



## **BYLAWS**

### **MID-MINNESOTA BUILDERS ASSOCIATION**

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**INDEX:**

ARTICLE I..... 4  
    Section 1..... 4  
    Section 2..... 4  
    Section 3..... 4  
    Section 4..... 4

ARTICLE II (Purpose)..... 4  
    Section 1..... 4

ARTICLE III (Membership)..... 4  
    Section 1..... 4  
    Section 2..... 5  
    Section 3..... 6  
    Section 4..... 7

ARTICLE IV (Dues)..... 8

ARTICLE V (Board of Directors)..... 8  
    Section 1..... 8  
    Section 2..... 8  
    Section 3..... 8  
    Section 4..... 8  
    Section 5..... 8  
    Section 6..... 8  
    Section 7..... 9  
    Section 8..... 9  
    Section 9..... 9

ARTICLE VI (Elective Officers)..... 9  
    Section 1..... 9  
    Section 2..... 10

ARTICLE VII (Voting, Quorums)..... 10  
    Section 1..... 10  
    Section 2..... 10  
    Section 3..... 10

ARTICLE VIII (Elections)..... 11  
    Section 1..... 11  
    Section 2..... 11



ARTICLE IX (Committees).....	11
Section 1.....	11
Section 2.....	11
Section 3.....	11
Section 4.....	12
Section 5.....	12
Section 6.....	12
Section 7.....	12
Section 8.....	12
ARTICLE X (Finances).....	12
Section 1.....	12
Section 2.....	12
Section 3.....	12
ARTICLE XI (Rules of Procedure).....	12
Section 1.....	12
ARTICLE XII (Amendments).....	12
Section 1.....	12
ARTICLE IX (Administrative Offices).....	13
Section 1.....	13
Section 2.....	13
Section 3.....	13
ARTICLE IV (Executive Committee).....	13
Section 1.....	13
Section 2.....	13
Section 3.....	13
ARTICLE XV (Membership Certification).....	13
Section 1.....	13
Section 2.....	13



### **ARTICLE I**

- Sec. 1. The name of this Association shall be:  
**MID-MINNESOTA BUILDERS ASSOCIATION**
- Sec. 2. The principal office of this association shall be located at:  
**17068 Commercial Park Road, Brainerd Minnesota 56401,**  
or such other place as the Board of Directors may from time to time designate.
- Sec. 3. This Association is an affiliate of both the National Association of Home Builders of the United States and the Builders Association of Minnesota, and agrees to abide by their respective bylaws, as amended from time to time, unless disassociation is approved by a two-thirds vote of the Board of Directors.

### **ARTICLE II (Purposes)**

- Sec. 1. The purpose of this Association shall be:
- A. To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
  - B. To collaborate with all fields related to the residential building industry within the Association's jurisdiction for the benefit of the industry as a whole.
  - C. To comply with all laws; federal, state and local.
  - D. To operate without profit and no part of the income of the Association shall ensure to the benefit of any individual member.

### **ARTICLE III (Membership)**

- Sec. 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 MEMBERS:**

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 developments, 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; 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, the employee whom that firm or corporation designates as its representative or its dealings with the Association shall be eligible for builder membership in this Association. Every firm or corporation who is a builder member of this Association on June 1, 1978, shall on that date cease to be a builder member, and, effective June 1, 1978, the representative of each such firm or corporation shall automatically become a builder member.

B. **ASSOCIATE MEMBERS:**

Any individual who is or has been engaged in, or employed by a firm or corporation engaged in, a trade, industry, or profession related to home building and not inconsistent with the objectives of this 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; provided such individual, or firm or corporation which employs him 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, the employee whom that firm or corporation designates as its representative or its dealings with this Association shall be eligible for associate membership in this Association on June 1, 1978, shall on that date cease to be an associate member and effective on June 1, 1978, the representative of such firm or corporation shall automatically become an associate member.

Sec. 2.

**ACCEPTANCE OF MEMBERS**

- A. Applicants of membership shall apply in a form satisfactory to the Board of Directors and meet such other requirements as the Board



may from time to time prescribe. The board shall use the following steps in determining applicant's membership eligibility.

1. Receive completed membership application form including license certificate for those members whose occupation requires a state or federal license.
2. If the applicant is a corporation or partnership, two trade references will be required
3. The Board shall review the membership application and if necessary request any further information as warranted.
4. A two-thirds vote of those present at the board of Directors is required for membership approval.

