

**BYLAWS**

**HOME BUILDERS ASSOCIATION OF GEORGIA**



**Updated 09/09/2021**

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**BYLAWS  
HOME BUILDERS ASSOCIATION OF GEORGIA**

**ARTICLE I  
NAME, LOCATION, AFFILIATION AND JURISDICTION**

**Sec. 1 Name.** The name of this organization shall be the Home Builders Association of Georgia (HBAG), a non-profit association incorporated by the State of Georgia.

**Sec. 2 Location.** The principal office of this Association shall be located at a location in the State of Georgia as designated by the Board of Directors.

**Sec. 3 Affiliation.** This association is and shall be an affiliated association of the National Association of Home Builders of the United States (NAHB) and shall abide by its respective bylaws as amended from time to time.

**Sec. 4 Jurisdiction.** The jurisdiction of this Association shall be all land within the geographical boundaries of Georgia.

**ARTICLE II  
MISSION AND PURPOSES**

**Sec. 1 Mission.** The Home Builders Association of Georgia is a trade organization dedicated to creating, promoting and protecting an ongoing successful environment for affordable quality housing in order to benefit its members and the citizens of Georgia. The Association is committed to offering opportunities for the membership to improve their abilities to conduct their business with integrity. The Association encourages member involvement in assisting their communities to meet the need for affordable quality housing.

**Sec. 2 Purposes.** The purposes of this association shall be:

- (a) To associate the builders and allied businesses within the State of Georgia;
- (b) To serve its membership by increasing their abilities to conduct their individual businesses successfully with integrity;
- (c) To foster and create a successful environment for housing;
- (d) To encourage involvement by the members in assisting the state and their individual communities to meet the needs for affordable quality housing;
- (e) To assist in the accomplishment of the mutual objectives of HBAG and NAHB;
- (f) To comply with all laws, federal, state and local; and
- (g) To operate without profit so that no part of the income of this association shall inure to the benefit of any individual member.

## **ARTICLE III MEMBERSHIP**

**Sec. 1 Classes of Membership.** Membership in HBAG shall be open to persons qualifying under the following classifications:

**(a) Builder Members.** Any individual representing a business entity engaged in the construction or reconstruction of homes, apartments, schools, commercial, industrial or other structures normally related and appurtenant to a community; or in land development; and who either:

(1) Has been accepted as a builder member in good standing of any affiliated local association or chapter.

(2) Operates in an area not within the territorial jurisdiction of any affiliated local association or chapter. Such a member shall be known as a member-at-large: And shall be eligible to be a builder member.

**(b) Associate Members.** Any individual representing a business entity who is or has been engaged in a trade, industry, or profession related to the building industry and not inconsistent with the objectives of this association and who either:

(1) Has been accepted as an associate member of an affiliated local association or chapter.

(2) Operates in an area not within the territorial jurisdiction of any affiliated local association or chapter. Such a member shall be known as a member-at-large: And shall be eligible to be an associate member;

**(c) Affiliate Members.** Any individual that is an employee of a business entity in good standing with an affiliated local association or chapter, and with the State association, and that has been accepted and approved as an Affiliate Member in their local association or chapter. The initial term of such membership shall begin on the date of enrollment, as set forth elsewhere within these Bylaws, but shall expire concurrent with that of the represented business entity, and subsequent terms will coincide with those of the represented business entity.

**(d) Honorary Members.** Any individual designated by vote of the members of the Board of Directors at any meeting, at which there is a quorum present, for distinguished services rendered to the industry and/or this association may be eligible for an honorary membership. All terms of such membership shall be at the discretion of the Board of Directors at the time of election.

**(e) Other Memberships.** The Board of Directors of this Association may from time to time at its discretion set up other classes of membership for special recognition or other purposes.

**Sec. 2 Mutual Memberships.**

**(a) Simultaneous Memberships.** It shall be a condition of membership in this association that all members shall simultaneously become members of NAHB and of the jurisdictional affiliated local association or chapter

if one exists.

**(b) Unreported Memberships.** As is pursuant to the bylaws of NAHB, no affiliated local association or chapter may hold a separate membership list or membership classification not reported directly to HBAG and NAHB.

**Sec. 3 Acceptance of Members.** Individuals representing business entities shall become members of HBAG when:

**(a)** Approved and accepted by an affiliated local association or chapter and upon payment of dues to HBAG.

**(b)** Approved as a Member at Large and accepted by the First Vice President and Vice President Secretary/Treasurer and HBAG has received payment of dues.

**Sec. 4 Classification Assignment.** Membership class shall be assigned by the affiliated local association or chapter, or by the First Vice President and Vice President Secretary/Treasurer for members-at-large at the time of membership approval. HBAG will recognize the revised class of membership as reported by a local association. Local associations or chapters shall not report a member into a membership class for which they do not qualify.

**Sec. 5 Voting Rights and Privileges.**

**(a) Builder and Associate Members.** Each builder and associate member shall have the right to one (1) vote per membership. The vote shall be cast by the designated voting representative and shall also have the right to hold such offices as are afforded their classes of membership in accordance with these bylaws. All members shall be entitled to such other rights and privileges as set forth by the Board of Directors of HBAG and NAHB except as provided for in this section or specifically set forth elsewhere in the bylaws.

**(b) Affiliate Members.** Affiliate members shall have the rights and privileges afforded the class of membership of their employer. For purposes of these Bylaws, the term “Builder member” shall also apply to Affiliate members employed by Builder members, and the term “Associate member” shall also apply to Affiliate members employed by Associate member firms.

**(c) Honorary and Other Members.** Honorary and other memberships so designated by the Board of Directors in accordance with Article III, Section 1 shall only be entitled to such services and privileges as the Board sets out in the granting of the membership for such length of time as the Board designates. The services and privileges of honorary and other memberships are non-transferable.

## **ARTICLE IV AFFILIATED LOCAL ASSOCIATIONS AND CHAPTERS**

**Sec. 1 Acceptance.** Any organized group of home builders in the state of Georgia who are engaged in residential construction or in a related industry, profession, or trade working for similar purposes shall be affiliated when:

(a) The group has met all the required conditions and been granted a jurisdictional territory and charter by NAHB.

