

**BYLAWS OF THE
HOME BUILDERS ASSOCIATION OF METROPOLITAN PORTLAND**

ARTICLE I

(Name and Location)

Section 1

The name of this Association shall be the HOME BUILDERS ASSOCIATION OF METROPOLITAN PORTLAND whose jurisdiction shall contain Clackamas, Multnomah, Columbia, Yamhill and Washington counties, in the State of Oregon.

ARTICLE II

(Objectives)

Section 1

The objectives of this Association shall be:

- A. To act as collective bargaining agent for the builder members in negotiation with labor unions on agreements for wages, hours and working condition. Such labor agreement to be ratified by the Home Builders Association of Metropolitan Portland on behalf of those members who have signified, or who hereafter signify, in writing, their intentions to accept the terms and conditions of this contract.
- B. To associate home builders for the purpose of mutual advantage and cooperation.
- C. To cooperate with all branches of the home building industry including manufacturers, dealers and financial institutions for the purpose of mutual advantage and for the benefit of the industry as a whole.
- D. To function as a local affiliated Association of the National Association of Home Builders of the United States and the Oregon Home Builders Association within the above described territorial jurisdiction.
- E. To assist the officers, Board of Directors, and Membership Committee of the National Association of Home Builders of the United States in qualifying members.
- F. To operate without profits.
- G. To participate for the purpose of mutual benefit in an interchange of information and experience among its members and HBAMP Bylaws with all other affiliated organizations of the National Association of Home Builders of the United States.

- H. To promulgate and maintain high professional standards and sound business practices among its members.
- I. To enter into all contracts or obligations necessary or expedient to the conduct of its affairs.
- J. To sponsor and promote public exhibits and trade shows exhibiting construction materials and techniques and all matters directly or incidentally related to housing.
- K. To communicate with the general public the economic and social impact of private and government actions relating to housing and to educate the public on all aspects of property ownership and other activities relating to the public's interest in housing.
- L. To contribute to and assist in charitable and civic projects.

ARTICLE III

(Members)

Section 1 – Classifications

Membership in the Home Builders Association of Metropolitan Portland shall be of the following classes:

- A. Builder members
- B. Associate members
- C. Affiliate members
- D. Honorary members
- E. Honorary Life members
- F. Special members

Section 2 – Qualifications

Qualifications for membership:

A. General Qualifications:

1. All builders and other members subject to the provision of the contractors registration law (ORS Ch. 701) shall at all times be registered with the Oregon Construction Contractors Board.
2. Associate members who are required to be licensed (such as architects, engineers, lawyers, CPAs and the like) shall be and remain in good standing in their profession.

3. All members shall subscribe and adhere to the Association's Code of Ethics.
- B. Builder membership shall be open to any person, firm or corporation meeting the following qualifications:
1. The applicant must be engaged in the building business within the territorial jurisdiction of the Association.
 2. The applicant, and in case the applicant is a partnership, firm or corporation, the organization itself or one or more of its owners, managing directors, officers and agents, must be engaged primarily, not incidentally, in the business of residential, commercial, or light industrial construction, or alterations and remodeling or land development.
- C. Associate membership shall be open to any person, firm or corporation, other than applicant that qualifies as a builder member, be that person, firm or corporation an architect, a subcontractor, a financial institution, a material dealer, or otherwise associated with the home building industry, within the territorial jurisdiction of the Association.
- D. Affiliate membership. Affiliate membership is open to employees of Builder or Associate members as long as the primary membership remains active.
- E. Honorary members. The Board of Directors may acknowledge outstanding records of achievement and service to this Association by granting honorary memberships. Such membership, in order to remain in effect, must be approved annually at the first meeting of the fiscal year of the Board of Directors.
- F. Honorary Life members. The Board of Directors shall have the right in recognition of extraordinary service to this Association, to elect a member as a Honorary Life member. Past Presidents are automatically Honorary Life members upon retirement.
- G. Special members. The Board of Directors may establish non-voting special memberships for the purpose of providing specified services for any person, firm or corporations desiring HBA services who would not otherwise qualify as a Builder or Associate member.

