

**HOME BUILDERS ASSOCIATION OF THE UPPER RIO GRANDE  
BYLAWS AS REVISED (7-14-04)**

**ARTICLE I: NAME, LOCATION AND AFFILIATION**

**Sec. 1. Name.** The name of the Association shall be the *Home Builders' Association of the Upper Rio Grande*.

**Sec.2. Principle Office.** The principle office of this Association shall be *P.O. Box 1210, South Fork, CO 81154*, or other such place as the board of directors may from time to time designate.

**Sec.3. Affiliation.** This Association is and shall be an affiliated association of the National Association of Home Builders of the United States and the Colorado Association of Home Builders, and shall abide by their respective Bylaws as amended from time to time except as specifically directed by the board.

**Sec.4. Territory.** 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: PURPOSE**

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

- A. To associate the builders within its jurisdiction for the purpose of mutual advantages and cooperation.
- B. To collaborate with all fields related to the building industry within the association jurisdiction for the benefit of the industry as a whole.
- C. To assist in the accomplishment of the mutual objective of the National Association of Home Builders of the United States and the Colorado Association of Home Builders.
- D. To operate without profit. No part of the income of the Association shall endure to the benefit of 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 and the qualifications of the members of such classes shall be as follows:

- A. ***Builder Member.*** Any individual who is or has been in, or employed by a firm of 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 Member.*** 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 by completing a form satisfactory to the board of directors which contains information showing that the applicant meets the requirements of the preceding section. On approval of 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 reasons for suspension or revocation of membership set forth in Sec. 3. below 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 Colorado Association of Home 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.
  - 1. for failure to meet financial obligations to the Association
  - 2. for conduct detrimental to this Association
- B. The affected member shall be given a reasonable opportunity to be heard regarding actions taken pursuant to the *Home Builders' Association of the Upper Rio Grande* Code of Ethics, and shall be given at least seven (7) days advance notice of the meeting of the board of directors at which a vote on a suspension revocation matter is to be taken. Members may be notified of other disciplinary actions by personal notification or by mailing correspondence to the affected member's official address.
- C. 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.
- D. The membership of any member shall discontinue after default in the payment of dues upon expiration of a 90-day period.

**Sec.4. Meetings of the Members.**

- A. An annual meeting of the membership of this Association shall be held on the last Tuesday of November of each year, or at such other time as the board may designate for the expressed purpose of electing the officers of the Association, the board of directors of the Association 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 last Tuesday of each month or at other times 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. Notices shall be given of the date, hour, and place of all meetings to each member at least five (5) days in advance.
- E. Installation of new officers and board members shall be held at the December membership meeting and the duties of the above shall begin immediately after that meeting.

**ARTICLE IV: DUES**

**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 Colorado Association of Home Builders which this Association shall collect and remit in accordance with the requirements of the National and State Associations.

- A. Any increase in dues by the National Association of Home Builders and/or the Colorado Association of Home Builders shall automatically be passed on to each member effective on their anniversary date.

**ARTICLE V: BOARD OF DIRECTORS**

**Sec.1. Composition and Authority.** The board of directors shall be the governing body of this Association. The Association at its annual meeting shall elect not more than nine (9) directors, the majority of which shall be Builder Members.

**Sec.2. Ex-Office Members.** The President, Vice President(s), Secretary and Treasurer and immediate Past President shall be ex-officio members of the board of directors, with full voting privileges. The President shall only vote in the event of a tie vote.

**Sec.3. Chairman.** The President shall be the chairman of the board of directors.

**Sec.4. Term of Office.** Members of the board of directors shall serve for three-year terms from the date of installation. These terms shall be staggered so that the terms of three (3) of the nine (9) board members expire each year.

**Sec.5. Vacancies.**

- A. Vacancies on the board because of disability, death, or resignation shall be filled by appointments 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 at which time a replacement board member will be elected to fill the remainder of the original term.
- B. Absences of three unexcused consecutive board meetings of any directors and officers shall automatically terminate their board position and/or office.

**Sec.6. National and State Directors.** The board shall prescribe the method of selection of any national and state directors and alternate directors to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the National Association of Home Builders of the United States and the Colorado Association of Home Builders. National and alternate directors must be Builder Members.

**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 last Tuesday of each month or such other time as the board may direct. Notice of the date, hour and place of all regular meetings shall be given to the members at least five (5) days in advance.
- B. Special meetings of the board of directors may be called by the President or upon the request in writing of a majority of directors. Notice of the date, hour and place of special meetings may be given to the board members through telephone or voice message systems at least twenty-four (24) hours in advance.

**Sec.8. Voting.** A simple majority vote shall decide an issue provided a quorum is present.

**Sec.9. Quorum.** The presence of five (5) total directors and officers shall constitute a quorum.

**ARTICLE VI: OFFICERS**

**Sec.1. Officers.** The following officers shall be elected by the HBAURG Board of Directors during its monthly meeting held in November and shall hold office for a term of one (1) year from the date of installation or until their successors are elected and duly qualified. The Bylaws of the National Association require that the President and at least one Vice President are Builder Members.

