



Building Industry Association of the Red River Valley
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Bylaws

of the

Building Industry Association

of the Red River Valley

CODE OF ETHICS FOR ACTIVE MEMBERS:

Members of the Building Industry Association of the Red River Valley believe and affirm that:

1. *Home ownership can and should be within 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 American free enterprise system.*

To achieve these goals, all Members of this Association shall agree to observe and be bound by the following Code of Ethics:

4. *Abide by the Bylaws, rules, and procedures of the BIA of the RRV.*
5. *Conduct business affairs with professionalism and skill.*
6. *Our paramount responsibility is to our customers, our community, and our country.*
7. *Protect the consumer through the use of quality materials and construction practices backed by integrity and service.*
8. *Honesty is our guiding business policy. Therefore, all transactions, agreements and dealings with customers, employees, subcontractors, suppliers and regulatory officials shall be conducted free from fraud or deception.*
9. *High standards of health, safety, and sanitation shall be built in every home. We shall comply with the rules and regulations prescribed by law and government agencies for the health, safety and progress to the community.*
10. *Members shall deal fairly with their respective employees, sub-contractors, and suppliers.*
11. *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.*
12. *All sound legislative proposals affecting our industry, and the people we serve, shall have our informed and vigorous support and we shall keep informed*

regarding laws, regulations, proposed legislation, codes, public policies and other essential information which affect our business interests and those of the housing and building industries as a whole.

13. *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 freedom.*
14. *Maintain insurance as may be required by law, including but not limited to general liability and workers compensation insurance, at a level that is adequate and customary for the business in which the Member is engaged.*
15. *Maintain licensure as may be required by law.*
16. *Seek to resolve controversies through a non-litigation dispute resolution mechanism.*
17. *Adhere to the building codes as set forth by the jurisdiction you are doing business in.*
18. *Support and abide by the decisions of the Building Industry Association of the Red River Valley in promoting and enforcing this Code of Ethics.*

We assume these responsibilities freely and solemnly, mindful that they are part of our obligation as Members of the Building Industry Association of the Red River Valley.

BUILDING INDUSTRY ASSOCIATION OF THE RED RIVER VALLEY

BYLAWS

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Amended:

- December 1970
- April 1973
- November 1978
- November 1983
- November 1990
- November 1992 Article V, Section 1
- October 1994
- October 1998, Article VI Section 1
- April 1999, Article I Section 3
- September 1999, Article I Section 2 & 3
- December 1999, Article I Section 4 & 5, Article V Section 5, Article VI Section 1, Article VIII Section 2, Article IX Section 1 & 2
- March 2000, Article I, Section 4, Article V, Sections 5 & 8, Article VI, Section s 1 & 2, Article VII, Section 4
- November 2000, Article I, Section 1, Article V, Section s 1 & 6
- September 2002, Article I, Sections 1 & 3, Article V Section 4
- August 2008, Code of Ethics and Article I, Sections 1, 2, 3, & 4, Articles IV, Section 1, Article V, Sections 2, 3, 4, 5, 6 & 7, Article VI, Section 1, Article VII, Section 1, Article IX, Sections 1 & 2
- April 17, 2012: Article 1, Section 3, Article V, Sections 1, 2 & 10, Article VI, Sections 1, 2, 3 & 4, Article XIII, Section 1
- August 11, 2015: Article 1, Section 3
- December 10, 2015: Code of Ethics: Article 1, Section 1, Section 3, Section 4; Article V, Section 1, Section 8, Section 9; Article VI, Section 1, Section 2, Section 4; Article VIII, Section 1, Section 2; Article IX, Section 1; Article X, Section 2; Article XIII
- January 19, 2021: Article 1, Section 1, Section 2, Section 3, Section 4; Article III, Section 2; Article IV, Section 1, Section 2; Article V, Section 1, Section 4, Section 5, Section 6, Section 7; Article VI, Section 1; Article VII, Section 3; Article VIII, Section 2; Article XI, Section 1
- October 15, 2024: Article 1 Section 1, Section 3, Section 4; Article 3 Section 1, Section 2; Article 4 Section 2; Article 5 Section 1, Section 3, Section 4, Section 6; Article 6 Section 1; Article 7 Section 1, Section 2; Article 8 Section 2, Article 9 Section 1, Section 2.

