



By-Laws of the Roanoke Regional Home Builders Association, Inc.

Amended November 12, 2013

ARTICLE I

Name and Location

Section 1. The name of the Association shall be the Roanoke Regional Home Builders Association, Inc. hereinafter referred to as the Association.

Section 2. The principal office of the Association shall be located at 1626 Apperson Drive, Salem, VA. or such other place as the Board of Directors may from time to time designate.

ARTICLE II

Territorial Jurisdiction

Section 1. The Association shall operate for the benefit of builders and persons, firms and corporations engaged in allied trades, industries, businesses and professions in the Region of Roanoke, Virginia, and may extend activities and membership of the Association beyond such area so far as may be practicable within the limits of the charter of the Association as issued by the National Association of Home Builders of the United States.

ARTICLE III

Purposes

Section 1. The purposes of the Association shall be:

- (a) To associate the builders and other segments of the building industry within its jurisdiction for the purpose of mutual advantage and cooperation.
- (b) To develop and maintain within the building industry a high appreciation of the objectives and responsibilities of builders in fully serving the public.
- (c) To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (d) To maintain high professional standards and sound business methods among its members through the promotion of its Code of Ethics.
- (e) To serve, advance and protect the welfare of the building industry in such manner that adequate housing will be made available by private enterprise to all Virginians.
- (f) To advocate the standardization of building codes throughout the State of Virginia.
- (g) To work for elimination of governmental orders improperly restricting the building industry and to support beneficial directives.



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- (h) To assist in the accomplishments of the mutual objectives of the National Association of Home Builders of the United States and Home Builders Association of Virginia.
- (i) To cooperate with other trade associations in all matters related to advancing the building industry.
- (j) To promote and protect home ownership among all the people.
- (k) To operate without profit and no part of the income of the Association shall inure to the benefit of any individual member.

ARTICLE IV

Code of Ethics

Section 1. All members of the Association shall agree to observe and be bound by the Code of Ethics of the Association.

ARTICLE V

Membership

Section 1. CLASSES OF MEMBERSHIP. 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 individual who is employed by a firm, corporation or other legal entity in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or in land development; and subscribes to the Code of Ethics of the Association and meets the RRHBA Membership Criteria as established by the Board of Directors, shall be eligible to be a Builder Member.

(b) **ASSOCIATE MEMBER.** Any individual who is employed* by a firm, corporation or legal entity engaged in a trade, industry, or profession related to home building and not inconsistent with the objectives of the Association or any of its Affiliated Local Associations, Chapters, or State Associations and who subscribes to the Code of Ethics of this Association and meets the RRHBA Membership Criteria as established by the Board of Directors shall be eligible to be an Associate Member.

*The word "employed" shall not apply to any real estate agent who participates in the Association under the membership of their real estate firm because all real estate agents are independent contractors and not employees.

(c) **LIFETIME MEMBER.** Any individual who has been nominated and properly qualified as meeting the following criteria shall be a Lifetime Member: RRHBA member for minimum of 20 years, must be 62 years of age or older, must be retired from the building industry, must have actively served on committees



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and/or the RRHBA Board of Directors, and must have participated in Association activities. The procedure regarding nomination and qualification of this class of membership shall be established by the Board of Directors.

Section 2. ACCEPTANCE OF MEMBERS. Applications for membership in the Association shall be processed in the following manner:

- (a) Candidates shall submit their applications in writing on a form supplied by the Association.
- (b) Application shall be endorsed by at least one (1) member in good standing and shall be accompanied by a payment of dues. Membership Criteria, as established by the Board of Directors, must be met.
- (c) Except for an individual whose membership has previously been suspended or terminated, an applicant for membership who has met provisions (a) and (b) above shall become a member upon processing. Applicants accepted by the Association shall also be members of the National Association of Home Builders of the United States and the Home Builders Association of Virginia and, while in good standing, shall be entitled to the full benefits, services and privileges of the Association.

Section 3. SUSPENSION AND REVOCATION OF MEMBERSHIP.

