



HOUSING & BUILDING ASSOCIATION  
OF COLORADO SPRINGS

# Housing and Building Association of Colorado Springs By Laws

Revised November 2008

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## **ARTICLE I Name, Organization and Location**

*Sec. 1.* The name of this Association shall be the Housing and Building Association of Colorado Springs/Pikes Peak Region. (Revised June 14, 1988, August 13, 1991.)

*Sec. 2.* The principal office of the Association shall be located in El Paso County, Colorado. (Revised December 9, 1980.)

*Sec. 3.* The Association will be organized as a non-profit corporation under the laws of the State of Colorado.

## **ARTICLE II Territorial Jurisdiction**

*Sec. 1.* This Association shall operate for the benefit of residential and commercial builders, those engaged in the business of land development and those engaged in allied businesses and professions in El Paso County and Teller County, Colorado. (Revised June 9, 1981, August 13, 1991.)

## **ARTICLE III Objectives**

*Sec. 1.* This Association shall operate without profit as an Affiliated Association of the National Association of Home Builders and the Colorado Association of Home Builders. The purposes and objectives of the Association are as follows: (Revised November 26, 1973)

- (a) To associate residential and commercial builders, those engaged in the business of land development and those engaged in allied businesses and professions within the above described jurisdiction for the purpose of mutual advantage and cooperation.
- (b) To cooperate with all branches of the residential and commercial building industry, land development and the allied businesses and professions within said jurisdiction for the purposes 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 as outlined by Section IV.
- (d) To promote cooperative action in advancing the common purposes of its Members; and proper consideration of opinion upon questions affecting the residential and commercial building and land development industry within the jurisdiction of the Association.
- (e) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Colorado Association of Home Builders. (Revised November 26, 1973, November 11, 1984.)
- (f) To assist the Officers, Board of Directors, and Membership Committee of the National Association of Home Builders of the United States and the Colorado Association of Home Builders in qualifying Members operating within the above described territorial jurisdiction. (Revised November 26, 1973, November 11, 1984.)
- (g) To participate for the purpose of mutual benefits in an interchange of information and experience with all local affiliated associations of the National Association of Home Builders of the United States and the Colorado Association of Home Builders. (Revised November 26, 1973, November 11, 1984.)

*Sec. 2.* No part of the income of the Association shall inure to the benefit of any individual Member. (Added May 26, 1972.)



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## ARTICLE IV Code of Ethics

*Sec. 1.* All Members of this Association shall agree to observe and be bound by the following code of ethics:

- (a) MEMBERS shall constantly seek to provide better values so that an ever greater share of our people may enjoy the benefits of home and property ownership.
- (b) MEMBERS shall strive to develop the efficiency of the building and land development industry to the end that labor may receive its just and proper reward.
- (c) MEMBERS shall at all times contribute their knowledge of building and land development to the best interests of those they serve.
- (d) MEMBERS shall not knowingly enter into any contract, the terms of which are designed to imperil the rights of either labor or the suppliers of materials to receive a fair return for services or goods furnished.
- (e) MEMBERS shall not obtain any business by means of fraudulent statements or by use of implications unwarranted by fact or reasonable probability.
- (f) MEMBERS shall comply both in spirit and letter with rules and regulations prescribed by the law and government agencies for the health, safety and progress of the community.
- (g) MEMBERS shall be alert to examine proposed or enacted state and local legislation detrimental to social, economic and political progress and to have input into such proposed actions to avoid such detrimental results.
- (h) MEMBERS shall not perform or cause to be performed, any act that would tend to adversely reflect on or bring into disrepute any part of the building or land development industry.

