



**YORK BUILDERS**  
A S S O C I A T I O N

# CONSTITUTION AND BYLAWS

*Last Revised:* **May 1, 2024** \_\_\_\_\_

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**CONSTITUTION**

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# CONSTITUTION

and

## BY-LAWS

of the

### YORK COUNTY BUILDERS ASSOCIATION, INC.

#### DEFINITIONS AND INSTRUCTIONS

When used in these Bylaws, the following words and definitions will apply:

1. “*Association*” or “*YBA*” shall mean the York County Builders Association, Inc. more commonly referred to as the York Builders Association.
2. “*Board*” shall mean the Board of Directors of the Association as defined in Article V.
3. “*Notice*” and all notification requirements in these Bylaws may be fulfilled in writing by letter or by electronic mail.
4. “*Person*” or “*Member*” shall mean any natural person over the age of 18 who is or has been in or employed by a firm or corporation, or a firm or corporation through a designated representative, who is of good character and business reputation and who is eligible to join the Association under one of the membership classifications described in Article I of these Bylaws.
5. “*Presidential Advisor*” member appointed by the President.
6. A “*quorum*” for all meetings of this Association for the transaction of business shall mean the presence of five percent (5%) of Members in good standing are present; however, a quorum of the Board of Directors shall consist of not less than one-half (1/2) of its members.
7. “*Two-thirds (2/3) vote*” shall mean two-thirds (2/3) of the eligible voting members are present and voting and in no case less than a quorum.
8. Where a firm or corporation has been accepted as a member, the employee who is designated by that firm or corporation as its representative for its dealings with the Association shall be eligible for membership in this Association. If the representative leaves the firm's employ, the firm may designate another representative for the balance of the membership year.

# CONSTITUTION

## **Article I. Name and Location.**

**Section 1.01** The name of this Association shall be the YORK COUNTY BUILDERS ASSOCIATION, INC. The business of the Association may be conducted as YORK BUILDERS ASSOCIATION or YORK COUNTY BUILDERS ASSOCIATION or YBA, and these names are collectively referred to throughout as the “Association”.

**Section 1.02** The principal office of this Association shall be located at 540 Greenbriar Road, York, Pennsylvania 17404. The Association shall designate a registered office in accordance with Pennsylvania law. The Association may have offices at such other locations as the Board of Directors may determine.

## **Article II. Territorial Jurisdiction.**

**Section 2.01** This Association shall operate for the benefit of builders and those engaged in allied industries in the County of York, Commonwealth of Pennsylvania.

## **Article III. Objectives.**

**Section 3.01** This Association shall operate as an Affiliated Association of the National Association of Home Builders (“NAHB”). This Association agrees to abide by the articles of incorporation, bylaws, rules, and policies of the NAHB.

**Section 3.02** The objectives of this Association shall be:

- (a) To associate builders within the above described territorial jurisdiction for the purpose of mutual advantage and cooperation.
- (b) To cooperate with all branches of the building industry including but not limited to manufacturers, dealers, and financial institutions within said jurisdiction for the purpose of mutual advantage and for the benefit of the industry as a whole.
- (c) To maintain high professional standards and sound business methods among its members through the enforcement of its Code of Ethics described in Article IV herein.
- (d) To assist in the accomplishment of the objectives of the NAHB as stated in its Bylaws.
- (e) To assist the Officers, Board of Directors, and Membership Committee of the National Association of Home Builders of the United States in qualifying members operating within the above described territorial jurisdiction.
- (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 Home Builders of the United States.
- (g) To operate without profit and no part of the income of the Association shall inure to the benefit of any individual member.

#### **Article IV. Code of Ethics for Active Members.**

**Section 4.01** The active members of this Association shall be limited to those Persons who shall subscribe to the following Code of Ethics:

**(a)** Members of the YBA believe and affirm that:

- (i)** Home ownership can and should be within the reach of every American family.
- (ii)** American homes should be well-designed, well-constructed and accessible.
- (iii)** American homes shall be built under the free American enterprise system.

