



BY LAWS

ARTICLE I - Name of Association

- Sec. 1. The name of this Association shall be South Central Wisconsin Builders Association.
- Sec. 2. The principal office of this Association shall be located at **4450 Milton Avenue, Suite 105**, Janesville, Wisconsin, 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 of the Wisconsin Builders Association and shall abide by their respective Bylaws as amended from time to time.
- Sec. 4. The operations of this Association shall be conducted in the territory assigned to its jurisdiction now and hereafter by the National Association of Home Builders.

ARTICLE II - Purposes

- Sec. 1. The purpose of this Association to the extent permitted by law 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 Wisconsin Builders Association.
 - (D) To operate without profit and no part of the income of the Association shall ensure to the benefit of any individual member.

ARTICLE III – Membership

Sec. 1. CLASSES OF MEMBERS

- (A) The association shall have the following classes of members. The designation of such classes and the qualification of the members of such classes shall be as follows:
- (B) **BUILDER MEMBERS.** Any person, partnership, firm or corporation who or which derives a major portion of his or it's income from the proceeds of building or remodeling housing units, or a combination of housing units and/or apartment, commercial and industrial buildings, within the territorial jurisdiction of the Association, who has been in business for one full year, and who shall agree to abide by the Bylaws of the Association and subscribe to the Code of Ethics shall be a Builder Member.



A member of the Association or prospective member, that by definition does general contracting and remodeling, etc., as well as acting as a sub-contractor must maintain a Builder Membership, ***and provide proof of Dwelling Contractor Qualifier (DCQ) requiring continuing education and Dwelling Contractor (DC) certification requiring proof of financial responsibility as well as expiration dates of same as required by the State of Wisconsin Department of Commerce.***

- (C) ASSOCIATE MEMBERS. Any person, partnership, firm or corporation who is not a Builder Member and who shall agree to abide by the Bylaws and subscribe to the Code of Ethics shall be an Associate Member.
- (D) DUAL MEMBERSHIP. Any firm can have a maximum of two active members providing they hold one full membership and pay a published amount for the second member except that if they both are elected officers and/or are both on the Board of Directors, they will only be entitled to one vote for the firm on the Board of Directors meeting matters only.

Sec. 2. ACCEPTANCE OF MEMBERS

- (A) Any qualified person or corporation or firm may become a member of the Association upon his agreeing to abide by the Code of Ethics and the Bylaws of this Association, and upon the submission of a written application for admission to said Association accompanied by a tender of the first year's dues. The application shall be referred to the Executive Officer for investigation. If the Executive Officer finds that the applicant has proven eligibility, notice of the application must then be posted in two consecutive issues of the newsletter. When compliance with the formerly mentioned requirements has been met the application will be submitted to the Board of Directors. The Board of Directors will then ascertain that the applicant is of good character and business reputation, and recommend the applicant for either of the two classifications. Applicants for membership who are approved by a majority vote of those directors who are present at a regular meeting of the Board of Directors shall be admitted to membership in the Association.
- (B) Any person whose application for membership is denied by the Board of Directors may have his application submitted to the General Membership, and if the General Membership at any regular membership. The membership present to approve the application must constitute a quorum as defined in Article III, Section 6 of these Bylaws.

Sec. 3. SUSPENSION AND REVOCATION OF MEMBERSHIP

- (A) Members of the Association may be suspended from membership on the following grounds:
 - 1. For non-payment of dues.
 - 2. For violating the Bylaws of the Association.
 - 3. For engaging in unfair trade practices.
 - 4. For such other causes as the Board of Directors may deem sufficient for suspension or expulsion.
- (B) Any member may be suspended or expelled from the Association by violation of the Bylaws of this Association if in the opinion of the Board of Directors as evidenced by a two-thirds of the members of the Board as were present at any meeting that may vote upon the matter, it shall be considered desirable for the best interest of the Association or its members that the said member be suspended or expelled.
- (C) A vote of two-thirds of the members of the Board of Directors at any regularly called meeting shall be required to reinstate any member who has been expelled or suspended and subject to the provisions of this section.



Membership present to reinstate any member must constitute a quorum as defined in Article VI, Section 5 (A) of these Board Member Bylaws.

Sec. 4. GRIEVANCES

- (A) The Board of Directors shall follow the most current guidelines for handling complaints as established and approved by the Board. Such guidelines may be amended by a quorum as defined in Article VI, Sec. 5 (A) in Bylaws.
- (B) The Association office upon receiving a written complaint against any member alleging unfair trade practices or violation of the Code of Ethics as adopted by the Association, shall refer the complaint to the Executive Committee.

