

BYLAWS
OF THE
FREDERICK COUNTY BUILDERS ASSOCIATION, INC.

Prepared by:

The Bylaws Committee

and

The Executive Committee

Approved as Amended
June 18, 2009

BYLAWS INDEX

Article	Title	Page
I.	Name and Location	1
II.	Territorial Jurisdiction	1
III.	Objectives	1
IV.	Membership	2
V.	Annual and Special Meeting of the Membership	3
VI.	Budget and Finance	3
VII.	Dues	4
VIII.	Board of Directors	4
IX.	Meetings of the Board of Directors	5
X.	Executive Committee	6
XI.	Elected Officers	6
XII.	Administrative Offices	7
XIII.	Elections	7
XIV.	Councils	8
XV.	Committees	9
XVI.	Order of Business and Rules of Order	9
XVII.	Amendments	9

**ARTICLE 1
(NAME AND LOCATION)**

Section 1. The name of this Association shall be the Frederick County Builders Association, Inc. hereinafter referred to as the Association.

Section 2. The principal office of the Association shall be located at 186 Thomas Johnson Drive, Suite 204, Frederick, MD 21702-4048, or such other place as the Board of Directors may from time to time designate.

**ARTICLE II
(TERRITORIAL JURISDICTION)**

This Association shall operate in the County of Frederick in the State of Maryland.

**ARTICLE III
(OBJECTIVES)**

Section 1. This Association exists for the purpose of improving conditions in the building industry and thereby assisting to improve the social, political and economical welfare of Frederick County.

Section 2. To organize, represent, and promote the building industry of Frederick County for the purpose of mutual advantage and cooperation.

Section 3. To develop and maintain within our industry a high appreciation of the objectives and responsibilities of the building industry in fully serving the public.

Section 4. To advocate and encourage the constant improvement of building techniques and practices.

Section 5. To cooperate with other trade associations in all matters related to advancing the building industry.

Section 6. To communicate information of value to its members, the public and the government.

Section 7. To serve, advance and protect the welfare of the building industry, in such a manner that adequate housing, building and construction can be provided by private enterprise.

Section 8. To operate without profit and no part of the income of this organization shall insure to the benefit of any member.

Section 9. To maintain high professional standards and sound business methods among its members through the enforcement of a Code of Ethics.

Section 10. To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Maryland State Builders Association.

**ARTICLE IV
(MEMBERSHIP)**

Section 1. CLASSES OF MEMBERS. The Association shall have the following classes of members and 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 or corporation in, the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community; or in land development; and who subscribes to the code of Ethics of the National Association of Home Builders and is of a good character and business reputation shall be eligible to be a **BUILDER MEMBER**; provided such individual, or the firm or corporation which employs him/her and is in the above described business; and meets with the approval of the Board of Directors. Where a firm or corporation has been accepted as a builder member of this Association, one employee whom that firm or corporation designates as its representative for its dealings with this Association shall be eligible for builder membership in this Association, and that employee shall be eligible to vote on any matters requiring the vote of the membership of this Association. Any other employees of a builder member shall be eligible to be affiliate members as described below in Section 1.C. of this Article IV.
- B. ASSOCIATE MEMBER.** Any individual who is or has been in or employed by a firm or corporation engaged in a trade, industry, or profession related to the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community and not inconsistent with the objectives of this Association of Home Builders and is of good character and business reputation shall be eligible to be an **ASSOCIATE MEMBER**; provided such individual, or the firm or corporation which employs said individual and is engaged in a trade, industry or profession described above, and meets with the approval of the Board of Directors. Where a firm or corporation has been accepted as an associate member of this Association, one employee whom that firm or corporation designates as its representative for its dealings with the Association, shall be eligible for associate membership in this Association, and that employee shall be eligible to vote on any matters requiring the vote of the membership of this Association. Any other employees of an associate member shall be eligible to be affiliate members as described below in Section 1.C. of this Article IV.
- C. AFFILIATE MEMBER.** Any individual who subscribes to the Code of Ethics of the National Association of Home Builders and is employed by a firm represented by a builder or associate member of the Association as defined in Section 1.A. and 1.B. of this Article IV shall be eligible to be an affiliate member. Each affiliate member shall be entitled to local, state and national services and privileges upon payment of annual dues in an amount as determined by the Board of Directors from time to time, but affiliate members shall not be eligible to vote on any matters requiring the vote of the membership, unless designated by or acting in place of the builder member or associate member employing the affiliate member.

