

BY-LAWS

of

HOME BUILDERS AND REMODELERS ASSOCIATION OF MASSACHUSETTS, INC.

Accepted For Enactment by the Board of Directors as of April 24, 2018

ARTICLE ONE

Name and Location

Section 1. The name of this organization shall be HOME BUILDERS AND REMODELERS ASSOCIATION OF MASSACHUSETTS, INC., hereinafter called the Association.

Section 2. The principal office of the Association shall be located in the Commonwealth of Massachusetts at such location as the Board of Directors of the Association from time to time shall designate.

ARTICLE TWO

Territorial Jurisdiction

The territorial jurisdiction of the Association shall be the Commonwealth of Massachusetts.

ARTICLE THREE

Purposes

The purposes of the Association shall be to improve and maintain a positive image of the building and remodeling industry and to maintain constructive involvement in governmental affairs, all for the benefit of the building and remodeling industry, and more particularly:

- A. To associate local builders' and remodelers' organizations within the above described territorial jurisdiction for the purpose of mutual advantage and cooperation.
- B. To develop and disseminate, through the media, publications and educational programs, information which is of concern to members of the Association, the government, and the public at large.
- C. To advocate the position of the building and remodeling industry on any matter related to law, regulation, or public policy which affects the ability of the building and remodeling industry to develop land for residential and commercial use and its ability to produce and rehabilitate housing and other structures for the citizens of the Commonwealth of Massachusetts.
- D. To advocate positions on behalf of potential home owners which are consistent with positions of the Association on any matter related to law, regulation, or public policy which may or does affect residents' ability to achieve or maintain home ownership.
- E. To monitor federal, state, and local governmental activities which have or will have an impact on the building industry and its ability to provide housing opportunities for residents and sites for necessary or desirable commercial development.
- F. To operate consistent with Internal Revenue Service standards as a not for profit entity under Section 501(c)(6) of the Internal Revenue Code; and no part of the assets or income of the Association shall enure to the benefit of any individual member.

ARTICLE FOUR

Members

Section 1. Membership in the Association shall be limited to local builders' and remodelers' associations or chapters which are located in Massachusetts and are affiliated with the National Association of Home Builders, such associations or chapters hereinafter being called Locals.

Section 2. Qualification for membership in the Association shall be:

- A. Any Local, chartered by or affiliated with the National Association of Home Builders (hereinafter called NAHB), shall be automatically a member of the Association.
- B. Upon the creation of any Local within the territorial jurisdiction of the Association and acceptance by NAHB, such Local shall be a member of the Association without application or approval by it.

Section 3. Suspension and reinstatement of a Local shall be accomplished in the following manner:

- A. No Local may withdraw from the Association without the consent of the Board of Directors certified by the Secretary of the Association, said consent to be by a vote of two-thirds (2/3) of the Directors present and voting. This provision shall apply to each Local, whether or not it was in existence prior to the formation of the Association.
- B. Any Local whose dues or other indebtedness to the Association are not paid in full within three (3) months after they become due and payable shall forfeit automatically all voting rights until such time as all arrears shall have been paid in full or the Board of Directors, upon written request of such Local, shall have approved a schedule for repayment of such arrears in installments. The foregoing provisions shall apply solely to new indebtedness created or added after the effective date of the adoption of these by-laws. The duly elected Board members from such Local shall be permitted to attend all meetings of the Board of Directors.

ARTICLE FIVE

Dues and Assessments

Section 1. The annual dues of the Association shall be established by the Board of Directors from year to year in accordance with the budget adopted under Article Twelve, Section 3.

Section 2. Dues shall be due and payable at the time or times designated by the Board of Directors.

Section 3. The Board of Directors shall have the authority to levy an assessment on each Local by a vote of two-thirds (2/3) of the Directors present and voting. Notice of any proposal to make such levy must be given at a meeting of the Board of Directors prior to one at which such proposal is to be made.

ARTICLE SIX

Board of Directors

Section 1. The governing body of the Association shall be the Board of Directors, hereinafter called the Board.

Section 2. The Board shall have charge of the affairs, activities, business, and property of the Association; and it shall call an Annual Meeting for the purpose of electing the officers of the Association as designated in Article Seven below and shall establish from year to year a schedule of other meetings of the Board.

Section 3. Special meetings of the Board may be called by a majority of the members of the Board or by any member of the Executive Committee, such call to be noticed in writing to the members of the Board at least seven (7) days prior to the meeting date.