Sec. 5. MEETINGS OF THE MEMBERS

- (A) The General Membership Meeting of the Association shall be held on the 4th Tuesday of each month, except June, July and August, unless otherwise determined by the Board of Directors.
- (B) All members shall be given notice by e-mail, fax or mail of each meeting and of each special meeting.
- (C) Special meetings may be called by the President and shall be called by the President upon written request of at least ten members of this Association.
- (D) An annual meeting of this Association shall be held on the 4th Tuesday of November for the purpose of electing the following calendar year's Officers and Board of Directors, or on such other date as the Board of Directors shall determine.

Sec. 6. QUORUM At all General Membership meetings of this Association, one-quarter of the total number of members based on the membership at the end of the preceding month shall constitute a quorum.

ARTICLE IV - Dues

Sec. 1.

- (A) All Membership dues and other applicable fees shall be established by the Board of Directors, including any change in the amount of said dues. Upon adopting any change in the membership dues or other applicable fees, the Board of Directors shall notify the General Membership in writing of such change. The Board of Directors shall not be required to obtain from the General Membership any approval or ratification of any such change in the membership dues or other applicable fees in order for any such change to be effective.
- (B) The dues for membership in this Association shall be paid annually and shall be due on the anniversary date of each member's acceptance into membership of this Association. In addition to being current on dues to the South Central Wisconsin Builders Association this Association, every member, in order to maintain membership status, shall be current on National Association of Home Builders dues and on Wisconsin Builders Association dues.
- (C) It shall be the duty of the Executive Officer and the Secretary to report monthly to the Board of



Directors the names of any members who are delinquent in the payment of their dues.

- (D) Any member who has dues that are not paid in full within 60 days after they become due, shall be dropped. He shall, however, be reinstated, at any time within 6 months from date of dues payment, upon payment in full.
- (E) Members shall annually submit a certificate of insurance to the Association office showing insurance levels as follows:

Auto	\$300,000 or as required by status
Liability	\$250,000
Worker's Compensation	as required by status
- (F) Remain in good standing with tax authorities. It is the responsibility of each member to notify the Association office of his noncompliance with taxing authorities within 90 days of such noncompliance and his plan to get back in good standing. If the noncompliance has been corrected within the 90 day period, the Association office need not be notified. The Board of Directors, at their discretion, will approve a grace period to allow a member to return to good standing. No grace period will be approved for members not notifying the Association office.
- (G) Operate their business in a professional manner. The Board of Directors will determine, on a member by member basis, if the member is operating in a professional manner.
- (H) All resignations of members shall be made in writing to the Board of Directors.
- (I) Any member to receive any benefits from membership in this Association must be in good standing and in a paid-up condition to receive same. This applies to insurance dividends and other payments from insurance benefits except as hereinbefore provided.

ARTICLE V- Fiscal Year

Sec. 1. The fiscal year of this Association shall be the calendar year.

ARTICLE VI - Board of Directors

Sec. 1. COMPOSITION AND AUTHORITY

- (A) The Board of Directors shall consist of the following members of the Association: President, President Elect, Vice-President, Secretary, Treasurer, the Immediate Past-President, and all Directors of the Wisconsin Builders Association, all Directors and National Directors of the National Association of Home Builders who are members of the South Central Wisconsin Builders Association. Alternate State and National Directors shall not be members of the Board of Directors. If one person holds more than one of the above named offices, they shall nevertheless be entitled to only one vote on any matters voted on at a Board of Directors Meeting.
- (B) In addition to the foregoing, there shall be elected from the membership four additional directors, at least two of whom shall be Associate Members. All directors to be elected shall hold office for one year until their successors are elected and qualify.
- (C) The Board of Directors shall have the authority to appoint or hire an Executive Officer for this Association, and fix the compensation and terms of employment.



- (D) The Board of Directors shall have power and authority to conduct the business affairs of the Association, except where otherwise specifically provided in the Bylaws. Executive Officer shall have authority to decide, approve and disapprove the appointment of employees and agents, the adoption of Association policies, and to authorize the disbursements from the general funds.

Sec. 2. VACANCIES

- (A) If a vacancy occurs in the Board of Directors of this Association through death, resignation or otherwise, the Board of Directors shall elect a like member from this Association membership to fill such vacancy for the balance of the un-expired term. Any like member so appointed or elected to fill a vacancy of an un-expired term shall be allowed to run for re-election to such office.
- (B) If any officer or director shall have three unexcused absences from meeting of the Board or of the Association during his term of office, the Board of Directors may by majority vote declare his office as vacant.

Sec. 3. NATIONAL & STATE DIRECTORS

- (A) The National Directors shall be elected to the post by the Board of Directors in office at the time of annual election. Alternate Directors shall be elected in the same manner.
- (B) State Directors and Alternate State Directors shall be elected by the Board of Directors from the General Membership.
- (C) At all regular and special meeting of the Board of Directors, all elected National Directors and elected State Directors shall be advised by mail, e-mail or fax and invited to attend in order to be properly informed on this Association's affairs.

