



Bylaws

ARTICLE I

Name and Location

Sec. 1. The name of the Association shall be the HOME BUILDERS ASSOCIATION OF GREENVILLE, S.C., INC.

Sec. 2. The principal office of this association shall be located at 5 Creekside Park Court, ~~Suite A,~~ Greenville, South Carolina, 29615, or such other place as the Board of Directors may designate.

ARTICLE II

Territorial Jurisdiction

The Association shall operate for the benefit of home builders, remodelers, land developers, light commercial contractors, and those engaged in affiliated industries in the ~~counties of Greenville, Pickens, and Laurens, Upstate of~~ South Carolina, ~~as well as other areas that may be added by the Board of Directors.~~

ARTICLE III

Objectives

Sec. 1. The Association shall operate as an affiliated association of the National Association of Home Builders ~~(NAHB).~~

Sec. 2. The objectives of this Association shall be:

- ~~a) — To to bring together businesses and individuals in the Home Building industry home builders, remodelers, land developers, light commercial contractors, and other associated professions within the above-described jurisdiction for the purpose of mutual advantage and cooperation.~~
- ~~b) — To cooperate with all branches of the industry within said jurisdiction for the purpose of mutual advantages and for the benefit of the industry as a whole.~~
- ~~c) — To, to encourage high professional standards and sound business methodspractices.~~
- ~~d) — To secure cooperative action in advancing the common purposes of its members; and proper consideration of opinion upon questions affecting the home building industry within the jurisdiction of this Association.~~
- ~~e) — To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States.~~

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~~f) To participate for the purpose of mutual benefit in an interchange of information and experience with all other local affiliated associations of the National Association of the Home Builders of the United States.~~

, and to advocate for the interests of the members of the association.

Sec. 3. No part of the ~~net~~ earnings or assets of the Association shall inure to the benefit of any private individual.

Sec. 4. The Association shall be a non-profit organization established and operating in accordance with the provisions of Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended or reenacted (“Code”) and the federal income tax regulations (“Regulations”) there under, and incorporated under the South Carolina Non-Profit Corporation Act (Article 1, Chapter 31, Title 33 of the South Carolina Code of Laws, 1976).

Sec. 5. Notwithstanding any other provision of these Bylaws, the object and purposes for which this Association is organized are and shall continue to be exclusively to promote the common business interests, ~~within the meaning of Code Section 501 (c) (6),~~ of the members of the Association, within the meaning of Code Section 501 (c) (6).

Sec. 6. Notwithstanding any other provision of these Bylaws, no expenditures shall be made in any manner or for any purpose whatsoever which may jeopardize the status of the Association as an organization described in Code Section 501 (c) (6) and the Regulations there under.

ARTICLE IV

Notices

All members shall furnish the Executive Vice President with their official address and the mailing of any notice, whether by U.S. Mail or electronic mail, to such address shall be deemed service of such notice or notices upon them as of the date of mailing of the same. ~~Members may elect to receive notice by email or facsimile by advising the Executive Vice President of such election.~~

ARTICLE V

Amendments

All amendments to the Bylaws shall be reviewed and approved by the Board of Directors before being presented to the membership for approval. The Board of Directors may recommend to the membership the adoption of an amendment to these Bylaws by a vote of two-thirds (2/3) of the Board of Directors at any properly called meeting of the Board of Directors and provided further that a copy of the proposed amendment(s) shall have been provided to each Director not less than five (5) business days prior to the meeting at which the proposed amendment(s) is to be acted upon. Notice of amendments to these bylaws will be provided to the membership upon ten-days (10) notice by First Class U.S. Mail.

ARTICLE VI *Membership*

Sec. 1. The Association shall have ~~the following classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:~~members consistent with these bylaws, law, regulation, and agreements entered into with affiliated associations. The Board of Directors shall establish categories and standards of membership and assess membership dues sufficient to meet the financial obligations of the association.

