



October 4, 2019

To: General Membership  
From: Board of Directors  
Re: Bylaws Amendments

The Board of Directors recommends that the association's Bylaws be amended. These amendments were recommended to the board by a task force that conducted a thorough review of the association's Bylaws. That task force included:

- Matt Shouse, APB, President
- Ron Tate, Esq., General Counsel
- Michael Dey, Chief Executive Officer.

The purpose:

1. Implement reforms to the association's membership model.
2. Shorten the bylaws by removing matters that are better addressed in policy, particularly matters that may need to be changed frequently to adjust to a changing association business environment, allowing the association to remain relevant to the industry.
3. Address changes in law or mandates from affiliated associations.

The amendments fall largely into these categories:

1. Tighten the association's objectives, which became bloated when the old Code of Ethics was merged into the association's objectives. The Code of Ethics is now addressed in the association's Value Statement (view using the link at the end of this report).
2. Establish that the association will be a membership-based organization and delegate to the Board of Directors the power to establish membership categories so that the association can better adjust to a changing environment.
3. Merge separate articles on the Board of Directors and Offices. This eliminates a large amount of duplicative, and potentially conflicting, language. One significant change is to eliminate the President's power to appoint a temporary successor. Instead, the succession procedure in the Bylaws will control. This is a minor point because succession is only until the next board meeting. However, the current language could create unnecessary controversy.
4. Refer to NAHB and HBASC governing processes for election of state and national offices rather than include those processes in the Bylaws. This eliminates the need to amend the Bylaws anytime NAHB or HBASC amend their bylaws.
5. Authorize voting by electronic means for the board, council boards, and committees but move the detail to policy. When the section that authorized voting by electronic means was added to the Bylaws, state law required the details to be spelled out in the Bylaws.

State law has been changed and is more specific about voting by electronic means. Procedures for conducting votes by electronic means can now be spelled out in policy.

6. The process of appointing committees has been delegate to the Board of Directors and will be detailed in policy.
7. The rules for operating councils and chapters has been delegated to the Board of Directors and will be detailed in policy.
8. A new article has been added to the Bylaws clarifying the board's power to set policy.

To implement these Bylaws amendments, the Board of Directors has approved three new policies and amended a fourth policy. Those policies are as follows:

1. Rules of Order Policy (amended)
2. Membership Categories and Membership Organizational Structure Policy (New)
3. Attendance, Board of Directors, council Boards of Trustees, and Committees Policy (New)
4. Affiliate Dues Payment Policy (New)

These policies may be downloaded and reviewed at this location on the association's website:

<https://hbaofgreenville.com/hba-elections-and-annual-meeting/>

Other policies will be amended or created by the Board of Directors as these Bylaws amendments, if approved by the General Membership, are implemented.