

**BY-LAWS OF THE  
EASTERN PANHANDLE  
HOME BUILDERS ASSOCIATION, INC.**  
As adopted/updated on January 8, 2014

ARTICLE I

- Sec. 1. The name of this Association shall be the "Eastern Panhandle Home Builders Association, Inc."
- Sec. 2. The principal office of this Association shall be located at 430 Randolph Street, Martinsburg, WV 25401, or such other place as the Board of Directors may from time to time designate.
- Sec. 3. This Association is and shall be an affiliated association of the National Association of Home Builders of the United States and the Home Builders Association of West Virginia and shall abide by their respective By-laws as amended from time to time.
- Sec. 4. The operations of this Association shall be conducted in the territory assigned to its jurisdiction, now and hereafter, by the National Association of Home Builders.

ARTICLE II -- PURPOSES

- Sec. 1. The purposes of this Association shall be:
- (A) To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation;
  - (B) To collaborate with all fields related to the residential building industry within the Association's jurisdiction for the benefit of the industry as a whole;
  - (C) To comply with all laws, federal, state and local;
  - (D) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Home Builders Association of West Virginia;
  - (E) To operate without profit and no part of the income of the Association shall enure to the benefit of any individual member; and
  - (F) To build quality housing at reasonable prices for all residents of the Eastern Panhandle.

ARTICLE III -- MEMBERSHIP

Sec. 1. CLASSES OF MEMBERS. Membership in this Association shall be of three classes:

- (A) BUILDER MEMBERSHIP which shall be open to any person, firm or corporation that is, or has been, in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community; or in land development; and who transacts such business, or resides, within the territorial jurisdiction of this Association; is of good character and business reputation; agrees to abide by the provisions of the By-laws of this Association, subscribes to the purposes of this Association, and meets with the approval of the Board of Directors.
- (B) ASSOCIATE MEMBERSHIP which shall be open to any person, firm or corporation engaged in any allied trade, industry or profession within the territorial jurisdiction of this Association; who is of good character and business reputation; agrees to abide by the provisions of the By-laws of this Association, and meets with the approval of the Board of Directors.
- (C) AFFILIATE MEMBERSHIP which shall be open to any employee or partner of an existing Builder or Associate member of this Association; who is of good character and business reputation; agrees to abide by the provisions of the By-laws of this Association, and meets with the approval of the Board of Directors.

Sec. 2. ACCEPTANCE OF MEMBERS.

- (A) Applicants for membership shall apply in a form satisfactory to the Board of Directors, and meet such other requirements as the Board may from time to time prescribe.
- (B) Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association of Home Builders of the United States and the Home Builders Association of West Virginia, and while in good standing shall be entitled to the full benefits, services and privileges of the respective Associations.

Sec. 3. SUSPENSION AND REVOCATION OF MEMBERSHIP.

- (A) The Board of Directors, by a two-thirds vote, may suspend or revoke the membership of any member (a) for failure to meet his financial obligations to the Association, or (b) for conduct detrimental to the Association. The member shall be given at least thirty days advance notice of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.
- (B) A vote of two-thirds of the Board shall be required to reinstate any membership suspended or revoked under this Section. Reinstatement shall be subject to such terms and conditions as the Board of Directors may impose.

Sec. 4. MEETINGS OF THE MEMBERSHIP.

- (A) An annual meeting of the membership of this Association shall be held in November each year, or at such other time as the Board may designate, for the express purpose of announcing the election results of the officers and Board of Directors of the Association, and for taking up such other matters as may properly come before the general membership.
- (B) Regular meetings of the general membership of this Association shall be held on a bi-monthly basis beginning in January, or as otherwise determined by the Board of Directors.
- (C) Special meetings of the membership of this Association may be called by the President or, if requested in writing, by a majority of the members of the Board of Directors.
- (D) Notice shall be given of the date, hour and place of all meetings to each member at least seven (7) days in advance.

ARTICLE IV -- INITIATION FEE AND DUES

- Sec. 1. DUES. The dues of this Association shall be determined by a majority vote of the board of directors provided that proper notice for the meeting is given and a quorum is present.