**(b)** To achieve these goals, we pledge allegiance to the following principles and policies:

- (i)** Our paramount responsibility is to our customers, our community, and our country.
- (ii)** Honesty is our guiding business policy.
- (iii)** High standards of health, safety and sanitation shall be built into every home.
- (iv)** Members shall deal fairly with their respective employees, sub-contractors, and suppliers.
- (v)** As members of a progressive industry, we encourage research to develop new materials, new building techniques and improved methods of home financing, to the end that every home purchaser may get the greatest value possible for every dollar.
- (vi)** All sound legislative proposals affecting our industry and the people we serve shall have our informed and vigorous support.
- (vii)** We hold inviolate the free enterprise system and the American Way of Life.
- (viii)** We pledge our support to our associates, our local, state, and national associations, and all related industries concerned with the preservation of legitimate rights and freedoms.

**(c)** As a member of the YBA:

- (i)** I agree to meet or exceed the standards established for new construction/remodeling as in the National Association of Home Builders' Residential Construction Performance Guidelines, (NAHB Performance Guidelines), and as updated from time to time.

- (ii) I agree to become familiar with and practice in accordance with the Association's Policies and Procedures published by the Association and updated from time to time.
- (iii) I agree to also abide by the findings of the Association's Consumer Assurance Program and promptly respond to and rectify any and all defects as defined in the NAHB Performance Guidelines.
- (iv) I agree to use written contracts and change orders as required by the laws of the Commonwealth of Pennsylvania, and describe all prices and specifications accurately and honestly, and to comply with all Federal, State, or Local laws and regulations.
- (v) I agree to use only materials equal to or exceeding the quality of those specified in the contract.
- (vi) I agree to start the construction process as soon as feasible upon award of a contract and proceed diligently to completion of the project without unnecessary delays and according to the terms of the contract.
- (vii) I agree to promptly acknowledge and rectify obvious defects in products, materials, and workmanship within a reasonable time frame on products supplied by Member.
- (viii) I agree to maintain a credit rating that is acceptable to my creditors, suppliers, and subcontractors, and which conforms to the generally recognized and accepted practices within my industry.
- (ix) If I have employees, I agree to carry workers' compensation insurance as required by the laws of the Commonwealth of Pennsylvania; I also agree to carry a proper amount of liability and property insurance as required by the laws of the Commonwealth of Pennsylvania and the generally recognized and accepted practices within my industry.
- (x) This Code of Ethics for members of the YBA has been adopted to promote and maintain the highest standards of service in the building industry and conduct among its members. Adherence to these standards is required for membership in the Association and serves to assure public confidence in the integrity and service of the YBA and the building industry.

## Article V. Amendments.

**Section 5.01** This Constitution may be adopted or amended by a vote of two-thirds (2/3) of the Members ~~present at any meeting if the number of Members in attendance at such meeting constitutes a quorum, whether present at a meeting or via electronic vote,~~ and if a copy of the proposed amendments has been provided to each member of the Association not less than five (5) days prior to the ~~meeting date~~ at which ~~time~~ action

is to be taken thereon. Any nonresponse to electronic voting will be considered a “yes” vote.

## **BY-LAWS**

### **Article I. Membership.**

**Section 1.01 CLASSES.** Membership in the YBA will be one of three (3) classes:

- (a) Builder Membership;
- (b) Associate Membership; or
- (c) Affiliate Membership.

**Section 1.02 QUALIFICATIONS.** Qualifications for membership in the YBA will be as follows:

- (a) **BUILDER MEMBER.** Any Person as defined above whose business is the building, rebuilding, constructing, or remodeling of homes, apartments, schools, and commercial or industrial structures, shall be eligible to be a Builder Member.
- (b) **ASSOCIATE MEMBER.** Any Person as defined above who by act or belief supports the building industry shall be eligible to be an Associate Member.
- (c) **AFFILIATE MEMBER.** Any Person as defined above and represented by a Builder or Associate member of the YBA shall be eligible to be an Affiliate Member and participate in the Association with the following restrictions:
  - (i) Affiliate Members may participate in the York Builders Association Insurance Hub only if their employer is a participant; and
  - (ii) Affiliate Members may not be elected as Directors or Officers of the Association.