Section 4. Each Local shall be entitled to representation on the Board in proportion to its membership as of December 31 of each year, all as shown on the following chart:

Total Number of Members of Local Number of Directors

Up to and including 100 1
100 to and including 226 2
227 to and including 326 3
327 to and including 426 4
427 and above 5

Section 5. Notwithstanding the provisions of Section 4 above, the maximum number of Directors from any one Local shall not exceed one-third (1/3) of the total number of all Directors.

Section 6. Members shall be encouraged to participate in all meetings of the Board, and to be active in Committees and Councils of the Board.

Section 7. In addition to those Directors designated in Section 4 above, the following individuals shall be members of the Board:

- A. The President, President-Elect, First Vice President, Treasurer and Secretary of the Association, who shall not be considered to be a Director from his or her Local; and
- B. The Immediate Past President of the Association, provided he/she remains a member of the Association, who shall not be considered to be a Director from his or her Local;
- C. The Massachusetts State Representative to NAHB who shall not be considered to be a Director from his or her Local, and who shall be a non-voting member;
- D. The Massachusetts Builder and/or Associate delegates to NAHB Builders Leadership Council who shall not be considered to be a Director from his or her Local, and who shall be a non-voting member;
- E. There shall be a Past Presidents Council made up of all Past Presidents of the Association or its predecessor entity, provided that they remain members of the Association, which shall designate one Council member, in addition to the immediate Past President, to serve on the Board. Such past President shall not be considered to be a Director from his or her Local, and shall be a non-voting member; and
- F. The Executive Officer of the Association who shall be a non-voting member.

Section 8. Each Local shall elect its Directors, including those required to fill any vacancies, in such manner as it may deem proper.

Section 9. Unless otherwise set forth in these bylaws, action by the Board may be taken based upon the affirmative vote of the majority of Directors constituting a quorum. With the exception of the Annual Meeting, meetings of the Board shall constitute an actual meeting or a meeting by Remote Participation of the Directors in accordance with the guidelines set forth in Appendix A.

ARTICLE SEVEN

Officers

Section 1. At the Annual Meeting of the Board, the following officers shall be elected by and from the Board and shall hold office for a term of one (1) year beginning on January 1 and ending on December 31 of a calendar year or when their successors shall have been elected and duly qualified.

- A. The President, who shall be a Builder member of the Association, and shall preside at all meetings of the Board and of the Executive Committee. He/she shall appoint all committees and shall be a member ex-officio of same; however, he/she may designate the President-Elect to serve in his/her place at any meetings of committees. He/she shall confer as necessary with the Executive Officer to assure the Association of continuity in the conduct of the policies and programs approved by the Board. In the event that there is a vacancy in the office of Executive Officer, the President shall be the acting Executive Officer.
- B. The President-Elect, who shall be a Builder member of the Association, shall preside at all meetings of the Board and of the Executive Committee in the absence of the President. He/she shall perform such other services as may be assigned to him/her by the President or by the Board or by the Executive Committee. Unless the President-Elect declines, the Nominating Committee automatically shall place his/her name in nomination for President the following year.
- C. The First Vice President, who shall be a Builder member, shall preside at meetings of the Board and of the Executive Committee in the absence of the President and the President-Elect. He/she shall perform such other duties as may be assigned to him/her by the President or by the Board or by the Executive Committee.
- D. The Secretary, who shall be a member, shall keep the minutes of the meetings of the Board and of the Executive Committee, and he/she shall report at each meeting of the Board and of the Executive Committee on those matters within his/her charge.
- E. The Treasurer, who shall be a Builder member, shall be in charge of the financial records and all funds and securities of the Association. He/she shall:
1. preside at all meetings of the Finance Committee;
 2. oversee payments and disbursements for all proper obligations of the Association in accordance with the authorizations of the Board or of the Executive Committee.
 3. make accounting to the Board and the Executive Committee at their meetings as requested by them or by the President, and
 4. perform such other duties as from time to time may be assigned to him/her by the President or by the Board or by the Executive Committee and give bond for faithful discharge of his/her duties in such sum and such surety as may be ordered by the Board or by the Executive Committee.

Section 2. With the exception of the position of Secretary, no more than two (2) elected officers, as delineated in Section 1 above, shall serve from the same Local at the same time, and no President of the Association shall serve for more than two (2) consecutive terms.

