

CONSTITUTION AND BY-LAWS OF THE CAPITAL REGION BUILDERS & REMODELERS ASSOCIATION, INC.

CONSTITUTION

Article I (Name & Location)

Sec. 1 The name of this Association shall be THE CAPITAL REGION BUILDERS & REMODELERS ASSOCIATION, INC.

Sec. 2 The principal office of this Association shall be located at such place as the Board of Directors may from time to time designate.

Article II (Territorial Jurisdiction)

Sec. 1 This Association shall operate for the benefit of home builders, building improvement contractors, developers, real estate investors, persons firms and corporations engaged in allied trades, industries, business and professions in the Counties of Albany, Columbia, Greene, Montgomery, Rensselaer, Saratoga, and Schenectady, of the State of New York.

Article III (Objectives)

Sec. 1 THE OBJECTIVES of this ASSOCIATION shall be:

- (a)** To associate home builders & building improvement contractors operating within the above described territorial jurisdiction for the purpose of mutual advantage and cooperation.
- (b)** To cooperate with all aspects of the home building industry including new construction, building improvement contractors, manufacturers, material distributors, suppliers, real estate professionals and financial institutions within the jurisdiction of this Association for the purpose of mutual advantage and for the benefit of the industry as a whole.
- (c)** To promulgate and infuse a Code of Ethics to encourage high professional standards and sound business methods among its members.
- (d)** To secure cooperative action in advancing the common purposes of its members; uniformity and equity in business usages and laws; and proper consideration of opinion upon questions affecting the home building industry within the jurisdiction of this Association.
- (e)** To function as a local affiliated association of the National Association of Home Builders of the United States and the New York State Builders Association, Inc. within the above described territorial jurisdiction.
- (f)** To assist the Officers, Board of Directors and Membership Committee of the National Association of Home Builders of the United States and the New York State Builders Association, Inc., in qualifying applicant members operating within the above described territorial jurisdiction.
- (g)** To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the New York State Builders Association, Inc.
- (h)** To participate for the purpose of mutual benefit in an interchange of information and experiences with all the other local affiliated associations of the National Association and the State Association.

- (i) To operate without a profit and no part of the income of the Association shall inure to the benefit of any individual member.

**ARTICLE IV
(Code of Ethics)**

Sec. 1 All members of this Association shall agree to observe and be bound by the following Code of Ethics:

- (a) Members shall not knowingly enter into any contract the terms of which are designed to imperil the rights of either labor or the supplier of materials to receive a fair return for the services or goods furnished.
- (b) Members shall not obtain any business by means of fraudulent statements or by use of implications unwarranted by fact or reasonable probability.
- (c) Members shall comply both in spirit and letter with the rules and regulations prescribed by law and government agencies.
- (d) Members shall be alert to examine proposed or enacted federal, state, and local legislation related to the housing industry.
- (e) (h) Members shall not perform, or cause to be performed, any act which would tend to reflect negatively on, or bring into disrepute, any part of the home building industry.

**ARTICLE V
(Amendments)**

Sec. 1 This Constitution may be amended by a vote of two-thirds (2/3) of the Board of Directors provided the number of members in attendance at such meeting constitutes a quorum, and provided further that a copy of the proposed Amendments shall have been mailed to each member of the Board of Directors not less than five (5) days prior to the meeting at which action is to be taken thereon. A quorum is defined as a minimum of Half (50%) of the Board of Directors.

BY-LAWS

ARTICLE 1 (Membership)

Sec. 1 VOTING MEMBERSHIP in this ASSOCIATION shall be of three (3) classes:

- (a)** Builder Membership
- (b)** Associate Membership
- (c)** Affiliate Membership

Sec. 2 QUALIFICATIONS for MEMBERSHIP in this Association shall be as follows:

- (a)** BUILDER MEMBERSHIP in this Association shall be open to any person, firm or corporation that is, or has been, in the business of building housing or the improvement of existing homes; who shall agree to abide by the provisions of the By-laws (and any amendments thereof), shall subscribe to the foregoing Code of Ethics, and who shall meet with the approval of the Membership Committee and the Board of Directors.
- (b)** ASSOCIATE MEMBERSHIP in this Association shall be open to any person, firm, or corporation engaged in a trade, industry or profession related to home building; who shall agree to abide by the provisions of the By-laws (and any amendments thereof), shall subscribe to the foregoing Code of Ethics, and who shall meet with the approval of the Membership Committee and the Board of Directors.
- (c)** Affiliate membership category allows employees of CRBRA/NYSBA/NAHB and Associate members' companies to become members of same. The company address must match the address of their employer; however, an affiliate member can indicate a separate address and contact information to receive correspondence and communication from CRBRA, NYSBA & NAHB. Affiliate members do not require Board of Directors approval. The date of enrollment for affiliate members is the month of the date the application and payment are received.
- (d)** It shall be a condition of membership in this Association that all members shall simultaneously become members of the National Association of Home Builders and the New York State Builders Association, except honorary members.

Sec. 3 APPLICATIONS for MEMBERSHIP in this Association shall be made to the Board of Directors and processed in the following manner:

- (a)** The candidate shall submit the application in writing on a form supplied by this Association containing an agreement to abide by the By-laws and to observe the Code of Ethics of this Association.
- (b)** The application shall be endorsed by at least one member in good standing and shall be accompanied by a payment in the amount of the annual dues plus one-time application fee as may be determined by the Board of Directors. All payments so made shall be returned in full if membership is not approved.
- (c)** The Board of Directors shall be vested the exclusive right to approve a candidate to membership.

Sec. 4 REVOCATION, REINSTATEMENT and TRANSFER of MEMBERSHIP in this Association shall be accomplished in the following manner:

- (a) The Board of Directors may suspend, expel from this Association or revoke the membership of any member for failure to conform to these By-laws or for conduct injurious to this Association or reflecting discredit upon it or the home building industry, by a vote of two-thirds (2/3) of the entire Board of Directors.
- (b) A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled, suspended, or revoked, pursuant to the provisions of (a) above.
- (c) Transfer of membership must be accomplished in writing to the Board of Directors, in whom rests the sole authority to approve such transfers.

Sec. 5 MEETINGS of the MEMBERSHIP shall be held as follows:

- (a) An annual meeting of the general membership shall be held in the fall (rev. 10/19) each year, for the purpose of electing directors.
- (b) Regular meetings of the general membership of this Association shall be held as designated by the Board of Directors.
- (c) Special meetings of the general membership of this Association may be called at any time by the President or the Board of Directors.
- (d) Notice shall be given as of the date, hour and place of all meetings in writing to each member five days in advance.

ARTICLE II (Fiscal Year)

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

ARTICLE III (Dues)

Sec. 1 The current dues of this Association shall be established by the Board of Directors payable on the anniversary date of joining the Association. Local dues amounts may be changed by a 2/3 vote of the entire Board of Directors.

Sec. 2 The date of the enrollment of a new member shall be the date on which the Board of Directors elects them to membership.

Sec. 3 Dues for membership in the National Association of Home Builders of the United States and in the New York State Builders Association, Inc. shall be paid by this Association from its treasury at the rate fixed and under the terms stated in the By-laws of those Associations (or amendments thereto currently in effect).

Sec. 4 Members who are delinquent in payment of dues may be dropped from membership by a majority vote of the Board of Directors at any regular meeting where a quorum is present. Membership renewal dues and all assessments due to this Association, to NYSBA and to NAHB shall be paid in full prior to the last day of the members' anniversary month as recorded by NAHB.

Sec. 5 Membership dues are renewable upon the individual members yearly anniversary date. After 60 days, if dues are not received, membership will be reviewed for potential cancellation. All benefits of the local, state and national associations will be cancelled at this time. To rejoin it will be necessary to pay the application fee which shall be

established by the Board of Directors and an additional penalty, as established by the Board of Directors, for each month from the anniversary date to the approval date of new application.

Sec. 6 All additional dues, fees or assessments such as council dues paid by this Association to the State or National Association shall be paid to this Association by the member.

ARTICLE IV (Membership Certificate and Logos)

Sec. 1 Each member shall receive a membership certificate annually upon the payment of dues for the current year.

Sec. 2 This Association may use on all its stationary and literature the Official Logo of the New York State Builders Association and the National Association of Home Builders.

ARTICLE V (Board of Directors)

Sec. 1 The governing body of this Association, with power to transact all the general business of the Association except that reserved to the membership, Officers or Committees by the Constitution and By-laws, will be the Board of Directors.