(b) The affiliating local association or chapter agrees to abide by NAHB and HBAG bylaws as amended from time to time.

**Sec. 2 Qualifying.** To qualify as an affiliated local association or chapter, a group must submit to NAHB an application for affiliation and meet all other requirements for affiliation with NAHB according to its bylaws.

**Sec. 3 Jurisdiction.** The jurisdiction of each affiliated local association or chapter shall be as defined in its charter from NAHB or as amended by NAHB's Board of Directors.

(a) HBAG will recognize only jurisdictional territories as assigned or amended by NAHB.

(b) An affiliated local association or chapter shall have sole authority to accept members within its assigned jurisdictional territory and to set local policy, pursuant to the authority vested in these bylaws.

(c) The territory assigned to any affiliated local association or chapter may be reviewed by the Board of Directors of HBAG at any time for recommendations to NAHB.

**Sec. 4 Privileges and Responsibilities.** An affiliated local association or chapter shall immediately, upon affiliation, have all the privileges and responsibilities provided by these bylaws.

## **ARTICLE V DUES**

**Sec. 1 Annual Dues.** The dues of HBAG shall be paid annually, in advance, in an amount to be established by a resolution of the Board of Directors. This resolution shall set dues for all membership classifications approved by the Board of Directors and must include the following:

(a) Builder and associate members of any affiliated local association or chapter;

(b) Builders and associate members who are members-at-large of this Association;

(c) Affiliate members of any affiliated local association or chapter.

(d) **Honorary members.** The terms of an honorary member shall be set by the Board of Directors at the time of election.

**Sec. 2 Assessments.** In addition to dues, the Board of Directors may at its discretion assess against each member or any one classification of members an additional charge. The Board of Directors shall set the sum, due date, and uses of funds at its discretion.

**Sec. 3 Dues Period.** The dues period of all classes of membership shall begin



with the date of enrollment and expire on the last day of the 12th month thereafter, except as prescribed for Affiliate members in Article III, Section 1. (c) The date of enrollment shall be the first day of the month in which the membership was reported to NAHB.

**Sec. 4 Payment of Dues.**

(a) Each affiliated local association or chapter shall report to this Association the names, mailing addresses and classifications of all members of the local association or chapter and remit the annual dues payable to this Association for members of each classification.

(b) The annual dues of members at large shall be paid directly to this Association by the member.

(c) Payment of dues to this Association for new memberships for a succeeding 12-month period, beginning with the anniversary date to their respective enrollments, shall accompany the report of such renewals.

**Sec. 5 Default and Termination.** When any member of any class of membership shall be in default in the payment of dues for a period of two months, their membership shall thereupon be automatically terminated.

**ARTICLE VI  
BOARD OF DIRECTORS**

**Sec. 1 Powers.** Unless otherwise reserved to the members or others by law or these bylaws, the Board of Directors shall supervise, control, and direct the affairs of HBAG; shall determine its policies and actively pursue its purposes; authorize the use of the Association's name to outside entities and coalitions; and determine disbursement of funds.

**Sec. 2 Composition.** The Board of Directors shall be composed of the following:

(a) The President;

(b) The First Vice President;

(c) The Associate Vice President (an associate member);

(d) The Vice President Secretary/Treasurer;

(e) The State Representative

(f) The one (1) builder member appointed by the President to the Executive Committee and confirmed by the Board of Directors;

(g) (1) The two (2) associate members elected by the Associates Council and confirmed by the Board of Directors, and;

(2) The immediate Past Associate Vice President.

(h) Each association may elect (1) one member to the Board of Directors for the first 250 builder members and (1) additional member for builder membership from 251 to 500 and one (1) additional member for builder membership of 501 and above. Elected directors must be reported to the HBAG Executive Vice President or Vice President Secretary/Treasurer in writing with

the name and address of each director at least forty-five (45) days in advance of the Annual Meeting of the Members.

(i) The HBAG NAHB Delegate

(j) The HBAG Alternate NAHB Delegate

(k) The NAHB Associate Delegate;

(l) Past Presidents of this Association who are members in good standing.

(m) The Executive Vice President shall be an ex-officio, non-voting member of the Board of Directors.

(n) The associate members serving on the Executive Committee who are not otherwise on the Board of Directors.

**Sec. 3 Alternates.** Alternate Directors may be designated for each director by the appropriate body for the following directorships:

(a) Local Association Presidents;

(b) Elected Local Association Directors;

(c) Directors-at-large.

**Sec. 4 Term.** The term of office for a Director of this Association shall be one year beginning with HBAG's fiscal year or until a successor is duly elected.

**Sec. 5 Vacancies.** Vacancies occurring among the following Board of Directorships shall be filled in the following manner:

(a) Local Association Directors shall be replaced by their alternate director affiliated local association or chapter and the name and address of the new Director reported in writing to the Executive Vice President or Vice President/Secretary of this Association forty-five (45) days in advance of the next regular meeting of the Board of Directors.

(b) Other directors shall be replaced in accordance with established procedures.

**Sec. 6 Qualifications.** A member of the Board of Directors or Alternates must be the member company's voting representative as reflected in the most recent NAHB roster and a member in good standing of this Association.

**Sec. 7 Voting Privilege.** Each member of the Board of Directors shall be entitled to one vote.

**Sec. 8 New Directorships.** A local affiliated association or chapter may elect additional directors to fill seats created by an increase in builder membership provided the association notifies the Executive Vice President or Vice President Secretary/Treasurer of this Association in writing forty-five (45) days in advance of the next regularly scheduled Board meeting of the increase in membership, and provide names and addresses of the newly elected directors.

**Sec. 9. Attendance.** The office of any director other than a Past President absent from two consecutive regular meetings of the Board of Directors, and not

represented by an Alternate Director at either meeting, shall be automatically vacant.

**Sec. 10 Excused Absence.** Directors may be excused from a Board of Directors meeting by contacting the President, Vice President Secretary/Treasurer, or Executive Vice President prior to the start of the meeting.

