

OAHE HOME BUILDERS ASSOCIATION

BY-LAWS

AFFILIATED WITH THE  
NATIONAL ASSOCIATION OF HOME BUILDERS

## PREAMBLE

The objectives of this Association shall be:

- A. To unite the home builders of this State for the purpose of mutual advantage and cooperation.
- B. To improve the professional image of the Home Building Industry.
- C. To promote the constant improvement of home building techniques and practices.
- D. To promote and protect home ownership among all the people.
- E. To cooperate with other trade associations in all matters related to advancing the home building industry.
- F. To promote the standardization of building codes throughout the nation.
- G. To eliminate governmental regulations which improperly restrict the home building industry.
- H. To promote governmental regulations beneficial to the home building industry.
- I. To enforce a Code of Ethics for members of this Association.
- J. To work with distributors and manufacturers of building materials and equipment so that maximum quality at affordable cost to the consumer may be achieved.
- K. To issue such publications as may be necessary to disseminate information of value to its members, the public and the government.
- L. To serve and protect the welfare of the home building industry, in such manner that adequate and affordable housing will be made available by private enterprise to all South Dakotans.
- M. To provide adequate funding through prudent management of the organization's monies, to meet the goals and objectives of the Association.
- N. To strive to meet the educational and professional needs of the association's members.
- O. To assist in providing shelter to the homeless citizens of our State and Nation.
- P. To increase member profitability through continuing education.

BY-LAWS OF THE  
OAHE HOME BUILDERS ASSOCIATION

ARTICLE I  
Name and Location

Section 1. The name of this organization shall be the Oahe Home Builders Association.

Section 2. The principal office of this Association shall be located in, Pierre, or such other place as the Board of Directors may from time to time designate.

Section 3. This Association is and shall be an Affiliated Association of the National Association of Home Builders of the United States and the South Dakota Home Builders Association and shall abide by their respective By-laws as amended from time to time.

Section 4. The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders.

ARTICLE II  
Territorial Jurisdiction

Section 1. This Association shall operate throughout the counties of Hughes, Sulley, and Stanley.

ARTICLE III  
Objective

This Association exists for the purpose of improving conditions in the home building industry and thereby assisting to improve the social, political, and economic welfare of the State and Nation.

ARTICLE IV  
Membership

Section 1. Classes of Members. The association shall have the following classes of members. 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 or building or rebuilding homes, apartments, schools, commercial, industrial, other structures normally related and appurtenant to a community, or in land development; and who subscribes to the Code of Ethics of this Association and is of good character and business reputation, shall be eligible to be a Builder member; provided such individual, or the firm or corporation which employs him and is in the above described business:
- B. **ASSOCIATE MEMBER.** Any individual who is or has been engaged or employed by a firm or corporation engaged in a trade, industry, or profession related to home building and not inconsistent with objectives of the Association who subscribes to the Code of Ethics of this Association and is of good character and business reputation shall be eligible to be an associate member.

Section 2. Applicants for membership shall make written application as prescribed by this Association. In the case of members of an affiliated local association or chapter such application shall be submitted as a part of the

application to the affiliated local association or chapter for membership in the National Association.

Section 3. The Board of Directors may establish a disciplinary committee to consider complaints against individual members of the Association for conduct which reflects discredit to the home building industry or which operates against the best interest of the Association and to recommend such action to the Board of Directors as it deems advisable. Upon these recommendations the Board of Directors may take such disciplinary action as it may deem appropriate, including suspension of membership or expulsion from the Association. No such action shall be taken against a member of an affiliated local association or chapter except at the request of such association or chapter.

Section 4. An annual meeting of the membership of this Association shall be held on (day), (month) each year, or at such other times as the Board may designate, for the express purpose of electing the officers of the Association, a Board of Directors and taking up such matters as may properly come before the general membership. Regular meetings of the membership of this Association shall be held at such times as the Board of Directors may designate. Special meetings of the membership of this Association may be called by the President, or, if requested in writing, by a majority of the members of the Board of Directors. Notice shall be given of the date, hour, and place of all meetings to each member at least (number) days in advance.

## ARTICLE V

### Dues

Section 1. The dues of this Association shall be established by the Board of Directors (membership) and shall include those required for membership in the National Association of Home Builders of the United States and South Dakota Home Builders Association which this Association shall collect and remit in accordance with the requirements of the National & State Associations.

## ARTICLE VI

### Board of Directors

Section 1. The governing body of the Association shall be a Board of Directors which shall elect officers of the Association. A majority of the Directors holding office at any time shall be Builder members. A Director so elected shall hold office for 3 years from the date of election or until a successor is duly elected. Directors terms shall be staggered, the process for which will be determined by the Board. The President, Vice-President and Secretary/Treasurer shall be members of the Board of Directors.

Section 2. Composition of the Board of Directors shall be determined in the following manner:

Section 3. Ex-Officio Members. The Immediate Past President shall be an ex-officio member of the Board with full voting privileges.