- a) ~~Builder Member. A firm, corporation, or sole proprietorship licensed by the State of South Carolina or owned by a person who is licensed by the State of South Carolina, in the business of building or remodeling homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, or in land development, and shall be eligible to be a builder member of the association.~~

~~If a firm, corporation, or sole proprietorship has been accepted as a builder member, the owner of said business, or an employee, will serve as the Designated Member. If the Designated Member leaves the employ of the business, the firm, corporation, or sole proprietorship shall designate another representative to serve as the Designated Member for the balance of the membership year.~~

- b) ~~Associate Member. A firm, corporation, or sole proprietorship engaged in a trade, industry, or profession related to the business of building or remodeling of homes, apartments, schools, commercial, industrial, or other structures normally related and appurtenant to a community, and is not inconsistent with the objectives of this Association, shall be eligible to be an associate member of the association.~~

~~If a firm, corporation, or sole proprietorship has been accepted as an associate member, the owner of the business, or an employee, will serve as the Designated Member. If the Designated Member leaves the employ of the business, the firm, corporation, or sole proprietorship shall designate another representative to serve as the Designated Member for the balance of the membership year.~~

- e) ~~Affiliate Member. Any individual who is currently employed by a firm, corporation, or sole proprietorship that is a Builder Member or Associate Member as defined in Section 1(a), 1(b), or 1(b) of this Article shall be eligible to be an Affiliate Member of this Association.~~

~~Affiliate membership is contingent upon the Affiliate Member's employer being a Builder Member or Associate Member in good standing of this Association. If, at any time, the Affiliate Member's primary member (employer) cancels or is cancelled as a member of this Association, the Affiliate Member also will be cancelled with no proration or refund of dues. If the Affiliate Member leaves the employment of the primary member (employer), the primary member shall designate another representative to fulfill the Affiliate Membership for the balance of the membership year.~~

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~~An Individual who represents a member business as an Affiliate Member, and who leaves employment with the primary member (employer), must rejoin the Association in an appropriate membership classification in order to enjoy the rights and privileges of membership.~~

Sec. 2. Acceptance ~~and of Members~~Benefits of Membership:

- ~~a) Applicants for membership shall apply in a form satisfactory to the Executive Vice President, and meet such other requirements as the Board of Directors may from time to time prescribe.~~
- ~~b) a) Applicants approved and accepted by this Association, upon payment of dues, shall become members, and entitled to the benefits, services, and privileges of membership that may be established in these bylaws or by the Board of Directors consistent with these bylaws. In addition, members of will be reported to the National Association of Home Builders NAHB and the Home Builders Association of South Carolina, and while in good standing shall be entitled to the full some or all of the benefits, services and privileges of membership of the respective Associations resulting from the association's affiliation with NAHB.~~

- Sec. 3. ~~Standards of Membership: In addition to the standards of membership already stated in Section 1 of this article, the Board of Directors may adopt additional standards of membership consistent with the objectives of this association. The proposed standards of membership must be provided to each Director not less than five (5) business days prior to the meeting at which the proposed standards are to be acted upon. Adoption of additional standards of membership require the approval of 80 percent of the members of the Board of Directors entitled to vote at the time the standards are acted upon. A "member" is the firm, corporation or sole proprietorship that applies for membership pursuant to section 2 of this Article. Each member will designate one individual to serve as the contact between the member and the Association (hereinafter referred to as "Primary Contact"). The Primary Contact shall be the person who will receive all notices required herein and is the person authorized to cast the member's vote. Employees or agents of a member other that the Primary Contact may also be designated by the member as "Individual Contacts." Individual Contacts are entitled to all benefits of membership except such Individual Contacts shall not have a right to vote.~~

Sec. 4. Suspension, Termination, Reinstatement and Transfer of Membership in this Association shall be accomplished in the following manner:

- a) Any member ~~whose~~which dues are not paid in full within 30 days after they become due and payable will have their membership privileges suspended until full payment of membership dues are paid. After 120 days, membership in the association will ~~expire~~be terminated.
- ~~b) Any member who fails to meet the standards of membership outlined in Article VI this article may be censured, suspended or expelled from the Association have their membership suspended or terminated established~~ by the Board of Directors ~~at any~~

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- ~~properly called meeting of the Board of Directors shall have their membership terminated. Any reinstatement will be consistent with policy established by the Board of Directors.~~
- ~~e) A vote of two thirds (2/3) of the The Board of Directors shall be required to may reinstate any member who has been expelled or suspended pursuant to the provisions of paragraph b this Section.~~
- ~~d) Any member so expelled shall not be eligible for reinstatement for a period of not less than one year from the date of expulsion.~~