## ARTICLE V Membership

*Sec. 1.* Membership in this Association will be of four classes: (Revised May 26, 1972)

- (a) Active Builder Membership
- (b) Associate Membership
- (c) Affiliate Membership (Added May 26, 1972) (Added May 14, 2001)
- (d) Honorary Life Membership (Added May 26, 1972)

*Sec. 2.* Qualifications for Membership in this Association shall be as follows:

- (a) Active Builder Membership shall be open to any person or entity: (1) whose business is the construction of housing or commercial buildings or the business of land development within the territorial jurisdiction of this Association; (2) who shall agree to abide by the provisions of the Association By-Laws and any amendments thereof; (3) who shall subscribe to the foregoing Code of Ethics; and (4) who shall meet with the approval of the Board of Directors. This Association's jurisdiction shall follow and apply, for assessment purpose or otherwise, to any and all other business entities engaged as general contractor of construction or land development, and in which an Association Member is a principal, i.e., has ownership interests or management responsibilities, provided said other business entity activities are within the territorial jurisdiction of this Association. It is the responsibility of every Association Member to promptly inform the Association of every other entity in which an Association Member is a Principal. (Revised September 12, 1972, December 9, 1980, May 10, 1983, January 19, 2006)
- (b) Associate Membership shall be open to any person or entity: (1) engaged in any allied trade, business, industry, or profession within the territorial jurisdiction of this Association, (2) who shall agree to abide by the provisions



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of the Association By-Laws and any amendments thereof, (3) who shall subscribe to the foregoing Code of Ethics and (4) who shall meet with the approval of the Board of Directors.

- (c) Affiliate Members shall be open to any person or entity: (1) who is an employee, partner, or wholly owned subsidiary of an Associate Member or Active Builder Member, (2) who shall agree to abide by the provisions of the Association By-Laws and any amendments thereof, (3) who shall subscribe to the foregoing Code of Ethics and (4) who shall meet with the approval of the Board of directors. (Added May 14, 2001, Amended May 20, 2009)
- (d) Honorary Life Membership. An Honorary Life Membership may be conferred by the Board of Directors to a person as reward for distinguished or meritorious service in the furtherance of the policies and goals of the Association or the building industry in general or for any other reason judged worthy by the Board of Directors. An Honorary Life Membership may only be conferred to individuals and not to entities. An Honorary Life Membership is for the life of the Member and may be conferred only upon unanimous consent of the Board of Directors present at any regularly scheduled Board meeting where a quorum is present. An Honorary Life Member shall be a voting Member of the Board of Directors. (Added December 9, 1980.) (Added May 14, 2001)

**Sec. 3.** Applications for Membership in this Association shall be made to the Board of Directors and processed in the following manner:

- (a) A candidate for Membership shall submit the application in writing on a form supplied by this Association, containing an agreement to abide by the By-Laws and observe the Code of Ethics of this Association.
- (b) Applications shall be endorsed by at least one Member in good standing and shall be accompanied by a payment in an amount sufficient to cover the first year's Membership dues. If the Board of Directors has authorized the payment of dues in installments by a duly authorized resolution, then the application will be accompanied by the first installment. The application shall then be considered by the Board of Directors and be accepted or denied by a majority of the Board of Directors within ninety (90) days after the application has been submitted to the Board with all required fees. If the application is not acted upon by the Board of Directors within such ninety day period, it shall be deemed denied unless the Board otherwise determines by a majority vote to extend the date for its consideration of the application. Such period of extension will not exceed ninety days. The application may be referred by the Board of Directors to the Admission Standards and By-Laws Committee for review during this period. The renewal date for Membership will occur one year from the date of acceptance by the Board of Directors. A full refund will be made to those applicants who do not receive Membership approval from the Board of Directors. The highest Membership classification for which a Member is eligible shall be assigned to each applicant. If there is doubt as to which type of Membership an applicant properly belongs, the same shall be resolved by a two-thirds (b) vote of the Board of Directors to change classifications from that requested by applicant. (Revised December 9, 1980.)
- (c) The application shall contain an individual personal guarantee for all debts and fees owed to the Association by an entity Member. The application will also provide for indemnification to the Association by the Member and the guarantor for any and all claims, liabilities and damages resulting from any litigation, arbitration or other proceedings in which the Association may become involved because of acts, omissions or other conduct of the Member. (Added December 9, 1980.)
- (d) Any and all debts and fees owed by a former Member to the Association in which the applicant (or an individual therein) was a principal, shall be paid in full prior to any consideration of a new Membership application or reinstatement of the applicant (Added December 9, 1980).
- (e) Membership in the Association is transferable or assignable only upon approval of a majority vote of the Board of Directors. Such transfer or assignment shall be reviewed by the Admission Standards and By-Laws



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Committee prior to presentation to the Board of Directors (Added December 9, 1980) (Revised May 12, 1981, June 14, 1988, August 13, 1991).

