

# Constitution and Bylaws

## Minnesota River Builders Association, Inc.

### Article I

#### Name and Purposes

**Section 1. Name.** The name of this corporation is Minnesota River Builders Association, Inc. and will be referred to the Association herein.

**Section 2. Purposes.** The general purposes of this corporation are as follows, to-wit:

- A. To associate the builders of the counties of Blue Earth, Brown, Faribault, LeSueur, Martin, Nicollet, Sibley and Watonwan for purposes of mutual advantage and cooperation.
- B. To develop and maintain within the building industry a high appreciation of the objectives and responsibilities of builders in fully serving the public.
- C. To advocate and encourage the constant improvement of building techniques and practices.
- D. To promote and protect home ownership among all the people.
- E. To cooperate with other trade associations in all matters relating to advancing the building industry.
- F. To work and strive for the improvement of the building environment.
- G. To promulgate and enforce a code of ethics for members of this association.
- H. To collaborate with all fields related to the residential and commercial building industry within the association's jurisdiction for the benefit of the industry as a whole.
- I. To serve, advance and protect the welfare of the building industry in such a manner that adequate housing is available.

### Article II.

#### Membership

**Section 1. Members.** Members shall be such individuals, firms, or corporations that have built, are building, or intend to build housing of any type in the eight counties, and individuals, manufacturers, and suppliers of building supplies and individuals, firms, or corporations otherwise involved in the home building and construction industry.

**Section 2. Membership Application Criteria.**

- A. Applications and renewals for membership shall be made in writing and shall be submitted to the MRBA Executive Officer. The Board of Directors shall have the power to make such further regulations in relation to applications for membership and notice thereof as it may deem proper and necessary, subject to alteration and revision from time to time by the Board of Directors of this corporation.
- B. Any member who is required by state, federal, or local law to be licensed in order to conduct their business or trade must be so licensed and their license must be in good standing in order to become or continue their membership in the corporation. Any member whose license is revoked or suspended shall also have their membership revoked or suspended, subject to review by the Board of Directors. Members must provide the corporation with any documents requested by the Board of Directors to prove that their license is in good standing.

- C. Applicants for membership shall also agree to observe the constitution and bylaws of the National Association of Home Builders of the United States.

**Section 3. Classes of Membership.** Membership in this corporation shall be divided into two (2) different classes:

A. **Builder Members.** Builder membership shall be open to any person, firm, or corporation that is a licensed contractor in the state of Minnesota, has been or will be involved in the business of building or rebuilding homes, apartments, etc. be of good character and devote the majority of his or her time to the building industry.

B. **Associate Members.** Associate membership shall be open to any person or firm engaged primarily, in a direct relationship as a subcontractor, supplier or provider of services to the building industry and be of good reputation and business.

**Section 4. Membership Certificates.** Membership in the corporation shall be evidenced by membership certificates. The membership certificate shall state the following:

- A. Name of the corporation, that it is organized under the laws of the State of Minnesota, and is a non profit corporation.
- B. Name of registered holder.
- C. The years of membership sticker shall be applied to the member certified on renewal.

**Section 5. Rights and Privileges of Membership**

A. **Property Rights.** No members shall have the right to acquire, own, or hold in their own names any of the property, real or personal, held or acquired by the corporation.

B. **Voting rights.** Each member in good standing shall have the right to vote on any action which requires voting by the members of the corporation. Under the articles of incorporation, bylaws, or statutes. Each membership certificate shall be entitled to one (1) vote.

C. **Use of Facilities.** Each member in good standing shall have the right and privilege to use, in accordance with the rules and regulation prescribed by the Board of Directors, the facilities and services offered by the corporation to its members.

D. **Liability of Members.** No member shall be personally liable for the debts of the corporation.

**Section 6. Rights Not Transferable.**

A. The rights of a member to vote and their interest in the corporation for the use of its facilities shall cease upon termination of their membership.

