

# **Constitution & Bylaws**

of the



**415 Glensprings Drive, Cincinnati, Ohio 45246**

**(513) 851-6300**

**[www.CincyBuilders.com](http://www.CincyBuilders.com)**

### **Our Mission**

*The Home Builders Association of Greater Cincinnati is a professional organization of builders, developers, remodelers and related businesses who aspire to be on the leading edge of home building through networking, education and industry advocacy.*

## **Constitution**

### **ARTICLE I**

#### **Name and Location**

*Section 1.*

The name of this Association shall be the Home Builders Association of Greater Cincinnati.

*Section 2.*

The principal office of this Association shall be located at 415 Glensprings Drive; Cincinnati, Ohio 45246; or at such other place as the Board of Directors may specify.

### **ARTICLE II**

#### **Jurisdiction**

*Section 1.*

The jurisdiction of this Association, as granted by Charter by the National Association of Home Builders, shall be Hamilton County; Clermont County; Brown County; Clinton County; Morgan, Ross, Fairfield, West Chester, Hanover, St. Clair and Liberty Townships and the cities of Fairfield, Hamilton and Oxford in Butler County; and, Deerfield, Hamilton, Harlan, Salem, Union and Turtle Creek (south of State Route 63) Townships and the City of Lebanon (south of State Route 63) in Warren County.

### **ARTICLE III**

#### **Objectives**

*Section 1.*

The objectives of this Association shall be:

- (a) To associate individuals, firms or corporations engaged in the shelter and light construction industry for the purpose of mutual advantage and cooperation.
- (b) To develop and maintain within the industry a high appreciation of the objectives and responsibilities of members in fully serving the public.
- (c) To promulgate and enforce a Code of Ethics and industry standards for members of this Association.
- (d) To promote and protect the right of all citizens to a decent, safe and sanitary home.
- (e) To advocate and encourage the constant improvement of construction techniques and practices.

- ~~(f) To advocate the standardization of building codes throughout the jurisdiction served by the Association.~~
- ~~(g) To work for the elimination of laws and regulations which impede the industry's ability to serve its consumers; to support laws and regulations which would enable members to better serve their customers.~~
- ~~(h) To issue such publications as may be necessary to disseminate information of value to its members, the public and government.~~
- ~~(i) To cooperate with other trade associations in advancing the interests of the industry, its members and public it serves.~~
- ~~(j) To establish such other corporations, associations or councils which would complement the objectives of this Association.~~

**ARTICLE IV**  
**Code of Ethics**

*Section 1.*

All members of this Association shall subscribe to the following Code of Ethics:

- ~~(a) Members shall constantly seek to provide better values for the customers they serve.~~
- ~~(b) Members shall at all times share their knowledge with fellow members and the public in the best interest of those they serve.~~
- ~~(c) Members shall not obtain any business by means of fraudulent statements or by use of implications unwarranted by fact or reasonable probability.~~
- ~~(d) Members shall comply, both in spirit and letter, with rules and regulations prescribed by laws and government agencies for the health, safety and progress of the community.~~

~~Members shall not perform or cause to be performed any act which would tend to reflect on or bring into disrepute any part of the industry served by this Association.~~

**ARTICLE V**  
**Amendments**

*Section 1.*

~~This Constitution may be amended at any meeting, provided a quorum is present, by a majority vote of the Active Members present, provided a summary of the substance of the proposed amendments shall have been submitted to the members at least thirty (30) days in advance of their adoption.~~

**ARTICLE VI**  
**Quorum**

*Section 1.*

~~Twenty-five (25) Active Members shall constitute a quorum for the transaction of business at any general meeting properly called.~~

## **BYLAWS**

### **ARTICLE I**

#### **Name and Location**

##### Section 1.

The name of this Association shall be the Home Builders Association of Greater Cincinnati.