Article VII
Meetings

~~Sec. 5.~~ Meetings of the Association membership shall be held as follows:

- a) ~~An annual~~ meeting of the membership of the Association shall be held ~~in November, or such other time that the Board of Directors may set with proper notification, during the fourth quarter of the calendar year~~ at a time and place to be determined by the Board of Directors, for the purpose of electing the members of the Board of Directors.
- b) Other meetings of the membership of the Association shall be held at such times and places as the Board of Directors may designate.
- c) Notice shall be given of the date, hour and place of all meetings to each member at least ~~five-ten (510)~~ days in advance. Notice of the Annual Meeting of the Membership will be by First Class U.S. Mail.

ARTICLE VIII
Fiscal Year

The fiscal year of the Association shall begin on January 1 and end on December 31.

ARTICLE VIIIIX
Dues and Fees

The membership dues and fees of the Home Builders Association of Greenville, S.C., Inc., shall be payable in the amount and at intervals specified by the Board of Directors. ~~The association will collect such dues and fees of the National Association of Home Builders and the Home Builders Association of South Carolina as may be required.~~

ARTICLE IXX
Emblems

The Board of Directors will adopt an Official Emblem. Members of the association may use the Official Emblem to identify themselves as a member of the association. Only members in good standing may use the Official Emblem of the association. The Board of Directors also may adopt other emblems signifying special accomplishments or milestones by members or for membership in a council, chapter, or other special program. ~~The Board of Directors will adopt policies for the membership's usage of the association's emblems.~~

ARTICLE XI
Board of Directors and Offices

Sec. 1. The Board of Directors shall consist of eleven (11) members inclusive of the offices outlined in ~~Section 1 of Article XI~~this Article. ~~At least half of the membership of the Board of Directors must be Builder Members.~~—In addition, the board is expanded by one member for each Council or Chapter duly created by the Board of Directors ~~as provided for in~~consistent with Article ~~XVII~~XVI.

Sec. 2. For the purposes of this article, ~~an n-employee or agent of Affiliate Member affiliated with a member business~~ is eligible to hold any office ~~unless otherwise specified in Article XI~~.

~~Sec. 3. The President of the Association shall be Chairman of the Board of Directors.~~

~~Sec. 4. Terms of Office:~~

- ~~a) At the 2015 Annual Meeting of the Association, the Directors shall be divided into three (3) approximately equal groups and designated by the Board to serve one , two , or three year terms. Thereafter, the term of office of each Director shall be three (3) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws. The term of service for members of the Board of Directors of the Association commences on January 1 following the year of his or her election and extends until December 31 of the year in which his or her term expires, or until a replacement is duly nominated and elected according to the provisions of these Bylaws unless otherwise provided for in in these Bylaws.~~

~~Sec. 3. The following are the Offices of the association and shall be elected by the members of the Association, at a meeting of the membership.~~

- ~~a) A President, with a term of office of one year, who shall be the Chief Elected Officer and Chairman of the Board of Directors of this Association, and shall preside at its meetings and those of the Board of Directors. He/She shall be the official spokesperson of this Association. He/She shall appoint all committees formed by the Board of Directors unless otherwise specified in these bylaws or policy, shall be an ex-officio member of all committees, and shall perform all other duties usual and customary to such office.~~
- ~~b) A President Elect, with a term of office of one year, shall in the absence of the President perform all of the duties of the President.~~
- ~~c) A Vice President, with a term of office of one year, shall in the absence of the President and President Elect, perform all of the duties of the President.~~
- ~~d) A Secretary-Treasurer, with a term of office of three years, shall be responsible to the Association for the accounting of all monies collected and disbursed by the Association and shall render a regular report to the Board of Directors and an annual report to the membership. In addition, he/she shall keep a record of all of the official proceedings of~~

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this Association and its Board of Directors and will perform other duties usual and customary to such office.