- (a) The Board of Directors, by a two-thirds vote of members present, may suspend, expel from the Association or revoke the membership of any member. No such action shall be taken under this Section unless (1) it be determined to be in the best interest of the Association, and (2) the member shall have been given thirty (30) days notice in advance of a meeting of the Executive Committee or the Board of Directors, as the case may be, at which he shall be afforded a reasonable opportunity to be heard.
- (b) The membership of any member who shall be in default in the payment of dues for two (2) months shall be terminated upon expiration of said period.
- (c) Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the resigning member of the obligations to pay any dues or other charges theretofore accrued and unpaid, nor shall such member be entitled to any refund of dues paid.
- (d) A vote of two-thirds of the Board members present 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.
- (e) Membership in the Association is not transferable or assignable. (Not applicable to name changes.)

Section 4. MEETINGS OF THE MEMBERSHIP



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- (a) An annual meeting of the membership of the Association shall be held at such other time as the Board may designate for the express purpose of electing the Officers and Board of Directors of the Association and taking up such other matters as may properly come before the general membership.
- (b) Regular meetings of the membership of the Association shall be held by direction of the Board of Directors.
- (c) Special meetings of the membership of the Association may be called at any time by the President or, if requested in writing, by a majority of the members of the Board of Directors.
- (d) Notice shall be given of the date, hour and place of all meetings to each member at least five (5) days in advance.

ARTICLE VI

Dues

Section 1. ANNUAL DUES.

- (a) The annual dues payable to the Association for a member of each class shall be set by the Board of Directors after thirty (30) days notice to each member.
- (b) These dues shall include those required for membership in the National Association of Home Builders of the United States and the Home Builders Association of Virginia which this Association shall collect and remit in accordance with the requirements of the National and State Associations, as provided from time to time.

Section 2. DUES PERIOD. The dues period for members in all classes shall begin with the date of their respective enrollments and expire on the last day of the 12th month thereafter.

ARTICLE VII

Membership Emblem

Section 1. Members of the Association may use on their stationery and literature the official logo of the National Association of Home Builders of the United States and the Home Builders Association of Virginia and such logo of the Roanoke Regional Home Builders Association as may be approved by the Board of Directors.

ARTICLE VIII

Board of Directors

Section 1. GENERAL POWERS. The affairs of the Association shall be governed by its Board of Directors.



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Section 2. NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of the following:

- (a) The President, other members of the Executive Committee and up to eight (8) Builder members whose term of office shall be two (2) years or until their successors are elected and qualified.
- (b) In addition to the Builder member Directors, up to six (6) Associate members shall be elected as Associate Directors; their term of office shall be for two (2) years or until their successors are elected and qualified.
- (c) Approximately one-half of the Builder member and Associate member Directors shall be elected each year and the Board shall have the authority to adjust the number of directors and the term for which candidates are elected so that approximately one-half of them will overlap from year to year.
- (d) Term Limits: Elected Directors shall serve no more than two (2) consecutive two-year terms; however, Directors who serve two (2) consecutive two-year terms may be re-elected to serve after one (1) year of departure from the Board. Such individuals may also be appointed by the Board to fill a Board position that becomes vacant between election cycles.

Section 3. EX-OFFICIO MEMBERS. Appointed State Directors, National Directors, and current State and/or National Directors shall be ex-officio members of the Board of Directors with full voting privileges, provided they have attended 50% of the Board meetings of the Association held during the past twelve (12) months.

Section 4. CHAIRMAN. The President shall be the Chairman of the Board of Directors.

Section 5. VACANCIES. Vacancies on the Board occasioned by death, resignation, or by provision of Section 8 of Article VIII, may be filled by a vote of the remaining members of the Board of Directors; the persons so elected shall serve until the next annual meeting of the membership. Such election shall not prevent a member who is serving under this Section from re-election for another full term.

Section 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 By-Laws of the National and State Association.

Section 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 second Thursday of each month, or at such time as the Board may direct.
- (b) Special meetings of the Board of Directors may be called by the President or upon the request in writing of five (5) of its members.