Section 2. Acceptance of Members.

- A. Applicants for membership shall apply in a form satisfactory to the Board of Directors and shall meet such other requirements as the Board of Directors may from time to time prescribe.
- B. Applicants approved and accepted by this Association, upon payment of dues, also shall be members of the National Association of Home Builders of the United States and the Maryland State

Builders Association, and, while in good standing, shall be entitled to the full benefits, services and privileges of all the respective Associations.

Section 3. Suspension and Revocation of Membership.

- A. The Board of Directors by a two-thirds (2/3) vote of the entire Board of Directors may suspend or revoke the membership of any member (a) for the member's failure to meet its financial obligations to the Association or (b) for conduct determined by the Board of Directors to be detrimental to this Association or the building industry. The member shall be given at least thirty days' notice in advance of the meeting of the Board of Directors at which the vote is taken, and shall be afforded a reasonable opportunity to be heard.
- B. A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any membership suspended or revoked under this section. Reinstatement shall be subject to such terms and conditions as the Board of Directors may impose.

ARTICLE V (ANNUAL AND SPECIAL MEETINGS FOR THE MEMBERSHIP)

Section 1. An annual meeting of the membership of this Association shall be held in the month of November each year on the day and time designated by the Board of Directors, or at such other time as the Board of Directors may designate, for the express purpose of electing officers of the Association and a new Board of Directors to serve for the upcoming fiscal year and addressing such other matters as may properly come before the general membership of this Association.

Section 2. Regular meetings of the membership of this Association shall be scheduled by and held on the day and time designated by the Board of Directors.

Section 3. Special meetings of the membership of this Association may be called at any time by the President or the Board of Directors.

Section 4. Notice shall be given of the date, hour and place of all meetings in writing to each member at least five days in advance.

ARTICLE VI (BUDGET AND FINANCE)

Section 1. The fiscal year of this Association shall be the calendar year.

Section 2. All funds of the Association shall be placed in an insured depository approved by the Board of Directors. All checks must be signed by two of the following officers: President, Immediate Past President, First Vice President, Treasurer, or Executive Officer.

Section 3. The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the total of such budget. However, the Board of Directors at any time by a two-thirds vote may revise the previously approved budget for a fiscal year. Any unbudgeted item in excess of One Thousand Dollars (\$1,000) or expenditure in excess of one hundred ten percent (110%) of the amount set forth in an approved budget must be authorized by the Board of Directors.

Section 4. A budget for each calendar year shall be adopted by a two-thirds (2/3) vote of the entire Board of Directors prior to the end of the fiscal year.

Section 5. The Treasurer shall report the detail of actual revenues and expenses of the Association to the Board of Directors at each regular meeting and shall compare actual amounts to the current budgeted amounts.

Section 6. An annual financial report of the finances of the Association shall be prepared by a Certified Public Accountant within sixty (60) days of the fiscal year end and presented to the Board of Directors at its March meeting. The Board of Directors, in its discretion, may direct that an independent Certified Public Account perform an audit or review of the Association.

Section 7. The annual budget for the Association shall include a line item for a reserve account, which shall have a target amount equal to six months of the Association's operating expenses. Adequate funds shall be allocated to the reserve account in each approved annual budget to reach the targeted amount in a reasonable period of time or maintain the account at the recommended dollar amount.

Section 8. Councils of the Association established in accordance with these Bylaws are allowed to create a reserve account as part of their annual operating budget for the purpose of setting aside surplus revenues for appropriate use in future years. The reserve account shall be included as a line item in the Council's annual budget; the amount of which shall be approved by the Board of Directors.

