

# CHARTER AND BYLAWS

## of the

# ST. CROIX VALLEY HOME BUILDERS ASSOCIATION, INC.

### ARTICLE I

#### (Name, Location and Affiliation)

- Sec. 1. The name of this Association shall be the St. Croix Valley Home Builders Association, Inc.
- Sec. 2. The principal office of this Association shall be located at 1505 73rd Avenue, Roberts, WI 54023 or such other place as the Board of Directors may from time to time designate.
- Sec. 3. This 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.
- Sec. 4. The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders.
- Sec. 5. The Association shall be operated as a 501(c)(6) corporation.

### ARTICLE II

#### (Mission Statement)

The St. Croix Valley Home Builders Association, a network of professional builders and associates, provides resources and opportunities to our members to promote quality construction and positive relationships between members and the communities we serve.

### ARTICLE III

#### (Code of Ethics)

- Sec. 1. **Ethics.** The members of this Association shall subscribe to the following Code of Ethics:
- Members shall conduct business affairs with professionalism and skill.
  - Members shall keep honesty as the guiding policy.
  - All housing shall be built to meet or exceed the minimum standards of the industry as defined by state and local codes.
  - Members shall comply with both the spirit and letter of business contracts.
  - Members shall not obtain any business through fraudulent means, knowing acts of omission, or by use of implications unwarranted by fact or reasonable probability.
  - Members shall not perform or cause, to be performed any act which could reflect discredit or disrepute to any part of the building industry and/or the Association.
  - Members obtaining construction payouts shall promptly pay creditors and not use the funds for other purposes.
  - Members shall support and abide by the decisions of the Board of Directors in promoting and enforcing this Code of Ethics.
  - Members shall refrain from any harmful activity during general membership meetings and/or committee meetings, otherwise the proper authorities will be notified and they may escort the member off of the premises.

Members assume the responsibilities of the Code of Ethics freely and solemnly, and are mindful that these responsibilities are part of their obligation as members of the St. Croix Valley Home Builders Association.

- Sec. 2. **Enforcement.** The Executive Committee, consisting of the current president, vice president, and secretary/treasurer, and immediate past president shall be responsible for enforcing the Code of Ethics. In enforcing the code, the Executive Committee shall follow the most current Guidelines for Handling Complaints as established and approved by the Board. Such Guidelines may be amended by a majority vote of the Board of Directors.
- Sec. 3. **Courses of Action.** Should the Executive Committee determine that disciplinary action of a member is required as related to the Code of Ethics, the Executive Committee may:
- Send a letter of warning to the member
  - Suspend the member
  - Remove the member from the Association's membership roster
  - Or take other action it deems just and equitable.
- Sec. 4. **Appeal.** Any member who has been the subject of the disciplinary action as related to the Code of Ethics has the right to appeal to the Board of Directors. The appeal process is defined in the Guidelines for Handling Complaints.

### ARTICLE IV

#### (Membership)

- Sec. 1. **Classes of Members.** Membership in this Association shall be of *three* classes consisting of the following:

**Builder Membership** shall be open to any person, firm or corporation whose principal business is, or has been, shelter construction within the territorial jurisdiction of this Association; is of good character and business reputation; agrees to abide by the provisions of the Articles and Code of Ethics of this Association; subscribes to the purposes of this Association, and meets with the approval of the Board of Directors. The designated contact person shall be registered with the St. Croix Valley HBA, the Wisconsin Builders Association, and the National Association of Home Builders as the member-of-record.

**Associate Membership** shall be open to any person, firm or corporation engaged in any allied trade, industry or profession within the territorial jurisdiction of this Association; who is of good character and business reputation; agrees to abide by the provisions of the Articles and Code of Ethics of this Association; subscribes to the purposes of this Association, and meets with the approval of the Board of Directors. The designated contact person shall be registered with the St. Croix Valley HBA, the Wisconsin Builders Association, and the National Association of Home Builders as the member-of-record.

**Affiliate Membership** shall be open to employees and/or partners, or associate of a current member in good standing with SCVHBA, that is located at the same physical location. Affiliate members may participate in all meetings and events and serve on any local committee, but are not voting members.

