

HOME BUILDERS ASSOCIATION OF VIRGINIA

CONSTITUTION AND BYLAWS

As amended and restated as of March 26, 2015

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CONSTITUTION

ARTICLE I NAME AND LOCATION

Section 1. The name of this organization, a non-stock corporation, organized under the laws of Virginia, shall be the HOME BUILDERS ASSOCIATION OF VIRGINIA, INC., hereinafter referred to as HBAV.

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

ARTICLE II TERRITORIAL JURISDICTION

Section 1. HBAV shall operate for the benefit of home builders and persons, firms and corporations engaged in allied trades, industries and professions throughout the Commonwealth of Virginia.

ARTICLE III OBJECTIVES

Section 1. HBAV exists for the sole purpose of making a collective building industry contribution to those efforts and movements which are designated and promoted to improve the social, legislative and economic welfare of the Commonwealth of Virginia and the nation.

Section 2. The supplementary objectives of this HBAV shall be:

- (A) To develop and maintain within the building industry a high appreciation of the objectives and responsibilities of home builders in fully serving the public.
- (B) To advocate and encourage the constant improvement of building techniques and practices.
- (C) To promote and protect home ownership among all people.
- (D) To cooperate with other trade associations in all matters related to advancing the building industry.
- (E) To advocate the standardization of building codes throughout the Commonwealth of Virginia.
- (F) To work for the elimination of governmental orders improperly restricting the building industry and to support beneficial directives.
- (G) To promote a Code of Ethics for members of this HBAV.

- (H) To issue such publications as may be necessary to disseminate information of value to its members, the public and the government.
- (I) To serve, advance and protect the welfare of the housing industry in such manner that adequate housing will be made available by private enterprise to all Virginians.
- (J) To function as an affiliated state association of the National Association of Home Builders of the United States (hereinafter referred to as the National Association) within the above-described territorial jurisdiction.

**ARTICLE IV
CODE OF ETHICS FOR MEMBERS**

Section 1. The members of this HBAV shall subscribe to the following Code of Ethics:

- (A) Members of the Home Builders Association of Virginia believe and affirm that:
 - (i) Home ownership can and should be within the reach of every Virginian.
 - (ii) Home and rental dwellings should be well designed, well constructed and well located in attractive communities with educational, recreational, religious and shopping facilities accessible to all.
 - (iii) Home and rental dwellings should be built under the private enterprise system.
- (B) To achieve these goals, we pledge allegiance to the following principles and policies:
 - (i) Our paramount responsibility is to our customers, our community and our state.
 - (ii) Honesty is our guiding business policy.
 - (iii) High standards of health, safety and sanitation should be built into every home and rental dwelling unit.

- (iv) Members shall deal fairly with their respective customers, employees, subcontractors and suppliers.
 - (v) As members of a progressive industry, we encourage research to develop new materials, new building techniques, new building equipment and improved methods of single and multi-family financing; to this end: that every home purchaser and resident of a rental dwelling unit may get the greatest value possible for every dollar.
 - (vi) All legislative and regulatory proposals that benefit the home building industry and the people we serve shall have our informed and vigorous support. Conversely, legislative and regulatory proposal that would harm the home building industry and the people we serve shall have our informed and vigorous opposition.
 - (vii) We hold inviolate the private enterprise system and the American Way of Life. We pledge our support to our associates, our local, state and national associations and all related industries concerned with the preservation of legitimate rights and freedoms.
- (C) We assume these responsibilities freely and solemnly, mindful that they are part of our obligations as members of the Home Builders Association of Virginia.

ARTICLE V AMENDMENTS

Section 1. This constitution may be amended or repealed at any regular or special meeting of the Board of Directors, provided a quorum is present, by a two-thirds (2/3) vote of the active board members entitled to vote and present at any such meeting. A summary of the substance of the proposed amendment to the constitution shall be submitted in writing by mail, Fax, email or other normal means of documented communication used by HBAV to each member of the Board at least thirty (30) days before the meeting at which action shall be taken thereon.

BYLAWS

ARTICLE I MEMBERSHIP

Section 1. HBAV shall have designated classes of members. The designation of such classes and the qualification of the members of such classes shall be as follows:

- (A) **BUILDER MEMBER.** Any individual who is or has been in, or is employed by a firm or corporation in, the business of building or rebuilding homes, apartments, schools, or commercial, industrial, or other structures normally related and appurtenant to a community, or in land development; and who subscribes to the Code of Ethics of HBAV 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, is in the above described business and:
- (i) Has been accepted as a builder member in good standing of any Affiliated Local Association or Chapter of HBAV, or
 - (ii) Operates in an area not within the jurisdiction of any Affiliated Local Association or Chapter.

Where a firm or corporation has been accepted as a builder member of an Affiliated Local Association or Chapter, the employee whom that firm or corporation designates as its representative for its dealings with the Affiliated Local Association or Chapter shall be eligible for builder membership in HBAV.

- (B) **ASSOCIATE MEMBER.** 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 homebuilding and not inconsistent with the objectives of HBAV or any of its Affiliated Local Associations or Chapters, who subscribes to the Code of Ethics of HBAV and is of good character and business reputation shall be eligible to be an associate member; provided such individual, or the firm or corporation which employs him, is engaged in a trade, industry or profession described above and:
- (i) Has been accepted as an associate member of an Affiliated Local Association or Chapter or
 - (ii) Operates in an area not within the jurisdiction of any Affiliated Local Association or Chapter.

Where a firm or corporation has been accepted as an associate member of an Affiliated Local Association or Chapter, the employee whom that firm or corporation designates as its representative for its dealings with the Affiliated Local Association or Chapter shall be eligible for membership in HBAV.

- (C) **STUDENT MEMBER.** Any student of light construction or related subjects who is a member of an organized group in an accredited school during the current academic year and sponsored by a faculty advisor shall be eligible to be a student member.
- (D) **HONORARY MEMBER.** Any person so designated by the Board of Directors, from time to time, for distinguished and unique service to the building industry shall be an honorary member.

- (E) **AFFILIATE MEMBER.** Any individual who subscribes to the Code of Ethics of HBAV and is employed by a firm represented by a builder or associate member of the same local association as defined in Sections (1)(A) and (B) of these bylaws shall be eligible to be an affiliate member if he has been accepted as an affiliate member in good standing by an Affiliated Local Association or Chapter of HBAV.

Section 2. ACCEPTANCE OF MEMBERS

- (A) Applicants for membership from areas of the Commonwealth not served by an Affiliated Local Association, other than Honorary, shall sign an application for membership which shall contain an agreement by the applicant to observe and abide by the Constitution and Bylaws of HBAV. This shall be a part of an application to an Affiliated Local Association or Chapter.
- (B) Applicants for builder and associate membership approved and accepted by an Affiliated Local Association or Chapter, or in the case of such applicants operating in an area not within the jurisdiction of an Affiliated Local Association or Chapter, by the Vice President-Secretary, upon payment of dues, (and the completion of the membership application, including their email address, if available) shall become builder or associate members of HBAV.
- (C) Applicants for student membership approved and accepted by the Vice President-Secretary, upon completion of a membership application and the payment of dues, shall be members of HBAV.

Section 3. **SERVICES AND PRIVILEGES** All members in good standing are entitled to the full benefits, services and privileges of HBAV, except as specifically set forth elsewhere in these Bylaws.

