

## BYLAWS

### SAN JUAN BUILDING ASSOCIATION

Amended 1/14/2020

Last Amended 2/11/20

#### ARTICLE I. NAME AND LOCATION

- Section 1. The name of this Association shall be the SAN JUAN BUILDING ASSOCIATION (SJBA).
- Section 2. The principal office of SJBA shall be located at 2165 West Valley Road, Friday Harbor, WA or such other place as the Board of Directors may designate.

## ARTICLE II. TERRITORIAL JURISDICTION

SJBA shall operate for the benefit of home builders, commercial builders, and those engaged in allied industries in the county of San Juan, in the State of Washington.

## ARTICLE III. OBJECTIVES

SJBA shall operate without profit as an Affiliated Association of the National Association of Home Builders (NAHB), and the Building Industry Association Washington (BIAW), to:

- (a) Connect builders and associates for the purpose of mutual advantage and cooperation.
- (b) Cooperate with all branches of the building industry including manufacturers, dealers, financial institutions, realtors, and home owners within said jurisdictions for the purpose of mutual advantage and for the benefit of the industry as a whole.
- (c) Maintain high professional standards and sound business methods among its members through the enforcement of SJBA's code of ethics.
- (d) Secure cooperative action in advancing member's common purposes and goals; uniformity and equity in business usages and laws; and consideration of issues affecting the building industry; assist in the accomplishment of the mutual objectives of NAHB and BIAW.
- (e) Participate for the purpose of mutual benefit in an interchange of information and experience with all other locals affiliated with the national and state associations.

## ARTICLE IV. CODE OF ETHICS

All members shall agree to observe and be bound by the SJBA CODE OF ETHICS included in the membership application.

## ARTICLE V. MEMBERSHIP

Section 1. Membership in SJBA shall be of two classes: Builder and Associate.

Section 2. Qualifications for membership in SJBA shall be as follows:

- (a) Builder Membership - shall be open to any person, firm, or corporation who is a Registered Contractor in the state of Washington whose principal business is building (construction) within the territorial jurisdiction of SJBA who shall agree to abide by the provisions of these Bylaws and any amendments thereof, and shall subscribe to the Code of Ethics.
- (b) Associate Membership - shall be open to any person, firm or corporation engaged in any allied trade or industry.

Section 3. Applications for SJBA membership in shall be made to the SJBA office and processed in the following manner:

- (a) The candidate shall submit the application in writing on a form supplied by SJBA containing an agreement to abide by the Bylaws and observe the Code of Ethics.
- (b) Application shall be endorsed by at least one Association member in good standing and shall be accompanied by a payment sufficient to cover one years' dues in advance.
- (c) When enrolled as a SJBA member, SJBA will enroll applicant as a member of NAHB and BIAW.

Section 4. Suspension, termination, reinstatement and transfer of SJBA membership in shall be accomplished in the following manner:

- (a) Any member whose dues are not paid in full within three (3) months of the due date, will be dropped from the SJBA rolls and from the national and state associations.
- (b) Any member may be censured, suspended, or expelled from SJBA, if, in the opinion of the Board of Directors, as evidenced by a majority vote of such members of the Board as are present at any meeting that may vote upon the matter, it shall be considered desirable or in the best interests of SJBA or its members that

the said member be censured, suspended or expelled.

- (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) Upon the death or resignation of a member, such membership may be transferred for the balance of their membership year to another person designated by the personal representative of the deceased or resigning member, provided that this person meets the Associations qualifications for membership.

Section 5. Meetings of the membership shall be held as follows:

- (a) An ANNUAL MEETING of all members shall be held on the second Tuesday of October each year, for the purpose of electing the officers and the Board Members for the next calendar year, and for reviewing the affairs of SJBA for the past year.
- (b) Regular meetings of the members of SJBA shall be held on the according to the schedule and calendar adopted each January. Separate meetings may be held on each of the three islands if desired.
- (c) Special meetings of the members of SJBA may be called at any time by the President or the Board of Directors.
- (d) Notice of all meetings shall be given in writing to each member at least ten (10) business days in advance of all meetings, and shall include the date, the hour, and the place of the meeting.

#### ARTICLE VI. ACCOUNTING PERIOD

The accounting period for SJBA shall be the calendar year.

#### ARTICLE VII. DUES

Section 1. SJBA membership dues of \$450.00 annually shall be payable in advance to the SJBA Office.

