

**THE AMENDED AND RESTATED BYLAWS  
OF THE  
HOME BUILDERS ASSOCIATION OF GREATER CHICAGO**

**Newly Drafted June 26, 2006  
Revised January 24, 2008, November 19, 2008**

**ARTICLE 1**

**Name and Location**

**Section 1.1 – Name.** The name of this Association is the Home Builders Association of Greater Chicago, (“HBAGC”) which is a not-for-profit corporation formed under the General Not-For-Profit Corporation Act of the State of Illinois (the “Act”).

**Section 1.2. – Office.** The principal office of HBAGC shall be located within the territorial jurisdiction of the HBAGC as the Board of Directors may from time to time designate.

**ARTICLE 2**

**Organization and Territorial Jurisdiction**

**Section 2.1. – Affiliations.** HBAGC operates as an affiliated Association of the National Association of Home Builders (“NAHB”), from which it holds a Charter, and as an affiliated Association of the Home Builders of Illinois (“HBAI”).

**Section 2.2. – Territorial Jurisdiction.** HBAGC operates within the following counties of the State of Illinois: Cook, DuPage, Grundy, Kane, Kendall, Lake McHenry and Will.

**Section 2.3. – Members.** Individuals and groups of home builders within the territorial jurisdiction of HBAGC, or the territorial jurisdiction of any other NAHB-chartered association chartered within the counties set forth in Section 2.2 of these bylaws, may become Members of the HBAGC upon such terms and condition as may be prescribed by these bylaws and by the Board of Directors of the HBAGC.

**Section 2.4. – Subsidiary Organizations.** HBAGC has the right and authority to establish such subordinate profit and not-for-profit corporations, by itself or jointly with other individuals or organizations; provided that such activities shall in no way conflict with the intent and provision of these bylaws.

**ARTICLE 3**

**Objectives**

The objectives of HBAGC are:

- a) To unite and associate home builder organizations and home builders within the territorial jurisdiction of HBAGC for the purpose of mutual advantage and cooperation;
- b) To cooperate with all branches of the homebuilding industry, including all other associations, manufacturers, dealers, financial institutions and labor unions, within the territorial jurisdiction of HBAGC for the purpose of mutual advantage and for the benefit of the homebuilding industry as a whole;
- c) To maintain high professional standards and sound business methods among the Members of HBAGC through the enforcement of HBAGC'S Code of Ethics, a copy of which is attached hereto as Exhibit A and made a part hereof;
- d) To secure cooperative action in advancing the common purpose of its Members and the proper consideration of the opinions of all its Members upon questions affecting the homebuilding industry within its territorial jurisdiction as well as within Illinois and nationally;
- e) To support and assist the HBAI and the NAHB in their legislative and administrative activities after due consideration and approval of the policies of the HBAI and the NAHB by the Board of Directors of the HBAGC;
- f) To attempt to attract as many Members or individuals engaged in the homebuilding industry within its territorial jurisdiction;
- g) To participate for the purpose of mutual benefit in an interchange of information and experience with all other local affiliated associations of the NAHB.

## **ARTICLE 4**

### **Members**

**Section 4.1. – Classes of Membership.** Membership of the HBAGC shall consist of five (5) classes: (a) Builder Members, (b) Builder Affiliate Members, (c) Associate Members, (d) Associate Affiliate Members and (e) Life Members.

**Section 4.2. – Builder Members.** Builder membership shall be open to any sole proprietorship, partnership, limited liability corporation or other legal entity whose business is the construction, renovation, ownership or management of housing or land development within the territorial jurisdiction of the HBAGC, which shall agree to abide by the provisions of these bylaws and the Code of Ethics of the HBAGC (and all amendments thereto), and who shall receive the approval of the Board of Directors. No entity engaged in the development, construction, renovation or remodeling of housing may become a Member of the HBAGC except as a Builder Member; provided, however, that any entity affiliated with or related to a Builder

Member that is engaged in enterprises allied to the development, construction, renovation or remodeling of housing may become an Associate Member, and such Associate membership shall be in addition to the Builder membership held by the primary entity.

**Section 4.3. – Builder Affiliate Members.** Builder Affiliate membership shall be open to any employee of a Builder Member whose business is the construction, renovation, ownership or management of housing or land development within the territorial jurisdiction of HBAGC which shall agree to abide by the provisions of these By-Laws and Code of Ethics of HBAGC (and all amendments thereto) and who shall receive the approval of the Board of Directors. Builder Affiliate Members shall be entitled to membership in NAHB pursuant to rules and regulations governing Affiliate membership in their respective By-Laws.

**Section 4.4. – Associate Members.** Associate Members shall be open to any sole proprietorship, partnership, limited liability corporation or other legal entity engaged in any trade, industry or profession allied with the housing industry within the territorial jurisdiction of HBAGC which shall agree to abide by the provisions of these bylaws and the Code of Ethics of HBAGC (and all amendments thereto), and who shall receive the approval of the Membership Committee and the Board of Directors.

**Section 4.5. – Associate Affiliate Members.** Associate Affiliate membership shall be open to any employee of an Associate Member engaged in trade, industry or profession allied with the housing industry within the territorial jurisdiction of HBAGC which shall agree to abide by the provisions of these By-Laws and the Code of Ethics of HBAGC (and all amendments thereto) and who shall receive the approval of the Board of Directors. Associate Affiliate Members shall be entitled to membership in the NAHB and HBAI pursuant to the rules and regulations governing Affiliate membership in their respective By-Laws.

**Section 4.6. - Life Members.** The Board of Directors of HBAGC may confer Life Membership on any individual who shall qualify for such membership by having rendered exceptionally meritorious and distinguished service to HBAGC. A Life Member shall be entitled to all the privileges of and be subject to all the obligations of membership in HBAGC, with the following exception: a Life Member shall not be required to pay any membership dues to HBAGC; however, a Life Member who wishes to participate in the activities of NAHB or HBAI must pay the dues specified by those organizations.

**Section 4.7. - Representation.** Each Builder Member and Associate Member shall designate one individual affiliated with the Member such as an owner, partner, Director, Officer or employee (the “Representative”) to receive mailings, participate in HBAGC and shall be listed on the membership roster of HBAGC as the primary Member for each class membership.

**Section 4.8. – Dues.** The Board of Directors shall determine from time to time and notify the Members the amount of the annual dues payable to the HBAGC by the Members of each class. Dues shall be payable annually to HBAGC prior to the anniversary date of the Member’s membership. Payment of dues shall entitle each Member to receive a subscription to HBAGC’S monthly newsletter and Membership Directory. The newsletter shall also be available to the public at a subscription rate fixed from time to time by the Board of Directors.

Consistent with the requirements of the Attainable Housing Alliance (as defined in Article 10 hereof) and as a condition of membership, every Member shall be required to pay dues to the Attainable Housing Alliance in an amount determined, and in a method determined, by the Board of Directors.

**Section 4.9. – Transfer of Membership.** Membership in HBAGC is not transferable or assignable, except as otherwise allowed by the Board of Directors.

## ARTICLE 5

### Membership Applications

**Section 5.1. – Applications for Builder, Builder Affiliate, Associate and Associate Affiliate Memberships.** Applications for Builder, Builder Affiliate, Associate and Associate Affiliate membership in HBAGC shall be made to the Membership Committee and shall be processed in the following manner:

- a) The candidate for membership shall submit an application in writing on a form supplied by HBAGC, which form shall contain an agreement to abide by the Code of Ethics and the bylaws of the HBAGC.
- b) The application shall be accompanied by the payment of an amount sufficient to cover the current year's dues in advance and shall identify an appropriate Chapter to affiliate with, within the jurisdiction of the Association. However, the selection of an affiliated chapter does not prohibit such Member from attending any or all other chapter meetings, activities and events. All payments so made shall be returned in full if membership is not approved.
- c) Each application for membership shall be endorsed by at least one (1) Member in good standing.
- d) The Membership Committee shall investigate all applications for Builder, Builder Affiliate, Associate and Associate Affiliate membership and make its recommendations to the Board of Directors, in whom shall be vested the exclusive right to accept or reject any applicant.
- e) Each applicant for Builder, Builder Affiliate, Associate and Associate Affiliate membership upon acceptance of his application for membership in HBAGC, automatically becomes a Member of NAHB and HBAI and the applicant's dues in these organizations shall be paid from the treasury of HBAGC.