## **Sec. 4.** Expulsion and Denial

### (a) Grounds and Procedures.

#### (1) Grounds.

- (i) The Board of Directors shall have the power to expel or deny Membership for willful infractions of these By-Laws or for acts of conduct deemed disorderly, injurious, or disreputable to the interests or objectives of the Association. Prior to expulsion or denial pursuant to this subparagraph, the Member or applicant will be entitled to notice and a hearing pursuant to this paragraph. The required vote to expel Membership will be by a two-thirds vote of the Board of Directors at a meeting at which a quorum is present or by a majority vote of the Board of Directors at a meeting at which a quorum is present to deny Membership pursuant to this subparagraph. (Revised March 16, 2005)
- (ii) Any Member whose indebtedness, assessments or accounts payable to the Association are not paid in full within one hundred twenty (120) days after they became due and payable, shall be automatically expelled. The Member who is expelled pursuant to this subparagraph is not entitled to notice and a hearing prior to such expulsion, and a vote of the Board is not required to effect such expulsion.

#### (2) Procedure. The following procedures will be followed by the Board in connection with any expulsion or denial of Membership:

- (i) Notice and Hearing. The Member or applicant shall be entitled to notice and a hearing before the Admission Standards and By-Laws Committee. The notice will be in writing by first class mail to the address of the Member as shown on the records of the Association or to the address of an applicant as shown on the Membership application. The hearing will be at the date, time and place specified in the notice. The notice will state with reasonable particularity the basis for the hearing. The notice will be given at least 10 calendar days prior to the scheduled hearing. The Committee will have the right to continue the hearing from time to time. The Committee will have the right to exclude cumulative or irrelevant evidence. The Committee shall make its recommendations to the Board of Directors.
- (ii) The Board may either accept the recommendation of the Committee, reject the recommendation of the Committee or hold its own hearing. If the Board holds its own hearing on the matter, the Board will follow the same procedures in connection with the hearing as set forth above.
- (iii) A two-thirds vote of the Board of Directors at a meeting at which a quorum is present shall be required to expel a Member or a majority vote of the Board of Directors at a meeting at which a quorum is present shall be required to deny Membership to any applicant. (Entire Section 4 revised December 9, 1980, Revised March 16, 2005).

## **Sec. 5.** Meetings of the Membership shall be held as follows:

- (a) An annual meeting of the Membership of this Association shall be held in November of each year or as determined by the Board of Directors for the purpose of electing the Board of Directors and for reviewing the activities of the Association during the year (Revised August 12, 1974). (Added May 14, 2001)
- (b) Regular meetings of the Membership of this Association shall be held as needed but at least once a year. (Added May 14, 2001)
- (c) Special meetings of the Membership of this Association may be called at any time by the President or the Board of Directors.
- (d) Notice shall be given of the date and hour and place of all meetings in writing to each Member, 14 days in advance. (Added May 14, 2001)

**Sec. 6.** Each Member shall receive a Membership card annually upon payment of dues for the current year in such form as the Board of Directors shall prescribe.



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*Sec. 7.* This Association shall use on all its stationery and literature the official emblem of the National Association of Home Builders of the United States.

## **ARTICLE VI Fiscal Year**

*Sec. 1.* The fiscal year of the Association shall begin on January 1 and shall end on December 31 of each year. (Revised May 26, 1972).

