



SALES & MARKETING COUNCIL

Bylaws

415 Glensprings Drive, Cincinnati, OH 45246

(513) 851-6300

www.CincyBuilders.com

By-Laws

ARTICLE I Name and Location

Section 1.

The name of this Council shall be the Sales & Marketing Council.

Section 2.

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

ARTICLE II Mission

Section 1.

The Mission of the Home Builders Association of Greater Cincinnati (the "Association") is set forth in its By-Laws 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.

The jurisdiction of the Association, as granted by Charter by the National Association of Home Builders and as set forth in its By-Laws, is 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 IV Objectives

Section 1.

The objectives of this Council shall be:

- (a) To support the objectives of the Home Builders Association of Greater Cincinnati as stated in its Bylaws.
- (b) To promote and facilitate the various activities of the Association.

- (c) To develop and maintain within the industry high appreciation of the objectives and responsibilities of members in fully serving the public.
- (d) To promote and protect the right of all citizens to enjoy a quality environment.
- (e) To cooperate with other trade organizations in all matters related to advancing the interests of the industry and its members.
- (f) To promulgate and enforce a Code of Ethics for members of the Council.
- (g) To design and or implement educational and motivational programs, seminars, workshops and training materials, so as to provide the newest and finest marketing methods for local builders' operations.
- (h) To associate people who participate in sales and marketing who are accredited members of the HBA for the purpose of mutual growth, cooperation, camaraderie and the exchanging of ideas.
- (i) To promote professional standards and ethical practices among sales and marketing personnel.
- (j) To provide a forum for continued education.

ARTICLE V

Code of Ethics

Section 1.

All members of this Council 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 law 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 the Council.

ARTICLE VI Membership

Section 1. Membership in this Council shall be open to the members who are directly or indirectly engaged in sales and marketing pertaining to the building industry provided that they or their company is a member in good standing of the Association as set forth in its by-laws or is a member in good standing of a home builders association outside of the metropolitan Cincinnati area not presently served by a sales and marketing council, provided that the member's company does not maintain offices in the jurisdiction of the Home Builders Association of Greater Cincinnati.

ARTICLE VII Meetings of Members

Section 1. Meetings of the members of this Council shall be at a time and place designated by the Board of Directors, and notice thereof shall be sent by first class mail or electronic mail to each member at least five (5) days before each 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 meeting of the members of this Council shall be held at the October membership meeting in conjunction with the regular annual meeting of the Home Builders Association of the Greater Cincinnati, or at such other time as may be designated by the Steering Committee, at which time the election of the Board of Directors shall take place.

ARTICLE VIII Voting

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

Section 2. Ten (10) members shall constitute a quorum for the transaction of business at any meeting properly called.

Section 3. A majority vote of all members present at any meeting 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, that candidate who receive the most votes, whether or not a majority of all votes cast, shall be deemed elected.

Section 4. 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 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 member was present at the meeting.

Section 5. The President shall appoint at the 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 IX Dues and Initiation Fees

Section 1. Membership dues and initiation fees for membership shall be at such rates established by the Board of Directors of the Home Builders Association of Greater Cincinnati.

ARTICLE X Directors

Section 1. The management of the Council shall be vested in a Board of Directors of whom not less than twelve (12) shall be elected directors.

Section 2. Nominations for election of directors shall be effected by the Nominating Committee and consist of the President, (1) elected director and (2) Past Presidents. This committee will be chaired by the immediate past president, or as appointed by the President. All nominations must be announced thirty (30) days prior to the annual meeting.

Section 3.

- (a) Only members in good standing shall be eligible for nominations as an elected director; provided, however, that a past president in good standing shall be eligible to become an elected director.
- (b) Elected directors shall serve for a term of two (2) years with a maximum of (3) consecutive (2) year terms.
- (c) The term of office for all elected directors shall begin January 1st and expire on December 31st.
- (d) The cycle of terms to be expiring shall be even each year. In the event of an imbalance, the directors shall have the power to adjust a director's term of office to a (1) one year term. A (1) one-year will be served by the winning candidate receiving the least amount of votes in the general election. In this case, there may be a maximum of seven (7) consecutive years served.

Section 4. The Board of Directors shall have the power to fill vacancies among the officers and elected directors of the Council by a vote of two-third (2/3) of said directors attending a meeting, and such Officers and directors so elected shall serve the unexpired term of their predecessors and until their successors elected and qualified.

Section 5. Elected directors are expected to attend all Board of Directors meetings of this Council. Any elected director absent without good cause for two (2) consecutive meetings of the Board of Directors may be removed from this Board by the affirmative vote of a majority of the directors attending such meeting, and said office shall thereupon be vacant and shall be filled in accordance with the provisions of these Bylaws to fill vacancies.

Section 6. It shall be the duty of the Board of Directors to exercise general supervision over the affairs of the Council and to receive and act upon the reports of all committees, and to act in the capacity of any committee, and its discretion, to create additional committees or to disband any existing committee or committees.