**Section 5.2. – Cancellation, Suspension, Termination and Reinstatement of Builder, Builder Affiliate, Associate and Associate Affiliate Memberships.** Suspension, termination

and Reinstatement of Builder, Builder Affiliate, Associate and Associate Affiliate memberships in HBAGC shall be accomplished in the following manner:

- a) Dues, assessments and other charges unpaid for a period of thirty (30) days after they are due and payable shall render a Member not in good standing. Any delinquent Member shall be sent at least thirty (30) days notice in writing before its membership is suspended and may within five (5) days after receipt of said notice, request a meeting before the Membership Committee for the purpose of presenting the reasons why its membership should not be suspended. If such delinquent Member does not request a hearing, then its membership shall be cancelled on the date indicated in said notice. Such cancelled Member shall be deprived of all rights of membership. Legal measures may also be taken for the collection of its dues if so directed by the Board of Directors.
- b) Any Individual Builder, Builder Affiliate, Associate or Associate Affiliate Member of this Association may be censured, suspended or expelled from membership in HBAGC by the Board of Directors after such action is recommended by the Ethics and Complaint Committee for any acts violative of the ethical standards imposed on said Member by any reason of its Membership in the HBAGC and embodied in HBAGC's Code of Ethics. The Ethics and Complaint Committee shall establish a procedure for investigating such violations and recommending sanctions.
- c) The affirmative vote of two-thirds (2/3) of the Board of Directors present at a meeting at which a quorum is present shall be required to censure, expel, suspend or reinstate a Builder, Builder Affiliate, Associate or Associate Affiliate Member and to institute legal action for the collection of unpaid dues.
- d) Any individual builder, Builder Affiliate, Associate or Associate Affiliate Member that is expelled pursuant to the provision of the Article shall not be eligible for reinstatement for a period of not less than one (1) year from the date of expulsion.
- e) An Affiliate of a Builder or Associate Member that is not in good standing shall be ineligible to hold any Directorship or office in or to serve on any chapter, committee or council of HBAGC.

**Section 5.3. – Applications for Chapter Membership.**

- a) The entire membership of HBAGC shall be separated into geographically defined areas called Chapters. Therefore, application for Association membership shall be made within an identification of the geographic Chapter the applicant chooses to join. Membership through that chapter does not preclude involvement in any other Chapter. However, by choosing an individual Chapter, that applicant is identifying that Chapter is the place where he/she shall attend General

Membership meetings, participate in the leadership body if the applicant so chooses and if selected shall hold office.

- b) Each Chapter shall establish a leadership structure including its own internal board of Directors with a duly elected President (who may serve up to two consecutive one year terms) and Vice President and any other Committees or Subcommittees that Chapter shall deem necessary and useful in serving and representing its Members. The Chapter board of Directors shall be made up of a majority of Builder Members and other Committees deemed useful and necessary by the Chapter may be chaired by a Builder or an Associate Member. Each Chapter shall be governed by a set of Rules and Procedures as set forth and approved by the HBAGC Regional Board at its July 25, 2006 meeting and in effect as of January 1, 2007 (attached hereto as “Exhibit A”).
- c) An applicant may identify their interest in participating in any of the leadership groups referred to in Section 5.3 (b) and if selected through the duly approved process, may hold office provided their membership category is consistent with the Rules of Procedure of that Chapter.
- d) Each Chapter shall produce Rules and Regulations governing its activities and submit them to the regional Board of the Association for initial approval and subsequent amendment approvals when such amendments are made.
- e) Each Chapter board shall produce a Director’s meeting schedule and for its Committees consistent with the needs of its membership. It shall post that schedule for the benefit of membership participation during the month of December, posting the subsequent years’ anticipated activities scheduled. Each Chapter shall not establish a physical office but instead shall identify volunteered space within which all meetings of the Chapter shall be held and identify those locations in the meeting schedule. The Executive Officer shall appoint a Chapter Administrator responsible for coordinating all activities of the Chapter and its Members.

## **ARTICLE 6**

### **Meeting of Members**

**Section 6.1. – Annual Meeting.** An annual meeting of the Members of HBAGC shall be held within the month of November in each year on a date to be selected by the Board of Directors, for the purpose of reviewing the affairs of HBAGC during the past year. If the annual meeting is not held during such time period, the meeting shall be held on another date chosen by the Board of Directors as soon as possible thereafter.

**Section 6.2. – Regular Meetings.** Regular meetings of the Members of HBAGC shall be held a minimum of two (2) times a year on such dates as are selected by the Executive Committee.

**Section 6.3. – Special Meetings.** Special meetings of the Members of HBAGC may be called by the President, the Board of Directors or the Executive Committee, or upon the written request of one-twentieth (1/20) of the Builder Members. Such written request shall specify a date for such meeting which is not less than ten (10) business days no more than twenty (20) days following the date of such request.

**Section 6.4. – Notice of Meetings.** Written notice of each annual, regular and special meeting of the Members of HBAGC, stating the place, date and hour of the meeting, and if a special meeting or if required by these bylaws the purpose or purposes of the meeting shall be given to each Member not less than ten (10) business days no more than sixty (60) days before the date of the meeting. Notwithstanding the foregoing, if one of the purposes of the meeting is the consideration of a merger, consolidation or dissolution of HBAGC, the sale, lease or exchange of substantially all of the assets of HBAGC or the removal of one or more Directors of HBAGC, then the notice of said meeting shall be given not less than twenty (20) days before the meeting. Notice may be given by mail, electronic mail, telegram, facsimile machine or personal delivery. In the event of a cancellation or change in the date of a meeting of Members, written or oral notice of the cancellation or change shall be given to all Members.

**Section 6.5. – Record Date.** The record date for determining those Members of HBAGC that are entitled to receive notice of and to vote at a meeting of Members shall be the date the notice of such meeting of Members is given.

**Section 6.6. – Place of Meeting.** Meetings of the Members of HBAGC may be held at any place either within or without the State of Illinois as shall be stated in the notice of the meeting.

**Section 6.7. – Quorum and Required Vote.** Unless otherwise provided by law, the presence; in person or by proxy of Members holding one-tenth (1/10<sup>th</sup>) of the votes entitled to be cast by a Member, shall constitute a quorum for consideration of such a matter at a meeting of the Members. If a quorum is present, the affirmative vote of a majority of the votes present and voted wither in person or by proxy, shall be the act of the Members, unless the vote of a greater number is required by law or by these by laws.

**Section 6.8 – Proxies.** Representatives (as defined in Section 4.7) of the Members entitled to vote may vote at any meeting of Members by written proxy, executed by the Representative and delivered to the secretary of the meeting prior to the vote. All votes cast by proxy shall be cast in person by the individual to whom the proxy is given. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. The form of each proxy solicited by HBAGC shall be prescribed by the Board of Directors and shall be distributed to the Members at the time notice of the meeting given.

## ARTICLE 7

### Board of Directors

**Section 7.1.-Number, Classes and Powers.** The affairs of the HBAGC shall be managed by or under the direction of its regional Board of Directors. That Board shall be the primary governing body of the Association and shall be the final decision-making group governing on behalf of all Members. Any disputes or conflicts which may arise within or between Chapters shall be considered and decided upon by the regional Board of Directors whose decision shall be final on such matters. The Board shall be divided into six (6) groups (i) Builder Directors of whom there shall be nine (9), (ii) Associate Directors, of whom there shall be three (3) (iii) Council Presidents or another member of the Council chosen to represent the Council on the President's behalf, (its "Designee"), whose numbers shall equal the number of Councils in existence at any given time (iv) five (5) active Past Presidents , (v) ten (10) Active Life Directors and (vi) Honorary Directors. A majority of the total number of representatives appointed to the Board of Directors in any given year must be Builder or Builder Affiliate Members. Any Active members of HBAGC that are currently an NAHB senior officer, area nine Vice President, national representative or HBAI senior officer shall be a Director on the Board of Directors the year they hold that position.

**Section 7.2. – Initial Regional Board of Directors: Methods of Election.** Each Chapter shall submit at least two (2) names of Builder Members to represent its Chapter on the Regional Board of Directors. All Chapters shall further submit a pool of Associate Members to represent its Chapter on the Board of Directors. In addition, each council in existence at the time of the annual meeting shall submit its President or President's Designee (provided such Designee is a Builder or Builder Affiliate Member) to serve as Council Representative to the Board of Directors. The Nominating Committee (see Section 12.2 herein) shall choose nominees to the Board of Directors as outlined in Section 7.1 herein from chapter and council lists submitted by the Nominating Committee to be approved by the current Board of Directors. In no case shall more than three (3) Directors be employed by the same company. This provision shall not apply to Active Life Directors or Active Past Presidents.

**Section 7.3. - Regional Board of Directors Annual Method of Election.** Each Director shall be elected to hold office for a term of two (2) years and until his or her successor shall have been elected and duly qualified. No Director, other than Officers duly elected by the Board of Directors to serve in the capacity of President, Senior Vice-President, Vice President or Secretary /Treasurer, may serve more than three (3) consecutive two (2) year terms without an interruption of service of no less than one year.

**Section 7.4. – Council Presidents: Qualifications, Election and Tenure.** The president or Designee of each council shall be elected to the Board of Directors of HBAGC at the annual meeting of HBAGC's Directors from the names submitted by the Nominating Committee. Each Director shall serve on the Board of HBAGC for a term of one (1) year, beginning January 1<sup>st</sup> of the year following his/her election, notwithstanding death, resignation or removal prior to the

expiration of said one-year term. Council Presidents may serve up to two consecutive one year terms.