## **ARTICLE VII MEETINGS**

### **Sec. 1 The Board of Directors.**

**(a) Regular Meetings.** The Board of Directors shall meet at the set dates approved at the Annual Meeting of the Membership. The time and place of each meeting shall be determined by the Board of Directors. In the event the Board of Directors does not set a meeting date and place three months in advance of each meeting, the Executive Committee or the President may set the date and place provided it is within the boundaries of the State of Georgia. At least thirty (30) days advance notice of each meeting shall be provided to each director of the board prior to the meeting.

**(b) Special Meetings.** The Board of Directors may be called to a special meeting by the President, the Executive Committee, or by petition of at least twenty percent (20%) of the voting board members to the Vice President Secretary/Treasurer or Executive Vice President. At least ten (10) days' notice to each member of the board must be given as to time, place, and/or conference call or web conference time with the purpose of such special meetings. The purpose shall be set by the party calling the meeting. The time and/or place shall be determined by the President or the Executive Committee.

**(c) Quorum.** A quorum of at least one-third (1/3) of the entire Board of Directors must be present before the board can officially conduct business. Alternate and substitute directors shall count only if qualifying under Article VII, Section 1(d).

**(d) Alternate Directors.** In the absence of a director, an alternate director from the same affiliated local association or chapter and present at the meeting, may serve as the director. Alternates shall be designated by the affiliated local association or chapter over the signature of that association's President, Vice President, Vice President /Secretary, or Executive Officer.

**(e) Majority Vote.** A majority vote shall be considered any vote where greater than half (1/2) of the directors of a quorum cast a vote in agreement. A majority shall be required to determine any question unless otherwise specifically provided by these bylaws.

### **Sec. 2 Meetings of the Membership.**

**(a) Annual Meeting.** There shall be an annual meeting of the membership during the fall Board of Directors' Meeting held at such time and place as is designated by the Board of Directors. At this annual meeting, the membership shall set the dates for the meetings of the upcoming fiscal year, elect

officers, HBAG National Directors, and make national nominations in accordance with these bylaws for the coming year. Other meetings of the membership may be called by the Board of Directors of this Association, or for mid-year elections pursuant to Article IX, Section 15.

**(b) Notice of Meetings.** There shall be at least thirty (30) days notice given and provided in advance of any meeting of the membership.

**(c) Quorum.** A quorum shall exist at a membership meeting when at least one member is present from at least thirty percent (30%) of the affiliated local associations.

**(d) Voting.** Each builder and associate member in good standing of this Association shall have one vote. Only members present at a membership meeting shall be allowed to vote.

**(e) Majority Vote.** A majority vote shall be considered any vote where greater than one half (1/2) of the members of a quorum vote in agreement. A majority vote shall determine any action of the membership.

## **ARTICLE VIII ELECTED OFFICERS AND ELIGIBILITY REQUIREMENTS**

**Sec. 1 Officers.** Officers shall be elected by the membership at its annual meeting and shall hold office for a term of one (1) year beginning October 1 or until their successors are elected and duly qualified unless otherwise prescribed in these Bylaws.

**(a) President.** The President is the chief officer of this Association and shall preside at its membership meetings, Board of Director meetings, and Executive Committee meetings. They shall represent the Association and act in its name subject to the declared policies of the Board of Directors. They have the privilege of appointing Chairs and members of standing and special committees and task forces as they see fit unless otherwise specified by these bylaws. They shall serve as an ex-officio voting member of all standing and special committees, councils and task forces unless otherwise specified in these bylaws. They shall have the privilege of appointing one (1) Builder member in good standing with HBAG and representing any At Large members to the HBAG Executive Committee. When confirmed by the Board of Directors, these appointments will also serve on the HBAG Board of Directors. They shall perform all other duties usual to this office.

(1) The following HBAG committees will report to the senior officers through the President: Meetings Committee, Hall of Fame, Executive Committee and Builder Action Fund.

**(b) First Vice President.** The First Vice President shall perform such duties as may be assigned to them by the President. In the absence of the President, or upon the President's direction, the First Vice President shall also perform all the duties of the President. They have the privilege of appointing a Vice Chair to each standing or special committee or task force unless otherwise specified by these bylaws. They shall serve as Chair of the Government Affairs Committee. They shall be ex-officio, non-voting member of all committees, task

forces, and councils.

(1) The following HBAG committees shall report to the senior officers through the First Vice President: Government Affairs.

**(c) Vice President Secretary/Treasurer.** The Vice President Secretary/Treasurer shall have general charge of the financial affairs of this Association. They shall supervise the collection and disbursement of the funds and shall submit to the Board of Directors a current statement of the financial affairs of this Association at each regular Board of Directors' meeting. The Vice President Secretary/Treasurer is also generally responsible for the safeguarding of the official records of the Association, giving notice of Membership and Board of Directors meetings, and attesting to official documents of this Association. Upon direction of the President, they may perform other duties appropriate to the office. They shall serve as Chair of the Budget and Finance Committee, as Chair of the Regulatory Affairs Committee, and as Vice Chair of the Government Affairs Committee.

(1) The following HBAG committees shall report to the senior officers through the Vice President Secretary/Treasurer: Budget & Finance and Regulatory Affairs.

**(d) Associate Vice President.** The Associate Vice President shall be Chair of the Associates Council for a two (2) year term and carry out such other duties as may be assigned by the President.

(1) The following HBAG committee(s) will report to the senior officers through the Associate Vice President: Associates Council and Membership.

**Sec. 2 Eligibility.** Minimum Requirements for Eligibility for the offices shown are as follows:

**(a)** In order to serve as the President, First Vice President, or Vice President Secretary/Treasurer of this Association, one must be a builder member in good standing for a period of at least three (3) years. The individual must have served or is currently serving as a local HBA President, and or Chapter President with a minimum of 15 builder members. Additionally, they must have served two (2) years on the HBAG Board of Directors.

**(b)** Associate Vice President. In order to serve as Associate Vice President, one must have been an associate member in good standing for a period of at least three (3) years. In order to serve as the Associates' Council Vice Chair, one must have been an Associate member in good standing for a period of at least two (2) years.

