed to each member of the Association, or posted to the Association's website.