

Bylaws, Mission Statement & Code of Ethics of the Spokane Home Builders Association

As adopted by SHBA membership at the SHBA General Meeting
on February 19, 1998
and modified at the SHBA General Meeting
on December 3, 1998
and modified at the SHBA General Meeting
on September 15, 2005
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on January 17, 2008
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on November 21, 2013
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and modified at the SHBA General Meeting
on January 16, 2020
**and modified at the SHBA General Meeting
on January 27, 2022**

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MISSION STATEMENT

We are a member driven organization that promotes, protects and educates in order to create attainable housing options for our communities.

As approved by the Board of Directors at their meeting on January 15, 2020.

CODE OF ETHICS

Our Philosophy:

- Home ownership can and should be within reach of every American family.
- American homes should be well designed, constructed, and located.
- American homes should be built under the free enterprise system.

To achieve these goals, all members pledge to uphold the following:

- Conduct our business in a manner that will reflect credit upon our association, our industry, and ourselves.
- Do not make Avoid statements or implications that may be misleading or deceptive.
- Members shall comply with the spirit and letter of the law and rules, and shall promote the health, safety, and progress of the community.
- Describe accurately and honestly the price, materials, and standards of workmanship used in our jobs.
- Deal fairly with everyone involved in our projects including employees, subcontractors, suppliers vendors, and customers.
- Encourage innovation in our industry.
- Perform to the standards of the NAHB residential construction performance guidelines, in effect at the time of construction contract.
- Support our local, state, and national association's efforts to provide affordable housing.
- Do business with association members whenever possible.

**BYLAWS
of the
SPOKANE HOME BUILDERS ASSOCIATION**

ARTICLE I

Name, Location and Affiliation

Section 1. The name of this Association shall be the Spokane Home Builders Association (hereinafter referred to as the “**SHBA Association**”).

Section 2. The **SHBA's Association's** principal office shall be at 5813 E. 4th Avenue, Spokane Valley, Washington or at any place the Board of Directors may designate from time-to-time by notice to the members of the **SHBA Association**.

Section 3. The **SHBA Association** shall operate for the benefit of the building industry and allied trades within the **SHBA's Association's** territory, as assigned by the National Association of Home Builders of the United States.

ARTICLE II

Intent and Purpose

Section 1. The **SHBA Association** shall operate as an affiliate of the National Association of Home Builders of the United States (NAHB) and the Building Industry Association of Washington, Inc. (BIAW), and shall abide by those bylaws as amended from time-to-time.

ARTICLE III

Membership Qualifications and Applications

Section 1. All members of the **SHBA Association** shall agree to observe and abide by its Bylaws, Mission Statement, Code of Ethics, and Objectives, as amended, and to perpetuate building within their communities.

Section 2. All members of the **SHBA Association** must simultaneously be members of the Building Industry Association of Washington and the National Association of Home Builders of the United States.

Section 3. Membership in the **SHBA Association** shall be of four (4) classifications:

- (a) Builder Membership shall be open to any person, firm, or corporation routinely engaged in the business of building, remodeling or developing homes, multi-unit structures or commercial and industrial facilities within the **SHBA's Association's**

territorial jurisdiction. Builder members must be registered contractors through the Washington State Department of Labor & Industries.

- (b) Associate Membership shall be open to any person, firm, or corporation engaged in any allied business, trade, industry or profession related to building, remodeling or development within the **SHBA's Association's** territorial jurisdiction. Associate members must be duly registered with the Washington Secretary of State.
- (c) Affiliate Membership shall be open to any employee of a Builder or Associate member. Affiliate Members shall receive all the individual benefits of a Builder or Associate Member. Membership will be terminated if the employer does not remain in active membership status.
- ~~(d) Honorary membership shall be open to any person so designated and recognized by the Board of Directors for distinguished and unique service to the building industry.~~

Section 4. Application for membership in the Association shall be made to the Membership Committee and processed in the following manner:

- (a) The candidate shall submit an application in writing on a form supplied by the **SHBA Association** as approved by the Board of Directors which contains the agreement to abide by its Bylaws and observe its Mission Statement and Code of Ethics.
- (b) The application shall be endorsed by a Builder, Associate or Affiliate member in good standing and shall be accompanied by a payment of at least one (1) year's membership dues unless other payment methods are approved by the Board of Directors – That payment shall be returned in full if membership is not approved.
- (c) The Board of Directors shall be vested with the right, in its sole discretion to approve or disapprove all applications for membership.