**Sec. 3 Vacancies.** Vacancies in the offices of President, First Vice President, Vice President Secretary/Treasurer, and Associate Vice President are filled as follows:

**(a) Succession to the Presidency.** The order of succession of the office to the Presidency shall be as follows:

- (1) First Vice President,
- (2) Vice President Secretary/Treasurer,

**(b)** In the event of a temporary absence, the next officer in succession

shall perform both duties.

**(c)** In the event of a permanent vacancy due to resignation, death or other reasons, each officer shall move up in succession to fill the vacancy. In the event the vacant office is Vice President Secretary/Treasurer the President shall appoint a replacement to serve until such time as elections are held in accordance with these bylaws to fill the position of Vice President Secretary/Treasurer.

**(d) Associate Vice President.** In the event of a vacancy in the office of Associate Vice President, the Associates Council Vice Chair shall serve as the Associate Vice President until the annual elections are held in accordance with these Bylaws to fill the position of Associate Vice President. In the event the Associates Council Vice Chair cannot serve, the Associates Council shall elect from among the Council's membership a qualified member to fill the office of Associate Vice President.

**Sec. 4 National Nominations.** This Association shall hold elections in accordance with Article IX of these bylaws to nominate members for the following NAHB offices in accordance with these bylaws and NAHB qualifications. These members so nominated shall be submitted to the Board of Directors of NAHB for confirmation, election and shall then take office.

**(a) NAHB State Representative.** The NAHB State Representative shall be the Georgia representative to the NAHB Executive Board. The NAHB State Representative's primary function will be to represent the HBAG membership to NAHB's Executive Board conveying HBAG's positions on national issues, as well as Georgia's own trends and issues and to maintain timely communications with the HBAG Senior Officers, Executive Committee, and Board of Directors. The NAHB State Representative may assist in orientations of local officers to NAHB policies, help in the formation of new chapters or associations, and upon invitation, install officers of local associations and chapters.

(1) Qualifications. The NAHB State Representative must be a builder member in good standing with HBAG and must have served at least two (2) terms as an NAHB Delegate and two (2) terms as an HBAG Director. If an incumbent, he one must have attended at least five (5) of the previous six regular meetings of the NAHB Board of Directors.

(2) Term. Each elected NAHB State Representative shall serve a two (2) year term. The individual's name shall be automatically re-submitted to NAHB at the end of the first year of an elected term unless that person no longer meets the qualifications above.

(3) Vacancy. In the event of a vacancy in the office, the President of HBAG shall make an appointment to complete the remainder of the NAHB State Representative's year. At the next regular elections of this Association, a new NAHB State Representative nominee shall be elected to start a new two (2) year term.

**(b) NAHB Delegate.** The NAHB Delegate shall serve as the state's representative on the NAHB Leadership Council.

(1) Qualifications. An NAHB Delegate must be a Builder Member in good standing with this Association and NAHB. If an incumbent, they shall have

attended at least two (2) of the prior year's NAHB Meetings.

(2) Term. The term of office shall be for one (1) year commencing with the NAHB Annual Meeting of the Membership.

(3) Vacancies. In the event of a vacancy, the President of this Association shall appoint a nominee to NAHB to complete the unexpired term.

**(c) Alternate NAHB Delegate.** One Alternate NAHB Delegate of the same qualifications may be elected.

**(d) Associate NAHB Delegate.** The Associate NAHB Delegate shall serve as the State's Representative for its Associate Members on the NAHB Leadership Council.

(1) Qualifications. The Associate NAHB Delegate must be an Associate Member in good standing with this Association and NAHB. If an incumbent, they shall have attended at least two (2) of the prior year's NAHB meetings.

(2) Term. The term of office shall be for one (1) year commencing with the NAHB Annual Meeting of the Leadership Council.

(3) Vacancies. In the event of a vacancy, the President of this Association shall appoint a nominee to NAHB to complete the unexpired term.

**(e) National Area Chair, Area IV.** As described in Article VII of NAHB's bylaws, the National Area Chair shall coordinate activities of the NAHB State Representatives of their area; report and recommend solutions to problems ascertained from visits to and with NAHB State Representatives and Affiliated Associations; and counsel NAHB State Representatives and Affiliated Associations concerning services, membership, and policies of NAHB; support the policies of NAHB within their area; and assist NAHB officers in the reconciliation of problems in their assigned area.

(1) Qualifications. The National Area Chair, Area IV, shall be a builder member in good standing with NAHB and this Association and have served at least two (2) terms as National Delegate, and served as an Affiliated Association President.

(2) Term. The National Chair, Area IV, shall serve a term as outlined in the NAHB bylaws.

(3) Vacancy. In the event of a vacancy in the office, the President of HBAG shall make a recommendation to the President of NAHB for an appointment to complete the remainder of the National Area Chair's term.

## **ARTICLE IX NOMINATIONS AND ELECTIONS**

**Sec. 1 Nominating Committee.** It shall be the duty of the Nominating Committee to seek qualified candidates and report to the Board of Directors prior to the election those persons qualifying for the positions they seek. The Nominating Committee shall oversee the election and may set such rules as it deems necessary to have an orderly election and fulfill the requirements of these bylaws.

**Sec. 2 For Office of President.** The First Vice President of this Association shall by resolution of the Board of Directors be declared President-elect at the Association's Spring Board of Directors Meeting unless a qualified candidate has made known in writing to the Nominating Committee their intentions to seek the office of President before to the start of the Spring Board of Directors meeting.

**Sec. 3. For Office of First Vice President.** The Vice President Secretary/Treasurer of this Association shall by resolution of the Board of Directors be declared First Vice President at the Association's Spring Board of Directors Meeting unless a qualified candidate has made known in writing to the Nominating Committee their intentions to seek the office of First Vice President before the start of the Spring Board of Directors meeting.

**Sec. 4 For Office of Vice President Secretary/Treasurer.** The Nominating Committee shall bring forth all qualified candidates for the office of Vice President Secretary/Treasurer. Candidates for this office must make known to the Nominating Committee their intentions to seek the office no later than thirty (30) days before the annual meeting of the membership.