- e) An Immediate Past President, with a term of office of one year, who has previously served as President of the Association. He/She shall provide continuity and advice to the President and the Board of Directors. He/She shall in the absence of the President, President Elect, and Vice President, perform all of the duties of the President.
- f) Six (6) Directors, with terms of office of three years, who shall be Members of the Association.
- g) One (1) Director is added by the formation of each Council or Chapter under Article XVI. The Chairman of the Council or Chapter will hold each position. The term of office will coincide with his/her term of office as Chairman of the Council or Chapter.

Sec. 4. Succession of Office: In the event of the absence, disability, resignation, removal or death of the President, then the President Elect shall act as the President of the Association. Should neither the President nor the President Elect be able to serve for any of the foregoing reasons, then the Vice President shall act as President. If the Vice President should be unable to serve for any of the foregoing reasons, then the Immediate Past President shall act as President. The Officer serving as Acting President shall serve until such time as the Board of Directors elects from among its members a President to fill the un-expired term.

Sec. 5. The following Administrative Offices may be employed by the Board of Directors, at a rate of compensation deemed fair and proper by the Board of Directors:

- a) An Executive Vice President, who shall serve as the Chief Executive Officer of this Association and shall perform duties and responsibilities delegated by the Board of Directors. The Executive Vice President shall be empowered to employ and supervise adequate staff to carry on the business of this Association as instructed by the Board of Directors and within the limitations of the budget.
- b) A General Counsel, who shall be an attorney at law, licensed to practice in South Carolina, who shall advise the Board of Directors and the Executive Vice President of this Association on legal matters.

~~b)a) _____ Vacancies on the Board of Directors ~~occasioned by death, resignation or removal~~ may be filled by election by the Board of Directors if the Board of Directors determines filling the vacancy is in the best interest of the Association provided however that the board shall fill vacancies in the event that the board falls below 10 members ~~or the Board of Directors has fewer Builder members than Associate members. The Nominating Committee shall recommend candidates to fill vacancies on the Board of Directors consistent with the notice provisions of Section 6 of this Article.~~~~

~~e)b) _____ No member of the Board of Directors may serve more than two (2) consecutive terms in the same Office.~~

~~Sec. 5. Consistent attendance by members of the Board of Directors is important to effective governance of the association. Members of the Board of Directors are required to attend all meetings of the Board of Directors and keep their membership in good standing at all~~

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~~times. In the event that a member of the Board of Directors misses three meetings of the Board of Directors during a calendar year, the President will place on the agenda of the next properly called meeting of the Board of Directors the question of whether the member of the Board of Directors should be removed from office for excessive absences. The Board of Directors is authorized to grant excused absences if the Board of Directors determines that excusing an absence is warranted.~~

Sec. 6. Meetings of the Board of Directors shall be held as follows:

- a) The Board of Directors must meet at least four (4) times in a calendar year and may not fail to meet for four consecutive months.
- b) Special meetings of the Board of Directors may be called by the President, or the officer acting as President according to Section ~~2-4~~ of ~~Article XI~~this article, or upon written request of five (5) Members of the Board of Directors. Said written request will be delivered to the President, or the officer acting as President ~~according to Section 2 of Article XI~~, or the Executive Vice President, who will communicate the special meeting to the Board of Directors in compliance with paragraph C of this Section.
- c) Notice of the date, hour and place of all meetings must be given to each of the members of the Board of Directors at least five (5) days in advance. Notice may be provided by electronic method.

ARTICLE XI
Offices

~~Sec. 1. The following are the Offices of the association and shall be elected by the members of the Association, at a meeting of the membership to be held in November, or such other time that the Board of Directors may set with proper notification, at a time and place to be selected by the Board of Directors.~~

- ~~a) A President, with a term of office of one year, who shall be the Designated Member of a member business, and shall be the Chief Elected Officer of this Association, shall preside at its meetings and those of the Board of Directors. He/She shall be the official spokesperson of this Association in matters of public policy. He/She shall appoint all committees formed by the Board of Directors unless otherwise specified in these bylaws, shall be an ex-officio member of all committees, and shall perform all other duties usual and customary to such office.~~
- ~~b) A President Elect, with a term of office of one year, who shall be the Designated Member of a member business, shall in the absence of the President, or upon his/her direction, perform all of the duties of the President.~~
- ~~c) A Vice President, with a term of office of one year, who shall be the Designated Member of a member business, shall in the absence of the President and President Elect, or upon the direction of the President, perform all of the duties of the President.~~
- ~~d) An Associate Vice President, with a term of office of one year, who shall be an Associate Member of the Association, shall represent the Associate Members of the Association.~~
- ~~e) A Secretary Treasurer, with a term of office of three years, who shall be a Member of the Association, shall be responsible to the Association for the accounting of all monies~~