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(c) Notice of the date, hour, and place of all meetings shall be given to the Directors at least five (5) days in advance.

Section 8. REMOVAL FROM BOARD OF DIRECTORS: A member of the Board who fails to attend three (3) consecutive meetings of the Board of Directors may be removed by a two-thirds vote of the Board of Directors. A successor shall be chosen in accordance with Article VIII, Section 5.

Section 9. VOTING.

(a) A simple majority vote shall decide an issue provided a quorum is present except as otherwise specifically provided in these By-Laws.

(b) In order to be entitled to voting privileges, an elected member of the Board must have attended 50 % of the monthly board meetings of the Association during the past twelve (12) months of which they were eligible.

Section 10. QUORUM. The presence of thirteen (13) eligible voting members of the Board of Directors at a meeting shall constitute a quorum.

ARTICLE IX

Elective Officers

Section 1. OFFICERS. The following Officers shall be elected by the membership at its Annual Meeting. The majority of the officers must be Builder members. Officers shall hold office for a term of one (1) year from the date of election or until their successors are elected and duly qualified:

(a) A PRESIDENT shall be the chief officer of the Association, and shall preside at its meetings and those of the Board of Directors and Executive Committee. The President shall be the official spokesman of the Association in matters of public policy. The President shall appoint all committee chairs, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.

(b) A VICE PRESIDENT who shall, in the absence of the President, or upon the President's direction, perform all the duties of the President. The Vice President shall also serve on the Executive Committee.

(c) A SECRETARY who shall keep a record of all official proceedings of the Association and its Board of Directors, including the reports of special committees. The Secretary shall also serve on the Executive Committee.

(d) A TREASURER who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly report, an annual statement and such other statements as may be required to the Board of Directors, and an annual statement to the membership. The



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Treasurer shall also serve on the Executive Committee; however, the Treasurer is only required to attend meetings of the Executive Committee upon the request of the President.

(e) A VICE PRESIDENT/ASSOCIATE who shall be the Chairman of the Associate Advisory Council. The Vice President/Associate's duties will include that of maintaining liaison between the Associate Advisory Council and the Board of Directors. The Vice President/Associate shall also serve on the Executive Committee.

Section 2. SUCCESSION OF OFFICE

(a) In the event of the absence, disability, resignation, or death of the President, then 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 shall act as President. If the Secretary should be unable to serve for any of the foregoing reasons, then the 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 out the unexpired term. The majority of the officers must be Builder members.

(b) 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 out the unexpired term.

ARTICLE X

Executive Committee

Section 1. DUTIES AND RESPONSIBILITIES, AUTHORITY AND ACCOUNTABILITY.

(a) The EXECUTIVE COMMITTEE, between meetings of the Board of Directors, shall have and shall exercise the authority of the Board of Directors in the management of the Association, EXCEPT that it shall not have the authority to elect, appoint, or remove any member of the Executive Committee or any director or elected officer of the Association; adopt a plan of merger or consolidation with another organization; authorize the voluntary dissolution of the Association or revoke proceedings therefore; adopt a plan for the disposal of the assets of the Association; or except or amend, alter or repeal any resolution of the Board of Directors.

(b) The Executive Committee is accountable to the Board of Directors.

(c) This Committee shall conduct the affairs of the Association in accordance with the By-Laws and the policies and instructions of the Board of Directors. It shall be the policy and steering committee of the Association, and shall be responsible for recommending a budget for financing the Association, and for all matters of policy and public statement, subject to the approval of the Board of Directors.



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Section 2. NUMBER AND TENURE. There shall be an Executive Committee of the Association which shall be composed of the President, who shall be the Chairman; the Vice President, Secretary, Treasurer, Immediate Past President, Vice President/Associate, and Executive Officer (ex-officio, non-voting). Each elected member of the Executive Committee shall hold office until the next annual meeting of the Board of Directors and until his successor shall have been appointed, elected, or installed in office.

Section 3. REGULAR MEETINGS. The Executive Committee shall hold regular meetings and shall report to the Board of Directors at its next regular meeting.