Sec. 4. MEETINGS

Meetings of the Board of Directors shall be held each month except August. Special meetings of the Board of Directors may be called upon direction of the President or upon similar request in writing of five of its members. Notices of the date held and place of all special meetings as well as regular meetings must be given the Directors and least three days in advance.

Sec. 5. VOTING

- (A) At all Directors' meetings, ten (10) Directors shall constitute a quorum.
- (B) National and State Directors, being members of the Board of Directors, may vote on all issues which may come before the Board of Directors.

ARTICLE VII – Officers

Sec. 1. The general officers of this Association shall be President, President Elect, Vice-President, Secretary/Treasurer. All officers must be active Builder *or Associate* Members *in good standing*.

Sec. 2. The office of Secretary and Treasurer may be held by the same person and may be an Associate Member.



Sec. 3. POWERS OF OFFICERS

- (A) The President shall have general supervision of the property, business affairs of this Association, subject to the advice and direction of the Board of Directors. The President shall preside at all regular and special meetings of the members and Board of Directors when present and not under disability. The President shall sign all contracts, papers and membership certificates. .
- (B) The President Elect shall discharge all duties of the President during absence or disability for any cause. The President Elect in the event the office of President shall succeed to the office of President in the event the office of President shall become vacant at any time prior to the expiration of the term of office.
- (C) The Vice-President shall discharge all the duties of the President Elect during absence or disability for any cause. The Vice President shall succeed to the office of President Elect in the event the office of President Elect shall become vacant at any time prior to the expiration of the term of office.
- (D) The Executive Officer or Secretary shall take and keep the minutes of all meetings. The Executive Officer shall have general charge of the permanent office of this Association and shall have general charge of the affairs of the office.
- (E) The Executive Officer and/or the Treasurer shall deposit all the monies belonging to this Association in such banks, savings and loans or other money institutions as may be selected by the Board of Directors. The Executive Officer and/or the Treasurer shall be the custodian of the fund of this Association and shall pay out and disburse the same in a manner approved by the Board. Such person shall keep or cause to be kept a true and accurate record of all funds and monies received and disbursed. A report of the financial condition of this Association shall be made by the Executive Officer and/or the Treasurer to the President whenever requested by the President. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.
- (F) No officer of this Association shall sign or endorse any note, contract or other obligation, except by express resolution of the Board of Directors. All funds not otherwise employed shall be deposited from time to time to the credit of this Association in such banks, trust companies, savings and loan associations or other depositories may be selected by or under the authority of a resolution of the Board of Directors.

Sec. 4. ELECTION AND VOTING

- (A) Officers and Directors shall be elected at the annual meeting and installed at the next regular meeting of this Association.
- (B) Not less than thirty days prior to the annual meeting the President shall appoint a nominating committee of five members. This committee shall include the Immediate Past President, the President, and three additional members as appointed by the President. The nominating committee shall report in writing to the Executive Officer not less than seven days prior to the scheduled date of the annual meeting.
- (C) At the annual meeting, the nominating committee shall make its report. Election for officers shall take place in the following order: President; President Elect; Vice President; Secretary; Treasurer, unless the Secretary and Treasurer's office shall be held by the same person in which case both offices shall be voted upon at the same time. All elections shall be by written ballot and each office shall be voted upon by separate written ballot. Prior to the ballot being taken on each office, the meeting shall be open for nominations from the floor. The President shall



appoint three members of this Association to serve as tellers.

- (D) 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 vote shall be taken upon the two leading candidates.

ARTICLE VIII - Committees

Sec. 1. The Board of Directors, may by resolution, adopted by the affirmative vote of a majority of a number of directors constituting the Board of Directors, designate one or more committees with the membership and duties of such committees to be determined by the Board of Directors.

ARTICLE IX - Order of Business

Sec. 1. At all meetings of the Board of Directors, the following order of business shall be observed so far as is consistent with the purposes of the meeting:

1. Call to order
2. Review and approval of minutes of preceding meeting of Association and action thereon
3. Report of Treasurer and action thereon
4. Executive Officers Report
5. Committee reports
6. Unfinished business
7. New business
8. Adjournment

ARTICLE X - Amendments

Sec. 1. Any amendments to or replacement of the Bylaws may be presented by resolution adopted by a majority vote of the Board of Directors, which constitutes a quorum of those directors entitled to vote. The Board of Directors shall not be required to obtain from the General Membership any approval or ratification of any such amendment to or replacement of the Bylaws in order for any such amendment or replacement to be effective.

(revised: April 2016)