## **ARTICLE VII Fees and Dues**

*Sec. 1.* The dues of this Association shall be due on the first day of Membership and annually thereafter in the amount called for in the current dues structure. This dues structure, both as to amount and time of payment, may be changed at any time by an affirmative vote of at least 2/3 of the voting Members of the Board of directors who are present at a regularly scheduled or special meeting called in accordance with these By-Laws, provided that written notice of the intent to change or set the dues structure is given to all voting board Members by mail at least 14 days before such meeting. (Added May 14, 2001)

*Sec. 2.* Dues for Membership in the National Association of Home Builders of the United States and the Colorado Association of Home Builders shall be paid by this Association from its treasury at the rate fixed and under the terms stated in the By-Laws of those Associations (or amendments thereto currently in effect). (Revised November 26, 1973, November 11, 1984.)

*Sec. 3.* Builder assessments, including unit assessments and lot assessments, shall be levied in such a manner and upon such a basis as the Board of Directors deems fair and equitable, subject however, to ratification thereof by a vote of two-thirds (2/3) of the Builder Members who are present at a regularly scheduled or special meeting called in accordance with these by-laws, provided that written notice of the intent to change the Builder Assessments is given to all Builder Members by mail at least 14 days before such meeting. (Added May 14, 2001)

*Sec. 4.* If, in the discretion of the Board of Directors, additional funds are needed by the Association to carry out its operations and purposes, the Board of Directors may levy a special assessment against the Members. Such special assessments shall be made in such a manner and upon such basis as the Board of Directors deems fair and equitable, subject, however, to ratification thereof, by a two-thirds (b) majority of the class of Membership of the Association affected who are present at the next General Membership or Special Meeting called for that purpose, provided that written notice of the intent to set or make a special assessment is given by mail to all Members affected by the assessment at least 14 days before such meeting. (Added May 26, 1972.) (Added May 14, 2001)

*Sec. 5.* HBA Builder Members, including Remodelor Members will be assessed on each building permit carrying a valuation of \$25,000.00. Upon collection of such assessments, such assessments will be paid immediately by this Association to the Colorado Springs Economic Development Corporation. Such assessment shall not be made after October 18, 2006 unless the Builder Members of this Association shall vote to continue the assessment by a two-thirds majority of the Builder Members who are present at a meeting called for that purpose. (Added October 19, 1988) (Revised October 19, 1991) (Revised October 18, 1993) (Revised October 14, 1997 based on approval of Builder Developer meeting on September 16, 1997)(Revised 10/18/2006)

*Sec. 6.* No Association Member shall participate in or be involved in an entity which is organized, established, set-up or maintained in such a manner as to avoid paying builder assessments. (Added January 18, 2006)

## **ARTICLE VII Board of Directors**

*Sec. 1.* A Board of Directors shall be the governing body of this Association. The Board shall consist of the voting Members specified in Article XII, Section 1(b), and the non-voting Members set forth below. The elected Members of the Board, not to exceed eighteen (18) in number, shall be elected from and by the Membership at their Annual



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Meeting and shall consist of at least twelve (12) Active Builder Members, four of whom shall be elected at each Annual Meeting and six (6) Associated Members, two of whom shall be elected at each Annual Meeting. One Board of Director Membership each shall be established in accordance with Sec. 1.(a), 1.(b), 1.(c), 1.(d,) 1.(f) and 1. (g) of this Article. Board Members shall be limited to serving three (3) consecutive three (3) year terms; however, Board Members are eligible to be re-elected to three (3) additional consecutive three year terms after being off the Board for at least one (1) year. (Revised November 26, 1973.) (Revised September 8, 1981) (Revised September 13, 1994) (Added May 14, 2001) (Revised 12/15/2004, Revised 11/19/2008)