**Sec. 5 For Office of Associate Vice President.** The Nominating Committee shall bring forth all qualified candidates for the office of Associate Vice President. Candidates for this office must make known to the Nominating Committee their intentions to seek the office no later than thirty (30) days prior to the annual meeting of the membership.

**Sec. 6 For Office of Director-at-large.** The Nominating Committee shall bring forth all qualified candidates for the office of Director-at-large. Three (3) may be elected. Candidates for the office of Director-at-large must make known their intentions to seek the office to the Nominating Committee no later than forty-eight (48) hours prior to the annual meeting of membership.

**Sec. 7 For Office of NAHB State Representative.** The Nominating Committee shall bring forth all qualified candidates for the office of NAHB State Representative. Candidates for this office must make known to the Nominating Committee their intentions to seek the office no later than thirty (30) days prior to the annual meeting of the membership on years of election. In accordance with Article VIII, Section 4(a)(2) election of the NAHB State Representative shall be for a two-year period. Therefore, elections for the NAHB State Representative shall be held only during the second year of the term, during the first year to replace a disqualified NAHB State Representative, or during the term of an appointed NAHB State Representative.

**Sec. 8 For the Nomination of NAHB Delegate.** The Nominating Committee shall bring forth all qualified candidates for the office of NAHB Delegate. Candidates for this nomination must make known to the Nominating Committee their intentions to seek the nomination no later than forty-eight (48) hours prior to the annual meeting of membership.



**Sec. 9 For the Nomination of Alternate NAHB Delegate.** The Nominating Committee shall bring forth all qualified candidates for the office of Alternate NAHB Delegate. Candidates for this nomination must make known to the Nominating Committee their intentions to seek the nomination(s) no later than forty-eight (48) hours prior to the annual meeting of membership.

**Sec. 10 For the Nomination of Associate NAHB Delegate.** The Nominating Committee shall bring forth all qualified candidates for the office of Associate NAHB Delegate. Candidates for this nomination must make known to the Nominating Committee their intentions to seek the nomination no later than forty-eight (48) hours prior to the annual meeting of membership.

**Sec. 11 For the Nomination of National Area Chair, Area IV.** The Nominating Committee shall bring forth all qualified candidates for the nomination of National Area Chair, Area IV. Candidates for this nomination must make known to the Nominating Committee their intentions to seek the nomination no later than thirty (30) days prior to the annual meeting of the membership on years of election. (Note: NAHB has defined Area IV as Georgia, North Carolina and South Carolina. National Area Chair are elected for a two (2) year term on a rotating basis between the three states. Therefore, Georgia would nominate a person to NAHB every six (6) years.

**Sec. 12 Election.** Elections shall be conducted by the President at the annual meeting of the membership. Each member present at the meeting of the membership shall have one vote in accordance with Article VII, Section 2 of these bylaws. In the case of balloting, any ballot containing more than the number of votes for a particular office or with the duplication of votes shall be invalid.

(a) The ballots shall be counted by a teller committee composed of three (3) active Past Presidents. A complete report of the voting shall be certified in writing to the President.

**Sec. 13 Mid-Year Elections.** In the event of a permanent vacancy in the office of Vice President Secretary/Treasurer, a mid-year election shall be held to fill the opening.

(a) The Nominating Committee shall be reconvened. It shall give notice of the opening at least sixty (60) days prior to the election and candidates offering for the position must make known their intentions thirty (30) days prior to the election. The Nominating Committee shall bring forth all qualified candidates to the membership.

(b) Just prior to the next regular meeting of the Board of Directors, provided the notice requirement of sub-section (a) above has been met, a meeting of the Membership shall be held for the sole purpose of an election to fill vacancies.

(c) The election shall be conducted in accordance with Section 15 of this Article.

(d) The newly elected officer shall immediately assume office.

**ARTICLE X  
EXECUTIVE VICE PRESIDENT**

**Sec. 1 Executive Vice President.** The Executive Vice President shall be the principal staff operating officer of the Association.

(a) The Executive Vice President shall devote their full time and attention to the faithful performance of their duties to the best of their ability and in the interest of the Association. They shall conduct the office in accordance with the law, the Constitution, the Bylaws and policies of the Association.

(b) The Executive Vice President shall have, but not be limited to, the following duties and responsibilities as prescribed in the position description as approved by the Executive Committee.

(c) The Executive Vice President shall be an ex-officio, non-voting member of all standing and special committees, any task force and the Board of Directors.

(d) The Executive Vice President shall work under the direction of the President within the guidelines and policies of the Board of Directors and the Executive Committee.

(e) The Executive Vice President may be terminated only by a majority vote of the Senior Officers Committee.

**ARTICLE XI  
COMMITTEES**

**Sec. 1 General Provisions.** Except as these bylaws may provide otherwise, the following general provisions shall govern all committees of this Association.

(a) No committee shall have or exercise the authority of the President in reference to removal of any member of any committee; nor shall it have or exercise the authority of the Board of Directors in reference to removal of any director or officer of the Association; nor shall it amend, alter or repeal any bylaw, resolution or policy of the Board of Directors; or conduct any other business normally reserved for the President, other officers, or Board of Directors.

(b) **Qualifications.** Except as these bylaws provide otherwise, not less than one half of the members of each Committee shall be builder members. The Chair of a committee shall be a builder member unless specifically provided otherwise in these bylaws. All committee, task force, and council Chairs shall be the member company's voting representative as reflected in the most recent NAHB roster. Committee members shall be the member company's voting representative unless specifically provided otherwise in these bylaws.

(c) **Appointment.** Unless otherwise provided for in these bylaws, the President shall appoint all members and Chairs of each committee. It shall be the responsibility of the First Vice President to appoint a Vice Chair to each committee.

**(d) Terms.** Each committee member, Chair and Vice Chair of a standing or special committee shall serve a one-year term commencing October 1 of each year.

**(e) Termination.** The President may remove any committee member or committee Chair appointed by the President provided he finds such is in the best interest of the Association. Committee members or committee Chairs may be removed by a majority vote of the Executive Committee for cause after an appropriate hearing.

