



By-Laws

(Signed October 10, 2013)

ARTICLE I. NAME AND LOCATION OF PRINCIPAL OFFICE

- Section 1. The name of the corporation shall be "The Washington County Builders Association, Inc."
- Section 2. Mailing address of the association is PO Box 27, West Bend, WI 53095-0027.

ARTICLE II. PURPOSE

- Section 1. To form an association of builders and supporting trades throughout Washington County and the surrounding area for purposes of furthering education within and among the building trades and the community.
- Section 2. To institute and maintain within the building community an appreciation and responsibility for building to better serve the public so as to encourage and create respect and confidence for builders and supporting trades with the public.
- Section 3. To promote adequate housing for all people and to strive for the fulfillment of the demand for housing among all sectors of the public.
- Section 4. To cooperate with other trade associations and allied building trades and industries in all matters related to advancing the building industry.
- Section 5. To encourage and promote equal opportunities for all persons.
- Section 6. To advocate and aid in the establishment of standard and safe building codes throughout Washington County and the surrounding area.
- Section 7. To advance the building trades by providing educational and employment opportunities to new trainees through scholarships and apprenticeships.
- Section 8. To operate without profit and to establish procedures so that the income of the association provides an opportunity to benefit all members.
- Section 9. To provide networking opportunities benefiting the membership.
- Section 10. To promote the common business interests of its members.

ARTICLE III. MEMBERSHIP

- Section 1. There shall be three (3) classes of members.
 - A. Builder Member: Builder member status shall be available to any person, firm or corporation that is in the business of general construction and has the proper credentials, i.e. a valid Dwelling Contractor Qualifier License. The term general construction includes residential construction, multi-family construction, garage construction, or remodeling and who is of good character and business reputation as determined by the majority of the Board of Directors.

- B. Associate Member: Associate member status shall be available to any person, firm or corporation engaged in a trade, business, industry or profession related to home building or which supports the home building industry by supplying goods or services and who is of good character and business reputation as determined by the majority of the Board of Directors.
- C. Honorary Member: Honorary member status shall be available to those persons who have distinguished themselves as members of the association but who are no longer active in the construction industry, or who serve governmental agencies or departments dealing with or regulating the building industry in Washington County and the surrounding area. Honorary members shall have no voting rights. Honorary member status shall be granted upon two-thirds (2/3) vote of the Board of Directors and may be revoked by a like vote.

Section 2. Application for membership shall be made on Board approved forms and submitted to the Board of Directors for review. Acceptance or denial for membership shall occur at the Board meeting following the submittal for application. Candidates for membership will agree to abide by the By-laws and the Code of Ethics of the Association.

Section 3. The following rules shall apply to suspension, expulsion, or reinstatement of membership in the association:

- A. Any member whose dues are not paid within two (2) months of the due date shall be expelled from membership.
- B. The vote for expulsion or suspension shall take place only after a hearing which the member, having been notified of the charges against him or her by registered mail not less than 30 days before the hearing, shall have the right to appear and answer the charges and offer sworn testimony and evidence on his or her behalf to the Board of Directors. The board, by affirmative vote of two thirds of all Board members whether present or not, may expel or suspend a member for conduct detrimental to the Association or industry or for the willful violation of the Association's Code of Ethics. No dues shall be refunded for any portion of the membership term remaining.
- C. A majority vote of the Board of Directors shall be required to reinstate any member who has been suspended or expelled by the association.
- D. Any member may resign upon written notice to the Secretary, but no resignation will be accepted or acted upon until the member has paid in full any charges accrued or unpaid. No dues shall be refunded for any portion of the membership term remaining.

Section 4. All members other than honorary members shall pay annual dues in the amount as determined by the Board of Directors. Dues shall be payable on or before the anniversary date of membership.

Section 5. Voting Rights: Each Builder or Associate member in good standing with the Association shall be entitled to one vote on each matter submitted to the membership. Honorary members shall have no voting rights.

ARTICLE IV. MEETINGS OF MEMBERS

- Section 1. The annual meeting of the Association shall be held in the month of February of each year. The annual meeting shall be held in Washington County, WI as shall be deemed appropriate by the Board of Directors. The annual meeting shall be preceded by a notice to all members at least one week prior to the meeting date. The business of the annual meeting shall be to elect directors for the following year. The directors shall take office as of the first day of the March following election. Directors shall elect officers.
- Section 2. General meetings of members shall be held from time to time in Washington County, WI. Modes of communication to the membership may be made by written notice, email transmission or verbal contact as to the time and place of the general meeting no less than (7) days in advance.
- Section 3. Special meetings of the members may be called at any time by the President or the Board of Directors. Modes of communication to the membership may be made by written notice, email transmission or verbal contact as to the time and place of the special meeting no less than (7) days in advance.