**Section 7.5. - Active Past President Directors: Active Life Directors – Qualifications, Election, Tenure and Voting Rights.**

- a) Active Past President Directors. The Board of Directors of HBAGC shall elect 5 individuals to the position of Active Past President Director. The positions shall be offered to the Past Presidents in the reverse order of their seniority as Past Presidents until 5 positions are filled. The term of the office shall be for 1 year commencing on January 1<sup>st</sup> of the following year. They shall have the rights and attendance requirements of elected Directors for their terms.
- b) Active Life Directors. The Board of Directors shall elect 10 individuals to the position of Active Life Director, in recognition of their meritorious and distinguished service to HBAGC, from the Life Directors or other persons who have submitted their names for consideration as Active Life Directors. The term of office shall be 1 year commencing on January 1<sup>st</sup> of the following year. They shall have the rights and attendance requirements of elected directors for their terms.

**Section 7.6. – Honorary Board of Directors.** Any Past President or Former Active Life Directors who are not currently serving on the Board of Directors shall be deemed Honorary Directors. The Board of Directors may appoint any number of additional Honorary Directors, from time to time. Any Honorary shall be entitled to attend all meetings of the Board of Directors and participate with the Directors in all discussions. However, Honorary Directors shall not be deemed Members of the Board of Directors and shall not have the right to vote or be counted toward a quorum.

**Section 7.7. – Resignation**

- a) A Director may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary of HBAGC. A Director’s resignation shall be effective when the notice is received by the HBAGC unless the notice specifies a future date.
- b) A Director who ceases to be employed by a Builder or Associate Member in good standing of HBAGC or otherwise becomes disqualified from holding office shall be deemed to have resigned from the Board of Directors.

**Section 7.8 – Removal.** A Director may be removed from office, with or without cause, in the following manner:

- (a) Builder and Builder Affiliate Directors may be removed only by the Builder Members by the affirmative vote of two-thirds (2/3) of the votes present and voting, at a meeting of the members at which a quorum is present.

- (b) Associate and Associate Affiliate Directors may be removed only by the Builder Directors by the affirmative vote of the majority of the Builder Directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present.
- (c) Life Directors may be removed only by the Board of Directors by the affirmative vote of a majority of directors then in office present and voting at a meeting of the Board of Directors at which a quorum is present.
- (d) No Director may be removed at a meeting of members or Directors, as the case may be, unless written notice of the meeting, stating that one of the purposes of the meeting is the removal of one or more Directors(s) named in the notice, is given to all persons entitled to vote on the removal at least twenty (20) days prior to such meeting.
- (e) This Removal section shall not apply to the deemed resignation set forth in Section 7.7 (b).

**Section 7.9. – Vacancies.** Any vacancy occurring in the Board of Directors for any reason shall be filled by the Board of Directors. A Director elected to fill a vacancy shall meet the qualifications for that Directorship as provided in these bylaws and shall serve for the unexpired terms of his/her predecessor in office.

**Section 7.10. – Absences from Board Meetings.** Any Member of the Board of Directors, who shall be absent from two (2) consecutive meetings of the Board shall be deemed to have resigned and the vacancy thus created shall be filled, in accordance with the procedures stated in this Article. Absences will be considered excused if the Executive Officer is notified in advance of the meeting missed and if such absence is considered unavoidable. Any such Director, whether removed from or allowed to remain in office, automatically shall be ineligible, upon expiration of said term of office, to be nominated or elected as a Director for one (1) year following the expiration of the term for which he or she was elected.

**Section 7.11. – Advisers to the Board.** The following individuals, if not a current Member of the board of Directors, shall be entitled to receive notice of and to attend all meetings of the Board of Directors and to participate with the Directors in all discussions at such meetings as advisors. However, advisors shall not have the right to vote. (i) the Chairs of all standing committees of HBAGC, (ii) the president of the HomeAid Chicago and (iii) the President of the Greater Chicagoland Housing Foundation.

**Section 7.12 – Delegates to Other Organizations.** At the annual meeting of the Board of Directors, the Directors shall select (i) one or more Builder Directors to represent HBAGC on the Board of Directors of NAHB as either a National Director or an Alternate National Director and (ii) one or more Members of HBAGC to represent HBAGC on the Board of Directors of HBAI as a State Director. The number of National Directors, Alternate national Directors and State Directors to be elected and their term of office shall be governed by the bylaws of NAHB and HBAI, respectively.

## ARTICLE 8

### Meeting of Directors

**Section 8.1. – Annual Meetings.** An annual meeting of the Board of Directors of HBAGC shall be held immediately following and at the same place as the annual meeting of Members (per Section 6.1), for the purpose of electing Directors, Officers, National Directors, Alternate National Directors, State Directors, Life Directors and Life Members and considering such other matters as may properly come before the meeting. If the annual meeting is not held at such time, the meeting shall be held on another date chosen by the Board of Directors as soon as possible thereafter.

**Section 8.2. – Regular Meetings.** Regular meetings of the Board of Directors of HBAGC shall be held at least quarterly or as such other times as the Board of Directors may determine.

**Section 8.3. – Special Meetings.** Special meetings of the Board of Directors of HBAGC may be called by the President or upon written request of at least five (5) Directors.

**Section 8.4. – Notice of Meetings.** Notice of each annual, regular and special meeting of the Board of Directors of HBAGC, stating the place, date and hour of the meeting, and if required by these bylaws the purpose or purposes of the meeting, shall be given to each Director and to each other person named in Section 7.1 of these bylaws, not less than ten (10) business days before the date of the meeting; provided, however, that if one of the purposes of the meeting is the consideration of the removal of one or more Directors of then the notice of said meeting shall state the purpose of the meeting and shall be given not less than twenty (20) days before the meeting. Notice must be written and may be given by mail, electronic mail, telegram, facsimile machine or personal delivery. In the event of a cancellation or change in the date of a meeting of the Board, written notice of the cancellation or change shall be given to all Directors and other persons who received the original notice.

**Section 8.5 – Place of the Meeting.** Meetings of the Board of Directors of HBAGC may be held at any place either within or without the State of Illinois as shall be stated in the notice of the meeting.

**Section 8.6. – Quorum and Required Vote.** Unless otherwise provided by law, the presence; in person of 1/3 of the elected and appointed Directors with the voting rights then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is present, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Board, unless the vote of a greater number is required by law or these bylaws.

**Section 8.8 – Proxies.** No Director may act as proxy on any matter submitted to a vote of Directors.

**Sections 8.9. – Action Without a Meeting.** Any action required to be taken at a meeting of the Board of Directors, or other action which may be taken at a meeting of the Board of Directors or Committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by 2/3 of the Directors and 2/3 of any non-Director committee Members entitled to vote with respect to the subject matter thereof, or by 2/3 of the Members of such committee, as the case may be.

## ARTICLE 9

### Officers

**Section 9.1. – Officers; Qualifications, Election and Tenure.** The Officers of the Association shall be a President, Senior Vice President, Vice President and Secretary/Treasurer. All of the Officers shall be Members and Directors of HBAGC and shall be elected by the Board of Directors of HBAGC at the annual meeting of the Directors. The President, Senior Vice President and Vice President shall be Builder or Builder Affiliate Members. The Secretary/Treasurer may be a Builder, Builder Affiliate, Associate or Associate Affiliate Member. Each Officer shall serve for a term of one (1) year beginning January 1 and ending December 31 of the year following their election and may serve two (2) consecutive one (1) year terms. The Secretary/Treasurer may serve a term up to four (4) consecutive years. Each Officer shall serve until the expiration of his/her term of office, and until his/her successor is elected and has qualified or until his/her death, resignation or removal. No person may hold more than one (1) office at a time.

**Section 9.2. – President.** The President shall be the presiding Officer of HBAGC and subject to the direction and control of the Board of Directors, shall oversee the affairs of HBAGC. Thus the President shall preside at all meetings of Members, Board of Directors and Executive Committee. The President shall be the official spokesperson of HBAGC in matters of public policy; provided that all statements of public policy made by the President shall reflect substantially the established view of the Board of Directors. However, when deemed in the best interest of the Association, the President may direct the Executive Officer of HBAGC to speak on behalf of HBAGC when deemed in the best interest of the Association. The President shall be an ex officio Member of all committees. The President shall perform all other duties as may be assigned by the Board of Directors. The President shall be a Builder or Builder Affiliate Member. In the absence of an Executive Officer, the President shall have all the powers of the Executive Officer as outlined in Section 9.7 hereof until such time as the vacant position has been filled. For matters concerning staff hiring or terminations, the President will consult with the Executive Committee.

**Section 9.3. – Senior Vice President.** The Senior Vice President shall, in the absence of the President, perform all of the duties of the President and when so acting, shall be subject to all the restrictions on the President. The Senior Vice President shall serve as the chair of the Long range Planning Committee and shall be charged with the responsibility of overseeing the implementation and ongoing development of the Association's Strategic Plan. The Senior Vice

President shall also chair the Government Affairs Committee and shall act as liaison between those Committees and the Board of Directors of HBAGC. The Senior Vice President shall act as the direct liaison between Association representatives to the Attainable Housing Alliance and the Board of Directors of HBAGC. The Senior Vice President shall perform all other duties as may be assigned by the President. The Senior Vice President shall be a Builder or Builder Member.

**Section 9.4. – Vice President.** The Vice President shall Chair the Membership Committee and the Ethics and Complaints Committee and be responsible for overseeing the coordination of meetings and events to insure avoiding conflicts and promote interaction between the Chapters and perform all other duties assigned by the board of Directors. The Vice President shall also serve as a Voting Director on the Attainable Housing Alliance Board of Directors. The Vice President shall be a Builder or Builder Affiliate Member.