ARTICLE I - Membership:

SECTION 1:

Name of this Association shall be:

Building Industry Association of the Red River Valley (BIA or BIA-RRV)

Headquarters of this Association are at:

1802 32nd Avenue South
Fargo, North Dakota 58103

This Association is and shall be:

An affiliated association of the National Association of Home Builders of the United States (NAHB) and the North Dakota Association of Builders (NDAB) and shall abide by their respective bylaws as amended from time to time.

Areas served by this Association are:

Barnes, Cass, Dickey, LaMoure, Ransom, Richland, Sargent and Traill Counties of North Dakota and Clay County of Minnesota and any other areas designated by NAHB to the local Association.

SECTION 2:

Membership in this Association shall be of five classes:

- a. Builder
- b. Associate
- c. Affiliate
- d. Honorary
- e. Emerging Professional

SECTION 3:

Qualifications for Membership in this Association shall be as follows:

QUALIFICATION FOR MEMBERSHIP

An applicant for Membership must complete an application for Membership on a form approved by the Board of Directors; be acceptable to a majority of the Members of the Board of Directors present at the meeting; qualify under the applicable Membership criteria; provide evidence of such qualification in form and substance acceptable to the Board; and pay the applicable enrollment fee upon approval for Membership. A separate, qualifying Membership is required for each person or entity (including corporation, partnership, LLC or LLP) seeking or holding benefits of Membership, irrespective of any ownership or operation common to another Member, in whole or in part.

SUSPENSION AND REVOCATION OF MEMBERSHIP

The Board shall have the ongoing right to terminate the Membership of any Member who, in the opinion of the Board, no longer qualifies under the Membership criteria in effect when the Member was first admitted to Membership. Termination may be accomplished by refusal to accept an annual renewal, or through outright cancellation with appropriate refund. However, no Membership, once granted, may be terminated by the Board without notice to the affected Member informing the Member of the contemplated termination and affording the Member the opportunity to be heard on the matter of the contemplated termination.

The Board of Directors by a majority vote may suspend or revoke the Membership of any Member (1) for failure to meet their financial obligations to this Association, (2) for conduct detrimental to this Association, or (3) if it is determined to be in the best interests 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. A majority vote 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.

BUILDER MEMBERSHIP CRITERIA

The applicant for Builder Membership must:

1. Subscribe to the Code of Ethics for active Members.
2. Be a builder engaged in the business of building, rebuilding or remodeling homes (e.g. single-family homes, multi-family dwellings, condominiums, townhomes, duplexes and similar residential dwellings), apartments, commercial buildings or other structures normally related and appurtenant to a community, or in land development within the territorial jurisdiction established for the Building Industry Association of the Red River Valley by the National Association of Home Builders (the "Territory").
3. Be a contractor licensed by the State of North Dakota and/or Minnesota.
4. Be a purchaser of residential or commercial building permits in the Territory.
5. Be joining for the purpose of supporting the housing and building industries in the Territory.
6. If required by applicable law, insure employees (if any) for workmen's compensation and carry general liability insurance.
7. Provide references from two (2) existing BIA Members that demonstrate the applicant to be of good and ethical business character.
8. Appear positioned to continue as an active builder in the Territory.

ASSOCIATE MEMBERSHIP CRITERIA

The applicant for Associate Membership must:

1. Subscribe to the Code of Ethics for active Members.
2. Be engaged in a trade, industry or profession related to the business of building, rebuilding or remodeling of homes, apartments, commercial buildings or other structures normally related and appurtenant to a community and which is not inconsistent with the objectives of this Association, or otherwise provide a significant role in support of the housing and building industries within the Territory.
3. Be licensed by the State of North Dakota and/or Minnesota if required by either state.
4. Be joining for the purpose of supporting the housing and building industries in the Territory.
5. If required by applicable law, insure employees (if any) for workmen's compensation and carry general liability insurance.
6. Provide references from two (2) existing BIA Members that demonstrate the applicant to be of good and ethical business character.
7. Appear positioned to continue in active support of the housing and building industries in the Territory.

AFFILIATE MEMBERSHIP CRITERIA

The applicant for Affiliate Membership must:

1. Be any individual who is employed by a current Builder or Associate Member and is an additional individual from that Member company who desires to become involved in and recognized by NAHB.
2. Subscribe to the Code of Ethics for active Members.
3. Be joining for the purpose of supporting the housing and building industries.
4. Appear positioned to continue in active support of the housing and building industries in the Territory.

Affiliate Members will be classified as either Builder or Associate Members according to the Membership classification of their company. Affiliates are not eligible for health insurance separate from their employer.