##### Section 2.

The principal office of this Association shall be located at 415 Glensprings Drive; Cincinnati, Ohio 45246; or at such other place as the Board of Directors may specify.

### **ARTICLE II**

#### **Mission**

##### Section 1.

The Mission of the Home Builders Association of Greater Cincinnati shall be as follows:

*The Home Builders Association of Greater Cincinnati is a professional organization of builders, developers, remodelers and related businesses who aspire to be on the leading edge of home building through networking, education and industry advocacy.*

### **ARTICLE III**

#### **Jurisdiction**

##### Section 1.

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### **ARTICLE IV**

#### **Objectives**

##### Section 1.

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- (a) To associate individuals, firms or corporations engaged in the shelter and light construction industry for the purpose of mutual advantage and cooperation.
- (b) To develop and maintain within the industry a high appreciation of the objectives and responsibilities of members in fully serving the public.

- (c) To promulgate and enforce a Code of Ethics and industry standards for members of this Association.
- (d) To promote and protect the right of all citizens to a decent, safe and sanitary home.
- (e) To advocate and encourage the constant improvement of construction techniques and practices.
- (f) To advocate the standardization of building codes throughout the jurisdiction served by the Association.
- (g) To work for the elimination of laws and regulations which impede the industry's ability to serve its consumers; to support laws and regulations which would enable members to better serve their customers.
- (h) To issue such publications as may be necessary to disseminate information of value to its members, the public and government.
- (i) To cooperate with other trade associations in advancing the interests of the industry, its members and public it serves.
- (j) To establish such other corporations, associations or councils which would complement the objectives of this Association.

**ARTICLE V**  
**Membership**

*Section 1.*

Membership in this Association shall be available in the following classes: ActiveBuilder, Associate, Affiliate, Senior, Honorary or any other classification that the Board of Directors might establish.

*Section 2.*

Qualifications for membership in the Association shall be as follows:

- (a) Builder Active membership in this Association shall be open to any individual who is or has been in or employed by a firm or corporation, ~~firm or corporation, or in any member of such firm or corporation, who~~ engaged in the business of building or remodeling of homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or in land development, and is of good character and business reputation, and subscribes to the Code of Ethics of this Association, ~~and whose principal business for any one (1) year prior to the date of the application for a active membership is either construction or development of any type of new housing for sale or rent; construction of any type of remodeled housing; the subdivision or development of land for housing; or other types of light construction and who meets the builder criteria as established by this Association's Board of Directors from time to time.~~
- (b) Associate membership in this Association shall be open to any individual who is or has been in or employed by a firm or corporation, ~~firm, corporation, or any member of any such firm or corporation, who~~ engaged in a trade, industry, or profession related to the business of building or remodeling of homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, and is not inconsistent with the objectives of

the Association, and is of good character and business reputation, and subscribes to the Code of Ethics of the Association. ~~or which is associated in any capacity whatsoever with the building industry.~~

(c) Affiliate membership in this Association shall be open to any individual who is an employee of a firm represented by a builder or associate member as defined in Section 2 (a) and 2(b) of this Article.

~~(b)-~~

~~(c)~~(d) Senior membership in this Association shall be open to any individual who has been a member or employed by a member in good standing; has attained the age of sixty (60); and whose written application for senior membership shall have been approved by the Board of Directors.

~~(d)~~(e) Honorary membership in this Association may be conferred by the Board of Directors upon any individual who has distinguished himself/herself by service to the industry and this Association.

~~(e)~~(f) Special membership classifications in this Association may be conferred by the Board of Directors upon any individual, firm, or corporation, or any member of such firm or corporation.

### Section 3.

Continued membership in this Association shall, in addition to all other conditions of membership imposed by the Constitution or by these Bylaws, be subject to the following:

- (a) It shall be a condition of membership in this Association that all members, however designated, shall pay within the time period designated by the Association, all amounts due and owing to the Association including, but not limited to dues, subscriptions, fees and assessments.
- (b) It shall be a condition of membership in this Association that all **ActiveBuilder** and Associate members shall subscribe to and abide by the Code of Ethics as set forth in Article ~~VI~~ of the Constitution as it now exists, or hereafter may be amended.