Section 3 – Official Representative

Official Representative. Every Builder and Associate member shall be entitled to appoint one "Official Representative" who shall have full voting privileges and be eligible to hold office at local, state and national levels.

Section 4 – Application for Membership

Application for membership shall be made to the Association on a standard membership application form, accompanied by payment of the appropriate dues, plus the initiation fee and any council or chapter dues as applicable. The application may be endorsed by any member of the Association in good standing. Membership shall be accepted by the staff upon receipt of an application that meets the qualifications for membership and any applicable dues and fees.

Section 5 – Application Rejection

Any application which is rejected for not meeting the qualifications may be resubmitted.

Section 6 – Membership Termination

Suspension, termination, reinstatement, or transfer of membership in this Association shall be accomplished as follows:

- A. HBA membership shall begin on the first of the month in which they are approved by the HBA Board of Directors.

Membership shall be considered due and payable on the first day of a member's anniversary month and delinquent on the last day of the anniversary month.

Delinquent members shall have 60 days to renew their dues, without penalty. Such members shall continue to receive full HBA services and shall be considered "in good standing" through the end of the 60 day grace period.

- B. Any member may be censured, suspended or expelled from the Association by a two-thirds vote of the Board of Directors present, if, in the determination of the Board, such member lacked proper qualification at the time they were admitted or if after admission other grounds exist deemed by the Board to be sufficient, provided, however, that before such action is taken by the Board, the member shall be given opportunity to be heard and to present evidence in their behalf at the next regularly scheduled Board Meeting.
- C. A vote of two-thirds of the Board of Directors present shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this section.
- D. Upon death or resignation of a member, such membership may be transferred for the balance of the fiscal year to another party designated by the personal representative of the deceased or by the resigning member, upon approval of the Board of Directors.
- E. Any member ceasing for any reason to be a member in good standing because of suspension or termination of membership shall at once cease displaying or using any of the emblems of the local, state or National Association of Home builders on his trucks, letterhead or display the same in any manner to the public and shall at once, on demand, return all such material in his possession. Each member by joining this Association agrees to this prohibition and consents to entry of injunctions in any court proceeding.

ARTICLE IV

(Board of Directors)

Section 1 – Positions

The affairs of the Home Builders Association of Metropolitan Portland shall be governed by the following voting members of the Association, who shall collectively constitute the Board of Directors:

- A. Four Officers (see Article V, Section 1) plus the Immediate Past President.
- B. Eighteen elected Directors: These Directors will be elected for a three-year term. Terms will be staggered so that six positions, equally spread between the three categories defined below, are elected each year. Elected Directors will come from the following membership categories.
 - 1. Builder/Developer membership category – Nine Directors
 - 2. Remodelers Council (dba Professional Remodelers Organization, or PRO) membership category – Three Directors
 - 3. Associate membership category – Six Directors
- C. Twelve appointed Directors: These Directors will be appointed for a one year term. Appointments will be made by no later than October 31st and will take office at same time as Elected Directors and Officers. They will come from the following categories.
 - 1. Past Presidents – Five Directors (excluding the Immediate Past President). Appointed by majority vote of Past Presidents present at meeting held no later than October 31st.
 - 2. Committee Chairs – Four Directors (PRO Executive Committee, Government Relations, Membership and PAC Steering). Appointed by President Elect (see Article VI, Section 3.A).
 - 3. At-Large Positions – Two Directors. Appointed by President Elect (see Article VI, Section 3.A).
 - 4. HBF Officer – One Director. The HBF Board President, or another elected HBF Board Officer, so designated by the HBF Board by October 31st.
- D. State/National Officer positions. Any HBAMP member that will be holding one of the Senior (Line) Officer positions at OHBA or NAHB up to and including the office of President shall be automatically given a seat on the HBAMP Board. Their term shall last so long as they remain a Senior Officer of either organization, up to and including the Office of President.

Section 2 – Vacancies

Vacancies on the Board occasioned by death or resignation or Board action, shall be filled by nomination of the President from eligible class of membership with approval of the Board of Directors.