Section 4. TERMINATION OF MEMBERSHIP

- (A) The Board of Directors may recommend to the Affiliated Local Association or Chapter that they suspend or expel from the HBAV or Chapter or revoke the membership of any member. The Executive Board may recommend the suspension of any member, but such action shall be reviewed by the Board at its next meeting. No such action shall be taken under this Section unless (1) it be determined to be in the best interest of HBAV, and (2) the member shall have been given thirty (30) days notice in advance of a meeting of the Executive Board or the Board of Directors, as the case may be, at which he shall be afforded a reasonable opportunity to be heard.
- (B) The membership of any member who shall be in default in the payment of dues for 30 days shall be terminated upon expiration of said period.
- (C) Any member may resign by filing a written resignation with the Vice President-Secretary, but such resignation shall not relieve the resigning member of the obligations to pay any dues or other charges theretofore accrued and unpaid, nor shall such member be entitled to any refund of dues paid.
- (D) Membership in HBAV is not transferrable or assignable.

ARTICLE II
AFFILIATED LOCAL ASSOCIATIONS AND CHAPTERS

Section 1. AFFILIATED LOCAL ASSOCIATIONS

- (A) Any organized group of home builders in Agreement with the objectives of HBAV and the members of which are engaged in the building business or in a related trade, industry or profession, may be accepted as an Affiliated Local Association if it submits to the National Association and HBAV a formal application signed by its Chief Elected Officer and approved by its Board of Directors certifying:
- (i) That the jurisdiction requested does not conflict with the jurisdiction of any existing Affiliated Local Association or Chapter;
 - (ii) That the applicant group is composed of not less than fifteen (15) builder members in good standing;
 - (iii) That the majority of the corporate officers and the majority of the members of the Board of Directors of such group are builder members;
 - (iv) That all individual members of the group and the representative of each firm or corporate member of the group are members of or have applied for membership in the Home Builders Association of Virginia in the classes for which they qualify under these Bylaws;
 - (v) That the group will provide any current members of HBAV within the requested jurisdiction an opportunity to become members;
 - (vi) That its' Constitution and Bylaws will not conflict with the Constitution and Bylaws of the National Association and HBAV; and
 - (vii) That all members of the group agree to abide by the Constitution, Bylaws and policies of the National and State Associations as amended from time to time.
 - (viii) That it will become affiliated with HBAV, duly chartered by National. No HBAV which has affiliated with HBAV may withdraw from the affiliation without the permission of HBAV whether or not the Local Association was in existence prior to HBAV.
- (B) The application shall be accompanied by a copy of the proposed Constitution and Bylaws of the applicant Association, a list of the names, addresses, telephone numbers, fax numbers, e-mail addresses and membership classifications of the group's entire membership and payment of national and state dues as required by these Bylaws. The Board of Directors of HBAV shall determine that the name to be used by the group is consistent with the objectives of the Home Builder Association of Virginia and shall not be in conflict with the names of any other Affiliated Local Association or Chapter in Virginia.

Section 2. AFFILIATED LOCAL CHAPTERS

- (A) Any organized group of home builders in agreement with the objectives of HBAV and the members of which are engaged in the building business or in a related trade, industry or profession, may be accepted

as an Affiliated Local Chapter if it submits to the National Association and HBAV a formal application signed by its President and Vice President-Secretary certifying:

- (i) That the applicant group is located in a city having a population of not more than 50,000 or in a county having a population of not more than 50,000;
 - (ii) That the jurisdiction requested does not conflict with the jurisdiction of any existing Affiliated Local Association or Chapter;
 - (iii) That the applicant group is composed of not less than five (5) builder members in good standing and not less than five (5) associate members;
 - (iv) That all individual members of the group and the representative of each firm or corporate member of the group are members of or have applied for membership in the HBAV in the classes for which they qualify under these Bylaws;
 - (v) That the group will provide any current members of this HBAV within the requested jurisdiction an opportunity to become members;
 - (vi) That its Bylaws will not conflict with the Constitution and Bylaws of the National and State Associations; and
 - (vii) That all members of the group agree to abide by the Constitution, Bylaws and policies of the National and State Associations as amended from time to time.
- (B) The application shall be accompanied by a copy of the proposed Constitution and Bylaws of the applicant Chapter, a list of names, addresses, telephone numbers, fax numbers and membership classification of the group's entire membership and payment of national and state dues as required by these Bylaws. The Board of Directors of this HBAV shall determine that the name to be used by the group is consistent with the objectives of the Home Builders Association of Virginia and shall not be in conflict with the name of any other Affiliated Local Association or Chapter in Virginia.

Section 3. AFFILIATED STUDENT CHAPTERS

- (A) Any organized group of students of light construction or related subjects upon payment of required dues may be accepted as an Affiliated Student Chapter if it submits to HBAV a formal application signed by its President and sponsoring faculty advisor and certifying that it has the approval of the school.
- (B) If acceptable to the Affiliated Local Association or Chapter concerned, the Executive Board of HBAV may at any time require that a Student Chapter affiliate with the Affiliated Local Association or Chapter having jurisdiction over the area in which it is located.

Section 4. ISSUANCE OF CHARTERS Upon approval of this application by the Executive Board and Board of Directors of the National Association and HBAV, a charter shall be issued to applicant Local Association or Local Chapter.

Section 5. REVOCATION OF CHARTERS Upon approval and recommendation of the Executive Board, the Board of Directors may request that the National Association revoke the charter of an Affiliated Local Association or Chapter if it:

- (A) No longer meets the requirements for affiliation with HBAV, or
- (B) Is no longer representative of home builders in the jurisdiction for which it is chartered, or
- (C) Fails to take appropriate action to prevent conduct on the part of one or more of its members which is injurious to HBAV or reflects discredit upon it or the building industry, or
- (D) Has failed to meet its financial obligations to HBAV, or
- (E) Is found to be in violation of the Bylaws of HBAV.

Section 6. JURISDICTION OF ASSOCIATIONS AND CHAPTERS

- (A) Only the NAHB Board of Directors has the authority to revoke a charter or change the jurisdiction of an Affiliated Local Association or Chapter.
- (B) The territorial jurisdiction of each Affiliated Local Association and Chapter shall be that approved by the NAHB Board of Directors. In approving a new, or amending an existing, charter at the request of an existing local association or chapter, the Board shall, after February 28, 1993, only grant jurisdiction to a local association or chapter that serves one entire county or counties or other similarly designated political subdivision. The Executive Board may recommend that the NAHB Board of Directors grant exceptions based on conditions which justify otherwise.
- (C) The territorial jurisdiction of an Affiliated Local Association or Chapter may not be reduced or changed without its written consent except by the NAHB Board of Directors under the following circumstances: A challenge may be made to the jurisdiction of an Affiliated Local Association or Chapter, by contending a violation of these bylaws, or by showing that the members' needs in a portion of the territorial jurisdiction are not being adequately met. Upon a showing that the challenge cannot be resolved by the parties directly involved, then the matter must be referred to the HBAV Board of Directors, or State Representative, for mediation and resolution acceptable to all affected local associations and/or chapters. If the matter remains unresolved, then the challenge shall be submitted to the NAHB Senior Officers for their recommended action. If resolution is not thereby achieved through this process, upon recommendation of the Executive Board of NAHB, the jurisdiction of an Affiliated Local Association or Chapter may be changed by the NAHB Board of Directors at any time unless otherwise provided by these Bylaws.
- (D) NAHB shall give Sixty (60) days notice to all affected Associations and Chapters of a request for an increase in jurisdiction and a reasonable opportunity afforded them to present their views to the Executive Board and Board of Directors. The Third Vice Chairman of NAHB may, however, waive the notice when, in his or her judgment, the circumstances warrant and no hardship would result.
- (E) Where jurisdiction is granted over an area in excess of one incorporated city and its adjacent suburban areas, the NAHB Board of Directors upon recommendation of the NAHB Executive Board may alter the

granted jurisdiction and charter another association or chapter in the outlying territory. There shall be no overlapping jurisdiction. This section shall apply only (a) to charters issued, amended, or altered in territorial jurisdiction on or after May 28, 1952, and (b) to charters not protected by the subsequent provisions of this Article.

