

**Heart of the North Builders Association
By-Laws**

Adopted _____

Revised 11/5/09

ARTICLE I: NAME AND OBJECTS

Section 1. The name of this non-profit Association shall be the Heart of the North Builders Association.

Section 2. The principal office of this Association shall be located at PO Box 6 Rice Lake, WI 54868, or such other place as the Board of Directors may from time to time designate.

Section 3. This Association is and shall be an Affiliated Association of the National Association of Home Builders and Wisconsin Builders Association and shall abide by their Respective Bylaws as amended from time to time.

Section 4. The operation of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders.

ARTICLE II: PURPOSE/CODE OF ETHICS

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

- A. To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
- B. To collaborate with all fields related to the building industry within 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 and Wisconsin Builders Association.
- D. To operate without profit and no part of the income of the Association shall ensure to the benefit of any individual member.
- E. To organize and perform community service, by approval of the board, within the Association's jurisdiction for the benefit of the residents of the community.

Section 2. Code of Ethics...As members in good standing of the Wisconsin Builders, we believe in, and accept, the responsibilities and obligations Inherent in our provision of housing, light commercial construction and any other services. Consistent with the National Association of Home Builders Code of Ethics contained in its constitution, we support the following objectives.

- 1. To conduct business affairs with professionalism and skill.
- 2. To provide the best housing value possible.
- 3. To protect the consumer through the use of quality materials and construction practices backed by integrity and service.
- 4. To provide housing with high standards of safety, sanitation and livability.
- 5. To meet all financial obligations in a responsible manner.
- 6. To comply with the spirit and letter of business contracts, and manage employees, subcontractors and suppliers with fairness and honor.
- 7. To keep informed regarding public policies and other essential information, which affect our business interests and those of the building industry as a whole.
- 8. To comply with the rules and regulations prescribed by law and government agencies for the health, safety and welfare of the community.
- 9. To keep honesty as our guiding business policy.
- 10. To provide timely response to items covered under warranty.
- 11. To seek to resolve controversies through a non-litigation dispute resolution mechanism.
- 12. To support and abide by the decisions of the association in promoting and enforcing this Code of Ethics.

Members assume the responsibilities in the Code of Ethics freely and solemnly and are mindful that these responsibilities are a part of their obligation as members of The Heart of the North Builders Association.

We also believe that homeownership should be within reach of all Americans.

Finally, because we hold inviolate the free enterprise system and 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 inalienable rights and freedoms.

ARTICLE III: MEMBERSHIP

SECTION 1. CLASS OF MEMBERS. The association shall have the following classes of members. The designation of such classes and the qualification of the members of such classes shall be as follows:

A. **BUILDER MEMBERS.** Any person, partnership, firm or corporation who or which derives a major portion of his or its income from the proceeds of building or remodeling housing units, or a combination of housing units and/or apartment, commercial and industrial buildings, who has been in business for one full year or voted by the majority of the board of directors in the Association, who has been in business for one full year, and who shall agree to abide by the bylaws of the Association and subscribe to the Code of Ethics shall be a Builder Member.

A member of the Association or prospective member, that by definition does both general contracting and/or remodeling, etc., as well as acting as a sub-contractor, must maintain a Builder Membership.

B. **ASSOCIATE MEMBERS.** Any person, partnership, firm, corporation who is not a Builder Member and who is engaged in any business or industry connected or associated with the construction industry and a substantial portion of whose business activities consist of the performance of the work and labor in and about the construction or repair of buildings or the supplying of material for the construction or repair of buildings or the providing of services used in ads about the construction and repair of buildings and who shall agree to abide by the Bylaws and subscribe to the Code of Ethics shall be an Associate Member.

C. **STUDENT MEMBERS.** Any student of light construction or related subject who is a Member of an organized group in an accredited school during the current academic year and sponsored by a faculty advisor shall be eligible to be a student member.

