

# By-Laws of the



## South Towns Builder's Association, Inc.

### Code of Ethics

#### Section 1

- A) All members shall constantly seek to provide better values, so that an ever greater share of our people may enjoy the proper reward.
- B) Members shall strive to develop the efficiency of the home building industry to the end that labor may receive its just and proper reward.
- C) Members shall at all times contribute their knowledge in home building to the best interest of those they serve.
- D) Members shall not knowingly enter in any contract, the terms of which are designed to imperil the rights of either labor or the suppliers of materials to receive fair return for services performed or goods furnished.
- E) Members shall not obtain any business by means of fraudulent statement or by use of implications warranted by fact for reasonable probability.
- F) Members shall comply both in spirit and letter with rules and regulations prescribed by law and government agencies for health, safety and progress of the community.
- G) Members shall be alert to examine proposed and enacted state and local legislation which might be detrimental to social, economic and political progress.
- H) Members shall not perform, or cause to be performed, any act which would tend to reflect on, or bring into disrepute any part of the home building industry.
- I) The Association shall be nonpolitical and shall not endorse any political party or candidate for public office.

## Article 1

### Offices and Fiscal Year

1. OFFICES. The offices of the South Towns Builders Association, Inc. shall be located at such a location or locations in the County of Erie and State of New York as the Board of Directors shall determine.
2. ADDITIONAL OFFICES. The Corporation may also have offices at such other places within or outside the State of New York as the Board of Directors may from time to time appoint or the business of the Corporation may require.
3. FISCAL YEAR. The Corporation's Fiscal Year shall be the calendar year.

## Article 2

### Members

1. MEMBERSHIP ROLL
  - A) The President of the Board of Directors shall maintain a membership roll of all members which shall be evidence of membership in the Corporation.
  - B) All applications for membership shall be in writing on forms provided by the association and shall be signed by the applicant accompanied by appropriate membership fee and STBA sponsor. Such application shall be forwarded for action at the next Executive Committee meeting. Prospective members must not have a unsatisfactory Better Business Bureau report and must be elected by a majority of the members who are present at such meeting.
  - C) The association's secretary shall notify each new members of their acceptance and shall enroll their names on the membership roll of the association.
  - D) Any member who shall violate the Code of Ethics or By-Laws of the association shall be subject to suspension or expulsion by a 2/3 vote of the executive committee. Prior to any action by the executive committee to expel or suspend a member for cause, or pursuant to Article 2 Section 18, he or she shall be notified in writing of the specific charges. Such notice shall be delivered to the members at least seven (7) days prior to the meeting that will address the issue. The member shall have the privilege to appear before the executive committee to be heard and to produce witnesses in his or her defense.
2. MEMBERSHIP DUES. The annual dues of this corporation shall be determined by the Board of Directors and shall be non-refundable. If membership is not approved, all membership payments are refundable, excluding initiation fee.
3. DEFINITION OF "SOUTHERN ERIE COUNTY." For purposes of these By-Laws, the "Southern Erie County" shall include the area of Erie County, New York.
4. MEMBERSHIP AND QUALIFICATIONS. Membership in the association shall be of four classes, with attendant dues as determined by the Board of Directors:
  - Active Membership:** Active membership shall be open to any person, firm or corporation whose principal business is building or an allied trade of the building

industry within Southern Erie County. Each perspective members must provide a valid Certificate of Insurance and shall agree to abide by the provisions of the By-Laws (and amendments thereof) and who shall subscribe to the code of ethics hereinafter set forth.

**Associate Membership:** Associate membership shall be open to all engineers, architects, real estate brokers, financial institutions, building supply dealers or manufacturers conducting business within Southern Erie County. (See Article 2, Section 3 [Definition of “Southern Erie County”].)

**Affiliate Membership:** Affiliate Membership shall be open to all employees Active and Associate members.

**Honorary Membership:** Non-voting members may be admitted at the discretion of a majority of current members who hold voting privileges.