HONORARY MEMBERSHIP CRITERIA

The Board of Directors may, in its discretion, grant an Honorary Membership to any Member:

1. Who has served this Association in an exceptional manner, through services, participation and dedication.
2. Who is retired or no longer active in the housing or building industries.

Meeting these qualifications, the Board of Directors may waive the Honorary Member's local Association dues. However, any state (NDAB) or national (NAHB) dues shall be paid by the Honorary Member if they choose to be recognized Members of those Associations.

EMERGING PROFESSIONAL MEMBERSHIP CRITERIA

Any graduate from a Home Builders Institute program, NAHB-approved curriculum, or NAHB affiliated Student Chapter program shall be eligible to be an Emerging Professional Member for a period of three (3) years, which time period may begin during enrollment prior to the individual's graduation. Emerging Professionals are not eligible for health insurance separate from their employer.

AUTHORITY

The Board of Directors shall have the authority to inform applicants for Membership that Building Industry Association of the Red River Valley has reserved to itself the sole and absolute right to determine qualification for Membership, and to change that criteria from time to time, and at any time, and in any circumstance; and granted to its Board of Directors sole and unequivocal authority and discretion to evaluate applicants and to determine if an applicant qualifies for Membership, and that under certain circumstances, the Board may consider a second, amended application or a request for a personal appearance, but the Board's decision on an application for Membership is final.

SECTION 4:

Meetings of the Membership shall be held as follows:

- a. The Board of Directors shall be elected by ballot of the Membership and announced at the Annual Meeting of this Association, usually held in January. The review of the affairs of this Association for the past year will be presented to the Membership at the first Member Meeting of the year.
- b. Special Member Meetings of the Membership of this Association may be called at any time by the President or quorum of the Board of Directors. Notice shall be given of the date, hour, and place of Special Member Meetings in writing to each Member at least two (2) days in advance.

ARTICLE II - Fiscal Year:

SECTION 1:

The fiscal year of this Association shall be the calendar year.

ARTICLE III - Dues:

SECTION 1:

The dues of this Association shall be payable with application and in advance of each subsequent year of annual renewal date at the rate to be determined by the Board of Directors. Total dues shall include the portion of dues assessed by the North Dakota Association of Builders and the National Association of Home Builders.

SECTION 2:

Dues for Membership in the National Association of Home Builders and North Dakota Association of Builders shall be paid by this Association. The annual dues of Emerging Professional Members may be paid directly to the National Association of Home Builders, unless determined otherwise by the Board of Directors.

ARTICLE IV - Emblem:

SECTION 1:

This Association may use on its stationery, literature and digital communications the official emblems of the National Association of Home Builders and the North Dakota Association of Builders.

SECTION 2:

Members of this Association may use the official emblem of the Building Industry Association of the Red River Valley on their stationery, literature and digital communications.

ARTICLE V - Board of Directors:

SECTION 1:

The affairs and business of the Association shall be managed by its Board of Directors except as otherwise stated in the Articles of Incorporation, Bylaws or Policies. The Board shall be composed of not less than eleven (11) or more than seventeen (17) Directors elected by the Members. The Board shall establish the exact number of elected Directors, within these limits, at a meeting of the Board of Directors. At least one-third (1/3) of the elected Directors must be Builder Members. If qualified candidates are unavailable, Builder Members can be temporarily reduced.

At the Annual Meeting of each year, approximately one-third (1/3) of the Directors will be elected for three-year terms. A Director may seek one additional term, partial terms accepted. Members may seek additional terms after a one-year break or absence from the Board. After the

one-year break or absence from the Board, Members may seek a maximum of two (2) three-year terms before another one-year break or absence from the Board is required. Terms may be modified at election time to ensure that one-third (1/3) of the Directors revolves each year.

SECTION 2:

Vacancies on the Board occasioned by death, resignation, removal, suspension or revocation of Membership, or termination by an employer shall be filled by appointment by the President; the person so appointed shall fulfill the term of the position being vacated.

SECTION 3:

Director Eligibility: Eligibility to serve on the Board of Directors is open to current Members of the Association. Members of the Board of Directors are nominated and elected from the Membership, by the Membership. The elected Director's position becomes an individual's position and is not transferable within a Member company. An employee must remain employed with a company current with the Association to remain a Director. In event of termination, an involuntary resignation will be required.

SECTION 4:

National Delegate Builder Member: One Builder Member shall be appointed by the Board of Directors to represent each fifty (50) Builder Members (or fractional part thereof) of this Association on the Leadership Council of the National Association of Home Builders, unless reduced by one National Delegate Associate Member.