**Section 9.5. – Secretary/Treasurer.** The Secretary/Treasurer shall (i) keep in a book provided for that purpose, a true and complete copy of the By-Laws of HBAGC and an accurate record of proceedings of HBAGC including minutes of the meetings of its Members, Board of Directors and Committees of the Board; (ii) cause all notices to be given in accordance with the provisions of these By-Laws or as may be required by law; (iii) keep a register of the name and mailing address of each Member and its Representatives; (iv) certify copies of these by-Laws, resolutions of the Members, Board of Directors and Committees of the Board, and other documents of HBAGC as true and correct; (v) perform all other duties that are usual to the office of the Secretary or as may be assigned by the Board of Directors; (vi) shall render the financial report to the Executive Committee and Board of Directors at each meeting on a regular basis and further shall perform all duties that are usual to the office of the Treasurer and may be assigned by the President. The Secretary/Treasurer may be a Builder, Builder Affiliate, Associate or Associate Affiliate Member.

**Section 9.6. – Immediate Past President.** The Immediate Past President shall serve on the Regional Executive Committee of the Association and shall Chair the Regional Nominating Committee..

**Section 9.7. –Executive Officer.** The Executive Officer shall be the only employee Officer of the Association and shall be responsible for the overall management and direction of the Association consistent with the By-Laws and policies of the Board of Directors created from time to time and shall be an ex officio Member of all Committees of the Association. The Executive Officer shall be responsible to hire and direct all paid staff and shall be authorized to enter into agreements and contracts binding the Association in its normal course of business with the exception of the sale of any substantial assets of the Association, purchase of major capital investments or entering into contracts on behalf of he Association which shall bind the Association for a period beyond three years. Those authorities expected can only be given by a vote of the Board of Directors. The Executive Officer may represent the Association as its spokesperson in maters of public policy and publics relations and further shall represent the Association to the Attainable Housing Alliance, the Home Builders Association of Illinois, the National Association of Home Builders and other Home Builder Associations within the Chartered jurisdiction of HBAGC. The Executive Officer shall be retained pursuant to an employment contract which shall provide for the submission by the Executive Officer of an

annual business plan to be submitted to the Regional Board of Directors of the Association at its annual meeting. The Executive Officer's performance shall be measured against the previously submitted business plan and shall be the basis of the review of the Executive Officer's compensation package. That review shall be made by the Executive Committee on an annual basis.

**Section 9.8. Resignation.** An Officer other than an employee Officer may resign at any time by written notice delivered to the Board of Directors or to the President or Secretary of HBAGC. An Officer's resignation shall be effective when the notice is received by HBAGC unless the notice specifies a future date. An Officer who ceases to be a Director of HBAGC or otherwise become disqualified from holding office shall be deemed to have resigned.

**Section 9.9. – Removal.** An officer may be removed by the Builder members of HBAGC when it is determined that such removal would be in the best interests of HBAGC.

**Section 9.10. – Vacancies.** Any vacancy occurring in an office shall be filled by the Board of Directors based upon recommendations received from the Executive Committee. An Officer elected to fill a vacancy shall meet qualifications for that office as provided in these bylaws and shall serve for the unexpired terms of his/her predecessor.

## ARTICLE 10

### The Attainable Housing Alliance Membership

HBAGC is a Charter Member of the Attainable Housing Alliance and supports the mission and policies of that entity. Consistent with the Alliance's requirements, every Builder Member of HBAGC shall be required, as a condition of membership, to pay as part of the membership dues an amount determined and in a method determined by the Board of Directors for the Association's membership in the Attainable Housing Alliance. The Association recognizes that the Executive Director of the Attainable Housing Alliance and the Alliance staff shall represent the Association in matters related to Government Affairs and Public Relations and shall act on behalf of the Association in connection with the Home Builders Association of Illinois and the National Association of Home Builders.

## ARTICLE 11

### Committees of the Board

**Section 11.1. – In General.** A majority of the Directors entitled to vote may, by amendment to these bylaws or by resolution, create any number of committees of the Board and appoint Directors and other individuals to serve thereon. In making appointments to and filling vacancies on committees of the Board, the Board may consider recommendations made by the

President of HBAGC, the incumbent committee Members and other individuals. All committee Members shall serve for a term determined by the Board. Unless a greater number is specified herein or in the resolution of the Board creating the committee, a majority of the total number of Members of the committee shall constitute a quorum and the affirmative vote of a majority of committee Members present and voting at a meeting at which a quorum is present shall be necessary for committee action. Unless otherwise specified herein or in a resolution of the Board the committee may (i) designate from among its Members a Chair and a Vice Chair, (ii) determine the time and place of its meetings and the notice required therefore and (iii) adopt rules for governing its activities.

**Section 11.2. – Powers.** The Committees of the Association shall have such powers as specified in these bylaws or in the resolution of the Board of Directors creating each committee, provided that no committee other than the Executive Committee shall exercise the authority of the Board of Directors.

**Section 11.3. – Executive Committee.** The Executive Committee shall consist of the President, Senior Vice President, Vice President, Secretary/Treasurer and the Immediate Past President of HBAGC, the President or Vice President from each of the Chapters in existence and a number of appointees equal to the number of Chapters in existence. Those appointees shall be made by the President of the Association. The Executive Committee shall conduct the affairs of HBAGC in accordance with these bylaws and the policies and instructions of the Board of Directors. It shall be the policy and steering committee of HBAGC and shall be responsible for all matters of policy and public statement, subject to the approval of the Board. Together with the Finance Committee, it shall be responsible for establishing a budget for financing HBAGC activities. The Executive Committee shall meet upon the call of the President, the Board of Directors or any four (4) of its Members. Notice of the time and place of each meeting of the Executive Committee shall be given to each Member of the committee not less than five (5) business days prior to the meeting. All past Presidents of HBAGC shall be ex Officio Members of the Executive Committee and entitled to receive notice of and attend meetings of the committee, but they shall not count toward a quorum at meetings of the committee nor shall they have the right to vote. The Executive Committee shall not:

- a) Adopt a plan for the distribution of the assets of HBAGC or for the dissolution of HBAGC;
- b) Approve or recommend to the Members of HBAGC any action required by the Act to be approved by Members;
- c) Fill vacancies on the Board or on any of its committees;
- d) Elect or remove any Director, Officer or Member of any committee, or fix the compensation of any Member of a committee;
- e) Adopt, amend or repeal the bylaws or Articles of Incorporation of HBAGC;

- f) Adopt a plan of merger or consolidation with another corporation or authorize the sale, lease, exchange or mortgage of all or substantially all of the assets of HBAGC, or;
- g) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors of HBAGC when such resolution or action provides by its terms that it shall not be amended, altered or repealed by the action of a committee.

## **ARTICLE 12**

### **Advisory Committee**

**Section 12.1. – In General.** The Board of Directors may create any number of advisory committees and appoint the Members thereof, who may but need not be Directors of HBAGC. Such advisory committees may make recommendations to the Board of Directors and Officers on such matters as may be requested by the Board but they may not act on behalf of HBAGC or bind it to any action. In making appointments to and filling vacancies on advisory committees, the Board may consider recommendations made by the President of HBAGC, the incumbent committee Members and other individuals. Members of advisory committees shall serve for a term determined by the Board of Directors, unless otherwise specified herein or in a resolution of the Board, the advisory committee may (i) designate from among its Members a Chair and a Vice Chair, (ii) determine the time and place of its meetings and the notice required thereof, and (iii) adopt rules for governing its activities.

**Section 12.2. – Nominating Committee.** The Nominating Committee shall consist of two (2) Members representing each of the Chapters and one (1) Member representing each of the Councils along with the immediate Past President of the regional Association as its Chair. A majority of the members of the Nominating Committee must be Builder members. All Active Past Presidents shall be invited to participate on the Committee. The Nominating Committee shall meet no later than September 30<sup>th</sup> of each year after receiving nominations for Builder Director and Associate Director vacancies from each of the Chapters and present its nominees for Board vacancies at the annual meeting of the Association. The Nominating Committee shall also present its nominees for the offices of Secretary/Treasurer, Vice President, Senior Vice President and President at the annual meeting of the Board of Directors. Any member being placed into consideration for an officer position may not be an active member of the current Nominating Committee. The Nominating Committee shall also be responsible for filling the position of Area Vice President to the Home Builders Association of Illinois, to make every effort to proportionately appoint HBAI and NAHB Directorships from nominees submitted by the Chapter subject to direction by the Board of Directors, to nominate two (2) City Chapter Members (1 Builder, 1 Associate) and two (2) Suburban Chapter Members (1 Builder, 1 Associate) to the Regional Membership Committee and to nominate three (3) Chapter Builder representatives (one per chapter) and one (1) Associate Member to the Regional Government Affairs Committee.