**(f) Vacancies.** Any vacancy occurring in a committee and any committee membership to be filled by reason of an increase in the number of committee members may be filled by the President. Unless otherwise provided for in these bylaws, a committee member or committee Chair appointed to fill a vacancy shall be appointed for the unexpired term of their predecessor in that position.

**(g) Regular Meetings.** Regular meetings of HBAG's committees and councils may be held via web/conference call or at a location selected by the Committee Chair or President. All other standing committees and councils shall meet as needed or at the direction of the President.

**(h) Special Meetings.** Special meetings of a committee or council may be called by the Chair, by petition of a majority of the committee or council members with the approval of the President, or by the President. The President or the Chair may fix the place of the special meeting within the geographical boundaries of the state of Georgia.

**(i) Notice.** Unless otherwise reflected in these bylaws, notice of any special meeting of a committee shall be given in writing at least 48 hours prior to the meeting.

**(j) Quorum.** A quorum of each committee, except otherwise specified in these bylaws, shall consist of one-third (1/3) of the membership of the committee.

**(k) Reports.** Committee, council, and task force reports shall be submitted regularly by the Chair 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 the Association.

**(l) Polling.** If the President or the chair of a committee so requests, a poll of the entire committee may be conducted by any means currently available to determine the committee's position on an issue. A position reached through polling will carry the same weight and authority as a position reached in a face-to-face meeting. If at any time during the polling one-third (1/3) of the committee requests that debate be held on the polled matter, a special meeting of the committee shall be called.

**Sec. 2 Standing Committees.** There shall be standing committees of this Association as set forth in this section. The designation, jurisdiction, and special tenures of standing committees are as follows:

**(a) Budget and Finance Committee.** The Budget and Finance Committee shall study the finances of this Association, make recommendations on financial Policy to the Executive Committee and the Board of Directors, and assist in the preparation of the annual budget.

(1) Composition. The Chair shall be the Vice President Secretary/Treasurer. In addition, there shall be two past presidents and up to three (3) members at large appointed by the President.

(2) Report to: Vice President Secretary/Treasurer

**(b) Government Affairs Committee.** The Government Affairs Committee shall review and monitor all state and national legislation, both existing and proposed, affecting the housing industry. It is authorized to take positions on such legislation for the Association, subject to review and reconsideration by the Executive Committee and the Board of Directors at any regular or special meeting. Major issues of compelling importance to the members are to be decided by the Board of Directors. It shall direct the lobbying efforts of the staff and volunteers in accomplishing the Association's legislative goals. This Committee may be called by 24 hours notice.

(1) Composition. The Chair shall be the First Vice President and the Vice President Secretary/Treasurer shall be Vice Chair. The Committee shall have nineteen (19) appointed members as follows: each President, at the beginning of their term, shall appoint seven (7) members to serve one (1) year terms; at the end of their term, they shall appoint four (4) members to serve three (3) year terms each beginning in the ensuing year. All HBAG Past Presidents shall be Ex Officio, voting members of the Committee.

(2) Report to First Vice President

**(c) Meetings Committee.** The Meetings Committee shall have jurisdiction over all matters relating to meetings within the limitations of the approved budget of this association and provide input to staff on proposed sites for future meetings and make recommendations to the Executive Committee and Board of Directors. Selection of the sites for the meetings of this Association shall be a right reserved for the Board of Directors.

(1) Composition. In addition to the Chair and Vice Chair, the committee shall consist of four (4) members appointed as follows: each President at the beginning of their term shall appoint two (2) members to a three (3) year term; and the Chair may appoint (2) members to a two-year term. Up to 1/3 of the committee members may be non-voting member representatives of member companies.

(2) Reporting Authority. The Chair shall report directly to the President.

**(d) Executive Committee.** The Executive Committee shall exercise responsibility for the management of the Association within the policies established by the Board of Directors and the bylaws. They shall be responsible for overseeing the Association endorsed programs, member education and public relations. They shall oversee the activities of the Executive Vice President. Through the President, they shall report to the Board of Directors actions they take in managing the Association. The Executive Committee is also responsible for receiving requests for action, expenditures, or policy from any committee or member and recommending action regarding these requests to the Board of

Directors. In addition, the Executive Committee may make requests or recommendations for action to appropriate committees. The committee shall act for the Board between Board meetings subject to ratification by the Board at its next regular scheduled meeting. The Executive Committee shall review the budget annually and make recommendations to the Board of Directors.

(1) Composition. The President, who shall act as Chair, First Vice President, Associate Vice President, Vice President Secretary/Treasurer, the Immediate Past President, and the NAHB State Representative. In addition, the committee shall have up to two (2) builder members and up to two (2) associate members, appointed by the President at the beginning of their term. All members of the committee must be the member company's voting representative as reflected in the most recent NAHB roster and members in good standing of this Association.

(2) Ex-Officio Members. The Executive Vice President and the President of the Georgia Executive Officers Council shall serve as non-voting, ex-officio members of the Executive Committee.

(3) Special Meetings. The President of this Association, five (5) members of the Executive Committee by petition, or nine (9) members of the Board of Directors by petition, may call a special meeting of the Executive Committee. A special meeting of the Executive Committee may be called by twenty-four (24) hour phone notice.

(4) Quorum. A quorum of this committee will constitute at least five (5) members present, two (2) of whom must be the President, First Vice President, or Vice President Secretary/Treasurer.

(5) Attendance. Any member of the Executive Committee absent without excuse from two (2) consecutive meetings of the Executive Committee shall be dismissed and replaced immediately.

(6) Report to. Board of Directors

**(e) Nominating Committee.** The Nominating Committee shall certify the qualifications of candidates being put forth for office, provide timely notification to the membership when applicable HBAG and NAHB positions are available, seek candidates for office, and oversee the elections of this Association to be sure they fulfill the bylaw requirements set forth herein. The committee may recommend such rules and regulations as may be deemed necessary to fulfill the requirements of these bylaws.

(1) Composition. The Chair shall be the Immediate Past President of this Association and the President shall serve as Vice Chair. In the event the Immediate Past President is unable to serve, the Association shall proceed backwards in years until a Past President is found who can serve as Chair. The Nominating Committee shall then be made up of three (3) Past Presidents appointed by the Chair and three (3) members at large appointed by the President.