Section 3. In addition to the election of the officers and the Board at the Annual Meeting of the Association, or at such other time prior to January 1 following such election as the Board may determine, the Board shall vote to recommend to NAHB, for one (1) year commencing January 1, such Leadership Council Delegates and State Representative as to which the Association shall be entitled.

Section 4. The Board shall retain an Executive Officer, who shall be the Chief Executive Officer of the Association, at such rate of compensation as the Board shall establish from time to time; and he/she shall be responsible for retaining such other members of the staff as the Executive Committee from time to time may authorize, and shall be responsible for the effectiveness of staff in the implementation of policies and programs of the Association. He/she shall participate in developing and implementing plans, policies, programs, budgets and services. He/she shall report to the Board and the Executive Committee at their meetings and to the President at least weekly.

Section 5. The Board may hire a Director of Governmental Affairs and/or contract lobbyist(s) who will take direction on issues from the Board based on a consensus achieved through its interaction with the Government Affairs Committee. The Director of Governmental Affairs and/or contract lobbyist(s) shall report to the Board on a periodic basis throughout the year, including, but not limited to the beginning of each Legislative Session in order to discuss and develop the Association's Legislative Agenda.

Section 6. Any vacancy occurring among the officers of the Association shall be filled by election by and from the Board. The Nominating Committee shall convene in accordance with Article Eleven below.

ARTICLE EIGHT

Executive Committee

Section 1. There shall be an Executive Committee comprised of the officers set forth in Article Seven, Section 1 above, the Immediate Past President and the Chairman of the Governmental Affairs Committee. The Executive Officer shall be a non-voting member.

Section 2. The Executive Committee shall meet upon call of the President or the President-Elect or the First Vice President when deemed necessary between the regular meetings of the Board. Any actions taken at meetings of the Executive Committee shall be submitted to the Board at its next meeting after such meeting of the Executive Committee, and the Board may take such action as it may deem proper.

Section 3. The Executive Committee may make planning, budgetary, policy and other recommendations to the Board, as deemed necessary. It is the intent that wherever possible, all policy and administrative issues shall first be brought before the Executive Committee for its recommendations, prior to coming before the full Board.

- A. In the event that there is, in the opinion of the President, any issue of an immediate or an emergency nature which must be resolved or acted upon prior to the time when the Board can or will next meet, the Executive Committee may act in place of said Board, however any action thereby taken shall be reviewed by the Board at its next meeting and the Board may take such action as it may deem proper.
- B. Meetings of the Executive Committee shall constitute either an actual meeting or a meeting by Remote Participation of the Executive Committee in accordance with the guidelines set forth in Appendix A.

ARTICLE NINE

Quorums

Section 1. At any meeting of the Board, ten (10) Directors from at least a majority of the Locals attending said meeting in person or by Remote Participation shall constitute a quorum.

Section 2. At any meeting of the Executive Committee, a majority of voting members of the Executive Committee attending said meeting in person or by Remote Participation shall constitute a quorum, provided not less than a majority of Locals are thereby represented.

ARTICLE TEN

Committees and Councils

Section 1. Except as the By-Laws of the Association may provide otherwise, the following provisions shall govern all committees of the Association:

- A. No Committee shall have or exercise the authority of any of the officers or of the Board or the Executive Committee or in any way bind the Association without the express approval of the Board or the Executive Committee, as the case may be.
- B. The chair of each committee shall report to the Board and the Executive Committee at their meetings and to the President upon his/her request.
- C. Committee appointments, except for ad hoc committees, shall be for a term of one (1) year commencing on January 1 and ending on December 31 of each calendar year or when new appointments have been made.
- D. The Board shall establish policy and procedures governing the function of committees not inconsistent with the By-Laws.

Section 2. The Standing Committees of the Association shall make recommendations to the Board and to the Executive Committee with regard to new, continuing, or recurring matters relating to the goals, objectives, and business of the Association.

Section 3. The following committees shall be the Standing Committees of the Association:

- A. Finance Committee
- B. Government Affairs Committee
 - a. Building Codes & Standards Sub-Committee
- C. Nominating & Service Awards Committee

Section 4. The President and/or the Board or Executive Committee may authorize the creation of special or ad hoc committees or subcommittees from time to time as the need may arise, including, but not limited to, a Membership Committee, Communications Committee, and Long Range Planning Committee.

