

BYLAWS OF THE GILMER COUNTY BUILDING AND DEVELOPMENT ASSOCIATION

ARTICLE I

Name, Address, Affiliation, Jurisdiction

Sec. 1. The name of this Association shall be Gilmer County Building and Development Association (“GCBDA”)

Sec. 2. The principal address of this Association shall be located at PO BOX 1781, Ellijay, Georgia 30540 (phone: 706-276-1781) or such other place as the Board of Directors may from time to time designate.

Sec. 3. This Association is and shall be an Affiliated Association of the National Association of Home Builders of the United States and the Home Builders Association of Georgia and shall abide by their respective Bylaws as amended from time to time.

Sec. 4. The operations of this Association shall be conducted in Gilmer County as the territory assigned now and hereafter by the National Association of Home Builders.

ARTICLE II

Purpose

Sec. 1. The purpose of this Association shall be:

- (A) To associate the builders within its jurisdiction for the purpose of mutual advantage and cooperation.
- (B) To collaborate with all fields related to the building industry within the Association’s jurisdiction for the benefit of the industry as a whole.
- (C) To assist in the accomplishment of the mutual objectives of the National Association of Home Builders of the United States and the Home Builders Association of Georgia.
- (D) No part of the income of the Association shall inure to the benefit of any individual member.

ARTICLE III

Membership

Sec. 1. **CLASS OF MEMBERS.** The Association shall have the following classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- (A) **BUILDER MEMBERSHIP** which shall be open to any person, firm, partnership, or corporation engaged in or has been engaged in the business of building or rebuilding homes, apartments, schools, commercial, industrial, or other structures within the territorial jurisdiction of the Association; or any person, firm, partnership or corporation that is, or has been in the business of developing residential subdivision lots within the territorial jurisdiction of this association; and who is of good character and business reputation; agrees to abide by the provisions of this Association, meets with the approval of the Board of Directors, and abides by the Code of Ethics of the Association, provided said builder and/or developer has been in the building industry business for two (2) years

- or more, and further provided that said builder and/or developer is or was a builder/developer on a full-time basis, and not a part-time builder applicant.
- (B) ASSOCIATE MEMBERS which shall be open to any person, firm, or corporation engaged in any allied trade, industry or profession within the territorial jurisdiction of this Association; who is of good character and business reputation; agrees to abide by the provisions of the bylaws of this Association; subscribes to the purposes of this association; and meets with the approval of the Board of Directors.

Sec. 2. ACCEPTANCE OF MEMBERS.

- (A) Applicants for membership shall apply in a form satisfactory to the Board of Directors, which contains information showing that the Applicant meets the requirements of the preceding Sec. 1. On approval by the Board, an Applicant shall become a member. Prior to approval, the Board may require a hearing on an application if it has reasonable grounds to believe that the reason set forth in Sec. 3, below for suspension or revocation of membership may exist. The provisions of Sec. 3 shall apply to such hearings except that a majority vote shall be sufficient for approval of the applicant.
- (B) Applicants approved and accepted by this Association, upon payment of dues, shall be members of the National Association of Home Builders of the United States and the Home Builders Association of Georgia, and while in good standing shall be entitled to the full benefits, services and privileges of the respective Associations.

Sec. 3. SUSPENSION AND REVOCATION OF MEMBERSHIP

- (A) The Board of Directors by majority vote may suspend or revoke the membership of any member (a) for failure to meet financial obligation to the Association or, (b) for the conduct detrimental to this Association. The member shall be given at least thirty (30) days notice in advance of the meeting of the Board at which the vote is to be taken, and shall be afforded a reasonable opportunity to be heard.
- (B) A vote of majority of the Board shall be required to reinstate any membership suspended or revoked under this Section.

Sec. 4. MEETINGS OF THE MEMBERS.