5. **NUMBER OF MEMBERS.** There shall be as many members of the Corporation as the Secretary shall certify at the time of the annual meeting. The membership of record, for purposes of voting at the annual meeting, shall be kept by the President and certified by the Secretary and shall be produced at any meeting upon the request of any member who has given written notice to the Corporation that such a request shall be made. Said request must be postmarked no less than ten (10) calendar days prior to the effective date of such request. If the right of any member to vote at any meeting is challenged, the inspectors of elections (and if there are none, the person(s) presiding there at), shall require such list or record of members to be produced as evidence of the right of the persons challenged at such meeting to vote. All persons whose names appear on such list or record of members entitled to vote there at may vote at such meeting.
6. **PLACE OF MEETING.** Meetings of the membership shall be held at a location designated by the Board of Directors.
7. **MEETINGS AND ANNUAL MEETING.** Meetings of the membership shall be held as follows:
  - A) An annual meeting of the membership of the Association shall be held in November of each year for the purpose of electing the Board of Directors and reviewing the affairs of the Association for the past year.
  - B) Regular meetings of the membership of this Association shall be held on the third Monday of each month, excepting the months of July, August and December.
8. **AGENDA.** The order of business at the annual meeting of the members shall be as follows:
  - A) Calling the meeting to order.
  - B) Proof of notice of meeting or waiver, thereof.
  - C) Reading of minutes of last annual meeting.
  - D) Reports of Officers.
  - E) Reports of Committees.
  - F) Election of Officers.

- G) Election of Directors.
- H) Transaction of other business.
- I) Adjournment.

- 9. SPECIAL MEETINGS.** Special meetings of the members, for any purposes, may be called by the President, or at the request of seventy-five (75%) percent of the Board of Directors, and shall be called by the President when requested in writing by members entitled to cast thirty-five (35%) of the total number of votes entitled to be cast at such meeting. The notice for such meetings shall state the purposes thereof and indicate at whose request the meeting is being called.
- 10. NOTICE OF MEETING.** Written notice of the annual meeting or any regular meeting stating the place, date and hour will be given personally or by first class mail not less than ten (10) nor more than fifty (50) days before the date of the meeting to each member entitled to vote at such meeting. Written notice of a "Special Meeting" stating the place, date and hour, and indicating that it is being issued by or at the direction of the person or persons calling the meeting, and stating the purposes for which the meeting is being called, shall be given personally or by first class mail, not less than ten (10) nor more than fifty (50) days before the date of such meeting to each member entitled to vote at such meeting. If any By-Law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors, the By-Laws so adopted, amended or repealed, together with a concise statement of the changes made.
- 11. ADJOURNED MEETINGS.** The majority of the members present may adjourn a meeting despite the absence of a quorum. When a determination of the members of record entitled to notice of, or entitled to vote at, any meeting of members has been made, such determination shall apply to any adjournment thereof unless the Board of Directors sets a new record date for the adjourned meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting to the members present if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted on the original date of the meeting. However, if after the adjournment, the Board of Directors sets a new record date for the adjourned meeting, a notice of adjourned meeting shall be given to each member of record of the new record date, entitled to vote at such meeting.
- 12. QUORUM OF MEMBERS.** At any meeting of members, members entitled to cast twenty-five percent (25%) of the total number of votes entitled to be cast there shall constitute a quorum for the transaction of business. The members present may adjourn the meeting despite the absence of a quorum.
- 13. VOTING.** Every member of record shall be entitled to one vote on each matter submitted to a vote of the members. Directors shall be elected by a plurality of the vote cast at a meeting of the members entitled to vote in the election. Any other corporate

action to be taken by vote of the members shall be authorized by a majority of the votes cast at a meeting of members entitled to vote thereon, except as otherwise required by law.