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~~collected and disbursed by the Association and shall render a monthly report to the Board of Directors and an annual report to the membership. In addition, he/she shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of committees, and will perform other duties usual and customary to such office. He/She shall serve as Chairman of the Finance Committee.~~

- ~~f) An Immediate Past President, with a term of office of one year, who shall be the Designated Member of a member business who has previously served as President of the Association. He/She shall provide continuity and advice to the President and the Board of Directors. He/She shall in the absence of the President, President Elect, and Vice President, or upon the direction of the President, perform all of the duties of the President.~~
- ~~g) Five (5) Directors, with terms of office of three years, who shall be Members of the Association.~~
- ~~h) One (1) Director is added by the formation of each Council or Chapter under Article XVII. The Chairman of the Council or Chapter will hold each position. The term of office will coincide with his/her term of office as Chairman of the Council or Chapter.~~

~~Sec. 2. Succession of Office: In the event of the absence, disability, resignation, removal or death of the President, then the President Elect shall act as the President of the Association. Should neither the President nor the President Elect be able to serve for any of the foregoing reasons, then the Vice President shall act as President. If the Vice President should be unable to serve for any of the foregoing reasons, then the Immediate Past President shall act as President. The Officer serving as Acting President shall serve until such time as the Board of Directors elects from among its Builder Members a President to fill the un-expired term. Vacancies in other officer positions may be filled in the same manner.~~

~~Sec. 3. The following Administrative Offices may be employed by the Board of Directors, at such rate or compensation as deemed fair and proper by the Board of Directors:~~

- ~~a) An Executive Vice President, who shall serve as the Chief Executive Officer of this Association and shall perform duties and responsibilities delegated by the Board of Directors. The Executive Vice President shall be empowered to employ and supervise adequate staff to carry on the business of this Association as instructed by the Board of Directors within the limitations of the budget.~~
- ~~b) A General Counsel, who shall be an attorney at law, licensed to practice within the territorial jurisdiction of this Association and who shall advise the Board of Directors and the Executive Vice President of this Association in legal matters.~~

~~Sec. 4. For the purposes of this article, an Affiliate Member affiliated with a Builder Member firm, corporation, or sole proprietorship is deemed a Builder Member of the Association, and an Affiliate Member affiliated with an Associate Member firm, corporation, or sole proprietorship is deemed an Associate Member of the Association.~~

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~~Sec. 5. The Designated Member of a Builder Member of the Association must hold at least two of the following positions on the Board of Directors: President, President Elect, Vice President, and Immediate Past President.~~

ARTICLE ~~XHXI~~

State and National Directors Offices

~~Sec. 1. The Board of Directors shall elect members to hold offices of the National Association of Home Builders, Home Builders Association of South Carolina, SC Builders PAC, and other organizations that the Board of Directors may, from time-to-time affiliate. National Directors, if allocated to the Association by the National Association of Home Builders, shall be elected by the Board of Directors consistent with the National Association of Home Builders Bylaws. Alternate Directors shall also be elected to act in the absence of the National Director.~~

~~Sec. 2. State Directors, if allocated to the Association by the National Association of Home Builders, shall be elected by the Board of Directors consistent with the Home Builders Association of South Carolina Bylaws. Alternate Directors shall also be elected to act in the absence of the State Directors.~~

~~Sec. 3. HBASC PAC Trustee: The Board of Directors shall elect a Member of the Association to be a Trustee of the South Carolina Builders Political Action Committee.~~

~~Sec. 4. Other state and national positions: To the extent that another position is available to a member of the Association at the National Association of Home Builders or the Home Builders Association of South Carolina, the Leadership Development Committee will recommend interested members to the Board of Directors, and the Board of Directors may elect a Member of the Association to each available position.~~

ARTICLE ~~XHXII~~

Indemnification

Sec. 1. Those holding Offices in accordance with Article XI of these Bylaws shall not be liable for any mistake of judgment or negligence except when their actions result from their own individual willful misconduct or bad faith.