**Section 1.03 TERRITORIAL JURISDICTION.** All classes of membership also require that the applicant operate within the territorial jurisdiction of the YBA as defined herein, agree to abide by the provisions of the Constitution and By-Laws and all amendments thereof, and will subscribe to the YBA’s Code of Ethics. ~~Builder and Associate applicants must be approved for membership by the Membership Committee and the Board of Directors.~~

**Section 1.04 APPLICATIONS.** Applications for membership in the Association shall be made ~~to the Membership Committee~~ and processed in the following manner:

- (a) Candidate shall submit their application following the instructions on the Association’s website, which application contains an agreement to abide by the Bylaws and observe the Code of Ethics of this Association, and that of the National Association of Home

Builders (“NAHB”). ~~The Association shall make available to its Members a copy of the Code of Ethics of the NAHB.~~

- (b) Application shall be accompanied by a payment in an amount sufficient to cover the current year’s dues in advance. ~~PAH payments so made pursuant to this section shall be returned in full if applicant is not membership is not approved accepted and admitted as a member of the YBA.~~
- ~~(c) The Membership Committee shall investigate all applications for membership and make their recommendations to the Board of Directors in whom shall be vested the exclusive right to elect to membership by a majority of the Board members present at any meeting.~~

**Section 1.05** TRANSFER. Transfer of membership shall be for companies or corporations that are sold, or companies or corporations that are changing their name, or otherwise as allowed pursuant to these Bylaws. It shall be the decision of the Board of Directors to the continuation or classification.

**Section 1.06** SUSPENSION OR TERMINATION. Suspension or termination of membership of this Association shall be accomplished in the following manner:

- (a) Members of any classification may be suspended or terminated from membership for conduct inconsistent with the Association's Bylaws per the discretion of the Board of Directors as promulgated from time to time in the Bylaws and based on the best interest of the Association. Any member charged with such conduct by any other member, board member, or third party shall only be suspended or terminated upon a two-thirds (2/3) affirmative vote of the entire Board of Directors for suspension or termination at a special meeting of the Board convened thirty (30) days after written notice of the charges have been given to the member in question, and the member shall have the right to present to the Board, at the special meeting, evidence refuting the charges. Such termination or suspension shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid, nor shall such member be entitled to any refund of dues paid.
- (b) ~~A member may be denied the opportunity to renew his/her membership if said member~~ If a Member has outstanding debts to the Association, the Board of Directors may in its discretion deny renewal of the Membership.
- (c) A vote of two-thirds (2/3) of the entire Board of Directors shall be required to reinstate any member who has been expelled or suspended pursuant to the provisions of this Section.
- (d) Any member so expelled shall not be eligible for reinstatement for a period of not less than one (1) year from the date of expulsion, unless the Board has determined it acted in error.

**Section 1.07** RESIGNATION. Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the member so resigning of

the obligation to pay any dues or other charges theretofore accrued and unpaid, nor shall such member be entitled to any refund of dues paid.

**Section 1.08** MEMBERSHIP MEETINGS. Meetings of the Membership shall be held as follows:

- (a) Regular meetings of the Membership of this Association shall be held as determined by the Board of Directors or in accordance with established policy.
- (b) Special meetings of the Membership of this Association may be called at any time by the President or the Board of Directors.
- (c) Notice shall be given of the date, time, and location of all meetings to each member at least five (5) days in advance.

**Article II. Fiscal Year.**

**Section 2.01** YEAR. The fiscal year of this Association shall be the calendar year.

**Article III. Dues.**

**Section 3.01** ESTABLISHMENT OF DUES. Dues and admission fees for all classes of membership shall be established by the Board of Directors and are subject to change from time to time. In addition to annual dues, the Board of Directors may assess additional dues as the Board of Directors determines to be in the best interest of the Association.