- (A) These dues shall include those required for membership in the National Association of Home Builders of the United States and the Home Builders Association of West Virginia which shall be collected and remitted in accordance with the requirements of the National and State Associations, as provided for from time to time.

#### ARTICLE V -- BOARD OF DIRECTORS

Sec. 1. COMPOSITION AND AUTHORITY.

The Association shall elect up to seven local directors, the majority of whom shall be Builder Members. Affiliate Members shall be eligible to serve on the Board of Directors provided that no more than two members from the same company are on the board at any one time. The Board of Directors shall be the governing body of the Association. A Director so elected shall hold office for a term of one (1) year beginning January 1 and continuing through December 31 or until their successors are elected and duly qualified. The Board of Directors shall be the policy and steering committee of this Association and shall be responsible for establishing a budget and for all matters of policy and public statement.

Sec. 2. EX-OFFICIO MEMBERS.

The President, Vice President, Associate Vice President, Secretary, Treasurer, Immediate Past President, National Director(s), State Directors and Area Vice President shall be ex-officio members of the Board of Directors with full voting privileges.

Sec. 3. LIFE DIRECTORS.

A member in good standing who has served on the Board of Directors for five consecutive years or more may qualify as a Life Director with full voting privileges.

Sec. 4. CHAIRMAN.

The President shall be the Chairman of the Board of Directors. The Chairman shall not vote at any meeting of the Board of Directors except in the

event that a tie vote is cast, in which case the Chairman shall have the deciding vote. In the absence of the President, the Board shall elect a Chairman from among those present.

Sec. 5. VACANCIES.

Vacancies on the Board of Directors, other than Immediate Past President, which are caused by disability, death, or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will serve until the next Annual Meeting of the Membership.

Sec. 6. NATIONAL AND STATE DIRECTORS.

The Board shall prescribe the method of selection of any National and State Directors, Alternate Directors, or Area Vice President to which the Association is entitled under the provisions and conditions prescribed in the By-laws of the National and State Associations. Members holding national or state positions may also serve as officers or directors of the local association.

Sec. 7. MEETINGS. Meetings of the Board of Directors shall be held as follows.

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

Sec. 8. VOTING. A simple majority vote shall be deciding of an issue provided a quorum is present.

Sec. 9. QUORUM. The presence of five Directors at any meeting shall constitute a quorum. More than 50% of the quorum must be composed of local directors and officers.

Sec. 1. The following officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of one (1) year beginning January 1 and continuing through December 31 or until their successors are elected and duly qualified:

- (A) A President, who shall be a Builder or Associate Member of the Association.

The President shall be the chief officer of this Association and shall preside at its meetings and those of the Board of Directors. The President shall be the Official spokesman of this Association in matters of public policy. He/She shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties usual to such office.

- (B) A Vice-President, who shall be a Builder Member of the Association.

The Vice-President shall perform such duties as are assigned to him/her by the President. He/She shall, in the absence of the President, or upon his/her direction, perform all of the duties of the President.

- (C) An Associate Vice-President, who shall be an Associate Member of the Association.

The Associate Vice-President shall perform such duties as are assigned to him/her by the President.

- (D) A Treasurer, who may be either a Builder Member or an Associate Member.

The Treasurer shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a report at each meeting of the Board of Directors and an annual report to the Membership. Upon direction of the President he may perform other duties appropriate to this office.

- (E) A Secretary, who may be either a Builder Member or an Associate Member.

The Secretary shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of special committees. Upon direction of the President he may perform other duties appropriate to this office.

Sec. 2. SUCCESSION OF OFFICE.

- (A) In the event of the absence, disability, resignation, or death of the President, then the Vice President shall act as President of the Association. Should neither the President nor the Vice President be able to serve for any of the foregoing reasons, then the Treasurer shall act as President. If the treasurer should be unable to serve for any of the foregoing reasons, then the Secretary shall act as the President. The officer so designated to act as President shall serve until such time as the Board of Directors names from its members a President to fill out the unexpired term.
- (B) In the event of a vacancy, other than in the office of the President, the Board of Directors shall name from among its members a successor to fill out the unexpired term.