Section 5. Suspension, termination, reinstatement and transfer of membership in the **SHBA Association** shall be accomplished in the following manner:

- (a) Any member whose dues are not paid in the manner prescribed by the Board of Directors within ~~two (2)~~ **one (1)** months after payment becomes due will be automatically dropped from membership.
- (b) Any member may be censured, suspended or expelled from the **SHBA Association** if the Board of Directors determines, by a two-thirds (2/3) vote of the entire Board, such to be desirable and in the best interests of the **SHBA Association** and/or its members pursuant to the rules set forth pursuant to these Bylaws or otherwise promulgated by the Board of Directors. In the event that a member is censured,

suspended or expelled under this provision, they shall have no right to receive a refund or reimbursement of any dues already paid to the **SHBA Association.**"

- (c) A two-thirds (2/3) vote of the entire Board of Directors shall be required to reinstate any member who has been censured, suspended or expelled pursuant to the provisions of this Section.
- (d) Upon the death or resignation of a member such membership may be transferred to another party for the balance of the membership year, as designated by the personal representative of the deceased or by the resigning members, if approved by a majority vote of the Board of Directors.
- (e) To execute provisions (b) through (d) of this Section, written notice of that Board meeting shall be delivered to all Board members at least seven (7) days prior to the meeting and shall include notice of the action pending.

Section 6. Membership Certificate and Emblem.

- (a) Each member ~~may~~ shall receive a Membership Certificate annually upon the payment of dues for the current year in such form as the Board of Directors shall prescribe.
- (b) Each new member may be presented with a membership kit upon acceptance into the **SHBA Association.**
- (c) The **SHBA Association** and its members may use the official emblem of NAHB, BIAW or SHBA on any or all of its stationary, ~~or~~ literature or electronic marketing.
- (d) The Board of Directors shall adopt an official logo for the exclusive use of the **SHBA Association** and its members. The logo may be used only by members in good standing, on letterheads, advertising, business cards or in any other appropriate locations.

ARTICLE IV Membership Dues

Section 1. Membership dues for the **SHBA Association** shall be an amount determined by the Board of Directors on an annual basis.

Section 2. Membership dues for the **SHBA Association** shall be payable annually or as otherwise prescribed by the Board of Directors.

Section 3. Membership dues for BIAW and NAHB shall be ~~included in the collected by the SHBA Association dues~~ and forwarded to those associations ~~in a timely manner per their requirements.~~

ARTICLE V
Board of Directors and Officers

Section 1. A Board of Directors (Board) shall govern the **SHBA Association** and shall direct its affairs in accordance with the law. The Board shall consist of the members of the Executive Committee (Section 2); four (4) elected Directors (Section 3); all affiliated chapter presidents; the Representative of each board approved Council; the Chair of the Government Affairs Committee; the Chair of the Membership Committee; the Chair of the **Workforce Development Committee Education-Committee**; the Chair of the Political Action Committee, the Chair of the **Events Associate-Advisory** Committee; the Chair of the Communications Committee; **active Life Directors**; and National Delegates.

Section 2. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary, Treasurer, and Past President. Each shall hold office for a term of one (1) year starting January 1st each year, and **lasting** until their successor is elected and qualified pursuant to the terms of these Bylaws.

- (a) The President shall be the chief elected officer of the **SHBA Association** and shall preside at all of its meetings including those of the Board and of the Executive Committee. The President shall appoint committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office. The President shall be a Builder member who has previously served at least one (1) year on the Board.
- (b) The First Vice President shall perform, in the absence or at the direction of the President, all the duties of the President. The First Vice President shall be a Builder member who has previously served at least one (1) year on the Board.
- (c) The Second Vice President shall perform, in the absence or at the direction of the President and the First Vice President, all the duties of the President. The Second Vice President shall be an Associate member.
- (d) The Secretary shall keep a record of all official proceedings for the Board and for the Executive Committee. The Secretary shall be a Builder or an Associate member.
- (e) The Treasurer shall account for all moneys collected and disbursed by the Association. The Treasurer shall Chair the Finance Committee and shall be a Builder or an Associate member.
- (f) The Past President shall advise the Executive Committee and the Board. The Past President shall have all the rights and privileges of the elected directors.

