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## BYLAWS OF THE

### North Country Home Builders & Remodelers Association of NH

#### ARTICLE I

Sec. 1. The name of this Association shall be: North Country Home Builders and Remodelers Association of NH.

Sec. 2. The principal office of this Association shall be located at 135 Rock Strain Drive, Littleton, NH 03561, or such other place as the Board of Directors may from time to time 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 Home Builders and Remodelers Association of New Hampshire and shall abide by their respective Bylaws 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.

#### ARTICLE II

Sec. 1. The purposes of this Association to the extent permitted by law shall be:

(A) To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.

(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 Home Builders and Remodelers Association of New Hampshire.

(D) To operate without profit and no part of the income of the Association shall ensure to the benefit of any individual member.

## ARTICLE III

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

(A) BUILDER MEMBERS. Any individual who is or has been in, or employed by a firm or corporation 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, who subscribes to the Code of Ethics of this Association shall be eligible to be a builder member.

(B) ASSOCIATE MEMBERS. Any individual who is or has been engaged or employed by a firm or corporation engaged in a trade, industry, or profession related to building and not inconsistent with the objectives of this Association, who subscribes to the Code of Ethics of this Association, shall be eligible to be an associate member.

Sec. 2. ACCEPTANCE OF MEMBERS. (A) Applicants for membership shall apply in a form satisfactory to the Board of Directors which contains information showing that the Applicant meets the requirements of the preceding Sec. 1. On Approval by the Board an Applicant shall become a member. Prior to approval, the Board may require a hearing on an application if it has reasonable grounds to believe that the reasons set forth in Sec. 3, below, for suspension or revocation of membership may exist. The provisions of Sec. 3. shall apply to such hearing except that a majority vote shall be sufficient for approval of the Applicant.

(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 Home Builders and Remodelers Association of New Hampshire, 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 financial obligations to the Association or, (b) for conduct detrimental to this Association. The member shall be given at least thirty (30) days written notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.

(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 conditions as the Board may impose.

Sec. 4. MEETINGS OF THE MEMBERS. (A) An annual meeting of the membership of this Association shall be held on the Third Tuesday in September 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 at such time 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 15 days in advance.

#### ARTICLE IV

Sec. 1. DUES. The dues of this Association shall be established by the Board of Directors and shall include those required for membership in the National Association of Home Builders of the United States and the Home Builders and Remodelers Association of New Hampshire, which this Association shall collect and remit in accordance with the requirements of the State and National Associations.

## ARTICLE V

Sec. 1. COMPOSITION AND AUTHORITY. The Board of Directors shall be the governing body of the Association. The Association at its Annual Meeting shall elect three(3) Directors, the majority of which shall be Builder members. 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 the immediate Past President shall be ex-officio members of the Board of Directors with full voting privileges.

Sec. 3. CHAIRMAN. The President shall be the Chairman of the Board of Directors.

Sec. 4. 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. 5. 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 Bylaws of the National and State Associations. The selection shall be made only from among the Builder membership.

Sec. 6. 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 third 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 14 days in advance.

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

Sec. 8. QUORUM. The presence of a majority of the Directors at a meeting shall constitute a quorum.

## ARTICLE VI

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 election or until their successors are elected and duly qualified:

(A) A President, who shall be a Builder Member of the Association. The President shall be the chief officer of this association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesperson of this Association in matters of public policy. The President shall appoint all committees, 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 Member of the Association, shall perform such duties as are assigned by the President and in the absence of the President, or upon the President's direction, shall perform all of the duties of the President.

(C) A Treasurer - Secretary, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a quarterly report to the Board of Directors and an annual report to the membership, and, who shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of committees and upon direction of the President, may perform other duties appropriate to this office.

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 Treasurer/Secretary shall act as President. If the Treasurer should be unable to serve for any of the foregoing reasons. The officer so designated to act as President shall be a builder member and shall serve until such time as the Board of Directors names from among its builder members a President to fill the unexpired term.

(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 the unexpired term.

## ARTICLE VII

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

Sec. 2. The Executive Officer shall serve as the chief administrative officer of this Association and shall perform the duties and responsibilities delegated by the Board of Directors and all other functions usual to such office.

Sec. 3. The Executive Officer 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 within the limitations of the budget.

## ARTICLE VIII

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 Bylaws.

Sec. 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 Bylaws.

Sec. 3. The presence of one-third of the members in good standing at a meeting of the Membership shall constitute a quorum.

## ARTICLE IX

Sec. 1. (A) There shall be a Nominations Committee composed of the immediate Past President and two members appointed by the President. Appointment shall be made and notice given to the membership at least 30 days in advance of an election. The President shall designate the Chairman of the Committee.

(B) The Committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each office to be filled unless otherwise set forth in this Article. The Committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections, and, upon direction of the President, perform other appropriate duties.

Sec. 2. (A) The Association officers and directors shall be elected at the Annual Meeting of The Membership. The Nominations 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.

## ARTICLE X

### Sec. 1. 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 Bylaws.

(B) The Chairman and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided in these Bylaws.

(C) 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.

(D) Special committees may be appointed by the President as deemed advisable.

(E) Meetings of all committees shall be upon the call of the Chairman with the approval of the President.

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

(G) The presence of one-half of the committee members at a meeting shall constitute a quorum.

Sec. 2. COUNCILS (A) 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.

(B) The activities of the Council shall be managed by a Board of Trustees composed of members.

(C) The council shall operate subject to Rules of Procedure which shall be adopted and may be amended by the Council membership, subject to approval by the Association's Board of Directors.

## ARTICLE XI

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 a depository selected by the Board of Directors.

Sec. 4. The following officers of the Association, and any others as may from time to time be authorized by resolution of the board of Directors, shall have authority to sign checks for and on behalf of the Association: President, Treasurer/Secretary and Executive Officer. The signature of any two (2) of the foregoing shall be necessary on all checks drawn on account of the Association.

Sec. 5. The President, or the Executive Officer, may execute contracts. The Board of Directors may also authorize any officer or agent of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority will be confined to specific instances.

Sec. 6. The Board of Directors may by a two-thirds vote authorize the creation of reserve funds for the future operation of the Association. Such funds may be used for such purposes as may be authorized by a two-thirds vote of the Board of Directors

Sec. 7. The Treasurer and other officers or members of the staff authorized by the Board of Directors to handle the funds of this Association, shall furnish a bond at the expense of the Association in such amount as the Executive Committee shall determine.

Sec. 8. In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for its debts and liabilities, 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.

## ARTICLE XII

Sec. 1. Roberts' Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

## ARTICLE XIII

Sec. 1. These Bylaws may be amended by a two-thirds vote of the Board of Directors at any meeting provided (a) the attendance at such meeting constitutes a quorum, and (b) that a copy of any proposed amendment shall have been mailed to each member of the Association at least thirty 30 days in advance.

## ARTICLE XIV

Sec 2. This Association and members of this Association may use on their stationery and literature official logo of the National Association of Home Builders of the United States, of The Home Builders and Remodelers Association of New Hampshire and the North Country Home Builders and Remodelers Association of New Hampshire.

## ARTICLE XV

Sec. 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 XVI

Sec. 1. In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Association shall indemnify, defend and save harmless any person, his heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement), fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with which such a person shall be threatened, by reason of such person's being or having been a Member, Director, Officer, Committee Member, Employee or Agent of the Association or serving or having served in any capacity in any other organization at the request of the Association, unless with respect to any matter such person shall have been adjudicated in any proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.