Section 3 – Board Meetings

Regular meetings of the Board of Directors shall be held a minimum of six times per year at a place and time designated by the Board. All Board members shall be notified in advance of each

meeting. Special meetings may be called by the President or upon formal request in writing by five of the Board members. Only those agenda items stipulated in the written notification may be considered. A quorum of the Board shall consist of not less than a simple majority.

Section 4 – Absences

The Board of Directors by a majority vote, shall have the authority to remove from local Board membership any local Board member who has three unexcused absences.

Section 5 – Length of Service

An elected Director can serve no more than two consecutive terms, but may be eligible for election again after completing at least one year off the Board. Appointed Directors must be reappointed each year as provided for in Article VI. Appointed Directors from the Past President category have no required term limit on service. Appointed Directors from the Committee and at-large position categories can be reappointed for one additional year. Once a Director is elected to an Officer position, they will “vacate” any elected or appointed Director position.

Section 6 – Ex-Officio Board Members

HBA Past Presidents are considered ex-officio, non-voting members of the Board of Directors (except for the Immediate Past President or unless appointed as a voting member as defined in Section 1 of this Article). In addition, the CEO is also considered an ex-officio, non-voting member.

Section 7 – Executive Committee

The Executive Committee of the Board shall have the general supervision of the affairs of the association between its business meetings, fix the hour and place of the meetings, make recommendations to the Board and shall perform other duties as are specified in these Bylaws. The Executive Committee shall be subject to the policies of the Board and no acts shall conflict with any action taken by the Board.

The Executive Committee shall consist of the following eleven positions: the four Officers defined in Article V, Section 1, A through D; the PRO Executive Committee Chair, the Government Relations Committee Chair, the Membership Committee Chair, and four additional members (appointed by the President, with the approval of the other Officers, for areas of functional/operational expertise needed on the Committee). The CEO will be an ex-officio, non-voting member. The HBF Board Officer designated in Article IV, Section 1.C.5, and the HBA Immediate Past President shall each be offered one of the appointed positions by the HBA President, but they are not required to accept the position or serve on the HBA Executive Committee.

Section 8 – Limitation of Liability – Indemnification

To the fullest extent permitted by law, no director or officer of the corporation shall be personally liable to the corporation, or to its members, for monetary damages for conduct as a director. If an amendment or a repeal of the By-Laws, and amendment of the Articles of

Incorporation or a change in law is inconsistent with the first sentence of this section, the amendment, repeal revision or change shall not adversely affect the right or protection of a director or officer under the first sentence of this section with respect to conduct that prior to the amendment, repeal revision or change. No change in the law shall prospectively reduce or eliminate rights and protections under this section unless the change specifically requires the reduction or elimination. If, after this section becomes effective, an Oregon statute is effectively amended to authorize corporate action further limiting or eliminating personal liability of an officer or director of the corporation, by operation of this sentence the liability of the officer or director shall be limited or eliminated to the fullest extent permitted by the statute as so amended.

The corporation shall indemnify to the fullest extent permitted by law, any officer or director who is made, or threatened to be made, a party to an action, suit or proceeding. Whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or serves or served at the request of the corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint adventure, trust or other enterprise. This section shall not be deemed exclusive of any other provisions for indemnification of directors, officers and fiduciaries that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in another capacity while holding office.

ARTICLE V

(Officers and Staff)

Section 1 – Officers

The following officers shall be installed at the Annual meeting in November, shall take office upon installation and shall hold office until their successors are duly elected and qualified. Additional Officer responsibilities and expectations may be defined by the Board and approved as policy.

- A. The President, who shall be the chief elected officer of the Association, shall preside at all membership meetings and those of the Board of Directors. The President shall appoint all committees and shall be an ex-officio member of all committees, and shall perform duties involved in representing the Home Builders Association of Metropolitan Portland. No member shall be elected to hold the office of President for two consecutive years.
- B. The First Vice President, who shall, in the absence of the President, or upon the President's direction, perform any of the duties ordinarily incumbent on the President.
- C. The Vice President-Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a

statement of financial condition to the Board of Directors on no less than a quarterly basis and fulfill such other duties assigned by the President.

