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BY – LAWS
of the
Home Builders & Remodelers of Central New York, Inc.

Article I
ORGANIZATION NAME & ADMINISTRATIVE OFFICES

- Section 1. The name of this organization shall be “Home Builders & Remodelers of Central New York, Incorporated – *An Association of Professionals*”. This Association is organized for the improvement of business conditions of one or more lines of business and other nonprofit purposes pursuant to Section 501(c)(6) of the Internal Revenue Code.
- Section 2. The principal office of this Association shall be located at 3675 James Street, Syracuse, New York, 13206, or at such other place or places as the Board of Directors may from time to time designate.

Article II
TERRITORIAL JURISDICTION

- Section 1. This Association shall operate for the benefit of the home builders and remodelers and those engaged in allied industries in the following counties of New York State: Cayuga, Madison, Onondaga, Oswego and Otsego.

Article III
OBJECTIVES AND PURPOSES

- Section 1. The Home Builders & Remodelers of Central New York founded in 1940, and incorporated in 1948, is a trade organization, uniting all segments of the residential construction industry in the five county area. The Association, affiliated with National Association of Home Builders and New York State Builders Association, provides education for its members, homes and economic opportunity for the public, and interacts with our communities & governments to enhance the business climate for its members.
- Section 2. The purposes of this Association to extent permitted by law shall be:
- a) To associate the builders, remodelers, and allied businesses within its jurisdiction for the purpose of mutual advantage and cooperation.
 - b) To collaborate with all fields related to the building industry within the Association’s jurisdiction for the benefit of the industry as a whole.
 - c) 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.
 - d) To operate without profit and no part of the income of the Association shall benefit any individual member.

Section 3. The Association's goals are to:

- a) Provide industry information and education to the members and the public.
- b) Encourage and promote the use of member products and services.
- c) To enhance the ethical and professional standards of its membership by enforcing the Associations Code of Ethics.
- d) Enhance the positive image of the members.
- e) Promote home ownership.
- f) Be responsive to the housing needs of the public.
- g) Inform consumers as to the importance of doing business with an industry professional.
- h) To assist participants in the housing industry in advancing their common purposes, to further develop the industry, our community and our nation.
- l) To operate as a non-profit organization.

Article IV MEMBERSHIP AND PRIVILEGES

Section 1. The Home Builders & Remodelers of Central New York, Inc. (HBR of CNY) shall consist of four (4) classifications:

- 1) Builder / Developer
- 2) Remodeler
- 3) Associate
- 4) Affiliate

Section 2. Qualifications for and conditions of membership in this Association shall be as follows:

- A). To qualify for membership in this Association, a person must:
 - 1) meet all the criteria of the current membership application for the HBR of CNY;
 - 2) agree to abide by provisions of the Constitution and By Laws (and any amendments thereto);
 - 3) subscribe to the HBR of CNY Code of Ethics;
 - 4) meet with the approval of the Membership Committee and Executive Committee

- B). It shall be a condition of membership in this Association that all members shall simultaneously become members of the National Association of Home Builders of the United States and the New York State Builders Association until otherwise voted by the Board of Directors of this Association.

- C). All new members must attend, within one (1) calendar year of origination of membership, the Membership Orientation Program which will be offered by the HBR of CNY.

- D). It shall be a condition of membership for builder members that they follow the rules

& regulations of the HBR of CNY Performance Standards booklet published by the Association. Mandatory orientation classes will be offered.

E). Each member will receive a membership certificate annually upon payment of the dues for the current year in such form as the Board of Directors shall prescribe. Only members in good standing may display said certificate or use any of the logos or promotional materials of the organization.

F). Affiliate members shall be members that are directly employed by a builder, remodeler or associate member of the HBR in good standing. They will not have voting privileges, nor are they able to serve on the Board of Directors. However, they may serve on any active, open committee.

Section 3. The Board of Directors shall have the sole discretion to create other classifications of membership and the terms thereof.

Section 4. Only members in good standing, with their dues and fees paid to date, shall have the right to vote and hold office and each member shall be entitled to one vote only.