D. **AFFILIATE MEMBERS.** Employees or Partners of a Builder Member or Associate Member in good standing who shall agree to abide by the Bylaws and subscribe to the Code of Ethics shall be an Affiliate Member.

Section 2. ACCEPTANCE OF MEMBERS

A. Any qualified person or corporation or firm may become a member of the Association upon his agreeing to abide by the Code of Ethics and the Bylaws of this Association, and upon the submission of a written application for admission to said Association accompanied by a tender of the first year's dues. The application shall be referred to the Executive Officer or Board of Directors for investigation. If the Board of Directors finds that the applicant had proven eligibility, notice of the application must then be posted in one issue of the newsletter. The Board of Directors will then ascertain that the applicant is of good character and business reputation, and recommend the applicant for one of the four classifications. Applicants for membership who are approved by a majority vote of those directors who are present at a regular meeting of the Board of Directors shall be admitted to membership in the Association.

B. Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association of Home Builders and Wisconsin Builders Association, and while in good standing shall be entitled to the full benefits, services and privileges of the respective Associations.

Any person whose application for membership is denied by the Board of Directors may have his application submitted to the General Membership at any regular membership meeting. The membership present to approve the application must constitute a quorum as defined in Article III, Section 6 of these Bylaws.

Section 3. SUSPENSION AND REVOCATION OF MEMBERSHIP

1. Members of the Association may be suspended or expelled from membership on the following grounds:
 - A. For non-payment of dues.
 - B. For violating the Bylaws of the Association.

- C. For engaging in unfair trade practices.
 - D. For such other causes as the Board of Directors may deem sufficient for suspension or expulsion.
2. Any member may be suspended or expelled from the Association by violation of the Bylaws of this Association if in the opinion of the Board of Directors as evidenced by two-thirds of the members of the Board as were present at any meeting that may vote upon the matter, it shall be considered desirable for the best interest of the Association or its members that the said member be suspended or expelled.
 3. A vote of two-thirds of the members of the Board of Directors at any regularly called meeting shall be required to reinstate any member who has been expelled or suspended and subject to the provisions of this action. Membership present to reinstate any member must constitute a quorum as defined in Article III, Section 6 of these Bylaws.
 4. If a Builder Member or Associate Member employing an Affiliate Member falls out of good standing with HNBA, then all rights and privileges of the Affiliate Member may be suspended or revoked, dependent on the infraction of the sponsoring member.
 1. If employment of an Affiliate Member by a Builder Member or Associate Member is terminated, the Affiliate Member will be suspended from HNBA. It is the responsibility of the employing Builder Member or Associate Member to notify HNBA of any employment status change with the Affiliate Member.
 2. The Affiliate Member may be employed by another Builder Member or Associate Member within 60 days to be reinstated. If he/she is not reinstated within 60 days he/she will be terminated and forfeit all dues to HNBA.
 3. An Affiliate Member may become a Builder Member or Associate Member by submitting an application for membership and one year's dues to HNBA and following the procedures outlined in Article III, Section 2. Any Affiliate Member dues previously paid will be forfeited.

Section 4. GRIEVANCES

The Association office, upon receiving a written complaint against any member alleging unfair trade practices or violation of the Code of Ethics as adopted by the Association, shall refer the complaint to the Board of Directors

Section 5. MEETINGS OF THE MEMBERS

- A. The General Membership Meeting of the Association shall be held on the 2nd Thursday of the month unless otherwise determined by the Board of Directors.
- B. Regular meetings of the membership of this Association shall be held at such time as the Board of Directors may designate.
- C. All members shall be given notice by mail or email of each meeting and of each special meeting.
 1. Special meetings may be called by the President and shall be called by the President upon written request of at least ten members of this Association.
 2. An annual meeting of this Association shall be held on the 2nd Thursday of October for the purpose of electing the following calendar year's Officers and Board of Directors, or on such other date as the Board of Directors shall determine. Installation of the officers will take place at an Installation Banquet, which will be scheduled by the Board of Directors and given due notice.