Section 3. The four (4) elected Directors shall include two (2) Builder members and two (2) Associate members.

- (a) An elected Director shall hold office for a term of (2) years starting January 1st each term, and lasting until their successor is elected and qualified pursuant to the terms of these bylaws ~~serve a two-year term.~~
- (b) Two Directors shall be elected each year as follows: One Builder and one Associate for terms starting in odd years; one Associate and one Builder for terms starting in even years.

Section 4. Vacancies on the Board caused by death or resignation shall be filled through appointment by the President with approval of the Board. In the event of the death of the Past President ~~or an Honorary Life Director~~, such position shall not be filled, and shall remain vacant. Persons appointed by the President pursuant to this Section 6 shall serve the remainder of the term that has been vacated, and until their replacement is elected.

Section 5. If a Board member is absent from three (3) consecutive Board meetings without due cause ~~as determined by the President~~, that position shall be declared vacant by the Board. Vacancies on the Board caused by continued absence shall be filled through appointment by the President with approval of the Board. Persons so appointed shall serve out the remainder of the term that has been vacated.

- (a) The ~~President Executive Committee~~ shall determine whether absence was “without due cause.”

Section 6. National Delegates and State Directors.

- (a) National (NAHB) Delegates - The President shall appoint, in accordance with current NAHB policies and bylaws, members of the ~~SHBA Association~~ who shall serve, subject to Board approval ~~by a majority vote~~, on the NAHB Leadership Council.
- (b) State (BIAW) Directors - The President shall appoint, in accordance with BIAW policies and bylaws, members of the ~~SHBA Association~~ who shall serve, subject to Board approval ~~by a majority vote~~, on the BIAW board of directors.

Section 7. The Board may employ the following staff at such rate of compensation as it deems fair and proper:

- (a) An Executive Officer who shall serve as the administrative head of the ~~SHBA Association~~, and as an ex-officio member of all committees. The Executive Officer shall perform such duties as may be delegated by the Board, the Executive Committee, or the President.

- (b) Such other staff as the Board shall deem necessary and appropriate for the proper administration of the Association.

Section 8. Life Directors – Whereas it is desirable to honor and recognize members who have made outstanding contributions to the SHBA and who have shown long standing dedication and support for the building industry, The Board of Directors may elect a builder or associate member to the position of Life Director according to the following criteria and standards.

(a) Criteria and Standards

- (i) Must have served a minimum of ten (10) years on the Board of Directors; and,
- (ii) Must have achieved Life Spike status within the SHBA; and,
- (iii) Must have meet one or more of the following additional considerations:
 - (1) Service to the SHBA in the way of offices held or chairmanships served, etc.; or,
 - (2) Special or extraordinary contributions in time, service, or funds to the SHBA; or,
 - (3) Service to the Building Industry Association of Washington; or,
 - (4) Service to the National Association of Home Builders.

(b) Active Director Status and Voting Privileges – Whereas it is imperative to maintain legacy knowledge of historical association activities and operations, Life Directors that do not retain the following minimum level of engagement shall be deemed to be inactive and shall lose their voting privileges and Director status. Inactive Life Directors shall retain their honorary status.

- (i) Life Directors are subject to the attendance requirements of Article V – Section 5 herein; and,
- (ii) Participate and sit on at least one (1) committee or council of the Board.
 - (1) Service on an active Working Group or Taskforce shall satisfy the requirements of this subsection.
- (iii) Service to the SHBA in at least two (2) of the following areas:
 - (1) Sponsorship of one (1) or more SHBA events or endeavors.

- (2) Recruit five (5) Builder or Associate members per year.
- (3) Attend at least six (6) SHBA events.
- (4) Service as Chair or Vice Chair of a committee or council of the Board.
 - (a) Service per this subsection shall satisfy the requirements of subsection (b)(ii) herein.
- (5) Service to the Building Industry Association of Washington.
- (6) Service to the National Association of Home Builders.
- (iv) In accordance with subsections (a)(i) – (a)(iii); the Board may recognize a member with an honorary Life Director status without active Director status or voting privileges.
- (v) Reinstatement of Active Status and Voting Privileges – Honorary Life Directors; upon petitioning the Executive Committee and satisfying the requirements of subsections (b)(ii) and (b)(iii) herein for a period of twelve (12) consecutive months, shall have their active Director status and voting privileges reinstated.
- (c) Life Directors may be removed as a director and/or their voting privileges removed or modified by a two-thirds (2/3) majority vote of the Board at any time and for any reason that the Board deems it appropriate and in the best interest of the SHBA.