Sec. 2. To the fullest extent allowable by law, those holding Offices in accordance with Article XI of these Bylaws are indemnified and held harmless against all liabilities to others arising out of the conduct of the business of the Association unless that conduct is in bad faith or contrary to the provisions of these Bylaws.

Sec. 3. It is intended that the Board of Directors and any agent or employee, on behalf of the Association, shall have no personal liability with respect to any contract made by them on behalf of the Association. Every agreement made by the Board of Directors and/or Executive Vice President, and any agent or employee on behalf of the Association, shall

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provide that the Board of Directors, Executive Vice President, and any agent or employee on behalf of the Association are acting only as agents for the Association and shall have no personal liability there under.

Sec. 4. The Association shall obtain, to the extent available, Director's and Officers' liability insurance as well as Employers' liability insurance, the cost for said insurance to be provided at the expense of the Association.

ARTICLE ~~XIV~~XIII
Voting, Proxies, and Quorums

Sec. 1. The Voting privilege shall be limited as follows: at meetings of the Association membership and Board of Directors, only members in good standing shall have the right to vote. ~~Each Member, irrespective of membership type outlined in Article VI, is entitled to one (1) vote for each paid membership.~~

Sec. 2. Votes may be cast by proxy in the following manner:

- a) Any Association member entitled to vote, may, by an instrument in writing or by electronic method, designate ~~another active member of the same classification, or~~ the Secretary-Treasurer, to vote for him/her at any properly called meeting of the Association membership. Proxies may be counted toward quorum calls only when the proxy instrument specifically addresses the quorum question. All proxies must be on a form approved by the Executive Vice President and submitted according to policies established by the Board of Directors.
- ~~b) Any member of the Board of Directors entitled to vote may, by an instrument in writing, designate another Director to vote for him/her at any properly called meeting of the Board of Directors. Proxies will be counted toward quorum calls only when the proxy instrument specifically addresses the quorum question. All proxies must be on a Board of Directors approved form and submitted according to rules and regulations established by the Board of Directors.~~

Sec. 3. Voting at any properly called meeting of the Association and the Board of Directors shall be according to the following: the vote of a simple majority of the Members present at any properly called meeting ~~of the Board of Directors or Membership~~ shall carry any properly introduced question provided there is a quorum present, except as otherwise provided for in these bylaws.

Sec. 4. A quorum is established according to the following:

- a) Board of Directors meeting: A quorum of the Board of Directors shall consist of not less than half of the ~~Associate Members of the Board of Directors, and not less than half of the Builder~~ Members serving on the Board of Directors.
- a)b) _____

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- b)c) ~~_____~~ General mMembership meeting: A quorum of the Membership is ten (10) percent of the ~~Associate members and ten (10) percent of the Builder~~ members, in attendance ~~in person~~ or by qualified proxy.

~~Sec. 5. For the purposes of this article, an Affiliate Member affiliated with a Builder Member firm, corporation, or sole proprietorship is deemed a Builder Member of the Association, and an Affiliate Member affiliated with an Associate Member firm, corporation, or sole proprietorship is deemed an Associate Member of the Association.~~

Sec. 6. The President may conduct meetings of the association or Board of Directors by electronic means. The chairman of a council may conduct meetings of the Board of Trustees by electronic means. The chairman of a committee may conduct meetings of the committee by electronic means. Electronic means will be consistent with the Code of Laws of South Carolina.