- 14. PROXIES.** Every member of record may vote by limited proxy at any meeting of the members. A limited proxy shall be in writing and revocable at the pleasure of the member executing it. A proxy must specify the vote of the member on each issue, and must be given to the Secretary of the Corporation by Noon on the day of the meeting.
- 15. INSPECTORS AT MEETING OF MEMBERS.** The Board of Directors, in advance of any meeting of members, may appoint one or more inspectors to act at the meeting or any adjournment thereof. The person presiding at the meeting of members, and on the request of any member entitled to vote there at, may direct the inspectors to make a report in writing of any challenge, questions, or matter determined by the inspectors. Any report or certificate made by them shall be prima facie evidence of the facts stated and of the vote certified by them.
- 16. FIXING RECORD DATE.** For the purpose of determining the members entitled to vote at any meeting of members or the adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining members entitled to receive any distribution or the allotment of any rights, or for the purposes of any other action by the members, the Board of Directors may fix, in advance, a date as the record date for any determination of members. Such record date shall not be more than fifty (50) or less than ten (10) days before the date of such meeting.
- 17. ACTION WITHOUT MEETING, WRITTEN CONSENT OF MEMBERS.** Whenever, under the Not-For-Profit Corporation Law, members are required or permitted to take any action by vote, such action may be taken without a meeting or written consent, setting forth the action so taken signed by all members entitled to vote thereon. However, this paragraph shall not be construed to alter or modify any provision of the Certificate of Incorporation under which the written consent of less than all of the members is sufficient for corporate action.
- 18. REMOVAL OF MEMBERS.** Any other qualifications notwithstanding, any member who neither votes nor attends the annual meeting for four (4) consecutive years shall cease to be a member. Re-qualification as a member shall take place in the same manner as if the person had never been a member.

## **Article 3**

### **Board of Directors**

- 1. BOARD OF DIRECTORS.** The business of this Corporation shall be managed by its Board of Directors.
- 2. QUALIFICATIONS OF DIRECTORS.** Any member of the Board of Directors must be a member of the Corporation, except as provided below.

- 3. NUMBER OF DIRECTORS.** The number of Directors constituting the entire Board shall be eleven (11).
- 4. ELECTION AND TERM OF DIRECTORS.** At each annual meeting of members, directors shall be elected or appointed to hold office until the expiration of the term for which the director is elected or appointed or qualified. Of the twelve (12) directors elected at the first organizational meeting, nine (9) shall be elected from the active members and two (2) from the associate members for a two (2) year term, and one (1) shall be elected as their terms expire or for the balance of term of a directorship vacated before the end of a term.
- 5. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.** Newly created directorships resulting from an increase in the number of directors and vacancies occurring the Board of Directors for any reason may be filled successively by a vote of a majority of the directors then in office regardless of their number. A director elected to fill a vacancy shall hold office until the next annual meeting at which the election of directors is in the regular order of business and until successor is elected and qualified.
- 6. REMOVAL OF DIRECTORS.**
  - A) Any or all of the directors may be removed for cause by vote of a majority of the Board of Directors. Any director whose removal is sought by the Board of Directors may request a vote of the membership be taken on such question. If such a request is made, a special meeting for the purpose of deciding the question must be called pursuant to Article 2, Section 9. Any or all of the directors may be removed by a vote of the members.
  - B) Should a member of the Board of Directors be absent from three properly called meetings of the Board of Directors without excuse during the period commencing with the first meeting following the annual meeting, and for a period of one year, the Director's seat shall be declared vacant and the President shall forthwith proceed to fill the vacancy until such time as the successor is qualified.
- 7. RESIGNATION OF DIRECTORS.** Any director may resign at any time. Such resignation shall be in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the President or Secretary. The acceptance of the resignation shall not be necessary to make it effective, but no resignation shall discharge any assured obligation or duty of a director to return any property or records to the Corporation.
- 8. QUORUM OF DIRECTORS.** Fifty percent (50%) of the entire board, regardless of vacancies, shall constitute a quorum for the transaction of business or of any specified item of business, and the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board of Directors. A quorum of the Board of Directors shall not be established by the use of proxies.
- 9. MEETINGS OF THE BOARD OF DIRECTORS.**

- A) An organizational meeting of the Board of Directors shall be held immediately following the annual meeting of the membership for the consideration of such matters as may properly come before them.
- B) Regular meetings of the Board of Directors shall be held once a month except the months of July, August and December if deemed unnecessary by the majority of the Board of Directors. The President, Executive Committee, and/or Board of Directors may, as its discretion, call for board meetings during the above-mentioned months. (See Article 2, Section 9 – Special Meeting.) Absence from three regular meeting, without an excuse deemed valid and so recorded by the Board of Directors, will result in removal from the Board.
- C) A majority of the Directors present may adjourn any meeting to another time or place.