B. A member may not voluntarily or involuntarily transfer their Membership Certificate, or membership, or any right arising there from.

C. Membership in this corporation may be voluntarily terminated by a member upon giving written notice to the secretary and surrendering the membership certificate.

## **Article III**

### **Board of Directors**

**Section 1. Authority and Responsibility.** The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs of the corporation; shall determine its policies and changes therein; shall actively promote its objectives and supervise the disbursement of funds. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

**Section 2. Composition and Election.** This corporation shall be managed by a Board of Directors consisting of twelve (12) directors, six (6) of which shall be builder members, and up to five (5) of the remaining seats may be filled by associate members and one (1) ex-officio member. Directors shall be elected by the members at the November General Membership Meeting as provided for herein and shall be installed in office at a ceremony held at the Annual Meeting on the third Tuesday of January of the year following the year in which they were elected.

Directors shall be elected as follows:

At the first annual meeting twelve (12) directors shall be elected.

- A. Five (5) directors, three (3) of which shall be builder members, and two (2) of which shall be an associate member, shall be elected to serve terms of three (3) years.
- B. Four (4) directors, two (2) of which shall be builder members, and two (2) of which shall be associate members, shall be elected to serve terms of two (2) years.
- C. Five (5) directors, three (3) of which shall be builder members, and two (2) of which shall be associate members shall be elected to serve terms of one (1) year.
- D. With the exception of the five (5) members elected for one (1) year and the four (4) members elected for two (2) years at the first annual meeting, Directors shall be elected to office for a three (3) year term and shall serve until their successors are elected and have qualified, or until any vacancies shall be filled as hereinafter provided.
  - a. **Term Limits:** A member shall serve no more than two consecutive 3-year terms (six consecutive years) at which time a year must pass before member is eligible for re-election to the Board of Directors.
    - i. An exception to this shall stand that a member can be elected vice president during their 6<sup>th</sup> year of serving on the Board, then serve for their 7<sup>th</sup> year as President.
- E. The president of this corporation for the preceding year shall automatically become an ex-officio director for the following year as of the annual meeting and be entitled to one (1) vote.

**Section 4. Regular Meetings.** Regular meetings of the Board of Directors may be called by the president at any time and shall be held the first Tuesday of each month at such place and time as shall be determined by the Board of Directors.

**Section 5. Special Meetings.** Special meetings of the Board of Directors may be called by the president at any time and shall be called by the president whenever requested to do so in writing by any member of the Board of Directors. Notice of special meetings may be given to each director personally or by mail or mail grams at least five (5) days prior to the meeting. A special meeting of the Board of Directors may be called without notice to the directors if a full Board of Direction convenes and all agree to the holding of the meeting at such time and place and waive all rights to notice thereof. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing signed by all directors.

**Section 6. Quorum.** At all meetings of the Board of Directors, a majority of the directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

**Section 7. Order of Business.** The Board of Directors may from time to time determine the order of business at the meetings. The usual order of business at such meeting shall be as follows:

- A. The meeting is called to order by the president at the time and on the date of the meeting.
- B. Roll call quorum being present the meeting proceeds with business.
- C. Review of minutes of previous meeting and their consideration and approval
- D. Report of committees.
- E. Old business.
- F. New business.
- G. Motion to adjourn.

**Section 8. Vacancies.** The remaining members of the Board of Directors shall fill any vacancies occurring on the Board of Directors. A person so selected shall hold office until their successor has been elected and qualified by the members.

**Section 9. Removal.** The Board of Directors, by majority vote, shall have the authority to remove a director who has been absent for three (3) regular Board of Directors meetings within a period of twelve (12) months. The director so absent shall be given notice by the secretary of the corporation following the third meeting so missed, which notice shall provide that a vote on their removal shall be discussed at the next regular Board of Directors meeting, and that director shall have the right to present any evidence the director may wish to provide the Board of Directors. If the director is so removed, the Board of Directors shall elect a new member at the same meeting to serve the unexpired term of the director so removed.