- (a) Member Services Council Chairman: If the Chairman is not a regularly elected Member of the Board of Directors, he shall be accorded a Membership to the Board of Directors for the year he is Chairman and shall carry the voting privilege on the Board of Directors. In the absence of the designated Member Services Council Chairman, the President may grant voting privileges to any one of the four Member Services Council Committee Chairs. (Added November 26, 1973, amended January 16, 2008.)
- (b) Public Policy Council Chairman: If the Chairman is not a regularly elected Member of the Board of Directors, he shall be accorded a Membership to the Board of Directors for the year he is Chairman and shall carry the voting privileges on the Board of Directors. The Public Policy Council Vice-Chairman shall be accorded a non-voting Membership to the Board of Directors. In the absence of the designated Public Policy Council Chairman, the President may grant voting privileges to the Public Policy Council Vice-Chairman. (Added May 14, 2001) (Revised October 16, 2002)
- (c) Remodeler Member Council Chairman: If the Chairman is not a regularly elected Member of the Board of Directors, he shall be accorded a Membership to the Board of Directors for the year he is Chairman and shall carry the voting privilege on the Board of Directors. The Remodeler Member Council Vice-Chairman shall be accorded a non-voting Membership to the Board of Directors. In the absence of the designated Remodeler Member Chairman, the President may grant voting privileges to the Remodeler Member Council Vice-Chairman.
- (d) Sales and Marketing Council Chairman. If the Chairman is not a regularly elected Member of the Board of Directors, he or she shall be accorded a Membership to the Board of Directors for the year he or she is Chairman and shall carry the voting privilege on the Board of Directors. The Sales and Marketing Council Vice-Chairman shall be accorded a non-voting Membership to the Board of Directors. In the absence of the designated Sales and Marketing Council Chairman, the President may grant voting privileges to the Sales and Marketing Council Vice-Chairman.
- (e) Past President's Council. The Chairman of the Past President's Council will be the Immediate past President of the Association. The Past President's Council Vice-Chairman shall be accorded a non-voting Membership to the Board of Directors. In the absence of the designated Past President's Council Chairman, the President may grant voting privileges to the Past President's Council Vice-Chairman. (Added October 16, 2002)
- (f) PAC Chairman. The Chairman of the Housing and Building Association Political Action Committee shall be accorded a voting privilege on the Board of Directors. In the absence of the designated PAC Chairman, the President may grant voting privileges to the Vice Chairman of the PAC. (Added December 15, 2004)
- (g) HBA Cares President. The President of HBA Cares shall be accorded a Membership to the Board of Directors with voting privileges. In the absence of the President of HBA Cares, the President of this Association may grant voting privileges to the Vice-President of HBA Cares. (Added November 19, 2008)

**Sec. 2.** One-third (a) of the eighteen elected Directors shall be elected each year for a term of three years and shall hold office until their successors are elected and installed. To fill a vacancy occasioned by a death or resignation of a Director, the Board shall elect by a two-thirds (b) vote of the Members present, a successor to finish out the term of the resigning or deceased Director. The President may choose a Member to fill his Board seat during his year as



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Immediate Past President, and by so doing, will become an ex-officio Member of the Board of Directors for that year. The Immediate Past President's appointee may serve only the one-year for the Immediate Past President, and the Immediate Past President shall resume his Board seat for the balance of his term if any remains. (Revised May 26, 1973.) (Revised September 13, 1994.)

**Sec. 3.** The President, President Elect, and Immediate Past President shall be ex officio Members of the Board of Directors with full voting privileges. (Revised October 14, 1997)

**Sec. 4.** National Director - One Member of the Active Builder Members shall be elected by the Directors at their Annual Meeting to represent each fifty (50) Active Builder Members of the National Association of Home Builders of the United States and an equivalent number of Alternate Directors in accordance with the By-Laws of that Association. These Members shall serve on the Board of Directors and will have all the rights and privileges of Members on the Board, including the privilege of voting. In the event a National Representative of NAHB is appointed from our Membership, he shall serve on the Board of Directors with all rights and privileges, including the privilege of voting.

(a) State Director - One Member of the Association shall be elected by the Directors at their Annual Meeting to represent each fifty (50) Active Builder Members of the Colorado Association of Home Builders in accordance with the By-Laws of that Association. These Members shall serve on the Board of Directors and will have all the rights and privileges of Members of the Board, including the voting privilege. (Added November 26, 1973.) (Revised November 21, 1984.)

**Sec. 5.** Meeting of the Board of Directors shall be held as follows:

- (a) An Annual Meeting of the Board of Directors of the Association shall be held immediately before or following the Annual Meeting of the Membership, for the purposes of electing officers and such other matters as may properly come before them. (Added May 14, 2001)
- (b) Regular meetings of the Board of Directors shall be held at least once a month or at such other time as the Board may direct.
- (c) 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.
- (d) Notice of date, hour and place of all meetings must be given to the Directors at least five (5) days in advance.