Section 4. Chairman. The President shall be the Chairman of the Board of Directors.

Section 5. Vacancies. Vacancies on the Board because of disability, death or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will serve until the next Annual Meeting of the Membership.

Section 6. National and State Directors. The Board shall prescribe the method of selection of any National and State Directors and Alternate Directors to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the National and State Associations.

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

- A) Regular Meetings of the Board of Directors shall be held monthly as the Board may direct.
- B) Special meetings of the Board of Directors may be called by the President or upon the request in writing of a majority of the Directors.
- C) Notice of the date, hour and place of all meetings shall be give to the Directors at least five (5) day in advance.

Section 8. Voting. A simple majority vote shall decide an issue provided a quorum is present.

Section 9. Quorum. The presence of one-half a majority of the Directors at a meeting shall constitute a quorum.

## ARTICLE VII Officers Qualifications and Tenure of Office

Section 1. Elective Officers of this Association may consist of a: President, Vice-President, and Secretary/Treasurer.

Section 2. Tenure of Office. All elective officers shall hold office for a period of 1 (one) year, starting immediately upon their election at the Annual Meeting of the Board of Directions and serving until the next Annual Meeting, or until their successors are elected and qualified.

Section 3. Qualifications. The President and Vice President shall be Builder members in good standing. The President shall not be eligible to succeed himself. Elective Officers need to be members of the Board at the time of their election.

Section 4. Duties of the officers of this Association shall be:

- A. The President shall be the chief officer of this Association and shall preside at its meetings and those of the Board of Directors and Executive Committee. Between the sessions he shall have the authority to represent the Association and act in its name subject only to its declared policies. He shall appoint all committees, subject to ratification by the Board of Directors, shall be an ex-officio member of all committees and shall perform all other duties usual to such office. In the event of the absence, disability, resignation or death of the President, the Vice President, and Secretary/Treasurer, in that order, would act as chief officer of the Association.
- B. The Vice President shall, in the absence of the President, or upon his direction, perform all of the duties of the President. He shall also serve on the Executive Committee. He will be chairman of 1 (one) standing committee.
- C. The Secretary/ Treasurer shall keep a written record of the official proceedings of the Association, and it's Board of Directors, including the reports of special committees. These will be bound in the official records of the Association. He will, promptly after each meeting, mail one copy of the Minutes to the President, and excerpts to the respective officers and committee chairmen specifically concerned. He shall serve on the Executive Committee. The Secretary/Treasurer shall perform such duties as are customarily performed by the Treasurer of an association or as shall be prescribed by the Board, all in accordance with the applicable law of the State of South Dakota pertaining to Political Action Committees and such regulation as may from time to time be adopted by the South Dakota Legislature, and any and all other applicable laws, regulations and rules pertaining to such committees. He shall be the custodian of the funds of the association and shall prepare and present a financial report at each annual meeting or at such time or times designated by the Board. He shall collect all contributions of the association, and shall disburse such funds of the association pursuant to and in accordance with the applicable laws Committees, all with the advice and consent of the Board of Directors.

ARTICLE VIII  
Elections

Section 1. Nominating Committee. There shall be a Nominating Committee consisting of the President, the Immediate Past President, and 3 (three) members of the Board of Directors who shall be appointed by the President. Such appointments shall be made in such fashion as to represent as wide a cross-section as possible of the Association. This committee shall canvass the membership, shall solicit and consider recommendations and shall recommend candidates for the offices to be filled. The President shall serve as chairman of this committee.

Section 2. Election of the Board of Directors:

- A. In electing a Director from an affiliated local association, the Board shall elect a candidate nominated by that Association. Nomination of a Director to represent members of this Association outside the jurisdiction of any local association shall be made by the Nominating Committee.
- B. Ten (10) days before the Annual Meeting, each affiliated local association shall nominate, in writing, one (1) Director for each post on the Board of Directors to which it is entitled. Upon failure of an Association to submit such nominations, the Nominating Committee shall have the right to select one candidate from the membership of that association to fill each of the posts on the Board.
- C. Builder members of chapters and direct Builder members where no affiliated local association exists, who are entitled to one or more Directors, may recommend to the Nominating Committee a candidate or candidates for the post of Director of the Board.
- D. Acceptance of nominations of the affiliated local association and the report of the Nominating Committee shall constitute the election of the candidates named.

Section 3. Election of Officers:

- A. Recommendations for State Officers shall be made by members of the Board of Directors and the membership, in writing or in person, to the Nominating Committee before the Annual Meeting of the Board of Directors.
- B. The Nominating Committee shall meet the first day of the Annual Meeting to hear these recommendations and prepare its report, which shall be submitted to the Board of Directors.
- C. Additional nominations may be made from the floor.
- D. If no additional nominations are made from the floor, acceptance of the report of the Nominating Committee shall constitute the election of the candidates named.
- D. If additional nominations are made from the floor, a vote shall be taken by secret ballot and the candidate receiving the most votes for one office shall be considered elected.
- E. In the event that more than two candidates are nominated for any one office, a majority of the Directors voting shall be necessary to elect. In the event such a majority is not obtained, then a second vote shall be taken upon the two candidates receiving the highest number of votes.