- (F) Affiliated Local Associations and Chapters shall have sole authority to establish policy, shall have jurisdiction over their members, and shall have the sole right (and no other affiliated Local Association or Chapter shall have the right except with the written approval of the HBAV having jurisdiction) to act as the industry spokesman for members within their assigned territory.
- (G) Affiliated Local Associations and Chapters shall solicit memberships only in their own assigned territories or contiguous open territory.
- (H) Affiliated Local Associations and Chapters shall only conduct activities within their assigned territories or contiguous open territory, unless written consent is obtained from the neighboring or nearby local association whose territory the activity is proposed to be conducted within.

Section 7. CHANGE OF STATUS If an Affiliated Local Association fails to maintain a membership of fifteen (15) or more builder members for one (1) year, the Board of Directors, on recommendation of the Executive Board, may, after notification and reasonable opportunity for appeal, reduce the status of the HBAV to that of Chapter. A Chapter may obtain HBAV status upon application, provided it has paid-up memberships of at least fifteen (15) builder members for a period of not less than nine (9) months beyond the date of application.

Section 8. CHANGE OF NAME If an Affiliated HBAV or Chapter wishes to change its name, an application shall be made to NAHB. Application may be granted only (a) if the new name is determined to be consistent with the objectives of the Association and not in conflict with the name of any other Affiliated Local Association or Chapter; (b) if the new name is either "Home Builders Association of _____" (with the appropriate insertion in the blank) or includes the phrase "affiliated with the National Association of Home Builders"; and (c) upon approval of the National Board of Directors following approval by the NAHB Executive Board and after thirty (30) days notice to the Affiliated Associations and Chapters which may be concerned with the proposed change.

Section 9. MEMBERSHIP LIST The membership list of each Affiliated Local Association or Chapter must be submitted in accordance with Article III, Section 3(A).

ARTICLE III DUES

Section 1. ANNUAL DUES The annual dues payable to HBAV for a member of each class shall be set by the Board of Directors after thirty (30) days notice to each member of the Board of Directors and each Affiliated Local Association and Chapter.

Section 2. DUES PERIOD The dues period for members in all classes shall begin with the date of their respective enrollments and expire on the last day of the 12th month thereafter. The date of enrollment shall be the last day of the month in which the membership was reported to HBAV.

Section 3. DUES PAYMENTS

- (A) Each Affiliated Local Association or Chapter shall report to HBAV the names, mailing addresses, e-mail addresses, telephone numbers, fax numbers and member classifications of all members of the Affiliated Local Association or Chapter (including the name of the representative of each firm or corporate member of the Affiliated Local Association or Chapter) and remit annual dues payable to the HBAV office for members of each class, by the 10th of each month following collection of such dues.
- (B) The annual dues of student members of a Student Chapter not affiliated with an Affiliated Local Association or Chapter shall be paid directly to HBAV.
- (C) Payment of dues to HBAV for renewal memberships for a succeeding 12-month period, beginning with the anniversary date of their respective enrollments, shall accompany report of such renewals, and shall be sent to the HBAV office by the 10th of each month following collection of such dues.

Section 4. CANCELLATION Affiliated Local Associations or Chapters shall have the responsibility and it shall be their duty, upon request, to notify the Home Builders Association of Virginia of those members of all classes which that HBAV or Chapter has canceled with the National Association.

Section 5. DEFAULT AND TERMINATION OF MEMBERSHIP Effective January 1, 2004 and thereafter, when any member of any class shall be in default in the payment of dues for a period of one (1) month, membership shall, thereupon be terminated.

- (A) In the event an Affiliated Association or Chapter terminates a member, the individual's membership in HBAV shall be accordingly terminated.
- (B) Upon written request by an Affiliated Local Association or Chapter, showing an extreme case of hardship, and upon recommendation of the Second Vice Chairman to the Senior Officers of the NAHB Board, the National Association and HBAV, upon such terms and conditions as may be in its best interest, may enter into an agreement with the Affiliated Local Association or Chapter for it to delay the payment of annual dues.

Section 6. REINSTATEMENT When Affiliated Local Associations or Chapters reinstate a member with the National Association, such HBAV or Chapter, upon request, shall cause the Home Builders Association of Virginia to be notified of such reinstatement.

Section 7. PAST NAHB PRESIDENTS Past Presidents of the National Association who hold a personal membership in the HBAV separately from their corporate affiliation shall not be required to pay annual dues for such personal membership.

ARTICLE IV BOARD OF DIRECTORS

Section 1. GENERAL POWERS The affairs of HBAV shall be managed by the Board of Directors.

Section 2. NUMBER, TENURE AND QUALIFICATIONS

- (A) The Board of Directors shall be composed of all appointed directors, voting members of the Executive Board, Life Directors, Honorary Directors, and Past Presidents of the National Association, Past Presidents of HBAV, and the President of each Affiliated Local Association or Chapter. Each member of the Board of Directors shall be a dues paying member in good standing and shall have full voting privileges.
- (B) A director shall hold office for one year or until his successor shall have been appointed. The term of each director shall begin with his appointment.
- (C) Appointed Directors of HBAV shall be Builder or Associate Members, as otherwise provided in Article IV, Section 3 of these Bylaws.
- (D) Any director other than a Past National President, Senior Officer of NAHB, HBAV Life Director, HBAV Honorary Director or Past President failing to attend at least two (2) meetings of the Board during any year in such office shall not be eligible to immediately succeed himself as a director. Any such absence may be excused as elsewhere provided in these Bylaws.

Section 3. APPOINTMENT OF DIRECTORS The appointment of directors shall be as follows:

- (A) On or before thirty (30) days prior to the annual summer (June) Board of Directors Meeting, the HBAV Vice President-Secretary shall calculate the number of its builder members of each Affiliated Local Association or Chapter. Such calculation shall be based on the month of April NAHB Membership Report submitted to HBAV.
- (B) Each Affiliated Local Association or Chapter may appoint one (1) director for each twenty-five (25) -- or fraction thereof -- builder members of HBAV and one (1) director who is an associate member. Each Affiliated Local Association or Chapter shall notify the Vice President-Secretary of the names of their appointed director(s) upon their appointment.
- (C) The Vice President-Secretary shall verify the qualifications of the appointed directors.
- (D) The Board of Directors, at any regular or special meeting of the Board, may, provided a quorum is present, elect, by a two-thirds (2/3) vote of the Board members entitled to vote and present at any such meeting, a person as an Honorary Director with full voting rights provided that the Board finds such person:
 - (i) Has made a substantial contribution of service to HBAV; or
 - (ii) Has served as a past state president from another state; and
 - (iii) Who now resides in Virginia and is an active member of an Affiliated Local Association or Chapter of HBAV; and
 - (iv) Who has been nominated for the position of Honorary Director by said Affiliated Local Association or Chapter.
- (E) Any person who has served ten (10) consecutive years or a cumulative total of twelve (12) years as a

director of HBAV may be designated as a Life Director at any regular or special meeting of the Board of Directors by a 2/3 vote of the active Board members entitled to vote and present at any such meeting provided a quorum is present. Absence of a Life Director shall not affect a quorum count.

Section 4. VACANCIES

- (A) An appointed director's position shall be considered vacant upon his death, resignation, refusal to serve, termination of membership, or if during his term he becomes otherwise ineligible to serve on the Board of Directors with voting rights.
- (B) In the event of a vacancy in the position of a director, the Affiliated Local Association or Chapter represented by said director shall designate a successor director.

