

**BY – LAWS**  
**of the**  
**TYLER AREA BUILDERS ASSOCIATION**  
(as amended by the Tyler Area Builders Association  
Board of Directors July 5, 2011)

**ARTICLE 1**  
(Name, Location and Affiliation)

Sec. 1 The name of this Association shall be Tyler Area Builders Association.

Sec. 2 The principal office of this Association shall be located at 1504 West Grande Boulevard, Tyler, Texas 75703, or such other place as the Board of Directors may designate.

Sec. 3 This Association is and shall be an Affiliated Association of the National Association of Home Builders of the United States and The Texas Association of Builders and shall abide by their respective By-Laws as amended from time to time.

Sec. 4 The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders of the United States.

Sec. 5 This Association may, at the discretion of the Board of Directors and within guidelines set forth by the National Association of Home Builders, organize affiliated Chapters **Divisions** within its assigned jurisdiction.

**ARTICLE II**  
(Purpose)

Sec. 1 The purpose of this Association shall be:

- (A) To provide a suitable environment to protect and ensure the vitality of the building industry so as to benefit its members and the citizens of the Tyler area.
- (B) To collaborate with all fields related to the building industry within the Association's jurisdiction for the benefit of the industry as a whole.
- (C) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Texas Association of Builders.
- (D) To operate without profit. No part of the income of the Association shall benefit any individual member.

**ARTICLE III**  
(Membership)

Sec. 1 CLASSES OF MEMBERS. The Association shall have the following classes of members. The designation of such classes shall be as follows:

- (A) **BUILDER/REMODELER MEMBERS.** Any individual or firm who is or has been in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community and who subscribes to the Code of Ethics of this Association and is of good character and business reputation, shall be eligible to be a *builder/ remodeler member*; provided such individual or firm meets with approval of the Board of Directors.
  
- (B) **DEVELOPER MEMBERS.** Any individual or firm who is or has been in the business of developing real property for the purpose of building homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community and who subscribes to the Code of Ethics of this Association and is of good character and business reputation, shall be eligible to be a developer member; provided such individual or firm meets with approval of the Board of Directors.
  
- (C) **ASSOCIATE MEMBERS.** Any individual or firm who is or has been engaged in a trade, industry, or profession related to home building and not inconsistent with the objectives of this Association; who subscribes to the Code of Ethics of the Association and is of good character and business reputation shall be eligible to be an associate member; provided such individual or firm meets with the approval of the Board of Directors.

Where a firm or corporation has been accepted as a member of this Association, the employee whom that firm or corporation designates in writing as its representative for its dealings with this Association shall act as the member in this Association.

Sec. 2 ACCEPTANCE OF MEMBERS

- (A) Applicants for membership shall apply in a form satisfactory to the Board of Directors, and meet such other requirements as the Board may from time to time prescribe.

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

### Sec. 3 SUSPENSION AND REVOCATION OF MEMBERSHIP

- (A) The Board of Directors by a two-thirds (2/3) vote may suspend or revoke the membership of any member.
  - (a) for failure to meet their financial obligations to the Association or,
  - (b) for conduct detrimental to this Association *as outlined in the Tyler Area Builders Association Code of Ethics*. The member shall be given a written copy of the complaint at least thirty (30) days prior to the meeting of the board at which time the complaint is to be considered, and shall be afforded a reasonable opportunity to be heard.
- (B) A vote of two-thirds (2/3) of the Board shall be required to reinstate any membership suspended or revoked under this section. Reinstatement shall be subject to such terms and conditions as the Board may impose.
- (C) No membership shall be renewed by a member with a past due account at the Association, *unless approved by the Board*.

### Sec. 4 MEETINGS OF THE MEMBERSHIP

- (A) An annual meeting of the membership of this Association shall be on the second Tuesday of November each year, or at such other time as the Board may designate, for the express purpose of electing the officers of the Association, a Board of Directors and taking up such matters as may properly come before the general membership.
- (B) Regular meetings of the membership of this Association shall be held on the second Tuesday of each month, or at such other time and frequency as the Board of Directors may designate.
- (C) Special meetings of the membership of this Association may be called by the President or, if requested in writing, by a majority of the members of the Board of Directors.
- (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 IV**

(Dues)

Sec. 1 DUES. The dues of this Association shall be payable annually, in advance, as determined by the Board of Directors. These dues shall include those required for membership in the National Association of Home Builders of the United States and the Texas Association of Builders, which this Association shall collect and remit in accordance with the requirements of the National and State Association.