ARTICLE VII -- VOTING, QUORUMS

- Sec. 1. All members of the Association in good standing shall be entitled to vote at meetings of the Membership except as may be provided in other Sections of these By-laws. Builder, Associate or Affiliate members in the Association shall be entitled to one (1) vote which shall be cast by a duly designated representative.
- Sec. 2. A simple majority vote shall decide an issue provided a quorum is present.
- Sec. 3. The presence of one-third of the members in good standing at a meeting of the Membership shall constitute a quorum.

ARTICLE VIII -- ELECTIONS

- Sec. 1. (A) There shall be a Nominating Committee comprised of the Immediate Past President,

who shall serve as chairman, and two members appointed by the President. Appointment of the Nominating Committee shall be made and notice of the election shall be given to the membership at least 25 days in advance.

(B) The Nominating Committee shall solicit the membership, consider recommendations, and shall nominate at least one candidate for each office to be filled. The Committee may resolve questions relating to the nomination of candidates, suggest rules or procedures for elections and upon direction of the President perform other appropriate duties.

Sec. 2. (A) The Association Officers and Directors shall be elected by ballot which will be sent to all members by the first Monday in November and returned by the second Monday in November. If there is more than one nomination for an office or director, the nominee with the majority of votes shall be elected.

#### ARTICLE IX -- COMMITTEES

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

Sec. 2. The Chairman and members of all Committees of the Association shall be appointed by the President, with the consent of the Board of Directors, except as otherwise specifically provided in these By-laws.

Sec. 3. A President may, with the consent of the Board of Directors, remove the Chairman or members of any committee appointed pursuant to this Article.

Sec. 4. Special committees may be appointed by the President as he may from time to time deem advisable.

Sec. 5. Meetings of all committees shall be upon the call of the Chairman.



- Sec. 6. A simple majority vote in the committee shall decide an issue provided a quorum is present.
- Sec. 7. The presence of one-half of the committee members at a meeting shall constitute a quorum.

#### ARTICLE X -- FINANCES

- Sec. 1. The fiscal year of this Association shall be the year commencing on the first day of January and terminating on the last day of December.
- Sec. 2. The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors.
- Sec. 3. Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors. Payment from the funds of the Association shall be made on the signature of any two of the four officers of the Association, or on the signature of any one officer, plus the Executive Officer.
- Sec. 4. There shall be an Audit Committee comprised of the Treasurer, who shall serve as chairman, and two members appointed by the President. The Audit Committee shall examine all records relating to the Association's finances and present a report at the Annual Meeting.

#### ARTICLE XI -- RULES OF PROCEDURE

- Sec. 1. Roberts' Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these By-laws.

#### ARTICLE XII -- AMENDMENTS

- Sec. 1. These By-laws may be amended by a majority vote of the board of directors present at a board meeting provided (a) the attendance at such meeting constitutes a quorum, and (b) that a copy of any proposed amendment shall have been mailed to each member of the Association at least twenty-five days in advance of a board meeting.

#### ARTICLE XIII -- ADMINISTRATIVE OFFICES

- Sec. 1. An Executive Officer may be employed by the Board of Directors at such rate of compensation as it deems fair and proper. In the event the Executive Officer is a member of this Association, such fair compensation shall not be deemed to violate the provisions of Article II, Section 1, subsection (E) of these By-laws.
- Sec. 2. The Executive Officer shall serve as the chief administrative officer of this Association. The Executive Officer shall perform the duties and responsibilities delegated to him by the Board of Directors and all other functions usual to such office.
- Sec. 3. The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors. The rates of compensation shall be those that the Board may deem fair and proper, within the limitations of the fiscal budget.

#### ARTICLE XIV -- MEMBERSHIP CARD AND EMBLEM

- Sec. 1. This Association may use on all its stationery and literature the official emblem of the National Association of Home Builders.
- Sec. 2. Members of this Association may use on their stationery and literature the Official Emblem of the National Association of Home Builders of the United States.

#### ARTICLE XV -- NOTICES

- Sec. 1. Members shall furnish the Executive Officer with their official addresses. Sending any notice to the last known official address shall be deemed service of such notice or notices upon them as of the date notice is sent.