## **ARTICLE VI** **Code of Ethics**

### Section 1.

All members of this Association shall subscribe to the following Code of Ethics:

- (a) Members shall constantly seek to provide better values for the customers they serve.
- (b) Members shall at all times share their knowledge with fellow members and the public in the best interest of those they serve.
- (c) Members shall not obtain any business by means of fraudulent statements of by use of implications unwarranted by fact or reasonable probability.
- (d) Members shall comply, both in spirit and letter, with rules and regulations prescribed by laws and government agencies for the health, safety and progress of the community.
- (e) Members shall not perform or cause to be performed any act which would tend to reflect on or bring into disrepute any part of the industry served by this Association.

### Section 2.

- (a) The Board of Directors shall have jurisdiction to suspend or expel a member, and such action by the Board of Directors shall be by a majority vote of the Board. No member shall be suspended or expelled without notification at least ten (10) days prior the date of scheduled action and such member shall be entitled to appear before the Board of Directors prior to its action on the suspension of expulsion and, at such appearance, shall be entitled to present the member's side of the matter and introduce witnesses, if the member so desires.
- (b) A suspended member will enjoy none of the rights or privileges of membership while the suspension is in effect, but shall resume his/her former status in this Association when the suspension has expired or been terminated.
- (c) An expelled member may be reinstated upon terms and conditions specified by the Board of Directors in each individual case.
- (d) Any expelled member desiring to reapply for membership after six (6) months or more have elapsed from the date of expulsion shall be required to reapply and go through the new member process.

**ARTICLE VIII**  
**Election of Members**

*Section 1.*

Applications for activeBuilder and associate membership in this Association shall be made to the Membership Committee and processed in the following manner:

- (a) Applicant shall submit his/her application in writing on a form supplied by this Association containing an agreement to abide by the Constitution and Bylaws, Code of Ethics and Industry Standards of this Association.
- (b) Application shall be endorsed by at least one (1) member in good standing and shall be accompanied by a payment in an amount sufficient to cover the initiation fee and first quarter's dues. All payments so made shall be returned in full if membership is not approved.
- (c) The Membership Committee shall investigate all applications for membership and make its recommendations to the Board of Directors in whom shall be vested the exclusive right to elect to membership.
- (d) The Board of Directors, subject to such rules as it shall adopt, shall elect Senior, Special and Honorary members.

*Section 2*

It shall be a condition of membership in this Association that all ActiveBuilder and Associate members in good standing shall simultaneously become members of the Ohio Home Builders Association and the National Association of Home Builders.

*Section 3*

The Board of Directors shall have the right to adopt rules pertaining to qualifications for membership. The Board of Directors shall also have the right to change the classification of any member or membership, either by reason of the change of activities of a member, or in order to better promote the

objectives and activities of the Association. The Board of Directors shall be the sole judge of such change of classification, provided that prior to such change of classification, the Board of Directors shall serve notice upon such member by certified mail, setting forth that the member's classification, shall be considered for change at the next regular meeting of the Board of Directors, and such member shall have the privilege of appearing before such meeting and presenting any information for the consideration of the Board which shall be pertinent to the member's classification.