- B. Criteria for membership eligibility shall include but not be limited adherence to the Code of Ethics, good character and business reputation, and objectives consistent with this association.

Sec. 3.

**SUSPENSION AND REVOCATION OF MEMBERSHIP**

- A. The Board of Directors by a two-thirds vote, may suspend or revoke the membership of any member for conduct detrimental to the Association. Membership shall be canceled through the "Complaint Letter Process" if necessary. The member shall be given at least thirty days notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.
- B. A vote of two-thirds of the Board of Directors shall be required to reinstate any member suspended or revoked under this Section. Reinstatement shall be subject to such terms and conditions as the Board may impose.
- C. A member's voting rights and board privileges are suspended when their membership dues are 60 days past due beyond their anniversary date. The membership of any member shall be suspended when their dues are 90 days past due.
- D. Beginning December 31, 1992, any member whose occupation requires a state or federal license shall provide such information to the Board including a copy of the license. Any member whose license is suspended or revoked by a state or federal agency shall result in loss of voting rights and board privileges. The Board shall then review the situation. Failure of two-thirds vote of Board of Directors to reinstate member shall result in membership termination.



Sec. 4.

**MEETINGS OF THE MEMBERSHIP**

- A. An annual meeting of the membership of this Association shall be held on the third Tuesday of September each year, or at such other time as the Board may designate, for the express purpose of electing a Board of Directors, and taking up such other matters as may properly come before the general membership.
- B. Regular meetings of the membership of this Association shall be held on the third Tuesday of each month, quarterly with the exception of June, July and August, or such other times 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, or by a majority of the general membership.
- D. Notice shall be given of the date, hour and place of all meetings to each member at least three days in advance.

**ARTICLE IV (Dues)**

- A. MMBA dues shall be set by the board of directors, and reviewed every other year.
- B. Dues shall be determined by the Board of Directors.

**ARTICLE V (Board of Directors)**

- Sec.1. COMPOSITION AND AUTHORITY: The Association at its Annual Meeting shall elect Local Directors, the majority of which shall be Builder members. The Board of Directors shall be the governing body of the Association. A Director so elected shall hold office for three years from the date of election or until a successor is duly elected.
- Sec. 2. EX-OFFICIO MEMBERS: The President shall be an ex-officio member of the Board of Directors, with full voting privileges.
- Sec. 3. CHAIRMAN: The President shall be the Chairman of the Board of Directors.
- Sec. 4. VACANCIES: Vacancies on the Board due to disability, death, suspension, attendance 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 the remainder of the vacant term.
- Sec. 5. MEETINGS: Board of Directors meetings shall be held as follows:
  - A. Regular meetings of the Board of Directors shall be held on the



second Wednesday of each month or such other times as the Board may direct.

- B. Special meetings of the Board of Directors may be called by the President or upon request writing of a majority of the Directors.
- C. Notice of the date, hour and place of all meetings shall be given to the Directors in writing at least three days in advance.

Sec. 7. VOTING: A simple majority vote shall decide an issue provided a quorum is present.

Sec. 8. QUORUM: The presence of a majority of the Directors at a meeting shall constitute a quorum.

Sec. 9. ATTENDANCE: Any Board member absent three consecutive board meetings shall result in their vacancy of that Board position unless the Board gives approval otherwise. The Board member, after having missed two consecutive Board meetings shall be notified in writing concerning the possible replacement. This notification may be included with the third Board meeting announcement following a personal phone call from the President or Vice President.

#### **ARTICLE VI (Elective Officers)**

Sec.1. The following Officers shall be elected by the Board of Directors on or before its December Meeting and shall hold office for a term of two (2) years from the date of election or until their successors are elected and duly qualified. The President/Vice President positions shall be either both builder members or a combination of builder member and associate member.

- A. The President shall be the chief officer of this Association and shall preside at its meetings and those of the Board of Directors. He shall be the official spokesman of this Association in matters of public policy. He shall appoint all committees, shall be an ex-officio member as a "Past President" once served 2-year term as President.
- B. The Builder Vice President as a second vice president shall perform such duties as are assigned to them by the President. They shall, in the absence of the President, or upon his direction, perform all of the duties of the President.
- C. The Associate Vice President as a third vice president shall perform such duties as are assigned to them by the President. They shall, in the absence of the President, or upon his direction, perform all of the duties of the President.
- D. The Treasurer, who 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 Board of Directors and an annual report to the membership. Upon direction of the President he/she may perform other duties appropriate to this office.