- A. **President.** A President, who shall be a Builder Member of the Association 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. The President and his/her designee shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.
- B. **Vice President.** 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 direction, shall perform all of the duties of the President.
- C. **Secretary.** A Secretary, who shall be responsible to keep a record of all official proceedings of this Association and its board of directors, including the reports of committees and upon the direction of the President, may perform other duties appropriate to this office.
- D. **Treasurer.** A Treasurer, who shall be responsible to the Association for an accounting of all moneys collected and disbursed by the Association and shall render a monthly report to the board of directors and an annual report to the membership.

**Sec.2. Succession of Office.**

- A. **President.** In the event of the absence, disability, resignation, or death of a President, then the Vice President shall act as the President of the Association. Should neither the President nor Vice President be able to serve for any reason, then the Secretary, and then the Treasurer shall act as President. 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. **Other Offices.** In the event of a vacancy of any other office, the board of directors shall name from among its members a successor to fill the unexpired term.

## **ARTICLE VII: ADMINISTRATIVE OFFICES**

**Sec.1. Executive Officer.** The board of directors may employ an Executive Officer at such rate of compensation as it deems fair and proper. 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/or executive committee and all other functions usual to such office.

## **ARTICLE VIII: VOTING, QUORUMS**

**Sec.1. Voting.** All members of the Association in good standing shall be entitled to one vote at meetings of the membership except as may be provided in other sections of these Bylaws.

- A. Mail-in voting is authorized, provided that a ballot containing the exact wording of the proposed action is mailed to each member at least fifteen (15) days prior to the general meeting at which the vote is to be taken. Only mail-in ballots received prior to the actual votes will be counted. Mail-in ballots will be considered in determining quorum for the purpose of the vote.

**Sec.2. Quorum.** 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. See ARTICLE XIII SEC.1.

## **ARTICLE IX: NOMINATIONS AND ELECTIONS**

**Sec.1. Nominating Committee.** There shall be a nominating committee composed of the immediate Past President and three (3) members appointed by the President no later than the August general meeting. The President shall designate the chairman of the committee.

- A. The Committee shall solicit the membership, and conduct meetings to consider candidates, and shall recommend to the board at its October meeting, the nomination of at least one candidate for each office of director to be filled unless otherwise set forth in this Article.
- B. The Board shall act on the nominating committee's recommendations prior to the October general meeting, so that the members can be notified of the candidates in advance through the mail or in the newsletter, and to enable mail-in voting if appropriate.
- C. The Committee shall request nominations made from the floor at the October general meeting where nominations are an agenda item. The committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the election and upon direction of the President perform other appropriate duties.

**Sec.2. Election at Annual Meeting.** The association directors shall be elected at the annual meeting of the membership in November.

- A. 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.
- B. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates. In the event of a tie, an additional vote shall be taken from the members present at the annual meeting. In these two situations, election may be by show-of-hand vote.

## **ARTICLE X: COMMITTEES AND COUNCILS**

**Sec.1. Committees.** The board of directors will determine the Association's standing committee and council requirements, through an annual reassessment regarding which standing committees should be maintained, or eliminated, or new committees established. This may be accomplished without amending the Bylaws. Standing committees and councils generally serve throughout a year, and special committees may serve for only a few weeks or months, depending upon their particular assignment.

- 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 (1/2) 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 and/or executive committee 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 its 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 the approval by the Association's board of directors.
- D. All moneys, assets, equipment and records are the property of the Association and shall be kept by the Association. Upon dissolution of the council or committee all moneys, assets, equipment and records shall be returned to the Secretary or Treasurer.

**ARTICLE XI: FINANCE**

**Sec.1. Fiscal Year.** 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. Budget.** 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. Bank Accounts.** Dues and other moneys collected by the Association shall be placed in a depository selected by the board of members.

**Sec.4. Authority to Sign Checks.** 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, Vice President, Secretary, Treasurer and Executive Officer. The signature of any two (2) of the foregoing shall be necessary on all checks drawn on accounts of the Association.

**Sec.5. Authority to Contract.** The President, Executive Officer, or any other officer of the Association duly authorized to act for them in a specific instance, 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 may be general or confined to specific instances.

**Sec.6. Reserve Funds.** The board of directors may by a majority vote to 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 majority vote of the board of directors.

**Sec.7. Bonds.** 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 board of directors shall determine.

**Sec.8. Distribution of Funds upon Dissolution.** 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 proceedings 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 dissolution.

**ARTICLE XIII: AMENDMENTS**

**Sec.1. Amendment of Bylaws.** These Bylaws may be amended by a two-thirds (2/3) vote of the members in good standing, provided quorum conditions are satisfied according to **ARTICLE VIII: Sec. 1B and Sec.3.**

#### **ARTICLE XIV: NOTICES**

**Sec.1. Official Addresses.** Members shall furnish the Secretary with their official addresses. 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 XV: INDEMNIFICATION**

**Sec.1. Indemnification.** In addition to any other rights to which any such person may be entitled by contract or otherwise under laws, 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 persons may be made a party or with suit or proceeding, a 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 persons 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 t 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 persons duties as such.