Alternate Delegate Builder Member: One Builder Member shall also be selected as prescribed herein to act as outlined above in the absence of the National Delegate.

National Delegate Associate Member: One Associate Member may be appointed by the Board of Directors for every multiple of four National Builder Delegate Member positions for which this Association is entitled on the Leadership Council of the National Association of Home Builders. Associate Members nominated to serve as National Delegate Associate Members shall be in lieu of, not in addition to, National Delegate Builder Members.

Alternate Delegate Associate Member: One Associate Member shall also be selected as prescribed herein to act as outlined above in the absence of the National Delegate.

National Delegates will serve and act in accordance with the directions and policies given and established by the local Board of Directors from time to time and by the Bylaws established by the National Association of Home Builders.

SECTION 5:

Meetings of the Board of Directors shall be held as follows:

- a. Officers of this Association shall be elected by the outgoing Board of Directors, from the Membership of the incoming Board of Directors, at a meeting of the Board of Directors.
- b. Terms of office shall be effective from January 1 through December 31.
- c. The Board of Directors shall meet at least six times per year. Special meetings may be called by the President or by quorum of the Board.
- d. Notice of the date, hour, and place of all special Board of Directors meetings must be given to the Directors, in writing at least two (2) days in advance.

SECTION 6:

The following offices and positions shall be Ex-officio Members of the Board of Directors.

- a. Immediate Past President, if Director has completed all terms allowed
- b. National Delegates
- c. Life Delegates
- d. Senior Life Delegates
- e. A Member who is serving as an officer for NDAB or National Delegate for NAHB. The Member may be either a Builder or an Associate Member.

Ex-officio Members of the Board of Directors will have full voting privileges. To retain their voting rights, Ex-officios must attend at least two-thirds (2/3) of meetings in a calendar year. A majority vote of the Board shall be required to reinstate any voting rights suspended or revoked under this Section. A Member serving on NAHB's Board of Directors will be exempt from attendance requirements.

SECTION 7:

Attendance - Voluntary Resignation: For elected Directors of the Board, failure to attend at least two-thirds (2/3) of meetings in a calendar year constitutes a voluntary resignation granting the President authority to appoint a replacement.

SECTION 8:

The Association shall indemnify any and all persons who may serve or who have served at any time as Directors or Officers and their respective heirs, personal representatives, successors and assigns against any and all expense, including amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers, or a Director or Officer of the Association, except in relation to matters as to which any such Director or Officer or former Director or Officer, or person, shall be adjudged in any action, suit or proceeding to be liable for his own gross negligence or willful misconduct in the performance of

that Director's duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, or otherwise.

SECTION 9:

Unless it would jeopardize the Association's tax-exempt status, no contract or other transaction of the Association with any person, firm or corporation shall be affected or invalidated by:

- a. the fact that any one or more of the Directors of this Association is interested in or is a Director or Officer of another corporation, or
- b. so long as the Association received reasonable value, the fact that any Director, individually or jointly with others, may be a party to or may be interested in any such contract or transaction, and any person who is or may become a Director of the Association, is hereby relieved from any liability such Director might otherwise have by reason of personal benefit from any such contract or transaction.

SECTION 10:

Any Director, including, all Ex-officio Directors, may be disciplined and/or removed from office by the Board of Directors whenever the Board shall determine that the best interests of the Association would be served thereby. The Board of Directors may discipline or remove the Director by a majority vote of the Board. The Director 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.

ARTICLE VI - Officers:

SECTION 1:

The following Officers shall be elected by and from the Board of Directors and shall hold office for a term of one (1) year.

- a. **President:** The President shall be the chief elected officer of the Association and shall preside at its Member Meetings and those of the Board of Directors. The President shall serve as an official spokesperson for the Association in matters of public policy. The President shall appoint all committees, be an Ex-officio Member of all committees and perform all other duties customary to the office of President. The President must be a Builder or Associate Member. This is the third position on the leadership ladder for a Member. After one year of service as President, the President will move into the position of Immediate Past President subject to confirmation by a majority vote of the Board of Directors at least thirty (30) days prior to the Officer moving into the position.