## **ARTICLE V**

(Board of Directors)

Sec. 1 COMPOSITION AND AUTHORITY. The Association at its Annual Meeting shall elect twenty (20) Local Directors, of which fifteen (15) shall be builder members. *The selection shall be comprised of Builders/Remodelers defined by their primary profession as a Builder/Remodeler.*

The Board of Directors shall be a governing body of the Association. A Director so elected shall hold office for one year from the date of election or until a successor is duly elected.

Sec. 2 EX-OFFICIO MEMBERS. The President, Vice-President, Secretary/Treasurer, and Immediate Past President shall be included as members of the Board of Directors with full voting privileges.

*Sec. 3 EXECUTIVE COMMITTEE. The Ex-Officio Members and the Executive Vice President shall constitute the Executive Committee. They shall be a management team, making recommendations to the Board of Directors and conducting the day-to-day business of the Association.*

*Sec.4. LIFE MEMBERS. All past Presidents shall serve as life members of the Board of Directors. Any past member of the Board of Directors may be appointed a life member at the discretion of the Board. Life members shall be eligible to vote if they have attended six (6) of the preceding twelve (12) meetings.*

Sec. 5. CHAIRMAN. The President shall be the Chairman of the Board of Directors.

Sec. 6. VACANCIES. Vacancies on the Board because of disability, death or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will serve until the next Annual Meeting of the Membership.

Sec. 7. NATIONAL AND STATE DIRECTORS. The Board shall elect the 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. *The selection shall be made only from among the Builder membership; comprised of Builders/Remodelers defined by their primary profession as a Builder/Remodeler.* To be eligible for re-election, National Directors will be required to attend two (2) of the three (3) Board meetings of the National Association of Home Builders of the United States and be present for at least 75% of each Board meeting unless a valid written excuse is provided.

To be eligible for re-election, State Directors will be required to attend one (1) of the two (2) Board meetings and be present for at least 75% of each Board meeting unless a valid written excuse is provided.

Sec. 7 MEETINGS. Meetings of the Board of Directors shall be held as follows:

- (A) Regular Meetings of the Board of Directors shall be held on the first (1<sup>st</sup>) Tuesday of each month or such other time as the Board may direct.
- (B) Special meetings of the Board of Directors may be called by the President or upon the request in writing of a majority of the Directors.
- (C) Notice of the date, hour and place of all meetings shall be given to the directors at least two (2) days in advance.
- (D) Upon non-attendance of three (3) Board Meetings, unless valid excuse is provided, the non-attending Board member may be replaced by the President, with the approval of the Board.

Sec. 7. VOTING. A simple majority vote shall decide an issue provided a quorum is present.

Sect. 8 QUORUM. The presence of a majority of the elected and appointed Directors at a meeting shall constitute a quorum. The attendance or absence of Life Directors shall have no effect.

## **ARTICLE VI** (Elective Officers)

Sec. 1 The following officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of one (1) year from the date of their installation on the second (2<sup>nd</sup>) Tuesday of December of each year or at such other time as the Board of Directors may designate:

- (A) A President, who shall be a *Builder/Remodeler* member of the Association. The President shall be the chief officer of this

Association and 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 be a *Builder/Remodeler* member of the Association. He shall perform such duties as are assigned to him by the President. He shall, in the absence of the President, or upon his direction perform all of the duties of the President.
- (C) A Secretary and Treasurer, who shall be a *Builder/Remodeler* member of the Association and 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 to the Board of Directors and an annual report to the membership. Upon direction of the President he may perform other duties appropriate to this office.
- (D) An Assistant Treasurer, may, at the discretion of the Board of Directors, be appointed as a non-voting member of the Executive Committee to assist the Secretary and Treasurer with accounting and budgeting.

#### Sec. 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. The officer so designated to act, as President shall serve until the next regular Board of Directors meeting at which time the Board of Directors names from among its members a President to complete the unexpired term.
- (B) In the event of a vacancy, other than the office of the President, the Board of Directors shall name from among its members a successor to fill out the unexpired term.