Section 5. Applications for membership in the Association shall be made to the Membership Committee in the following manner:

(a) A candidate shall submit their 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 the Association.

(b) The application shall be accompanied by proof of liability and workman's compensation insurance.

(c) The application shall be accompanied by a payment of an amount sufficient to cover the required dues in advance. All payments so made shall be returned, if membership is not approved.

(d) The Membership Committee shall review all applications for membership and make its report on each applicant to the Executive Committee, for final approval.

Section 6. Members shall comply with the By-Laws of the National Home Builder's Association and the New York State Builders Association and once approved will be a member of those organizations.

Section 7. Suspension / Expulsion of Members

a) The Executive Committee will hear all inquiries of professional conduct of any member, when charges are presented in writing, and make a recommendation to the Board of Directors of its findings. Members may be suspended or expelled by affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors for; failure to meet financial obligations to the Association, for conduct detrimental to this Association, dishonest dealings, breach of good faith, violation of the Code of Ethics, engaging in unlawful activities or other just causes; provided that no member shall be suspended or expelled except after written notice has been given to the member of the charges and a reasonable opportunity has been afforded to the member to present a defense.

a) A vote of two-thirds (2/3) of the Board shall be required to reinstate any membership suspended or revoked under this section. Reinstatement shall be subject to such conditions as the Board may impose.

Section 8. Meetings of the Members.

- a) An annual meeting of the membership of this Association shall be held in December each year, or at such other time as the Board may designate, for the express purpose of electing the Officers of the Association, and Directors of the Board and taking such matters as may properly come before the general membership.
- b) Regular meetings of the membership of this Association shall be held at such time as the Board of Directors may designate.
- c) 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.
- d) Notice shall be given of the date, hour, and place of all meetings to each member at least twenty (20) days in advance.
- e) A minimum of ten percent (10%) of the full membership shall constitute a quorum for the purposes of voting. Each member in good standing shall be entitled to cast one (1) vote. A simple majority vote shall decide an issue provided a quorum is present.

**Article V
DUES AND FEES**

Section 1. Each member shall pay annual dues as determined by the Board of Directors for the current year, payable as required on the anniversary date of membership acceptance.

Section 2. The dues for membership in the National Association of Home Builders and New York State Builders' Association shall be paid by the Association from the treasury by the rate fixed and under the terms stated under the By-Laws of that Association, or amendments thereto currently in effect.

Section 3. There shall be a one-time application fee, which shall be determined by the Board of Directors, and shall be payable upon the submission of the application.

Section 4. In the event that a member fails to pay his annual dues within (90) days of the due date they shall be automatically dropped from the roll of members of the local Association, as well as the State and National Associations, and shall be so notified in writing.

**Article VI
FISCAL AND ELECTIVE YEARS**

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

**Article VII
BOARD OF DIRECTORS**

Section 1. The governing body of the Association shall be the Board of Directors. This Board shall consist of no less than 15 and no more than 21 members of record, of the Association, including all officers and directors. The Board of Directors shall include:

- a) the six (6) elected officers,
- b) the Finance Committee Chairperson,
- c) two (2) representatives from the Past Presidents / Life Directors Council,
- d) and a minimum of four (4) Associate members, of whom could also be

an Officer, Finance Committee Chair and/or Life Director.

The overall majority of the Board shall be builder/remodeler members, including all Officers and Directors.

Section 2. The President shall serve as the chair of the Board of Directors.

Section 3. The primary purpose of the Board of Directors shall be to set policy and direction of the Association in the best interest of all members.

Section 4. The Board of Directors may enter into any agreement or contract for services benefiting the Association's members.

Section 5. A minimum of eleven (11) of the members of the Board shall constitute a quorum for the purposes of voting. A simple majority vote shall decide an issue provided a quorum is present.

Section 6. The Board of Directors shall meet a minimum of four (4) times annually. The meetings can be in person, telephonically, or electronically as long as each director can hear the others and when scheduled with proper notice. Board members are required to attend three (3) of the four meetings to remain in good standing, unless they are granted an excused absence by the President.