**Section 3.02** NAHB AND PBA DUES. The dues of this Association shall be established by the Board of Directors and shall include those required for membership in the National Association of Home Builders (NAHB) and the Pennsylvania Builders Association (PBA) which this Association shall collect and remit in accordance with the requirements of the NAHB and PBA.

**Section 3.03** DEFAULT. When a member is in default in the payment of dues for a period of one (1) month, membership in the Association may be terminated.

**Article IV. Membership Certificate and Emblem.**

**Section 4.01** MEMBERSHIP CERTIFICATE. Each member shall be issued a one (1) Membership Certificate upon ~~payment of dues for the current year in such form as the Board of Directors shall prescribe~~ admission into the Association. The Membership Certificate itself shall convey no rights or privileges, but shall only be for identification.

**Section 4.02** EMBLEM. Current members of this Association in good standing may use on their stationery and literature the official emblem of the ~~National Association of Home~~

~~Builders of the United States NAHB, the Pennsylvania Builders Association PBA, and the YBA.~~

## Article V. Board of Directors.

**Section 5.01** ~~DIRECTORS; ELECTION AND TERM; ATTENDANCE. A Board of Directors consisting of up to six (6) Builder Members and three (3) Associate Members shall be elected from the active membership and shall be the governing body of this Association. There shall be three (3) Builder Members elected for a two (2) year term in alternating years, one (1) Associate Member elected for a two (2) year term in alternating years to correspond with the election of the Associate Vice President, and two (2) Associate Members elected in the alternate year. The Board shall be elected by the Membership and shall hold office for their term, which shall start on January 1 of the succeeding year. It is the duty of each director to attend the Board meetings which will be held at a date and time designated by the Board of Directors and subject to change from time to time. The Board may dismiss any Director that misses three (3) meetings in any calendar year, unless reinstated by a two-thirds (2/3) vote of those present at the Board meeting following the third absence. The Board of Directors shall consist of not fewer than nine (9) and not more than twenty-five (25) Board members, elected from the active membership and servicing as the governing body of this Association ("Directors"). The Board shall include both Builder and Associate Members of the YBA, with Builder Members always comprising a majority. YBA Leadership, YBA Directors, PBA Directors and NAHB Directors are included in the quantification of the ratio of Builder versus Associate Directors. Directors shall be elected by the Membership for staggered two-year terms, with terms beginning on January 1 of the succeeding year.~~

~~YBA Life Directors shall be defined as those members who have been recognized as Life Directors by the PBA. Life Directors shall have all the voting privileges, duties, and responsibilities of a Director. Life Directors shall not be included in the count for maximum number of Directors or shall not be included in the quantification of the ratio of Builder versus Associate Directors.~~

~~**Section 5.01** It is the duty of each Director to attend Board meetings which shall be held at dates and times designated by the Board of Directors and subject to change from time to time. Any Director who misses three (3) meetings in a calendar year may be dismissed, unless reinstated by a two-thirds (2/3) vote of the Directors present at the Board meeting following the third absence.~~

**Section 5.02** ACTIVE MEMBERS. All members of the Board of Directors, either elected or appointed, must be an active member of the YBA.

**Section 5.03** VOTING RIGHTS. The President, Vice-President, Associate Vice President, Secretary/Treasurer, and the Immediate Past President, shall be ex-officio members of the Board of Directors with full voting powers.

**Section 5.04** CHAIRPERSON. The President shall be Chairperson of the Board of Directors.

**Section 5.05** VACANCY. Vacancies of the Board of Directors occasioned by death, resignation or dismissal shall be filled by appointment of the President; the Person so appointed shall serve until the next election. In the event that the office of President is vacated, his/her unexpired term shall be filled by the Vice-President. The Secretary/Treasurer is then to be designated as Vice-President. A new Secretary/Treasurer is then to be elected by the Board of Directors to complete the term.