ARTICLE IX  
Committees

Section 1. There may be the following standing committees:

- A. The Executive Committee shall consist of the President, acting as chairman, Vice President, Secretary/Treasurer, Immediate Past President, National Representative and two members of the Association appointed by the President. All members of this Committee shall be ex-officio members of all committees. This committee shall conduct the affairs of the Association in accordance with the By-Laws, 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 policy and public statement, subject to the approval of the Board of Directors. The Executive Committee shall meet when deemed necessary upon the call of the Chairman at a time and place designated by the Chairman. A quorum shall consist of five (5) members present in person, at least three (3) of whom shall be officers.
- B. The Membership Committee may be composed of the Area Vice Presidents and such others as the President may select. It shall have the responsibility of passing upon applications for membership and recommendations of suspension or expulsion, and the development of new affiliated associations and chapters.
- C. The Finance Committee in cooperation with the Executive Committee shall be charged with raising adequate funds to insure the proper functioning of the Association's staff and activities, and to present a recommended budget to the Executive Committee. The Chairman of this committee shall act as an Assistant to the Treasurer and the Treasurer shall be an ex-officio member.
- D. The Legislative Committee shall examine, report and make recommendations on local, State and National legislation affecting the home building industry.
- E. The Public Relations Committee shall develop and encourage programs to raise the prestige and stature of the industry and its members, strengthen public confidence in their product, and stimulate the public desire for home ownership. It shall cooperate with the National and local associations in developing appropriate observance of National Home Week and/or others promotional programs, and shall encourage wider use of National, State and local association emblems by members to further identify their product in the mind of the public.
- F. Other Committees: There shall be such other committees as may be designated by the Board of Directors and Executive Committee.

Section 2. Meetings of all committees shall be upon the call of the Chairman. Between meetings a vote by mail of two-thirds (2/3) of the membership of the committee shall determine any action. Each Committee Chairman will designate a Secretary who will keep the minutes of the committee meeting.

Section 3. A Quorum of all committees shall be a majority of the membership of the Committees, unless otherwise provided by these By-Laws.

Section 4. Committee Reports shall be made regularly in writing by the Chairman to the Board of Directors. The acceptance of reports by the Board shall not constitute policy or authorize the expenditure of funds by the Association.

Section 1. The fiscal year of this Association shall be the year commencing on the first day of January and terminating on the last day of December.

Section 2. The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the total of such budget.

Section 3. All funds of the Association shall be placed in a depository approved by the Board of Directors. All checks must be signed by two (2) of the following officers: President, Secretary/Treasurer, and Executive Officer.

Section 4. The President, Secretary/Treasurer, or any other officer of the Association duly authorized to act for them in a specific instance, may execute contracts. The Board of Directors may also authorize any officer or agent of the Association, in addition to the officers authorized by these By-Laws, to enter this Association shall operate as a non-profit organization. In the event of its dissolution, all of its funds and property shall be applied to payment of its debts and the surplus, if any, shall be donated to the South Dakota Board of Regents to be used to further a vocational education program within the building or construction field.

Section 5. The Treasurer may report on the finances of the Association to the Executive Committee at least once quarterly, and shall relate expenses to the current budget requirements.

#### ARTICLE XI Association Policy

All action of the Board shall be by majority vote unless otherwise provided in these By-Laws.

#### ARTICLE XII Administrative Officers and Staff

Section 1. The chief administrator of this Association shall be an Executive Officer who shall be employed by the Board of Directors at such rate of compensation as it deems fair and proper.

Section 2. It shall be the duty of the Executive Officer to supervise the staff and perform duties usual to such office and such other duties as may be delegated to his office by the Board of Directors, the Executive Committee, or the President.

Section 3. The Executive Officer shall employ an adequate staff to carry on the business of this Association as instructed by the Board of Directors, at such rates of compensation as the Executive Committee may deem fair and proper, within the limitations of the annual budget.

#### ARTICLE XIII Order of Business and Rules of Order

The rules contained in Roberts 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 By-Laws or other special rules which may be adopted by the Association from time to time.

#### ARTICLE IXV Amendments

Section 1. These By-Laws may be amended by a two-thirds (2/3) vote of the members of the Board of Directors present at any meeting, provided the substance of the proposed amendment shall have been submitted to the Directors at least thirty (30) days in advance.

ARTICLE XV  
Amendments

Section 1. Members shall furnish the Secretary/Treasurer with their official address. The mailing of any notice to the last known official address shall be deemed service of such notice or notices upon them as of the date of the mailing.

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(April, 2000)