### **ARTICLE VII**

(Voting, Quorums)

Sec. 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 or partnerships holding membership in the Association shall be entitled to only one (1) vote which shall be cast by a duly designated representative.

Sec. 2 A simple majority vote of members in good standing in attendance shall decide an issue.

### **ARTICLE VIII**

(Elections)

Sec. 1 (A) There shall be a Nominating Committee composed of five (5) members, four (4) *Builder/Remodeler* members and one (1) Associate member, appointed by the President. Appointment shall be made and notice given to the membership at least

sixty (60) days in advance of an election. The President shall designate the Chairman of the Committee.

(B)The Committee shall solicit the membership for recommendations for each office to be filled. The nominating Committee shall consider recommendations and shall nominate one candidate for each office to be filled unless otherwise set forth in this Article. The committee shall submit its list of candidates to the Board of Directors for its approval. The committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections and upon direction of the board, perform other appropriate duties.

Sec. 2 (A) The Association Officers and Directors shall be elected at the Annual Meeting of the Membership. The Nominating Committee shall submit its report at such Meeting. Additional nominations may be made from the floor.

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

## **ARTICLES IX** (Committees)

Sec. 1 The President, with the advice and consent of the Board of Directors, shall upon taking office, establish Standing Committees for the Association except as may otherwise be specifically provided for in the By-Laws.

Sec. 2 The Chairman and members of all Committees of the Association shall be appointed by the President except as otherwise specifically provided in these By-Laws.

Sec. 3 A President may, with the advice and consent of the Board of Directors, remove the Chairman or members of any committee appointed pursuant to this Article.

Sec. 4 Special committees may be appointed by the President as he/she may from time to time deem advisable.

Sec. 5 Meetings of all committees shall be upon the call of the Chairman with the approval of the President.

Sec. 6 A simple majority vote in the committee shall decide an issue provided a quorum is present.

Sec. 7 The presence of one-half (1/2) of the committee members at a meeting shall constitute a quorum.

**ARTICLE X**  
(Finances)

Sec. 1 The fiscal year of this Association shall be the year commencing on the first day of January and terminating on the last day of December.

Sec. 2 The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors.

Sec. 3 Dues and other monies collected by the Association shall be placed in depository selected by the Board of Directors. Payments from the funds of the Association shall be made on the signature of the Treasurer and/or any other person so authorized by the Board of Directors.

**ARTICLE XI**  
(Rules of Procedures)

Sec. 1 Robert's Rule of Order shall govern the parliamentary procedures of the meetings of the Association provided for in these By-Laws.

**ARTICLE XII**  
(Amendments)

Sec. 1 These By-Laws may be amended by a two-thirds (2/3) vote of the members in good standing at any meeting provided that a copy of any proposed amendment shall have been mailed or *delivered electronically* to each member of the Association at least fifteen (15) days in advance.

**ARTICLE XIII**  
(Administrative Officers)

Sec. 1 An Executive Vice President may be employed by the Board of Directors at such rate of compensation as it deems fair and proper.

Sec. 2 The Executive Vice President shall serve as the chief administrative officer of this Association. The Executive Vice President shall perform the duties and responsibilities delegated to him/her by the board of Directors and all other functions usual to such office.

Sec. 3 The Executive Vice President shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors. The rates of compensation shall be those that the Board may deem fair and proper, within the limitations of the fiscal budget.



**ARTICLE XIV**  
(Membership Card and Emblem)

Sec. 1 Each member shall receive a certificate upon approval of their membership in such form as the Board of Directors shall prescribe.

Sec. 2 This Association shall use on its stationery and literature the official emblem of the National Association of Home Builders of the United States, the Texas Association of Builders *and the Tyler Area Builders Association.*

Sec. 3 Members of this Association may use on their stationery and literature the Official Emblem of the National Association of Home Builders, the Texas Association of Builders *and the Tyler Area Builders Association.*

**ARTICLE XV**  
(Notices)

*Sec. 1 Members shall furnish the Association with their official address, physical and electronic. The electronic and/or physical 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 XVI**  
(Councils)

Sec. 1 There shall be within the Association such councils as the Board of Directors may from time to time find necessary to serve adequately the needs of respective members of this Association.

Sec. 2 The activities shall be managed by the Board of Directors.