**Section 5.06** NATIONAL AND STATE DIRECTORS; VOTING RIGHTS. National Directors shall be elected from the membership in accordance with the number and stipulations allowed by the Bylaws of the National Association of Home Builders as updated from time to time. State Directors shall be elected from the membership in accordance with the number and stipulations allowed by the Bylaws of the Pennsylvania Builders Association and as updated from time to time. National and State Directors shall be ex-officio members of the Board of Directors with voting powers as defined by the national and state requirements respectively. This includes National and State Directors who are awarded "Life" and "Senior Life" status by PBA and NAHB only upon the recommendation of the Board of Directors of the YBA.

**Section 5.07** BOARD MEETINGS. Meetings of the Board of Directors shall be held as follows:

- (a) Regular meetings of the Board of Directors shall be held at such time as the Board may direct.
- (b) Special meetings of the Board of Directors may be called by the President or upon formal request in writing of five (5) of its members.
- ~~(e)~~ Notice of the date, hour and place of all meetings must be given to the Directors at least five (5) days in advance.

(c)

## Article VI. Officers.

**Section 6.01** OFFICERS; ELECTION; TERM. The following officers shall be elected from the Membership and shall hold office for a term of one (1) year, which shall start on January 1 of the succeeding year (with the exception of the Associate Vice President holding a term of two (2) years as described below) or until their successors are elected and duly qualified.

- (a) PRESIDENT. A President who shall be the chief officer of this association and shall preside at its meetings and those of the Board of Directors and Executive Committee. President shall be the official spokesman of this Association in matters of public policy. President shall ~~appoint all committees, shall be an ex-officio member of all committees,~~ensure fiduciary duties are being fulfilled by the Officers and Directors of the Association, and shall perform all other duties to such office.
- (b) VICE PRESIDENT. A Vice President who shall, in the absence of the President, or upon his/her direction, perform all of the duties of the President. Vice President shall also serve on the Executive Committee.

- (c) ASSOCIATE VICE PRESIDENT. An Associate Vice President who shall be responsible for duties as specified by the President and Board of Directors and who shall be responsive to the needs of the associate membership. The Associate Vice President shall hold office for a term of two (2) years, which will commence on January 1 of the succeeding year, or until his/her successor is elected and duly qualified. The Associate Vice President shall also serve on the Executive Committee.
- (d) SECRETARY/TREASURER. ~~A Secretary/Treasurer, who shall also be responsible for an accounting of all moneys collected and disbursed by the Board of Directors.~~ A Secretary/Treasurer, who shall assume recordkeeping and financial oversight responsibilities, focusing on maintaining accurate records, ensuring transparency, and supporting board governance. The Secretary/Treasurer may assign such duties to an Administrative Officer as necessary. ~~keep a record of all the official proceedings of this association and its Board of Directors and who shall also be responsible for an accounting of all moneys collected and disbursed by the Board of Directors.~~ Secretary/Treasurer shall serve on the Executive Committee.

**Section 6.02 ADMINISTRATIVE OFFICERS.** The following administrative officers and staff may be employed by the Board of Directors at such rate of compensation as they deem fair and proper.

- (a) EXECUTIVE VICE PRESIDENT. An Executive Vice-President who shall serve as the chief administrative head of this association. Duties: It shall be the duty of the Executive Vice President to supervise the entire staff and perform such other duties as may be delegated to him/her by the Board of Directors, the Executive Committee or the President, and all other duties usual to such office. The Executive Vice-President shall be empowered to employ an adequate staff to carry on the business of this association as instructed by the Board of Directors, at such rates of compensation as the Executive Committee may deem fair and proper, within the limitations of the annual budget.
- (b) GENERAL COUNSEL. 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 officers, directors and committees of this association in legal matters.