**Sec. 6.** Any Member of this Association who is serving as a National Director or as an officer of the National Association shall be entitled to vote at all Board of Directors meetings of this Association.

**Sec. 7.** Any Member of the Board of Directors who misses three (3) consecutive Board meetings, shall be dropped from the Board of Directors, unless reasons for his absence are approved by three-fourths ( $\frac{3}{4}$ ) of the Board of Directors.

## **ARTICLE IX Officers**

**Sec. 1.** The following officers shall be elected from the Board of Directors (except as noted below) by the Members at their Annual meeting and shall hold office for a term of one (1) year from the date of election or until their successors are elected and duly qualified.

(a) The President shall be a Builder Member of the Association, or employed by an active Builder Member. The President shall be the chief officer of this Association and preside at its meetings and those of the Board of Directors and Executive Committee. The President or his designated representative shall be the official



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spokesperson of this Association in matters of public policy. The President shall appoint all committees, shall be an *ex officio* Member of all committees and shall perform all other duties usual to such office.

- (b) The President Elect shall be a Builder Member of the Association or employed by an active Builder Member of the Association, shall perform such duties as are assigned by the President, and, in the absence of the President or upon his direction, shall perform all of the duties of the President. The President Elect shall serve on the Executive Committee. The President Elect shall succeed to the position of President/Chairman of the Board at the end of the incumbent President's term, unless recalled by the general Membership at the Annual Meeting.
- (c) The President Elect shall act as the Treasurer and Secretary of the Board of Directors. (Revised December 15, 2004)
- (d) The President Elect/Treasurer shall be responsible to the Association for an accounting of all monies collected and disbursed by the Association and shall render a monthly report to the Board of Directors and an annual report to the Membership, and, upon direction of the President, may perform other duties appropriate to this office.
- (e) The President Elect/Secretary shall keep a record of all the official proceedings of this Association, its Executive Committee and Board of Directors, including the reports of committees and, upon direction of the President, may perform other duties appropriate to this office. (Section 1 revised October 14, 1997)

**Sec. 2.** In the event of absence, disability, resignation or death of the President, then the President Elect shall act as the President of the Association. Should neither the President or President Elect be able to serve for any of the foregoing reasons, then the Immediate Past President shall act as the President. If the Immediate Past President should be unable to serve for any of the foregoing reasons, then the Builder Member Vice Presidents will serve in a predetermined order set by the President at the first Board of Directors meeting in the President's term of office, and ratified by the Board of Directors.

## **ARTICLE X Executive and Staff**

**Sec. 1.** Appointment. The Board of Directors shall employ an Executive Vice President whose term and conditions of employment shall be specified by the Board. (Added May 14, 2001)

**Sec. 2.** Authority and Responsibility. The Executive Vice President shall be the chief executive of the Association, responsible for all management functions. The Executive Vice-President shall manage and direct all activities of the Association as prescribed by the Board of Directors, and shall be responsible to the Board. The Executive Vice-President shall employ and may terminate the employment of Members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Executive Vice President, shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall, in his or her judgment, be in the best interest of the Association. (Added May 14, 2001)

## **ARTICLE XI Voting, Proxies and Quorums**

**Sec. 1.** The Voting Privilege shall be limited as follows:

- (a) Only Members in good standing shall have the right to vote. Good standing applies to any Member who is not in arrears on any account due to the Association for a period exceeding fifty-nine (59) days. Each Member is entitled to one vote. (Revised May 26, 1972, November 8, 1983.)
- (b) At meetings of the Board of Directors, the following Members of the Board of Directors shall have the right to vote on any matters: National Directors, National Officers, State Directors, President, President Elect, the



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Immediate Past President, Honorary Life Members, Council Chairs as set forth in Article IX, Sections 1(a), 1(b), 1(c) and 1(d), and elected Board Members as set forth in Article IX, Section 1. (Added May 14, 2001)