Section 6. QUORUM At all General Membership meetings of this Association, one-quarter of the total number of members based on the membership at the end of the proceeding month shall constitute a quorum.

ARTICLE IV: DUES

Section 1. Heart of the North Builders Association

- A. The dues shall be established by the Board of Directors. The HNBA dues shall be subject to the approval by a majority vote of the Board of Directors of this Association.

- B. The dues for membership in this Association shall be paid annually and shall be due on the anniversary date of each member's acceptance into the HNBA. In addition to being current on dues to this Association, every member, in order to maintain membership status, shall be current on National Association of Home Builders dues and on Wisconsin Builders Association dues.
- C. It shall be the duty of the Executive Officer to report monthly to the Board of Directors the names of any members who are delinquent in the payment of their dues.
- D. Any member who has dues that are not paid within 60 days after they become due, shall be dropped. He The member shall, however, be reinstated, at any time within 6 4 months from date of dues payment dues invoice due date, upon payment in full.
- E. Any member to receive any benefits from membership in this Association must be in good standing and in a paid-in-full condition to receive the same. This applies to insurance dividends and other payments from insurance benefits except as hereinbefore provided.

ARTICLE V: BOARD OF DIRECTORS

Section 1. COMPOSITION AND AUTHORITY

- A. The Board of Directors shall be the governing body of the Association.
- B. The Association at its Annual Meeting shall elect 6 Directors, the majority of which shall be Builder Members. A Director so elected shall hold office for the appointed term from the date of election or until a successor is duly elected. The terms of office are as follows: President 1 year term, Vice-President 1 year term, Secretary-1 year term, Treasurer- 1 year term, three Builder Directors- 1 3 year term, 1 2 year term and 1 1 year term, Associate Directors- 1 3 year term, 1 2 year term, 1 1 year term. After 1 year we will then have 1 Builder and 1 Associate Director due each year from that date forward, for a 3 year term each. 3-year teams, three Association Directors - 3-year terms.
- C. EX-OFFICIO MEMBERS. The Board of Directors shall consist of the following members of the Association: President, Vice-President, Secretary, Treasurer, Immediate Past-President, all Directors and Life Directors of the Wisconsin Builders Association, all Directors and Life Directors of the National Association of Home Builders who are members of the HNBA. Alternate State and National Directors shall not be members of the Board of Directors. If one person holds more than one of the above named offices, they shall nevertheless be entitled to only one vote on any matters voted by the Board of Directors.
- D. The Board of Directors shall have the authority to appoint or hire an Executive Officer for this Association, and fix the compensation and terms of employment.

Section 2. VACANCIES.

- A. If a vacancy occurs in the Board of Directors of this Association through Death, resignation or otherwise, the Board of Directors shall elect a like member from this Association membership to fill such vacancy for the balance of the un-expired term. Any like member so appointed or elected to fill a vacancy of an unexpired term shall be allowed to run for re-election to such office.
- B. If any officer or director shall have three unexcused absences from meeting of the Board or of the Association during his term of office, the Board of Directors may by majority vote declare his office as vacant.

Section 3. NATIONAL & STATE DIRECTORS

- A. The National Directors shall be elected to the post by the Board of Directors in office at the time of annual election. Alternate Directors shall be elected in the same manner.
- B. State Directors and Alternate State Directors shall be elected by the Board of Directors from the General Membership.

- C. At all regular and special meeting of the Board of Directors, all elected National Directors and elected State Directors shall be advised by mail/email and invited to attend in order to be properly informed on the Association's affairs.

Section 4. MEETINGS

Meetings of the Board of Directors shall be held the 1st Thursday of the month. Special meetings of the Board of Directors may be called upon direction of the president or upon similar request in writing of five of its members. Notices of the date held and place of all special meetings as well as Regular meetings must be given the Directors at least three days in advance.