- D. The Vice President-Secretary, who shall perform duties assigned by the President.
- E. The Immediate Past President, who shall perform duties as assigned by the President.
- F. While non-builders may be elected to any office, they shall not hold more than 50% of the officer positions.

Section 2 – Staff

The following administrative officers and staff may be employed by the Board at such a rate of compensation as they deem fair and proper.

- A. The Chief Executive Officer shall supervise the entire staff and perform such other duties as may be delegated by the Board or by the President, and other duties usual to such office. The Chief Executive Officer shall be empowered to employ an adequate staff to carry on the business of this Association as instructed by the Board of Directors at such rates of compensation as the Board may deem fair and proper, within the limitations of the annual budget.
- B. Removal of the Chief Executive Officer must be by a two-thirds vote of the Board of Directors. The motion for removal must be made at a regularly scheduled Board meeting, with the vote 30 days later at the next regularly scheduled Board meeting.

ARTICLE VI

(Nominations and Elections)

Section 1 – Qualifications for Officers

Additional Officer qualifications may be defined by the Board and approved as policy.

- A. President, must be a current Board member with two additional years of Board experience. Past Presidents need no further qualification.
- B. First Vice President, must be a current Board member with one additional year of Board experience.
- C. Vice President-Treasurer and Vice President-Secretary, must have one year of experience as a Board member.

Section 2 – Nominating Committee

- A. There shall be a Nominating Committee elected at the regular Board of Directors meeting in June each year consisting of seven persons:
 - 1. The current First Vice President

2. The current Vice-President - Secretary
 3. The current Vice-President - Treasurer
 4. Three non-Board member positions, one from the Builder/Developer/Remodelor membership categories, one from the Associate membership categories, and one at-large position from any category. These positions shall be recommended by the Executive Committee and approved by the Board.
 5. One Past President recommended by the Executive Committee and approved by the Board.
- B. Should one of the Officers be unable to serve on the Committee for any reason, the Board will appoint a replacement.
- C. Nominating Committee members who declare as candidates will be declared not valid members of the Nominating Committee and shall be replaced by a majority vote of the remaining members of the Nominating Committee from the same class.

Section 3 - Nominations

- A. It shall be the role of the Past Presidents Council to ensure that the Officers currently in office are willing and able to fulfill the requirements for their next successive office. This responsibility shall be exercised with due care. Any decisions made against an Officer taking the next successive office must be done by a majority vote at a meeting with no less than ten Past Presidents in attendance. The Officer in question and all Past Presidents shall be given two weeks notice of such meeting. The decision confirming or not confirming Officers shall be made to the Board prior to the appointment of the Nominating Committee. Following confirmation, the First Vice-President will also be titled the President-Elect.
- B. The Nominating Committee shall consider candidates for the Vice-President – Secretary Officer and the elected Director positions as provided for in the Board approved Nominating Committee Procedures. Officers already elected will automatically assume the next higher Officer position at the annual Installation unless unwilling or unable to perform the duties of that Officer position (see A above).
- C. Candidates may not run for two positions. If a member is nominated for two or more positions, that member must declare for one position prior to the printing of the ballot.
- D. The candidates selected by the Nominating Committee for the Member Election shall be circulated to the entire membership by September 1 through print or electronic communications.
- E. Members wishing to have their name added to the ballot as an at-large nomination must sign a written consent to serve and to fulfill the expectations of service, must otherwise meet the qualifications for service, and must file a petition containing signatures from 5% of the official HBA membership (as of July 31st) by September 15th. The Election Board (see Section VI.5 below) will verify the eligibility of such candidate and their petition by September 25th.