**Section 10. Membership Status.** If any individual director is terminated as an employee of a member, that director may remain on the Board of Directors for 90 days after the termination from employment. If the director is rehired by a member firm within the 90 days, that individual director shall remain a member of the Board of Directors. At the end of the 90 day period, the Board of Directors, by a majority vote, may remove the individual as a director. If a director is removed under this section, the Board of Directors shall elect a new director at the same meeting to serve the unexpired term of the director so removed.

**Section 11. Committees.** The Board of Directors may designate two or more of its members, or one of its members and one or more member of the corporation, to constitute a committee to be responsible for special functions designated by the Board of Directors.

**Section 12. Compensation.** The directors shall not receive any compensation for their services.

**Section 13. Voting by Proxy.** A director shall not appoint a proxy for him or vote by proxy.

## **Article IV.**

### **Officers**

**Section 1. Officers.** The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer.

**Section 2. Qualification and method of Elections.** The officers shall be members of the corporation, shall be elected by the Board of Directors at the December Board Meeting, and shall serve for a term of one (1) year. The officers shall be members of the Board of Directors and said officers shall take office as of the third Tuesday of January in the year following the year in which they were elected. The same person shall not at the same time hold the offices of (a) president and vice president, or (b) president and secretary.

**Section 3. Compensation.** Elected officers shall not receive any compensation for their services.

**Section 4. Removal of Officers.** An officer may be removed, with cause, by a majority vote of the Board of Directors.

**Section 5. President.** The President shall preside at all meetings of the corporation and of the Board of Directors at which the President is present, shall exercise general supervision of the affairs and activities of the corporation, and shall serve as a member ex-officio of all standing committees.

**Section 6. Vice President.** The Vice President shall assume the duties of the President during the President's absence, and shall perform such duties as may be delegated to the Vice President by the Board of Directors.

**Section 7. Secretary.** The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors, or the President, under whose supervision the Secretary shall be. The Secretary shall be responsible for keeping records of membership in the corporation in books provided for that purpose and shall be responsible for the issuance and cancellation of membership certificates as provided in these by-laws.

### **Section 8. Treasurer.**

- A. The treasurer shall have the custody of the corporate funds and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation and shall deposit all monies, and other valuable effects in the name, and to the credit of the corporation, in such depositories as may be designated by the Board of Directors
- B. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking the proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an account of all transactions and of the financial condition of the Corporation. All checks must be signed by two (2) officers.
- C. The Treasurer shall render to the members, at the regular meeting, an account of all its transactions and of the financial condition of the corporation.
- D. An annual review is to be done on the corporation's books by a member accounting firm.

**Section 9. Vacancies.** If the office of any officer becomes vacant by reason of death, resignation, disqualification, removal from office or otherwise, the directors, through a quorum, by a majority vote may choose successor or successors, who shall hold office for the unexpired term in respect to which such vacancy occurred.

## **Article V.**

### **Meetings**

**Section 1. Election Meeting.** There shall be an annual meeting of the corporation, to be held the third Tuesday of November; the time and place thereof to be fixed by the Board of Directors. Said meeting shall be for the election of directors, and for such other business as may come before it. Notice of the time and place of the annual meeting shall be mailed to each member of the corporation at least five (5) days before the dates of said meeting.

**Section 2. Regular Meetings.** Not less than eight regular meetings (including the annual meeting) of the members shall be held throughout the year at such place and time as shall be determined by the Board of Directors.

**Section 3. Special Meetings.** Special meetings shall be held at such times and places as shall be designated by the Board of Directors and notices of such meeting specifying the time and place thereof shall be mailed to each member at least five (5) days prior to the dates of said meetings

**Section 4. Quorum.** Ten percent (10%) of the members shall be present in person, by proxy, by mail ballot, by telephone, or by other approved means of voting to constitute a quorum at any meeting of the corporation.