Section 5. VOTING

- A. At all Directors' meetings, two-thirds of all Directors shall constitute a Quorum.
- B. National and State Directors, being members of the Board of Directors, may vote on all issues which may come before the Board of Directors.
- C. Affiliate members will have no voting rights.

ARTICLE VI: OFFICERS

Section 1. The following Officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of one (1) year from the date of ~~Election~~ Installation or until their successors are elected and duly qualified.

- A. ~~A President, who shall be a Builder Member of the Association.~~ The President, who 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 spokesperson of this Association in matters of public policy. The President shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office. The office of President shall not be held by an Associate Member for more than 1 consecutive year.
- B. ~~A Vice President, who shall be a Builder 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. The office of Vice President shall not be held by an Associate Member for more than 1 consecutive year.
- C. A Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render monthly reports to the Board of Directors and an annual report to the membership, and upon direction of the President, may perform other duties appropriate to this office.
- D. A Secretary and/or Executive Officer shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of committees and, upon direction of the President, may perform other duties appropriate to this office. The Executive Officer shall have general charge of the permanent office of this Association and shall have general charge of the affairs of the office.
- E. A majority vote of the board of directors shall be necessary to override the membership classification requirements in order to fill an officer's position.
- F. No officer of this Association shall sign or endorse any note, contract or other obligation, except by express resolution of the Board of Directors. All funds not otherwise employed shall be deposited from time to time to the credit of this Association in such banks, trust companies, savings and loan associations or other depositories, which may be selected by or under the authority of a resolution of the Board of Directors.

Section 2. ELECTION AND VOTING

- A. Officers and Directors shall be elected at the annual meeting and installed at the next regular meeting of this Association.
- B. Not less than 30 days prior to the annual meeting, the President shall appoint a nominating committee of 3 members. This committee shall include the Immediate Past President, the President and 1 additional member as appointed by the President. The nominating committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each office to be filled unless otherwise set forth in the Article. The nominating committee shall report to the Board of Directors/or Executive Officer not less than seven days prior to the scheduled date of the annual meeting. Additional nominations may be made from the floor.
- C. At the annual meeting, the nominating committee shall make its report. Election for officers shall take place in the following order: President, Vice-President, Treasurer and Secretary. 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 written ballot. In the event that more than two candidates are named, a majority of those voting shall be necessary to elect. In the event such majority is not obtained, then a second vote shall be taken upon the two leading candidates.

ARTICLE VII: COMMITTEES

Section 1. The Board of Directors may, by resolution adopted by the affirmative vote of a majority of a number of directors constituting the Board of Directors, designate one or more committees within the membership and duties of such committees to be as determined by the Board of Directors.

Section 2. An Executive Committee will be appointed for the purpose of reviewing the duties of the Executive Officer, and to establish the agendas for the meetings of the Board of Directors. The Executive Committee will be comprised of the current President, Vice President, Secretary, Treasurer, immediate Past President, and 2 other non-Director members as appointed by the Board of Directors.

ARTICLE VIII: FISCAL YEAR

Section 1. The fiscal year of this Association shall be the 2nd Thursday of October to the 2nd Thursday October, with the Financial year being January 1 to December 31.

ARTICLE IX: ORDER OF BUSINESS

Section 1. At all meetings of the Board of Directors, the following order of business shall be observed so far as consistent with the purposes of the meeting

- 1. Call to order
- 2. Reading of minutes of preceding meeting of Association and action thereon
- 3. Report of Treasurer and action received
- 4. Report of correspondence received
- 5. Committee reports
- 6. Unfinished business
- 7. New business
- 8. Adjournment

ARTICLE X: AMENDMENTS

Section 1. These Bylaws may be amended by resolution adopted by a majority of the Board of Directors, but such amendments shall not become effective until ratified by a majority vote of the members present and entitled to vote at a regular or special meeting of this Association and these members represent a quorum as defined in such Article III, Section 6 of these Bylaws, provided that said Amendment is distributed to all members of this association at least one week prior to any general meeting at which the Amendment is subject to a vote.