Section 2. Dues for memberships in the NAHB and for BIAW shall be paid by SJBA at the rate fixed and under the terms stated by each of these Associations Bylaws, as amended and currently in effect, only for the members of SJBA whose dues are paid in full for the current membership year.

#### ARTICLE VIII. MEMBERSHIP CARD AND EMBLEM

Members in good standing shall have the right to use both the NAHB and BIAW logo, and the SJBA logo on

their brochures and website.

## ARTICLE IX. OFFICERS

- Section I. All officers shall be elected by the members at the ANNUAL MEETING.
- (a) A President shall be elected from the builder membership who shall be chief SJBA officer and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesman of SJBA in matters of public policy. The President shall appoint all committee chairmen, and shall perform all other duties usual to that office. The term of the President shall be limited to two consecutive terms. To be eligible for this position, the builder member must have previously served 1 year on the Board.
  - (b) A Vice President shall be elected from the builder membership who shall, in the absence of the President, or upon his direction, perform all of the duties of the President.
  - (c) A Secretary/Treasurer shall be elected who shall keep a record of the official SJBA proceedings and meetings its Board of Directors, including reports of special committees. This officer shall be responsible to SJBA for an accounting of all money collected and disbursed by SJBA and shall render no less than a semi-annual statement to the Board of Directors and an annual statement to the membership.
- Section 2. 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 Director - to be known by this title only - shall serve as the administrative head of this Association. Duties: the Executive Director will supervise the entire staff and perform such other duties as may be delegated to him/her by the Board of Directors or the President, and all other duties usual to such office.
  - (b) General Counsel - an attorney-at-law licensed to practice within the SJBA jurisdiction and who shall advise the Officers, Directors and Committees in legal matters.

## ARTICLE X. BOARD OF DIRECTORS

- Section 1. The elected officers: President, Vice President, Secretary /Treasurer, immediate Past President and National and State Directors shall be members of the Board of Directors.
- Section 2. The remaining five (5) Directors will be elected by the members at the ANNUAL MEETING. The term of office for Directors will be two years. The Directors will be elected to serve as indicated in the following schedule.

- Directors A, B and C will be elected in the even numbered year to start a term of office in the odd-numbered year.
- Directors D and E will be elected in the odd-numbered year, to start their term in the even numbered year.

- Section 3. To fill a vacancy occasioned by the death or resignation of a Director, the Board shall elect by a majority vote of the Directors present, a successor to finish out the term of the deceased or resigning Director.
- Section 4. National Director - One Builder Member of SJBA, shall be elected by the Board members at a regular meeting to represent each fifty (50) SJBA builder members and an equivalent number of Alternate Directors, in accordance with the NAHB Bylaws. The Builder must meet these qualifications: be a Builder in good standing, served as SJBA President, served at least one year as a state director, commit for a minimum of 5 years, maintain eligibility for a live director per the NAHB Bylaws.
- Section 5. State Director (s) One member of SJBA, selected by the Board of Directors, who is a SJBA builder member shall be appointed as State Director. BIAW requests one builder representative for each fifteen (15) SJBA builder members. These State Directors are to represent the entire membership at the BIAW Board of Director meetings, and shall serve a term of one year, or until his successor is appointed and qualified to serve. BIAW will annually notify SJBA of the allotted number of state Directors for the coming calendar year
- Section 6. Meetings of the Board of Directors.
- (a) Regular meetings of the Board of Directors shall be held.
  - (b) Special meetings of the Board of Directors may be called by the President.
  - (c) Special meetings of the Board of Directors may be called by the membership, upon formal request in writing by five (5) Association members.
  - (d) Notice of the date, hour, and place of all meetings must be given to the Directors at least ten (10) business days in advance.

#### ARTICLE XI. VOTING, PROXIES AND QUORUMS

- Section 1. The voting privilege shall be limited as follows:
- (a) At meetings of the membership only members in good standing shall have the right to vote. Firms, corporations or partnerships holding membership shall be entitled to only one (1) vote to be cast by a duly designated representative.
  - (b) At meetings of the Board of Directors only members of the Board shall have the right to vote.



Section 2. A vote of the majority of those present at any meeting of the Board of Directors at which a quorum is present, shall determine any measure unless otherwise provided herein. Those members who are unable to attend the meeting may have the right to cast their vote with an official ballot at the SJBA office on or before the meeting.

Section 3. A Quorum present at any meeting shall be determined as follows:

- (a) General membership meetings - A quorum shall consist of a majority of those present at the meeting.
- (b) Board of Directors meetings - A quorum shall consist of not less than one half (1/2) of the Board Members.