ARTICLE VII (DUES)

Section 1. The dues for Builder and Associate membership in this Association shall be established by the Board of Directors and shall be payable at the time an application for membership is made. Dues for the renewal of membership shall be paid annually one month in advance of this anniversary date of the acceptance of membership.

Section 2. Dues for membership in the National Association of Home Builders and the Maryland State Builders Association shall be paid by the Association from its treasury at the rate fixed and under the terms stated in the Bylaws of those Associations.

Section 3. The Board of Directors may review and by two-thirds (2/3) vote of the entire Board of Directors may modify the dues amounts or payment structure or relationship between Builder, Associate and/or Affiliate membership.

ARTICLE VIII (BOARD OF DIRECTORS)

Section 1. A Board of Directors shall be elected from the membership in good standing of the Association and shall be the governing body of this Association. The Board of Directors shall be elected by the membership at the Association's annual meeting, and members of the Board of Directors may be reelected and serve two or more consecutive terms.

Section 2. The President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President shall be members of the Board of Directors with full voting powers, and shall hold office for one (1) year from the date of installation. The President shall be chairman of the Board of Directors. Any references in these Bylaws to "President" without any qualifying language shall mean the President of the Association. Any references in these Bylaws to "Board of Directors" without any qualifying language shall mean the Board of Directors of the Association.

Section 3. Eight (8) directors-at-large shall be elected from the membership and shall hold office for a period of two (2) years from the date of installation. Four (4) of the eight (8) will be elected on alternate years. All directors-at-large shall have full voting powers.

Section 4. Any Council President of the Association shall be a member of the Board of Directors with full voting powers and shall hold office for one (1) year from the date of installation.

Section 5. Vacancies on the Board of Directors occasioned by a member's (i) death, (ii) resignation, (iii) removal pursuant to Section 6 of this Article VIII or (iv) failure for over sixty (60) days to continue as a member in good standing of the Association shall be filled by a nominee selected from the membership in good standing of the Association by the Executive Committee (as defined in Article X) and approved by the Board of Directors; the person so appointed shall serve until the next annual meeting of the membership of the Association.

Section 6. Members of the Board of Directors failing to attend two meetings without notifying the President or the Executive Officer in advance shall be required, upon notice from the President or the Executive Officer, to send to the President a written explanation, within fifteen (15) days of that notice, stating the reason for the Board member's absence. The Executive Committee shall thereafter review the reasons for the member's absence and may vacate the board member's position or provide for such conditions as the Executive Committee determines are reasonable for the member to continue on the Board of Directors. Three unexcused absences will result in automatic removal from the Board of Directors.

Section 7. Directors representing the Association on the Maryland State Builders Association Board and the National Association of Home Builders Board are elected annually by the membership of the Association in accordance with the Bylaws of the State and National Associations.

Section 8. The Board of Directors by a two-thirds (2/3) vote of the entire Board of Directors may at its discretion elect and appoint outstanding individuals as permanent lifetime members of the Board of Directors. These lifetime members of the Board of Directors are to carry the same authority and awareness and involvement as any and all of the regular directors of the Association except they shall have no voting rights as a director. Lifetime members of the Board of Directors must be members in good standing of the Association. The Board of Directors may bestow this honor at any time on any individual it feels merits this honor in accordance with the following general guidelines: this is bestowed as an honor and as a highly placed privilege on an individual for service to the Association and should be regarded with very careful consideration.

ARTICLE IX (MEETINGS OF THE BOARD OF DIRECTORS)

Section 1. An annual meeting of the Board of Directors shall be held at least thirty (30) days prior to the annual meeting of the membership of the Association for the purpose of establishing a budget and considering such other matters as may properly come before them, including the need for revisions to the Bylaws.

Section 2. Regular meetings of the Board of Directors shall be scheduled by, and held on the day and time designated by, the Board of Directors.