Section 4. SPECIAL MEETINGS. The Executive Committee shall meet upon the call of the President, the Board of Directors, or the majority of its members.

Section 5. QUORUM. A majority of members shall constitute a quorum but, if less than a majority of the committee members are present at said meeting, a majority of the committee members present may adjourn the meeting from time to time without further notice.

Section 6. INFORMAL ACTION BY EXECUTIVE COMMITTEE. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all members of the Executive Committee.

ARTICLE XI

Administrative Offices

Section 1. The following administrative officer and staff may be employed by the Board of Directors at such rate of compensation as they deem fair and proper:

(a) An EXECUTIVE OFFICER who shall serve as the chief administrative officer of the Association. It shall be the duty of the Executive Officer to supervise the entire staff and perform such other duties as may be delegated to the EO by the President or the Board of Directors, and duties usual to such office. The EO will be directly responsible to the President in all functions of his or her office.

(b) The Executive Officer shall be empowered to employ an adequate staff to carry on the business of the Association as instructed by the Board of Directors within limitations of the annual budget.

(c) The Executive Officer shall be an ex-officio, non-voting member of the Board of Directors and the Executive Committee – except the EO may be excused from those meetings concerned with the EO's own compensation or performance.



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ARTICLE XII

Voting, Quorums

Section 1. All members of the Association in good standing shall be entitled to vote at meetings of the membership except as may be provided in other Sections of these By-Laws. Firms, corporations, partnerships or other legal entities holding membership in the Association shall be entitled to only one (1) vote which shall be cast by a duly designated representative.

Section 2. A simple majority vote shall decide an issue provided a quorum is present. This section shall not apply to voting on amendments to these By-Laws.

Section 3. The presence of a majority of those in attendance at a meeting of the membership shall constitute a quorum.

ARTICLE XIII

Elections

Section 1.

(a) There shall be a Leadership Development Committee composed of the Immediate Past President and five (5) members appointed by the President. The Immediate Past President shall serve as Chairman of the Committee. The President shall serve as an ex-officio member.

(b) The Leadership Development Committee shall:

(1) solicit and consider the recommendations of the membership as to candidates for each office and Directorship to be filled.

(2) prepare and send to the members at least five (5) days prior to the annual meeting of the membership, a report recommending at least one (1) nomination for each office and Directorship to be filled, having previously obtained consent of nominees to become candidates for the offices and Directorships.

Section 2.

(a) The Association Officers and Directors shall be elected at the annual meeting of the membership. The Leadership Development Committee shall submit its report at such meeting. Additional nominations may be made from the floor upon a motion carried by a majority vote. On nominations from the floor so carried, no further notice to membership is required.

(b) Whenever only one (1) nomination for an elective office is presented to the membership, election shall be by voice vote. Whenever more than one (1) nomination is presented, vote shall be by secret ballot. If more than two (2) candidates are named for an office, a majority of the members voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two (2) leading candidates.



ARTICLE XIV

Finances

Section 1. The FISCAL YEAR of the Association shall be the year commencing on the first day of January and terminating on the last day of December.

Section 2. Dues and monies collected by the Association shall be placed in a depository (ies) selected by the **Executive** Committee. Payments from the funds of the Association shall be made on the signatures of two (2) of the following three (3) individuals: Treasurer, President and Executive Vice President or any other person(s) so authorized by the Board of Directors.

Section 3. The Board of Directors shall adopt a budget for each fiscal year, and the Association shall function within the totals of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors. Expenditures from the budgeted discretionary fund must be approved by the Executive Committee.

Section 4. The President, the Vice President, the Executive Officer, or any other officer of the Association duly authorized to act for them in a specific instance, may execute contracts.

Section 5. The Treasurer and members of the staff authorized by the Board of Directors to handle the funds of the Association shall be insured under the employee dishonesty section of the Association's business owners' insurance policy in such amount as the Executive Committee shall determine.