Section 5. Upon written application of a director within ninety (90) days after a meeting of the Board of Directors from which he was absent, the Executive Board may excuse such absence on a showing of unavoidable cause thereof.

Section 6. EMPLOYMENT AND REMOVAL OF CHIEF EXECUTIVE OFFICER The Board of Directors shall employ the Chief Executive Officer of HBAV. The Board of Directors may remove the Chief Executive Officer whenever, in the judgment of a majority present at a Board meeting where there is a quorum, the best interests of HBAV will be served thereby. Removal shall be without prejudice to the contract rights, if any, of HBAV or of the person removed.

**ARTICLE V
MEETINGS OF THE BOARD OF DIRECTORS**

Section 1. ANNUAL MEETING The Annual Meeting shall be held in conjunction with the summer meeting (June). A summer (June) meeting of the Board of Directors shall be held without other notice than as provided in this Bylaw for the purpose of transacting business as may come before the meeting.

Section 2. REGULAR MEETINGS The Executive Board shall provide by resolution the time, ~~and~~ place and format (meeting, conference call, webinar or other means of remote communication) of meetings of the Board of Directors (other than the annual meeting of the Board of Directors) with notice to be given as provided by the Bylaws.

Board members participating in a meeting by means of remote communication shall be deemed present and may vote at such meetings if HBAV has implemented reasonable measures to: 1. verify that each person participating remotely is a Board Member and 2: each person has a reasonable opportunity to participate in the meeting and vote on matters submitted to the board, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

Section 3. SPECIAL MEETINGS Special meetings of the Board of Directors may be called by or at the request of the President or the majority of the Executive Board. The parties authorized to call special meetings of the Board shall fix the time, place and format (meeting, conference call, webinar or other means of remote communication of any special meeting of the Board called by them.

Board members participating in a meeting by means of remote communication shall be deemed present and may vote at such meetings if HBAV has implemented reasonable measures to: 1. verify that each person participating remotely is a Board Member and 2: each person has a reasonable opportunity to participate in the meeting and vote on matters submitted to the board, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings.

Section 4. NOTICE Notice of any meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice sent by mail, Fax, email or other normal course of documented communication used by HBAV, to each director at his address as shown by the records of the HBAV. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by facsimile, such notice shall be deemed to be delivered when a confirmation report is received. If a notice is given by email, such notice shall be deemed to be delivered unless a notice of non receipt is returned to the HBAV.

Section 5. QUORUM The number of directors necessary to constitute a quorum at a meeting of the Board of Directors shall be computed by determining that number which represents (i) the total number of directors entitled to vote at a meeting, (ii) less the number of Past Presidents of HBAV and the National Association who are directors and (iii) less the number of Honorary Directors and Life Directors. Twenty-five percent (25%) of such members present shall constitute a quorum. If less than a quorum is present at a meeting, the majority of the directors entitled to vote and present may adjourn the meeting from time to time without further notice.

Section 6. MANNER OF ACTING No person shall be admitted to the floor during a meeting except persons (who shall display their credentials) entitled to vote at such meetings, authorized HBAV staff personnel, local Executive officers and local staff, and any member of HBAV in good standing. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these Bylaws.

Section 7. CONSIDERATION OF RESOLUTIONS AND POLICY STATEMENTS In order to assure the fullest possible consideration of resolutions and statements directed to the policy or operation of HBAV, any director desiring consideration of any such resolution or statement proposed, shall submit the resolution or statement for consideration by the appropriate committee of HBAV having responsibility for the principal matter covered by such resolution or statement.

After such committee shall have considered the resolution or statement, it shall be forwarded to the Resolutions Committee, the Executive Board and to the Board of Directors with such recommendation as to adoption, amendment, or rejection as the reviewing committees deem appropriate. In all cases, regardless of the recommendation of the reviewing committees, the resolution or statement shall be submitted to the Board of Directors for its consideration unless withdrawn by the directors who proposed it.

Notwithstanding the above preferred procedure, any director shall be entitled, at any regular or special meeting of the Board of Directors, to submit in writing, for the Board's consideration, a resolution or statement directed to the policy or operation of HBAV. Any such resolution or statement so submitted shall be referred to the appropriate committees of the HBAV.

The foregoing requirements shall not affect in any way the right of any director to propose, at the proper time in the course of a meeting, an amendment, substitute, or other motion germane to an issue under discussion.

**ARTICLE VI
EXECUTIVE BOARD**

Section 1. DUTIES AND RESPONSIBILITIES, AUTHORITY AND ACCOUNTABILITY

- (A) The Executive Board, between meetings of the Board of Directors, shall have and shall exercise the authority of the Board of Directors in the management of HBAV, EXCEPT that it shall not have the authority to elect, appoint or remove any member of the Executive Board or any director or elected officer of the HBAV, amend or restate the Articles of Incorporation, adopt a plan of merger or consolidation with another organization; authorize the voluntary dissolution of HBAV or revoke proceedings therefore; adopt a plan for the distribution of the assets of HBAV; or except or amend, alter or repeal any resolution of the Board of Directors.
- (B) The Executive Board is accountable to the Board of Directors.
- (C) Members of the Executive Board shall be ex-officio, non-voting members of all committees unless otherwise provided by these Bylaws. Membership on the Executive Board shall not take away the right to vote if the right exists otherwise.

Section 2. NUMBER AND TENURE The voting members of the Executive Board shall be the President, First Vice President-Treasurer, Second Vice President, Vice President-Secretary, Associate Vice President, State Representative, the most recent Past President of the HBAV, Regional Vice Presidents, Chairman of the HBAV Legislative Committee, and Chairman of the HBAV Build-PAC. Non-voting members shall be the Chief Executive Officer, the Representative of the Executive Officers Council of HBAV, and the NAHB Area Vice President and any of the Senior Officers on the NAHB ladder (when any such office is held by a member from Virginia). Each member of the Executive Board shall hold office until June 30TH of the following year of the Board of Directors and until his successor shall have been appointed, elected or installed in office. No affiliated Local Association or Chapter shall have more than three (3) votes on the Executive Board.

Section 3. REGULAR MEETINGS The Executive Board shall hold not less than four (4) regular during each annual HBAV fiscal year. Such meetings may be held in person or by conference call, webinar or other means of remote communication.

Executive Board members participating in a meeting by means of remote communication shall be deemed present and may vote at such meetings if HBAV has implemented reasonable measures to: 1. verify that each person participating remotely is an Executive Board Member and 2: each person has a reasonable opportunity to participate in the meeting and vote on matters submitted to the Executive Board, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

Section 4. SPECIAL MEETINGS Special meetings of the Executive Board may be called by or at the request of the President or not less than two-fifths (2/5) of all members of the Executive Board. Special meetings shall be held at the principal office of HBAV, unless otherwise ordered by the President or required to be held elsewhere by reason of a natural disaster.

Section 5. **NOTICE** Notice of any meeting of the Executive Board shall be given at least seven (7) days previously thereto by written notice sent by mail, Fax, email or other normal course of documented communication used by HBAV, to each Board member at his address as shown by the records of the HBAV. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by facsimile such notice shall be deemed to be delivered when a confirmation report is received. If a notice is given by email or other normal course of documented communication used by HBAV, such notice shall be deemed delivered unless a notice of non receipt is returned to the HBAV.

Section 6. **QUORUM** Fifty percent of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board, but if less than a majority of the committee members are present at said meeting, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7. **MANNER OF ACTING** The act of a majority of the Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board unless the act of a greater number is required by law or by these Bylaws.