*Section 4*

- ~~(a) The Board of Directors shall have jurisdiction to suspend or expel a member, and such action by the Board of Directors shall be by a majority vote of the Board. No member shall be suspended or expelled without notification at least ten (10) days prior the date of scheduled action and such member shall be entitled to appear before the Board of Directors prior to its action on the suspension of expulsion and, at such appearance, shall be entitled to member's side of the matter and introduce witnesses, if the member so desires.~~
- ~~(b) A suspended member will enjoy none of the rights or privileges of membership while the suspension is in effect, but shall resume his/her former status in this Association when the suspension has expired or been terminated.~~
- ~~(c) An expelled member may be reinstated upon terms and conditions specified by the Board of Directors in each individual case.~~
- ~~(d) Any expelled member desiring to reapply for membership after six (6) months or more have elapsed from the date of expulsion shall be required to reapply and go through the new member process.~~

**ARTICLE ~~VIIIIII~~**  
**Meetings of Members**

*Section 1.*

Meetings of the members of this Association shall be held on the third Thursday of the month, or at such other time designated by the Executive Committee, and notice thereof designating the time and place shall be sent by first class mail or electronic mail to all members at least five (5) days before such meeting shall take place. If mailed, the notice shall be addressed to the member at the member's address as it appears in the records of the Association. If sent by electronic mail, the notice shall be sent to the member's electronic mail address in the records of the Association. If no electronic mail address is on record, notice shall be mailed in a manner described above. It is the responsibility of the member to inform the Association management of any change in mail or electronic mail addresses.

*Section 2.*

The annual election membership meeting of this Association shall be held at the regular October general membership meeting, or at such other time designated by the Executive Committee, at which time the election of directors shall take place.

*Section 3.*

Directors and officers of this Association for the ensuing year shall be installed at the December annual membership meeting of this Association, or at such other time designated by the Board of Directors.



**ARTICLE ~~IX~~**  
**Voting**

*Section 1.*

At any annual election or upon any occasion upon which a vote of the membership is required, only ActiveBuilder members in good standing shall be entitled to vote, ~~and such vote must be in person.~~  
There shall be only one (1) vote for each ActiveBuilder member.

**Commented [sf1]:** How does this gel with members being individuals.

*Section 2.*

Twenty-five (25) Builder Members shall constitute a quorum for the transaction of business at any general meeting properly called.

*Section ~~3~~-2.*

A majority vote of all ActiveBuilder members present at any meeting at which a quorum is present shall be necessary for passage of any measure or election to any office; provided, however, that where there are more than two (2) candidates for office, ~~th~~at~~ese candidates~~ who receives the most votes, whether or not a majority of all votes cast, shall be deemed elected.

*Section 4.*

Builder members may vote either in person or by mail-in ballot. Such votes shall be counted if duly received by the President prior to the meeting in which the vote is being called. Ballots shall be sent by mail or electronic mail at least 30 days prior to the meeting in which the vote is being called. A ballot shall be considered valid if signed by an authorized representative of the Builder member. Ballots shall be returned by mail, electronic mail, or hand delivery. For purposes of Section 3 herein, ballots duly received prior to the meeting in which the vote is being called shall be considered as if the Builder member was present at the meeting.

*Section ~~3~~5.*

The President ~~or Chair of the Nominating Committee~~ shall appoint at the ~~annual election~~ meeting at which the vote is being called, or at such other time designated by the Board of Directors, -a sufficient number of tellers and two (2) judges to properly tally and record the votes.

**ARTICLE ~~XV~~**  
**Dues and Initiation Fees**

*Section 1.*

Membership dues and initiation fees for all classes of membership shall be at such rates as established by the Board of Directors.

**ARTICLE ~~XIV~~**  
**Directors**

*Section 1.*

The management of this Association shall be vested in a Board of Directors comprised of sixteen (16) elected directors; two (2) designated directors each from the Associates Council, the Ohio Valley Development Council, the Sales & Marketing Council, two (2) directors appointed by the President; plus all Past Presidents of this Association.

*Section 2.*

Nominations for election of directors and officers, including directors of the National Association of Home Builders and Ohio Home Builders Association shall be effected by the Nominating Committee, consisting of the members of the Executive Committee, plus two (2) Past Presidents and three (3) Board members to be appointed by the President; and the nominations for directors of this Association must be announced at least thirty (30) days prior to the annual election meeting.

