

**By-Laws of the Texas Hill Country Home Builders Association, Inc.  
January 23, 2007**

**ARTICLE I**

**Name, Location and Affiliation**

**Section 1**

The name of the Association shall be Texas Hill Country Home Builders Association, Inc. dba Hill Country Home Builders Association.

**Section 2**

The principal office of the Association shall be located at 505 Junction Highway, Kerrville, Texas, 78028, or such other place as the Board of Directors may from time to time designate.

**Section 3**

This Association is and shall be an Affiliated Association of the National Association of Home Builders of the United States (NAHB) and the Texas Association of Builders (TAB) and shall abide by their respective by-laws as amended from time to time.

**Section 4**

The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the NAHB.

**ARTICLE II**

**Purposes**

**Section 1**

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 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 NAHB and TAB.

- D. To operate without profit and no part of the income of the Association shall enure to the benefit of any individual member.

## **ARTICLE III**

### **Membership**

#### **Section 1**

##### Classes of Membership

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:

##### **BUILDER MEMBERS**

Any individual who is or has been engaged in or employed by a firm or corporation involved 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, provided that he maintains at all times an Active Builder Registration with the Texas Residential Construction Commission at all times while being a Builder Member.

##### **ASSOCIATE MEMBERS**

Any individual who is or has been engaged or employed by a firm or corporation involved in a trade, industry or profession related to building 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.

#### **Section 2**

##### Acceptance of Member:

- 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 proceeding Section 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 Section 3, below, for suspension or revocation of membership may exist. The provisions of Section 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 NAHB and TAB, and while in good standing shall be

entitled to the full benefits, services and privileges of the respective Associations.

### **Section 3**

Suspension and revocation of membership:

- A. The Board of Directors by a two-thirds (2/3) vote present 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 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 present 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.

### **Section 4**

Meetings of the Members:

- A. An annual meeting of the membership of this Association shall be held on the 2nd Tuesday of 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 the Association may be called by the President, or, if requested in writing, by a majority of the Board of Directors.
- D. Notices shall be given of the date, hour and place of all meetings to each member at least (10) days in advance.

## **ARTICLE IV**

### **Dues**

#### **Section I**

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 Texas Association of Builders which this Association shall collect and remit in accordance with the requirements of the National and Texas Associations.

## **ARTICLE V**

### **Board of Directors**

#### **Section 1**

Composition and authority:

The Board of Directors shall be the governing body of the Association. The Board of Directors shall be made up of an Executive Board and an Advisory Board made up of Builder and Associate members. The Association at its Annual Meeting shall elect Directors, the majority of which shall be Builder members. A Director so elected shall hold office for one year commencing on October 1<sup>st</sup>. The term of office ends when a new board has been duly elected..

#### **Section 2**

Executive Board Members:

The Executive Board of Directors shall be made up of the following officers: (1) NAHB Director, (2) Immediate Past President (3) President, (4) 3 Vice Presidents, ((1) through (4) must be Builder members and also take Chairmanship of a Committee), (5) Treasurer, (6) Secretary, (7) TAB Area Director/Governmental Affairs (8) Board Adviser and (9) Executive Officer.

The Executive Board shall be ex-officio members of the Board of Directors with full voting privileges, except for (8) Board Advisor and (9) Executive Officer who will be non-voting members of the Board of Directors.

#### **Section 3**

Chairman:

The President shall be the Chairman of the Board of Directors.

#### **Section 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.

### **Section 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 provision and conditions prescribed by the By-laws of the National and State Associations. The selection shall be made only from among the Builder membership.

### **Section 6**

Meetings of the Board of Directors shall be as follows:

- A. Regular meeting of the Board of Directors shall be held on the 3<sup>rd</sup> Thursday of each month or such other time a 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 ten (10) days in advance.

### **Section 7**

Voting:

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

### **Section 8**

Quorum:

At all regular Board of Director meetings the Hill Country Home Builders Association Board would consist of not less than fifteen (15) members and a minimum of eight (8) must be present in order to have a quorum.

## **ARTICLE VI**

### **Officers**

#### **Section 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 the Association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesperson of the Association in matters of public policy. The President shall appoint all committees and shall perform all other duties usual to such office.
- B. A 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> Vice President, who shall be Builder Members 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. A Treasurer, who shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a report to the Board of Directors at all of its regular meetings and an annual report to the membership, and upon direction of the President, may perform other duties appropriate to this office.
- D. A Secretary, who shall keep a record of all 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.

## **Section 2**

No Member may serve as an officer of the Association unless any and all dues and/or outstanding debts are current. Current shall be defined as no more than thirty (30) days past due.

In order to maintain the status of an officer of the Board, each officer is required to attend two-thirds of the Board of Directors meeting held each year. Otherwise, the officer is subject to dismissal from the board (subject to the review of the Executive Board).

## **Section 3**

Succession of office:

- A. In the event of the absence, disability resignation or death of the President, the 1<sup>st</sup> Vice President shall act as President of the Association. Should neither the President nor the 1<sup>st</sup> Vice President be able to serve for any of the foregoing reason, then the 2<sup>nd</sup> Vice President, 3<sup>rd</sup> Vice President, Treasurer, in his order, shall act as President. If the Treasurer should be unable to serve for any of the foregoing reasons, the Secretary shall act as President. The officer so designated to act as President shall serve until such time as the Board of Directors names from among the Builder Members a President to fill the unexpired term.

- B. In the event of a vacancy among the officers, other than in the office of the President, the Board of Directors shall name from among its members a qualified successor to fill the unexpired term.

## **ARTICLE VII**

### **Voting, Quorums**

#### **Section 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.

#### **Section 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 By-Laws.

#### **Section 3**

The presence of 30 members in good standing at a meeting of the Membership shall constitute a quorum.

## **ARTICLE VIII**

### **Elections**

#### **Section 1**

- A. There shall be a Nominations Committee composed of the immediate Past President and five (5) members appointed by the President. Appointment shall be made and notice given to the membership at least thirty (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 the Article. 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.

#### **Section 2**

- A. The Association officers and directors shall be elected at the Annual Meeting of 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 made 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 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 IX**

### **Committees and Councils**

#### **Section 1**

##### Committees

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

#### **Section 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 such Councils shall be managed by a Board of Trustees composed of three (3) Directors.
- C. Such Councils shall operate subject to Rule 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 X**

### **Finance**

#### **Section 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.

#### **Section 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. The Board of Directors can delegate in writing part of this responsibility.

#### **Section 3**

Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors.

#### **Section 4**

The Executive Officer of the Association shall have the authority to sign checks together with the signature of one of the following officers: President, Treasurer or Secretary.

The Executive Officer will have the authority to generate necessary disbursements within the total of the approved budget.

#### **Section 5**

The President, the 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 By-Laws, 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.

#### **Section 6**

The Board of Directors may by a two-third (2/3) 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 (2/3) vote of the Board of Directors.

#### **Section 7**

The Association will carry insurance, in an amount as determined by the Board of Directors, to safeguard against employees dishonesty and forgery

#### **Section 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 liquidating 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 XI**

#### **Rules of Procedure**

##### **Section 1**

Robert's Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these By-Laws.

### **ARTICLE XII**

#### **Amendments**

##### **Section 1**

These By-Laws may be amended by two-thirds (2/3) vote of the Board of Directors present 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 (electronically or otherwise) to each member of the Board at least thirty (30) days in advance.