**Section 5. Voting at Meetings.** Members may vote A) by voice or ballot, B) or by mail or other reasonable means determined by the Board of Directors. No member shall be entitled to vote or take an active part of any regular or special meeting of the corporation unless at the time the member is a member in good standing of the corporation.

**Section 6. Order of Business at Annual Meeting.** At each annual meeting of the corporation, the order of business shall be determined by the Board of Directors.

## **Article VI.**

### **Annual Dues**

**Section 1. Amount of Dues.** The dues of the membership shall be decreased or increased at the discretion of the Board of Directors. All dues are non refundable.

**Section 2. Payment of Dues.** Dues shall be due and payable on the date that membership is accepted, and shall be due and payable annually thereafter on the anniversary date of the membership. In the event that dues are not paid within ninety (90) days from the anniversary date, the member in arrears shall be deemed to be delinquent and shall be dropped from the membership roll, except where hardship may exist, in which event the Board of Directors may grant a reasonable extension of time for payment of dues.

Members in good standing upon entering the Armed Services shall remain a member in good standing of this corporation during such term of service and for a period the three (3) months after discharge without further payment of dues.

The Board of Directors shall have the power to declare a member in contempt for non –payment of dues. Provided such dues are not paid in accordance with the forgoing provisions. Anyone who has been dropped as a member due to non-payment of dues may be reinstated at the discretion of the Board of Directors upon payment of delinquent dues and current dues. The Board of Directors, at its discretion, may remit any part of the delinquent dues.

## **Article VII.**

### **Committees**

**Section 1. Membership Committee.** There shall be a Membership Committee which will meet monthly preceding the Board of Directors meeting to review all new membership applications and review applications for renewal of existing memberships. The Membership Committee shall be made up of three persons subject to the Board of Directors approval; the immediate, preceding past president who will chair the committee, one person nominated by the past president, and one person nominated by the current president.

**Section 2. Committees.** Other committees may be appointed from time to time by the president to consider matters upon which action of the corporation is desired. They shall report to the Board of Directors as required by the Board of Directors. Each committee shall have the power to make all necessary rules governing the meetings of the committee and the conduct of it affairs.

## **Article VIII.**

### **Misconduct of Members**

Any member of the corporation may have their membership suspended or terminated by the Board of Directors for loss of state, federal or local license needed to conduct their business or trade, or for other good causes, provided by the Board of Directors, in the following manner:

- A. The member is entitled to 15 days prior, written notice from the Board of Directors of the suspension or termination and reason for it; and
- B. The member shall be entitled to a hearing before the Board of Directors not less than five days before the effective date of the suspension or termination. At the hearing the member may in person, by another person, or in writing present any facts and evidence in their favor. At the conclusion of the hearing, the Board of Directors shall vote on the suspension or termination of the member.
- C. Any proceeding challenging a suspension or termination must begin within one year after the effective date of the suspension or termination.
- D. Any member who has had their membership terminated may not reapply for membership for at least one year from the date of their termination.
- E. In suspending any member, the Board of Directors shall state in writing the terms of the suspension and the conditions upon which this suspension may be lifted.

## **Article IX.**

### **Amendments**

These by-laws may be amended at any meeting of the corporation by a two-thirds vote of the voting members present, provided that notice in writing be given by mail, with a copy of the proposed amendment, to each member of the corporation at least five (5) days before the date of the meeting.

Amendments may be proposed by resolution of the Board of Directors, or by five (5) members of the corporation, by submitting the proposed amendment to the secretary of the corporation in writing, signed by the proposers.

## **Article X.**

### **Miscellaneous**

**Section 1. Membership Certificates.** Membership certificates shall be issued yearly upon the Board of Directors approval.

**Section 2. Fiscal Year.** The fiscal year of the corporation shall begin on the first day in January, and terminate on the thirty-first day of December of each year.