*Section 3.*

- (a) Only **ActiveBuilder** members shall be eligible for nomination as an elected director; provided, however, that in the year in which an **ActiveBuilder** member serves as a designated director, such **ActiveBuilder** Member shall not be eligible for election as an elected director. No elected director shall be eligible for more than three (3) consecutive terms, provided, however, such elected director shall be eligible for election as a director if he/she is currently serving as an officer of this Association. No **ActiveBuilder** member shall be eligible for nomination or elected director who, during the period of one (1) year immediately preceding the Board of Director regular monthly meeting held in October in the year, or at such other time as designated by the Board of Directors, in which the election occurs, shall have had his/her membership on the Board of Director forfeited under the provisions of Article XIV, Section 7 of this Constitution and Bylaws. For purposes of the provisions of this Section 3 (a) **ActiveBuilder** members shall include employee representatives of any firm or corporation which is a **ActiveBuilder** member.
- (b) Elected directors shall serve for a term of two (2) years and shall continue in office until their successors are elected and qualified.
- (c) The term of office for the Vice President/Treasurer and Second Vice President/Secretary as an elected director shall automatically be extended for the year following his/her respective term of office.

*Section 4.*

The two (2) designated directors of the Associates Council, Ohio Valley Development Council, and the Sales & Marketing Council shall be the President and Vice President of these councils, respectively, and shall have all the rights and voting privileges as an elected director except the right to hold office.

*Section 5.*

The two (2) appointed directors shall be appointed by the President and shall serve for a term of one (1) year, which term shall be concurrent with that of the President who made the appointments. Appointed directors shall have all the rights and voting privileges of an elected director except the right to hold office.

*Section 6.*

The Board of Directors shall have the power to fill vacancies among the officers and elected directors of this Association by a vote of two-thirds (2/3) of said Board attending a meeting, and such officers and directors so elected shall serve the unexpired term of their predecessors and until their successors are elected and qualified.

*Section 7.*

An elected member of the Board of Directors may be removed from his/her position on the Board by a vote of two-thirds (2/3) of said Board upon the occurrence of his/her failure to attend, without good cause, during any twelve (12) month period, two (2) regular monthly meetings of the Board of Directors. The resulting vacancy shall be filled in accordance with provisions of these Bylaws.

*Section 8.*

It shall be the duty of the Board of Directors to exercise general supervision over the affairs of this Association and to receive and act upon the reports of all committees and to elect or reject candidates for membership who are recommended by the Membership Committee; and to act in the capacity of any committee; and, at its discretion, to create additional committees or to disband any existing committee or committees.

*Section 9.*

The Board shall make and enforce such rules and regulations for the conduct of its work and the work of the various departments and committees for this Association which it may deem proper and which may not contravene nor infringe upon the Constitution and Bylaws of this Association and the Articles of Incorporation of this corporation.

*Section 10.*

The Board of Directors shall have control of the funds of this Association and shall have the right to provide the method and manner of disbursements of such funds. The action of the Board of Directors within its powers granted by the Constitution and Bylaws of this Association and Article of Incorporation of this Association shall be final and shall not require the approval of the members of this Association in order to be valid.

**ARTICLE ~~XIV~~**

**Meetings of the Board of Directors**

*Section 1.*

Meetings of the Board of Directors shall be held as follows:

- (a) A meeting of the Board of Directors shall be held in December, or such other time as the Board may direct, for the purpose of electing officers and such other matters as may properly come before them.
- (b) Regular meetings of the Board of Directors shall be held on the first or second Thursday of each month or such other time as the Board may direct.
- (c) Special meetings of the Board of Directors may be called by the President or upon formal request in writing of any five (5) of its members.
- (d) Notice of the date, hour and place of all meetings ~~shall be sent by mail or electronic mail to all~~ shall be sent by mail or electronic mail to all ~~must be given to the~~ directors at least five (5) days in advance. If mailed, the notice shall be

addressed to the director at the director's address as it appears in the records of the Association. If sent by electronic mail, the notice shall be sent to the director's electronic mail address in the records of the Association. If no electronic mail address is on record, notice shall be mailed in a manner described above. It is the responsibility of the director to inform the Association management of any change in mail or electronic mail addresses.