- (A) An annual meeting of the membership of this Association shall be held each year, during the month of October, for the express purpose of electing the officers of the Association, a Board of Directors and considering such matters as may properly come before the general membership.
- (B) Regular meetings of the membership of this Association shall be held at such time as the Board of Directors may designate.
- (C) Special meetings of the membership of this Association may be called by the President, or, if requested in writing, by a majority of the membership of the Board of Directors.
- (D) Notice shall be given of the date, hour, and place of all meetings to each member at least seven (7) days in advance.

ARTICLE IV

Dues

Sec. 1. DUES. The dues of this Association shall be set by the Board of Directors. Dues shall include those required for membership in the National Association of Home Builders of the United States and the Home Builders Association of Georgia which this Association shall collect and remit in accordance with the requirements of the National and State Associations.

ARTICLE V
Board of Directors

Sec. 1. COMPOSITION AND AUTHORITY. The Board of Directors shall be the governing body of the Association. The Association at its Annual meeting shall elect three (3) Builder Directors and one (1) Associate Director. A Director so elected shall hold office for two years beginning November 1st. For the initial term ending October 31, 2000, the Associate Director and one Builder Director shall be elected for a one-year term.

Sec. 2. EX-OFFICIO MEMBERS. The President, Vice-President, Treasurer, and Secretary shall be ex-officio members of the Board of Directors with full voting privileges.

Sec. 3. CHAIRMAN. The President shall be the Chairman of the Board of Directors with full voting privileges.

Sec. 4. VACANCIES. Vacancies on the Board because of disability, death, or resignation shall be filled by appointment of the President, subject to the concurrence of a majority of the Directors. Persons so appointed will serve until the next Annual Meeting of the Membership.

Sec. 5. NATIONAL AND STATE DIRECTORS. The Board shall prescribe the method of selection of any National and State Directors and Alternate Directors to which the Association is entitled under the provisions and conditions prescribed in the Bylaws of the National and State Associations. The selection shall be made only from among the Builder membership.

Sec. 6. MEETINGS. Meetings of the Board of Directors shall be as follows:

- (A) Regular meetings of the Board of Directors shall be held each month or such other time as the Board may elect.
- (B) Special meetings of the Board of Directors may be called by the President or upon request in writing by a majority of the Directors.
- (C) Notice of the date, hour and place of all meetings shall be given to the Directors at least three (3) days in advance.

Sec. 7. VOTING. A simple majority vote shall decide an issue provided a quorum is present.

Sec. 8. QUORUM. The presence of a majority of the Directors, including Ex-Officio members shall constitute a quorum.

ARTICLE VI
Elective Officers

Sec. 1. The following Officers shall be elected by the membership at its Annual Meeting and shall hold office for a term of one (1) year beginning November 1st:

- (A) A president, who shall be a Builder member of the Association. The President shall be the chief officer of this Association and shall preside at its meetings and those of the Board of Directors. The President shall be the official spokesman of this Association in matters of public policy. The President shall appoint all committees, shall be an ex-officio voting member of all committees, and shall perform all other duties usual to such office.
- (B) A Vice President, who shall be a Builder member of the Association, shall perform such duties as are assigned by the President and, in the absence of the President, or upon direction, shall perform all of the duties of the President.

- (C) A Treasurer, who shall be a member of the Association, shall be responsible to the Association for 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.
- (D) A Secretary, who shall keep a record of all of the official proceedings of this Association and its Board of Directors, including the reports of committees, and upon direction of the President, may perform other duties appropriate to this office,

Sec. 2. SUCCESSION OF OFFICE.

- (A) In the event of the absence, resignation, or death of the President then the Vice President shall act as President of the Association. Should neither the President nor the Vice President be able to serve for any of the foregoing reasons, and then the Treasurer shall act as President. If the Treasurer should be unable to serve for any of the foregoing reasons, then the Secretary shall act as President. The officer so designated to act as President shall be a Builder member and shall serve until such time as the Board of Directors names from among its Builder members a President to fill the un-expired term.
- (B) In the event of a vacancy, other than in the office of the President, the Board of Directors shall name from among its members a successor to fill the un-expired term.