Sec. 2 The Board of Directors shall not exceed 21 in number. All members who have been with the Association for at least two years shall be eligible for election, except that at no time shall Associate members on the Board constitute more than 40% of its total number.

Sec. 3 The President, First Vice president, Associate Vice president, Secretary, Treasurer, and Immediate Past President shall be members of the Board of Directors.

Sec. 4 The general membership at its annual meeting will elect seven (7) directors each year who will hold office for two (2) years. Directors who have served two years may be re-elected to two succeeding terms unless deemed in the best interest of the Association.

Sec. 5 When a member of the Board of Directors dies, resigns or is determined to be inactive by the Board of Directors, a vacancy on the Board is created. Such vacancies shall be filled by appointment of the President, and the person so appointed shall serve until December 31, or until their successors are elected.

Sec. 6 The Board shall elect National and State Directors and Alternate Directors to which the Association is entitled under the provisions and conditions prescribed in the By-laws of the National and State Associations.

Sec. 7 Meetings of the Board of Directors shall be held as follows:

- (a) Regular meetings of the Board of Directors shall be held at such times as the Board may direct.
- (b) Special meetings of the Board of Directors may be called by the First Vice President or upon formal request in writing of five of its members.
- (c) Notice of date, hour and place of all meetings must be given to the Directors at least three (3) days in advance.

Sec. 8 Term Limits

- (a) A Director may serve as many as three (3) consecutive two (2) year terms as a Director-at-large after which time they shall not seek re-election or reappointment as a Director-at-large. They may, however, enter into the leadership chairs. Should they not serve in the leadership chairs for any reason, a term-limited director shall not serve on the Board of Directors in any capacity for at least one (1) year unless deemed in the best interest of the Association.

ARTICLE VI (Officers)

Sec. 1 The following officers shall be elected from the membership of and by the Board of Directors at their annual Meeting and shall hold office for a term of one (1) year from January 1 through December 31, or until their successors are elected and duly qualified. The President may be elected for additional terms at the Board's discretion.

- (a) The President, a builder member, shall be the chief officer of this Association and shall preside at its general membership meetings. The President shall be the official spokesperson of this Association in matters of public policy. The President shall serve as Chairman of the Executive Committee, appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties customary to such office. The President shall hold office for a term of one (1) year from January 1 through December 31, or until their successors are elected and duly qualified. The President may be elected for additional terms at the Board's discretion.
- (b) The First Vice President, a builder member, shall in the absence of the President, or upon his direction, perform all the duties of the President. The First Vice President shall also serve as Chairman of the Board of Directors and preside over Board meetings and shall also serve on the Executive Committee. The First Vice President shall hold office for a term of one (1) year from January 1 through December 31, or until their successors are elected and duly qualified.
- (c) The Associate Vice President, an Associate member, shall in the absence of the President and the First Vice President, perform all the duties of the President. The Second Vice President shall also serve on the Executive Committee. The Associate Vice President shall hold office for one term of two (2) years.
- (d) The Treasurer shall be responsible to the Association for the accounting of all the monies collected and disbursed by the Association and shall render quarterly statements to the Board of Directors. The Treasurer shall serve as Chairman of the Finance Committee and shall also serve on the Executive Committee. The Treasurer may hold office for two (2) two year terms unless deemed in the best interest of the Association.
- (e) The Secretary shall keep a record of all the official proceedings of this Association and its Board of Directors, including the reports of special committees and shall also serve on the Executive Committee. The Secretary shall be responsible for presenting the signed proxies for voting purposes. The Secretary may hold office for two (2) two (2) year terms unless deemed in the best interest of the Association.

Sec. 2 SUCCESSION OF OFFICE. In the event of the absence, disability, resignation, or death of the President, then the Vice President shall act as President of the Association.

The same shall hold for the Vice President, for in the absence the Vice President the highest-level builder member on the Executive Board shall act as President. The officer so designated to act as President shall be a builder member and

shall serve until such time as the Board of Directors names from among its builder members a President to fill the unexpired term.