*Section 2.*

A total of nine (9) of the currently elected or designated members of the directors shall constitute a quorum of the Board of Directors and a majority vote of the directors shall be necessary for passage of any measure or election to any office.

**ARTICLE ~~XIII~~IV**  
**Officers**

*Section 1.*

- (a) The officers of this Association shall include a Chair of the Board, a President, a Vice President-Treasurer, a Second Vice President /Secretary and the Executive Director.
- (b) At the December meeting of the Board of Directors, or at such other time as the Board may direct, at which meeting all directors other than Past Presidents of the Association shall be eligible to vote, the Board of Directors shall elect from the elected directors a President, a Vice President-Treasurer and a Second Vice President/Secretary .

*Section 2.*

- (a) The term of office for all Officers, other than the Executive Director, shall be one (1) year, beginning when they are sworn in at the annual meeting, and they shall hold office until their successors are elected and qualified.

*Section 3.*

The Chair of the Board shall be the Immediate Past President of the Association; and shall preside at all meetings of the Board of Directors and discharge any and all other duties delegated to this office by the Board of Directors. The Chair shall serve until a successor President is elected.

*Section 4.*

The President shall be the chief executive officer of this Association and shall preside at all general membership meetings of this Association. The President shall appoint all committees and their respective chairperson and shall designate the duties of all committees, subject to the approval of the Board of Directors. He/she shall be the official spokesperson of this Association in matters of public policy; he/she shall be the ex-officio member of all committees and shall have the right, with the approval of the Board of Directors, to fix the terms of any and all committees.

*Section 5.*

In the absence, inability or refusal on the part of the President to act, the Vice President-Treasurer shall assume the duties of the President.

*Section 6.*

It shall be the duty of the Vice President-Treasurer to cause all monies received by the Association to be deposited to the bank accounts of this Association and to maintain a record of all receipts and

disbursements. He/she shall make a monthly report of the receipts, disbursements and delinquencies to the Board of Directors and an annual financial report to the Association.

*Section 7.*

The Second Vice President /Secretary shall cause to be recorded the minutes of all meetings of this Association; the Board of Directors, and committees of the Board of Directors; shall have access to a roster of the members of this Association with their classifications and addresses.

*Section 8.*

The Executive Committee shall consist of the Chair of the Board, President, Vice President-Treasurer, Second Vice President/Secretary and the Executive Director. The Executive Director shall serve in an ex-officio capacity with no voting privileges. The Executive Committee shall have such powers as are delegated to it by the Board of Directors. The President shall serve as Chair of the Executive Committee.

**ARTICLE ~~XIV~~X**

**Administrative Office and Staff**

*Section 1.*

- (a) The chief administrative officer of this Association shall be an Executive Director who shall be employed by the Board of Directors upon such terms and at such rate of compensation as the Executive Committee may deem fair and proper. In the event of the death or incapacity of the Executive Director, the Board of Directors shall have the power to designate a temporary or permanent replacement for such individual.
- (b) The Executive Director shall have charge of and manage the active business operations of this Association, under the direction of the Board of Directors, and shall keep accurate accounts of all property passing through his/her hands, and do and perform all other duties incident to his/her office and such other duties as may from time to time be assigned to him/her by the Board of Directors.
- (c) The Executive Director shall be empowered to employ such staff to carry on the business of this Association as instructed by the Board of Directors, at such rates of compensation as may be deemed fair and proper within the limitations of the annual budget. Any increase in expenditures for staff in excess of the annual budget must be approved by the Board of Directors.