Section 4 – Elections

- A. Elections shall take place at a general membership meeting in October. At least 14 days prior to the October meeting, the Election Board shall cause to have sent by either print or electronic communication to the official representative of all voting members in good standing, an official notice of election, a ballot and a voters pamphlet. The voters pamphlet will contain election instructions, as well as the names of all candidates nominated for office either by the Nominating Committee or by petition. The pamphlet will note by each name the method by which the member was nominated.
- B. HBA members have an opportunity to vote in advance of the official election night by bringing, in person, their official ballot to the HBA office within the week prior to the official election night. At that time HBA staff shall verify their membership, and place the ballot in a sealed envelope in the ballot box for later count by the Election Board.
- C. HBA members who will not be able to either attend the Annual Meeting, or vote in person at the HBA office within the week prior to the Annual Meeting, shall be allowed to vote “absentee” by mailing their official ballot to the HBA office in a sealed envelope. That ballot must be received at the HBA office by the official election date.
- D. The candidate receiving the highest number of votes shall be considered elected. In the event there are more than one positions available in the same category, the candidate with the highest number of votes will be elected first, and then the candidate with the next highest number of votes, and so on, until all positions in that category are filled.

Section 5 – Election Board

The Election Board shall consist of the Chairman of the Nominating Committee (who shall serve as Chairman of the Election Board), the Chief Executive Officer, and three members who are not nominees, appointed by the President.

It shall be the function and duty of the Election Board to supervise and administer all matters pertaining to the elections.

Section 6 – Proxy Voting

No proxy voting is allowed

Section 7 – Official Representative

The official representative of all Builder and Associate members in good standing shall have one vote and all votes shall be equal, at any meeting of the membership. Also, any individual, partnership, firm or corporation may, upon additional payment of initiation and annual dues, assign additional official representatives with full voting privileges.

ARTICLE VII

(Committees)

The President shall appoint standing committees and may appoint special committees within the Association as deemed necessary or advisable for carrying out its function and purposes. Standing committees shall include, but not be limited to:

1. Membership
2. Finance/Budget
3. Government Relations

The President shall be ex-officio member of all committees.

ARTICLE VIII

(Dues)

Section 1 – Initiation Fee

There may be an initiation fee for all new members and annual dues for all active members as established by the Board of Directors.

Section 2 – Annual Dues of Members

The annual dues for members shall be the then applicable full membership dues unless made in accordance with a Board approved dues payment plan schedule.

Section 3 – NAHB and OHBA Dues

Dues for membership in the National Association of Home Builders (NAHB) and Oregon Home Builders Association (OHBA) shall be paid by this Association from its treasury at the rate fixed and under the terms stated in the Bylaws of NAHB and OHBA.

Section 4 – Special Members

Annual fees for special members shall be established by the Board of Directors.

ARTICLE IX

(Meetings)

Section 1

Meetings of the membership shall be held as follows:

- A. An annual Meeting of the entire membership of this Association shall be held in November for the purpose of installing the officers and directors.
- B. Meetings of the membership of the Association shall be held as directed by the Board of Directors.

- C. Special meetings of the Association, or of any class of membership of the Association, may be called at will by the President or the Board of Directors.
- D. Notice shall be given through the mail of the date, hour and place of all meetings.

ARTICLE X

(Councils – Chapters)

The Board of Directors may authorize special interest councils or geographic chapters upon review and approval of their By-Laws and any subsequent amendments. *(Please see attached Bylaws for Sales & Marketing Council, Remodelors™ Council dba Professional Remodelers Organization, and Past Presidents Council.)*

ARTICLE XI

(Fiscal Year)

The fiscal year of the Association shall be December 1st through November 30th of the next year.

ARTICLE XII

(Parliamentary Authority)

The rules, contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Association may adopt.

ARTICLE XIII

(Amendment of the Bylaws)

These Bylaws can be amended at any regular Board of Directors meeting of the Association by a two-thirds vote of those members attending, providing there is a quorum and provided that the amendment has been submitted in writing at a previous regular meeting.

ARTICLE XIV

(Dissolution)

In the event this Association is dissolved, none of the assets shall be distributed to the members of the Association. In the event of such dissolution, the assets in excess of liabilities shall be paid out to assist some charitable or civic projects. Such project or projects shall be determined by the members of the then Board of Directors in conformity with any applicable Federal or State Law or Internal Revenue Department regulations.