Sec. 3 The following administrative officers and staff may be employed by the Board of Directors at such rate of compensation as they deem fair and proper:

(a) The Executive Officer, whose duties it shall be:

- i. To assist the President, other officers and Committee Chairman in the performance of their duties.
- ii. To notify the membership of the Board of Directors meeting, general membership meetings, committee meetings and other gatherings of the membership.
- iii. To keep and maintain all the files and records of the Association in the central office and provide reports on a predetermined schedule to the Board of Directors.
- iv. To carry out the instructions of the President and the Board of Directors in matters pertaining to the business of the Association, as defined in the EO's job description.
- v. Be empowered to employ an adequate staff to carry on the business of the Association as approved by the Board of Directors, at such rate of compensation as the Board of Directors may deem fair and proper, within the limitations of the annual budget.

(b) A General Counsel who shall be an attorney at law licensed to practice within the territorial jurisdiction of this Association in legal matters.

ARTICLE VII (Voting)

Sec. 1 The voting privilege shall be limited as follows:

- (a)** At meetings of the membership each member in good standing shall be entitled to one vote. Firms, corporations or partnerships holding a membership shall be entitled to only one vote to be cast by a duly designated representative.
- (b)** At meetings of the Board of Directors, each member of the Board shall be entitled to one vote.

Sec. 2 Votes may be cast by proxy in the following manner:

- (a)** Any member entitled to vote may, by an instrument in writing bearing a date not more than thirty (30) days in advance of the meeting, designate another member to vote in their place and stead at any meeting of the membership.
- (b)** Any member of the Board of Directors may, by an instrument in writing bearing a date not more than thirty (30) days in advance of the meeting, designate another Director to vote in their place and stead at any meeting of the Board of Directors.

Sec. 3 A majority vote of those present, unless otherwise stated herein, shall determine any action provided a quorum is present.

Sec. 4 A quorum present at any meeting shall be determined as follows:

- (a)** A quorum of the membership shall consist of not less than one-quarter (1/4) of the members of this Association.
- (b)** A quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members, including officers.

**ARTICLE VIII
(Elections)**

Sec. 1 The Nominating Committee shall:

- (a)** Solicit and consider the recommendations of the membership, both builder and associate, as candidates for each office and directorship to be filled, as allowed by these By-laws.
- (b)** Prepare and send to each member at least thirty (30) days in advance of the annual membership meeting a preliminary report containing one nomination for each Directorship to be filled.
- (c)** Make substitute nominations where any candidate declines the nomination and present their final report on the nomination of directors at the annual membership meeting.

Sec. 2 Additional nominations must be made in writing, signed by at least ten (10) voting members and must reach the Association office at least ten (10) days in advance of the election. No additional nominations will be permitted from the floor.

Sec. 3 Acceptance of the report of the Nominating Committee by the membership shall constitute the election of Directors so nominated.

**ARTICLE IX
(Committees)**

Sec. 1 There shall be the following standing committees:

- (a)** The Executive Committee shall consist of: The President, Vice President, Associate Vice President, Secretary, Treasurer, immediate Past President, and a director appointed by the President from the Board.
- (b)** This committee shall be the policy and steering committee of this Association and shall be responsible for adopting a budget for financing the Association, and for all matters of policy and public statement, subject to the approval of the Board of Directors. This Committee shall meet upon call of the President, the Board of Directors or any four (4) of its members stating the time and place of the meeting.
- (c)** The Nominating Committee shall be composed of at least three (3) members appointed by the President, from the general membership or Board of Directors at least thirty (30) days in advance of the annual membership meeting. The President, who shall chair this committee, and immediate Past President, shall also be members of this committee.
- (d)** The Membership Committee shall be composed of at least five (5) members, both Builder and Associate members, and shall meet upon the call of the Chairperson. In addition to building and retaining the membership, it shall have the responsibility of investigating all applications for membership and recommending action to the Board. The committee members shall choose their own Chairperson.
- (e)** The Finance Committee shall be composed of five (5) members and shall meet upon call of the Chairperson. This Committee, in cooperation with the Executive Committee, shall be charged with preparing and recommending to the Executive Committee a budget to insure the proper functioning of the Association's staff and activities. The Treasurer shall be the Chairperson of this committee. The Finance committee shall also be charged with the oversight of the Association's books and shall meet at the Board of Director's discretion.
- (f)** Members of the Membership Committee and Finance Committee shall be appointed by the Board of Directors.
- (g)** Other Committees: There shall be such other Committees as may be designated by the Board of Directors or the Executive Committee, the members of which shall be appointed by the President. The committee members shall choose their own Chairperson.