- Sec. 2. **Acceptance of Members**  
 a. Applicants for Membership shall apply in a form satisfactory to the Board of Directors, company name must appear once as a prospective member in the association's official publication and meet such other requirements as the Board may from time to time prescribe. Applicants approved and accepted by this Association, upon payment of dues, shall be members of National Association of Home Builders of the United States and Wisconsin Builders Association and while in good standing shall be entitled to the full benefits, services and privileges of the respective Associations.
- Sec. 3. **Identifying Single/Multiple Memberships**  
 a. One full membership consists of a company operated under one charter with one registered contact person and single address. Branch offices/showrooms may be included within the single membership, but if separate promotion is desired, either an Affiliate or additional full membership is required. Additional people (no limit) may be added to the mailing list to receive local newsletters (only) for an additional charge. If additional people wish to receive all material/benefits from SCVHBA, WBA, and NAHB, an Affiliate Membership is required. Attendance by additional people (no limit) at meetings and events is welcome and encouraged. Committee participation is welcome and encouraged by all. Businesses that operate as separate proprietorships and/or with a different name and promoting the companies separately are required to have a second membership.
- Sec. 4. **Suspension and Revocation of Membership**  
 a. The Board of Directors by a two-thirds (2/3) vote, may suspend or revoke the Membership of any member for:  
 1. Failure to meet financial obligations to the Association  
 2. Violating the bylaws of the Association  
 3. Violating the rules, regulations, or policies of the Association.  
 The member shall be given at least thirty (30) days notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.
- b. A vote of two-thirds (2/3) of the Board shall be required to reinstate any Membership suspended or revoked under this Section. Reinstatement shall be subject to such terms and conditions as the Board may impose.
- Sec. 5. **Meetings of the Membership.**  
 a. An Annual Meeting of the Membership of this Association shall be held in December of each year, or at such other time as the Board may designate, for the express purpose of electing the officers and directors of the Association, and taking up such matters as may properly come before the general Membership. Regular meetings of the Membership of this Association shall be held at such time as the Board of Directors may designate. Special meetings of the Membership of this Association shall be held at such time as the Board of Directors may designate. Special meetings of the membership of this Association may be called by the President, or if requested in writing, by a majority of the members of the Board of Directors. **Notice shall be given of the date, hour, and place of all meetings to each member at least three days in advance.**

## **ARTICLE V**

*(Dues)*

- Sec. 1. **Reinstatement Fee.** Memberships who have been expired for three (3) months or more will incur a reinstatement fee of 10% of the annual dues upon reapplying for membership.
- Sec. 2. **Dues.** The dues of this Association shall be established by the Board of Directors and shall include those required for membership in the National Association of Home Builders of the United States and Wisconsin Builders Association which this Association shall collect and remit in accordance with the requirements of the National and State Associations. The Association shall have no obligation to refund dues or any portion of dues to any member whose membership terminates for any reason.

## **ARTICLE VI**

*(Board of Directors)*

- Sec. 1. **Composition.** The Board of Directors shall be the governing body of the Association. The Board shall consist of a core group of thirteen (13) members; of whom three are officers, nine are directors and hold three-year terms, and the immediate past president. At least one-third of the nine-person board shall consist of builder members. Elected directors shall serve terms of three years with the term beginning January 1 following the date of election.
- Sec. 2. **Chairperson.** The President shall be the Chairperson of the Board of Directors.
- Sec. 3. **Officers.** Officers shall be selected from the Board of Directors by the Board of Directors. A director must have served at least one year on the board before becoming an officer. The Membership shall elect by majority vote those for each office.
- Sec. 4. **Vacancies.** Vacancies on the Board, due to disability, death, suspension, revocation of membership or a director becomes an officer, shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will finish out the vacated Board members' term.
- Sec. 5. **Resignation and Removal.** The Board of Directors shall have the power but not the obligation to declare vacant the position of any Officer or Director of the St. Croix Valley HBA who, unexcused, is absent from three consecutive meetings of the Board of Directors.
- Sec. 6. **National and State Directors.** The Board shall prescribe the method of selection of any National and State Directors and Alternate Directors to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the National and State Associations.  
 a. The Board shall have the power but not the obligation to replace directors who miss three consecutive meetings.  
 b. State directors shall be appointed for three-year terms.
- Sec. 7. **Meetings.** Meetings of the Board of Directors shall be held as follows:  
 a. Regular meetings of the Board of Directors shall be held on the Tuesday before the general Membership meetings or such other time as the Board may direct.  
 b. Special meetings of the Board of Directors may be called by the President or upon the written request of a majority of the Directors.  
 c. Notice of the date, hour and place of all meetings shall be given to the Directors at least three days in advance.