ARTICLE V. BOARD OF DIRECTORS

- Section 1. The affairs of the association shall be managed by a Board of nine (9) Directors in good standing with the Association. Four of the directors shall be officers pursuant to Article VI below. All members in good standing are eligible to be directors.
- Section 2. The Board of Directors may act by unanimous consent resolution without a meeting in case of emergency as determined by the President.
- Section 3. Each director shall serve a term of three (3) years. Directors may not be elected to more than three (3) successive three (3) year terms.
- Section 4. A quorum of the Board of Directors shall consist of the majority entitled to vote at Board meetings. At any meeting at which a quorum is present, a majority of those present and voting shall determine any questions presented.
- Section 5. When a Director misses two consecutive meetings within a year, without a valid excused absence, their status as a Director will be reviewed by the Board of Directors and by a majority vote of the remaining Directors a decision as to their status as a Director will be determined.

ARTICLE VI. OFFICERS

- Section 1. The following officers shall be elected by the directors at the Board of Directors meeting in March of each year. The new officers shall serve no more than three (3) successive one (1) year terms, commencing on the first day of April until March 31 of the following year, or until their successors are

elected or appointed, whichever comes first. Officers should be elected from the previous year's directors with one (1) year term completed, when possible. In the event that a member is not willing or able to serve as an Officer or Director the incumbent Officer or Director whose term is expiring, if willing, can by a majority vote of the Board of Directors be re-instated for another one year term.

- A. President: The President shall be the chief executive officer of the Association and shall preside at all meetings of the board and the membership. The president shall be the official spokesman of the Association in matters of public policy and shall follow the orders and policies established by the Board of Directors.
 - B. Vice President: The Vice President shall, in the absence of the President Preside at all meetings of the association and shall, upon request of the President, perform all duties which would otherwise be performed by the President.
 - C. Secretary: The Secretary shall keep the official record of the proceedings of the association.
 - D. Treasurer: The Treasurer shall keep the financial records, provide for the processing of the year-end tax liabilities of the Association, and shall provide an accounting of the funds at the regularly scheduled monthly Board of Directors meeting. In addition, immediately following the Federal year-end tax liabilities provide an accounting report of the prior year detailing the Association's profit and loss and balance sheet statement.
- Section 2. The duties of Secretary and Treasurer may be combined as well as these duties appointed to the Office Manager as determined by the Board of Directors.
- Section 3. No officer of the association shall sign or endorse any note, contract, or Bond or any other type of obligation unless the same has been duly authorized by the Board of Directors.
- Section 4. When an Officer misses two consecutive Board meetings, without a valid excused absence, their situation will be reviewed by the Board of Directors and by a majority vote of the remaining Directors a decision as to their status as an Officer will be determined.

ARTICLE VII. BOARD MEETINGS

- Section 1. The Board of Directors shall meet monthly upon notice of the date, time and place of such meeting, in order to conduct the regular business of the Association, including the adoption of a budget.
- Section 2. All membership meetings shall be deemed open to the membership unless called into a closed session. The meeting may be called into a closed session by either the President or a majority of the Board Members present. During a closed session only Board members and the office manager may be present. During the closed session, motions and/or voting are restricted to procedural items and no resolutions may be passed. Minutes will continue to be taken but will be sealed

for a period of 3 years unless an early release is approved by the majority of the Board of Directors. The closed session is ended by a majority vote of the Board of Directors and upon ending of the closed session the meeting reverts back to an open meeting format. A Board of Directors meeting may not be adjourned in a closed session.

ARTICLE VIII. FINANCIAL MATTERS

Section 1. The Board of Directors shall meet monthly upon notice of the date, time and place of such meeting, to conduct the regular business of the Association, including the adoption of a budget.

Dues and other monies of the association shall be placed in a Depository selected by the Board of Directors, and payments and disbursements shall be made by the signature of the Treasurer, President, Office Manager or as determined by the Board of Directors.

Section 2. The Board of Directors may provide for policies of insurance or Bonds as it deems appropriate from time to time.

Section 3. In the event that the association is dissolved, any monies remaining in the Treasury shall be transferred, given, or donated to a non-stock, not for profit entity selected by the Board of Directors which has the same or similar purposes of this association.

ARTICLE IX. AMENDMENTS

Section 1. These By-Laws may be altered or repealed and new By-Laws be adopted by a majority of the Board of Directors present at any regular meeting or special meeting, providing that at least 10 days written notification is given to the membership of intention to take such action.

ARTICLE X. WRITTEN NOTIFICATION

Section 1. When written notice is required, email or fax may be substituted for the U.S. mail. Members are responsible for providing an up to date email address and/or fax number to either the membership director or office manager. Failure to do so could result in failure to receive notice(s). Written notice may also be a special notice included in the newsletter. Members who elect to be removed from the email list will not receive written notices and by so doing waive their receipt of future notices.

These restated By-Laws of the Washington County Builders Association, Inc. passed and adopted this 10th day of O c t o b e r , 2 0 1 3 .

President

Witness