*Section 2.*

- (a) The General Counsel of this Association shall be an attorney who shall be employed by the Board of Directors of this Association for such term and at such rate of compensation as the Board of Directors may deem fair and proper. The General Counsel shall advise officers and directors of this Association in all such matters pertaining to its affairs as may require his/her consideration.
- (b) The General Counsel shall represent this Association as a group, in all matters involving this Association, where legal advice and representation are necessary.
- (c) The Accountant of this Association shall be a certified public accountant who shall be employed by the Board of Directors of this Association for such term and at such rate of compensation as

the Board of Directors may deem fair and proper. The Accountant shall advise the officers and directors of this Association in all such matters pertaining to its affairs as may require his/her consideration.

**ARTICLE XV**  
**Councils and Associations**

*Section 1.*

The Board of Directors, in its sole discretion, may create or abolish affiliated councils and/or associations which it determines are necessary to meet the objectives of this Association.

*Section 2.*

Each and every council of association shall be available for consultation, collaboration and joint meetings with the Board of Directors of this Association if and when so requested by the President and shall present to the Board of Directors any and all matters which the council or association may deem necessary or advisable.

*Section 3.*

The officers, operation and management of each of the councils or associations shall be determined by such bylaws as shall be adopted by a majority vote of the members of each council or association present at a meeting for such purpose, provided that nothing in such bylaws of such council or association shall contravene or contradict any provision of this Constitution and Bylaws or the Articles of Incorporation of this Corporation.

**ARTICLE XVI**  
**Standing and Special Committees**

*Section 1.*

The duties and functions of all standing and special committees shall be prescribed by the President with the approval of the Board of Directors.

*Section 2.*

Each committee shall keep minutes of its proceedings and make periodic reports to the Board of Directors covering its activities.

**ARTICLE XVII**  
**Fiscal Year**

The fiscal year of this corporation shall be January 1 to December 31.

**ARTICLE XVIII**  
**Seal**

The seal of this Association shall include the words: HOME BUILDERS ASSOCIATION OF GREATER CINCINNATI .

**ARTICLE XIX**

## **Funds and Budget**

### *Section 1.*

Dues and other monies collected by this Association shall be placed in such depositories as are selected by the Board of Directors. Unless otherwise designated by the Board of Directors, payments from the funds of this Association shall be made on the signatures of any of the following: Chair of the Board, President, Vice President-Treasurer, Second Vice President/Secretary and Executive Director.

### *Section 2.*

The Board of Directors shall adopt a budget for each fiscal year. This Association shall function within the limits of such budget. Any expenditures in excess of such budget must be authorized by the Board of Directors.

### *Section 3.*

There shall be an annual review and bi-annual audit of the finances of this Association by an independent certified public accountant, and this review and/or audit, together with a report from the Vice President-Treasurer, shall be submitted to the Board of Directors.

## **ARTICLE ~~XXV~~**

### **Order of Business**

#### *Section 1.*

The order of business of this Association shall be at the discretion of the President.

#### *Section 2.*

The rules of parliamentary procedures for all meetings of members and all meetings of the Board of Directors shall be the rules established by the *Robert's Rules of Order*.

## **ARTICLE ~~XXIV~~**

### **Amendments**

#### *Section 1.*

These Bylaws may only be amended upon resolution of the Board of Directors of this Association and submission to the membership. A copy of the proposed amendment or amendments shall have been mailed by first class mail to each member of the Board of Directors not less than five (5) days prior to the Board meeting at which such action on such amendment or amendments is to be taken. The membership must approve the amendment by majority vote of the Builder Active members present at any properly constituted Builder Active members' meeting, provided that a copy of the proposed amendment or amendments shall have been mailed by first-class mail to each Builder Active member not less than thirty (30) days prior to the meeting at which such action on such amendment or amendments is to be taken.