Section 6. In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for debts and liabilities of the Association, be distributed in any liquidation proceeding to a corporation, trust, or association which is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution.

Section 7. There shall be a financial reporting of the finances of the Association by an independent Certified Public Accountant; however, at the discretion of the Board of Directors, the financial reporting may be conducted by a person or persons other than an independent CPA.

ARTICLE XV

Committees and Councils

Section 1. LIMITATION OF AUTHORITY. No Committee or Council shall have or exercise the authority of the President in reference to removal of any member of any committee unless otherwise provided for in these By-Laws; nor shall it have or exercise the authority of the Board of Directors in reference to removal of any director or officer of the Association; adopting a plan of merger, or adopting a plan of



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consolidation with another association; authorizing the sale, lease, exchange or mortgage of all or any part of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefore; or amending, altering, or repealing any resolution of the Board of Directors.

Section 2. COMMITTEES

(a) 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 By-Laws.

(b) The Chairman of all Committees of the Association shall be appointed by the President except as otherwise specifically provided in these By-Laws. The members of all committees are selected by the respective chairman.

(c) The President may remove the Chairman or members of any committee appointed pursuant to this Article.

(d) Special committees may be appointed by the President, as the President may from time to time deem advisable.

(e) Meetings of all committees shall be upon the call of the Chairman.

(f) A simple majority vote in the committee shall decide an issue, provided a quorum is present.

(g) The presence of a simple majority of the committee members at a meeting shall constitute a quorum.

Section 3. COUNCILS

(a) There shall be within the Association such Councils as the Executive Committee and/or Board of Directors may from time to time find necessary to serve adequately the needs of respective members of this association.

(b) The activities of each Council shall be managed/governed by the Association's Board of Directors.

(c) Each Council shall operate subject to Rules of Procedures, which shall be adopted and may be amended by the Council membership, subject to approval by the Association's Board of Directors.

ARTICLE XVI

Notices

Section 1. Members shall furnish the Executive Officer with their official 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.



ARTICLE XVII

Rules of Procedure

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

ARTICLE XVIII

Amendments

Section 1. These By-Laws may be adopted or amended by a vote of two-thirds of the Board of Directors at any meeting provided the number of Board members in attendance at such meeting constitutes a quorum and provided further that a copy of the proposed amendment(s) shall be provided to each member of the Board not less than five (5) days prior to the meeting at which action is to be taken thereon.

CODE OF ETHICS

PROFESSIONAL RESPONSIBILITY

As approved by the RRHBA Board of Directors on 11/11/93

As members in good standing in the Roanoke Regional Home Builders Association, Inc. ("RRHBA"), we believe in, and accept, the responsibilities and obligations inherent in providing housing and its related infrastructure. In an effort to fulfill these responsibilities, we pledge to uphold the following objectives:

1. Conduct business affairs with honesty and professionalism.
2. Provide the best possible housing value to our customers.
3. Use of quality building materials and sound construction practices.
4. Use of high standards for safety, sanitation, and livability in housing design and construction.
5. To meet all financial obligations in a timely and responsible manner.
6. To honor both the spirit and letter of business contracts, and to deal with our employees, subcontractors, and suppliers with integrity and fairness.
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 all local, state, and federal laws and regulations relating to the health, safety, and welfare of our customers and employees.
9. To use honesty and integrity as the focus of our business policies.
10. To provide a prompt response to customer requests for warranty service.
11. Seek to resolve disputes through arbitration, negotiation and compromise rather than through litigation.
12. To abide by and support the decisions of RRHBA in promoting and enforcing this Code.

As evidenced by application for membership, members acknowledge that they have, of their own free will, adopted these professional standards for use in their business, mindful that this is part of their membership in the RRHBA.



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We believe that home ownership should be within the reach of all Americans and we believe that by adhering to the principles outlined here, we are supporting that ideal.

We believe that the free enterprise system is essential to the high standard of living that we enjoy and, **we pledge** to support our fellow members in RRHBA and the local, state, and national associations, as well as all related industries which strive to preserve the inalienable rights and freedoms which we enjoy.