**10. NOTICE OF MEETING OF THE BOARD.** The first meeting of each newly elected Board of Directors may be without notice. Regular meetings may also be held without notice to the Directors. Special meetings shall be held upon written notice to the Directors at the call of the President or upon the request of seventy-five percent (75%) of the members of the Board. The notice of a special meeting shall state the place, date and hour of the meeting, indicate that it is being issued by or at the discretion of the person calling the meeting, and specify the purpose thereof. Such notice shall be given personally or by mail not less than two (2), nor more than five (5) days before the date of the meeting to each director. Notice shall be deemed to be given when deposited in the United States Mail, with postage paid therein, directed to the Director at his/her address, or if he/she has filed with the secretary of the Corporation a written request that notices be mailed to him/her at some other address, then directed to him/her at such other address.

**11. EXECUTIVE COMMITTEE.** The Board of Directors, by resolution adopted by a majority of the Board present, may designate from among its members an Executive Committee consisting of three (3) Directors which, to the extent provided in such resolution, shall have all the authority of the Board, except as to matters prohibited by Section 712 of the “Not-For-Profit Corporation Law.” No action of the committee shall take place unless a quorum is present, said quorum being one half (1/2) of the members of the committee, regardless of the number of vacancies. The Executive Committee is hereby empowered to admit new members to membership between annual meetings of the members.

**12. COMMITTEES.** The Board, by resolution adopted by a majority of the entire Board of Directors, may establish such other committees consisting of two (2) or more members of the Board of Directors as shall, from time to time, be determined. Any such committee shall have the authority as the Board of Directors shall determine except that no committee shall have any authority which may not by law be delegated or which is specially reserved to the Board of Directors itself in the preceding paragraph of these By-laws. No action of such committee shall take place unless a quorum is present, said

quorum being a majority of the members of the committee, regardless of the number of vacancies. No member shall chair more than one committee.

**13. COMPENSATION OF DIRECTORS.** Directors shall not receive salary for their services as directors, provided that nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation. Such compensation shall be reasonable and commensurate with the services performed. Notwithstanding the foregoing, no Directors shall be eligible for employment by the Corporation within six (6) months of service on the Board.

**14. CONTRACTS OR OTHER TRANSACTIONS.** No contract or other transaction between this Corporation and one or more of its officers and/or Directors, or in a Corporation in which a Director has a financial interest, shall be either void or voidable for this reason alone, or because such Officers or Directors are present at a meeting of the Board, or of a committee, thereof, which authorized such contract or transaction, or that his or their votes are counted for each purpose, if:

- A) The material fact as to such officer's or Director's interest in such contract or transaction and as to any common officership or directorship or financial interest are disclosed in good faith to the Board of Directors or committee, and the Board or committee authorized such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of the interested Office or Director; or
- B) The material facts as to such officer's or Director's interest in such contract or transaction and as to any such common officership, directorship, or financial interest are disclosed in good faith or known to the member entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members; or
- C) If there was no disclosure, knowledge or vote as provided in "A" or "B" above, the Corporation may void this contract or transaction unless the party or parties thereto establish affirmatively that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized by the Board, committee or members. Common or interested officers or directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized such contract or transaction.

**15. EX-OFFICIO DIRECTORS.** The Board of Directors may, by resolution, designate persons as non-voting, ex-official members of the Board of Directors.