**Sec. 2.** Votes may be cast by proxy at a meeting of the Membership or Board of Directors in the following manner: Any Member entitled to vote may, by an instrument in writing bearing a date not more than three (3) days in advance of the meeting, designate another Member to vote for him or her in his or her place at any meeting of the Membership or Board. (Added May 14, 2001)

(a) Votes on matters considered by the Executive Committee to be administrative issues may be cast via e-mail, facsimile or any other method deemed reliable by the Executive Committee. For such votes, a majority of the votes cast will decide the issue, provided that votes or proxies from at least 50% of the voting group's Members are cast on the issue. For purpose of this bylaw, "administrative issues" shall not include employee discipline, bylaw revision, purchase or sale of real property or any matter requiring a vote greater than a majority of 50%. (Added December 15, 2004)

**Sec. 3.** A vote of the majority of those present at any meeting of the Membership or Directors at which a quorum is present, shall determine any measure unless otherwise provided herein.

**Sec. 4.** A quorum present at any meeting shall be determined as follows:

(a) A quorum of the Membership shall consist of not less than one-tenth (1/10) of the Active Builder Members of this Association. (Revised May 26, 1972, November 8, 1983.)

(b) A quorum of the Board of Directors shall consist of not less than eighteen (18), ten (10) of which must be Active Builder Members. (Added May 14, 2001)

## **ARTICLE XII Elections**

**Sec. 1.** The Nominating and Leadership Succession Committee shall:

(a) Solicit and consider the recommendation of the Membership, both Active Builder and Associate, as to candidates for each directorship to be filled.

(b) Prepare and send each Member, at least five (5) days prior to the Annual Meeting of the Membership, a preliminary report containing a list of the candidates for each directorship to be filled.

(c) Make substitute nominations when any candidate declines the nomination and present their "Final Report on Nomination of Directors" at the Annual Meeting of the Membership.

**Sec. 2.** Additional nominations may be made from the floor.

**Sec. 3.** If there is only one nomination for a post on the Directorate, election shall be taken by voice vote.

**Sec. 4.** If there is more than one nomination for a post on the Directorate, the vote shall be taken by secret ballot.

**Sec. 5.** If more than two candidates are named, a majority of those voting shall be necessary to elect. If a majority is not obtained, then a second vote shall be taken upon the two leading candidates.