ARTICLE VI

Board Meetings, Member Meetings, Voting, and Quorums

Section 1. Board Meetings. Board meetings shall be held as follows:

- (a) Regular Board meetings shall be open to all members in good standing and shall be held once a month or at a time specified by the President.
- (b) Special Board meetings may be called at any time by the President or by a formal written request of at least five (5) Board members.
- (c) Board members shall be given notice, ~~to include~~ ~~including~~ the date, hour, and place, of all meetings at least three (3) working days in advance.

Section 2. Member Meetings. Member meetings shall be as follows:

- (a) Members shall be given notice of the date, hour and place of all meetings at least five (5) working days in advance.
- (b) General member meetings shall be held as scheduled by the Board.
- (c) Special member meetings may be called at any time by the President upon approval of the Executive Committee.
- (d) The annual member meeting (Annual Meeting) for the purpose of electing the Board of Directors and reviewing the past year, shall be held no later than the October member meeting **and be held** in lieu of a general member meeting that month.

Section 3. Voting Privileges. ~~The~~ Voting privilege shall be extended as follows:

- (a) At member meetings, both Builder and Associate members in good standing shall have the right to vote. Firms, corporations or partnerships holding a Builder or Associate membership shall be entitled to only (1) vote, cast by a duly designated representative of said organization. The presiding officer shall determine the method of voting unless otherwise stipulated by law or **by** these Bylaws.
- (b) At Board meetings, only sitting Board members in good standing shall have the right to vote. Secret ballots are **an option optional** and may be requested.

Section 4. Quorum – A quorum shall be determined as follows, unless stated otherwise in these Bylaws:

- (a) A quorum for any member meeting shall be the total of Builder and Associate members in good standing present at the meeting, provided, proper notice was given.
- (b) A quorum for any Board meeting shall be achieved if the lesser of: ~~(1) eight (8) sitting Board Members or (2) fifty percent (50%) of the then sitting Board Members are present at the meeting, but in no event less than one-third (1/3) of the total then Board Members~~
 - (i) Eight (8) sitting Board Members or
 - (ii) Fifty percent (50%) of the then sitting Board Members are present at the meeting, but in no event less than one-third (1/3) of the total then-Board Members.

A quorum for any Executive Committee meeting shall be four (4) then sitting members.

Section 5. Voting – Voting on all measures shall be as follows:

- (a) A simple majority of the members present and qualified to vote at any member meeting shall carry any issue brought, provided, the number of members present constitutes a quorum.
- (b) A simple majority of the Board members present and qualified to vote at any Board meeting shall carry any issue brought, provided, the number of Board members present constitutes a quorum.

ARTICLE VII

Committees, Councils, and Elections

Section 1. There shall be the following standing committees:

- (a) The Executive Committee shall be composed of the President, First Vice President, Second Vice President, Secretary, Treasurer and **Immediate** Past President. This committee shall conduct the affairs of the Association in accordance with these Bylaws and the instructions of the Board. It shall be responsible for all matters of policy and public statement, subject to the Board's approval. It shall meet upon the call of the President, the Board, or any four (4) of its members, by stating a time and place for the meeting.
- (b) The **Bylaws &** Nominating Committee shall be composed of the First Vice President, Second Vice President, and three members-at-large (at least one who must be a Past President) who are appointed by the Board of Directors. The Chair shall be the First Vice President. A majority of the committee members shall constitute a quorum.
- (c) The Membership Committee shall be composed of at least five (5) members. The President shall appoint the Chair and designate the duties of the committee. The Chair shall appoint the members of the committee. The committee shall meet upon the call of the Chair. A majority of the committee members shall constitute a quorum.
- (d) The Finance Committee shall be composed of at least five (5) members. The Treasurer shall be the Chair. The Chair shall appoint the members of the committee. The committee shall meet upon the call of the Chair. A majority of the committee members shall constitute a quorum.

Section 2. The Board may recommend and approve additional committees as desired. The President may select and appoint special committees as required. If the President does not appoint the entire committee, then each committee Chair shall appoint, subject to Board approval, the remaining committee members.

Section 3. Members may petition the Board, and the Board may approve the formation of advisory Councils at their discretion. All Councils will be subject to Board oversight.