- b. **President Elect:** Upon the direction of the President, the President Elect may carry out all duties of the President in the absence of the President. The President Elect shall perform such other duties, as from time-to-time, may be assigned by the President or by the Board. The President Elect of the Board must be a Builder or Associate Member. This is the second position on the leadership ladder. After one year of service as President Elect, the President Elect will move into the position of President subject to confirmation by a majority vote of the Board of Directors at least thirty (30) days prior to the Officer moving into the position.
- c. **Treasurer:** Upon direction of the President or the President Elect, the Treasurer may carry out all duties of the President or President Elect in the absence of both. The Treasurer shall be an Officer of the Association and shall be responsible for the management of accurate financial records for the Association; the deposit of all money, drafts and checks in the name of and to the credit of the Association in the banks and depositories designated by the Board; the disbursement of Association funds and issuance of checks and drafts in the name of the Association, as ordered by the Board; an accounting of all transactions by the Treasurer and the financial condition of the Association; and performance of other duties prescribed by the Board or by the President. The Board and the Treasurer may delegate day-to-day financial management to the Association's accounting and bookkeeping staff. The Treasurer of the Board must be a Builder or Associate Member. This is the first position on the leadership ladder. After one year of service as Treasurer, the Treasurer will move into the position of President Elect subject to confirmation by a majority vote of the Board of Directors at least thirty (30) days prior to the Officer moving into the position.
- d. **Vice President:** The Vice President shall perform such duties assigned by the President, President Elect, Treasurer, or by the Board. The Vice President of the Board must be a Builder or Associate Member. This is the second and final position on the leadership ladder.
- e. **Secretary:** The Secretary shall attend meetings of the Board, meetings of the Members and, when required, meetings of standing committees; record all proceedings of the meetings; give, or cause to be given, notice of all meetings of the Members and meetings of the Board; and perform other duties prescribed by the Board. The Board and the Secretary may delegate day-to-day recordkeeping to the Association's administrative staff. The Secretary of the Board must be a Builder or Associate Member. This is the first position on the leadership ladder. After one year of service as Secretary, the Secretary will move into position of Vice President subject to confirmation by a majority vote of the Board of Directors at least thirty (30) days prior to the Officer moving into the position.
- f. **Immediate Past President:** The Immediate Past President acts as a resource to the leadership of the Board of Directors and serves in a consulting capacity in matters of public policy. The Immediate Past President of the Board must be a Builder or Associate Member. This is the fourth and final position on the leadership ladder.

Officers must be the primary contact for either a Builder or Associate Membership and will fall into two leadership ladders. One leadership ladder is comprised of the Treasurer, President Elect, President and Immediate Past President. The other leadership ladder is comprised of the Secretary and Vice President. Members may select which leadership ladder they would like to follow.

SECTION 2:

Officer positions vacated by death, resignation, removal, suspension, revocation of Membership, or termination by an employer shall be filled by the next Officer in line of succession. The unfilled Officer position, after succession by other Officers according to these Bylaws, shall be filled by a majority vote of the Board of Directors; the person so appointed shall fulfill the term of the position being vacated.

SECTION 3:

Elected Officers may be disciplined and/or removed from office by the Board of Directors whenever the Board shall determine that the best interests of the Association would be served thereby. The Board may discipline or remove the Officer by a majority vote of the Board. The Officer 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.

SECTION 4:

A Chief Executive Officer and staff shall be employed by the Board of Directors and at such rate of compensation as the Board deems fair and proper.

- a. **Chief Executive Officer:** The Chief Executive Officer shall be an employee of the Association, serve as the chief administrative officer of the Association, and shall serve as an official spokesperson for the Association in matters of public policy. In addition, the Chief Executive Officer shall be an Ex-officio voting Member of all committees.

The Chief Executive Officer shall supervise the Association's staff and perform such other duties as may be delegated by the Board of Directors or the Executive Committee. The Chief Executive Officer is authorized to employ an adequate staff to carry on the business of this Association as instructed by the Board of Directors.

ARTICLE VII - Voting, Proxies, and Quorums:

SECTION 1:

A Quorum present at any meeting shall be determined as follows:

- a. A quorum of the Membership shall consist of not less than five (5) percent of the current Members of this Association either present or by proxy.
- b. A quorum of the Board of Directors shall consist of a majority of its elected Members excluding Ex-officios. The Board shall establish the exact number of elected Directors, within the limits of 11-17 Directors.

SECTION 2:

The voting privilege shall be as follows:

- a. At the meetings of the Membership, only current Builder and Associate Members in good standing shall have the right to vote. Firms, corporations, or partnerships holding current Memberships shall be entitled to only one (1) vote to be cast by the listed contact or proxy.
- b. At meetings of the Board of Directors, only Members of the Board, including Ex-officios with full voting privileges, shall have the right to vote.