- a) ~~Electronic means includes telephone conference call, internet-based video conference, fax, email, or other method approved by the Board of Directors. Actions taken in meetings held by electronic means shall have the same effect as a meeting with the Board of Directors physically assembled and meeting in a common location.~~
- b) ~~Meetings conducted by electronic means are limited to one topic, must meet the notice requirements of Article X, Section 6 of these Bylaws, and may not take the place of regularly scheduled meetings. The quorum requirements of the Bylaws also must be followed.~~
- c) ~~Business conducted according to this Section will be recorded in minutes of the meeting and presented to the Board of Directors by the Secretary-Treasurer for the approval of the Board of Directors. When taking a vote by electronic means, the President must poll all board members with voting privileges.~~
- d) ~~When meeting by conference call or internet-based video conference, the meeting will be conducted in the same manner as a meeting in which the members are physically assembled.~~
- e) ~~When email or fax is used to take a vote, the President must establish a deadline for responding to the request for vote and the deadline must be at least five (5) days following transmittal of the business to the voting members of the Board of Directors. The deadline to vote must be included in the request for a vote. Any votes received after the deadline will not be counted. Response to the request for vote must be either "yes", "no" or "I desire a discussion". If three members of the Board of Directors request discussion of the topic, the special meeting will be declared adjourned by the President and the matter must be added to the agenda of the next meeting of the Board of Directors. Members casting their vote when requested by email or fax may respond in the following manner: by email, fax, telephone, or in person at the association's office. All votes will be collected by the Executive Vice President. After the deadline for the vote has passed, the Executive Vice President will report the results of the voting to the Secretary-Treasurer, who will approve the results and report them to the Board of Directors.~~
- f) ~~This section also applies to any standing committee, Council or Chapter Board of Trustees, or committee or task force properly formed by the Board of Directors.~~

ARTICLE ~~XV~~XIV
Elections

Sec. 1. The membership will receive, not less than ~~15~~ten (10) days prior to the Annual Meeting of the Membership, by First Class U.S. Mail, a report from the Board of Directors of nominees for the various Offices that ~~will be vacant occasioned by the expiration of the term for that office~~are subject to election.

Sec. 2. Additional nominations may be made from the floor according to the procedure established by the Board of Directors consistent with the ~~latest edition of Robert's association's~~ Rules of Order. If additional nominations are made from the floor or there is more than one (1) nominee for a position, a vote for the office where more than one candidate exists shall be taken by secret ballot and the candidate receiving the most votes for one office shall be considered elected.

Sec. 3. A majority vote of the members voting to accept the report of the Nominating Leadership Development Committee shall constitute election of the Offices so nominated.

ARTICLE ~~XVIX~~XVIXV
Committees

Sec. 1. There shall be the following Standing Committees:

- a) The Leadership Development Committee ~~shall be composed of not less than five (5) and not more than seven (7) members. The Immediate Past President and the President shall serve on the Committee. Members of the Committee will serve a term of office established by the Board of Directors. The committee will identify and cultivate future leaders of the Association and recommend candidates for election to the various offices to the Board of Directors and Membership. The committee also will recommend to the Board of Directors nominees for positions outlined in Article XII.~~
- b) The Membership Committee ~~will be responsible for building and maintaining the membership of the Association.~~
- c) The Finance Committee ~~will be chaired by the Secretary-Treasurer. The Finance Committee is responsible for providing funds sufficient to insure proper functioning of the Association and its mission.~~
- d) The Government Affairs Committee ~~will have the responsibility for setting the public policies of the Association with the consent of the Board of Directors.~~

~~Sec. 2. Appointments to Committees and Task Forces:~~

- a) ~~The Chairman of each committee or task force will be appointed from the Membership of the Association by the President with the advice and consent of the Board of Directors unless otherwise provided in these bylaws. If the President fails to appoint a Chairman, the members of the committee will elect a chairman from among the committee's membership.~~

- ~~b) Members of each committee or task force will be appointed from the Membership of the Association by the President. If the President fails to appoint sufficient members of a committee or task force, the Chairman of the committee or task force may select sufficient members to carry out the responsibilities of the committee or task force.~~
- ~~c) Each committee and task force shall include a member of the Board of Directors as a voting member.~~

Sec. 3. ~~Other Committees or Task Forces.~~ There shall be such other committees or task forces as may be designated by the Board of Directors.

ARTICLE ~~XVHXVI~~ *Councils and Chapters*

Sec. 1. There may be within the Association such councils and chapters as the Board of Directors may from time-to-time find necessary to serve adequately the particular needs of the respective portions of the ~~shelter or light commercial industries~~membership. Only an employee or agent of a member of the association in good standing may participate in the activities of any such council or chapter.