Sec. 2 COUNCILS

- (a) There shall be within the Association such Councils as the Executive Committee and/or 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 the Council shall be managed by a Board of Trustees composed of at least three of its members, or other such governing body as approved by the Board of Directors. 10
- (c) The council shall operate subject to its Rules of Procedure which shall be adopted and may be amended by the Council membership, subject to approval by the Association's Board of Directors.
- (d) The President, with the advice and consent of a majority of the Board of Directors, may remove the chairperson or member of any committee or council pursuant to this article.

Sec. 3 Where the President does not appoint complete committee or council personnel, then the Chairperson of the committee/council shall appoint its members.

Sec. 4 Meetings of all the committees/councils shall be called by the Chairperson of said committee/council.

Sec. 5 A quorum of all committee/council meetings shall be a majority of the membership present of that committee/council providing that those present also represent a minimum of 25% of the membership of that committee/council.

Sec. 6 Committee/council reports shall be made regularly by the Chairperson of each committee/council to the Board of Directors.

**ARTICLE X
(Finance)**

Sec. 1 The fiscal year of this Association shall be the calendar year starting on January 1 and ending on December 31.

Sec. 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.

Sec. 3 Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payments from the funds of the Association shall be made on the Signature of an Officer and one other designated Board Member of the Association.

Sec. 4 The President, the Executive Officer, or any other officer of the Association duly authorized by the Board of Directors, to act for them in a specific instance, may execute contracts. The Board of Directors may also authorize any other 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.

Sec. 5 The Board of Directors may by a two-thirds (2/3) vote authorize the creation of a reserve fund for the future operation of the Association. Such fund may be used for such purposes as may be authorized by a two-thirds (2/3) vote of the Board of Directors.

Sec. 6 In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for its debts and liabilities, be distributed in any liquidation proceeding to a corporation, trust, or association which is not

organized for profit and is exempt from income taxation under the Internal Revenue laws applicable at the time of such dissolution. The then current Board of Directors shall have this responsibility with action being authorized by a two-thirds (2/3) vote of the Board of Directors.

**ARTICLE XI
(Mailings)**

Sec. 1 Members shall furnish the Executive Officer with their official address or email address and the mailing of any notices to such address shall be deemed service of such notice or notices upon them as of the date of mailing the same.

**ARTICLE XII
(Procedures)**

Sec. 1 Roberts Rules of Order shall govern the procedure of all meetings of this Association.

**ARTICLE XIII
(Indemnification)**

Sec. 1 In addition to any other rights to which any such person may be entitled by contract or otherwise under law, the Association shall indemnify, defend and save harmless any person, his heirs, executors and administrators, against any cost, expense (including attorney's fees and amounts paid in settlement) fine, penalty, judgment and liability reasonably incurred by or imposed upon such person in connection with any action, suit or proceeding, civil or criminal, to which such person may be made a party or with such a person shall be threatened, by reason of such person's being or having been a Member, Director, Committee Member, Council Member, Employee or Agent of the Association or serving or having served in any capacity in any other organization at the request of the Association, unless with respect to any matter such person shall have been adjudicated in any proceeding to be liable for gross negligence or willful misconduct in the performance of such person's duties as such.

**ARTICLE XIV
(Amendments)**

Sec. 1 These By-laws may be amended by a vote of two-thirds (2/3) of the Association's membership present at any meeting of the Association provided the number of members in attendance at such meeting constitutes a quorum, and provided further that a copy of the proposed Amendment shall have been distribute to each member of the Association not less than five (5) days prior to the meeting at which action is to be taken thereon. A quorum is defined as a minimum of one-quarter (1/4) of the Association's membership.

Sec. 2 In the event the Association is unable to have a quorum present at a meeting which is called to vote on an Amendment to the bylaws, then the Board of Directors shall be authorized to adopt the amendment provided the matter is approved by a vote of at least 75% of the entire Board of Directors.

ADOPTION OF CONSTITUTION AND BY-LAWS

As revised January 2014 and October 2019

Capital Region Builders & Remodelers Association, Clifton Park, NY