## **ARTICLE XIII Committees**

**Sec. 1.** There shall be the following committees:



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- (a) There shall be an Executive Committee of the Association, which shall be composed of the President, who shall be the Chairman, President-Elect, Immediate Past President, Executive Vice President (ex officio without vote), Public Policy Chairman, PAC Chairman, Member Services Council Chairman, Legal Advisor and an At-Large Advisor. The Legal Advisor and At-Large Advisor shall be appointed by the President to serve a one year term. This Committee shall conduct the affairs of the Association in accordance with the Bylaws, policies and instructions of the Board of Directors. It shall be the policy and steering Committee of the Association, shall be responsible for establishing a budget for financing the Association and for all matters of policy and public 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 four of its Members requesting a meeting in writing. A majority of its Members shall constitute a quorum. (Revised October 14, 1997)
- (b) The Leadership Development Committee shall be composed of five (5) Members. The Immediate Past President, the President-elect and the current President shall be three (3) of the Members of the Nominating Committee. The other two (2) members shall be appointed from the Active Membership of this Association by the President, with the approval of the Board of Directors. Both of these appointed Members of the Leadership Committee shall be associate members, and shall serve a term of one (1) year with the term commencing on January 1 and ending on December 31. The appointed members are eligible for reappointment. The Immediate Past President shall chair the Leadership Development Committee. The Leadership Development Committee shall meet at least quarterly, identify prospective Board Members and invite them to apply for membership on the Board, mentor new Board Members, identify and invite Board Members to step into leadership roles. On or before October 1 of each year, the Leadership Development Committee shall forward to the Executive Committee its list of qualified candidates to fill the vacancies for the upcoming year for the Officers and Board members. The process for nominations and elections shall be as set out in Article XIII of these Bylaws.
- (c) The Finance Committee shall be composed of five (5) members of the Housing and Building Association of Colorado Springs and shall meet monthly. Three members shall constitute a quorum. The committee shall be charged with oversight of the financial affairs of the Association, including, but not limited to, the development of the annual budget, review of the monthly financial statements, oversight of the Association's investments, the selection of the accounting firm for the annual audit and the reporting of the financial affairs of the Association to the Executive Committee and the Board of Directors. The committee shall be composed of a Chair and a Vice Chair, two (2) members from the Board of Directors (one builder member and one associate member), and the President Elect. The Chair and Vice Chair need not be members of the Board of Directors of the Association. The initial terms of appointment for the Chair and Vice Chair will be three (3) years for the Chair and two (2) years for the Vice Chair and thereafter will be three (3) year terms. The initial term of appointment of the builder board member will be two (2) years and for the associate Board Member one (1) year and thereafter the appointments of the builder and associate board members will be for two (2) years. The President Elect will serve a one (1) year term. Terms shall be limited to two (2) consecutive terms. Since the initial terms of the Vice Chair and associate board member are less than the renewal terms to establish staggering of the Committee appointment terms, such initial terms will not be counted as a full term for purposes of the term limitations, thus the Vice Chair and associate board member are eligible to serve two (2) consecutive full terms. It is preferred that the Chair or the Vice Chair have an accounting or financial background. Vacant seats will be appointed by the Executive Committee with recommendations being made by the President to the Executive Committee. (Amended 1/16/08)
- (d) *Other Committees:* There shall be such other committees and councils as may be designated by the Board of Directors or the Executive Committee, the number and chairman of which shall be appointed by the President. Each committee chairman shall be limited to serving three (3) consecutive one year terms of any committee; however, such committee chairman may be reappointed as chairman of such committee for up to three (3) additional consecutive one year terms after another member has served as chairman of the committee for at least one year.



HOUSING & BUILDING ASSOCIATION  
OF COLORADO SPRINGS

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*Sec. 2.* Where the President does not appoint complete personnel, then subject to the approval of the Board of Directors, each committee chairman shall appoint the Members of his committee.

## **ARTICLE XIV Finance**

*Sec. 1.* 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 on the signature of any two (2) elective officers of the Association or the signature of the Executive Vice President and one officer. If the Executive Vice President is not available, then the signatures of any two (2) officers of the Association are required.

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

*Sec. 3.* The Treasurer, and other officers and Members of the staff handling the funds of this Association shall furnish bond at the expense of the Association in such amount as the Board of Directors shall determine.

*Sec. 4.* There shall be an annual review of the finances of this Association by an independent Certified Public Accountant, and this, together with a report from the Treasurer shall be submitted to the Board of Directors. The Board of Directors shall be authorized to require an audit of the finances of the Association by an independent Certified Public Accountant at any time.

## **ARTICLE XV Notices**

*Sec. 1.* Members shall furnish the Executive Vice President with their official address and the mailing of notice to such address shall be deemed service of such notice or notices, upon them as of the date of mailing of the same.

## **ARTICLE XVIII**

*Sec. 1.* These By-Laws may be modified or amended by an affirmative vote of at least 2/3 of the voting Members of the Board of Directors who are present at a regularly scheduled or special meeting called in accordance with these By-Laws, provided that written notice of the intent to modify or amend the By-Laws is given to all Board Members by mail or email at least 14 days before such meeting. (Added May 14, 2001)

Revised: 2/16/71, 5/26/72, 9/12/72, 11/26/73, 8/12/74, 12/14/76, 12/13/77, 7/11/78, 11/13/79, 12/9/80, 9/8/81, 5/10/83, 12/13/83, 11/11/84, 1/87, 10/19/88, 12/88, 10/13/91, 10/19/91, 1/1/93, 9/13/94.

Amended and Restated: November 12, 1996; October 14, 1997; May 14, 2001; October 16, 2002, March 16, 2005, January 18, 2006; January 16, 2008, November 19, 2008.