- Sec. 8. **Voting.** A two-thirds vote shall decide an issue provided a quorum is present.
- Sec. 9. **Quorum.** The presence of a minimum of seven board members at a meeting shall constitute a quorum.
- Sec. 10. **Authority.** The Board of Directors shall have the power and authority to conduct the business and affairs of the Association, adopt policies of the Association, and adopt an annual budget following receipt and consideration of recommendations from the Executive Committee (pres., v.p., sec/treas., & p.p.). The action of the Board of Directors within its powers granted by the Bylaws of this Association and Articles of Incorporation shall be final and shall not require the approval of the members of the Association in order to be valid.

## **ARTICLE VII** *(Elections)*

- Sec. 1. **Election of the Board of Directors.**
- a. **Nominating Committee.** There shall be a nominating committee composed of the President and a minimum of two Directors. The President is the Chairman of the committee.
  - b. **Function.** The Nominating Committee shall solicit the Membership verbally and through the official monthly publication of the association and consider recommendations submitted. At least one candidate shall be nominated for each position to be filled unless otherwise set forth in this article. The committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections and upon direction of the President, perform other appropriate duties. Names of candidates secured by the Nominating Committee shall be submitted as recommendations to the Board of Directors at the October Board meeting.
  - c. **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 whose nominations and acceptance of nominations take place at the Annual Meeting of the membership at which the election is held. Recommendations for nominations shall be accepted until the Board of Directors meeting immediately preceding the Annual Meeting at which the election is held.
  - d. **Election.** Directors shall be elected at the Annual Meeting of the Association provided the meeting achieves the quorum requirements noted below. The Nominating Committee shall submit its report at such meeting. Additional nominations may be made from the floor.
  - e. **Quorum.** A quorum is necessary for the election of Board of Directors. Such quorum shall consist of at least ten percent (10%) of the members-of-record. A member-of-record may authorize a proxy to vote on his behalf.
  - f. **Voting.** Whenever only one nomination for an elective office is presented to the Membership, election shall be by voice vote. Whenever more than one nomination is presented, vote shall be by secret ballot. If more than two candidates are named for an office, a majority of the members voting shall be necessary to elect. If no candidate received a majority, a second vote shall be taken upon the two leading candidates.

## **ARTICLE VIII** *(Elective Officers)*

- Sec. 1. **Officers of the Association.** Succession to the office of President and Vice President shall occur as described below. The secretary/treasurer position, any member-of-record who has served at least one year or who has previously served on the board, shall be elected by the Membership and shall hold office for a term of one year from January 1 through December 31 or until their successors are elected (or appointed) and duly qualified.
- a. **President,** who shall be a Member of the Association, shall be the 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. The President shall appoint all committees, shall be an ex-officio member of all committees, required to attend three of the four state Board meetings, and shall perform all other duties usual to such office.
  - b. **Vice President,** who shall be a Member of the Association, shall perform such duties as are assigned by the President and, in the absence of the President, or upon direction, shall perform all of the duties of the President. After a one-year term, the Vice-President shall move into the office of President.
  - c. **Secretary/Treasurer,** who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association with monthly financial reports rendered by the Executive Officer and an Annual Report to the Board of Directors. The Secretary/Treasurer shall keep permanent records of all monthly and annual financial records and records of all of the official proceedings of this Association and its Board of Directors, including the reports of the committees, and upon direction of the President, may perform other duties appropriate to this office. After a one-year term, the Secretary/Treasurer shall move into the office of Vice President.
- Sec. 2. **Succession of Office.**
- a. In the event of the absence, disability, resignation, or death of the President, the Vice-President shall act as President of the Association. Should neither the President nor the Vice President be able to serve for any of the foregoing reasons, then the Secretary-Treasurer shall act as President. The officer so designated to act as President shall serve until such time as the Board of Directors names from among its members a President to fill the unexpired term.
  - b. There may not be an Associate Member President and Associate Member Vice President in the same term. In the event of a vacancy, other than in the office of the President, the Board of Directors shall name from among its Members a successor to fill the unexpired term.