(2) Report to. Board of Directors

**(f) Associates Council.** The Associates Council shall have the responsibility of overseeing matters relating to the activities of the Associate members of

this Association and shall have jurisdiction over matters relating to membership development and retention. It shall from time to time recommend to the President and the Executive Committee actions to increase the numbers of and/or further the interest of Associate members. It shall also be responsible for the election of eight (8) Associates Council members, in good standing with the Association, to serve one-year terms on the HBAG Board of Directors when confirmed by the Board. This shall be done in accordance with the Associates Council Bylaws. Section 1(b) of this Article shall not apply to this committee.

(1) Composition. The Chair shall be the Associate Vice President. The membership of this committee shall be at least eight (8) associate members. The President may appoint to the Associates Council any voting member representative of a member company submitted and approved by the local association. The Council shall from among its members elect a qualified Vice Chair.

(2) Quorum. A quorum of this committee will constitute at least six (6) members present.

(3) Voting Privilege. All members of the Associates' Council who are in good standing shall be entitled to one vote.

(4) Report to. Associate Vice President.

**(g) Regulatory Affairs Committee.** The Regulatory Affairs Committee shall have the responsibility of monitoring codes and regulations affecting the housing industry. They shall keep the Association informed through periodic reports concerning new codes and regulations or proposed changes to existing codes and regulations. They shall serve as liaisons between the Association and regulatory agencies. The Committee is authorized to establish an HBAG position on regulatory and code issues being considered by the state of Georgia, subject to review by the Board of Directors at any regular or special meeting. They shall work closely with the Government Affairs Committee when code or regulatory issues have a bearing upon existing or proposed statutes. The chair of the committee may call a special meeting with a 24-hour notice given by any means currently available for contacting committee members.

(1) Composition. The Chair shall be the Vice President Secretary/Treasurer. The Committee shall have nineteen (19) appointed members as follows: each President, at the beginning of their term shall appoint seven (7) members to serve one (1) year terms; at the end of their term, the President shall appoint four (4) members to serve three (3) year terms each beginning in the ensuing year.

(2) Report to. Vice President Secretary/Treasurer

**(h) Bylaws Committee.** The Bylaws Committee shall have the responsibility of reviewing the Association's bylaws annually and recommending needed amendments to the Executive Committee.

(1) Composition. In addition to the Chair and Vice Chair, the President may also appoint up to ten (10) members. In addition to the chair and vice chair there shall be a minimum of (2) members and maximum of ten.

(2) Reporting Authority. The Chair shall report directly to the

Board of Directors.

**(i) Hall of Fame Committee.** The Hall of Fame Committee shall select Builder Hall of Fame and Associate Hall of Fame inductees for induction at the Association's annual Awards and Installation Banquet. The committee may hold closed meetings during discussion of and voting for individual builder or associate member Hall of Fame candidates. All candidates must have been or are a current member of HBAG. The committee may decide to have no inductees in a given year or may induct a maximum of two inductees in a given year for each Hall of Fame. The names of those chosen by the committee for the Builder Hall of Fame or the Associate Hall of Fame induction shall be kept secret until the Annual Installation and Awards Banquet.

(1) Composition. The Chair shall be elected by members of the committee. The Chair shall serve no more than three (3) consecutive terms. The committee shall be comprised of all members in good standing who have been inducted into the Hall of Fame. The President of HBAG may serve as an ex-officio non-voting member of the committee.

(2) Quorum. A quorum of this committee will constitute at least three (3) members.

(3) Report to. President

**(k) Builder Action Fund Committee.** The purpose of the Builder Action Fund Committee is to provide funds for legal and regulatory issues that impact housing. The Committee shall review and approve or disapprove all applications for funds from the Builder Action Fund. They shall determine whether or not HBAG shall be a party to the legal action in any matter for which funds are approved. The committee shall report all activity to the Board of Directors at each Board meeting. The Committee Chair shall be empowered to approve any first time applications up to and including \$5,000. All other disbursements must have a majority vote of the committee. The committee will decide approval or disapproval within ten (10) business days after the receipt of the application for funds. All decisions will be made in accordance with the Builder Action Fund Guidelines as prescribed in the HBAG Policy Manual. Any disbursement shall require prior notification of the Executive Committee.

(1) Composition. The committee shall consist of seven (7) members appointed as follows: The outgoing President at the end of their term shall appoint two (2) members, one (1) of which must be a Past President, for terms of two years. The incoming President shall appoint three (3) members for one-year terms, two (2) of which must be Past Presidents with one designated as the committee Chair.

(2) Report to. President.

**(i) Compensation Committee** The Compensation Committee shall meet annually at a minimum, and shall review the current compensation of the staff, to include all salaries, benefits, and incentive pay. The Compensation Committee shall work with the Executive Vice President to make recommendations to the Senior Officers regarding significant changes in the

compensation programs. All changes in individual or group compensation must be approved by the Executive Committee.

(1) **Composition.** Compensation Committee will consist of the Immediate Past President, the current President, the current Vice President, Past President at large and an Associate member at large. The Past President at large shall be appointed by the Executive Committee and shall serve a single three-year term. In addition, the Executive Committee shall appoint the Associate member at large to a two-year term.

(2) **Report to.** President

**Sec. 3 Special Committees.** Special committees may be appointed from time to time by the President to act on such matters that may appear to be regular and re-occurring in nature. It may be assumed that these committees have a life longer than one (1) year and should have a Vice Chair appointed by the First Vice President. However, these committees may be disbanded by any incumbent President without cause.

(a) **Composition.** The President shall appoint Special Committee Chairs and members with the exception that the First Vice President shall appoint the Vice Chair.

(b) **Scope.** The President shall define the scope and duties of such committees he appoints.

(c) **Tenure.** Members of a special committee so appointed shall serve a term of one (1) year or until the next duly elected President is installed, whichever comes first.

(d) **Reporting Authority.** Special Committee Chairs shall report directly to a Senior Officer assigned by the President.