## Article 4

- 1. NUMBER.** The Officers of this Corporation shall be President, Vice President, Secretary and Treasurer. Said Officers must be members of the Board of Directors.
- 2. ELECTION AND TERM OF OFFICE.** All officers shall be elected by plurality of the membership to hold office for a term of one (1) year with the right to succeed

themselves in office until a successor has been appointed and qualified. Should an incumbent officer be challenged and subsequently not elected by a plurality of the membership at the annual meeting, he/she may continue on the board as a director in one of two (2) ways:

- A) As a write in candidate during said election.
  - B) As an ex-officio director (see Article 3, Section 15).
- 3. PRESIDENT.** The President shall preside at all meetings of members and at all meetings of the Board of Directors. The President shall be an ex-officio member of all committees and shall, in general, supervise and manage all the business and affairs of the Corporation, subject to the control of the Board of Directors. The President shall have the power to sign capital certificates and certificates of this Corporation, and to sign and execute all contracts and instruments of conveyance in the name of the Corporation, to sign checks, drafts, notes and orders for the payment of money, with the prior approval of the Board. The President shall perform all duties usually incident to the office.
  - 4. VICE PRESIDENT.** The Vice President shall, in the absence or disability of the President, perform all duties and exercise the power of the President. If vacant, the Vice-President shall assume the office of President. The Vice President shall have such powers and perform such duties as may be delegated to the Vice President or prescribed by the Board of Directors.
  - 5. SECRETARY.** The Secretary shall be responsible for the keeping of all the meetings of the Board of Directors and the minutes of all meetings of members, and also, unless otherwise directed, the minutes of all meetings or committees in books provided for that purpose. The secretary shall give, or cause to be given, notice of all meetings of members and Directors, and all other notices required by laws or these by-laws, and in case of the Secretary's absence or refusal to do so, any such notice may be given by any person thereinto directed by the President, the Directors, or members on whose requisition the meeting is called. The Secretary shall have charge of the Corporation's seal and affix the same to all instruments requiring it when authorized by the President or the Directors, and attest the same. The secretary shall file all written requests that notices be mailed to members at an address other than that which appears on the record of members. The Secretary shall sign with the President, capital certificates, representative of the Corporation, and the Secretary shall, in general, perform a duties incident to the office of Secretary.
  - 6. TREASURER.** The Treasurer shall have custody of all funds, securities, evidence of indebtedness, and other valuable documents of the Corporation; when necessary or proper, the Treasurer shall endorse on behalf of the Corporation for collection, checks, notes and other obligations and shall deposit same to the credit of the Corporation in such banks or depository as the Board of Directors shall designate. The Treasurer shall receive and give or cause to be given receipts and for monies paid unto, or on account of the Corporation of whatever nature upon maturity of the same, shall enter or cause to be entered in books of the Corporation to be kept for that purpose full and accurate

accounts of all monies received and paid out on account of the Corporation and whenever required by the President or Directors, the Treasurer shall render a statement of the accounts. The Treasurer shall keep or cause to be kept such other books as will show a true record of the expenses, losses, gains, assets and liabilities of the Corporation; and the Treasurer shall, at all reasonable times, exhibit the books and account to any Director of the Corporation upon application at the office of the Corporation during business hours and shall perform all duties and acts incident to the office of the Treasurer. The Treasurer shall give the Corporation security for the faithful performance of duties in such and with such surety as the Board of Directors may require.

7. **REMOVAL OF OFFICERS.** Any officer whose removal is sought by the membership for cause, may request that a vote of the membership be taken on the question. If such a request is made, a special meeting for the purpose of deciding the question shall be called pursuant to Article 2, Section 9. Any or all of the officers must be removed by a vote of the members.

## **Article 5**

### **Amendment**

These By-Laws and any hereafter adopted may be amended at any meeting of the Board of Directors by a two-third (2/3) vote of the members of the Board of Directors, or at any meeting of the members by a two-thirds (2/3) vote of the regular members present and voting, in each case upon ten (10) days written notice of the proposed change.

Adopted (date) October 4, 1993

Secretary *Kenneth Latt*

I hereby certify that the attached Ny-Laws of the South Towns Builder's Association, Inc., complete with amendments, are a true copy of the original By-Laws of the Corporation, to the best of my knowledge.

February 12, 2003

Dated

*Gail Ellsworth*

Gail Ellsworth, Secretary