- (a) Councils shall establish a governance structure in accordance with furthering the Mission and Purpose of the Association. The governance structure shall be subject to approval by the Board and at a minimum shall:
 - (i) Define a Mission and/or Core Purpose;
 - (ii) Establish a leadership structure, roles of leadership, and the method by which leadership is appointed or elected;
 - (iii) Define requirements for membership, who qualifies for membership, and what dues, if any, are required for membership;
 - (iv) Establish affiliations, if any, with BIAW and/or NAHB committees or councils.
- (b) Councils shall manage their own finances under the oversight of the Board of Directors. This includes developing an annual budget that is submitted to the Board of Directors for their **final** approval.
- (c) Councils shall appoint a Representative to serve as liaison to the Board. The Representative shall have voting rights on the Board. ~~If a representative is not appointed, the Chair of the Council shall serve in this role.~~

Section 4. Nominations and elections for the Association shall be conducted as follows:

- (a) The **Bylaws &** Nominating Committee shall solicit and consider recommendations from the Association's entire membership regarding candidates for each elected position. A Report of Nominations shall be published in the monthly newsletter prior to the general member meeting in September.
- (b) Nominations of qualified candidates shall also be accepted from the floor at the September meeting. All nominations received by the conclusion of the September meeting shall be published at least once before the Annual Meeting. Nominations will be closed at the conclusion of the September general membership meeting.
- (c) The newsletter publication, or other communication from the **SHBA Association**, including the qualified candidates' names and the election date shall be considered proper notice; ~~Provided~~, that the publication after the September meeting is sent at least ten (10) days prior to the Annual Meeting. Ballots delivered in person at the annual meeting will be included in the tabulation of results. NOTE: Only the designated representative of firms, corporations or partnership members may vote. The designated representative is that person recorded as such in SHBA membership records. Members may, in writing, provide for a substitute designee, provided such writing is received in the SHBA office **24 hours** prior to the election. Candidates shall be elected by a majority of votes received on valid ballots.

- (d) The **Bylaws &** Nominating Committee shall nominate at least one (1) candidate for each elected position. The names of other qualified candidates shall be placed on the ballot after being submitted to the **Bylaws &** Nominating Committee by the close of the September general meeting.

ARTICLE VIII

Finance

Section 1. The fiscal year of the **SHBA Association** shall be the year starting on the first day of January and ending on the last day of December.

Section 2. The Board shall approve a budget for each fiscal year, and the **SHBA Association** shall function within that budget. Any expenditures in excess of or not included in the approved budget must be authorized by the Board.

Section 3. Dues and other moneys collected by the **SHBA Association** shall be placed in an account to be used for the **SHBA's Association's** day-to-day operations. Payments from these funds shall be made on the signatures of any two (2) of the following:

President	First Vice President	Secretary
Treasurer	Second Vice President	Executive Officer

Section 4. The Treasurer shall review the funds available for operations and transfer any excess funds to an account approved by the Board. Payments from that account shall be made on the signature of any two (2) of the following officers:

President	First Vice President	Secretary
Treasurer	Second Vice President	

Section 5. There shall be an annual report of the **SHBA's Association's** finances by an accounting firm approved by the Board, which, together with a report from the Treasurer, shall be submitted to the Board.

In addition, the Treasurer shall, when so directed by the Board, submit a Financial Report and Budget Analysis to the Board.

ARTICLE IX

Notices

Section 1. Members shall furnish the Executive Officer with an official address to which the mailing of any notice or notices shall be deemed proper notice as of the date of mailing.

ARTICLE X

Rules of Order

Section 1. Robert's Rules of Order shall govern the procedure of all meetings of the **SHBA Association**, unless otherwise specified.

ARTICLE XI

Amendments

Section 1. These Bylaws may be adopted or amended by a vote of two-thirds (2/3) of the qualified voting members at any member meeting; ~~P~~provided, a copy of the proposed amendment(s) was properly delivered to every member of the **SHBA Association** not less than fifteen (15) days prior to the meeting at which action is to be taken.

ARTICLE XII

Chapter Affiliation

Section 1. The Board may create Chapters affiliated with the **SHBA Association**.

Section 2. Each affiliated Chapter may establish its Chapter Operating Procedures; ~~provided,~~ such are in compliance with the **SHBA's Association's** Bylaws, Mission Statement, Code of Ethics and Objectives, and subject to Board approval.