ARTICLE VII Administrative Offices

Sec. 1. An Executive Officer may contract with/be employed by the Board of Directors at such rate of compensation as it deems fair and proper.

Sec. 2. The Executive Officer shall serve as the Chief Administrative Officer of this Association and shall perform the duties and responsibilities delegated by the Board of Directors and/or Executive Committee, and all other functions usual to such office.

Sec. 3. The Executive Officer shall be empowered to employ and supervise an adequate staff to carry on the business of this Association as instructed by the Board of Directors and/or Executive Committee within the limitations of the budget.

ARTICLE VIII Voting Quorums

Sec. 1. All members of the Association in good standing shall be entitled to vote at meetings except as may be provided in other sections of these Bylaws.

Sec. 2. A simple majority vote shall decide an issue provided a quorum is present. This section shall not apply to voting on amendments to these Bylaws.

Sec. 3. The presence of 25% of the members in good standing at a meeting of the membership shall constitute a quorum.

ARTICLE IX Elections

Sec. 1. ELECTIONS.

- (A) There shall be a Nominations Committee of which the President shall designate the Immediate Past President to serve as Chairman of said Committee. The Nominations Committee shall be composed of one (1) Builder member, one (1) Associate member, and the President service ex-officio with full voting privileges and the Executive Officer ex-officio with non-voting privileges. An announcement shall be 60 days prior to the Annual Meeting soliciting individual's interest in serving as an officer/director. The Nominations Committee shall meet as required in order to secure and present a proposed slate of officers/directors for nominations to the Board of Directors for the upcoming year. The Board of Directors shall approve the proposed slate, and an announcement shall be made of said approved slate of officer/directors. The officers and directors shall be elected at the Annual Meeting of the Membership with a quorum present. The Nominations Committee shall submit its report at such meeting. Additional nominations may be made from the floor. Installation of officers/directors for the upcoming year shall be held at the next general membership meeting, and officers/directors shall assume their responsibilities accordingly.
- (B) Whenever only one nomination for an elective office is presented to the membership, election shall be a voice vote. Whenever more than one nomination is presented, vote shall be by secret ballot. If more than two candidates are named for an office, a majority of the members voting shall be necessary to elect. If no candidate receives a majority, a second vote shall be taken upon the two leading candidates.

ARTICLE X Committees

Sec. 1. The Chairman and members of all committees of the Association shall be appointed by the President except as otherwise specifically provided in the Bylaws.

Sec. 2. A President may, with the advice and consent of the Board of Directors, remove the Chairman or members of any committee appointed pursuant to this article.

Sec. 3. Meetings of all committees shall be upon the call of the Chairman with the approval of the President.

Sec. 4. The presence of a simple majority of the committee members at a meeting shall constitute a quorum.

Sec. 5. A simple majority vote in the committee shall decide an issue provided a quorum is present.

Sec. 6. Standing Committees will be as follows:

- (A) Nominations Committee
- (B) Budget and Finance Committee
- (C) Membership
- (D) Executive

Sec. 7. Special committees may be appointed by the president as he may from time to time deem necessary.

ARTICLE XI Budget and Finance

Sec. 1. The fiscal year of this Association shall be the year commencing on the first day of January and terminating on the last day of December.

Sec. 2. The President shall appoint a Budget and Finance Committee with the current Treasurer serving as Chairman. The Budget and Finance Committee shall consist of the immediate Past President, current President, current Treasurer, Treasurer-elect and the Executive Officer (Ex-officio non-voting member). Said committee shall serve and present a proposed balanced budget to the Board of Directors for their approval.

Sec. 3. The Board of Directors shall adopt a budget for each fiscal year and the general membership may obtain a copy of said budget upon request. This Association shall function within the total of such budget. Any expenditure in excess of an approved budget must be authorized by the Board of Directors.

Sec. 4. Dues and other monies collected by the Association shall be placed in a depository selected by the Board of Directors.