**Section 12.3 – Membership Committee.** The Membership Committee shall consist of the Vice President of HBAGC who shall Chair the Committee, a Builder Member representative from each of the Chapters in existence and a Builder or Associate Member representative from each of the Councils in existence. The Committee shall meet upon the call of the Chair of the Committee and the simple majority of the Committee shall constitute a quorum. The Committee shall have the responsibility for developing membership growth and retention programs to assist Chapter Membership Committees in their effort to grow and retain membership. The Committee will consist of an Education Subcommittee, a Programs Subcommittee, a Communications Subcommittee and a Community Affairs Subcommittee which shall be formed as defined in Section 12.1 and governed by Roberts Rules of Order.

**Section 12.4. – Finance Committee.** The finance Committee shall be composed of the President, Senior Vice President, at least one representative from each Chapter and Councils and the Secretary/Treasurer who shall Chair the Committee. The committee is charged with the responsibility of reviewing financial activities of the Association including financial statements and budgets submitted annually by the Executive Officer of HBAGC.

**Section 12.5. – Ethics and Complaint Committee.** The Ethics and Complaint Committee shall be composed of at least one representative from each Chapter and Council. The Vice President shall Chair the Committee. The Committee shall hear and decide all complaints filed against and disputes arising among Members in good standing of HBAGC and shall make recommendations to the Board of Directors concerning the Member's suspension or expulsion from HBAGC. The Ethics and Complaint Committee shall adopt rules governing the conduct of its business and may amend the same from time to time, all of which shall require the approval of the Board of Directors. This Committee shall also hear complaints filed against any Builder or Associate Member and by members of the general public provided such complaint has been filed consistent with the rules and regulations determined by that Committee as the appropriate means of complaint filing.

**Section 12.6. The Long Range Planning/Past Presidents Committee.** The Long Range Planning/Past Presidents Committee is charged with the responsibility of formulating policy on a three-year basis for HBAGC. The Committee's duties shall include, but shall not be limited to, evaluating the effectiveness of HBAGC programs, developing plans for growth in membership and income and setting attainable goals for area of operation. The Committee shall periodically report to the Board of Directors and the Executive Committee. The Committee shall be comprised of the Senior Vice President who shall chair the committee, along with two (2) representatives from each Chapter and Council and any past President volunteering to serve for the annual term of this Committee. It shall submit a formal report of its recommendations at the annual meeting of the Board of Directors each year.

**Section 12.7. – Court of Honor Committee.** The responsibility of the Court of Honor Committee shall be to recognize and honor current and past Members of HBAGC who throughout their years of membership, have consistently upheld and significantly enhanced HBAGC'S high standards of service to the home building industry in the territorial jurisdiction of HBAGC. The Committee shall meet at least twice annually to solicit nominations to the

Court of Honor. A candidate for the Court of Honor must receive the affirmative vote of two thirds (2/3) of the Members of the Committee for induction into the Court of Honor. The Members of the Court of Honor Committee shall be appointed by the board of Directors and shall consist of two (2) past Presidents of HBAGC and seven (7) additional Members, six (6) of whom shall be chosen from among prior years' inductees. The Members of the committee shall serve for staggered terms of three (3) years. The Board of Directors shall designate a Chair and a Vice Chair from among the Members of the committee.

**Section 12.8 – Investment Committee.** The Investment Committee shall consist of three (3) Members named by the Regional Executive Committee along with the Executive Officer and Financial Officer of the Association. Members of the Investment Committee shall have a term limit of 2 years and no Member of the Investment Committee shall be affiliated in any way with the investment advisory firm then chosen or have any other conflict of interest. The Committee is charged with reviewing the investment policy statement and its performance and making recommendations and tracking investments against benchmark. Quarterly, the Investment Committee will meet with the Association's Investment Advisor to review the portfolio including but not limited to the performance of the assets with respect to the guidelines established in the Investment Policy Statement. Annually, the Investment Committee will meet with the Association's Investment Advisor to discuss the current Investment Policy Statement, the Association's state of affairs, historical performance relative to the guidelines established in the Investment Policy Statement, the individual money managers relative to their peers and indices and the current market conditions. The Committee will meet no later than three (3) weeks following the close of each quarter (January, April, July and October.) The Committee will provide a report to the Finance and Executive Committees on a quarterly basis and will report to the Regional Board of Directors no less than twice per year.

**Section 12.9. – Government Affairs Committee.** The Government Affairs Committee shall be composed of at least one representative from each Chapter and Council. The Senior Vice President shall Chair the Committee. The Committee shall be comprised of a Local Issues Subcommittee, a State Issues Subcommittee and a Federal Issues Subcommittee, each of which shall report to and assist its respective geographical interest group and will coordinate Chapter, Council and Association initiatives accordingly.

## ARTICLE 13

### Councils

**Section 13.1. – In General.** The Board of Directors may establish councils to serve the particular needs of various interest groups among the Members of HBAGC. Such councils may elect their own Officers, collect dues from their Members and establish rules for the conduct of their activities. All actions taken by such councils shall be consistent with the provisions and intent of these bylaws. Dues for Membership in all Councils of HBAGC shall be set from time to time by the Regional Board of Directors.

**Section 13.2. – Membership in Councils and Council Officers.** Membership in Councils of HBAGC shall be available to all classes of Members and their employees subject to payment of dues set and required for Membership in that Council. However, Council Officers and Executive Committee Members who shall make up the leadership of the Councils must be a Builder, Builder Affiliate, Associate or Associate Affiliate Member.

**Section 13.3. – Sales and Marketing Council.** The Sales and Marketing Council shall represent the interest of the Builder Members of HBAGC. Membership in the Council shall be open to owners and employees of Builder and Affiliate Members of HBAGC who devote at least fifty percent (50%) of their time on the job to sales and marketing. The activities of the Council shall be subject to review by the Board of Directors of HBAGC at the first meeting of the Board to be held in January of each year. At such meeting, the Council shall present to the Board a schedule of events and proposed activities along with an operating budget which shall produce at least a break even.

**Section 13.4. – Young Builders Council.** The Young Builders Council shall provide an organization and a forum for the growth and development of young people in the home building industry within the territorial jurisdiction of HBAGC. To be eligible for Membership in the Council, an individual must not have reached his/her thirty-fifth (35) birthday prior to January 1 of the year in which he/she joins the Council and must be an employee of a Builder Member or an Associate Member of HBAGC. The activities of the Council shall be subject to review by the Board of Directors of HBAGC at its first regular meeting of the Board held in January of each year. At such meeting, the Council shall present to the Board a schedule of events and proposed activities and an operating budget which shall produce at least a break even.

**Section 13.5. – Remodelers Council.** The Remodelers Council shall represent the interest of the Builder and Associate Members of HBAGC in the area of remodeling. Membership in the Council shall be open to owners and employees of Builder and Associate Members of HBAGC who are actively engaged in a remodeling business or provide services to the remodeling industry. The mission of the Remodelers Council is to enlighten the public as to the need for and the advantages of maintaining their homes in good condition and to encourage ethical conduct and uniform practices among firms in the remodeling industry. The activities of the Council shall be subject to review by the Board of Directors of HBAGC at its first regular meeting of the Board held in January of each year. At such meeting, the Council shall present to the Board a schedule of events and proposed activities and an operating budget which shall produce at least a break even. This Council shall function in conjunction with the Custom Builders Council and as such, shall receive one representative seat on the Board of Directors, until such time as the Executive Committee decides they shall meet independently.

**Section 13.6. – The Custom Builders Council.** The Custom Builders Council shall represent the interest of the Members of the Association, both Builders and Associates whose primary business is the construction of less than 100 homes per year. That Council is charged with the responsibility of increasing professionalism within the custom home building segment of HBAGC and provides the public with an opportunity to identify Members who adhere to the mission and goals of HBAGC. The activities of the Council shall be subject to review by the Board of Directors of HBAGC at its first regular meeting of the Board held in January of each

year. At such meeting, the Council shall present to the Board a schedule of events and proposed activities and an operating budget which shall produce at least a break even. This Council shall meet in conjunction with the Remodelers Council and as such, shall receive one representative seat on the Board of Directors, until such time as the Executive Committee decides they shall meet independently.

**Section 13.7. – The Multi-Family Housing Council.** The Multi-Family Housing Council shall represent the interest of the Members of the Association both Builder and Associate whose major focus is in the area of producing multi-family housing and development. The Councils responsibility shall be to provide educational programs and information to Members to enhance their business and maintain a consistent level of professional and ethical standards. The activities of the Council shall be subject to review by the Board of Directors of HBAGC at its first regular meeting of the Board held in January of each year. At such meeting, the Council shall present to the Board a schedule of events and proposed activities and an operating budget which shall produce at least a break even. This Council shall meet in conjunction with the Production Builders Council and as such, shall receive one representative seat on the Board of Directors, until such time as the Executive Committee decides they shall meet independently.

**Section 13.8 - Production Builders Council.** The Production Builders Council shall represent the interest of the Members of the Association, both Builders and Associates whose primary business is the construction of more than 500 homes per year. That Council is charged with the responsibility of increasing professionalism within the production home building segment of HBAGC and provides the public with an opportunity to identify Members who adhere to the mission and goals of HBAGC. The activities of the Council shall be subject to review by the Board of Directors of HBAGC at its first regular meeting of the Board held in January of each year. At such meeting, the Council shall present to the Board a schedule of events and proposed activities and an operating budget which shall produce at least a break even. This Council shall meet in conjunction with the Multi-Family Housing Council and as such, shall receive one representative seat on the Board of Directors, until such time as the Executive Committee decides they shall meet independently..