## Article VII. Voting, Proxies, and Quorums.

**Section 7.01 MEMBER VOTES.** The voting privilege shall be limited as follows:

- (a) At meetings of the membership, Members in good standing shall have the right to vote. Firms, corporations, or partnerships holding a Membership shall be entitled to one (1) vote to be cast by the duly designated representative listed on the Association's membership roster.
- ~~(a)~~ (b) Votes of the membership or Board may be conducted electronically, provided notice and voting procedures are clearly communicated.

**Section 7.02 PROXIES.** Votes may be cast by proxy in the following manner:

- (a) Any ~~member~~ Member entitled to vote, may, by an instrument in writing bearing a date not more than thirty (30) days in advance of the meetings and provided to the Executive

Vice President, designate a ~~D~~irector to vote for him/her in his/her place and stead at any meeting of the Board of Directors or Membership meeting.

**Section 7.03** MAJORITY. A vote of a simple majority shall determine any action taken by the Board of Directors or the membership, provided a quorum is met.

### Article VIII. Elections.

**Section 8.01** ~~NOMINATING COMMITTEE~~. The ~~Nominating Executive~~ Committee shall also serve as a Nominating Committee, and shall:

- (a) Solicit and consider the recommendations of the Membership, both Builder and Associate, as to candidates for each office and directorship to be filled.
- (b) Prepare and send all members a report recommending at least one (1) nomination for each office and directorship to be filled, having previously obtained consent of nominees to become candidates for office or directorship. Additional Nominations may be made from the floor upon a motion carried by a majority vote. Otherwise the nominations shall be considered closed.
- (c) Present their Final Report on Nominations for Directors and Officers.

**Section 8.02** NOMINATIONS. Acceptance of the report of the Nominating Committee by the Membership shall constitute election of the Directors and Officers nominated. No nominations will be accepted after ~~August 31<sup>st</sup> of each year~~ the September Board of Directors Meeting in any given year.

### Article IX. Committees.

**Section 9.01** CHAIRPERSON; TERM. The chairpersons of each committee of the Association shall be appointed by either members of the committee, or the Executive Vice President, ~~to serve during the President's term in office except otherwise specifically provided by these Bylaws.~~ Chairperson terms will be limited to two (2) consecutive years, except otherwise specifically provided by these Bylaws, or as approved by the Executive Vice President.

**Section 9.02** COMMITTEE MEMBERS; TERM; LIMITATIONS. Members of committees of the Association shall be appointed by the ~~President-Executive Vice President~~ to serve during the President's term in office except otherwise specifically provided by these Bylaws. In the absence of such appointments ~~by the President,~~ each committee Chairperson is given authority to appoint members of his/her committee. Members of the Association are limited to serve on three (3) committees per year.

**Section 9.03** REMOVAL. The President may remove at-will the Chairperson or member of any committee pursuant to his/her discretion in the best interests of the Association.

**Section 9.04** COMMITTEE MEETINGS. Meetings of all Committees shall be upon call of the Chairperson or President.

**Section 9.05** VOTING.

- (a) MAJORITY. A simple majority vote in the committee shall decide an issue provided a quorum is present.
- (b) QUORUM. The presence of one half (1/2) of the committee members at a meeting shall constitute a quorum.

**Section 9.06 COMMITTEES.** The Standing Committees of the Association are (a) Executive; (b) Nominating; (c) ~~Membership~~Member Engagement; and (d) Financial Advisory, and are further described as follows:

- (a) EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President (Chairman), Vice-President, Associate Vice President, Secretary/Treasurer, Immediate Past President, and a Presidential Advisor. This Committee shall conduct the affairs of this association in accordance with the Constitution and By-Laws, policies and instructions of the Board of Directors. It shall be the policy and steering committee of this association and shall be responsible for establishing a budget for financing this association and for all matters of policy statement, subject to approval of the Board of Directors. This Committee shall meet upon the call of the President, the Board of Directors, or any five (5) of its members, stating the time and location of the meeting. Five (5) members shall constitute a quorum.
- ~~(b) NOMINATING COMMITTEE. The Nominating Committee shall be composed of five (5) members appointed from the Membership of this association by the President, with the approval of the Board of Directors.~~
- ~~(b) The Immediate Past President and the current President shall be two (2) of the five (5) members of this Committee the members of the Executive Committee. –The Immediate Past President shall be Chairperson of this Committee, or one appointed by the President and approved by the Board of Directors.~~
- (c) ~~MEMBERSHIP-MEMBER ENGAGEMENT~~ COMMITTEE. The ~~Membership-Member Engagement~~ Committee may consist of any number of members the President or the Executive Vice President deems necessary to fulfill the responsibilities of this Committee. The committee responsibilities include membership recruitment and retention. ~~The Secretary/Treasurer shall serve on this committee.~~
- (d) FINANCIAL ADVISORY COMMITTEE. The Financial Advisory Committee shall oversee the financial matters of the Association and recommend appropriate action within the associations goals and objectives. The Secretary/Treasurer shall serve on this committee.
- (e) Special Committees may be appointed by the President as he/she may from time to time deem advisable.
- (f) Committees of the Association should be approved by the Board of Directors by a majority vote.

**Article X. Minutes, Books, and Records.**

**Section 10.01** RECORD RETENTION. The Association shall keep correct and complete minutes of the proceedings of its members, board of directors, and committees of directors, ~~shall keep;~~ correct and complete books and records of accounts; and ~~shall keep a membership book~~ a membership database containing the identity and name and address contact information ~~for~~ each member, including nonvoting members, pursuant to its Document Retention and Destruction Policy and in accordance with Federal and State Law.

**Section 10.02** INSPECTION AND AVAILABILITY OF RECORDS. Any voting Member of the Association shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose, to examine and make copies from the relevant books and records of accounts, minutes, and records of members of the corporation.

## **Article XI. Finance.**

**Section 11.01** FUND. Dues and other monies collected by this association shall be placed in a depository selected by the Board of Directors, and payments from the funds of this association shall be made in accordance with the Association's Check Signing Policy.

**Section 11.02** BUDGET. The Board of Directors shall adopt a budget for each calendar year, and this association shall function within the totals of such budget. Any expenditure in excess of such budget must be authorized by the Board of Directors.

**Section 11.03** ANNUAL REVIEW. There shall be an annual review on the finances by a qualified accounting firm as designated by the Financial Advisory Committee whose report shall be submitted to the Board for their review and approval.

**Section 11.04** NONPROFIT OPERATION. Although the Association is incorporated, the Association as a corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the corporation will be distributed to its members, directors, or officers without full consideration. No member of the Association has any vested right, interest, or privilege in or to the assets, property, functions or activities of the Association. The Association may contract in due course with its members, directors and officers without violating this provision.

## **Article XII. Policy.**

**Section 12.01** POLICY. It is the undeviating policy of this association to comply strictly with the letter and spirit of all federal, state and applicable international trade regulations and antitrust laws. Any activities of this association or association-related actions of its staff, officers, directors or members which violate these regulations and laws are detrimental to the interests of this association and are unequivocally contrary to association policy.

**Section 12.02** ANTITRUST COMPLIANCE. Implementation of the antitrust compliance policy of this association shall include, but shall not be limited to, the following:

- (a) Association membership, Board of Directors, Executive Committee and other committee meetings shall be conducted pursuant to agendas; discussions shall be limited to agenda

items, there shall be no substantive discussions of association matters other than at official meetings.

- (b) All association activities or discussions shall be avoided which might be construed as tending to 1) raise, lower or stabilize prices; 2) regulate production; 3) allocate markets; 4) encourage boycotts; 5) foster unfair trade practices; 6) assist in monopolization; or (7) in any way violate federal, state, or international trade regulations and antitrust laws.
- (c) Association members, officers, directors, or employees who participate in conduct which the Board of Directors, by a two-thirds (2/3) majority vote, determines to be contrary to this association's antitrust compliance policy shall be subject to disciplinary measures up to and including termination of membership.