Section 7. Special meetings of the Board of Directors may be called by the President or upon formal request in writing, by five of its members in good standing.

Section 8. The notice of day, place and time of all meetings must be given to the members of the Board of Directors at least five (5) days prior to the meeting, except in special circumstances, when at least two days is needed or as determined by the President.

Section 9. Vacancies of a Board seat will be filled by the Governance/Nominating Committee during the normal course of their work annually, unless the vacancy brings the number of Board members below the minimum of fifteen (15), in which case the seat will be filled by a member of the Past Presidents/Life Directors Council for the remainder of that year.

Section 10. The Executive Committee shall meet prior to the Board of Directors meeting.

Section 11. The Executive Officer shall serve as a non-voting member of the Board of Directors.

Article VIII OFFICERS / EXECUTIVE COMMITTEE

Section 1. The Officers of the Association shall be the President, Vice President, Second Vice President, all of whom shall be builder/developer or remodeler members, Associates Vice President, Treasurer/Secretary, and the Immediate Past President and they shall receive no remuneration for their services.

Section 2. The current years Officers and the Finance Committee Chair shall make up the Associations Executive Committee and all shall serve on the HBR's Board of Directors. The President shall serve as the chair and also has the option to appoint two additional

members to the Executive Committee. The Executive Officer of the Association shall be a non-voting member of both the Executive Committee and the Board of Directors.

- Section 3. The Executive Committee shall conduct the affairs of the Association in accordance with the HBR's Constitution & By-laws, Code of Ethics and policies set forth by the Board of Directors.
- Section 4. Duties and responsibilities for each Officer position shall be per Appendix 2, and shall be kept on record at the HBR Offices, provided to the Board of Directors in Board Manuals, and to any member upon request.
- Section 5. A minimum of four (4) members of the Executive Committee shall constitute a quorum for the purposes of voting and a simple majority vote shall decide an issue provided a quorum is present.
- Section 6. The Executive Committee shall meet upon the call of the President, Board of Directors or three (3) of its members. This Committee shall meet a minimum of four (4) times per year. The meetings can be in person, telephonically, or electronically as long as each director can hear the others and when scheduled with proper notice.
- Section 7. Succession of Office – In the event of the absence, disability, resignation, or death of the President, then that Vice President shall act as President of the Association. Should neither the President nor the Vice President be able to serve, the Second Vice president shall act as President.

Article IX ELECTION & TERMS OF OFFICE

- Section 1. All Officers named in Article VIII Section 1 shall be elected by the members at the regular meeting. All elected Officers shall hold office a minimum of one (1) year. All Directors shall hold office for a two (2) year term.
- Section 2. The Governance Committee shall report their nominees for Officers and Directors to the membership at least two (2) weeks before the election. The election will take place at the Association's annual meeting. Nominations may be made by any member. Nominations will not be accepted from the floor. A simple majority vote shall decide the election, provided a quorum is present.
- Section 3. No Director shall serve more than five (5) terms consecutively. Past Board Members may be re-elected to the Board of Directors after having been off the Board for a minimum of two (2) years.
- Section 4. Directors having served five (5), two (2) year terms shall become a member of the Past Presidents/Life Directors Council.

Article X PAST PRESIDENTS COUNCIL

- Section 1. There shall be established a Past Presidents Council composed of all active former President's of the Association and Life Directors, who have served ten (10) years on the

Board of Directors, who shall meet at least two (2) times annually. This Council shall operate under the chairmanship of the Immediate Past President to review important industry issues, (such as codes or land use) and other matters of importance to the residential construction industry, to tap the valuable resource and experience of the Associations Past Presidents.

Article XI DIRECTORS OF NATIONAL AND STATE ASSOCIATION

- Section 1. While this Association is a member of both the National Home Builders' Association and the New York State Builder's Association; Directors and their alternates, to represent this Association for two (2) years at each of those organizations, shall be appointed by the President. These representatives shall attend NAHB or NYSBA meetings, vote in the best interests of the full HBR membership, and report back to the Board of Directors on a regular basis.
- Section 2. These State & National representatives need not be a member of the Board of Directors, but may on occasion be asked to report at a Board of Directors meeting.