**Section 13.9 – Rules of Procedure.** Each Council of the Association shall be governed by the Rules of Procedure as set forth and approved by the Regional Board of Directors at its July 25, 2006 meeting and in effect as of January 1, 2007 (attached hereto as “Exhibit B”).

## **ARTICLE 14**

### **Nominations and Elections**

**Section 14.1. – Nominations from the Nominating Committee.** The Nominating Committee of HBAGC shall solicit recommendations from each of the Chapters for nominees to fill Board seats to be vacated in the subsequent year and shall provide the Board of Directors of HBAGC at its annual meeting in November each year:

- a) A slate of Builder Directors to be voted on by the incumbent Directors of HBAGC;
- b) A slate of Associate Directors to be voted on by the incumbent Directors of HBAGC;
- c) A slate of National Directors to NAHB, Alternate National Directors to NAHB, State Directors to HBAI, Alternate State Directors to HBAI, Active Life Directors, Honorary Life Directors and Life Members, if any, to be voted on by the incumbent Directors of HBAGC at the annual meeting of Directors;
- d) A slate of Voting Directors and Advisory Members to the Attainable Housing Alliance Board of Directors to be voted on by the incumbent Directors of HBAGC;
- e) Two (2) City Chapter Members (1 builder, 1 associate) and two (2) Suburban Chapter Members (1 builder, 1 associate) to the Regional Membership Committee and;
- f) Three (3) Chapter representatives and one (1) Associate Member to the Regional Government Affairs Committee.

## **Article 15**

### **Finance**

**Section 15.1. – Fiscal Year.** The Fiscal year of HBAGC shall be the calendar year.

**Section 15.2. – Annual Budget.** Not later than the third Tuesday of November, the HBAGC Finance Committee, in cooperation with the HBAGC Executive Committee, shall prepare and present to the HBAGC Board of Directors a proposed budget and annual business plan for the ensuing fiscal year. The Finance Committee will review each chapter and council budget prior to submission to the Board of Directors. The Board of Directors shall adopt the budget at their November meeting.

**Section 15.3. – Chapter and Council Budgets.** No later than October 15<sup>th</sup>, the Board of Directors for each Chapter and Council shall adopt and submit to HBAGC’S Finance Committee a proposed budget for the ensuing year. The Board of Directors of HBAGC shall approve all Chapter budgets at their November meeting. Any Chapter or council expenditure in excess of the budgeted amount must be approved by the Finance Committee.

**Section 15.4. Deposits; Checks.** Dues and other funds of HBAGC shall be deposited in one or more banks or other depositories selected by the Executive Officer or by the Board of Directors. All checks, drafts and other orders for the payment of the funds of HBAGC shall be made on the signature of any two of the President, Senior Vice President, Vice President,

Treasurer and the Executive Officer or such other Officers or agents of HBAGC designated by the Board of Directors.

**Section 15.5. – Books.** An independent certified public accountant selected by the Board of Directors shall conduct either a compilation, review or an audit of the financial records of HBAGC each year as determined by the Board of Directors. A report on the results of such compilation, review or audit, as the case may be shall be delivered to the Board as soon as possible after the close of the HBAGC’S fiscal year.

## ARTICLE 16

### Indemnification

**Section 16.1. – Settlements and Judgments.** The Association shall indemnify any Officer or Director who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), because he or she was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees and cost), judgments, fines and amounts paid in settlement actually and reasonably incurred by the individual in connection with such action, suit or proceeding, if:

- a) He or She acted in good faith;
- b) He or she acted in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association; and
- c) With respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

However, no indemnification shall be made in respect of any claim, issue or matter as to which such a person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

**Section 16.2. – Successful Defense.** To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in the defense of any action, suit or proceeding referred to in paragraph 16.1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys; fees and costs) actually and reasonably incurred by the individual in connection therewith.

**Section 16.3. – Specific Cases.** Any indemnification under paragraph 16.1 (unless ordered by the court) shall be made by the Association only as authorized in the specific case, upon determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraph 16.1. Such determination shall be made by the board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding; or if a quorum of the disinterested Members of the board of Directors is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel selected by the board.

**Section 16.4. – Advance Payment of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding, as authorized by the board of Directors in the specific case, upon receipt of an agreement by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it ultimately shall be determined that he or she is entitled to be indemnified by the Association as authorized in these bylaws.

**Section 16.5. – Indemnification Not Exclusive.** The indemnification provided by these bylaws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the provisions of these bylaws, agreement, vote of the board of Directors or disinterested Directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 16.6. – Insurance.** The association shall maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association or who is serving at the request of the Association as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against the individual and incurred by the individual in any such capacity or arising out of his or her status of such, whether or not the Association would have the power to indemnify the individual against such liability under the provisions of these bylaws. Any exclusions or indemnifications in the bylaws will not reduce the coverage of said Directors and Officers insurance.

**Section 16.7. – Executive Officer.** The provisions of Article 16 shall also apply to the association's employed Executive Officer.

## ARTICLE 17

### Notices

**Section 17.1. – List of Members.** The Executive Officer, under the direction of the Secretary/Treasurer of HBAGC, shall maintain a list of Members of HBAGC, containing the name and class of each Member, its business and mailing addresses. Each Member shall inform the Executive Officer of any change in the information contained in such list.

**Section 17.2. – Notices.** Whenever written notice is required or permitted to be given under the provisions of these bylaws or any applicable law, it shall be deemed to have been given: if given by mail, when deposited in the United States mail, with postage thereon prepaid, by facsimile or by electronic mail addressed to the person entitled to receive the notice at such person's address, facsimile number or email address as it appears on the books of HBAGC, .

**Section 17.3. – Waiver of Notice.** Whenever any notice is required to be given under the provisions of these bylaws or any applicable laws, a written waiver thereof, signed by the person or persons entitled to receive the notice either before or after the time stated therein, shall be deemed equivalent to giving such a notice. Attendance of a person at a meeting in person shall constitute a waiver of notice of such meeting, unless the person attends the meeting solely for the purpose of objecting to the holding of the meeting because proper notice was not given.

## ARTICLE 18

### Rules of Procedure

The rules contained in Robert's Rules of Order Newly Revised shall govern the conduct of all meetings of the Members, Directors, committees and councils of HBAGC, except where such rules are inconsistent with these bylaws or with any special rules of order HBAGC may adopt.

## ARTICLE 19

### Amendments

These bylaws may be amended, altered or repealed and new bylaws adopted at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors in attendance and eligible to vote provided that a copy of the proposed amendment shall have been given to each Director not less than ten (10) business days prior to the meeting at which the vote on the amendment is to be taken. Any change to these bylaws shall take effect immediately following the vote approving the change, unless a future date is specified.

## **ARTICLE 20**

### **Code of Ethics**

MEMBERS OF THE HOMEBUILDERS ASSOCIATION OF GREATER CHICAGO AND THEIR COMPANIES BELIEVE AND AFFIRM THAT:

- I. The paramount responsibility of each Member is to their customers, fellow Members, the general public and the communities in which they work; proceeding with straightforwardness, honesty, integrity and fairness; providing housing of functional design and sound craftsmanship and incorporating high standards of health, safety and sanitation so that each home is an asset to its owner and to the community in which it is located.
- II. Each Member shall act professionally, making good faith efforts to meet contractual, moral and ethical obligations and commitments regarding their business activities.
- III. Each Member has the responsibility to keep informed regarding all laws, regulations, public policies, production and manufacturing processes and any other essential information which affects their business interests and those of the housing industry.
- IV. In the best interest of society, of their associates and of their own business, Members shall be loyal to the Association and shall refrain from engaging in activities which are counter-productive to the work of the Association and the interests of the housing industry.
- V. No Member shall attempt to injure with malicious intent, either directly or indirectly, the professional reputation, customer prospects, business or employment of another Member of the Association; nor shall they indiscriminately criticize another Member's work in public.
- VI. No Member shall seek an unfair advantage of fellow Members.
- VII. Members shall willingly share lessons of non-proprietary study and experience.
- VIII. Each Member shall conduct their business in an ethical way so as to avoid controversies between Members; and, should any such controversy arise, first seek to resolve such controversy through the Association's dispute resolution procedures.
- IX. A Member believing another Member is engaging in misconduct or illegal activity or has violated the letter of spirit of this Code is encouraged to present the information to the Ethics Committee.
- X. Members assume these responsibilities freely and solemnly and are mindful that they are part of the obligations of the Members of the Homebuilders Association of Greater Chicago.

**RULES OF PROCEDURE**

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**CHAPTER OF  
HOME BUILDERS ASSOCIATION OF GREATER CHICAGO**

**ARTICLE I  
NAME, LOCATION AND AFFILIATION**

Sec. 1. The name of this Chapter shall be the \_\_\_\_\_  
Chapter of the Home Builders Association of Greater Chicago.