Sec. 5. The following officers of the Association, and any others as may from time to time be authorized by resolution of the Board of Directors, shall have authority to sign checks for and on behalf of the Association: President, Vice-President, Treasurer and Executive Officer. The signature of any two (2) of the foregoing shall be necessary on all checks drawn on account of the Association.

Sec. 6. The President, The Executive Officer, or any other officer of the Association duly authorized to act for them in a specific instance, may execute contracts. The Board of Directors may also authorize any officer or agent of the Association, in addition to the officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Sec. 7. The Board of Directors may by a simple majority vote to authorize the creation of reserve funds for the future operation of the Association. Such funds may be used for such purposes as may be authorized by a simple majority vote of the Board of Directors.

Sec. 8. The Treasurer and other officers or members of the staff authorized by the Board of Directors to handle the funds of this Association, shall furnish a bond at the expense of the Association in such amount, as the Executive Committee shall determine.

Sec. 9. In the event of dissolution of the Association, the assets of the Association shall, after appropriate provision for its debts and liabilities, be distributed in any liquidation proceeding to a corporation, trust, or association which is not organized for profit and is exempt from federal income taxation under the Internal Revenue laws applicable at the time of such dissolution.

ARTICLE XII Rules of Procedure

Sec. 1. Roberts' Rules of Order shall govern the parliamentary procedure of the meetings of the Association provided for in these Bylaws.

ARTICLE XIII
Amendments

Sec. 1. These Bylaws may be amended by a two-thirds (2/3) vote of the members in good standing at any meeting provided (a) the attendance at such meeting constitutes a quorum, and (b) that a copy of any proposed amendment shall have been mailed to each member of the Association at least (30) days in advance.

ADVANCE XIV
Executive Committee

Sec. 1. There shall be an Executive Committee of this Association, which shall be composed of the President, who shall be the Chairman, the Vice President, Treasurer, Secretary and the Immediate Past President.

Sec. 2. This Committee shall, between meetings and subject to the approval of the Board of Directors, conduct the affairs of the Association in accordance with these Bylaws and the policies adopted by the Board of Directors.

Sec. 3. This Committee shall meet upon the call of the President. Three (3) members shall constitute a quorum.

AMENDMENT TO THE BYLAWS:

Article 1: To change the annual elections of Officers to June of each year. This will coincide with state and national elections, and enable our Association to have current and accurate Officers and Board Members listed in all literature.

The Officers and Board Members elected at the October meeting will be announced and assume office at the November meeting. They will remain in office until the June election of Officers and Directors that assume office at the July meeting.

Voted on and passed at the annual General Membership meeting held October 2, 2000.

Article 2: Amend the By-laws to make it mandatory that the Vice President automatically steps up to the Presidents position. This will enable the Association to continue to carry out established operating procedures.

The President elected at the October meeting will be announced and assume office at the November meeting. This officer will remain in office until the current Vice President steps into office at the July meeting.

Voted on and passed at the annual General Membership meeting held October 2, 2000.

Article 3: Amend Article VIII (voting quorums) Sec. 3, the presence of 25% of the members in good standing at a meeting of the membership shall constitute a quorum to: **The presence of 25 members in good standing at a meeting shall constitute a quorum.**

Voted on a passed at the annual General Membership meeting held June 2, 2003.

Article 4: Amend the By-laws to add a second Vice President who will be a Builder member of the association in good standing. They shall perform such duties as are assigned by the President. This new position will serve a 1 year term and be elected at the annual General membership meetings. This position will have full voting privileges at the Board of Directors meetings.

Voted on and passed at the annual General Membership meeting held June 4, 2007.

Article 5: Amend the By-laws to add a second Associate Director who is an Associate member in good standing of the Gilmer County Home Builders Association. This position will initially serve a 1 year term. In June of 2008 this position will then serve a 2 year term and be elected at the annual General membership meetings. This position will have full voting privileges at the Board of Directors meetings.

Voted on and passed at the annual General Membership meeting held June 4, 2007.