Section 8. **VACANCIES** Any vacancy occurring in the appointed or elected members of the Executive Board may be filled by appointment by the President. A member so appointed to fill a vacancy shall serve for the unexpired term of his predecessor.

Section 9. **INFORMAL ACTION BY EXECUTIVE BOARD** Any action which may be taken at a meeting of the Executive Board may be taken without a meeting, if consent in writing, including by FAX, Email or other normal form of documented communication used by HBAV setting forth the action so taken, shall be signed by fifty percent of all voting members of the Executive Board.

ARTICLE VII ELECTIVE OFFICERS AND REGIONAL VICE PRESIDENTS

Section 1. **ELECTIVE OFFICERS** The Elective Officers of HBAV shall be a President, First Vice President-Treasurer, Second Vice President, Vice President-Secretary, Associate Vice President, the State Representative and the Regional Vice Presidents. The same person may not hold concurrently more than one (1) such office. No more than one Senior Elected Officer shall be from any Local Association or Chapter at any one time, provided qualified candidates have presented their qualifications for each senior elected office. If no qualified candidate has been presented by February 1, then no more than two senior elected officers may be from the same Local Association or Chapter. Senior Elected Officers are defined as: President, First Vice President-Treasurer, Second Vice President, Vice President-Secretary and Associate Vice President.

Section 2. **QUALIFICATIONS** The qualifications of the elective officers are:

- (A) The President, First Vice President-Treasurer, Second Vice President shall be builder members. Regional Vice Presidents may be builder or associate members. A majority of the Regional Vice Presidents shall be builder members, as to be determined by the Nominations Committee. The Vice President-Secretary and Associate Vice President shall be associate members. During their respective terms of office, all elective officers shall be and remain members in good standing.

- (B) Each elective officer, except the Vice President-Secretary and Associate Vice President, shall have served, prior to their election, not less than one (1) full term as the President of an Affiliated Local Association or Chapter, or actively served for five (5) years on an Affiliated Local Association Board and two (2) years on the Home Builders Association of Virginia Board, and shall be found by the Nominations Committee in its opinion to have demonstrated leadership ability in such service.
- (C) The President shall have served, prior to their election, either (i) not less than two (2) full terms as an elective officer of HBAV or (ii) one (1) full term as an elective officer of HBAV and not less than one (1) full term as a Regional Vice President of HBAV, and the First Vice President-Treasurer shall have served not less than one (1) full term as an elective officer of this HBAV, or one full term as Regional Vice President.
- (D) The Vice President-Secretary shall have served as Associate Vice President, and actively served for two (2) years on the Home Builders Association of Virginia Board, and shall be found by the Nominations Committee in its opinion to have demonstrated leadership ability in such service.
- (E) The Associate Vice President shall have actively served for two (2) years on the Home Builders Association of Virginia Board of Directors, and shall be found by the Nominations Committee in its opinion to have demonstrated leadership ability in such service.
- (F) The State Representative and Regional Vice Presidents shall reside in and be a member of an Affiliated Local Association or Chapter within the geographical area which he represents.
- (G) The Board of Directors shall divide the state into geographical regions for the purpose of naming a Regional Vice President from each such geographic region. Each Affiliated Local Association or Chapter may, no later than thirty (30) days prior to the spring (March) meeting, file with the Nominations Committee the name of an eligible builder or Associate Member of its Local Association or Chapter in good standing for the position of Regional Vice President from the geographic region in which such Affiliated Local Association or Chapter is located.
- (H) A person shall not be elected to the same elective office for more than two (2) full successive terms.

Section 3. ELECTION AND TERM OF OFFICE

- (A) The elective officers, except the State Representative and Regional Vice Presidents, of HBAV shall be nominated and elected annually by the Board of Directors at the spring (March) meeting of the Board of Directors. If the election of such elective officers and Regional Vice Presidents shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be.
- (B) Whenever only one (1) nomination for an elective office from a particular geographic region is presented to the Board of Directors (by the Nominations Committee), election shall be by voice vote. Whenever more than one (1) candidate is presented by the Nominations Committee, the vote shall be by secret ballot. If more than two (2) candidates are nominated-for an elective office a majority of the directors voting shall be necessary to elect, if no candidate receives a majority, a second vote shall be taken on the two (2) leading candidates.

- (C) The State Representative and Regional Vice Presidents shall be elected and shall serve a two-year term. Fifty percent (50%) of the Regional Vice Presidents shall be elected every year.
- (D) Each elective officer and Regional Vice President shall hold office until his successor shall have been duly elected and installed into office.

Section 4. **THE PRESIDENT** The President is the chief elected officer of HBAV. He shall have, but not be limited to the following duties and responsibilities: to conduct the general affairs of HBAV and his office in accordance with law, the Constitution, these Bylaws, and to execute the policies of the Board of Directors and Executive Board, be the principal spokesman of HBAV, both within and without HBAV; preside at meetings of the Board of Directors and Executive Board; recommend to councils and committees objectives and policies, appoint their chairmen and members (except as may otherwise be provided in these Bylaws), direct and coordinate their functions toward the accomplishment of the objectives of HBAV. The President may delegate his duties to other elective officers, but not his responsibility.

Section 5. **FIRST VICE PRESIDENT-TREASURER** In the absence of the President, the First Vice President-Treasurer shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President-Treasurer shall serve as a voting member of the Legislative Committee and perform such duties as from time to time may assigned to him by the President, the Executive Board, or the Board of Directors and as may be assigned by these Bylaws. The First Vice President-Treasurer shall also have general charge of all funds and securities of HBAV; submit to the Board of Directors not less than once each year a statement of the fiscal affairs of HBAV; submit to the Board of Directors prior to each fiscal year (July 1 to June 30 of the following year) an annual budget of anticipated revenues and expenses recommended by the Executive Board and Finance Committee; develop and maintain systems of evaluation regarding the use of HBAV funds and make recommendations accordingly; shall serve as Chairman of the Finance Committee; and in general perform all duties incidental to the office of Vice President/Treasurer and such other duties as from time to time may be assigned to him by the President, the Executive Board, or the Board of Directors as may be appointed by these Bylaws. He and the President shall receive simultaneously with delivery to the Chief Executive Officer a copy of all Audit or Review reports, management reports, and recommendations made by HBAV's independent Certified Public Accountants. An Audit Report or Review Report prepared by HBAV's independent certified accountant shall be received by the President, First Vice President/Treasurer simultaneously with delivery to the Chief Executive Officer every year, or at anytime upon an affirmative vote of the Executive Board.

Section 6. **THE SECOND VICE PRESIDENT** The Second Vice President shall serve as a voting member of the Legislative Committee and perform such duties as from time to time may be assigned to him by the President. The Second Vice President shall also chair the Membership Committee and the HBAV Bylaws Committee.

Section 7. **ASSOCIATE VICE PRESIDENT-SECRETARY** The Vice President-Secretary shall serve as a voting member of the Executive Board and shall have general charge of the minutes of the meetings of the Board of Directors and the Executive Board the reports of all committees, the Articles of Incorporation and all notice in accordance with the provisions of these Bylaws or as required by law; and in general, perform all duties as from time to time may be assigned by the President, the Executive Board, or the Board of Directors and as may be assigned by these Bylaws. He shall also serve as Chairman of the Associates Members Committee.

Section 8. ASSOCIATE VICE PRESIDENT The Associate Vice President shall serve as a voting member of the Executive Board and shall represent the views of the associate members of HBAV and perform any other duties that may be assigned to this office. The Associate Vice President shall serve as Vice Chairman of the Associate Members Committee.