SECTION 3:

Votes may be cast by proxy in the following manner:

- a. Any current Member entitled to vote may by an instrument in writing bearing a date not more than thirty (30) days in advance of the meeting, designate another current Member to vote in their place in meetings of the Membership.

SECTION 4:

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

- a. An affirmative vote of two-thirds (2/3) of the current Members present at any meeting of the Membership is required to carry any measure provided the number of Directors in attendance at the meeting constitutes a quorum.
- b. A majority vote of the Board of Directors shall be one (1) more than half (1/2) of the Directors present providing a quorum is present.

ARTICLE VIII - Elections:

SECTION 1:

The Nominating Committee shall:

- a. Solicit and consider the recommendations of the Builder and Associate Members, as candidates for each Directorship to be filled.

- b. Prepare a ballot nominating candidates at least equal to the positions available for each Directorship to be filled, having previously obtained consent of nominees to become candidates for the Directorship.
- c. The Nominating Committee will be appointed by the Board of Directors.

SECTION 2:

- a. Board of Directors shall be elected by ballot mailed and/or distributed electronically no later than fourteen (14) days prior to the Annual Member Meeting. Valid ballots must be received at the Building Industry Association headquarters no later than noon on the Monday preceding the Annual Member Meeting. Any ballot received after noon shall be invalid.
- b. Vacancies shall be filled in the following manner.
 - 1) Builder vacancies shall be allocated to the Builder Member receiving the highest vote tally.
 - 2) After the minimum required Builder vacancies are filled, the remaining vacancies shall be based on highest vote tally regardless of Membership classification.

ARTICLE IX - Committees:

SECTION 1:

Executive Committee: The Executive Committee shall consist of the President of the Board, the President Elect, Treasurer, Vice President, Secretary and the Immediate Past President of the Board or such other Member of the Board so elected by the Board if the Immediate Past President of the Board is not a Member of the Board. The Chief Executive Officer shall be an Ex-officio Member of the Executive Committee but has no voting rights. The Executive Committee shall exercise the authority of the Board between Board meetings, except it may not amend the Bylaws. Its actions shall be subject to ratification by the Board.

SECTION 2:

Special Committees: The Board may establish as many standing or special committees as it deems necessary.

- a. Committee Members need not be Members of the Board.
- b. Task Forces and Committee Liaisons shall be appointed by the President of the Board from the Board of Directors.

- c. Liaisons shall develop Committee Members. Committee Chair shall be elected from the Committee Members.
- d. The President shall not hold any liaison or other duty beyond that of President.
- e. The President may, with the advice and consent of the Board of Directors, remove or suspend the Chair, Vice Chair or any Member of any committee.

ARTICLE X - Finance:

This Association will function in compliance with 501(c) 6 of the Internal Revenue Code of 1986, as amended, and the regulations adopted under the Internal Revenue Code.

SECTION 1:

Dues and other monies collected by this Association shall be placed in a depository selected by the Board of Directors, and payments from the funds of this Association shall be made on the signature or signatures of any such persons so authorized by the Board of Directors.

SECTION 2:

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE XI - Notices:

SECTION 1:

Members shall furnish the Association headquarters with their official address, including mailing address and email address. Any mail or email notices shall be deemed service of such notice as of the mailing date.

ARTICLE XII - Rules of Procedure:

SECTION 1:

Robert's Rules of Order shall govern the procedure of all meetings of the Association. The Secretary shall interpret and enforce Robert's Rules of Order and serve as the Parliamentarian and Sergeant of Arms.

ARTICLE XIII - Amendments:

SECTION 1:

These Bylaws may be adopted or amended by a majority of the Members of the Board of Directors present at any Board of Directors meeting, provided that the number of Directors in attendance at such meeting constitutes a quorum and, provided further, that a copy of proposed amendments shall be posted on the website with a notice of the changes mailed or emailed to each Member of the Association not less than two (2) days prior to the meeting at which action is to be taken thereon.

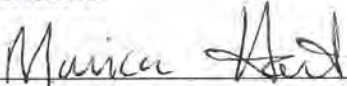
ARTICLE XIV - Dissolution:

SECTION 1:

Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets, within its discretion to any other non-profit and tax exempt educational or charitable institution.



President



Secretary

Oct. 15 2024

Date of Adoption by Board of Directors