Sec. 2. This Chapter is created by and is part of the Home Builders Association of Greater Chicago ("HBAGC"), and is subject to the Bylaws and authority of HBAGC's Board of Directors.

Sec. 3. The principal office of this Chapter shall be located at 1841 W. Army Trail Road, Addison, IL 60101, or such other place as HBAGC's Board of Directors may from time to time designate.

Sec. 4. The operations of this Chapter shall be conducted in the territory assigned to its jurisdiction by the Board of Directors of HBAGC.

**ARTICLE II  
PURPOSES**

The purposes of this Chapter 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 Chapter's jurisdiction for the benefit of the industry as a whole.

(C) To assist in the accomplishment of the objectives of HBAGC that pertain to this Chapter's jurisdiction.

(D) To operate without profit and no part of the assets of the Chapter shall inure to the benefit of any individual member.

**ARTICLE III  
CHAPTER MEMBER COMPOSITION**

The membership of the Chapter shall consist of Members or employees of Members of HBAGC who have a professional interest in the purpose of this Chapter, and who have applied for membership in the Chapter.

**ARTICLE IV  
MEETINGS OF MEMBERS**

Sec. 1. REGULAR MEETINGS.

(A) The time, place and date of regular membership meetings shall be set by the Chapter Board of Directors.

Sec. 2. SPECIAL MEETINGS.

(A) Special meetings may be called by the Chapter President or upon the written request of at least five (5) directors. The purpose of the special meeting shall be stated in the notice of the meeting.

Sec. 3. NOTICES.

(A) Notice of the date, time and place of all meetings shall be given to the members not less than ten (10) business days in advance of the date of the meeting. Notice may be given by mail, electronic means, telegram, facsimile machine or personal delivery.

**ARTICLE V  
BOARD OF DIRECTORS**

Sec. 1. AUTHORITY AND COMPOSITION. The governing body of this Chapter shall be the Board of Directors, which shall be composed of the President, the Vice-President, the Treasurer, the Secretary, the immediate Past President and not less than four (4) nor more than sixteen (16) elected members. This Chapter Board shall consist exclusively of HBAGC Members or their employees and must have at least one (1) more Builder than Associate member. The HBAGC Executive Officer shall serve on the Board in an ex-officio non-voting capacity.

Sec. 2. TERM. Each elected Director shall be elected to hold office for a term of two (2) years and until his or her successor shall have been elected and duly qualified. No elected Director other than Chapter officers duly elected by the Chapter Board of Directors to serve in the capacity of President, Vice President, Secretary or Treasurer may serve more than three (3) consecutive two (2) year terms and is not eligible for re-election without an interruption of service of not less than one year.

Sec. 3. CHAIR. The Chapter President shall be the Chair of the Chapter Board of Directors.

Sec. 4. MEETINGS AND NOTICE.

(A) Meetings of the Chapter Board of Directors will be called by the Chapter President in consultation with Chapter Staff, or upon the request in writing of five (5) members of the Board of Directors. All Board meetings shall be open to all members in good standing of the Chapter.

(B) Notice of the date, time and place of all meetings shall be given to the Chapter Board of Directors members not less than ten (10) business days in advance of the meeting. Notice may be given by mail, electronic means, telegram, facsimile machine or personal delivery.

Sec. 5. VOTING. A majority vote of the voting Directors present at a meeting at which a quorum is present shall decide an issue.

Sec. 6. QUORUM. The presence of more than one-half of the voting Directors shall constitute a quorum for the transaction of business.

Sec. 7. ATTENDANCE. If a Chapter Director misses three (3) unexcused meetings of the Chapter Board, the President shall declare the directorship vacant.

Sec. 8. VACANCIES. Any vacancy occurring in the Board of Directors, for any reason, shall be filled by the Board of Directors. A director elected to fill a vacancy shall meet the qualifications for that directorship as provided in these by laws and shall serve for the unexpired term of his/her predecessor in office.

Sec. 9. PAST PRESIDENTS. Past presidents who are not serving as an active member of the Board may attend and participate in all meetings of the Board in a non-voting capacity.

Sec 10. LIFE MEMBERS. The Chapter may confer Life Membership on any individual who shall qualify for such membership by having rendered exceptionally meritorious and distinguished service to the Chapter. A Life Member shall be entitled to all the privileges of and be subject to all the obligations of membership of the Chapter unless otherwise stated in these Rules of Procedure. Life Members who are not serving as an elected member of the Board may attend and participate in all meetings of the Board in a non-voting capacity.

**ARTICLE VI  
OFFICERS**

Sec. 1. OFFICERS. The Chapter shall have the following officers: A president, a vice president, a secretary and a treasurer.

(A) The Chapter President shall be a Builder Member or Builder Affiliate Member of the Chapter. The Chapter President shall be recommended by the Chapter Nominations Committee for appointment by the Chapter Board of Directors. The

Chapter President shall be the chief elected officer of the Chapter and shall preside at its meetings and those of the Chapter Board of Directors. The Chapter President shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties appropriate to such office.

(B) The Chapter Vice President shall be a Builder Member or Builder Affiliate Member of the Chapter. The Chapter Vice President shall be recommended by the Chapter Nominations Committee for appointment by the Board of Directors and shall hold office for a term coincident with the term of the Chapter President. The Chapter Vice President shall perform such duties as are assigned by the President and in the absence of the President, shall perform all of the duties of the President.

(C) The Treasurer shall be a Builder, Builder Affiliate, Associate or Associate Affiliate Member of the Chapter. The Treasurer shall be recommended by the Chapter Nominations Committee for appointment by the Board of Directors. The Treasurer shall be responsible to the Chapter for developing its annual budget in conjunction with staff for incorporation into the budget of HBAGC and presentation to the finance committee and upon direction of the President shall perform other duties appropriate to such office.

(D) The Secretary shall be a Builder, Builder Affiliate, Associate or Associate Affiliate Member of the Chapter. The Secretary shall be recommended by the Chapter Nominations Committee for appointment by the Board of Directors. The Secretary shall keep a record of all of the official proceedings of the Chapter 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. TERM AND TENURE. Each officer shall be elected to hold office for a term of one (1) year and may serve two (2) consecutive one (1) year terms.

Sec. 3. SUCCESSION. In the event of the removal, disability, resignation or death of the Chapter President, the Chapter Vice President shall assume the office of Chapter President and shall serve the unexpired term of the President. The HBAGC President shall name from among the Chapter Builder members of the Board of Directors an individual to serve the unexpired term of Vice President.

## **ARTICLE VII CHAPTER STAFF**

HBAGC shall assign staff who will report directly to the Executive Officer of HBAGC to support the operations and objectives of the Chapter. The Chapter may request specialized or contract staff support or services from HBAGC, provided that the Chapter budget includes any associated expense.

**ARTICLE VIII  
NOMINATIONS**

(A) There shall be a Nominations Committee composed of not less than three (3) members of the Chapter appointed by the Chapter President. The Nominations Committee shall select its Chairman.

(B) The Committee shall solicit the Chapter membership, consider recommendations, and shall nominate at least one candidate for each vacant Board position and for each vacant officer position. Nominations shall be made and notice given to the Chapter Board not less than ten (10) days in advance of a meeting at which elections are to be held.

**ARTICLE IX  
SPECIAL COMMITTEES**

(A) The Board of Directors may from time to time establish special committees to carry out the purposes of the Chapter.

(B) The Chairperson and members of all special committees shall be appointed by the Chapter President except as otherwise specifically provided in these Rules of Procedure.

(C) Meetings of all Chapter committees shall be upon the call of the Chairperson with the approval of the Chapter President.

(D) A simple majority vote in the committee shall decide an issue provided a quorum is present.

(E) The presence of more than one half of the committee shall constitute a quorum for the transaction of business.

**ARTICLE X  
FINANCE**

Sec. 1. The fiscal year of this Chapter shall be coincident with the fiscal year of HBAGC.

Sec. 2. The Chapter Board of Directors shall recommend a budget for incorporation into the HBAGC Budget each fiscal year, and this Chapter shall function within the total of the budget approved by the HBAGC. The HBAGC Board of Directors must authorize any expenditure in excess of an approved budget.

Sec. 3. All receipts, disbursements or contracts transacted on behalf of the Chapter will be executed by the HBAGC staff pursuant to the HBAGC Bylaws.

Sec. 4. Special request for funds over budget not exceeding \$3,000 in the aggregate can be approved by the HBAGC Executive Officer.

**ARTICLE XI  
RULES OF PROCEDURE**

Roberts' Rules of Order shall govern the meetings of the Chapter.

**ARTICLE XII  
AMENDMENTS**

These Rules of Procedure may be amended by the HBAGC Board of Directors.

**RULES OF PROCEDURE**

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**COUNCIL OF  
HOME BUILDERS ASSOCIATION OF GREATER CHICAGO**

**ARTICLE XIII  
NAME, LOCATION AND AFFILIATION**

Sec. 1. The name of this Council shall be the \_\_\_\_\_ Council of the Home Builders Association of Greater Chicago.

Sec. 2. This Council is created by and is part of the Home Builders Association of Greater Chicago (“HBAGC”), and is subject to the Bylaws and authority of HBAGC’s Board of Directors.