Section 9. STATE REPRESENTATIVE The State Representative shall be the representative of the National Association within the Commonwealth of Virginia. He shall report and recommend solutions to problems ascertained from visits to Affiliated Local Associations and Chapters, advise and counsel Affiliated Local Associations and Chapters concerning services, membership and policies of HBAV; support the policies of HBAV within the Commonwealth; act generally in an advisory capacity with respect to the jurisdiction of Affiliated Local Associations and Chapters in Virginia; perform such duties as are from time to time assigned by the President, the Executive Board or the Board of Directors and as may be assigned by these Bylaws.

Section 10. REGIONAL VICE PRESIDENTS shall act as a liaison with the Affiliated Local Associations and Chapters within their HBAV Region.

Section 11. REMOVAL Any elective officer may be removed by the Board of Directors whenever in its judgment the best interests of HBAV would be served thereby. Such action shall not be undertaken except on complaint approved by two-thirds (2/3) of the total number of members of the Executive Board. Such elective officer shall be given written notice of such complaint not less than twenty (20) days prior to the meeting of the Executive Board or thirty (30) days prior to the meeting of the Board of Directors. At any such meetings, the elective officer shall be afforded reasonable opportunity for defense.

Section 12. VACANCIES

- (A) A vacancy in the offices of First Vice President-Treasurer, Second Vice President, Vice President-Secretary, Associate Vice President, State Representative, or Regional Vice Presidency because of death, resignation, removal, disqualification or otherwise, may be filled by appointment by the Executive Board from among those who meet the qualifications previously stated in these bylaws pending election of successor by the Board of Directors.
- (B) In the event the office of the President is vacant and the First Vice President-Treasurer refuses or is unable to serve as President, then the office of President shall be filled by the Second Vice President; and if the Second Vice President is unable or refuses to serve, the Executive Board shall appoint a Past President from among the last five (5) Presidents (these Bylaws notwithstanding) to serve as President until the next meeting of the Board of Directors or until a President is elected and installed.
- (C) After the Affiliated local associations have been notified, the Nominations Committee shall review and confirm the qualifications of candidates submitted by the Affiliated local associations before candidates are presented to the Board of Directors for a vote.

Section 13. TRAVEL With the approval of the Executive Board, the travel expenses of the President may be reimbursed by HBAV when such travel is performed on HBAV business.

**ARTILE VIII
PROFESSIONAL STAFF**

Section 1. **CHIEF EXECUTIVE OFFICER** The Chief Executive Officers shall be Responsible for the administration and management of the HBAV.

- (A) The Chief Executive Officer shall devote his full time and attention to the faithful performance of his duties to the best of his ability and in the interest of HBAV. He shall conduct the office in accordance with law, the Constitution, the Bylaws and policies of HBAV.

- (B) The Chief Executive Officer shall have, but not be limited to, the following duties and responsibilities:
(1) In relation to the staff, he shall develop and supervise operational plans; develop and maintain an effective plan of organization including relationships within and outside HBAV; employ, train, evaluate and discharge such personnel; compensate staff personnel within the limitations of the budget and salary ranges approved by the Executive Board from time to time; direct the work of the staff, develop and maintain an effective system of control over staff functions, HBAV finances and services. (2) In relation to the Executive Board, he shall recommend long range planning objectives and policies, organization structure for HBAV, persons outside the staff for performance of functions beyond staff resources, system of control over HBAV affairs, approval of staff's functions, goals, and his general appraisal of staff performance. (3) In relation to the elective officers, he shall advise, counsel and assist in the performance of their duties. (4) In relation to other committees, he shall advise, counsel and assist in the accomplishment of their objectives within budgetary limitations. (5) In relation to those outside HBAV, he shall develop and maintain an effective liaison with all branches of Federal and State Government and with related trade groups as to the concerns of the HBAV. (6) In relation to Affiliated Local Associations and Chapters, he shall advise, counsel and assist them in accordance with the policies of this HBAV. (7) In general, he shall perform such other responsibilities as may be designated from time to time by the Executive Board and the President.

- (C) He shall be an ex officio, non-voting member of the Board of Directors, the Executive Board, and all Committees and Councils of the HBAV.

**ARTICLE IX
COMMITTEES AND COUNCILS**

Section 1. **GENERAL PROVISIONS** Except as these Bylaws may provide otherwise, the following provisions shall govern all committees and councils of the HBAV.

- (A) **LIMITATION OF AUTHORITY** No committee or council shall have or exercise the authority of the President in reference to removal of any member of any committee or council unless otherwise provided for in these Bylaws; nor shall it have or exercise the authority of the Board of Directors in reference to removal of any director or officer of the HBAV; amending the Articles of Incorporation; adopting a plan of merger, or adopting a plan of consolidation with another HBAV; authorizing the sale, lease, exchange or mortgage of all or any part of the property and assets of the HBAV, commit the HBAV

to any expenditure not budgeted; authorizing the voluntary dissolution of the HBAV or revoking proceedings therefore; or amending, altering, or repealing any resolution of the Board of Directors.

- (B) **QUALIFICATIONS** All committee members shall be members of the HBAV. Committee Chairmen who have a vote on the Executive Board shall be Builder members or Associate Members of the HBAV. A person shall not be eligible to serve as a chairman of the same committee for more than (2) consecutive terms.
- (C) **APPOINTMENT** Unless otherwise provided for in these Bylaws, the President shall appoint all members and the chairman and vice chairman of each committee and council; provided that, except with respect to chairman and vice chairman, he shall to the extent feasible seek (but shall not be bound by) the advice of the First Vice President-Treasurer, State Representative and Affiliated Local Association and Chapter Presidents.
- (D) **TERMS** Each committee and council member and each chairman of a committee or council shall serve until the summer (Annual) meeting of the Board of Directors at which the designated term expires or until his successor is appointed unless otherwise provided for in these Bylaws.
- (E) **TERMINATION** The President may remove any committee member or committee chairman appointed by the President provided he finds that such removal is in the best interest of the HBAV. Any other committee or council member or committee or council chairman may be removed by the Executive Board for cause after an appropriate hearing. Any such removal from a committee or council shall not prejudice the rights of such person as a member of the HBAV or any other position such person may have in HBAV.
- (F) **RESIGNATION** Any committee or council member or committee or council chairman may resign such position by filing a written resignation with the President.
- (G) **VACANCIES** Any vacancy occurring in a committee or council and any committee or council membership to be filled by reason of an increase in the number of committee or council members may be filled by the President. Unless otherwise provided for in these Bylaws, a committee or council member or a committee or council chairman appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor.
- (H) **REGULAR MEETINGS** Regular meetings of all committees and councils shall be held without other notice than as provided in these Bylaws immediately before and at the same place as the regular meetings of the Board of Directors of HBAV.
- (I) **SPECIAL MEETINGS** Special meetings of a committee or council may be called by the committee or council chairman or two fifths (2/5) of the committee or council members with the approval of the President or by the President. The President may fix the place of the special meeting within the geographic limits of the United States.
- (J) **NOTICE** Notice of any meeting of a committee or council shall be given at least seven (7) days previously thereto by written notice sent by mail, FAX, EMAIL, OR OTHER NORMAL COURSE OF

DOCUMENTED COMMUNICATION used by HBAV at each committee members correct address as shown by the records of HBAV. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. If notice be given by facsimile such notice shall be deemed to be delivered when a confirmation report is received. IF A NOTICE IS GIVEN BY EMAIL, SUCH NOTICE SHALL BE DEEMED TO BE DELIVERED UNLESS A NOTICE OF NON RECEIPT IS ELECTRONICALLY RETURNED TO THE ASSOCIATION.