Article XII COMMITTEES

- Section 1. Beyond the Executive Committee and the Board of Directors, there shall be only three (3) standing committees of the Association, who shall meet a minimum of one (1) time per year. Those Committees are:
- A Finance Committee, to prepare an annual budget for approval by the Board of Directors, and review the Associations finances as needed. The Chair of the Finance Committee will be appointed by the President, and the members of the committee will be appointed by the Executive Committee.
 - A Governance/Nominating Committee, to ensure consistent, strong leadership for the organization. The Governance Committee shall be composed of the current First Vice President, the Associates Vice President and three (3) additional members, a minimum of one (1) of which shall be a current Board Member. These members shall be nominated & approved by the Board of Directors.
 - A Membership Committee, to approve membership applications, and work to recruit and retain members. The Chair of this committee will be appointed by the President and the committee will be open to all members and affiliates.
- Section 2. The Board of Directors may establish other various committees to carry on the affairs of the Association as needed. The Chair of the committee shall be appointed by the President, and the committee shall be open to any member in good standing or their representative. If needed, it is acceptable to bring in non-members, outside of the industry, to tap their expertise for the work of a committee.
- Section 3. The President shall serve as an ex-officio member of all committees.
- Section 4. Each Committee Chair is responsible to submit a written report to the Board of Directors prior to their meeting, and may on occasion be asked to report at a Board of Directors meeting.

**Article XIII
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 and shall perform the duties and responsibilities delegated by the Executive Committee, following the direction of 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 to carry on the business of this Association as instructed by the Executive Committee, following the direction of the Board of Directors, within the limitations of the budget.
- Section 4. The President and the Executive Committee shall perform an annual review of the Executive Officer.

**Article XIV
NOTICES**

- Section 1. Members shall furnish the Board of Directors with their official addresses by postal or other delivery, facsimile, e-mail or other electronic means and the mailing of any notices to such addresses shall be deemed service of such notice or notices on them as of the date of mailing the same.

**Article XV
FINANCE**

- Section 1. Dues and other monies collected by this Association shall be placed in a depository selected by the Board of Directors and deposits to or payments from the funds of this Association shall be made on the signature of the President, Vice President, Treasurer or Executive Officer.
- Section 2. The Board of Directors shall adopt a budget for each calendar year and this Association shall function within the limits of such budget.
- Section 3. There shall be an annual review or compilation of this Association's financial statements by an independent public accountant (or by a designated committee of the Association) and this together with a report from the treasurer shall be submitted to the Board of Directors. The Board of Directors may direct that audited financial statements be prepared at any time. A copy of the current yearly budget shall be available to any member of good standing by prior written notice.
- Section 4. This Association shall not incur expenditures or make financial commitments in excess of its own funds unless such expenditures or commitments shall be first voted on by the members and approved by at least two-thirds (2/3) vote of the members at any membership meeting provided a quorum be present, and provided the members be sent a notice in advance of such proposed action.

**Article XVI
INDEMNIFICATION**

Section 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/her 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 which such a person shall be threatened, by reason of such person's being or having been a Member, Director, Officer, Committee 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 performing of such person's duties as such.

**Article XVII
ORDER OF BUSINESS**

- Section 1. In its order of business and procedure this Association shall conform to the Roberts Rules of Order or other acceptable procedures.
- Section 2. The Board of Directors will adopt a Conflict of Interest Policy, Code of Ethics, Standards of Conduct and Whistle Blowers Policy for both the Board of Director and the membership, as needed, as well as other policies from time to time.

**Article XVIII
AMENDMENTS TO BY-LAWS**

Section 1. These By-Laws may be changed or amended by a two-thirds vote of the Board of Directors and must also be approved by a majority of the members present at any membership meeting, a quorum being present, provided the members be sent a notice in advance of such amendment together with a copy of the proposed amendment.

Adopted by the Board of Directors of the Home Builders & Remodelers of Central New York, as approved by the membership this eighth day of November, 2012.