**Sec. 4 Task Forces.** From time to time the President of this Association may form task forces to study and make recommendations on any such problems he deems necessary. The President shall have the authority to establish a task force, determine its scope, appoint its Chair, determine members, and set length of service not to exceed eighteen (18) months.

**Sec. 5 Councils.** There shall be within the Association, such Councils as the HBAG Board of Directors may from time to time find necessary to serve adequately the particular need of special segments of the membership. Council Officers shall be elected by the individual council and approved by the HBAG Executive Committee.

(a) **Council Bylaws.** Councils shall prepare and submit bylaws or rules of procedure to the HBAG Board of Directors for approval. Once adopted, all amendments must be voted upon by the HBAG Board of Directors. The HBAG Board of Directors, at their discretion, may amend council bylaws.

(b) The following councils have been approved by the HBAG Board of Directors: Georgia Executive Officers Council (1986), HBAG Associates Council (1986), and Professional Women in Building Council – Georgia Chapter (2020).



## ARTICLE XII GENERAL PROVISIONS

**Sec. 1 Finances.** The President, First Vice President, Vice President Secretary/Treasurer, and the Executive Vice President, or any other officer of the Association duly authorized by the Board of Directors or by these bylaws to act for them in a specific incident may execute drafts, deposits, and other financial documents.

**(a) Depository.** All funds of this Association shall be deposited from time to time to the credit of the Association at such bank or banks or other depositories as the Board of Directors may authorize. Must be FDIC Insured.

**(b) Annual Budget.** The Board of Directors, no later than at its first regular meeting of each fiscal year shall adopt an annual budget for the fiscal year. The Association shall function within the sums allocated for each line item. Any motion requiring the expenditure of funds in excess of the approved line item shall be referred to the Executive Committee for recommendation prior to submission to the Board of Directors. Upon recommendation of the Executive Committee, an adjustment must be made to the annual budget by the Board of Directors before any additional amount may be expended.

**(c) Regular Audit.** There shall be an audit report of the finances of the Association and subsidiary subdivisions and subsidiaries by an independent Certified Public Accountant recommended by the Finance Committee which, together with a report from the Vice President Secretary/Treasurer, shall be submitted to the Board of Directors at least once every four (4) years. In alternate years, the independent Certified Public Accountant will perform a thorough review which shall be submitted to the Board of Directors.

**(d) Books and Records.** The Association will keep correct and complete books and records of account as directed by the Finance Committee. It shall also keep minutes of the proceedings of its general membership and Board of Directors meetings, and it shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

**(e) Fiscal Year.** The fiscal year of this Association shall begin on the first day of October and end on the last day of September of each calendar year.

**Sec. 2 Contracts.** The President, the Executive Vice President, and any other officer of the Association duly authorized by the Board of Directors or by these bylaws to act for them in a specific incident may execute contracts for the Association. All contracts over \$5,000.00 shall have prior approval of the President or the Chair of the Budget and Finance Committee and shall require two signatures, one of which shall be a Senior Officer of the Association.

**Sec. 3 Official Emblem.** The Board of Directors shall adopt an official state emblem for the exclusive use of this Association, its affiliated 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 this Association. The emblem may not be used in any manner or position to denote or imply any endorsement by this Association or a member's product or service,

unless the Board has taken specific action to endorse such 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 Committee shall have the authority to limit or restrict the use of the emblem from time to time as it deems proper. The NAHB national emblem shall be honored and protected.

**Sec. 4 Rules of Order.** The rules contained in the Roberts Rules of Order, latest edition, shall govern this Association in any cases to which they are applicable, including meetings of the membership and Board of Directors, if not inconsistent with these bylaws or other special rules which may be adopted by this Association from time to time.

**Sec. 5 Tax Exempt Status.** This Association is organized as a not-for-profit corporation under the laws of the State of Georgia and is intended to operate as a tax-exempt business league pursuant to Section 501 (c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any subsequent Internal Revenue Law). No part of the net earnings of this Association shall inure to the benefit of any private shareholder, member, or individual.

**Sec. 6 Dissolution.** In the event of the dissolution of this Association the assets of this Association shall, after appropriate provision for debt and liabilities of the Association, be distributed in any liquidation proceedings to a corporation, trust, or association which is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution.

### **ARTICLE XIII SUBSIDIARY CORPORATIONS**

**Sec. 1 Establishment.** This Association may establish from time to time any wholly or partially owned subsidiaries as it sees fit by a majority vote of the Board of Directors provided;

**(a)** The subsidiary is chartered to conduct a business of direct service to the association or its members;

**(b)** is directly related to the building industry or the operations of this Association; and

**(c)** it does not affect the non-profit status of this Association.

**Sec. 2 Election of Directors.** The Board of Directors of each subsidiary so established shall be elected annually for the ensuing year by the Board of Directors of HBAG at its annual meeting. The President and Executive Vice President of HBAG shall be ex-officio members with full voting privileges of each subsidiary.

**Sec. 3 Officers.** The Board of Directors of each subsidiary shall elect from among itself such officers as required.

**Sec. 4 Bylaws.** Each subsidiary shall be established with its own bylaws as required by the laws of incorporation. Bylaws may only be amended by a majority vote of the HBAG Board of Directors.

**Sec. 5 Finances.** The Board of Directors of each subsidiary shall establish such financial accounts and records as it sees fit for its operation provided:

(a) It is capable of making a Financial Report to the Board of Directors of HBAG during its regularly scheduled Board Meeting and maintains its records so they may be reviewed by the HBAG elected officers, Executive Vice President or their designee at any time; and

(b) It does not jeopardize any funds of HBAG not so designated for the subsidiary.

**Sec. 6 Commitments.** Subsidiaries shall not make any contracts, loans, mortgages, notes or other such commitments without the prior approval of the HBAG Board of Directors.

#### **ARTICLE XIV AMENDMENTS**

**Sec. 1 Amendments.** These bylaws may be amended or repealed, and new bylaws may be adopted, by a majority vote of the directors present at any regular or special meeting of the Board of Directors; provided at least thirty (30) days advance written notice is given to the voting directors and each affiliated association or chapter of the substance and intention to amend or repeal or to adopt new bylaws at such meeting.