## **ARTICLE IX** *(Voting, Quorums)*

- Sec. 1. The registered contact person of each Builder and Associate member classifications of the Association in good standing shall be entitled to vote at meetings of the Membership as may be provided in other sections of these Bylaws.
- Sec. 2. A simple majority vote decides an issue provided a quorum is present. This section shall not apply to voting on amendments to these Bylaws.
- Sec. 3. The presence of 10% of the members in good standing at a meeting of the Membership shall constitute a quorum.

## **ARTICLE X** *(Executive Committee)*

- Sec. 1. There shall be an Executive Committee of this Association which shall be composed of the President, who shall be the Chairman, the Vice President, Secretary/Treasurer, and Immediate Past President.
- Sec. 2. This Committee shall, between meetings and subject to the approval of the Board of Directors, conduct the affairs of the Association in accordance with these Bylaws and the policies adopted by the Board of Directors.
- Sec. 3. This Committee shall meet upon the call of the President, the Board of Directors, or any of its members. A simple majority shall constitute a quorum.

## **ARTICLE XI**

### ***(Committees)***

- Sec. 1. The President with the advice and consent of the Board of Directors shall upon taking office establish standing committees for the Association except as may otherwise be specifically provided for in these Bylaws.
- Sec. 2. The Chairman and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided in these Bylaws.
- Sec. 3. President may, with the advice and consent of the Board of Directors, remove the Chairman or members of any committee appointed pursuant to this article.
- Sec. 4. The President may appoint special committees as he/she may from time to time deem advisable.
- Sec. 5. Meetings of all committees shall be upon the call of the Committee Chairman with the approval of the President.
- Sec. 6. A simple majority vote in the committee shall decide an issue provided a quorum is present.
- Sec. 7. The presence of one-half of the committee members at a meeting shall constitute a quorum.

## **ARTICLE XII**

### ***(Administrative Offices)***

- Sec. 1. The Board of Directors at such rate of compensation as it deems fair and proper may employ an Executive Officer.
- Sec. 2. The Executive Officer shall serve as the chief administrative officer of this Association. The Executive Officer shall perform the duties and responsibilities delegated by the Board of Directors and all other functions usual to such office.
- Sec. 3. The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors, within the limitations of the fiscal budget.

## **ARTICLE XIII**

### ***(Budget)***

- Sec. 1. **Fiscal Year.** The fiscal year of this Association shall be the year commencing on the first day of November and terminating on the last day of October.
- Sec. 2. **Budget.** The Board of Directors shall adopt a budget put forth by the Executive Committee for each fiscal year, and this Association shall function within the total of such budget. The Board of Directors must authorize any expenditure in excess of an approved budget.
- Sec. 3. **Depository.** Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of the Association shall be made on the signature of the Secretary/Treasurer and/or any other person authorized by the Board of Directors.
- Sec. 4. **Spending Limit.** There is a spending limit of \$5,000 on any single capital expenditure and the spending limit can only be changed by a simple majority vote of the Board of Directors present.

## **ARTICLE XIV**

### ***(Rules of Procedure)***

- Sec. 1. Robert's Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

## **ARTICLE XV**

### ***(Amendments)***

- Sec. 1. These Bylaws may be amended by a two-thirds vote of the Builder and Associate members present at any called meeting, provided:
- a. the attendance at such meeting constitutes a quorum, and
  - b. that a copy of any proposed amendment shall be provided to each member of the Association at least fifteen days in advance.

## **ARTICLE XVI**

### ***(Notices)***

- Sec. 1. **Notices.** Members shall furnish the Executive Officer with their address, telephone, facsimile number, and if applicable, an e-mail address. The mailing of any notice to the last known official address shall be deemed service of such notice or notices upon them as of the date of the mailing.

Revised September 2001  
Amended August 2003 (Mission Statement)  
Amended November 2008  
Amended June 2009 (Code of Ethics)