- (K) **QUORUM** Except as the Board of Directors may provide as to any specific committee or council, twenty-five percent of the committee or council members shall constitute a quorum for the transaction of business at any meeting of the committee or council; but if less than a majority of the committee or council members is present at said meeting, a majority of the committee or council members present may adjourn the meeting from time to time without further notice.
- (L) **MANNER OF ACTING** The act of a majority of the committee or council members present at a meeting at which a quorum is present shall be the act of the committee or council unless the act of a greater number is required by these Bylaws.
- (M) **REPORTS** Committee or council reports shall be submitted regularly by the chairman to the Board of Directors. The acceptance or approval of reports by the Board shall not constitute policy or authorize the expenditure of funds by HBAV.
- (N) **COMPENSATION** Neither committee or council members, nor the chairman of a committee or council, as such, shall receive any stated salaries for their services. By written authorization of the President, however, and subject to the terms and conditions as imposed by the Executive Board, expenses of attendance -- if any -- may be allowed for attendance at a special meeting of a committee or council called by the President which may be limited to less than the entire committee or council membership at the sole discretion of the President.

Section 2. **COMMITTEES** Committees shall investigate study and make recommendations to the Executive Board and the Board of Directors concerning new, continuing or recurring matters relating to the business of HBAV.

- (A) **NUMBER AND TENURE** Unless provided for otherwise by these Bylaws, a committee or council shall consist of members of HBAV each of whose terms shall expire at the HBAV Annual Meeting following appointment.
- (B) **DESIGNATION, JURISDICTION, AND SPECIAL TENURES OF COMMITTEES**

The designation, jurisdiction, and special tenures of committees and councils are as follows:

- (i) **FINANCE** The Finance Committee has jurisdiction over matters relating to the budget of HBAV. The budget of HBAV shall be prepared under the general supervision of, and recommended by the Finance Committee, which shall provide general supervision of the administration of the budget and the reserve funds of HBAV after approval of the Board of Directors. There shall be five (5) members of this committee as may be assigned by the

President with the approval of the Executive Board. The First Vice President-Treasurer shall be the chairman of the committee and serve only during his term of office as First Vice President-Treasurer.

- (ii) EXECUTIVE The Executive Board is provided for in Article V of these Bylaws.
- (iii) MEMBERSHIP The Membership Committee has jurisdiction on matters relating to membership development and retention and any similar membership activities and take up such matters relating to the National Associations relationships with its Affiliated Local Associations and Chapters and the membership as may be assigned to it by the President with the approval of the Executive Board. The State Representative shall serve as a member of this committee.
- (iv) NOMINATIONS The Nominations Committee shall be composed of the most immediate Past President willing and able to serve as Chairman, the Associate Vice President/Secretary, and one (1) voting director from each of the Affiliated Local Associations and Chapters and the HBAV President. The terms of all of the committee members shall expire upon the adjournment of the regular spring (March) meeting of the Board of Directors subsequent to the appointment of the committee members. Appointments to the committee shall be made by the president with the approval of the Executive Board at the first regular meeting of each calendar year of the Executive Board. The committee shall hold its first session no later than 30 days prior to the regular spring (March) meeting of the Board of Directors. The committee shall seek and receive recommendations for candidates for the elective officers from Affiliated Local Associations or Chapters for Regional Vice President for the region in which such Affiliated Local Association or Chapter is located. It shall evaluate and satisfy itself as to the qualifications of each person recommended, shall explain to the person recommended the duties and responsibilities of the elective office for which recommended. If satisfied as to the candidates' qualifications, ability and willingness to perform the duties of the office or Regional Vice President, the Nominations Committee shall present the name of one nominee qualified for each elective office at the regular spring (March) of the Board of Directors. Such nominations shall be distributed to the Board of Directors no later than 20 days prior to the regular Annual meeting of the Board of Directors.

Such notice, however, shall not preclude any other qualified member from running for any elective office. Any qualified member may stand for election for any elective office at the Annual meeting of the Board of Directors by submitting his qualifications and a petition signed by ten members in good standing, (five of whom must be builder members) from his Affiliated Local Association or Chapter to the Chairman of the Nominations Committee no later than 15 days prior to the Annual meeting. The Nominations Committee shall satisfy itself to the qualifications of such person and certify their eligibility to stand for election.

The Nominations Committee shall prepare a set of guidelines to be followed by each candidate seeking election. Such guidelines shall include, but not necessarily be limited to, the amount of money to be spent on the campaign, the conduct of the campaign at the spring (March) meeting of the Board of Directors, etc. These guidelines shall be delivered to each candidate.

- (v) **PAST PRESIDENTS** There may be a Past Presidents Committee. The committee shall be comprised of Past Presidents of HBAV and they shall establish the rules of procedure for the transaction of the committee's business. The chairman of the committee shall be the most immediate Past President willing and able to serve. The committee shall make reports and recommendations on subjects of interest and concern to HBAV and may perform such other tasks as may be asked of them by the Executive Board or the Board of Directors. It shall periodically report to the President and Executive Board its recommendations, if any, for HBAV policy.
- (vi) **LEGISLATIVE/REGULATORY** The Legislative/Regulatory Committee shall monitor all state legislation and state regulation, existing and proposed, affecting housing and recommend policy positions on such legislation or regulation for the HBAV; develop and improve legislative and regulatory information dissemination programs for the members; oversee legislative contact program and recommend improvements as may be necessary. The First Vice President-Treasurer and Second Vice President of the HBAV shall serve as voting members of this committee. The chairman of this committee shall be appointed by the President of HBAV. The terms of each member of the Legislative Committee shall be June 1 to June 30 of the following year.

The HBAV's Legislative/Regulatory Committee's representation is as follows:

1. Vice President of HBAV – 1 vote.
2. Chairman of Legislative Committee – 1 vote.
Appointed by HBAV President to serve July 1 through June 30 of each year. He may serve for two consecutive years only.
3. Vice Chairman of Legislative Committee – 1 vote.
Appointed by HBAV President to serve July 1 through June 30 of each year. He may serve for two consecutive years only.
4. Multi-family and Business Properties Representative – 1 vote.
5. Representation by each Affiliated Local Association is as follows:

One (1) voting member, excluding the members listed above for each one hundred (100) members of each Affiliated Local Association, plus one (1) additional member for every fifty (50) members over one hundred (100) members. No Affiliated Local Association may have more than five (5) members.

A. Representation by the Affiliated Local Associations will be determined by the membership figures received from NAHB each year as of April 30.

An Affiliated Local Association would be entitled to an additional vote in the month following a change in membership category. HBAV will notify the Affiliated Local Association of the change and the local president will submit, in writing, the name of the additional voting member.

At least half of the voting members from a Affiliated local association must be Builder Members.

Each Affiliated local association may designate alternate committee member(s) to represent it and vote in the absence of its designated voting member(s).

Participation is encouraged from other members of HBAV, local executive officers, and local staff directors.