## ARTICLE XII. ELECTIONS

Section 1. The Nominating Committee shall:

- (a) Solicit and consider the recommendations of the members, both builder and associates, as to the candidates for each office and directorship to be filled.
- (b) Prepare and send to the Board of Directors a slate of candidates for each office, of members who have indicated a willingness to serve in the specific office if elected.
- (c) The Board of Directors will direct that the slate of candidates be mailed to the members at least ten (10) business days prior to the ANNUAL MEETING.

Section 2. Additional nominations may be made from the floor at the ANNUAL MEETING.

Section 3. If there is only one nomination for an elective office or Directorship, election shall be by voice vote.

Section 4. If there is more than one nomination for an elective office or a Directorship, the vote will be taken by written secret ballot.

Section 5. In the event that more than two candidates are named, a majority of those voting shall be necessary to elect. In the event such majority is not obtained, then a second ballot shall be taken upon the two leading candidates.

## ARTICLE XIII. COMMITTEES

The President will appoint the Chair of each of the following committees, and that Chair will select such additional committee members as deemed necessary.

- (a) The Nominating Committee shall be composed of three (3) members from the SJBA builder membership, and shall begin the investigative duties at least thirty (30) days prior to the Annual Meeting. The immediate past-president shall also be a member.

- (b) The Membership Committee shall be composed of six (6) or more members, both builder and associate, and shall meet upon call of the Chairman. One half (1/2) of the members shall constitute a quorum. The Membership Committee's duty is to build the membership by means of contest, awards, and other incentive program

- (c) The Finance Committee. The Secretary/Treasurer shall be Chair of this Committee. It shall be composed of at least three (3) additional members, and shall meet upon the call of the Chair. Two (2) members shall constitute a quorum. This Committee shall be charged with raising adequate funds to insure the proper functioning of SJBA's activities.
- (d) Other Committees. The President shall appoint other committees as may be needed or designated by the Board of Directors.

#### ARTICLE XIV. FINANCE

- Section 1. All dues and other monies collected by SJBA shall be placed in a depository selected by the Board of Directors, and payments from the funds shall be made on the signature of an elected SJBA officer.
- Section 2. The Board of Directors shall adopt a budget for each calendar year, and SJBA shall function within the totals of the budget. Any expenditure in excess of the budget must be authorized by the Board of Directors.
- Section 3. The Secretary /Treasurer, or any other officer or member of the staff handling SJBA funds shall be furnished a bond, if required by the Board of Directors, at the expense of the Association.
- Section 4. An independent audit of the SJBA finances may be called for by the Board of Directors at the end of any calendar year, if deemed necessary.
- Section 5. A report of income and expenses will be prepared by staff or the Secretary /Treasurer and submitted to the Board of Directors at the end of each calendar year.
- Section 6. Any proposed special assessment on the SJBA members shall be brought before the membership at a regular meeting for discussion. If the members present at this meeting determine by majority vote that the assessment warrants further consideration, an election on the assessment shall be held not earlier than the next regular scheduled SJBA meeting. Not later than ten (10) days prior to this election, each SJBA member shall receive a notification of the details relating to the assessment, and the date of the election. A two-thirds (2/3) vote of the members present at the election shall be required to adopt the proposed assessment.

#### ARTICLE XV. NOTICES

Members shall keep the Executive Director up-to-date with their official address and email address, and the mailing of any notice to such address shall be deemed service of such notice or notices upon them as of the date of mailing or emailing of same.



## ARTICLE XVI. RULES OF PROCEDURE

Roberts Rules of Order, current revision, shall govern the procedures of all meetings of this Association.

## ARTICLE XVII. POLICIES

To supplement the Bylaws, the Board of Directors may adopt policies from time to time to aid in the effective and efficient management of the affairs of this Association. Each policy shall be reviewed annually by the Boards of Directors, and re-adopted and/or amended. No such policy may be adopted which shall conflict with any provision of the Constitution or Bylaws of NAHB BIAW or the SJBA Bylaws

## ARTICLE XVIII. AMENDMENTS

The SJBA Bylaws may be adopted or amended by a vote of two-thirds (2/3) of the members present at any regular meeting, provided the number of members in attendance at such meeting constitutes a quorum, and provided further that a copy of the proposed amendments shall have been mailed to each SJBA member not less than five (5) days prior to the meeting at which action is to be taken. No amendment to these Bylaws may be adopted which shall conflict with any provision of the Bylaws of NAHB or BIAW.