Section 5. Each Standing Committee shall keep a record only of motions made during the course of their meetings. Said motions shall be forwarded to any other committee that may be affected by said motions. A copy of all recorded committee motions shall be sent to the Secretary. The Standing Committees shall have the following responsibilities:

- A. The Finance Committee shall prepare and submit to the Board, prior to the beginning of each fiscal year, a budget for same. The Committee shall meet on call of the President or of the Chair of the Committee from time to time as deemed necessary or appropriate for the financial welfare of the Association. The Treasurer shall serve as Chair.
- B. The Government Affairs Committee shall be responsible for reviewing pending legislation and regulations, adopting positions on issues which may result in or relate to legislation or regulations in order to determine their effect on the membership and the industry and taking appropriate action thereon which is consistent with the policies and programs of the Association. The President-Elect shall serve as chairman should the committee chairman not be available. The Building Codes & Standards Committee shall be a subcommittee of the Government Affairs Committee and responsible for reviewing all Building Code issues. The Committee shall monitor, review and make recommendations to the Government Affairs Committee concerning any changes in the code promulgated by the BBRs.
- C. The Nominating & Service Awards Committee shall observe the procedures for notice and election set forth in Article XI below. The Immediate Past President shall serve as Chair; and if, for any reason, he/she shall fail or cease so to serve, then the next prior Past President shall serve in his/her stead. The Committee shall solicit and consider the recommendations of members of the Board and of the Locals as to the candidates for each office to be filled. No incumbent officer shall be appointed to the Committee. The Committee shall also meet on call of the President or, in his/her absence, on call of the President-Elect to consider from time to time awards to members of the Board and to outstanding citizens of the Commonwealth of Massachusetts and to consider candidates and select recipients of same, including, but not limited to Builder of the Year Award, the Associate of the Year Award, Remodeler of the Year Award, Legends of the Industry Award, New Spike of the Year Award and Retention Spike of the Year Award.

Section 6. The Board is responsible for appointing voting members to committees with the intent of providing broad participation by members of each of the Locals.

Section 7. The Chairs of each committee, unless otherwise specified in the By-Laws, shall be appointed by the President of the Association and shall serve co-terminously with him/her.

Section 8. There shall be within the Association, such Councils as the Board may from time to time find necessary to serve adequately the particular needs of the Association.

Section 9. All committees and councils are considered open and Association members are encouraged to attend and participate, however, only a member of the Association in good standing, or designated employee(s) of such member(s) may participate in the activities of committees and councils. Meetings of committees and councils can be conducted by Remote Participation in accordance with Appendix A.

ARTICLE ELEVEN

Elections

Section 1. The regular election of officers shall take place at the Annual Meeting of the Board.

Section 2. Special elections to fill vacancies or newly created positions shall take place as determined by the Board, subject, however, to the provisions of Section 3.

Section 3. In preparation for any election, the Nominating Committee shall make its report of nominations to the Board at its meeting next preceding the month when the elections shall take place.

Section 4. [Intentionally Deleted].

Section 5. At any meeting where an election is to occur, additional nominations may be made from the floor, and if any are so made for any office or position, the vote on such office or position shall be by secret ballot.

Section 6. In the event that there are two (2) or more candidates for the same office or position, the candidate receiving the most votes for that office shall be considered to be elected, provided, however, that said candidate shall have received a majority of all votes cast; and in the event that no candidate shall have received a majority of all votes cast, there shall be a run-off election between the two (2) candidates receiving the higher totals of votes cast.

ARTICLE TWELVE

Fiscal Matters

Section 1. The fiscal year of the Association shall run from January 1 of each year through December 31 of each calendar year.

Section 2. Monies collected by the Association shall be placed in in one or more federally insured depositories selected by the Board or by the Executive Committee, as the case may be.

Section 3. Prior to the beginning of each fiscal year, the Board shall adopt a budget for the coming fiscal year.

Section 4. Annually all accounts of the Association shall have an independent Certified Public Accountant give a review financial statement or compilation financial statement to the Association, which method of report shall be determined by the Board. The Association may request a Certified Public Accountant audit when it is deemed necessary. This will remain in effect as long as an independent Certified Public Accountant is reviewing or compiling the financial records for the Association.

ARTICLE THIRTEEN

Notices

Each Local shall mail or deliver to the Association office a list, certified by the Local Executive Officer, of the Local officers and designated Association Directors upon their elections and include therewith their mailing addresses, email addresses, and telephone numbers with area codes. Written notice for any meeting or any other official business shall be deemed to be given, when sent in accordance with the addresses certified by the Local Executive Officer as provided above, on the date when notice is sent to the Directors and officers at the address shown on said list. Written notice may include notice by mail, email, facsimile or other recognized form of electronic communication provided the content of the notice and the date of transmission can be printed.