Section 3. Special meetings of the Board of Directors may be called by the President or upon formal request in writing of a majority of its members.

Section 4. Notice of date, hour and place of all meetings must be given to the directors at least five days in advance.

Section 5. Except as otherwise set forth in these Bylaws, a simple majority vote of those present with authority to vote shall decide any matter presented at a meeting of the Board of Directors provided a quorum is present.

Section 6. The presence of one-half (½) of the directors with voting powers at a meeting shall constitute a quorum.

ARTICLE X (EXECUTIVE COMMITTEE)

Section 1. There shall be an executive committee of this Association, which shall be composed of the President, who shall be the chairman, the First Vice President, Second Vice President, Treasurer and Immediate Past President, each of whom shall have full voting powers. The Executive Officer, at the discretion of the President, may be a member of the Executive Committee, without voting powers, but, at the discretion of the President, the Executive Officer may be required to not be present during a meeting, in whole or in part, of the executive committee.

Section 2. This committee shall conduct the affairs of the Association in accordance with the Bylaws and the policies and instructions of the Board of Directors. It shall be the policy and steering committee of this Association, and shall be responsible for establishing a budget for financing the Association, and for all matters of Association policy, subject to the approval of the Board of Directors.

Section 3. This committee shall meet upon the call of the President, the Board of Directors, or any two of its members. Three (3) members with voting powers shall constitute a quorum.

ARTICLE XI (ELECTED OFFICERS)

Section 1. The following officers shall be elected by the membership at the Association's 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 (all officers may be reelected to serve two or more consecutive terms):

- A.** A President, who shall be a member in good standing of the Association and determined by the nominating committee to be qualified to hold the office. The President shall be the chief officer of this Association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesperson of this Association in matters of public policy. The President shall appoint committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.
- B.** A First Vice President, who shall be a member in good standing of the Association and determined by the nominating committee to be qualified to hold the office. The First Vice President shall perform such duties as are assigned by the President and shall, in the absence of the President, or upon the President's direction, perform all of the duties of the President.
- C.** A Second Vice President, who shall be a member in good standing of the Association, and determined by the nominating committee to be qualified to hold the office. The Second Vice President shall perform such duties as are assigned by the President and shall, in the absence of the President and the First Vice President, or upon the President's direction, perform all the duties of the President.

- D. A Treasurer, who shall be a member in good standing of the Association and determined by the nominating committee to be qualified to hold the office. The Treasurer shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly report to the Board of Directors and an annual report to the membership. Upon direction of the President, the Treasurer may perform other duties appropriate to this office.
- E. A Secretary, who shall be a member in good standing of the Association and determined by the nominating committee to be qualified to hold the office. The Secretary shall keep with the assistance of the staff of the Association a record of all of the official proceedings of this Association and its Board of Directors, including the reports of special committees. Upon direction of the President, the Secretary may perform other duties appropriate to this office.

Section 2. Succession of Office

- A. In the event of the absence, disability, resignation or death of the President, then the First Vice President shall act as President. Should neither the President nor the First Vice President be able to serve for any of the foregoing reasons, then the Second Vice President shall act as President. Should the President, First Vice President nor Second Vice President be unable to serve, then the Treasurer shall act as President. If this person should be unable to serve for any of the foregoing reasons, then 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 its members a President to fill out the unexpired term.
- B. In the event of a vacancy in an office, other than in the office of the President, a nominee selected from the membership in good standing of the Association by the Executive Committee and approved by the Board of Directors shall fill out the unexpired term of the office.

**ARTICLE XII
(ADMINISTRATIVE OFFICES)**

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

Section 2. The Executive Officer shall serve as the Chief Administrative Officer of this Association. The Executive Officer shall perform the duties and responsibilities delegated to him/her by the Board of Directors and all other functions usual to such office.

Section 3. The Executive Officer shall be empowered to employ and supervise an adequate staff as instructed by the Board of Directors to carry on the business of this Association. The rates of compensation for all staff shall be those that the Board of Directors may deem fair and proper within the limitations of the fiscal budget.