Sec. 3. The principal office of this Council shall be located at 1841 W. Army Trail Road, Addison, IL 60101, or such other place as HBAGC’s Board of Directors may from time to time designate.

Sec. 4. The operations of this Council shall be conducted in the territory assigned to its jurisdiction by the Board of Directors of HBAGC.

**ARTICLE XIV  
PURPOSES**

The purposes of this Council shall be:

(A) (Describe the focus area of the Council) \_\_\_\_\_.  
(See page 19 of HBAGC by-laws for Council descriptions that apply.)

(B) To collaborate with all fields related to the building industry within the Council’s jurisdiction for the benefit of the industry as a whole.

(C) To assist in the accomplishment of the objectives of HBAGC that pertain to this Council’s jurisdiction.

(D) To operate without profit and no part of the assets of the Council shall inure to the benefit of any individual member.

**ARTICLE XV  
COUNCIL MEMBER COMPOSITION**

The membership of the Council shall consist of Members or employees of Members of HBAGC who have a professional interest in the purpose of this Council, and who have applied for membership in the Council.

**ARTICLE XVI  
MEETINGS OF MEMBERS**

Sec. 1. REGULAR MEETINGS.

(A) The time, place and date of regular membership meetings shall be set by the Council Board of Directors.

Sec. 2. SPECIAL MEETINGS.

(A) Special meetings may be called by the Council President or upon the written request of at least five (5) directors. The purpose of the special meeting shall be stated in the notice of the meeting.

Sec. 3. NOTICES.

(A) Notice of the date, time and place of all meetings shall be given to the members not less than ten (10) business days in advance of the date of the meeting. Notice may be given by mail, electronic means, telegram, facsimile machine or personal delivery.

**ARTICLE XVII  
DUES AND FEES**

The dues and fees of this Council shall be established by the HBAGC Board of Directors.

**ARTICLE XVIII  
BOARD OF DIRECTORS**

Sec. 1. AUTHORITY AND COMPOSITION. The governing body of this Council shall be the Board of Directors, which shall be composed of the President, the Vice-President, the \*Associate Vice President (If applicable to the council) the Treasurer, the Secretary, the immediate Past President and not less than four (4) nor more than thirty (30) elected members. This Council Board shall consist exclusively of HBAGC Members or their employees and must have at least one (1) more Builder than Associate member. In no event shall more than two (2) Directors be employed by the same company, with the exception of active past presidents. The HBAGC Executive Officer shall serve on the Board in an ex-officio non-voting capacity.

Sec. 2. TERM. Each elected Director shall be elected to hold office for a term of two (2) years and until his or her successor shall have been elected and duly qualified. No elected Director other than Council officers duly elected by the Council Board of Directors to serve in

the capacity of President, Vice President, Associate Vice President (discretionary per Council requisite), Secretary or Treasurer may serve more than three (3) consecutive two (2) year terms and is not eligible for re-election without an interruption of service of not less than one year.

Sec. 3. CHAIR. The Council President shall be the Chair of the Council Board of Directors.

Sec. 4. MEETINGS AND NOTICE.

(A) Meetings of the Council Board of Directors will be called by the Council President in consultation with Council Staff, or upon the request in writing of not less than five (5) members of the Board of Directors. All Board meetings shall be open to all members in good standing of the Council.

(B) Notice of the date, time and place of all meetings shall be given to the Council Board of Directors members not less than ten (10) business days in advance of the meeting. Notice may be given by mail, electronic means, telegram, facsimile machine or personal delivery.

Sec. 5. VOTING. A majority vote of the voting Directors present at a meeting at which a quorum is present shall decide an issue.

Sec. 6. QUORUM. The presence of more than one-half of the voting Directors shall constitute a quorum for the transaction of business.

Sec. 7. ATTENDANCE. If a Council Director misses three (3) unexcused meetings of the Council Board, the President shall declare the directorship vacant.

Sec. 8. VACANCIES. Any vacancy occurring in the Board of Directors, for any reason, shall be filled by the Board of Directors. A director elected to fill a vacancy shall meet the qualifications for that directorship as provided in these rules of procedures and shall serve for the unexpired term of his/her predecessor in office.

Sec. 9. PAST PRESIDENTS. Past presidents who are not serving as an active member of the Board may attend and participate in all meetings of the Board in a non-voting capacity.

Sec 10. LIFE MEMBERS. The Council may confer Life Membership on any individual who shall qualify for such membership by having rendered exceptionally meritorious and distinguished service to the Council. A Life Member shall be entitled to all the privileges of and be subject to all the obligations of membership of the Council unless otherwise stated in these Rules of Procedure. Life Members who are not serving as an elected member of the Board may attend and participate in all meetings of the Board in a non-voting capacity.

## **ARTICLE XIX OFFICERS**

Sec. 1. OFFICERS. The Council shall have the following officers: A president, a vice president, an Associate Vice President (discretionary per Council requisite), a Secretary and a Treasurer.

(A) The Council President shall be a Builder Member or Builder Affiliate Member of the Council. The Council President shall be recommended by the Council Nominations Committee for appointment by the Council Board of Directors. The Council President shall be the chief elected officer of the Council and shall preside at its meetings and those of the Council Board of Directors. The Council President shall appoint all committees, shall be an ex-officio member of all committees, and shall perform all other duties appropriate to such office.

(B) The Council Vice President shall be a Builder Member or Builder Affiliate Member the Council. The Council Vice President shall be recommended by the Council Nominations Committee for appointment by the Board of Directors and shall hold office for a term coincident with the term of the Council President. The Council Vice President shall perform such duties as are assigned by the President and in the absence of the President, shall perform all of the duties of the President.

(C) The Council Associate Vice President (discretionary) shall be an Associate Member or Associate Affiliate Members of the Council. The Associate Vice President shall be recommended by the Council Nominations Committee for appointment by the Board of Directors and shall hold office for a term coincident with the term of the Council President. The Associate Vice President shall perform such duties as are assigned by the President.

(D) The Treasurer shall be a Builder, Builder Affiliate, Associate or Associate Affiliate Member of the Council. The Treasurer shall be recommended by the Council Nominations Committee for appointment by the Board of Directors. The Treasurer shall be responsible to the Council for developing its annual budget in conjunction with staff for incorporation into the budget of HBAGC and presentation to the finance committee and upon direction of the President shall perform other duties appropriate to such office.

(E) The Secretary shall be a Builder, Builder Affiliate, Associate or Associate Affiliate Member of the Council. The Secretary shall be recommended by the Council Nominations Committee for appointment by the Board of Directors. The Secretary shall keep a record of all of the official proceedings of the Council 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. TERM AND TENURE. Each officer shall be elected to hold office for a term of one (1) year and may serve two (2) consecutive one (1) year terms.

Sec. 3. SUCCESSION. In the event of the removal, disability, resignation or death of the Council President, the Council Vice President shall assume the office of Council

President and shall serve the unexpired term of the President. The HBAGC President shall name from among the Council Builder members of the Board of Directors an individual to serve the unexpired term of Vice President.

## **ARTICLE XX COUNCIL STAFF**

HBAGC shall assign staff who will report directly to the Executive Officer of HBAGC to support the operations and objectives of the Council. The Council may request specialized or contract staff support or services from HBAGC, provided that the Council budget includes any associated expense.

## **ARTICLE XXI NOMINATIONS**

(A) There shall be a Nominations Committee composed of not less than three (3) members of the Council appointed by the Council President. The Nominations Committee shall select its Chairman.

(B) The Committee shall solicit the Council membership, consider recommendations, and shall nominate at least one candidate for each vacant Board position and for each vacant officer position. Nominations shall be made and notice given to the Council Board not less than ten (10) days in advance of a meeting at which elections are to be held.

## **ARTICLE XXII SPECIAL COMMITTEES**

(A) The Board of Directors may from time to time establish special committees to carry out the purposes of the Council.

(B) The Chairperson and members of all special committees shall be appointed by the Council President except as otherwise specifically provided in these Rules of Procedure.

(C) Meetings of all Council committees shall be upon the call of the Chairperson with the approval of the Council President.

(D) A simple majority vote in the committee shall decide an issue provided a quorum is present.

(E) The presence of more than one half of the committee shall constitute a quorum for the transaction of business.

**ARTICLE XXIII  
FINANCE**

Sec. 1. The fiscal year of this Council shall be coincident with the fiscal year of HBAGC.

Sec. 2. The Council Board of Directors shall recommend a budget for incorporation into the HBAGC Budget each fiscal year, and this Council shall function within the total of the budget approved by the HBAGC. The HBAGC Board of Directors must authorize any expenditure in excess of an approved budget.

Sec. 3. All receipts, disbursements or contracts transacted on behalf of the Council will be executed by the HBAGC staff pursuant to the HBAGC Bylaws.

Sec. 4. Special request for funds over budget not exceeding \$3,000 in the aggregate can be approved by the HBAGC Executive Officer.

**ARTICLE XXIV  
RULES OF PROCEDURE**

Roberts' Rules of Order shall govern the meetings of the Council.

**ARTICLE XXV  
AMENDMENTS**

These Rules of Procedure may be amended by the HBAGC Board of Directors.