Section 7. 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 of the Council which it may deem proper and which may not contravene nor infringe upon these Bylaws of or the Council's constitution.

ARTICLE XI

Meeting of the Board of Directors

Section 1. Meetings of the Board of Directors shall be held as follows:

- (a) An annual organization meeting of the Board of Directors shall be held immediately following the annual meeting of members, or upon call of the President, 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 second Thursday of the month, or such other time as the Board of Directors may direct.
- (c) Special meetings of the Board of Directors may be called by the President or upon formal request in writing of any four (4) directors.
- (d) Notice of the date, hour and place of all meetings shall be sent by mail or electronic mail to all Board of Directors members 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 seven (7) of the currently elected Board of Directors shall constitute a quorum of the Board of Directors and a majority vote of the directors present shall be necessary for passage of any measure or election to any office.

ARTICLE XII Officers

Section 1. At an annual organizational meeting of the Board of Directors, elected directors and Directors-Elect for the following year shall elect from among themselves, a President, a Vice President and a Secretary.

Section 2. Nominations for election of Officers shall be effected by the Nominating Committee and consist of the President, (1) elected director, and (2) Past Presidents. This committee will be chaired by the immediate Past President, or as appointed by the President.

Section 3.

- (a) The term of office for all Officers shall be on (1) year (January 1st – December 31st) and they shall hold office until their successors are elected and qualified.
- (b) No member shall be elected to hold the office of President consecutively for more than (2) terms.
- (c) The term of office for the Vice President and Secretary as an elected director shall automatically be extended to the year following the officer's respective term of office.

Section 4. The President shall be the chief officer of this Council and shall preside at all meetings of the Council, Board of Directors, and Executive Committee. The President shall appoint all committees and their respective chair and shall designate the duties of all committees, subject to the approval of the Board of Directors. The President shall be an 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. The President shall be one of the two designated directors to represent this Council on the Board of Directors of the Home Builders Association of Greater Cincinnati.

Section 5. The Vice President shall assume the duties of the President in the absence, inability or refusal on the part of the President to act. The Vice President shall be one of the two designated directors to represent this Council on the Board of Directors of the Home Builders Association of Greater Cincinnati.

Section 6. It shall be the duty of the Secretary to perform the usual functions of the Secretary's office; the Secretary shall oversee that the minutes of all meetings of the Council, Board of Directors and committees of the Board of Directors are duly taken.

Section 7. The Executive Committee shall consist of the President, Vice President, Secretary, Immediate Past President and Executive Director of the Association. The Executive Director

shall serve in an ex-officio capacity with no voting privileges. The Executive Committee shall have such powers as are delegated by the Board of Directors. The President shall serve as Chair of the Executive Committee. The Immediate Past President shall have voting privileges on the Board of Directors.

ARTICLE XIII

Administrative Officers and Staff

Section 1. The chief administrative head of this Council shall be the Executive Director of the Home Builders Association of Greater Cincinnati.

Section 2. The Executive Director shall have charge of and manage the active business operations of the Council, under the direction of the Board of Directors and the Board of Directors of the Association, and shall keep accurate accounts of all property passing through the Executive Director's hands, and do and perform all other duties incident to the Executive Director's office and such other duties as may from time to time be assigned to the Executive Director by the Board of Directors and Board of Directors of the Association.

Section 3.

- (a) The chief legal counsel of this Council, if any, shall be the attorney who shall be employed by the Home Builders Association of Greater Cincinnati's Board of Directors. The counsel shall advise the officers and the Board of Directors of the Council in all such matters pertaining to its affairs as may require the legal counsel's consideration.
- (b) Such legal counsel shall represent the Council as a group, in all matters involving the Council, where legal advice and representation are needed. In no way shall it be construed that the counsel's services shall be used by individual members of the Council for their own personal affairs at the expense of the Council.

ARTICLE XIV

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 standing or special committee shall keep minutes of its proceeding and make periodic reports to the Board of Directors covering its activities.

ARTICLE XV

Order of Business

Section 1. The order of business of the Council and its committees shall be at the discretion of the President.

Section 2. The rules of parliamentary procedures for all meeting of members and all meetings of the Board of Directors shall be the rules established by Robert’s Rules of Order, newly revised.

ARTICLE XVI
Amendments

Section 1. These Bylaws may only be amended upon resolution of the Board of Directors of this Council and submission to the membership. A copy of the proposed amendment or amendments shall have been mailed by first class mail or electronic 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 Council members present at any properly constituted Council member’s meetings, provided that a copy of the proposed amendment or amendments shall be sent by first-class mail or electronic mail to each Council member not less than thirty (30) days prior to the meeting at which such action on such amendment or amendments is to be taken. After approval by the Council, such amendment or amendments shall not take effect unless they are duly approved by the Board of Directors of the Association.

Revised April 2016

Approved November 1995