- (vii) HALL OF FAME COMMITTEE The Hall of Fame Committee shall be appointed by the President and shall be composed of not less than seven (7) members of HBAV Hall of Fame, no more than two (2) of whom shall be from the same Affiliated Local Association or Chapter. The committee shall nominate outstanding individuals who have made unusual service contributions to the building industry over a significant period of time, and who exemplify the ethics and ideals of the building industry, and shall induct such persons into the Virginia Housing Hall of Fame upon the approval of the Executive Board. The rules and guidelines for inductees shall be subject to the approval of the Executive Board.
- (viii) EXECUTIVE OFFICERS COUNCIL There shall be an Executive Officers Council whose membership shall include all Executive Officers of those Affiliated Local Associations and Chapters of HBAV. The Council shall designate a representative to serve on the Executive Board at their meeting held in conjunction with the summer (June) Board of Directors meeting.
- (ix) MULTI-FAMILY & BUSINESS PROPERTIES COMMITTEE The Multi-Family and Business Properties Committee coordinates the flow of relevant information between HBAV and local councils throughout Virginia; addresses legislative and other issues on a statewide basis which affect local councils; provides the impetus for appropriate programs and seminars for apartment owners and managers throughout Virginia; works with other components of HBAV on monitoring pertinent activities of federal, state and local government agencies and bodies with an interest in the multi-family area. The committee chairman shall serve as a voting member of the Legislative/Regulatory Committee.
- (x) COMPENSATION The Compensation Committee shall have the responsibility to negotiate and administer the contract of the Chief Executive Officer of the Home Builders Association of Virginia. The obligations of the contract shall be included in the annual budget that must be approved by the Executive Board and the Board of Directors. The committee shall consist of the President, the Immediate Past President and the First Vice President-Treasurer and any member appointed by the President. The HBAV Chief Executive Officer may appoint a member to represent his interest.

- (xi) **BYLAWS COMMITTEE** The Bylaws Committee shall review the current bylaws of the Home Builders Association of Virginia and shall report any proposed changes to the Executive Board and Board of Directors by the spring meeting. The committee shall consist of the Second Vice President as chairman, the Regional Vice Presidents, and any appointees of the President.
- (xii) **STRATEGIC PLANNING COMMITTEE** A Strategic Planning Committee shall update the Strategic Plan of HBAV no less than once every five years. The Executive Board shall consistently monitor the Strategic Plan of HBAV. The President shall appoint the members of the Strategic Planning Committee. It shall be composed of an appropriate blend of Past Presidents, Local Presidents, Associate Members, Executive Officers and the sitting Elective Officers.

Section 3. SPECIAL COMMITTEES Special committees shall study and investigate immediate or non-recurring matters relating to the purposes or business of HBAV.

- (A) **APPOINTMENT** Special committees may be created by the President, who shall define authority and duties upon approval or ratification of the Executive Board.
- (B) **NUMBER AND TENURE** A special committee shall consist of not less than three (3) members appointed by the President; provided, however, that any member of HBAV in good standing may attend and participate in any matters at any meeting. A special committee and membership thereon terminates upon the adjournment of the summer (June) meeting of the Board of Directors.

ARTICLE X GENERAL PROVISIONS

Section 1. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

- (A) **CONTRACTS** The President, the Chief Executive Officer, or any other officer of HBAV duly authorized by them, or by these Bylaws, to act for them in a specific instance, may execute contracts. The Board of Directors may also authorize any officer or officers, agent or agents of HBAV, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of HBAV, and such authority may be general or confined to specific instances.
- (B) **DRAFTS** Drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of HBAV shall be signed by the First Vice President-Treasurer and countersigned by the President or the Chief Executive Officer of HBAV, or they may be signed by such officer or officers, agent or agents of HBAV and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- (C) **CHECKS** The following officers of HBAV and any other officer or officers of HBAV as from time to time may be authorized by resolution of the Board of Directors shall have authority to sign checks for and on behalf of the HBAV: President, First Vice President-Treasurer, Chief Executive Officer and Second

Vice President. The signature of any one (1) of the foregoing persons shall be necessary on all checks drawn on account of the HBAV.

- (D) **DEPOSITS** All funds of HBAV shall be deposited to the credit of the HBAV in such banks, trust companies or other depositories as the Executive Board may authorize.
- (E) **GIFTS** The Executive Board may accept on behalf of HBAV any contribution, gift, bequest or device for the general purposes or for any special purpose of the HBAV.
- (F) **BONDING REQUIREMENTS** The First Vice President/Treasurer, and other officers or members of the staff authorized by the Executive Board to handle the funds of this HBAV shall furnish a bond at the expense of HBAV in such amount as the Executive Board shall determine.
- (G) **APPROVED BUDGET** The Board of Directors, prior to the beginning of a fiscal year, shall adopt an annual budget for the fiscal year. HBAV shall function within the totals of each such budget. Any motion requiring the expenditures of funds in excess of the approved budget shall be referred to the Finance Committee and Executive Board for recommendation prior to submission to the Board of Directors. Upon recommendation of the Finance Committee, the Executive Board may reallocate portions of the budget within the total amount budgeted for the fiscal year.
- (H) **RESERVE FUNDS** In preparing the budget, the Finance Committee and Executive Board may recommend to the Board of Directors, as part of the budget, such reserve funds for the future operation of the HBAV as they shall deem necessary and desirable in the prudent administration of the HBAV's financial affairs. No expenditures may be made from such reserve funds except upon recommendations of the Finance Committee and Executive Board and upon approval of the Board of Directors. In the absence of a favorable recommendation of the Finance Committee and Executive Board for such expenditures, such fund or funds may be used for such purposes as may be approved by a two-thirds (2/3) vote of the Board of Directors.

Section 2. **BOOKS AND RECORDS** HBAV shall keep correct and complete books and records of account.

Section 3. **FISCAL YEAR** The fiscal year of HBAV shall begin on the first day of July and end on the last day of June of the following year.

Section 4. **REPRESENTATION OF THE ASSOCIATION**

- (A) No committee or member thereof shall assume to represent HBAV or any committee thereof before any legislative body, in any court or before any other tribunal, unless authorized to do so by the Board of Directors or by the Executive Board. Whenever representation requires the filing of any brief, other than a brief filed with a Legislative Committee, a substantial copy of the proposed brief shall, before it is filed, be submitted to and approved by the Executive Board or such of its members as the Executive Board may designate to act for it.

(B) No report, recommendation, or other action of any committee or council thereof, or of any committee or council of HBAV, shall be considered as the action of the HBAV unless and until it shall have been approved or authorized by the Board of Directors or by the Executive Board. No committee or council of the HBAV, or any member of any such committee or council, shall release any report of such committee or council to the public before the same is distributed to the Board of Directors or the Executive Board as required by the Bylaws. This is not to be construed as limiting the customary news distributions of the HBAV through its Public Relations Department.

Section 5. SEAL The Board of Directors shall provide an HBAV seal, which shall be in the form of a circle and shall have inscribed thereon the name of the HBAV and the word "Seal" in the center thereof, and the same is adopted as the corporate seal of the HBAV.

Section 6. OFFICIAL EMBLEM The Board of Directors shall adopt an official emblem for the exclusive use of this HBAV, its Affiliated Local Associations and Chapters and its members in good standing.

Use of the emblem by a member shall be confined to identifying him as a member in good standing of HBAV. The Emblem may not be used in any manner or position as to denote or imply any endorsement by this HBAV of a member's product or services, and use of the emblem may not be conveyed by a member to another member, or non-member, for any purpose whatsoever. The Executive Board shall have the authority to limit or restrict the use of the emblem from time to time as it deems proper. Misuse of the emblem shall constitute grounds for revocation of membership.

Section 7. WAIVER OF NOTICE Whenever any notice is required to be given under the provisions of law, or under the provisions of the Constitution or by the Bylaws of HBAV, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8. RULES OF ORDER The rules contained in Robert's Rules of Order, Revised shall govern this HBAV in all cases to which they are applicable, including meetings of the Board of Directors if not inconsistent with these Bylaws or other special rules which may be adopted by HBAV from time to time.

ARTICLE XI AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed at any regular or special meeting of the Board of Directors, provided a quorum, as defined by Article VI, Section 5, is present, by a two-thirds (2/3) vote of the Board members entitled to vote and present at such meeting. A summary or the substance of the proposed amendment(s) to these Bylaws shall be submitted in writing to each member of the Board of Directors and each Affiliated Local Association and Chapter at least thirty (30) days before the meeting at which action shall be taken thereon.