~~Sec. 2.~~ The activities of a council or chapter shall be governed ~~by a Board of Trustees appointed~~ in accordance with the Rules of Procedure approved by the Board of Directors of the Association. ~~The terms of office of any council or chapter approved by the Board of Directors shall coincide with the term of office of the Board of Directors of the Association as set forth in Article X, Section 4 of these Bylaws and may be for a duration that the Board of Directors of the Association may deem appropriate and in the best interest of the Association.~~

~~Sec. 3.~~ The Chairman of the Board of Trustees of a council or chapter duly created by the Board of Directors of the association will be a member of the Board of Directors of the association for a term of office that coincides with his or her term as chairman of the Council or Chapter.

~~Sec. 4.~~ Each council or chapter shall be subject to the general supervision of the Board of Directors of the Association.

~~Sec. 5.~~ The Executive Vice President may employ staff to support the work of any council or chapter within the limits of the Association's budget.

~~Sec. 6.~~ A council or chapter formed pursuant to this Article may require, as a condition of membership in the council or chapter, such membership standards and collect such payments as the Board of Trustees may establish with the consent of the Board of Directors.

ARTICLE ~~XVHXVII~~ *Finance*

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Sec. 1. Dues and other monies collected by this Association shall be placed in a depository selected by the Board of Directors. Procedures for payments from these funds shall be consistent with the Association's ~~Financial Policies adopted by the Board of Directors~~policies.

Sec. 2. The Board of Directors shall adopt a budget for each fiscal year, and this Association shall function within the totals of such a budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.

~~Sec. 3. The Association shall obtain Director's and Officer's Insurance and such other insurance acceptable to the Board of Directors, that covers the conduct of all members of the Board of Directors and employees handling the funds of this Association and conducting its business, in such amount as the Board of Directors shall determine.~~

Sec. 4. There shall be ~~an annual audit~~a regular review of the Finances of this Association by an independent ~~Certified Public Accountant~~accountant selected by the Board of Directors, and the ~~auditor's~~ report, together with a report from the Secretary-Treasurer, shall be submitted to the Board of Directors.

ARTICLE ~~XIX~~XVIII
Rules of Procedures

Sec. 1. ~~Roberts' Rules of Order shall govern the procedure~~The board of directors will adopt rules of procedure for conducting of all meetings of the Association.

~~Sec. 2. The Board of Directors may select one of its members to serve as Parliamentarian. The Parliamentarian will advise the President on maintaining order and enforce the Rules of Procedures in all meetings of the Board of Directors and the general membership.~~

ARTICLE ~~XX~~XXIX
Corporate Seal

The seal of the Association shall be "Home Builders Association of Greenville, S.C., Inc."

ARTICLE XX
Policies

The Board of Directors will adopt policies that enforce and implement the intent and spirit of these bylaws.

ARTICLE XXI
Dissolution

The Association may be dissolved and its affairs terminated at any meeting of the Board of Directors at which a quorum is present and of which proper notice is given if 80 percent of the

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Board of Directors vote in favor of dissolution. Such notice shall state the purpose of the proposed meeting. A certificate stating such facts shall be filed with the Secretary of State of the State of South Carolina. Upon dissolution of the Association and after all its debts and expenses have been paid, all residual assets of the Association shall be turned over to one or more organizations which are non-profit organizations exempt from ~~the~~ federal income tax under Code Section 501 c (6) or corresponding sections of any prior or future law or to the federal, state or local government for an exclusively public purpose.

ARTICLE XXII
Effective Date

In Witness Whereof, the undersigned certify that after a duly called meeting of the General Membership of the Association, the foregoing Bylaws were approved and adopted as the Amended and Restated Bylaws of the Home Builders Association of Greenville, S.C., Inc. as of ~~the 10th day of December, 2015,~~ thereby setting aside all other drafts and printings of said Bylaws.

~~The changes to Article XI of these Bylaws are effective upon the expiration of the terms of Office of those Offices eliminated or altered by the revision to these Bylaws on or after December 31, 2015.~~

President: _____ Date: ~~December 10, 2015~~
Printed Name: ~~Susan Peace Vernon~~Matt Shouse

Secretary: _____ Date: ~~December 10, 2015~~
Printed Name: ~~Scott Warren~~Scott Presley