ARTICLE FOURTEEN

Indemnification

The Association shall, to the extent legally permissible and only to the extent that the status of the Association as an organization exempt under the Internal Revenue Code is not affected thereby, indemnify each of its Directors, officers, employees, contractors, and other agents against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees reasonably incurred by him or her in regard to the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of his or her being or having been such a Director, officer, employee, contractor, or agent, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association; provided, however, that as to any matter disposed of by a compromise payment by such Director, officer, employee, contractor or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expense shall be provided unless such compromise shall be approved as in the best interest of the Association, after notice that it involves such indemnification, by a disinterested majority of the Directors then in office. Expenses, including counsel fees reasonably incurred by any such Director, officer, employee, contractor or agent in regard to the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the Association in advance of the final disposition thereof upon a receipt of an undertaking by such individual to repay such expenses to the Association if he or she shall be adjudicated to be not entitled to indemnification under the Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Director, officer, employee, contractor or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which Association personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Directors," "officers," "employees," "contractors," and "agents" shall include their respective heirs, executors, and administrators, and an "interested" Director shall be one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

ARTICLE FIFTEEN

Parliamentary Procedure

Robert's Rules of Order shall govern the procedure at all meetings of the Association unless otherwise provided for in the By-Laws.

ARTICLE SIXTEEN

Amendments

These By-Laws may be amended by a vote of two-thirds (2/3) of the members of the Board present and voting at a meeting, at which a quorum is achieved, provided, however, that written notice of the proposed amendment(s) initiated by petition of any Local or of the Executive Committee or of any five (5) Directors representing a majority of the Locals shall have been sent to each Director and each Local in accordance with the information received at the Association office under the provisions of Article Thirteen above and not less than seven (7) days prior to the meeting at which such action is to be taken.

APPENDIX A

Remote Participation Guidelines

- (a) All members participating in a remote meeting shall be clearly audible to each other;
- (b) Members participating remotely may have the full privileges of participating in debate and voting on any matter all as if such members were physically present at a meeting.

- (c) A remote meeting may be called by the chair or, in the chair's absence, the person chairing the meeting, for any reason including efficiency and expediency, or by any member who follows the procedures set forth herein. While there is an important goal for efficiency and expediency in the conduct of meetings, and remote participation in accordance with these guidelines aims to achieve those goals, the Association continues to strive for and benefit from the physical presence of members at meetings, for the conduct of robust discussion together with the comradery associated with being physically present. All Members are encouraged to physically attend a majority of the meetings in which they participate.
- (d) Technology--The following media are acceptable methods for remote participation.
 - 1. Telephone, internet, or satellite enabled audio or video conferencing.
 - 2. Any other technology that enables the remote participant and all persons present at the meeting location to be clearly audible to one another.
 - 3. When video technology is in use, the remote participant shall be clearly visible to all persons present in the meeting location.
- (e) The chair or, in the chair's absence, the person chairing the meeting, may elect the technology to be used in the conduct of the remote meeting and may decide how to address technical difficulties that arise as result of utilizing remote participation, but is encouraged, wherever possible, to suspend discussion while reasonable efforts are made to correct any problem that interferes with a remote participant's ability to hear or be heard clearly by all persons present at the meeting location. If technical difficulties result in a remote participant being disconnected from the meeting, that fact and the time at which the disconnection occurred shall be noted in the meeting minutes.

Remote Participation Procedures

- (a) Any member who wishes to participate remotely shall, as soon as reasonably possible prior to a meeting, notify the chair or, in the chair's absence, the person chairing the meeting, of his or her desire to do so and the reason for and facts supporting his or her request.
- (b) At the start of the meeting, the chair shall announce the name of any member who will be participating remotely. This information shall also be recorded in the meeting minutes.
- (c) All votes taken during any meeting in which a member participates remotely shall be by roll call vote.
- (d) A member participating in a meeting of a confidential matter, shall state at the start of any session that no other person is present and/or able to hear the discussion at the remote location, unless presence of that person is approved by a simple majority vote of the members attending the meeting.
- (e) When feasible, the chair or, in the chair's absence, the person chairing the meeting, shall distribute to remote participants, in advance of the meeting, copies of any documents or exhibits that he or she reasonable anticipates will be used during the meeting.