### **Article XIII. Indemnification and Liabilities.**

**Section 13.01 INDEMNIFICATION.** This Association shall indemnify, hold harmless, and defend each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amount paid, in satisfaction or in settlement of, or in connection with the defense of, any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of this Association. Without limitation, the term "expenses" shall include reasonable attorneys' fees and expenses, expert witness fees, court costs and other costs of a similar nature. This association shall not, however, indemnify any officer, director, or employee until the Board of Directors has determined, by a majority vote of a quorum present at a meeting, or by a written instrument signed by a majority of the entire Board of Directors, that the officer, director or employee:

- (a) Has not breached or failed to perform the duties of his/her office in good faith, in a manner he reasonably believed to be in the best interests of the Association.
- (b) Has not breached or failed to perform in a manner which constitutes fraud, self-dealing, willful misconduct, or recklessness.
- (c) (In any matter subject to criminal action, suit or proceeding:) Had no knowledge concerning the matter in question that would provide reasonable cause to believe that the conduct was lawful. In making this determination, all Directors, including any Director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining the majority of the Board of Directors.

**Section 13.02 DEMAND.** Any officer, director or employee who is entitled to indemnification from this association may make a written demand on the Board of Directors by serving the written demand on the President or the Vice-President (unless the President and Vice-President are both making the demand, in which case service may be made on any other Officer of this Association). If the Board of Directors does not, within thirty (30) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within

forty-five (45) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the entitlement. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the Section 12.01 hereinabove, the court shall order this Association to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

**Section 13.03 LIABILITIES.** Nothing in these bylaws shall constitute Members of the Association as partners for any purpose. No member, officer, agent, or employee shall be liable for the acts or failure to act of any other member, officer, agent, or employee of the association. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these bylaws, excepting only acts or omissions arising out of his/her willful misfeasance.

#### **Article XIV. Dispute Resolution.**

**Section 14.01 ALTERNATIVE DISPUTE RESOLUTION.** The members and the Association agree that any disputes or questions arising out of or in connection with the Association's Constitution and Bylaws, Policies, Procedures, and/or in connection with membership in the Association, shall be settled by arbitration in accordance with the local Arbitration rules then in force. The results of the arbitration will be binding.

#### **Article XV. Notices.**

**Section 15.01 MEMBER'S ADDRESS.** Members shall furnish the Executive Vice-President with their official and updated contact information including the Member's physical and electronic mailing address, and the providing of any notice to either destination shall be deemed service of such notice or notices upon them as of the date of providing the same.

#### **Article XVI. Rules of Procedure.**

**Section 16.01 MEETING AND VOTING PROCEDURES.** Robert's Rules of Order shall govern the procedure of all meetings of this association and shall govern the voting procedure which allows the President to cast a vote only in cases where a tie vote has resulted and his/her vote would change the result or when voting is by ballot.

#### **Article XVII. Amendments.**

**Section 17.01 AMENDMENTS.** These Bylaws may be adopted or amended by a vote of two-thirds (2/3) of the entire Board of Directors at any meeting, provided that:

- (a) the number of Directors in attendance at such meeting constitutes a quorum, and
- (b) a copy of the proposed amendments have been provided to each member of this association not less than five (5) days prior to the meeting at which action is to be taken thereon.

Amended April 26, 2000  
Amended Nov. 22, 2000  
Amended Dec. 19, 2001  
Amended Nov. 19, 2003  
Amended Jan. 28, 2004  
Amended Feb. 25, 2004  
Amended Dec. 15, 2004  
Amended Aug. 24, 2005  
Amended Mar. 22, 2006  
Amended Oct. 25, 2006  
Amended Oct. 22, 2008  
Amended Nov. 18, 2009  
Amended March 23, 2011  
Amended July 27, 2011  
Amended October 24, 2012  
Amended November 28, 2018  
Amended April 1, 2023  
Amended May 1, 2024

Amended