- E. The *Secretary*, who shall keep 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, he/she may perform other duties appropriate to this office.
- F. The *Past President* shall serve as an Executive committee member with all voting privileges and shall perform all other duties usual to such office.

Sec. 2.

SUCCESSION OF OFFICE:

- A. In the event of the absence, disability, resignation or death of the President, then the Builder Vice President shall act as President of the Association. Should neither the President nor the Builder Vice President be able to serve for any of the foregoing reasons, then the Associate Vice President shall act as President. If he/she is unable to serve for any of the following reasons, then the Secretary/Treasurer 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, other than in the office of President, the Board of Directors shall name from among its members a successor to fill out the unexpired term.

**ARTICLE VII (Voting, Quorums)**

Sec. 1.

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 (1) vote which shall be cast by a duly designated representative.

Sec. 2.

A simple majority vote of members present shall decide an issue. This section shall not apply to voting on amendments to these Bylaws.

Sec. 3.

The presence of a majority of members in good standing at a meeting of the Membership shall constitute a quorum.



### **ARTICLE VIII (Elections)**

- Sec. 1      A.      There shall be a Nominating Committee composed of the immediate Past President, two Directors (or prior Board Members) and two persons from the general membership, none of whom should be seeking election/re-election. Appointment shall be made and notice given to the membership at least thirty (30) days in advance of an election. The President shall designate the Chairman of the Committee.
- B.      The Committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each office to be filled unless otherwise set forth in this Article. 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.
- Sec. 2.      A.      The Directors shall be elected at the Annual Meeting of the Membership. The Nominating Committee shall submit its report at such Meeting. Additional nominations may be made from the floor.
- B.      Whenever only one nomination for a Director is presented to the Membership, election shall be by voice vote. Whenever more than one nomination is presented, vote shall be by secret ballot. If more than two candidates are named for the Board of Directors, a majority of the Members voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates.

### **ARTICLE IX (Committees)**

- Sec. 1.      The President with the advice and consent of the Board of Directors shall upon taking office establish Standing Committees for the Association except as may otherwise be specifically provided for in these Bylaws.
- Sec. 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.
- Sec. 3.      A 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.



- Sec. 4. Special committees may be appointed by the President, as he may from time to time deem advisable.
- Sec. 5. Meetings of all committees shall be upon the call of the Chairman with approval of the President.
- Sec. 6. A simple majority of member's present vote in the committee shall decide an issue provided a quorum is present.
- Sec. 7. The presence of a majority of the committee members at a meeting shall constitute a quorum.
- Sec. 8. The Chairman from each committee will report on a regular basis to the Board of Directors. The Chairman will also furnish committee members and the Board of Directors with a purpose statement which the Board of Directors shall use to monitor each committee.

#### **ARTICLE X (Finances)**

- Sec. 1. This fiscal year of this Association shall be the year commencing on the first day of January and terminating on the last day of December.
- 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 any approved officer.

#### **ARTICLE XI (Rules of Procedure)**

- Sec. 1. Robert's Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

#### **ARTICLE XII (Amendments)**

- Sec. 1. These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors at any meeting provided:
  - A. The attendance at such meeting constitutes a quorum, and
  - B. A copy of any proposed amendment shall have been mailed or emailed to each member of the Board of Directors at least thirty (10) days in advance, votes can be made via Email.



#### **ARTICLE IX (Administrative Offices)**

- Sec. 1. An Executive Secretary may be employed by the Board of Directors at such rate of compensation as it deems fair and proper.
- Sec. 2. The Executive Officer shall serve as the Chief Administrative Officer of this Association. The Executive Secretary shall perform the duties and responsibilities delegated to him/her by the Board of Directors and all other functions usual to such office.
- Sec. 3. The Executive Secretary shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors. The rates of compensation shall be those that the Board may deem fair and proper, within the limitations of the fiscal budget.

#### **ARTICLE IV (Executive Committee)**

- Sec. 1. There shall be an Executive Committee of this Association which shall be composed of the President, who shall be the Chairman, the Vice President(s), Secretary, Treasurer and Immediate Past President.
- Sec. 2. This Committee shall conduct the affairs of the Association in accordance with the Bylaws and the policies and the 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 approval of the Board of Directors.
- Sec. 3. This Committee shall meet upon the call of the President, the Board of Directors, or any two of its members. Simple majority members shall constitute a quorum.

#### **ARTICLE XV (Membership Certificate)**

- Sec. 1. Each member shall receive a membership certificate annually upon payment of dues for the current year in such form as the Board of Directors shall prescribe.