**ARTICLE XIII
(ELECTIONS)**

Section 1. Nominations

- A. There shall be a nominating committee composed of the Immediate Past President and three members appointed by the President. Appointments to the nominating committee shall be made and notice given to the membership at least thirty (30) days in advance of an election. The Immediate Past President shall preside as chairman of the committee.

- B. The committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for office to be filled unless otherwise set forth in this Article. Additional nominations may be submitted from the membership of the Association in writing, at least twenty (20) days in advance of the annual meeting of the membership, to the Association's principal office, and upon a person receiving ten endorsements from the membership, that person shall be considered for nomination. The committee may resolve questions relating to the nomination of candidates, suggest rules of procedures for the elections and upon direction of the President, perform other appropriate duties.

Section 2. Elections

- A. The Association officers and directors shall be elected at the annual meeting of the membership. The nominating committee shall submit its report at such meeting. Nominations from the floor will not be recognized.
- B. All members of the Association in good standing shall be entitled to vote at meetings of the membership except as may be provided in other sections of these Bylaws. Firms, corporations, or partnerships holding membership in the Association shall be entitled to only one vote, which shall be cast by a duly designated representative. All votes must be cast in person and votes by proxy will not be recognized.
- C. Whenever only one nomination for an elective office is presented to the membership, election shall be by a voice vote.
- D. 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. Except for directors-at-large, if no candidate receives a majority of the votes cast, a second vote shall be taken upon the two leading candidates.

ARTICLE XIV (COUNCILS)

Section 1. The Association may establish and maintain such Councils as are recommended or required by the National Association of Builders and the Maryland State Builder's Association, such as a Land Use Council, a Professional Remodelor's Council, a Sales and Marketing Council and a Commercial Building Council.

Section 2. Each Council established by the Association shall serve the general objectives of the Association with a particular emphasis on the Council's area of focus.

Section 3. The proceedings of each Council may be governed by its own bylaws, which shall be prepared by the members of the Council and subject to the approval of the Board of Directors.

Section 4. A Council, with the approval of the Board, may adopt its own budget for Council activities.

Section 5. Each Council shall select a President of the Council who shall be a member in good standing of the Association.

**ARTICLES XV
(COMMITTEES)**

Section 1. The President with the advice and consent of the Board of Directors shall upon taking office establish standing committees of the Association in addition to those specially provided for in these Bylaws.

Section 2. The chairman and members of all committees of the Association shall be appointed by the President, except as otherwise specifically provided in these Bylaws. The President may appoint either members or employees of member firms as chairmen and/or members of committees established pursuant to this Article.

Section 3. The 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.

Section 4. Special committees may be appointed by the President as the President may from time to time deem advisable.

Section 5. Meetings of all committees shall be scheduled and held upon the call of the chairman of the committee with approval of the President.

Section 6. A simple majority vote in the committee shall decide an issue provided a quorum is present.

Section 7. The presence of one-half of the committee members as a meeting shall constitute a quorum.

**ARTICLE XVI
(ORDER OF BUSINESS AND RULES OF ORDER)**

The rules contained in Robert's Rules of Order, revised, shall govern this Association in all cases to which they are applicable, including meetings of the membership and Board of Directors, if not inconsistent with these Bylaws or other special rules which may be adopted by the Board of Directors.

**ARTICLE XVII
(AMENDMENTS)**

Amended Bylaws may be adopted at any scheduled Board of Directors meeting by a two-thirds (2/3) vote of the entire Board of Directors, provided that a copy of the proposed Amended Bylaws shall have been disseminated to each member in good standing of the Association at least 30 days in advance of their adoption by the Board of Directors.

ADOPTED:	October 10, 1979	AMENDED:
AMENDED:	December 14, 1984	
AMENDED:	November 16, 1988	
AMENDED:	December 28, 1989	
AMENDED:	December 18, 1991	