#### *Section 2.*

The *Industry Standards*, as they now exist, may only be amended upon resolution of the Board of Directors of this Association and submission to the ActiveBuilder membership. The membership must approve the amendment by majority vote of the ActiveBuilder members' present at such-meeting, provided that a copy of the proposed amendment or amendments shall have been mailed to each

~~ActiveBuilder~~ member not less than thirty (30) days prior to the meeting at which action on such amendment or amendments is to be taken.

## **ARTICLE XXIV**

### **Indemnification**

#### *Section 1.*

To the extent permitted by law, the Association shall indemnify every person who is or has been a member of the Board of Directors, an officer, an agent, or an employee of the Association and those persons' respective heirs, legal representatives, successors, and assigns, against expenses including attorney fees, judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether in an action or proceeding by or in the right of the Association, or otherwise, in which this person was or is a party or is threatened to be made a party because this person was a member of the Board of Directors, an officer, an employee, or an agent of the Association, or is or was serving in such a capacity at the request of the Association, provided that the person:

- (a) Acted in good faith and in a manner that person believed to be in or not opposed to the Association's best interests; and
- (b) ~~If he/she is in any manner~~ the subject of a criminal action or proceeding, had no reasonable cause to believe that the questioned conduct was unlawful; provided, however, that, if an action or suit by or in the right of the Association, to procure a judgment in its favor against this person's serving in this capacity, is threatened, pending, or completed, no indemnification shall be made in respect of any claim, issue, or matter as to which this person shall have been adjudged to be liable for negligence or misconduct in the performance of a duty to the Association unless and only to the extent that the Court of Common Pleas or the court in which this action or suit was brought shall determine upon application that in view of all circumstance of this case this person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.
- (c) Unless ordered by a court, the determination of indemnification, pursuant to the foregoing criteria, shall be made:
  - 1. By a majority vote of a quorum of the Association's Board of Directors who were not and are not parties to or threatened with any such action, suit, or proceeding, or
  - ~~2.~~ 2. If such a quorum is not obtainable, or if a majority of ~~the a quorum of~~ disinterested directors.
  - ~~2-3.~~ 3. If directed by ~~so direct, in~~ a written opinion by independent legal counsel other than an attorney, or a firm having associated with it any ~~ed~~ attorney, who has been retained by or who has performed services for the Association or any person to be indemnified within the past five (5) years, or
  - ~~3-4.~~ 4. By the members, or



~~4.5.~~ By the Court of Common Pleas or the court in which such action, suit or proceeding was brought.

Such ~~an~~ indemnification is not exclusive of any other rights to which this person may be entitled under law, any agreement, or any insurance purchased by the Association, or by vote of the members, or otherwise.

#### **ARTICLE ~~XXVIII~~**

##### **Dissolution**

###### Section 1.

Any voluntary dissolution of this Association shall be conducted in accordance with Section 1702.47 of the Ohio Revised Code.

###### Section 2.

In the event of dissolution of this Association, the assets of the Association shall, after appropriate provision for debts and liabilities of the Association, 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 ~~XXIVX~~**

##### **Definitions**

###### *Section 1.*

The terms "Constitution and Bylaws" of the Home Builders Association of Greater Cincinnati shall mean Code of Regulations of the Home Builders Association of Greater Cincinnati.

###### *Section 2.*

The terms "Directors" and "Board of Directors" shall mean the Trustees, or Board of Trustees, as the context may require, pursuant to Chapter 1702 of the *Ohio Revised Code*.

*Approved by the Board of Directors, October 11, 1984*

*Approved by the Membership, November 15, 1984*

*Revised January 1985*

*Revised November 1986*

*Revised December 1990*

*Revised September 1992*

*Revised October 1994*

*Revised July 1998*

*Revised October 2004*

*Revised October 2006*

*Revised October 2010*

*Approved by the Board of Directors, May 3, 2012*

*Approved by membership on October 18, 2012*

*Revised [month] 2014*